

# **LACROSSE NOVA SCOTIA SOCIETY BYLAWS**



**UPDATED 2025**

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## **DEFINITIONS IN THESE BYLAWS:**

- a) “Society” means Lacrosse Nova Scotia Society (LNSS)
- b) “Registrar” means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.
- c) “Special Resolution” means a resolution passed by not less than three-fourths of such members entitled to vote and are present in person at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.
- d) “Club” means association of organized teams in a specified geographic area administered by a structured Board.
- e) “Association” means a developing program organized in a specified geographic area with structured registration organized by volunteers.
- f) “League” means an organization administered by a Board providing scheduling for a minimum of three teams.
- g) “Team” means a group of players organized independently or within a Club/Association.
- h) “Active Members” are those who are sanctioned by the Society in the Register of Members and who pay requisite dues as determined by the Society.
- i) “Associate Members” are organizations providing development programs within the recreational centre structure and school programs. These members may apply to be associate members but shall not have voting privileges.
- j) “Affiliate Members” are those lacrosse entities who provide private or independent development programs in partnership with Lacrosse Nova Scotia through the sanctioning process. These members shall not have voting privileges.
- k) “Executive Committee” mean the elected Officers on the Board of Directors.
- l) “In good standing” means that all fees owing to the Society are paid in full and that there is no disciplinary action outstanding.
- m) “Sanction” means that the Society has right of approval over a Member or Event such that it falls within its jurisdiction and responsibility through the Bylaws, Regulations and Policies of the Society.

## **BYLAW 1 – NAME OF SOCIETY AND JURISDICTION**

- 1.1) This organization shall be called Lacrosse Nova Scotia Society (LNSS) and is the recognized lacrosse authority throughout the province of Nova Scotia.
- 1.2) This Society’s jurisdiction is within the province of Nova Scotia, however, its authority over its teams, players, coaches and managers extends beyond those borders when play is outside the province.

- 1.3) The Society has divided the province of Nova Scotia into six distinct Regions, namely Cape Breton, Central, Fundy, Highland, South Shore and Valley.

## **BYLAW 2 – MEMBERSHIP**

- 2.1) The members of LNSS are:
  - a. Amateur Lacrosse Teams
  - b. Amateur Lacrosse Leagues
  - c. Lacrosse Clubs/Associations
  - d. Registered Officials
  - e. Honour of Life Members
  - f. Individuals elected in accordance with LNSS Bylaws
  - g. Individuals appointed in accordance with LNSS Bylaws
  - h. Associate Members
  - i. Affiliate Members
- 2.2) The Society is ultimately accountable to the members of the Society.
- 2.3) Every member is entitled to attend any members' meeting of the Society.
- 2.4) Every member, with the exception of associate members and affiliate members, may vote at any members' meeting of the Society after they have attended at least one previous members' meeting.
- 2.5) Any member of legal age, or with their guardian's written consent, is entitled to hold any office.
- 2.6) Membership in the Society shall consist of:
  - a. the minimum of five subscribers to the Memorandum of Association,
  - b. those who support the objects of the Society,
  - c. those whose name and address is written in the Register of Members by the Secretary,

- d. those who pay an annual fee in an amount to be determined by the Society, and/or
  - e. those who reside in the geographic area of Nova Scotia.
- 2.7) Membership in the Society shall not be transferable.
- 2.8) Membership in the Society shall cease:
- a. upon death, or
  - b. if the member resigns by written notice to the Society, or
  - c. if the member ceases to qualify for membership in accordance with these Bylaws, or
  - d. if, by a vote of a majority of the members of the Society or a majority vote of the Directors of the Society at a meeting duly called and for which notice of the proposed action has been given; the Member's membership in the Society has been terminated.
- 2.9) The members may repeal, amend or add to these Bylaws by a special resolution. No Bylaw or amendment to Bylaws shall take effect until the Registrar approves of it.
- 2.10) No funds of the Society shall be paid to or be available for the personal benefit of any member.
- 2.11) Applications for membership in or re-admission to the Society must be submitted, in writing, to the Secretary of the Society for the due consideration of the Board of Directors.
- 2.12) Active membership shall be limited to only those applications that are duly sanctioned by the Board of Directors of the Society. In regions and/or areas where no appropriate lacrosse infrastructure is currently available, active membership may be extended to any clubs/associations or teams that are formed.
- 2.13) Associate membership shall be open to organizations like school based programs and community recreation programs that assist in the promotion of lacrosse. It shall also be assigned to organizations that the Board of Directors of the Society has duly determined need to serve a probationary period before active membership can be given or reconsidered.

