

CONSTITUTION AND BY-LAWS
of
CULINARY HISTORIANS OF CANADA

*Consolidated and as approved by
the members on September 19, 2010 at the Annual General Meeting,
and by the Board of Directors by resolution on October 23, 2013.*

CONSTITUTION

I NAME

The name of this organization shall be the Culinary Historians of Canada.

II OBJECTIVES

The Culinary Historians of Canada (CHC) is an organization that researches, interprets, preserves and celebrates Canada's culinary heritage, which has been shaped by the food traditions of the First Nations peoples and generations of immigrants from all parts of the world. Through programmes, events and publications, CHC educates its members and the public about the foods and beverages of Canada's past. Founded as the Culinary Historians of Ontario in 1994, CHC welcomes new members wherever they live.

More specifically, the manner in which these objectives are pursued shall be:

1. To promote and disseminate information about the foodways, foodstuffs, cooking methods, cooking equipment and recipes of Canada's past and present by such means as publishing material and undertaking a variety of public education programmes.
2. To operate, as may seem necessary, for the promotion of knowledge about any aspect of Canada's culinary history, including but not limited to the funding of scholarships, scholastic awards and research grants.
3. To enter into any arrangement(s) which may be conducive to the Culinary Historians of Canada's aims and objectives with persons, organizations, and local, provincial or national governments; and to obtain from any such arrangement(s) the right, authority, privilege or concession which the Culinary Historians of Canada may deem desirable to obtain.
4. To purchase, rent, lease, hire, exchange or receive real or personal property, or any rights or privileges pertaining thereto, which the Culinary Historians of Canada may deem necessary.
5. To do all such proper things as are necessary, incidental or conducive to the attainment of the aims and objectives of the Culinary Historians of Canada.

III MEMBERSHIP

Membership in the Culinary Historians of Canada shall be open to any person interested in culinary history, and such persons shall be enrolled as members upon the receipt of the application form and fee in accordance with the By-Laws of the Culinary Historians of Canada. Categories of membership and associated fees may be established by the Board of the Culinary Historians of Canada, as it may deem necessary, according to the By-Laws.

IV EXECUTIVE OFFICERS & DIRECTORS

The Executive Officers shall consist of a Past President (when applicable), a President, a Vice-President, a Treasurer and a Secretary, who each shall be elected for a term of two (2) years at a general meeting called for that purpose. The Executive Officers form the Executive Committee of the Board of Directors.

The Board of Directors shall consist of the Executive Officers and the Chairs of the Membership and Programme Committees, and the Co-Chairs of the Communications/Electronic Resources and Communication/Publications Committees, and the Chairs of such other standing committees as may be appointed by the Executive Committee from time to time.

No person may hold more than one executive position concurrently. Executive Officers may stand for re-election.

V BY-LAWS

By-Laws shall be established and set forth as may be required, but additional By-Laws are not permitted nor shall any By-Law be established or amended unless in accordance with the constitution of the Culinary Historians of Canada. By-Laws may be introduced, revised, altered or amended only upon notice being given to the membership at least thirty (30) days prior to the Annual General Meeting or such special meeting as may be called to deal with the matter. The quorum at such meetings shall be defined in the by-laws. A vote of two-thirds (2/3) of the membership present at the meeting, or absent and voting by ballot or proxy, shall be required to establish, revise or amend any By-Law.

VI AMENDMENTS TO THE CONSTITUTION

The constitution of the Culinary Historians of Canada may be revised, amended or altered only upon due notice given to the membership not less than thirty (30) days prior to the Annual General Meeting or such special meeting as may be called to consider the matter. A vote of two-thirds (2/3) of the membership present, or absent and voting by ballot or proxy, shall be required to pass any revision or amendment. All proposed amendments shall be submitted in writing to the Secretary of the Board.

