

Atlantic Division CanoeKayak Canada
Legal Name: Atlantic Division Association Canoe Kayak Canada

Bylaws



MARCH 2021



ATLANTIC DIVISION CANOEKAYAK CANADA

A Bylaw relating generally to the conduct of the affairs of Atlantic Division CanoeKayak Canada.

ARTICLE I GENERAL

- 1.1 Purpose.** These Bylaws relate to the general conduct of the affairs of Atlantic Division CanoeKayak Canada a Society incorporated under the Nova Scotia *Societies Act*.
- 1.2 Definitions.** The following terms have these meanings in these Bylaws:
- a) *Act* – the Nova Scotia Societies Act, as amended from time to time and any legislation that may be substituted therefore.
 - b) *Society* – [Organization Name].
 - c) *Auditor* – an individual appointed by the Board to audit the books, accounts, and records of the Society.
 - d) *Board* – the Board of Directors of the Society.
 - e) *Director* – an individual elected or appointed to serve on the Board pursuant to these Bylaws.
 - f) *Officer* – an individual elected or appointed to serve as an Officer of the Society pursuant to these Bylaws.
 - g) *Ordinary Resolution* – a resolution passed by not less than a majority of the votes cast at a meeting of the Board, meeting of a Committee, meeting of the Executive or a meeting of Members.
 - h) *Special Resolution* – a resolution passed by not less than three-fourths of such members entitled to vote as are present in person at an Annual General Meeting or Special Meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.
- 1.3 Registration.** The Society shall be incorporated as a volunteer, not for profit Society under the Societies Act of Nova Scotia.
- 1.4 Head Office.** The head office of the Society will be located in Nova Scotia.
- 1.5 No Gain for Members.** The Society will be carried on without the purpose of gain for its Members and any profits or other accretions to the Society will be used in promoting its objectives.
- 1.6 Conduct of Meetings.** Unless otherwise specified in the Act or these Bylaws, meetings of Members and meetings of the Board will be conducted according to Roberts Rules of Order (current edition).
- 1.7 Interpretation.** Word importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate.



ATLANTIC DIVISION CANOEKAYAK CANADA

1.8 Operational. The official language of the Society shall be English.

ARTICLE II MEMBERSHIP

Categories of Membership

2.1 Categories. The Society has the following categories of membership:

a) Club - Those clubs located in the Atlantic Provinces who sponsor and promote sprint canoe racing on an amateur basis within its membership and who desire to sponsor such amateur competition between its members and members of other amateur clubs in accordance with the Sprint Racing Discipline Competition Rules of Canoe Kayak Canada and the Policies and Procedures of the Atlantic Division..

b) Associate - An associate member shall be any group or organization whose activities include canoeing on an amateur basis and which is in the Atlantic Provinces. An associate member shall have the privilege of attending Division meetings but shall not have voting privileges; and

c) Individual - Any person interested in the promoting the objectives of the Division, who applies in writing to be an Individual member of the Division, may be admitted to membership upon approval of a majority vote at a Division meeting. An Individual member shall have all the rights and privileges of member Clubs including attendance at Division meetings but shall not have voting privileges.

2.2 Qualifications for Membership.

a) Geographical

The Division shall consist of those clubs which are members of the Division, and are in the territory comprising the Provinces of Nova Scotia, New Brunswick, Prince Edward Island and Newfoundland and Labrador.

b) Eligibility No individual, entity or organization will be admitted as a Member of the Society unless:

a) The candidate member has made an application for membership in a manner prescribed by the Society;

b) The candidate is not subject to a disciplinary investigation or action of the Society.

c) The candidate member has been approved by majority vote as a member by the Board or by any committee or individual delegated this authority by the Board; and

d) The candidate member has paid dues as prescribed by the Board.



ATLANTIC DIVISION CANOEKAYAK CANADA

c) Good Standing.

