

NATIONAL AIR FORCE MUSEUM OF CANADA

PART 2 – BY-LAWS

Board Approved: 30 April 2025

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 10 August 2011, revoke and supersede all other By-laws of the National Air Force Museum of Canada.

BY-LAWS AMENDMENT LIST

<u>Number</u>	<u>Date</u>	<u>Inserted by:</u>	<u>Section Amended</u>
1.0	24 Jan 12	F. Lord	6.0
2.0	24 Jan 12	F. Lord	7.0
3.0	23 Jan. 13	R. Burke	3.
4.0	23 Jan.13	R. Burke	8.
5.0	23 Jan.13	R. Burke	14.
6.0	23 Jan. 13	R. Burke	44
7.0	23 Jan. 13	R. Burke	45. d
8.0	26 Jan 22	S. Bolton	42
9.0	29 Jan 25	S Scarborough	

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. 10-15 civilian members nominated by the Board and appointed by the WComd
- b. Two designated senior members from 8 Wing Trenton; these are:
 1. The Deputy Wing Commander
 2. 8 MSS (Mission Support Squadron) CO

3. The Board of Directors shall include the following non-voting:

1. The Wing Commander
2. NPP Accounting Manager
3. Senior Manager PSP
4. The Museum Director of the Museum
5. Honorary Directors
6. The Chair of the Foundation Board

4. The Board of Directors may include as Honorary Directors, 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 Armed Forces members who have provided dedicated service to the Museum;
- c. serving or retired political appointees (e.g. Lieutenant Governor, Honorary Patrons) and;

- d. 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 Honorary Directors are granted for the lifetime of the individual, unless rescinded by the Board.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 to fifteen appointed members selected by a vote of voting Members at the last 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 to fifteen appointed members by a vote of voting members at the last 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 a term of four years. At the request of the member, and upon the recommendation of the Nominating and By-Laws Committee, the Board may approve an extension of up to four additional years. However, no member may serve beyond a period of eight consecutive years.

NOTE: If a member is required to leave the Board for personal/professional reasons, prior to completion of his/her initial term, he/she may subsequently apply to the Nominating and By-Laws Committee for reinstatement and, with the approval of the Board, rejoin the Board to complete the balance of years remaining in his/her initial term.

NOMINATIONS FOR BOARD MEMBERSHIP

9. 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.
10. The Nominating Committee shall also nominate candidates for the position of Honorary Director and/or Honorary Patron.
11. The Nominating Committee shall identify candidates for consideration by the Board and approval by the Wing Commander. Selection of candidates will be consistent with the principles of '*equity, diversity and inclusion.*' Every effort should be made to ensure that candidates demonstrate the requisite competencies identified by the Board and bring experience from various sectors – private, public, military, and 'not for profit'. Candidates should not be restricted geographically to the Quinte community and the technology available to facilitate remote virtual attendance at meetings should be exploited to enable diverse geographical representation on the Board.
12. In nominating and appointing members, there shall be no discrimination on the basis of race, colour, creed, age, gender, marital status, sexual orientation, nationality, language, ancestry, or place of origin.

COMMITTEES OF THE BOARD

13. The following Standing Committees shall be formed, be responsible to the Board, and be chaired by a member of the Board:
 - a. Executive Committee
 - b. Nominating / Constitution and By-Laws Committee
 - c. Building Committee
 - d. Finance Committee
 - e. Strategic Planning Committee as required
14. 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.

15. 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.

16. The members of each committee appointed in accordance with By-Law 15. shall, in a vote amongst themselves, elect a person who shall be the Chair for all meetings of that committee.

17. 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

18. 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, vision and values 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 supports 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 ensure that a long-range business plan is prepared and regularly reviewed, including any significant future developments/expansion of the NAFMC;
- i. to hire the Museum Director;
- j. Regular performance reviews will be conducted by the Chair and Vice Chair of the Board in consultation with the Senior Manager PSP. The reviews will include the effectiveness of policy implementation, as well as the Museum's budget and

planning processes. The results of these reviews, as well as the Board's expectations and recommendations for particular actions, will be communicated to the Museum Director by the Chair on a regular basis;

MEETINGS OF THE BOARD OF DIRECTORS

19. 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 last Wednesday of the month.
20. 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.
21. Meetings of the Board shall be held at such location and hour as the members may, from time to time, determine.
22. 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 by email or virtually.
23. 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 20 or 21 of these By-laws, the Chair may invoke email or virtual procedure described under the title Urgent Issue in Annex H to these By-Laws.