- 2.14) Affiliate membership shall be open to organizations that assist in the promotion of lacrosse through the provision of independent or private programming in partnership with Lacrosse Nova Scotia Society through the requirements of the sanctioning process.
- 2.15) Individual membership is open to any individual wishing to volunteer for the Society. They must be prepared to abide by its Bylaws, Regulations and Policies and contribute to the financial support of the Society.
- 2.16) Honour of Life Membership:
- a. The Honour of Life membership of the Lacrosse Nova Scotia Society may be bestowed upon a member for outstanding and meritorious service to the sport of lacrosse in Nova Scotia. A nominee for Life Membership must have a minimum of 25 years of service to the sport of lacrosse. Years of service do not have to be consecutive. Fifteen of those years of service must have been in Nova Scotia.
  - b. A nominee for Life Membership may still be active with the Lacrosse Nova Scotia Society.
  - c. A potential Life Membership nominee must be nominated by their Association.
  - d. A nomination for Life Membership must be sent to the Lacrosse Nova Scotia Society Board of Directors prior to November 1st in the year of nomination.
  - e. Life Members will be non-voting members of the Lacrosse Nova Scotia Society. f. Life members shall not be subject to membership fees.

### **BYLAW 3 – MEMBER’S MEETINGS**

- 3.1) Every active member, in good standing, through their ‘certified voting delegate’, subject to Bylaw 2.4, shall have one vote and no more. There shall be no proxy voting.
- 3.2) A general or special meeting of the members may be held at any time and shall be called:
- a. if requested by the Chair, or
  - b. if requested by a majority of the Directors, or
  - c. if requested in writing by 10 of the members.
- 3.3) Notice to members is required for general or special meetings. The notice must:
- a. specify the date, place and time of the meeting,
  - b. be given to the members seven days prior to the meeting,

- c. be given to the members by newsletters, newspapers, television, radio, e-mail, telephone, fax and/or other electronic means,
  - d. specify the nature of business, such as the intention to propose a special resolution, and
  - e. the non-receipt of notice by any member shall not invalidate the proceedings.
- 3.4) An Annual General Meeting (AGM) shall be held within three months after every fiscal year end and notice is required which must:
- a. specify the date, place and time of the meeting,
  - b. be given to the members 30 days prior to the meeting,
  - c. be given to the members by newsletters, newspapers, television, radio, e-mail, telephone, fax and/or other electronic means,
  - d. specify the intention to propose a special resolution, and
  - e. the non-receipt of notice by any member shall not invalidate the proceedings.
- 3.5) Quorum for any special or general meeting shall consist of 25% of the members in good standing plus 50% of the Board of Directors. No business shall be conducted at any meeting unless a quorum is present to open the meeting and, upon request, before any vote.
- 3.6)
- a. If a meeting is convened and quorum is not present within one-half hour from the time appointed for the meeting, it shall be adjourned to such time and place as a majority of the members present shall decide. Notice of the new meeting shall be given and at the adjourned meeting the members present shall constitute quorum only for the purpose of winding up the Society.
  - b. If a meeting is convened at the request of the members as per Bylaw 3.2c and quorum is not present within one-half hour from the time appointed for the meeting, it shall be dissolved.
- 3.7) The President, or in their absence, the Vice-President Operations, or in the absence of both of them, any member appointed from among those present, shall preside as Chair at members' meetings.
- 3.8) Where there is an equality of votes, the Chair shall have a casting vote.

- 3.9) The Chair may, with the consent of the meeting, adjourn any meeting. No business shall be transacted at the subsequent meeting other than the business left unfinished at the adjourned meeting unless notice of such new business is given to the members.
- 3.10) At any meeting a declaration by the Chair that a resolution has been carried is sufficient unless a poll is demanded by at least three members. If a poll demanded, it may be by show of hands or by secret ballot as the Chair may decide.
- 3.11) For instances where the Bylaws provisioned herein fail to clearly dictate a procedural action, Robert's Rules of Order shall be used to govern the meeting and resolve disputes.
- 3.12) At any meeting, excluding ancillary committees, the following descending sequence shall determine the Chairperson; President, Vice President Operations, Vice President Administration and if none of these are present, then those in attendance shall select from amongst themselves.
- 3.13) At each Annual General Meeting of the Society, the following items of business shall be dealt with and shall, in the main, be deemed to be ordinary business. If there is some special business, such as special resolutions, to conduct it shall follow the appointment of auditors:
- Minutes of the Previous AGM
  - Business Arising from Previous Minutes
  - Consideration of the annual reports of the Directors
  - President
  - Past President
  - Vice Presidents
  - Referee In Chief
  - Provincial Team Coordinator
  - Director of Female
  - Indigenous Liaison
  - Sector Chairs
  - Members-At-Large
  - Regional Directors
  - Consideration of the financial statements
  - Consideration of the following reports
  - Members
  - Committees
  - New Business
  - Election of Directors/Officers for the ensuing year



