

Canadian Chestnut Council / Conseil Canadien du Châtaignier

Bylaws

Article 1: Definitions

An Article of the Constitution is something that has to be approved by the Board and by a specified majority of the members present at an annual general meeting and then submitted to the Canada Revenue Agency Charities Directorate and Corporations Canada Not-for-Profit for approval.

A Bylaw is something that has to be approved by the Board and then by a specified majority of the members present at an annual general meeting and then submitted to the Canada Revenue Agency Charities Directorate and Corporations Canada Not-for-Profit for approval.

A Policy is something that has to be approved by a specified majority of the Board.

Article 2: Object

The Council is organized exclusively to promote charitable, educational and scientific goals and objectives relating to the preservation and restoration of the native sweet American Chestnut (*Castanea dentata*) and/or its derivatives, and to do all things as may be necessary and proper to carry out any of the foregoing purposes for which the Council is organized.

Article 3: Membership

Section 3.1. Membership

All persons interested in the preservation and re-establishment of the American chestnut (*Castanea dentata*) in Canada shall be eligible for membership.

Section 3.2. Members

There shall be the following kinds of members:

1. **Regular Members.** Regular members shall be voting members.
2. **Honorary Members.** Honorary members shall have the same right as a Regular member. Honorary members shall not have to pay membership fees. Any person who has rendered eminent service to the Council and its purposes or to an equivalent organization with broad scientific interests shall be eligible as an Honorary Member. An Honorary Member shall be recommended by any member of the Council in good standing and ratified by a simple majority of the Board.

Section 3.3. Advisors

There shall be the following kinds of advisors:

1. **Advisor** is an individual selected by a majority of the members of the Board to provide scientific and/or technical skills, knowledge, advice and facilities to the Board and/or its committees as needed. Advisors are encouraged to attend and to participate in all Board meetings. Advisors have no voting rights.

2. **Honorary Advisor** is any person who has rendered eminent service to the Council and its purposes or to an equivalent organization with broad scientific interests shall be eligible as an Honorary Advisor. Honorary Advisors shall be recommended by any member of the Council in good standing and ratified by a simple majority of the Board. Honorary Advisors shall not have the right to vote.

Article 4: Board of Directors

Section 4.1. Number, Tenure and Qualifications

1. The Board of Directors shall consist of nine (9) members including the chairperson, with a minimum of five (5) members and a maximum of twelve (12) members.
2. A Director shall be elected for terms of three (3) years, or for a shorter term if vacancies are to be filled.
3. A Director's first term of office shall be a period of one (1) year on an intern basis.
4. A new Director must sign a statement that acknowledges that they have been advised of the Constitution, Bylaws and Policies of the Canadian Chestnut Council and will abide by those documents.
5. At the end of their term a Director may stand for re-election.
6. A minimum of two (2) Directors and a maximum of five (5) Directors shall stand for re-election annually, on a first elected – first re-elected basis.
7. To stand for election as a Director, an individual must meet the following qualifications:
 - be a member in good standing;
 - be 18 years of age or older;
 - be interested in the American Chestnut and committed to its restoration; and
 - have no conflict of interest or pecuniary interest regarding the interests of the Canadian Chestnut Council.

Section 4.2. Selection of Directors

1. Directors shall be elected by a majority vote of members in attendance at an annual meeting, or a meeting held for the purpose of electing Directors.
2. A Director:
 - shall have no ethical or financial conflicts with the Council constitution, bylaws or policies;
 - must attest to acceptance of the Canadian Chestnut Council's constitution, bylaws and policies;
 - shall attend at least 75% of Board meetings each year;
 - will participate as able in one or more committees;
 - comply with the Canadian Chestnut Council's code of conduct; and
 - comply with the Canadian Not-for-Profit Act.

Section 4.3. Removal of a Director

1. A Director may be suspended by the Board and removed from office by the membership for failing to be qualified or for not conforming with the requirements of this section.
2. The Director being suspended will receive due notice of the suspension and the reasons for the suspension.
3. A meeting of the membership will be convened to review the suspension and either reinstate or remove the Director. The membership and Director under review will receive a minimum of 21 days notice of the meeting. The Director will have opportunity to make representation at such meeting. The matter will be decided by a simple majority vote of those members in good standing present.
4. If the Director is removed from office, an election to replace the Director will be held, the matter to be decided by a simple majority of those members in good standing present. If no one is elected, the Board may fill the vacancy.

