

## Proposed Changes to: Bylaws of Diefenbunker, Canada's Cold War Museum

On Page 2, the following proposals in blue

### HEAD OFFICE

3. Head Office. The head office of the Museum shall be in the **City of Ottawa**, in the Province of Ontario.

### SEAL

4. Seal. The seal, an impression of which is stamped in the margin hereof, shall be the seal of the Museum.

### MEMBERSHIP

5. Entitlement. There shall be **three (3)** classes of membership in the Museum, namely, Members, **Life Members** and Honorary Members. The Museum's members shall be admitted into membership by resolutions of the board of directors. The board of directors may also pass membership rules, providing, among other things, for the admission of members by the Secretary of the Museum. Each member shall be promptly informed by the Secretary of his or her admission as a member.

The following classes of members are hereby established:

#### (a) Members

- (i) Membership shall be available to those persons who have demonstrated an interest in furthering the purposes of the Museum and who have applied for and been approved for admission into membership by the Museum's board of directors and who have paid the annual membership fee.
- (ii) The members shall elect the directors of the Museum at a general meeting held for that purpose.
- (iii) Each member is entitled to receive notice of, attend and vote at all **general** meetings of members and each member shall be entitled to one (1) vote per member.

#### (b) Life Members

- (i) **The board of directors may by resolution designate and approve any member of the Museum who has made an outstanding contribution to the Museum as a Life Member of the Museum.**
- (ii) **Life members shall not pay an annual membership fee.**
- (iii) **Life members shall have all the entitlements and privileges of members.**

## On Page 3, the following proposals in blue

### (c) Honorary Members

- (i) The board of directors may by resolution designate and approve any person **not a member** who has made an **exceptional** contribution to the Museum as an Honorary **Member** of the Museum.
  - (ii) An Honorary member is not entitled to receive notice of, attend or vote as any meeting of the members. The board of directors may extend an invitation to Honorary members to attend a members' meeting but they shall have no vote.
6. Resignation. Any member may withdraw from the Museum by delivering to the Museum a written resignation and lodging a copy of same with the Secretary of the Museum.
7. Termination of Membership. The interest of a member in the Museum is not transferable and lapses and ceases to exist
- (a) automatically when the member fails to pay annual membership dues;
  - (b) upon death or dissolution of the member;
  - (c) when the member ceases to be a member by resignation or otherwise in accordance with the By-laws;
  - (d) if at a special meeting of members, a resolution is passed to remove the member by at least two-thirds (2/3) of the votes cast at the special meeting provided that the member shall be granted the opportunity to be heard at such meeting.
8. Membership Dues. Members shall be notified in writing of the annual membership fees. Annual membership fees are due and payable at or before commencement of the annual meeting.

### MEMBERS' MEETINGS

9. Time and Place of Meetings. The annual or any other general meeting of the members shall be held at the head office of the Museum or at any place in Canada as the board of directors may determine and on such day as the said directors shall appoint. The members may resolve that a particular meeting of members be held outside of Canada.
10. Annual Meetings. At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statements and the report of the auditors shall be presented and the directors shall be elected and auditors appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of members.

**On Page 15, the following proposals in blue**

### **DISSOLUTION**

In the event of dissolution of the Museum, the following procedure shall be followed with respect to disposition of assets including the structure itself:

- (a) The assets for disposal must have no operational value to the structure(s), and its disposal cannot violate any occupancy laws or regulations.
- (b) The Board of Directors must approve and direct the disposal of any and all assets. Before approving the disposal the Board must be satisfied that the Museum has legal title to the asset and has the authority to dispose of the asset.
- (c) In the case of an asset acquired through a grant and where the Museum does not have documentation evidencing the conditions of the grant, before approving the disposal of the asset the Board of Directors shall contact the grantor to determine if there is has any evidence of any limitations placed on the disposal of the asset at the time that it was granted to the Museum.
- (d) Disposal priority shall be given to other museums with similar mandates to the Museum as may be found through the Organization of Military Museums of Canada. If no interested museum with a similar mandate is found, other museums, organizations, historical groups, and individuals may be considered. The primary method of disposal shall be donation, although cash purchases including through sale by auction may also be considered.
- (e) If within a reasonable time no interested parties to an asset can be found pursuant to (g) and above, the Museum has the option of witnessed destruction of the asset.
- (f) In the case of disposal or destruction of the asset all applicable disposal laws shall be adhered to. The heritage significance of the asset shall be adequately described and maintained prior to dissolution and full records of dissolution shall be kept.

63.. Assets donated to the Museum, which is a registered charitable organization, cannot be simply returned to the original owner regardless if a charitable receipt was issued or not. Disposal must occur as per paragraph 62(e)

ENACTED this day of

WITNESS the seal of the Museum.

President

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Secretary