Volleyball Nova Scotia Bylaws

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A Bylaw relating generally to the conduct of the affairs of *Volleyball Nova Scotia*.

ARTICLE I: GENERAL

1.1 Purpose – These Bylaws relate to the general conduct of the affairs of *Volleyball Nova Scotia*, a Corporation 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) *Association* – Volleyball Nova Scotia.
c) *Auditor* – an individual appointed by the Board to audit the books, accounts, and records of the Association.
d) *Board* – the Board of Directors of the Association.
e) *Days* – will mean days including weekends and holidays.
f) *Director* – an individual elected or appointed to serve on the Board pursuant to these Bylaws.
g) *Officer* – an individual elected or appointed to serve as an Officer of the Association pursuant to these Bylaws.
h) *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.
i) *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 meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.
j) *Registrar* – the Registrar of Joint Stock Companies appointed under the Companies Act, and includes the Deputy Registrar and a person authorized under that Act to perform duties of the Registrar in his absence.

1.3 Registration - The Association shall be incorporated as a volunteer, non-profit Association under the Societies Act of Nova Scotia.

1.4 Head Office – The head office of the Association will be located at all times within the Province of Nova Scotia.

1.5 Corporate Seal - The Association may have a corporate seal which may be adopted and may be changed by resolution of the Directors.

1.6 No Gain for Members – The Association will be carried on without the purpose of gain for its Members and any profits or other accretions to the Association will be used in promoting its objectives.

1.7 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).

1.8 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.

1.9 Operational – The official language of the Association shall be English.

1.10 Headings – The headings used in the Bylaws are inserted for convenience of reference only.

ARTICLE II: MEMBERSHIP

Categories of Membership

2.1 Categories - The Association has the following categories of membership:

a) Club Members
b) Individual Members
c) Referee Members
d) Honorary Members

2.2 Qualifications for Membership

a) Club Members – Any Volleyball Club composed of Individual Members, who has applied for membership, has agreed to abide by the Association's governing documents and is registered with the Association.
b) Individual Members – Any individual who is a coach, manager, administrator or player, who has applied for membership, has agreed to abide by the Association's governing documents and is registered with the Association
c) Referee Members – Any referee who has applied for membership, has agreed to abide by the Association's governing documents and is registered with the Association.
d) Honorary Member – An individual approved by majority vote of the Board of Directors who has contributed greatly to the development or promotion of volleyball in Nova Scotia.

2.3 Admission of Members - No individual, entity or organization will be admitted as a Member of the Association unless:

a) The candidate member has made an application for membership in a manner prescribed by the Association;
b) The candidate is a resident of Nova Scotia, unless approved otherwise by the Board of Directors by way of Ordinary Resolution.
c) The candidate member is and always has been a member in good standing, free from criminal convictions, unless approved otherwise by the Board of Directors by way of Ordinary Resolution.
d) The candidate is not subject to a disciplinary investigation or action of the association.
e) 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
f) The candidate member has paid dues as prescribed by the Board.

Membership Duration and Dues

2.4 Year - Unless otherwise determined by the Board, the membership year of the Association shall be in accordance with Volleyball Canada.

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 – Membership dues for all categories of Membership will be determined by the Board of Directors.

Withdrawal and Termination of Membership

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

2.8 Arrears – A Member will be expelled from the Association for failing to pay membership dues or money owed to the Association by the deadline dates prescribed by the Association or otherwise fails to comply with all other policies of the Association by way of Ordinary Resolution of the Board of Directors.

2.9 Discipline – In addition to expulsion for failure to pay membership dues, a Member may be suspended or expelled from the Association in accordance with the Association's policies and procedures relating to discipline of Members.

2.10 Removal – A Member may be removed by Special Resolution of 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.

Good Standing

2.11 Definition – A Member of the Association 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 Association;
d) Has complied with the Bylaws, policies, rules and regulations of the Association;
e) Is not subject to a disciplinary investigation or action by the Association, 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.

