Bylaws of the Canadian Association for Plant Biotechnology (CAPB)

ARTICLE I: NAME

The name of the Corporation shall be Canadian Association for Plant Biotechnology, hereinafter called the Association. The expression CAPB shall be deemed to be an abbreviation for convenience.

ARTICLE II: PURPOSES

The Association is organized exclusively for scientific purposes, more specifically to promote interaction among plant biotechnology researchers in Canada, liaison with the International Association of Plant Biotechnology, advocate for plant biotechnology research, bridge the gap between academia/basic research and industry, and serve as a contact point for plant biotechnology-related information in Canada.

ARTICLE III: MEMBERSHIP

Section 1.

Membership in the Association shall be open to any person interested in promoting the objectives of the Association.

Section 2.

There shall be four types of members: Regular, Student, PDF and Research Associate, and Emeritus.

Section 3.

Regular membership is open to any person interested in the goals of the Association who works in academia, government, industrial or commercial environments and upon payment of dues, the amount of which shall be established by the Board of the Association. In cases where payment of dues would constitute a financial hardship, the President at their discretion may waive the payment of annual dues, upon written application.

Section 4.

Student membership shall be restricted to individuals who are currently enrolled as a student at any level in a college or university. Student membership shall be discontinued in the calendar year following graduation with the final degree obtained.

Section 5.

PDF and Research Associate membership shall be restricted to those who have received their doctorates and are employed as postdoctoral research associates or visiting fellows.

Section 6.

Emeritus membership shall be restricted to those who have retired from work in academia, government, industrial or commercial environments and have reached age sixty-five.

Section 7.

The rights associated with membership in the Association shall be uniform among all members. Each member, irrespective of type shall be entitled to one vote on all matters.

Section 8.

The dues of all membership categories shall be payable at any point and are valid for 2 years from the date of payment.

Section 9.

A member whose dues are six months in arrears shall cease to be a member of the Association.

ARTICLE IV: MEETING OF MEMBERS

Section 1.

The annual meeting of the members of the Association for the purpose of transacting business, presenting communications and related activities shall be held each year at such place and at such time as may be determined by the Board. The Secretary of the Association shall give, by email, not less than 30 days prior to the date for such meeting to each member entitled to vote thereat, written notice stating the place, date and hour of the meeting.

Section 2.

Special meetings of the membership may be called at any time by a majority of the Board. Written notice of such meetings stating the place, the date and hour of the meeting, and the purpose for which it is called shall be given not less than 15 days prior to the date set for the meeting. Notice of such meeting shall be given to each member of record in the same manner as notice of the annual meeting.

Section 3.

The members in attendance at a duly called meeting of the members shall constitute a quorum (30% of the total number of members). In the case where a quorum is not reached, votes can be held electronically thereafter.

ARTICLE V: THE BOARD

Section 1.

The management of the Association shall be vested in a Board, which shall include an Executive Committee consisting of members who shall be elected by the members to serve as Vice-President, Secretary and Treasurer of the Association, as well as President (typically transferred to the elected Vice-President from the previous term) and Past-President (elected President from the previous term). The Board shall also comprise a variable number of non-elected members, including, for example, Communication Director, Membership Director, Postdoc and Student Affairs Director, and Webmaster, as well as other advisory positions as needed. The Board shall form additional committees to run the Association's activities.

Section 2.

Election of the Executive Committee shall be by ballot of the Association by majority votes cast by members. Nominations for Vice-President, Secretary, and Treasurer shall be presented to the members by the Board. By petition, the members may nominate candidates to the Executive Committee. President and Past-President positions will typically be filled by the previously elected Vice-President and President from the prior term.

Section 3.

The term of office for President, Vice-President, Secretary, Treasurer and Past-President shall be two years or until such time as their successors have been duly elected by the members. In the event of vacancies, the President shall make an interim appointment until the next election is held. Upon election, the term of office for President, Vice-President, Secretary, Treasurer and Past-President shall be effective immediately after the Business Session of the next annual meeting. The Vice-President shall become President at the end of their scheduled term of office or at any prior time that the office of President may be vacated. In instances where the Vice-President will not take over the Presidency, either due to personal circumstances or decision of the Board, nominations and a vote will also be held for this position. Following the term of office, the Past-President will be appointed an advisor and serve as a member of the Board. The immediate Past-President shall serve as the chief executive officer when both the offices of President and Vice-President are vacated. In the absence of the President and the Vice-President, the immediate Past-President shall preside at meetings of the Board. The Secretary and the Treasurer can run for additional terms, whereas the Vice-President, President and Past-President are restricted to a single term. The term of all non-elected positions shall be two years with the possibility of extension.

Section 4.

The Board shall meet for the transaction of business each year at the time of the annual meeting of the members, and other regular meetings shall be held at such times as the Executive Committee may from time to time determine. Special meetings of the Board and/or Executive Committee may be called by the President at any time, and they must, upon the written request of two Committee members, call a special meeting to be held not more than 15 days after the receipt of such a request.

Section 5.

No notice need be given to members of any regular meeting of the Board. Notice of special meetings shall be served upon each Board member by email based on availability, specifying the time and place of the meeting and the business to be transacted thereat.

Section 6.

A majority of the total number of members of the Board shall constitute a quorum for all meetings of the Board.

Section 7.

At all meetings of the Board, each member thereof shall have only one vote and unless otherwise provided herein, all decisions of the Board shall require a majority vote.