Explained in 2.10

2.3 Membership Rights and Responsibilities:

- Every member is entitled to attend any members' meetings
- Any member of legal age is entitled to hold office
- Membership is not transferable
- Membership shall cease upon death
- member resigned by written notice
- member ceases to qualify for membership in accordance with these by-laws or by a vote of the majority members

Membership Duration and Dues

2.4 Year. Unless otherwise determined by the Board, the membership year of the Society shall commence annually on the 1st of April, and shall run until the 31st of March.

2.5 Duration. Membership is accorded on an annual basis as determined by the Board of Directors, and all Members will re-apply for membership each year.

2.6 Dues. All member Clubs, Associate and Individual members shall pay annual fees of an amount, which shall be determined by the Division Executive Committee. Annual fees shall be paid by all membership classes, in full, on or before the date as declared at the Annual General Meeting of the current year.

Withdrawal and Termination of Membership

2.7 Resignation. A Member may resign by delivering written notice of such resignation to the Flag Officer.

2.8 Discipline. A Member may be suspended or expelled from the Society in accordance with the Society's Code of Conduct relating to discipline of Members.

2.9 Removal. A member may be removed by the voting Members present at an Annual General Meeting or Special Meeting, provided the Member has been given fourteen (14) days written notice of and the opportunity to be present and to be heard at such a meeting. This must be passed by three-quarters (3/4) of the votes. The voting Members present may elect any person in his or her stead for the remainder of the term. This person must be in good standing.



ATLANTIC DIVISION CANOEKAYAK CANADA

Good Standing

- 2.10 Definition.** A Member of the Society will be in good standing provided that the Member:
- a) Has not ceased to be a Member;
 - b) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
 - c) Has completed and remitted all documents and certifications as required by the Society;
 - d) Has complied with the Bylaws, policies, rules and regulations of the Society;
 - e) Is not subject to a disciplinary investigation or action by the Society, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
 - f) Had paid all required membership dues.
- 2.11 Cease to be in Good Standing.** Members who cease to be in good standing, as determined by the Board of Directors, will not be entitled to vote at meetings of Members or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing as set out above.

ARTICLE III MEETINGS OF MEMBERS

- 3.1 Types of Meetings.** Meetings of Members will include Annual General Meetings and Special Meetings.
- 3.2 Special Meeting.** A Special Meeting of the Members may be called at any time by the Flag Officer, by the Board or upon the written requisition of **3** or more of the Member Clubs that have voting rights. Agenda of special meetings will be limited to the subject matter for which the meeting was duly called.
- 3.3 Annual General Meeting.** An Annual General Meeting shall be held within the 120 days of the fiscal year end.
- 3.4 Location and Date.** The Society will hold meetings of Members at such date, time and place within Nova Scotia as determined by the Board.
- 3.5 Notice.** Notice of meetings will be written notice to all Members **at least fourteen (14) days prior** to the date of the meeting. Notice will contain a proposed agenda and reasonable information to permit Members to make informed decisions, and shall be delivered in accordance with Article VII of these Bylaws.
- 3.6 Agenda.** The agenda for the Annual General Meeting may include:
- a) Call to order
 - b) Reading and Approval of Minutes of the previous Annual Meeting
 - c) Financial Report, including the setting of the following year member Club fees
 - d) Proposal for Membership
 - e) Board, Staff and Committee Reports
 - f) By-Laws



ATLANTIC DIVISION CANOEKAYAK CANADA

- g) Election of new Directors
- h) New Business as per Section 3.7
- i) Adjournment

3.7 New Business. Any Member who wishes to have new business or a matter placed on the agenda of a meeting will give written notice to the Society at least ten (10) days prior to the meeting date.

3.8 Quorum. A quorum for the transaction at any meeting of the members shall consist of **not less than six (6) voting member clubs** present in person or by teleconference, with the exception that quorum for a meeting at which a Special Resolution is proposed requires members to be present in person.

If quorum is not obtained, members in attendance may set forth a new date and time at which the meeting is to be rescheduled. Written notice shall be given to all members at least fourteen (14) days prior to the rescheduled meeting date, and at such rescheduled the members shall, with the exception of passing a Special Resolution, be permitted to transact the meeting with or without quorum.