BY-LAWS

I MEMBERSHIP

- a. There shall be three (3) categories of memberships in the Culinary Historians of Canada.
- 1) Individual membership. Entitles member to a vote at the Annual General Meeting and other Meetings of the Culinary Historians of Canada, entrance to events at the members' rate and a subscription to the newsletter.
 - 2) Household or Institutional membership. Entitles two individuals living at the same address or two staff (paid or volunteer) of a member institution one vote at the Annual General Meeting and other Meetings of the Culinary Historians of Canada, one subscription to the newsletter and entrance to events at the members' rate.
 - 3) Honorary membership. To be granted by the Culinary Historians of Canada in recognition of exemplary service to the Culinary Historians of Canada or for excellence in the field of culinary history. There shall be no requirement to pay fees. Entitles member to a vote at the Annual General Meeting and other Meetings of the Culinary Historians of Canada, entrance to events at the members' rate & a complimentary subscription to the newsletter.
- b. Membership fees shall be due annually and payable to the Treasurer upon receipt of the application form or membership renewal form. An individual, household or institution ceases to be a member in good standing if the fee is not paid ten (10) weeks after receipt of the renewal notice. Individual, household and institutional fees may be waived at the discretion of the Board.
- c. All categories of membership shall be entitled to full voting privileges with the exception of household or institutional memberships for which only one (1) designated individual shall be entitled to vote. Households or institutions must designate the voting individual to the Secretary at the beginning of each meeting.
- d. A member of the Culinary Historians of Canada may resign their membership at any time by submitting a resignation in writing, but no refund of fees shall be made.
- e. An individual, household or institution may be removed from the membership of the Culinary Historians of Canada by a vote of the majority of the Board of Directors, or by a vote of the majority of the membership present at a Special Meeting called at the written request of at least six (6) members in good standing of the Culinary Historians of Canada.

II DUTIES OF EXECUTIVE OFFICERS

- a. Past President. The departing President serves as the Past President and is an ex-officio, non-voting member of the Executive Committee and Board of Directors for a period of two

(2) years. The Past President may continue to serve for an additional period of two (2) years if the serving President is re-elected.

- b. President. The President is the chief executive officer of the Culinary Historians of Canada and as such fosters the overall welfare and acts as the main spokesperson of the organization. The duties shall include:
- Presiding at all Board of Directors and Executive Committee meetings.
 - Presiding at the Annual General Meeting and reporting to the membership at least annually on the activities of the Culinary Historians of Canada.
 - Appointing members of committees and delegates not otherwise provided for in the By-Laws.
 - Acting as an ex-officio member of all committees.
 - Becoming the Past President at the end of the term as President, unless re-elected.
- c. Vice-President. The Vice-President is the assistant to the President, and acts as the President's deputy in the President's absence. The Vice-President may be deputized by the Board to assume special duties and leadership for special projects. The Vice-President may choose to stand for President, but does not automatically become President at the next election.
- d. Treasurer. The Treasurer shall be responsible for the safekeeping of the financial assets of the Culinary Historians of Canada. The duties shall include:
- Maintaining adequate financial records.
 - Depositing all monies received by him/her with a reliable banking company in the name of the Culinary Historians of Canada.
 - Paying expenses as required.
 - Obtaining executive approval for all disbursements in excess of one hundred (100) dollars.
 - Collecting the membership annual fees.
 - Submitting an Annual Financial Report for the approval of the membership at the Annual General Meeting.
- e. Secretary. The Secretary shall be responsible for the official record keeping of the Culinary Historians of Canada. The duties shall include:
- Writing and answering official correspondence of the Board of Directors and Executive Committee, as directed by the Board or Executive Committee.
 - Recording the minutes of Board of Directors and Executive Committee meetings, the Annual General Meeting and special meetings called by the Board.
 - Maintaining the official records and archives of the Culinary Historians of Canada.
- f. Executive Approval. The Past President, President, Vice-President, Treasurer and Secretary shall constitute the Executive Committee of the Board. On matters requiring executive approval, at least three (3) members of the Executive Committee, including the President, shall be consulted. In the case of a tie vote, the President shall have the deciding vote. As an ex-officio member of the Executive Committee the Past President does not vote.

- g. Officers' Duties. The duties of each officer are further explicated in the Policies and Procedures Document of the Culinary Historians of Canada.

III MEETINGS

a. Board Meetings of the Culinary Historians of Canada.