2.12 Cease to be in Good Standing - Members who cease to be in good standing, as determined by the Members, Board of Directors, Discipline or Appeal Panels, will not be entitled to vote at meetings of Members and, where the Member is a Director, at meetings of Directors, 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 President, by the Board or upon the written requisition of twenty (20%) percent or more of the Members who have voting rights. Agenda of special meetings will be limited to the subject matter for which the meeting was duly called.

3.3 Location and Date - The Association will hold meetings of Members at such date, time and place within Nova Scotia as determined by the Board. The Annual General Meeting will be held within 90 days of the fiscal year end.

3.4 Notice - Notice of meetings of Members will be posted on the Association website at least thirty (30) days prior to the date of the meeting and written notice will be given to all Members at least thirty (30) days prior to the date of the meeting. Notice will contain a proposed agenda and reasonable information to permit Members to make informed decisions.

3.5 Adjournment – Any meetings of Members may be adjourned to any time and place as determined by the Board and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place.

3.6 Agenda – The agenda for the Annual General Meeting may include:

a) Call to order
b) Establishment of Quorum
c) Appointment of Scrutineers
d) Approval of the Agenda
e) Declaration of any Conflicts of Interest
f) Adoption of Minutes of the previous Annual Meeting
g) President's Report
h) Financial Report
i) Board, Staff and Committee Reports
j) Election of new Directors
k) Business as specified in the meeting notice
l) 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 Association at least twenty-one (21) 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 members present in person.

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

Voting at Meetings of Members

3.10 Voting rights of Members – Members are allowed to attend and participate but only the following members are entitled to vote at Meetings of the Members:

a) Club Members – A Volleyball Club may appoint a Delegate to attend and participate in meetings and is entitled to one (1) vote for every Club Team registered in the last completed indoor Provincial Championships.
b) Referee Members – The Referees may appoint a Delegate to attend and participate in meetings and are entitled to one (1) vote for every twelve (12) registered referees as of the most recent 31st day of August.

3.11 Delegates – The name of a Delegate(s) will be communicated to the Association in writing, seven (7) days 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 Scrutineers - At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.

3.13 Proxy Voting – Voting by proxy is not allowed.

3.14 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.

3.15 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 fourteen (14) Directors shall manage The Board of Directors for the Society.

4.2 Composition of the Board - The Board of Directors of the Association will consist of the following:

a) President
b) Secretary
c) Treasurer
d) Safe Sport Director
e) Inclusion Diversity Equity & Accessibility Director
f) Regional Officials Chair
g) Director At Large (4)

Election or Appointment of Directors

4.3 Eligibility of Director - Any individual who is eighteen (18) years of age or older, who has the power under law to contract, is an Individual Member or Referee Member of the Association in good standing, may be nominated for election or appointment as a Director.

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) Knowledge about roles and responsibilities of a Director, Board and Staff
c) Good communication skills
d) Experience in formulating policy
e) Experience in thinking strategically
f) Knowledge of the volleyball community
g) Ability to identify principal business risks and ensure implementation of appropriate systems to manage those risks
h) Knowledge of organizational performance mechanisms and ability to monitor, evaluate and report
i) Strategic connectivity to key clients
j) Ethical and values based behavior
k) Representative of client population (athlete & coach)
l) Other attributes valued by the Board of Directors

Skills

m) Accounting designation (CA, CMA, CGA)
n) Legal designation (LL.B)
o) Professional qualifications (MD, PhD, MBA, Sport Science)
p) Personnel Management (Human Resource Professional designation)
q) Media/Marketing/Public Relations contacts/experience
r) Fundraising and funding source contacts
s) Administration/Management experience
t) Government relations/contacts
u) Organizational development/Strategic Planning experience
v) Other skills valued by the Board of Directors

4.5 Nominating Committee – 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.

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

a) Include a completed application form;
b) Include the written consent of the nominee by signed signature;
c) Include a cover letter and resume of the nominee;
d) Be submitted to the Head Office of the Association 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 twenty-eight (28) 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) The President, Safe Sport Director and two (2) Directors At Large will be elected at alternate Annual Meetings to those listed in sub-section b.
b) The Secretary, Treasurer, Inclusion Diversity Equity & Accessibility Director, and two (2) Directors At Large will be elected at alternate Annual Meetings to those listed in sub-section a.
c) Referee members shall nominate the Regional Officials Chair to fill the Regional Officials Chair position on the Board.