3.9 Closed Meetings. Meetings of Members will be closed to the public except by invitation of the Board of Directors.

Voting at Meetings of Members

3.10 Voting rights of Members. Members are allowed to attend and participate but only the Commodore of a Member club and the Board of Directors are entitled to vote at Meetings of the Members.

3.11 Delegates. The name of a Delegate(s) will be communicated to the Society in writing prior to the meeting of members. Delegates must be eighteen (18) years of age and older and a member in good standing. No Delegate may hold voting privileges for more than one Club Member.

3.12 Proxy Voting. Voting by proxy is not allowed.

3.13 Determination of Votes. Votes will be determined by a show of hands, in writing, or orally unless a secret or recorded ballot is requested by the majority of those Members voting.

3.14 Majority of Votes. Except as otherwise provided in the Act or these Bylaws, an Ordinary Resolution will decide each issue. In the case of a tie, the issue is defeated.

ARTICLE IV GOVERNANCE

Composition of the Board

4.1 Directors. A board of not less than **four (4) and not more than twelve (12)]** Directors shall be responsible for the management of the Society.

4.2 Composition of the Board. The Board of Directors of the Society will consist of the following:



ATLANTIC DIVISION CANOEKAYAK CANADA

- a) Flag Officer
- b) Past Flag Officer (ex officio)
- c) Vice Flag Officer
- d) Secretary
- e) Treasurer
- f) Chair of Paddling
- g) Chair of Asset Management
- h) Chair of Revenue Development
- i) Chair of External Relations and Media

Election or Appointment of Directors

4.3 Eligibility of Director. Must meet the following prerequisites:

- a) Be 18 years of age or older
- b) Have the power under law to contract
- c) Be a resident of Canada
- d) Have a valid Criminal Record Check and Vulnerable Sector Check
- e) Have never been removed from a Board
- f) Not currently on a Board with any of our member clubs

4.4 Skills and Characteristics. Potential Directors will preferably exhibit multiple attributes and skills listed below:

Attributes

- a) Commitment and capacity (time, energy, expertise) to fulfill the commitment as a Director
- b) Commitment to betterment of the sport throughout the Province of Nova Scotia and to act as a fiduciary to the Society
- c) Knowledge about roles and responsibilities of a Director, Board and Staff
- d) Good communication skills
- e) Experience in formulating policy
- f) Experience in thinking strategically
- g) Knowledge of the **canoe kayak** community
- h) Ability to identify principal business risks and ensure implementation of appropriate systems to manage those risks
- i) Knowledge of organizational performance mechanisms and ability to monitor, evaluate and report
- j) Strategic connectivity to key clients
- k) Ethical and values-based behavior
- l) Representative of client population (athlete & coach)
- m) Other attributes valued by the Board of Directors

Skills

- a) Accounting designation (CA, CPA, CGA)
- b) Legal designation (LL.B)
- c) Professional qualifications (MD, PhD, MBA, Sport Science)
- d) Personnel Management (Human Resource Professional designation)
- e) Media/Marketing/Public Relations contacts/experience



ATLANTIC DIVISION CANOEKAYAK CANADA

- f) Fundraising and funding source contacts
- g) Administration/Management experience
- h) Government relations/contacts
- i) Organizational development/Strategic Planning experience
- j) Other skills valued by the Board of Directors

4.5 Nominating Committee.

- a) The Board may appoint a Nominating Committee, which will be comprised of **three individuals** appointed by the Board of Directors. The Nominating Committee will be responsible to solicit nominations with the skills and characteristics defined in section 4.4 for the election of the Directors and may nominate additional candidates for the election of Directors.
- b) Any member of the Society may nominate another member to be one of the Directors of the Society, provided however that each member is limited to one (1) nomination *per annum*. Nomination must take place in advance of the Annual General Meeting.

4.6 Nomination. Any nomination of an individual for election as a Director will:

- a) Include the written consent of the nominee by signed signature;
- b) Include a cover letter and resume of the nominee;
- c) Be submitted to the Head Office of the Society fourteen (14) days prior to the Annual General Meeting. Nominations will not be accepted from the floor.