- There shall be no fewer than three (3) Meetings of the Board of Directors in any fiscal year.
- Meetings shall be held on dates and in places determined by the Executive Committee.
- Meeting notices shall be circulated by the Secretary to Board members at least fifteen (15) days in advance of each regular or special Board meeting.
- Five (5) Board members, including three (3) members of the Executive Committee, shall constitute a quorum, unless there are five (5) or fewer members of the Board at any time, in which case three (3) members of the Board, including two (2) members of the Executive Committee, shall constitute a quorum.
- If a majority of the Board of Directors consent thereto, generally or in respect of a particular meeting, a Director may participate in a meeting of the Board or of a committee of the Board by means of such conference telephone or other communication facilities as permit all persons participating in the meeting to hear each other. A Director participating in such a meeting by such means is deemed to be present at the meeting.
- A resolution in writing or in electronic format, signed by a majority of those entitled to vote on that resolution at a Board meeting or Executive Committee meeting, shall be as valid as if it had been passed at such a meeting. A verifiable electronic message shall be considered as equivalent to a signature for the purposes of voting on such a resolution.

b. The Annual General Meeting of the Culinary Historians of Canada.

- Shall be held in September of each year, unless otherwise designated by the Executive Committee, and shall be held no later than fifteen (15) months after the previous meeting.
- Meeting notices shall be circulated to the membership at least thirty (30) days prior to the meeting.
- Ten (10) members in good standing shall constitute a quorum.

c. Special Meetings of the Culinary Historians of Canada.

- Shall be called upon the written request to the Secretary by six (6) members in good standing of the Culinary Historians of Canada.
- Must be held within thirty (30) days of the receipt of the request.
- Special meetings may be called by the Executive at any time with fifteen (15) days notice to the membership.
- Ten (10) members in good standing shall constitute a quorum.

d. The Annual General Meeting, Board Meetings and other formal meetings that may be called

from time to time shall follow the accepted form described in *Robert's Rules of Order*.

- e. Any notice required to be sent to any Member or Director or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Corporation and to the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.
- f. No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

IV COMMITTEES

- a. The Chairs of the Membership, the Programme, the Communications/Electronic Resources and the Communication/Publications Committees, and the Chairs of such other standing committees as may be appointed by the Executive Committee from time to time shall be members of the Board of Directors.
- a. Other committees, standing or special, may be appointed by the Executive Committee from time to time in accordance with the objectives, or as directed by a majority of the membership of the Culinary Historians of Canada present at a general or special meeting.
- b. Chairs of the standing or special committees are appointed by the Executive Committee. Chairs may resign by submitting written notice. Chairs may be removed by a vote of the majority of the Executive Committee.
- c. Members of each committee shall be appointed by the Executive Committee upon the recommendation of the Chair of that committee. Unless otherwise indicated by the Board, each committee shall have no fewer than two (2) members and no more than twelve (12) members, including the Chair. The Chair of a committee may, without approval of the Executive Committee, create one or more sub-committees, from time to time, to undertake specific projects within the purposes of the committee, and dissolve such sub-committees when such projects are completed.
- d. Members of each committee may be removed at the recommendation of the Chair of that committee by a vote of the majority of the Executive Committee.
- e. The Chairs of the standing committees shall serve on the Board of Directors and shall each have one vote in Board matters. The Chairs of special committees shall not serve on the Board of Directors, but will report to the Board.

V ELECTION, RESIGNATION AND REMOVAL OF EXECUTIVE OFFICERS

- a. Executive Officers shall be elected, when required by the Constitution, at the Annual General Meeting.
- b. Executive Officers may resign their positions by submitting their resignation in writing to the Board of Directors.
- c. Executive Officers may be removed by convening a Special Meeting of the membership.
- d. Executive Officers who resign or are removed shall be replaced in a Special Meeting of the membership.

VI AMENDMENT TO THE BY-LAWS

These By-Laws may be amended at any regular meeting by a vote of two-thirds (2/3) of the eligible members present, or absent and voting by ballot or proxy provided notice was given at least thirty (30) days in advance. Or, they may be amended at a Special Meeting called for that purpose, with at least thirty (30) days previous notice and a two-thirds (2/3) vote of the eligible members present, or absent and voting by ballot or proxy.

All proposed amendments shall be submitted in writing to the Secretary, who is then responsible for distributing these to the Board of Directors in advance of a Board Meeting, and giving notice of the proposals to the membership at least thirty (30) days in advance of the Annual General Meeting or Special Meeting as applicable.

Enacted on the 23rd day of October, 2013.

Amy Scott
Officer

Nancy Gyokeres
Officer

Betsy Aziz
Officer