- Appointment of Auditors
  - Special Business, if applicable
  - Adjournment
- 3.14) Except where otherwise required by the Nova Scotia Societies Act or the Bylaws of the Society a simple majority shall decide every question submitted to any meeting.
- 3.15) Invited guest or consultants shall not be entitled to a vote at any meeting.
- 3.16) Each member of the Board of Directors, excluding the person presiding over the meeting, shall be entitled to one vote.
- 3.17) A Director cannot under any circumstances be a “certified voting delegate”.
- 3.18) Associate Members, Affiliate Members, and Honour of Life Members shall not be entitled to vote.
- 3.19) An Active Member’s vote count shall be based on the following criteria:
- a. Each club/association shall have a minimum of one vote, plus one additional vote for every full increment of 50 registered players above zero.
  - b. Each sanctioned league whose teams are comprised of players 16 years of age and under, individually registered with LNSS via a Club/Association, shall have one vote.
  - c. Each sanctioned league whose teams are comprised of players over the age of 16, individually registered with LNSS via a Club/Association, shall have one vote.
  - d. Each sanctioned league that registers players with LNSS via their league shall have a minimum of one vote, plus one additional vote for every full increment of fifty registered players above zero.
  - e. Teams sanctioned by LNSS in Regions with no recognized regional clubs/associations or leagues shall have one vote. Note: Any single entity that is entitled to more than one vote may split its votes, at the sole discretion of the “voting delegate”, amongst bona fide members of the entity who are in attendance at the meeting.

## **BYLAW 4 – BOARD OF DIRECTORS**

- 4.1) Any member of the Society shall be eligible to be elected a Director of the Society and a Director of the Society shall be a member.

- 4.2) The Society shall have up to 24 Directors:
- a. There shall be seven Elected Directors who will also be Officers of the Executive Committee.
  - b. There shall be one Succession Director who will be the Immediate Past President.
  - c. There shall be six Appointed Representatives who will be Referee-In-Chief, Provincial Team Coordinator, Director of Female Lacrosse, Indigenous Liaison and two Members-At-Large.
  - d. There shall be up to six elected Regional Directors representing each of the six regions in the province.
  - e. There shall be a Box Sector Chair.
  - f. There shall be a Men's Field Sector Chair.
  - g. There shall be a Women's Field Sector Chair.
  - h. There shall be a Sixes Sector Chair
- 4.3) The subscribers to the Memorandum of Association of the Society shall be the first directors of the Society.
- 4.4) Directors shall retire from office at the end of each Annual General Meeting at which their successors are elected. Retiring Directors shall be eligible for re-election. All Directors shall serve a 'two-year term'.
- 4.5) If a Director resigns their office or ceases to be a member in the Society, their office as Director shall be vacated and the vacancy may be filled for the unexpired portion of the term by the Board of Directors from among the members of the Society.
- 4.6) The members may, by special resolution, remove any Director and appoint another person to complete the term of office.
- 4.7) The management of the Society is the responsibility of the Directors. In particular, the Directors may engage an Executive Director and/or an Administrative Assistant and/or a Technical Director and determine their duties, responsibilities and remuneration.

- 4.8) The Directors and members may appoint an executive committee and other committees as they see fit. They may also dissolve any committee they appointed.
- 4.9) Directors who have, or could reasonably be seen to have a conflict of interest have a duty to declare this interest. The declaration should be made to the members:
  - a. upon nomination, and
  - b. if serving as a Director, when the possibility of a conflict is realized.
- 4.10) A conflict of interest does not prevent a member from serving as a Director provided that they withdraws from the decision making on matters pertaining to that interest. The withdrawal should be recorded in the minutes.
- 4.11) There shall be a limit of 3, on the number of successive terms a Director can serve in one position, unless there are no nominations for a replacement, at the end of their term in office in that position.

