

# **CONSTITUTION AND BY-LAWS OF THE CULINARY HISTORIANS OF ONTARIO**

*As approved by membership at September 28, 2006 Annual General Meeting.*

## **CONSTITUTION**

### **I NAME**

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

### **II OBJECTIVES**

The Culinary Historians of Ontario is an organization that researches, interprets, preserves and celebrates Canada's and Ontario'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, CHO educates its members and the public about the foods and beverages of Canada's past. Founded in Ontario in 1994, CHO 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 Ontario'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 Ontario 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 Ontario 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 Ontario.

### **III MEMBERSHIP**

Membership in the Culinary Historians of Ontario 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 Ontario. Categories of membership and associated fees may be established by the Board of the Culinary Historians of Ontario, 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 Newsletter, Membership, Programme, Electronic Resources, and Outreach & Education 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 Ontario. By-Laws may be introduced, revised, altered or amended only upon notice being given to the membership at least sixty (60) 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 shall be required to establish, revise or amend any By-Law.

### **VI AMENDMENTS TO THE CONSTITUTION**

The constitution of the Culinary Historians of Ontario may be revised, amended or altered only upon due notice given to the membership not less than ninety (90) 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 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 Ontario.
  - 1) Individual membership. Entitles member to a vote at the Annual General Meeting and other Meetings of the Culinary Historians of Ontario, 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 Ontario, one subscription to the newsletter and entrance to events at the members' rate.
  - 3) Honorary membership. To be granted by the Culinary Historians of Ontario in recognition of exemplary service to the Culinary Historians of Ontario 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 Ontario, 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 Ontario 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 Ontario 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 Ontario.

## 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 Ontario 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 Ontario.
  - 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 Ontario. 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 Ontario.
  - 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 Ontario. 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 Ontario.
- 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 Ontario.

### III MEETINGS

- a. Board Meetings of the Culinary Historians of Ontario.
- 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 Ontario.
- 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 Ontario.
- Shall be called upon the written request to the Secretary by six (6) members in good standing of the Culinary Historians of Ontario.
  - 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*.

#### **IV COMMITTEES**

- a. The Culinary Historians of Ontario shall have the following standing committees, each directed by a chair.

- 1) Programme Committee. This committee shall be responsible for the programming offered by the Culinary Historians of Ontario. The Committee's responsibilities shall include:
- Arranging suitable programmes and setting the date, time and place of events.
  - Promoting events through such means as flyers, press releases and e-mail.
  - Submitting an annual report at the Annual General Meeting.

The Chair of the Programme Committee shall be the Programme Co-ordinator.

- 2) Membership Committee. This committee shall be responsible for the maintenance and development of the Culinary Historians of Ontario's membership. The Committee's responsibilities shall include:
- Organizing membership drives and other means of promoting membership in the Culinary Historians of Ontario.
  - Maintaining an up-to-date membership list.
  - Submitting an annual report at the Annual General Meeting.

The Chair of the Membership Committee shall serve as the Membership Secretary.

- 3) Newsletter Committee. This committee shall be responsible for publishing a newsletter. The Committee's responsibilities shall include:
- Annual planning of themes and content for the Newsletter.

- Soliciting articles, columns and other contributions to the Newsletter from members of the Culinary Historians of Ontario, as well as members of the wider food history community.
- Providing technical assistance to contributors to the Newsletter.
- Coordinating, designing, inputting, editing and arranging for the printing of the Newsletter.
- Distributing the Newsletter to the membership in a timely manner.
- Submitting an annual report at the Annual General Meeting.

The Chair of the Newsletter Committee shall serve as the Newsletter Editor.

- 4) Electronic Resources Committee. This committee shall be responsible for the web site and other electronic resources of the Culinary Historians of Ontario. The Committee's responsibilities shall include:
    - Maintaining and updating the web site.
    - Soliciting contributions to the content, resources or links of the web site.
    - Responding to inquiries sent to the Culinary Historians of Ontario e-mail address.
    - Coordinating responses to culinary queries submitted to the e-mail address.
    - Development of such other electronic resources, from time to time, as are deemed appropriate.
    - Submitting an annual report at the Annual General Meeting.
  
  - 5) Outreach & Education Committee. This committee shall be responsible for raising awareness of historic foodways and coordinating education and information initiatives of the Culinary Historians of Ontario. The Committee's responsibilities shall include:
    - Representing the Culinary Historians of Ontario at selected community events and maintaining an information table at such events.
    - Creating and circulating traveling displays.
    - Developing informational material such as pamphlets or recipe sheets for distribution through local organizations.
    - Developing standard lectures and a group of speakers to present at events held by other organizations.
    - Developing other educational or community outreach projects, from time to time, as are deemed appropriate.
    - Submitting an annual report at the Annual General Meeting.
- b. 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 Ontario present at a general or special meeting.

- c. 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.
- d. 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.
- e. 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.
- f. 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, provided notice was given at least sixty (60) days in advance. Or, they may be amended at a Special Meeting called for that purpose, with at least sixty (60) days previous notice and a two-thirds (2/3) vote of the eligible members present.

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 to the membership at least sixty (60) days in advance of the Annual General Meeting or Special Meeting as applicable.