Article 5: Governance**Section 5.1. Membership**

1. To vote on Council matters, a member must be in good standing and have paid membership fees for the current period (October 1st to September 30th), or be an honorary member.
2. Each member shall pay such fees as the Council shall from time-to-time determine.

Section 5.2. Board of Directors

1. The business affairs and property of the Council shall be managed and controlled by its Board of Directors.
2. The Directors may exercise all such powers and do such things as may be exercised or done by the Council, subject to provisions of the Bylaws, and all applicable law.
3. Directors shall receive no compensation for their services as Directors, but this shall not restrict the reimbursement for reasonable expenses incurred by a Director, or the reasonable compensation to a Director when they render administrative, professional or other bona fide services to this Council in a way other than as a Director or member of this council.
4. The Board reports to the membership at the annual general meeting of the membership and through the newsletter.

Section 5.3. Filling a Vacancy on the Board

1. A Director vacancy between annual meetings, no matter how caused, shall be filled by the Board by a simple majority vote of the remaining Board members. An Interim Director elected to fill a vacancy shall serve until the next annual general meeting. An Interim Director has all the powers as a Director.
2. An Interim Director shall be elected to Director by simple majority of the membership in attendance at the next annual general meeting.

Section 5.4. Board Quorum and Voting

1. Passage of motions or resolutions shall require a vote of the majority of those present and voting, unless provided in the Bylaws. Any duly elected or appointed Board member may vote.
2. Except as otherwise provided in the Bylaws, a quorum for the transaction of business shall consist of five (5) of the members of the Board. No member of the Board may give a proxy for themselves or vote by proxy.
3. Any duly elected or appointed Board member may present a resolution and participate in the initial discussions.
4. A Board member must declare a conflict of interest and be excused from final deliberations and the vote on such resolution.
5. A conflict of interest shall be defined as but not limited to: A conflict of interest refers to situations in which personal, occupational or financial considerations may affect, or appear to affect, a Director's objectivity, judgement or ability to act in the best interests of the Council.
6. Principles for Dealing with Conflict of Interest:
 - a. Both prior to serving on the Board and during their term of office, Directors must openly disclose a potential, real or perceived conflict of interest as soon as the issue arises and before the Board or its committees dealing with the matter at issue.
 - b. If the Director is not certain whether they are in a position of conflict of interest, the matter may be brought before the Chair of the Board, the Executive Committee or the Board for advice and guidance.
 - c. If there is any question or doubt about the existence of a real or perceived conflict, the Board will determine by simple majority vote if a conflict exists. The Director potentially in conflict of interest shall be absent from the discussion and shall not vote on the issue.
 - d. It is the responsibility of other Directors who are aware of a real, potential or perceived conflict of interest on the part of a fellow Director to raise the issue for clarification, first with the Director in question and, if unresolved, with the Chair of the Board.
 - e. The Director must abstain from participation in any discussion on the matter, shall not attempt to personally influence the outcome, shall refrain from voting on the matter and, unless otherwise decided by the Board, must leave the meeting room for the duration of any such discussion or vote.
 - f. The disclosure and decision as to whether a conflict exists shall be duly recorded in the minutes of the meeting. The time the Director left and returned to the meeting shall also be recorded.

Section 5.5. Meetings of the Board of Directors

1. The Board of Directors shall meet at least four (4) times a year. Additional meetings may be called at the discretion of the Executive of the Board of Directors.
2. Regular meetings shall be held at such time and place in Canada as may be fixed by a resolution of the Board as determined by the executive officers. Written notice of all meetings shall be distributed to all Directors at least ten (10) days prior to the meeting.
3. Special meetings may be called by the Chairperson on the request of any Board member. Notice of special meetings shall be given at least forty-eight (48) hours in advance of the meeting by the Chairperson or Secretary by mail, telephone, telegraph or in person.

