

BYLAWS

Poplar Council of Canada

Approved at Founding Meeting, Montreal, Quebec, March 20, 1978

Amended at the 1st Annual Meeting of Members, August 16, 1979

Amended at the 3rd Annual Meeting of Members, October 22, 1981

Amended at the 13th Annual Meeting of Members, August 29, 1991

Amended at the 16th Annual Meeting of Members, September 14, 1994

Amended and restated at the 31st Annual Meeting of Members, September 28, 2009

Approved at a meeting of the Board of Directors, December 7, 2009

BYLAW 1 - Name. The name of this organization shall be Poplar Council of Canada.

BYLAW 2 - Poplar Council of Canada is a Corporation without share capital, incorporated under Part II of the Canada Corporation Act. (Letters patent of June 13, 1979, Document 161.) The Corporation bylaws are part of these bylaws.

BYLAW 3 - Purpose. The general objectives of the Council are to advance knowledge of the culture of species primarily in the genera *Populus* and *Salix* (here collectively referred to as "poplars and willows"), to encourage the planting and management of poplars and willows, and to increase their utilization and conservation.

Specifically, the purposes of the organization are:

1. To encourage people to grow and use poplar and willow trees.
2. To sponsor meetings of scientists, landowners, producers, and users to discuss mutual interests.
3. To facilitate the exchange of information and materials such as pollen, seed and clones.
4. To evaluate current knowledge and to suggest and encourage research in critical problem areas.
5. To promote sound policies for poplar and willow management and conservation.
6. To represent and promote the interests of Council members to governments, non-government organizations and the public.

BYLAW 4 - Membership. Membership in the Council shall be open to all interested in the objectives of the Council.

BYLAW 5 - Executive Committee. The Executive Committee of the Council shall consist of a Chairperson, two Vice-Chairpersons from different geographical regions, the immediate Past Chairperson, and a Secretary-Treasurer, each to be elected annually at a regular meeting of the Council. A plurality of votes cast by those present at the meeting will determine the successful candidates. The Executive Assistant and the Technical Director of the Council shall be ex officio members of the Executive Committee.

Duties of the Executive Committee shall be:

1. Chairperson - to preside at all meetings of the Council and Board of Directors, to call meetings of the Council and Board of Directors as required, and to ensure the functioning of all committees.
2. Vice-Chairpersons - to serve as Chairperson during the absence or incapacity of the Chairperson, to confer with the other Executive Committee members and to serve on the Board of Directors, each Vice-Chairperson to represent his/her respective region, to develop regional interest in the Council and to promote membership in the Council.
3. Past Chairperson - to provide continuity in the business of the Executive Committee, to confer with the other Executive Committee members and to serve on the Board of Directors.
4. Secretary-Treasurer - to ensure a complete and accurate set of minutes of each meeting with appropriate attachments (including committee reports, technical papers, etc.) is maintained, to ensure revenue and expense records of the Council are properly maintained, to ensure meetings are duly called, and to serve on the Board of Directors.
5. Executive Assistant – appointed by the Executive Committee and reporting to the Chairperson of the Council, to support the activities of the Council by maintaining financial records, providing support to members, answering or directing member and public enquiries, coordinating communications activities, organizing and assisting with Council meetings and workshops, and serving ex officio on the Board of Directors.
6. Technical Director – appointed by the Executive Committee and reporting to the Chairperson of the Council, to supply technical services and advice to the Council, to answer or direct member and public enquiries, to promote awareness and support for the Council, and to serve ex officio on the Board of Directors.

BYLAW 6 - Board of Directors. The Board of Directors shall consist of the Executive Committee, chairpersons of all working groups and committees, and may include representatives from governments, universities and poplar/willow industry sectors, up to a total of 12 Directors.

Directors shall serve at least one year. They shall be nominated by a Nominating Committee of the Board of Directors appointed by the Chairperson, or from the floor during a regular meeting of the membership of the Council. Nominations shall be approved by a plurality of votes cast at a regular meeting of the membership of the Council.

The duties of the Board of Directors shall be to provide full geographic, institutional and technical representation, in the affairs of the Council, to provide guidance and direction to the Executive Committee and ratify its actions, and to serve as the focal point for promoting the objectives of the Council.

BYLAW 7 - Working Groups and Committees of the Council shall include:

1. Genetics and Breeding Working Group
2. Pesticide Working Group
3. Newsletter Committee
4. Nominating Committee

and others as may be determined from time to time by the Board of Directors.

Chairpersons of working groups and committees (with the exception of the Nominating Committee Chairperson) will be elected every two years from a slate prepared by the Nominating Committee simultaneously with election of other members of the Board of Directors. Chairpersons of working groups and committees shall appoint as many members to their respective bodies as may be required. Working groups and committees may form Subcommittees as required. Each working group and committee shall report to the Board of Directors through its Chairperson. Each Subcommittee shall report to the Board of Directors through its appropriate working group or committee.

The duties of each Working Group and Committee shall be as defined in its Terms of Reference which shall be ratified by the Board of Directors from time to time. The Working Groups and Committees shall exist to further the objectives of the Council and to carry out the wishes of the Board of Directors.

BYLAW 8 - Meetings. There shall be at least one general meeting of the Council membership and one meeting of the Board of Directors annually. Between these meetings, the Executive Committee shall meet as required to ensure the coordination and furtherance of the Council's business. Meetings of the Board of Directors and the Executive Committee may take place either in person or by electronic means. It shall be the responsibility of the Board of Directors to make arrangements for regular meetings of the Council. Meetings of Working Groups and Committees will be the responsibility of the Chairpersons of those bodies, and will take place as required.

For the conduct of business, a quorum shall consist of the voting members present.

BYLAW 9 - Financing. Membership fees for individuals and for industries and other organizations wishing to sustain the Council will be as set from time to time by the Board of Directors and approved by a majority of Council members present at an annual business meeting.

Special funds may be gathered for specific projects with the approval of the Board of Directors.

BYLAW 10 - Revision of Bylaws. These bylaws may be repealed or amended by a motion duly passed by a majority of the Directors at a meeting of the Board of Directors and ratified by a vote of at least two-thirds (2/3) of the members present at a general meeting or at a special meeting called for the purpose by the Chairperson of the Council.