## **BYLAW 5 – BOARD OF DIRECTOR MEETINGS**

- 5.1) The Board of Directors shall meet no less than 6 times each year.
- 5.2) For all board meetings, notice is required and must:
  - a. specify the date, place and time of the meeting,
  - b. be given to the Directors seven days prior to the meeting,
  - c. be given to the Directors by newsletters, radio, public bulletin boards, e-mail, telephone, fax and/or other electronic means,
  - d. the non-receipt of notice by any director shall not invalidate the proceedings.
  - e. Notice can be waived for board meetings with the unanimous approval of the Board.
- 5.3) Quorum shall consist of at least six of the Directors. No business shall be conducted at any meeting of the Board of Directors unless a quorum is present to open the meeting and, upon request, before any vote.
- 5.4) The President or, in their absence, the Vice-President of Operations or, in the absence of both of them, any Director appointed from among the Directors shall preside as Chair of the Board.

- 5.5) At directors' meetings, where there is an equality of votes the Chair shall have a casting vote in addition to the vote they have as a member.
- 5.6) Each Director, excluding the Chair, present at the meeting shall be entitled to one vote.

## **BYLAW 6 – OFFICERS AND EXECUTIVE COMMITTEE**

- 6.1) The Directors and active members in good standing at an LNSS AGM shall elect the Officers of the Executive Committee.
- 6.2) The Executive Committee shall be comprised of seven Elected Officers and one Succession Officer. In the event there is an Executive Director, they will be an ex-officio member of the committee.
- 6.3) The seven Elected Officer positions shall be as follows:
- a. President
  - b. Vice President Operations
  - c. Vice President Administration
  - d. Vice President Finance
  - e. Vice President High Performance Program
  - f. Vice President Marketing/Promotion
  - g. Secretary
- 6.4) The one Succession Officer position shall be that of Immediate Past President.
- 6.5) The term of office for each of the Elected Officers and the Succession Officer shall be two years. To provide continuity an odd/even year sequence of rotating elections shall be utilized, for the elected positions, at the Annual General Meetings. Odd Year Elections President Vice President Operations Vice President Finance Secretary Even Year Elections Vice President Administration Vice President High Performance Program Vice President Promotion/Marketing.
- 6.6) The duties of the President shall include, but are not necessarily limited to, the following:
- a. Acting in and representing the name of the Lacrosse Nova Scotia Society at all pertinent functions and events, be they formal or informal.

- b. Calling and presiding at all meetings of the Society; the Board of Directors and the Executive Committee.
  - c. Being a member of all committees established within the Society.
  - d. Representing the LNSS, as its voting delegate, at the Annual Board of Directors meetings of the Lacrosse Canada (LC).
  - e. Authorizing, either directly or indirectly, all activities or undertakings, which are directed towards the mandate and objectives of the Society and providing leadership and direction to the membership of LNSS.
  - f. Ensuring that all orders and resolutions of the Board of Directors are carried out.
- 6.7) The Vice President of Administration shall be responsible for the supervision of administrative staff employed by the Society. In addition, they will oversee the development of job descriptions and annual performance reviews of all staff. They will chair the Human Resources Committee, the Bylaws, Regulations and Policy Review Committee and the Risk Management Committee.
- 6.8) The Vice President Operations shall act in place of and fulfill the duties of the President during their absence and will complete the term of office of the President in the event of their death or resignation. They shall be responsible for coordinating LNSS involvement in all provincial championships and national invitational tournaments held within the province of Nova Scotia, which will include but is not limited to being a member of the tournament committee and may fulfill other duties as required. They will be responsible for all operational matters involving LNSS, participate in jurisdictional decisions and be a member of the appeals and discipline committees. They will also be part of the Finance Committee.
- 6.9) The Vice President Finance shall be responsible for developing the financial planning of the Society and for ensuring the Society's adherence to the Registry of Joint Stocks requirements. This officer shall also be responsible for the Society's annual independent financial review and the preparation of a "Draft Annual Budget" for discussion and resolution at the AGM, and will report on the status of the Society's finances and approved budget, on an as required basis, to the Executive Committee and the Board of Directors. They will present, at the AGM, either an audited financial report or in the absence of an auditors report, a financial report, suitable for the subsequent signing by two Directors.

