

# NATIONAL AIR FORCE MUSEUM OF CANADA

# BY-LAWS



# **NATIONAL AIR FORCE MUSEUM OF CANADA**

## **PART 2 – BY-LAWS**

**Board Approved: 26 January 2011**

## **FOREWORD**

The By-laws of the National Air Force Museum of Canada are published under the authority of the Board of Directors.

This Board approved By-Laws, dated 26 January 2011, revoke and supersede all other By-laws of the National Air Force Museum of Canada.

## **BY-LAWS AMENDMENT LIST**

<b><u>Number</u></b>	<b><u>Date</u></b>	<b><u>Inserted by:</u></b>	<b><u>Section Amended</u></b>
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# NATIONAL AIR FORCE MUSEUM OF CANADA

## BY-LAWS

### STATUS

1. These By-Laws complement and do not override any items in the Constitution of the Museum. Amendments to the By-Laws must be approved by the Board.

### BOARD OF DIRECTORS

2. The Board of Directors shall consist of the following voting members:

- a. ten persons nominated by the Board and appointed by the WComd and,
- b. two designated senior members from 8 Wing Trenton; these are:
  1. The Wing Administration Officer (WAdminO), and
  2. The Wing Logistics and Engineering Officer (WLEO).

3. The Board of Directors shall include the following non-voting, ex-officio members:

- a. the WComd;
- b. the Wing Comptroller (WCompt);
- c. the Wing Construction Engineering Officer (WCEO); and
- d. Honorary Directors.

4. The Board of Directors may include as Honorary Members, non-voting individuals, in the following categories, subject to Board approval:

- a. a retiring/retired Chair of the Board of Directors;
- b. serving or retired Canadian Military members who have provided dedicated service to the Museum;
- c. serving or retired Federal, Provincial or Municipal Politicians;
- d. serving or retired political appointees (e.g. Lieutenant Governor), and;
- e. any individual whose outstanding service and dedication to the Museum is recognized by the Board.

- Note: 1. Nominations may be submitted by any member of the Board with supporting documentation outlining the nominee's achievements.
2. Honorary Memberships are granted for the lifetime of the individual, unless rescinded by the Board.
5. When appointed to the Board, all members shall be required to review and sign the following attachments to these Bylaws:
- a. Annex A – Code of Conduct and Directors Agreement
  - b. Annex B – Code of Ethics and Directors Agreement
  - c. Annex C – Conflict of Interest and Directors Agreement

### **CHAIRPERSON**

6. The Board shall be presided over by one of the ten appointed members selected by a vote of voting Members at the first meeting of the Board in the fiscal year. The term Chairperson is hereinafter referred to as the Chair.

### **VICE CHAIR**

7. The Board shall also select a Vice Chair from one of the ten appointed members by a vote of voting members at the first meeting of the Board in the fiscal year. In the absence of the Chair at a meeting of the Board, the Vice Chair shall preside.

### **TENURE**

8. Board Members will normally be appointed to the Board for three consecutive years and may be re-appointed annually for up to three additional years. However, no person shall be appointed for more terms than will constitute six consecutive years of service unless authorized by the Board for extenuating circumstances. A person may be re-appointed to the Board after a break in service of at least one year. Former members of the Board may continue to serve as Committee members.

9. Should a vacancy among the appointed members arise during the year; the WComd may appoint a replacement on the recommendation of the Board. Members appointed to the Board in the six-month period prior to 1 April (i.e., 1 October to 31 March) will be asked to serve three years from the following 1 April. Members appointed to the Board in the six-month period following 1 April will be asked to serve three years from the previous 1 April.

## **NOMINATIONS FOR BOARD MEMBERSHIP**

10. The Board shall appoint, from among its voting and non-voting members, a Nominating Committee of three persons who shall prepare a list of candidates for appointment to the Board by the WComd. The Nominating Committee shall complete its work so that appointments may be offered and accepted prior to the end of the fiscal year, with appointments effective at the start of the next fiscal year.

11. The Nominating Committee shall also nominate candidates for the position of Honorary Director.

12. The Nominating Committee shall endeavour to identify a slate of candidates, which will ensure that the Board is representative of the major elements of the Quinte community. Due consideration shall be given to persons who are successful in business or are active community volunteers, so that their appointment will add strength to the Board.

13. In nominating and appointing members, there shall be no discrimination on the basis of race, colour, creed, age, sex, marital status, nationality, language, ancestry, or place of origin.

## **COMMITTEES OF THE BOARD**

14. The following Standing Committees shall be formed, be responsible to the Board, and be chaired by a member of the Board:

- a. Nominating / Constitution and By-Laws Committee;
- b. Planning Committee, and
- c. Strategic Planning Committee.

15. The members of the Board may, at their discretion, approve the formation of such other ad-hoc committees as may be necessary to accomplish the responsibilities of the Board. The continued existence of each ad-hoc committee formed in accordance with this By-Law shall be approved by the members of the Board at the first meeting held in the fiscal year. The members of the Board may approve the dissolution of any such committee at any time.

16. The members of the Board shall approve by vote the appointment of members to each committee at the first Board meeting of the Fiscal Year.