QUORUM

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

ATTENDANCE

25. Appointed voting members of the Board shall be required to attend a minimum of 50 percent 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

26. 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

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

RECORD OF PROCEEDINGS

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

VOTING

29. 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.

30. Voting shall be conducted 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.

31. By-Law 30 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.

32. 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

33. The term “Guests” is hereby defined as those who are not members of the Board.

34. Guests may attend meetings of the Board only upon:

- a. the invitation of the Chair;
- b. the invitation of the Museum Director with the approval of the Chair; or
- c. a resolution of the Board.

35. 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

36. 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

37. 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.
- d. the Board Chair will guide the Board in all matters and ensure the NAFMC Mission and Vision are maintained. The Chair will also have oversight of the Budget and long-range plan of the NAFMC.

RECORDING SECRETARY

38. 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 19 to 23, 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.

EXECUTIVE COMMITTEE

ROLE:

The Executive Committee will function as an extension of the Board of Directors and will serve as the Board's 'eyes and ears' when the Board cannot gather in full. The Committee will meet from time to time as necessary, to vet or deliberate items to be discussed at the next Board meeting. The Committee is empowered to make decisions in between Board meetings to resolve any urgent issues facing the organization which might substantially affect the Museum and its staff.

The Executive Committee reports to the full Board. Board membership will consist of the:

Chair;
Vice-Chair;
Treasurer;
Museum Director; and
Secretary

Additional members may be appointed to the Committee on the recommendation of the Chair and with the approval by the full Board.

The Executive Committee will submit regular meeting minutes, documentation and a record of decisions to the Board of Directors.

BUILDING COMMITTEE

39. The Building Committee shall:
- a. Liaise with the Museum Director, the Chair and the Strategic Planning Committee
 - b. Develop the long-term plans for building expansion and facility improvements
 - c. Work in coordination with the Museum Director, Regional Properties Operations and others, to ensure compliance with all DND regulations
 - d. Ensure that architectural drawings, tender packages, contracts, or other proposals are consistent with DND regulations, are consistent with DND and the Board of Directors' values and ethics and applicable building codes

NOMINATING, CONSTITUTION AND BY-LAWS COMMITTEE

40. The Nominating, Constitution and By-Laws Committee shall:
- a. identify a slate of candidates for appointment to the Board, which will ensure the greatest possible degree of gender, ethnic, cultural and linguistic diversity, as well as national representation;
 - b. the slate of candidates is to be completed in a timely manner, so that they can be considered by the Board and submitted to the Wing Commander, so that appointments can be offered and accepted by the end of the fiscal year;
 - c. develop and maintain a Succession Plan to ensure the orderly replacement of departing Board members;
 - 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

41. The Strategic Planning Committee:
 - a. The Committee shall be Chaired by the Vice Chair of the Board to develop and provide a Strategic Plan for the Museum for the approval of the Board
 - b. Shall meet annually or at the call of the Chair of the Committee

AD HOC COMMITTEE

42. An Ad Hoc Committee may be established as required

FINANCE COMMITTEE

43. Terms of Reference for the Finance Committee
 - a. The Finance Committee shall consist of a minimum of three to four Board members, including the Chair of the Committee, who shall also function as the Treasurer;
 - b. Committee membership shall also consist of the Chair of the Board, the Museum Director and at least one other member with significant financial experience.
 - c. Members are appointed by the Board and shall attend quarterly meetings in person or virtually and as required.
 - d. Monthly reports/budgets shall be prepared by the Museum Director and presented to the Board by the Finance Committee Chair or their designate, prior to submission to WComd 8 Wing/CFB Trenton for approval.

MUSEUM DIRECTOR

44. The Museum Director shall be responsible to the Board of Directors through the Chair of the Board, and responsive to the WComd and Senior Manager PSP. The Museum Director exercises overall managerial responsibility in accordance with all relevant DND and CRA policies and procedures. A full job description is available from the CFMWS HR staff.

The Museum 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 established by 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 in accordance with the directions provided by the Board of Directors;

- c. represent the Museum externally to government agencies, the media, community groups, and other relevant organizations;
- d. serve as an advisor to the Board of Directors, all committees of the Board, and the National Air Force Museum of Canada 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

The National Air Force Museum of Canada (NAFMC) acknowledges and honours the contributions of its donors through several recognition initiatives. A prominent feature is the Donors' Wall which highlights their names according to donation levels. Additionally, the Museum offers an "AD ASTRA" commemorative stone program, benches, picnic tables and chairs in our RCAF Memorial Air Park.

AMENDMENTS TO BY-LAWS

- 45. The Board may amend the By-Laws of the Museum at their discretion.
- 46. 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.
- 47. 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

Annex K – Strategic Guidance Document