- 6.10) The Vice President of High Performance Program shall work with the LNS Technical Director and Executive Director to execute the LNS High Performance Pathway Plan. They shall chair the committee formed to oversee this program.
- 6.11) The Vice President Marketing/Promotion shall be responsible for the current and long-range promotion and marketing of lacrosse in Nova Scotia. They shall be responsible for developing the LNS brand and a marketing and promotion plan aimed to grow the sport and raise the profile of lacrosse in the province.
- 6.12) The Secretary's duties shall include, but are not necessarily limited to, the following:
- a. Notifying the members of all meetings.
  - b. Keeping the minutes of the proceedings of all meetings and maintaining the minute book.
  - c. Being responsible for all correspondence.
  - d. Distributing copies of the minutes, within 14 days of said meeting, to each Member.
  - e. If applicable, having custody of the seal of the Society submitting required annual documentation to the Registry of Joint Stocks.
- 6.13) The Immediate Past President's duties will be at the discretion of the President.

## **BYLAW 7 – OFFICERS AND EXECUTIVE COMMITTEE MEETINGS**

- 7.1) The Executive Committee shall attempt to meet regularly, at the call of the President, each month throughout the year. The chosen meeting facilities shall be conveniently located and appropriate places to conduct business.
- 7.2) An Executive Committee Meeting shall be called by the President upon receipt of a written request signed by not less than three members of the executive.
- 7.3) Any Member in good standing shall have the right to be represented at any Executive Committee Meeting, but only executive members shall be allowed to speak, unless the Chairperson of the meeting specifically directs otherwise.
- 7.4) Notice of these meetings, specifying the time and place thereof, shall be given orally to each officer within a reasonable time before the meeting is to take place.

- 7.5) The quorum required at any meeting of the Executive Committee shall be three Officers.
- 7.6) Each executive member, excluding the Chair, present at the meeting shall be entitled to one vote.
- 7.7) In the event of an emergency, requiring an urgent decision or action, the President shall consult with a minimum of any three members of the Executive Committee, by telephone if necessary, and obtain their unanimous agreement to their proposed course of action. It is understood that such actions as they may take must be referred to the next Board Meeting for formal approval or rejection.

## **BYLAW 8 – FINANCE**

- 8.1) The fiscal year end of the Society shall be the last day of December.
- 8.2) The directors shall annually present to the members a written report on the financial position of the Society. The report shall be in the form of: a. a balance sheet showing its assets, liabilities and equity, and b. a statement of its income and expenditure in the preceding fiscal year.
- 8.3) A copy of the financial report shall be signed by the auditor or by two Directors.
- 8.4) A signed copy of the financial report shall be filed with the Registrar within 14 days after each annual meeting.
- 8.5) An auditor of the Society may be appointed by the members at the Annual General Meeting and, if the members fail to appoint an auditor, the Directors may do so.
- 8.6) The Society may only borrow money as approved by a special resolution of the members.
- 8.7) The members may inspect the annual financial statements and minutes of membership and directors meetings at the registered office of the Society with one week's notice. All other books and records of the Society may be inspected by any member at any reasonable time within two days prior to the Annual General Meeting at the registered office of the Society.
- 8.8) Directors and Officers shall serve without remuneration and shall not receive any profit from their positions. However, a Director or Officer may be paid reasonable expenses incurred in the performance of their duties.

- 8.9) The Society shall not make loans, guarantee loans or advance funds to any Director.
- 8.10) The Board of Directors shall approve and monitor all grant applications through the Board of Directors by motion.
- 8.11) Without restricting the generality of the foregoing, the Directors shall have power to:
- a. Make and give receipts, releases and other discharges for all things, including money, which may be due to the Society.
  - b. Authorize expenditures on behalf the Society from time to time.
  - c. Appoint persons to accept and hold in trust for the Society property belonging to the Society.
  - d. Institute, conduct, defend, compromise and abandon legal proceedings by or against the Society or its Officers to the extent that such proceedings involve the affairs of the Society.
  - e. Invest and deal with the assets of the Society and invest such assets, at their discretion, subject only to such limitations as would be imposed upon trustees by virtue of the Nova Scotia Trustees Act.
  - f. Not borrow or incur any liability in excess of its annual income budget, plus its accrued liquid financial assets, without the approval and sanction of a special resolution of the Society.