17. The members of each committee appointed in accordance with By-Law 16. shall, in a vote amongst themselves, elect a person who shall be the Chair for all meetings of that committee.

18. The Board shall prescribe the Terms of Reference for all committees formed in accordance with these By-Laws and the responsibilities of their Chairs.

## **RESPONSIBILITIES OF THE BOARD**

19. The Board shall, on behalf of the WComd, oversee the management and operation of the Museum in accordance with the Constitution. As such the Board has the following primary responsibilities:

- a. to establish the mission, mandate and purpose of the Museum and communicate these items to the public and its elected representatives;
- b. to advocate greater public involvement in the Museum and increased moral and financial support;
- c. to provide for the safety, security, and preservation of the collection;
- d. to ensure that the Museum serves the Department of National Defence and the Public;
- e. to take every opportunity within the limits of the existing resources and capabilities to fulfil the Museum's educational and social roles in the communities that it serves;
- f. to ensure that the Museum both interprets and disseminates knowledge and support the Museum's research function that enables this to be done;
- g. to be responsible for approving policies that are consistent with the Museum's purpose, public trust and financial capabilities;
- h. to monitor staff progress in implementing policies on a regular basis;
- i. to ensure that a long range business plan is prepared and monitored;
- j. to ensure the financial stability of the Museum so that the it can meet its current and future financial responsibilities;
- k. to hire and monitor the performance of the Executive Director through its policy and budget review, and planning processes and use regular performance reviews to communicate to him/her its evaluation and expectations and its recommendations for particular actions;
- l. to ensure that day-to-day responsibilities for collection care, public access, education, and other functions is delegated to staff that is appropriately trained and adequate in numbers; and
- m. to ensure that any locally developed policies and procedures do not contravene the regulations contained in QR&Os, CFAOs, or any other regulation promulgated by a senior headquarters.

20. The Board, with the authority of the WComd, may give authority to one or more Directors, Officers or employees of the Museum to make statements to the news media or public concerning matters brought before the Board.

## **MEETINGS OF THE BOARD OF DIRECTORS**

21. The Board shall meet at the call of the Chair at such times as may be necessary to conduct the affairs of the Museum. However, there shall be at least one regular meeting of the Board every three months commencing in April of the fiscal year, to be held on the fourth Wednesday.

22. A special meeting of the Board shall be called by the Chair at the request in writing of any five voting members of the Board. Such request shall specify the reason for the meeting and the business to be discussed.

23. Meetings of the Board shall be held at such location and hour as the members may, from time to time, determine.

24. If the date, time and location of the next meeting are established before the adjournment of any meeting of the Board, the inclusion of such information in the Minutes of the Meeting shall constitute notice of the next meeting. In other cases, the Chair shall have members advised at least five days in advance of the meeting. If the Chair decides the meeting constitutes an emergency, the members shall be advised 24 hours in advance.

25. When in the judgment of the Chair an issue urgently requires a Board decision and it is impracticable to secure a timely decision at a meeting called as described in paragraph 21 or 22 of these By-laws, the Chair may invoke the electronic mail (email) procedure described under the title Urgent Issue in Annex H to these By-Laws.

## **QUORUM**

26. A quorum for any meeting of the Board shall be one more than 50% of the voting members of the Board.

## **ATTENDANCE**

27. Voting members of the Board shall be required to attend a minimum of 50% of the regular meetings of the Board during any fiscal year. Failure to meet this requirement shall, at the discretion of the Chair, disqualify the member as a voting member of the Board.

## **RULES OF ORDER**

28. The Rules of Order governing procedure to be followed at any meeting of the Board, or any of its committees, shall be in accordance with Annex H.



## **ORDER OF BUSINESS**

29. The order of business at any regular meeting of the Board shall include:
- a. call the meeting to order;
  - b. review and approval of the Minutes of the previous meeting of the Board;
  - c. business arising from the Minutes of the previous meeting of the Board;
  - d. review of the financial status of the Museum;
  - e. correspondence received since the previous meeting;
  - f. business arising from correspondence received;
  - g. report from the Museum Executive Director;
  - h. reports from Committee Chairs;
  - i. new business;
  - j. next meeting; and
  - k. adjournment.

## **RECORD OF PROCEEDINGS**

30. Minutes shall be kept for all meetings of the Board.

## **VOTING**

31. All business arising at any meeting of the Board shall be decided by a majority of votes cast by the voting members present on resolutions placed before the Board.
32. Voting shall be conducted in the usual way by a show of hands. In such a vote, the Chair shall not have a vote unless there is a tie, in which case the Chair may cast the deciding vote.
33. By-Law 32. notwithstanding, voting may be taken by written ballot at the request of any member of the Board. In such a vote, the Chair shall have a vote, and in the event of a tie, the motion shall be deemed to have been defeated.
34. A declaration by the Chair that a resolution, vote or motion has been carried and an entry to that effect in the Minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution, vote or motion.