Section 5.6. Amendments

1. The Articles of the Constitution shall be amended by resolution of the majority of the Board and ratified by approval of a two-thirds (2/3) majority of the membership present at a general meeting. Due notice of proposed amendments must be given as prescribed in the Bylaws.
2. The Bylaws of the Council shall be amended by resolution of the majority of the Board, and ratified by approval of a two-thirds (2/3) majority of the membership present at a general meeting. Due notice of proposed amendments must be given as prescribed in the Bylaws.
3. The Policies of the Council shall be amended by resolution of the majority of the Board. No notice is required.

Article 6: Meetings**Section 6.1. Annual General Meeting**

1. An annual general meeting shall be held within 90 days of the year end at a place to be specified by the Board.
2. Notice shall be given of the annual general meeting to all members in good standing a minimum of 21 days prior to such meeting.
3. Passage of motions or resolutions shall require a vote of a simple majority of those members present, unless provided in the Bylaws.

Section 6.2. Special Meeting

1. Special meetings may be called by the Board, or as requested by the membership and approved by the Board, as required.
2. Notice shall be given of the special meeting to all members in good standing a minimum of 21 days prior to such meeting.

Article 7: Officers

Section 7.1. Chairperson

The Chairperson shall:

1. have the powers of general management of the business of Council;
2. preside or delegate such authority at all meetings of the Executive, the Board of Directors, the membership, and of the annual general meeting (AGM) of the membership;
3. be the Chief Executive Officer of the Council and shall see that all orders and resolutions of the Board are carried to effect;
4. shall be a member ex officio of all committees and act as a mentor to and be responsible to monitor committee activities and request regular reports from all committees on behalf of the Executive;
5. shall be considered “Chairperson” of the Council for the purpose of carrying out the duties of signatory agent and may execute documents on behalf of the Council under that title or assign the responsibility to whatever Director, the chairperson so chooses;
6. shall be entitled to vote on all matters before the Board in the same manner as any other Director; and
7. shall perform all duties incidental to the position including official correspondence, acting as the official public voice, set the agenda and ensure adherence to it, verify the accuracy of the minutes, ensure the conventions of the council and meetings are followed and any additional duties as the Board may prescribe.

Section 7.2. Vice Chairperson

The Vice Chairperson shall:

1. assist the Chairperson with the duties of the Chairperson;
2. assume the responsibilities of the Chairperson when the Chairperson is absent or not available;
3. undertake other duties as assigned by the Executive and/or the Board of Directors;
4. initiate recruitment and coordinate nominations of Directors for every AGM;
5. ensure that all covenants or permits are being met (Stewardship reports, etc.); and
6. be the Executive representative responsible for the Governance Committee.

Section 7.3. Secretary

The Secretary shall:

1. be the Secretary of the meeting of the Board of Directors, the Executive and of the annual general meeting (AGM) of the membership and shall be responsible for the recording of such meetings;
2. give proper notice of meetings to Directors and members of the AGM;
3. sign and execute such documents as may be necessary to the transactions of the business of the Council;
4. keep the minute book current;
5. keep the book of the Constitution, Bylaws, and Policies current;
6. keep track of the election roll for Directors and Officers for every AGM;
7. ensure that all covenants of permits are being met (Stewardship reports, etc.); and
8. undertake other duties as assigned by the Executive and / or the Board of Directors.

Section 7.4. Treasurer

The Treasurer shall:

1. keep accurate accounts of all money received and distributed by the Council;
2. render to the Board of Directors or the Chairperson, whenever required, an account of the financial condition of the Council;
3. supervise the receipt, deposit, and disbursement of the funds of the Council in accordance with the bylaws and policies established by the Board of Directors;
4. file annual reports to Revenue Canada and the Charities Directorate as required;
5. monitor the work plans of all grants in an effort to ensure that the requirements of the grant (goals, budget, reporting, etc.) are being met;
6. report on the financial condition of the Council to the membership at the annual general meeting (AGM) in the manner prescribed by the Board of Directors;
7. establish a financial plan for each fiscal year;
8. ensure that the Council's insurance is current and in good order;
9. liaise with all committees regarding space funding requirements;
10. be the Executive representative responsible for the Fundraising Committee;
11. undertake other duties as assigned by the Executive and/or the Board of Directors; and
12. oversee all assets and liabilities of the council and that all assets are held in a responsible stewardship.

