

Industrial Development Association Of North Dakota

Bylaws

Revised November 1995, October 1999 and March 2000

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:*
It is the mission of the Economic Development Association of North Dakota to increase economic opportunities for residents of the state by supporting (1) primary sector growth, (2) professionalism among economic development practitioners, and (3) cooperation among development organizations. The Association will support the membership in furthering primary sector economic growth in the state of North Dakota.

Article III - Membership

Section 1: *Membership Classes:*
Membership shall be divided into two classes- Active Members and Associate Members.

Section 2: *Membership Qualifications.*

- A. 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.
- B. Associate Membership is generally available to those engaged in some form of economic development activity outside of the State. This designation is also available to those not directly engaged in the practice of economic development but, who desire information concerning the profession, who desire to work with the profession, or are in agreement with the objectives of the Association. An Associate Membership has all the rights and privileges of membership except voting and holding office.

Section 3: *Membership Application Process:*

Applications will be submitted to the Board for action. Memberships Approved by the Board will be effective upon payment of required membership dues. Acceptance for membership shall be in writing.

Section 4: *Transfer of Membership:*

Membership resides with the organization which pays the dues; except when individuals pay their own dues, the membership remains with the individual, Transfer of membership may automatically be made to the member's successor upon termination of employment provided that the organization requesting the transfer has paid the member's dues. All requests for transfer of membership must be received in writing by the Secretary-Treasurer of the organization.

Section 5: *Termination of Membership:*

- A. Any member may resign from the Association upon written request to the Board.
- B. 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.
- C. 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 6: *Voting Privileges:*

- A. 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.
- B. 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 of payment. The annual dues for membership in EDND shall be due and payable in advance.

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 of the Association: President, Immediate Past-President, Vice-President, Secretary-Treasurer, and Three Members-at-Large.

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.

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, by unanimous vote, levy special assessments. The Board shall have such other duties as may be indicated elsewhere in these Bylaws.

Section 5: *Board Vacancies:*
When a mid-term vacancy occurs, the Board of Directors shall appoint from the membership a replacement to serve the un-expired term, with the exception of the President, in which case the Vice-President shall succeed and serve the un-expired term. The office of the Vice-President will remain vacant until the next annual meeting. Should a vacancy occur in the office of Past-President, this office will also remain vacant until the expiration of the term of the existing President.

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, Secretary-Treasurer, and three Members-At-Large. 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:*

The Secretary-Treasurer shall have charge and custody of all funds, keep the records of all meetings, notify members of meetings, be responsible for the collection of dues, and shall provide a report at each general meeting of all business transacted including financial reports, Board actions, and minutes of the last general membership meeting. The Secretary-Treasurer shall also make an annual report to the membership at the annual meeting of the Association. This report shall include an itemized accounting of all receipts and expenditures, plus current balance of funds and a list of all outstanding debts. At the direction of the Board, the Secretary-Treasurer's records shall be reviewed by an independent agency and the results shall be included in the next annual financial report to the membership.

Section 5: *Member-At-Large- Duties:*
Three (3) Member-At-Large Directors shall represent the broad interests of the entire membership.

Section 6: *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 handled 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 convenient to the use of the Secretary-Treasurer and 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. Failure to hold the annual meeting shall not work as dissolution of the Association.
- Section 2: *Special Meetings:*
Special Meetings may be called by the President. In addition, upon the request of 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 five (5) 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 recommendations 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 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 by petition. Additional candidates for officers can be nominated by petition bearing the signature of at least five members in good standing of the Association. Separate petitions must be filed for each nominee and such petitions shall be filed with the Secretary-Treasurer within ten days after the President's date of mailing such notification to the membership.
- Section 4: *Election of Officers:*
The election of officers shall be held at the annual meeting of the Association.

In the event that no petitions for additional nominees are received within the allotted time, 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 within the allotted time, 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 in person. Proxies will not be recognized.
- Section 6: *Terms of Office:*

Officers shall not serve in the same position for more than one elected term with the exception of the Secretary-Treasurer. The Secretary-Treasurer may serve an unlimited number of consecutive terms provided the Secretary-Treasurer is duly elected or re-elected at each annual meeting. 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: *Annual Meeting Option:*

The Bylaws of the Association may be amended or repealed wholly or in part by secret ballot at any annual meeting or at any special meeting called for that purpose provided that thirty (30) days written notice has been given the membership. Two-thirds (2/3) vote of the voting membership at such meeting is required for passage of such repeal or amendment.

Section 2: *Mailed Ballot Option:*

The Bylaws may also be amended or repealed wholly or in part by mailed ballot, provided ballots are mailed with first class postage to each member at his last known address and provided that a minimum of thirty (30) days be allowed for returning the ballot, and further provided that the amendment or repeal carry a two-thirds (2/3) majority of the voting membership.

The ballots will be mailed to the Secretary-Treasurer and a quorum of the Board of Directors will serve as the teller. The President will notify the membership by mail 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.