4.7 Incumbents. Individuals currently on the Board of Directors wishing to be re-elected are not subject to nomination but must notify the Nominating Committee fifteen (15) days before the election of their interest for re-election.

4.8 Circulation of Nominations. Valid nominations will be circulated to voting Members at the Annual General Meeting prior to the elections.

Election of Directors

4.9 Election. The election of the Directors will take place as follows:

- a) By majority vote at the Annual General Meeting in accordance with the following schedule:
Flag Officer & Secretary and Chairs Even Years and Vice Flag Officer & Treasurer Odd Years
- b) Any member of the Society may nominate another member to be one of the Directors of the Society and such nomination must take place at the Annual General Meeting.
- c) In the event that a new Flag Officer is elected at the Annual General Meeting, the outgoing President shall assume the position of the Past Flag Officer for a maximum two-year term.

4.10 Decision. Elections will be decided by the voting Members in accordance with the following:

- a) One Valid Nomination – Winner declared by acclamation.
- b) Two or More Valid Nominations – Winner is the nominee receiving the greatest number of votes. In the case of a tie for the greatest number of votes, the tied nominees will take part in a second vote.



ATLANTIC DIVISION CANOEKAYAK CANADA

Terms

- 4.11 Elected Directors Terms.** Elected Directors will serve two (2) years and can only be renewed for one (1) term for a maximum of four (4) years in the same Board position and will hold office until their successors have been duly elected in accordance with these Bylaws, unless they resign, are removed from or vacate their office.

Resignation and Removal of Directors

- 4.12 Resignation.** A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board. This resignation will become effective the date on which the request is approved by the Board. Where a Director who is subject to a disciplinary investigation or action of the Society resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.
- 4.13 Vacate Office.** The office of any Director will be vacated automatically if:
- a) The Director misses three (3) consecutive meetings without the approval of the President;
 - b) The Director is found by a court to be guilty of a criminal offense;
 - c) The Director breaks any of the Code of Conduct protocols;
 - d) The Director becomes bankrupt;
 - e) Upon the Director's death.
- 4.14 Removal.** The members of the Division may, by resolution passed by a majority of at least three-quarters (3/4) of the votes cast at a special meeting of such members duly called for that purpose.

Filling a Vacancy on the Board

- 4.15 Vacancy.** If a Director position becomes vacant his/her office shall be vacated and the Board of Directors may fill the vacancy for the unexpired portion of the term.

Meetings of the Board

- 4.16 Call of Meeting.** The Flag Officer or a majority of the Board of Directors will hold the meetings of the Board of Directors at any time and place as determined.
- 4.17 Notice.** Written notice, served other than by mail, of Board Meetings will be given to all Directors **at least two (2) days prior** to the scheduled meeting. No Notice of a meeting of the Board of Directors is required if all Directors waive notice, or if those absent consent to the meeting are held in their absence.
- 4.18 Number of Meetings.** The Board will hold a minimum of four (4) meetings per year.
- 4.19 Quorum.** At any meeting of the Board of Directors, quorum will consist of at **least fifty (50) percent** of voting Directors holding office.
- 4.20 Voting.** Each Director, with the exception of the Flag Officer and Past Flag Officer, is entitled to one vote. Voting will be by a show of hands, orally or via email unless a majority of Directors present request a secret ballot. The Flag Officer is only entitled to a vote in the event of a tie.
- 4.21 No Proxies.** Directors may not vote via proxy at meetings of Directors.



ATLANTIC DIVISION CANOEKAYAK CANADA

4.22 Closed Meetings. Meetings of the Board will be closed to Members and the public except by invitation of the Board, excluding the Executive Director and Past President who may attend and speak at Board Meetings but are not entitled to vote. Other Staff can be invited to attend Board Meetings.

4.23 Meetings by Telecommunications. A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Any Director who is unable to attend a meeting may participate in the meeting by telephone or other telecommunications technology. Directors who participate in a meeting by telephone or other telecommunications technology are considered to have attended the meeting.