Article 8: Executive

Section 8.1. Composition

1. The Executive shall be comprised of the following officers: Chairperson, Vice Chairperson, Treasurer, and Secretary.
2. Officers may be elected by the Board at the first meeting after the annual meeting from the membership of the Board. Officers serve for a term of three (3) years.
3. Officers may be elected or removed by a simple majority of the Board members present.

Section 8.2. Responsibilities

1. The Executive reports to the Board and receives its directives, recommendations and approvals.
2. The Executive implements the Board directives and recommendations and reports to the Board.
3. The Executive shall conduct the on-going affairs of the Council as permitted by the Bylaws and Policies of the Council.
4. The Executive shall establish standing and auxiliary committees as required subject to Board approvals.

Article 9: Committees

Section 9.1. Committees

1. The Board may establish any committee it determines necessary for the execution of the Board's responsibilities.
2. The Board shall determine the composition and terms of reference for any such committee.
3. The Board may dissolve any committee by resolution at any time.
4. The Standing Committees will be: Science, Fundraising, Governance, Communications, Membership, and Annual General Meeting.

Article 10: Finance

Section 10.1. Borrowing

1. The Board of Directors shall have no powers to borrow.
2. If borrowing is recommended by the Board of Directors, approval for such must be presented for approval at an annual general meeting of the membership and resolution must receive two thirds (2/3) approval of those present.
3. No Director or committee of the Board may indebt or commit the Board without the obligation receiving prior approval by resolution or motion of the Board.

Section 10.2. Financial Institution

1. A financial institution shall be selected by the Board and reviewed when suggested by the Board.
2. Signing authority for cheques:
 - a. Signature cards shall be kept and maintained at the financial institution.
 - b. Signing authority shall be kept at such institution and shall consist of any two (2) of the following: Chairperson, Vice-Chairperson, Secretary, Treasurer, or one (1) other member as selected from time-to-time by the Board.
 - c. The Chairperson, Treasurer, and any other member mandated by the Board shall have signing authority at the Financial Institution chosen by the Board. Only one (1) signature will be required.

Section 10.3. Audit or Review

1. The Board shall cause records of the books of account of the Council to be reviewed or audited annually if/as required by government legislation.

Section 10.4. Insurance

1. The CCC shall maintain Commercial Liability and Director's Liability insurance in amounts as required by the Board.

Section 10.5. Investment

1. It is the duty of the Directors to responsibly invest the surplus funds of the Council. A minimum of one (1) year's operation needs to be kept in accessible short-term investments.
2. Council funds will be in areas of investment that a "prudent investor" would make as defined in the Trustee Act of Ontario as amended June 29, 2001. These areas might include but not be restricted to Government of Canada bonds or guarantees, Government of Canada Treasury Bills, Provincial bonds or guarantees, Provincial Treasury Bills, Schedule A" Canadian Chartered Banks bonds or GIC's.
3. Prior to the investment of any Council funds, a minimum of two (2) officers, one of which shall be the Chair and the other of which shall be the Treasurer, shall review and approve the investment. The investment must be confirmed at the next Board meeting.
4. There shall be no investment with a term of more than one (1) year unless the Council's surplus funds are in excess of two (2) year's operation needs. Directions and restrictions will apply.

Signatures of Four (4) Currently Directing Officers

Ron Casier
Ron Casier (Jan 29, 2025 13:34 GMT+1) _____ **Chair**

[Signature]
_____ **Vice Chair**

G Douglas Fagan
G Douglas Fagan (Jan 29, 2025 18:47 EST) _____ **Treasurer**

Nathan Munn
Nathan Munn (Jan 30, 2025 12:33 EST) _____ **Secretary**

Revised and approved on the 22nd day of the 10th month in the year: 2024.

Ratified by the membership at the AGM held on the 27th day of the 10th month in the year: 2024