Section 8.

The Board shall determine the assessment of dues for all categories of membership.

Section 9.

The Board shall consider and recommend to the members from time to time appropriate changes or amendments to the Articles of Incorporation and Bylaws of the Association and be responsible for the submission of all required reports to governmental agencies, annually or otherwise.

ARTICLE VI: BOARD DUTIES

Section 1.

The duties of the following Board roles shall be as follows:

(A) PRESIDENT: The President shall be the chief executive officer and the National Correspondent and Government Liaison of the Association. It shall be their duty to set the agenda for business meetings and preside at the business and general meetings of the Association. They shall have the power to call meetings of the Board/Executive Committee, and shall appoint committees authorized by the Board.

(B) VICE-PRESIDENT: The Vice-President shall be the Deputy National Correspondent of the Association. They shall assist the President and shall serve as acting President in the latter's absence. The Vice-President shall annually review, and update as needed, the implementation plan to promote diversity and equity in the Association, in consultation with the Board and other Association members. The Vice-President shall hold office for two years and then assume the office of President.

(C) SECRETARY: The Secretary shall be responsible for keeping complete minutes of the Business Session of the annual meeting and of all meetings of the Board. In the absence of the President, Vice-President and Past-President, the Secretary shall preside at meetings of the Board. The Secretary shall conduct the correspondence of the Association except as otherwise provided, and shall be responsible for distribution of special notices to the membership.

(D) TREASURER: The Treasurer shall collect and receive all monies due to the Association and shall have custody of the funds of the Association. The Treasurer shall make disbursements for debts against the Association, and shall keep a full accounting of the Association's financial transactions. The treasurer shall administer the financial policies of the Association. At the close of the fiscal year they shall prepare an annual financial statement of accounting to be submitted with the accounting books and vouchers to a certified public accountant of their choice or to an Auditing Committee consisting of two Association members appointed by the President. Copies of the audited financial statement shall be distributed by the Treasurer to the membership. The Treasurer shall submit to the Association at each annual meeting an annual report of the financial operations and membership information for the current fiscal year to which shall be attached the audited financial statement as at the close of the previous fiscal year. In the annual report the Treasurer shall include an interim financial statement for the current fiscal year as of date within 30 days prior to the annual meeting. Audit of the interim financial statement shall not be required.

(E) MEMBERSHIP DIRECTOR: The Membership Director shall keep the membership list of the Association up-to-date. At the beginning of the fiscal year or at other times upon request, they shall supply the members of the Board a list of all members in good standing.

(F) COMMUNICATION DIRECTOR: The Communication Director shall be responsible for the Association’s Newsletters (at least 1 per year) and their distribution. With the help of the Webmaster, the Communication Director will communicate and promote the activities of the Association via social media regarding seminars, conferences, etc.

(G) POSTDOC AND STUDENT AFFAIRS DIRECTOR: The Postdoc and Student Affairs Director will serve as a representative of graduate students and postdoctoral fellows on the Board. The Postdoc and Student Affairs Director will bring issues related to plant biotechnology that would benefit career development for graduate students and postdoctoral fellows to the Board for consideration.

(H) WEBMASTER: The Webmaster will form a direct link between the Association membership and the Board. The Webmaster will improve and maintain the Association's website, support the Membership Director in updating and maintaining the membership list, and announce employment opportunities as well as other items of interest. The Webmaster will post the CAPB Newsletters and information relating to the annual meetings on the CAPB website in a timely manner.

ARTICLE VII: PUBLICATIONS

Section 1.

The Association shall publish at least one newsletter per year. Publication of the newsletter, as approved by the Board, shall be the responsibility of the Communication Director. In cooperation with the Webmaster, the newsletter shall be distributed through electronic media.

ARTICLE VIII: AMENDMENTS TO THE BYLAWS

Section 1.

Upon recommendation of the Board, these Bylaws may be adopted or amended by a simple majority vote of the membership at the annual meeting or by electronic ballot.

Section 2.

Proposed amendments to the Bylaws shall be made in writing to the Secretary 60 days prior to the annual meeting and shall be distributed to all members at least 14 days prior to the annual meeting.

ARTICLE IX: DISSOLUTION OR LIQUIDATION

Section 1.

In the event of dissolution or liquidation all liabilities and obligations of the Association shall be paid, satisfied and discharged.

Section 2.

All assets remaining shall be transferred to one or more Associations or organizations in Canada engaged in activities substantially similar to those of the Association.

ARTICLE X: GENERAL PROVISIONS

Section 1.

The membership mailing list of the Association will not be released to private or commercial interests unless the Board judges such a distribution will benefit the Association.

Section 2.

The Association shall be organized and operated exclusively for scientific and educational purposes.

Section 3.

The Association shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of a candidate for public office.

Section 4.

No financial obligations shall be incurred on behalf of the Association by an officer or member unless authorized by the Board.

Section 5.

The Association shall not be organized or operated for profit.

Section 6.

No part of the funds of the Association shall or may under any circumstances accrue to the benefit of any private individual.

Section 7.

The Association shall not engage in any transactions which result in the diversion of any part of its funds to any officer or member of the Association.

Section 8.

Members in and participation in the Association shall always promote the culture of Equity, Diversity and Inclusion in planning and operation.

- Amended bylaws on October 29, 2026, CAPB Annual General Meeting.