

LC Operations Manual

Board Of Directors

- a) President
- b) Director Administration
- c) Director Marketing and Communications
- d) Director High Performance and International Relations
- e) Director National Championships
- f) Director Domestic Development
- g) Athlete Director
- h) Indigenous Director
- i) Four Directors-at-Large

34. The President, Director Administration, Director Marketing and Communications, Director National Championships and Director Domestic Development will be elected by the Members. The Director High Performance and International Relations will be nominated by the National Lacrosse Team Players Association (NLTPA), who shall nominate one candidate (based in Canada) who must be familiar with and supportive of the activities of both LC and the National Team. Ideally, the candidate is someone who is respected by both the NLTPA and LC and has strong organizational and interpersonal skills. If the President and Executive Director of LC agree on the acceptability of the candidate, they will recommend that candidate to the board and Members for approval. If the President, Executive Director, LC Board or Members rejects this candidate, the NLTPA will be asked to submit a new candidate. The Athlete Director will be from the alumni of National Teams, or National Team staff, not a current coach of any Team Canada team and elected by the Members. The Indigenous Director will be nominated by the First Nations Association Member and elected by the Members. The four Directors-at-Large will be nominated by the Member Council and elected by the Members.

35. Any person, who is 18 years of age or older, who has the power under law to contract, who has not been declared incapable by a court in Canada or in another country, who fulfills the requirements of the *Income Tax Act* related to serving as a director of a registered charity, who does not have the status of bankrupt, may be nominated for election as a Director. Persons who are employees of Members are not eligible to be elected as Directors.

36. No individual currently serving as an employee or contractor of the Corporation may be a Director. No Director may become the Executive Director or interim Executive Director of the Corporation during their term as a Director or for twelve months thereafter.

37. Not more than sixty (60%) percent of the Directors must identify as the same gender. That is, since there are twelve (12) Directors on the Board, at least seven (7) Directors must identify as the same gender identity.

38. At least forty percent (40%) of the Directors must be Independent. That is, since there are twelve (12) Directors on the Board, at least five (5) Directors must be

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Independent.

39. A Director's term of office will be two years, on a staggered basis:
- The President, Director Marketing and Communications, Director National Championships, Indigenous Director and two Directors at Large will be elected in odd-numbered years; and
 - The Director Administration, Director Domestic Development, Director High Performance and International Relations, will be elected in even-numbered years; and
 - Director's may not serve more than three consecutive full terms, in the same position.
 - No Director will hold their position for more than three consecutive two year elected terms, unless their position is uncontested at the Annual Meeting of the Members.
 - No Director will hold office for more than nine (9) years.
40. A Nominations Committee, appointed by the Board, will endeavour to ensure that candidates for election consist of a diverse selection of individuals; including athletes, visible minorities, geographic residence, and gender identity.
41. Any nomination of an individual for election must be member in good standing with both their registered MA and LC, and if not a member, endorsed by the MA in which the individual resides. The nomination must include the written consent of the nominee, endorsement of the MA and must be submitted to the registered office of the Corporation 30 days prior to the Annual Meeting. The nomination will also include a statement describing how they are Independent (or how they will become Independent within thirty (30) days following their election).
42. Nominations will be circulated to the Members 21 days prior to the Annual Meeting, and elections will take place at the Annual Meeting. In the event there are no nominations for a position for which an election is to occur submitted within the timelines, an individual may be nominated from the floor of the Annual Meeting.
43. To ensure that sixty percent (60%) of the Directors identify as the same gender identity, the Nominations Committee will determine the gender identity of each Director on the Board whose term is not expiring at the meeting of the Members. If there are seven (7) individuals who identify as one gender identity, nominees of that same gender identity will not be permitted to stand for election. If there are more nominees than available positions, the nominee(s) receiving the greatest number of votes will be elected provided the gender identity quota has not been reached. For clarity, if there are six (6) individuals of the same gender identity serving on the Board, only one (1) Director of that gender identity may be elected to the Board and

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- the remaining nominees of that gender identity are not permitted to be elected once that individual has been elected.
44. If required, the Nominations Committee will use the same procedure described above to ensure that at least 40% of the Directors on the Board are Independent.
45. A Director may resign from the Board at any time by presenting their notice of resignation to the Board. This resignation will become effective the date on which the request is accepted by the Board.
46. The office of any Director will be vacated automatically if the Director:
- Becomes disqualified, per the Act;
 - Upon the Director's death.
47. A Director may be removed by Ordinary Resolution of the Members at a meeting of Members, provided the Director has been given notice of and the opportunity to be heard at such a meeting. If the Director is removed and holds a position as an Officer, the Director will automatically and simultaneously be removed from the position as an Officer.
48. Where the position of a Director becomes vacant for whatever reason, the Board may appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term.
49. The President or any three (3) Directors may call a meeting of the Board.
50. Notice of meetings of the Board will be given to all Directors at least seven days prior to the scheduled meeting. No notice of a meeting of the Board is required if the majority of Directors waive notice.
51. At any meeting of the Board, quorum will be a majority of Directors holding office.
52. All members will have the opportunity to vote at meetings of the Board. In the event of a tie, the motion will fail and be dismissed.
53. A meeting of the Board may be held by means of telephone, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility. The Board must meet a minimum of 6 meetings a year.
54. Except as otherwise provided in the Act or these Bylaws, the Board has the powers of the Corporation and may delegate any of its powers, duties and functions. More specifically, the Board will:
- Approve the vision, mission, values and strategic direction of the Corporation;

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- b) Subject to the authority delegated to any Sector or Committee by its terms of reference, approve policies, procedures, rules and regulations to deliver the programs and services of the Corporation, provided that at any meeting of the Members, the Members may, by Ordinary Resolution, amend such policies, procedures, rules and regulations;
- c) Provide continuity for the Corporation by ensuring its financial health;
- d) Engage under employment contract an Executive Director to manage and oversee the operations of the Corporation;
- e) Ensure positive relationships with stakeholders; and
- f) Perform any other duties from time to time as may be in the best interests of the Corporation.