## **GUESTS**

35. The term “Guests” is hereby defined as those who are not members of the Board.
36. Guests may attend meetings of the Board only upon:
- a. the invitation of the Chair;
  - b. the invitation of the Museum Executive Director with the approval of the Chair; or
  - c. a resolution of the Board.
37. Guests shall not participate in any vote taken by the Board on a resolution or motion placed before it, and they may also be asked to absent themselves at any time during the meeting. However, at the discretion of the Chair, guests may be invited to participate in discussions prior to the vote.

## **CONFIDENTIALITY**

38. Every voting and non-voting member of the Board shall respect the confidentiality of matters brought before the Board or any committee of the Board, including the confidentiality of an employee's employment.

## **BOARD CHAIR**

39. The Chair shall:
- a. chair all meetings of the Board;
  - b. be responsible for the nominating of Directors to be appointed to committees, including committees not otherwise provided for in By-Law 14., and
  - c. perform such other duties as may from time to time be determined by the Board.

## **RECORDING SECRETARY**

40. The Recording Secretary shall:
- a. attend meetings of the Board and Board Committees as required;
  - b. keep Minutes of all Meetings and circulate the Minutes to all members of the Board;
  - c. give such notice as required by By-Laws 21. to 24. of all meetings of the Board;

- d. prepare the correspondence of the Board; and
- e. perform such other duties as may from time to time be determined by the Board.

#### **PLANNING COMMITTEE**

41. The Planning Committee shall:
- a. develop, monitor and evaluate plans and programmes ensuring that they comply with the Museum's policies and accomplish its goals;
  - b. develop and continuously update a long-range plan for the Museum and ensure that decisions are made in accordance with that plan; and
  - c. perform such other duties as may from time to time be required by the Board.

#### **NOMINATING, CONSTITUTION AND BY-LAWS COMMITTEE**

42. The Nominating, Constitution and By-Laws Committee shall:
- a. identify a slate of candidates for appointment to the Board, which will ensure that the Board is representative of the major elements of the Quinte community;
  - b. complete the list of candidates so that appointments may be offered and accepted prior to the end of the fiscal year;
  - c. submit the list of candidates to the Board for approval prior to their appointment to the Board by the WComd;
  - d. coordinate additions or amendments to the Museum Constitution and By-Laws; and
  - e. perform such other duties as may from time to time be required by the Board.

#### **STRATEGIC PLANNING COMMITTEE**

43. The Strategic Planning Committee shall:
- a. provide a Strategic Plan for the Museum; and
  - b. perform such other duties as may from time to time be required by the Board.

## **MUSEUM EXECUTIVE DIRECTOR**

44. The Museum Executive Director shall be responsible to the Board of Directors through the Chair of the Board, and responsive to the WComd, through the WAdminO (Annex J). The Executive Director exercises overall managerial responsibility in accordance with all relevant DND and CRA policies and procedures. A full job description is available from the WAdminO. The Executive Director shall:

- a. ensure that all Museum associated activities, and the actions of its staff, are consistent with the Constitution and By-laws of the Museum and the policies of the Board of Directors;
- b. manage the overall operation of the museum including the financial affairs of the museum and the activities of the museum staff, and volunteers implementing the directions of the Board of Directors;
- c. represent the museum externally to government agencies, the media, community groups, and other organizations;
- d. serve as an advisor to the Board of Directors, all committees of the Board, and the RCAF Memorial Museum Foundation Board of Trustees;
- e. compile and update as required, an Operations and Administration Manual for the guidance of all Museum staff and volunteers. This document shall also include a statement on the rights and obligations of the staff; and
- f. perform other duties as may from time to time be required by the Board.

## **DONOR RECOGNITION**

45. In recognition of a donation to the Museum of \$5000.00 or more, in cash or in kind, the Chair may authorize the provision to the donor of a hosted luncheon. The expenditure authorized shall not exceed \$25.00 per guest or Museum host(s) to a maximum of \$250.00 per occasion. Spending authorization is delegated to the Executive Director.

## **MUSEUM STAFF – PERFORMANCE REVIEW & APPRAISAL REPORTS (PRARs)**

46. PRARs of Museum staff shall be completed, when requested by 8 Wing, as follows:
- a. Executive Director: Prepared by the Chair, Board of Directors then submitted through the WAdminO to the WComd for signature.
  - b. All Other Staff: PRARs will be completed in accordance with NPF guidelines.

## **AMENDMENTS TO BY-LAWS**

47. The Board may amend the By-Laws of the Museum at their discretion.
48. Amendments to the By-Laws shall be approved by a two-thirds majority of the voting members of the Board present in a vote called for that purpose.
49. A By-Law or amendment to a By-Law passed by the Board has full force and effect:
  - a. from the time the motion was passed; or
  - b. from such future time as may be specified in the motion.

## **LIST OF ANNEXES**

Annex A – Code of Conduct and Directors Agreement

Annex B – Code of Ethics and Directors Agreement

Annex C – Conflict of Interest and Directors Agreement

Annex D - Museum Conservation Policy

Annex E - Museum Collections Management Policy

Annex F - Exhibition and Research Policy

Annex G - Museum Education, Outreach and Public Relations Policy

Annex H - Rules of Order

Annex J - Organization Chart