## **BYLAW 9 – STANDING COMMITTEES**

- 9.1) The Standing Committees of Lacrosse Nova Scotia Society are:
- a. Governance Review Committee shall review, develop and update all Bylaw, regulation and policy information.
  - b. Nominating Committee shall be chaired by the Past President and be comprised of two Board Members not up for elections, appointed by the President. The committee will present a slate of candidates for the open positions through the Secretary, to the members not later than 30 days prior to the LNSS AGM via electronic mail along with official meeting notice.
  - c. Risk Management Committee shall be responsible for the development and regular maintenance of all risk management policies and strategies for the LNSS. It will also be responsible for ensuring LNSS compliance with the external governance mechanisms and



safe sport requirements to which the LNSS is bound in order to best manage the safety and well being of our membership. The committee will be chaired by the VP Administration and be comprised of the Executive Director, as Risk Manager for LNSS, the Technical Director, the Referee in Chief, and the Director of Female Development.

d. Finance Committee shall be appointed by and be responsible to the LNSS Board of Directors for developing all financial statements and the annual budget for approval by the members at the LNSS AGM. They shall establish financial policy and planning for LNSS overall revenue and expenditures. The President, VP Finance, VP Operations and Executive Director shall comprise this committee. They shall be authorized to execute all contracts, deeds, bills or exchange and other instruments and documents on behalf of the Society. The Finance Committee shall arrange for the opening of a bank account in a chartered bank or trust company in which funds of the Society shall be deposited and withdrawn by cheques. The three officers are authorized to be the signatories on this account and two of the three officers shall be sufficient to sign per transaction and are authorized to be the signatories on this account.

e. Human Resources Committee shall oversee the job description, annual evaluations and contract development for all LNSS staff. The VP Administration will chair this committee with assistance from the VP Finance and any other director appointed by the Board.

f. High Performance Program (HPP) Committee-Chaired by the VP HPP, this committee will work together with the LNS Technical Director and, in addition, two appointed members to develop, oversee and plan execution of the LNS Program.

g. Provincial Team Committee-Chaired by the Provincial Team Coordinator, this committee will oversee and work with appointed members to compile any and all information necessary for the Provincial Teams to operate. Their focus will be communication from LC and LNSS (via the LNS Executive Director and Technical Director) to the team coaches and managers.

h. Diversity, Inclusion and Accessibility (EDIA) Committee shall be responsible for overseeing the development, implementation, and regular maintenance of LNSS bylaws, policies, and regulations that ensure these principles for lacrosse in Nova Scotia. This committee will work closely with the Risk Management Committee to identify and mitigate risks relating to EDIA within our sport. It will also be responsible to make program recommendations to the LNSS Board to bring EDIA programming to under-represented groups and communities in NS. The committee will be chaired by the VP Operations and will be comprised of the Executive Director, other interested Board Members and members of the lacrosse community, as appointed by the President.

## **BYLAW 10 – AMENDMENTS OF THE MEMORANDUM OF ASSOCIATION OR BYLAWS**

- 10.1) The Memorandum of Association and these Bylaws of the Society may only be repealed or amended by a three fourths majority of the active members in good standing, by a Special Resolution, at a Special or Annual General Meeting of the Society. No amendment shall be deemed approved until the Registrar of the Registry of Joint Stocks approves them.
- 10.2) Bylaw amendment(s) proposed by an Active Member(s) shall be submitted in writing to the Secretary of the Board of Directors at least 35 days before being proposed at a Special Meeting or AGM of the Society. Proposed amendments shall be distributed to the membership 30 days in advance of this meeting and shall contain the name of the submitter(s).

## **BYLAW 11 – NOMINATIONS FOR ELECTED POSITIONS**

- 11.1) The Nominating Committee will provide nominees for all positions becoming vacant on the Executive Committee. The slate of nominees will be distributed to the membership through the LNSS Secretary 30 days in advance of the AGM.
- 11.2) Any Active Member may provide a nomination for any position becoming vacant on the Executive Committee through the LNSS Secretary 15 days to be distributed to the membership 14 days in advance of the AGM.
- 11.3) Elections for all positions becoming vacant on the Executive Committee will be decided by majority vote of voting members present at the AGM by secret ballot.
- 11.4) At the Annual General Meeting persons nominated, in absentia, must have a letter on file with the Secretary of the Society signifying their willingness to stand for election as a Director or Officer.

## **BYLAW 12 – INDEMNIFICATION**

- 12.1) Will Indemnify. The Society will indemnify and hold harmless out of the funds of the Society each Director and Officer, their heirs, executors and administrators from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the positions or performing the duties of a Director or Officer.
- 12.2) Will Not Indemnify. The Society will not indemnify a Director or Officer or any other person for acts of fraud, dishonesty, or bad faith.

- 12.3) Insurance, The Society will, at all times, maintain in force such directors and officers liability insurance as may be approved by the Board of Directors.