Powers of the Board

4.24 Powers. Except as otherwise provided in the Act or these Bylaws, the Board has the powers of the Society. Without limit the generality of the foregoing, the Board may:

- a) Implement policies, procedures and rules for managing the affairs of the Society;
- b) Implement policies, procedures and rules relating to the registration of members and shall have the authority to register members accordingly;
- c) Implement policies, procedures and rules relating to the discipline of members, and shall have the authority to discipline members accordingly;
- d) Implement policies, procedures and rules relating to the management of disputes within the Society and shall have the authority to deal with all disputes accordingly;
- e) Implement policies, procedures and rules relating to the direction and control of monies, funds, investments and securities of the Society and shall have the authority to manage these accordingly;
- f) Establish committees, appoint members of committees, and determine the duties and functions to any committee; and
- g) Appoint or employ such persons, as it deems necessary to carry out the work of the Society. Including an Executive Director and determine his/her duties, responsibilities and remuneration.

4.25 Managing the Affairs of the Society. The Board may make and approve policies, procedures, and manage the affairs of the Society in accordance with the Act and these Bylaws.

4.26 Employment of Persons. The Board may employ or engage under contract such persons, as it deems necessary to carry out the work of the Society.



ATLANTIC DIVISION CANOEKAYAK CANADA

ARTICLE V OFFICERS AND EXECUTIVE COMMITTEE

5.1 Composition. The Officers will be comprised of the following:

- a) Flag Officer
- b) Past Flag Officer (ex officio)
- c) Vice Flag Officer
- d) Secretary
- e) Treasurer

5.2 Duties. The duties of Officers are as follows:

- a) The Flag Officer shall preside as chairman over all Members' Meeting, Special Members' Meeting of the Society, Board Meetings, Special Board Meetings of the Society and meetings of the Executive Committee. The Flag Officer will also attend to those matters requiring the attention of the Executive members of the Society and, subject to the powers and duties of the Board; will oversee the general management of the Society and will have such other powers and duties as may from time to time be delegated to the Flag Officer by the Board.
- b) The Vice Flag Officer, in the absence of the Flag Officer, shall exercise the powers and duties of the Flag Officer and shall also perform all duties assigned by the Flag Officer or the Board.
- c) The Treasurer will:
 - i. Administer the financial affairs of the Society including the supervision and preparation of accounts;
 - ii. Perform such other duties as may from time to time be delegated to the Treasurer by the Board.
- d) The Secretary will:
 - i. Cause to be drafted minutes of all Board Meetings, Special Board Meetings of the Society and Members' Meetings;
 - ii. Provide notices to Directors and members when so instructed;
 - iii. Perform such other duties as may from time to time be delegated to the Secretary by the Board.

5.3 Removal. The members of the Division may, by resolution passed by a majority of at least three-quarters (3/4) of the votes cast at a special meeting of such members duly called for that purpose.

Executive Committee

5.4 Executive Committee. The Executive Committee will be comprised of the Officers.

5.5 Authority. The Executive Committee will have the authority to oversee the implementation of Board policies during intervals between meetings of the Board, and will perform such other duties as are prescribed by these Bylaws or may be prescribed from time to time by the Board.



ATLANTIC DIVISION CANOEKAYAK CANADA

- 5.6 Executive Director.** The Executive Director may attend meetings of the Executive Committee and participate therein to the extent permitted by the Executive Committee at such meetings but is not authorized to vote thereat on any matters in their capacity as Executive Director.
- 5.7 Call of Meeting.** Meetings of the Executive Committee will be held at any time and place as determined by the Flag Officer or upon the request of any two (2) Executive Committee Members.
- 5.8 Notice.** Written notice, served other than by mail, of Executive Committee Meetings will be given to all Executive Committee Members at least three (3) days prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. No Notice of a meeting of the Executive Committee is required if all Officers waive notice, or if those absent consent to the meeting is being held in their absence.
- 5.9 Number of Meetings.** The Executive Committee will hold at least two (2) meetings per year.
- 5.10 Quorum.** Quorum will consist of three (3) of the Executive's voting members.
- 5.11 Voting.** Each Executive Committee member is entitled to one vote except the Executive Director and Past Flag Officer who are not entitled to vote. Voting will be by a show of hands, electronically or orally on a conference call unless a majority of Executive Committee Members presents request a secret ballot. The Flag Officer only votes in the event of a tie.
- 5.12 No Proxies.** Executive Committee members are not entitled to vote via proxy.
- 5.13 Closed Meetings.** Meetings of the Executive Committee will be closed to Members and the public except by invitation of the Board.

Other Committees

- 5.14 Appointment of Committees.** The Board may appoint such committees as it deems necessary for managing the affairs of the Society and may appoint members of committees or provide for the election of members of committees, may prescribe the duties of committees, and may delegate to any committee any of its powers, duties, and functions except where prohibited by these Bylaws.
- 5.15 Quorum.** A quorum for any committee will be the majority of its voting members.
- 5.16 Terms of Reference.** The Board may establish the terms of reference and operating procedures for all Committees, and may delegate any of its powers, duties or functions to any Committee.
- 5.17 Vacancy.** When a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term.



ATLANTIC DIVISION CANOEKAYAK CANADA

5.18 President Ex-officio. The President, or designate as appointed by the President, will be an *ex-officio* (non-voting) member of all Committees of the Society.

5.19 Removal. The Board may remove any member of any Committee.

Remuneration

5.20 No Remuneration. All Directors, Officers and members of Committees will serve their term of office without remuneration except for reimbursement of expenses as approved by the Board.

Conflict of Interest

5.21 Conflict of Interest. A Director, Officer, Executive Committee member or member of a committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Society will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction; will refrain from influencing the decision on such contract or transaction; and will otherwise comply with the requirements of the Act regarding conflict of interest.

ARTICLE VI FINANCE AND MANAGEMENT

6.1 Fiscal Year. The fiscal year of the Society will be **April 1 to March 31.**

6.2 Bank. The banking business of the Society will be conducted at such financial institution as the Board may designate.

6.3 Auditors. The Board may appoint a firm to complete a Notice of Reader of the Society finances as often as deemed necessary.

6.4 Books and Records. The necessary books and records of the Society required by these Bylaws or by applicable law will be necessarily and properly kept in the office of the Society in Nova Scotia and may be inspected by the members during regular business hours with reasonable notice.

6.5 Signing Authority. All written agreements and financial transactions entered into in the name of the Society will be signed by two of the following: Flag Officer, Vice Flag Officer and Treasurer. The Board of Directors may authorize other persons to sign on behalf of the Society.

6.6 Contracts. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by any two of the following: Flag Officer, Vice Flag Officer and Treasurer, Executive Director, or otherwise as prescribed by resolution of the Board of Directors.

6.7 Disbursement of Funds. No member or employee of the Society will disburse any funds in their keeping belonging to the Society unless authorized policies and procedures are adhered to.

6.8 Intellectual Property. No person, entity or organization may use the name of any intellectual property of the Society without the prior written authorization of the Board of Directors.



ATLANTIC DIVISION CANOEKAYAK CANADA

ARTICLE VII AMENDMENT OF BYLAWS

- 7.1 Voting.** These Bylaws may only be amended, revised, repealed or added to by Special Resolution at an Annual General Meeting or Special Meeting. Upon affirmative vote, any amendments, revisions, addition or deletions will be effective upon approval of the Registrar.
- 7.2 Notice in Writing.** Notice in writing is to be delivered to the Board fourteen (14) days prior to the date of the meeting at which it is to be considered, and is to be delivered to voting Members ten (10) days prior to the meeting at which such amendment is to be considered.

ARTICLE VIII NOTICE

- 8.1 Written Notice.** In these Bylaws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the Society, Director or Member, as the case may be.
- 8.2 Date of Notice.** Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or e-mailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five days after the date the mail is post-marked.

ARTICLE IX INDEMNIFICATION

- 9.1 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 position or performing the duties of a Director or Officer.
- 9.2 Will Not Indemnify.** The Society will not indemnify a Director or Officer or any other person for acts of fraud, dishonesty, or bad faith.
- 9.3 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.