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. If there continues to be a tie, the winner will be decided by the Board of Directors by resolution.

Terms

4.11 Elected Directors Terms - Elected Directors will serve terms of two years 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 Association 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 two (2) consecutive meetings without the approval of the President;
b) The Director is found by a court to be of unsound mind;
c) The Director becomes bankrupt;

d) Upon the Director's death.

4.14 Removal – Any Director may be removed by Special Resolution of the voting Members in a meeting of the members, provided the Director has been given fourteen (14) days notice and the opportunity to be present and to be heard at the meeting where such a Special Resolution is put to a vote.

Filling a Vacancy on the Board

4.15 Vacancy – If a Director resigns his/her office, or ceases to be a member in the Society, 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 meetings of the Board of Directors will be held at any time and place as determined by the President or a majority of the Board of Directors.

4.17 Notice – Written notice, served other than by mail, of Board Meetings will be given to all Directors 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 Board of Directors is required if all Directors waive notice, or if those absent consent to the meeting being 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 percent of voting Directors holding office.

4.20 Voting – Each Director, with the exception of the President, 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 President is only entitled to a vote in the event of a tie. Resolutions will be passed by Ordinary Resolution.

4.21 No Proxies – Directors may not vote via proxy at meetings of Directors.

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.

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 Association. Without limit the generality of the foregoing, the Board may:

a) Implement policies, procedures and rules for managing the affairs of the Association;
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 Association 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 Association 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 Association. Including an Executive Director and determine his/her duties, responsibilities and remuneration.

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

4.26 Discipline – The Board may make policies and procedures relating to discipline of Members, and will have the authority to discipline Members in accordance with such policies and procedures.

4.27 Dispute Resolution - The Board may make policies and procedures relating to management of disputes within the Association and all disputes will be dealt with in accordance with such policies and procedures.

4.28 Employment of Persons - The Board may employ or engage under contract such persons as it deems necessary to carry out the work of the Association.

4.29 Borrowing Powers – The Board may borrow up to $25,000 as approved by resolution of the Board of Directors.

4.30 Definition of VNS Regions - VNS Regions consists of the following geographic areas:
a) Cape Breton (Victoria, Richmond, Inverness and Cape Breton counties)
b) Highland (Antigonish, Pictou and Guysborough counties)
c) Fundy (Colchester, Cumberland and Hants counties)
d) Valley (Kings, Annapolis and Digby Counties)
e) South Shore (Yarmouth, Shelburne, Queens and Lunenburg counties)
f) Metro (Halifax county)

ARTICLE V: OFFICERS AND EXECUTIVE COMMITTEE

5.1 Composition – The Officers will be comprised of the following:
a) President;
b) Secretary; and
c) Treasurer.

5.2 Duties - The duties of Officers are as follows:
a) The President shall preside as chairman over all Members' Meeting, Special Members' Meeting of the Association, Board Meetings, Special Board Meetings of the Association and meetings of the Executive Committee. The President will also attend to those matters requiring the attention of the chief spokesperson of the Association and, subject to the powers and duties of the Board; will oversee the general management of the Association and will have such other powers and duties as may from time to time be delegated to the President by the Board.
b) The Treasurer will:

i. Administer the financial affairs of the Association including the supervision and preparation of accounts, the receipt and disbursement of monies, the preparation of financial statements for the Association; and
ii. Perform such other duties as may from time to time be delegated to the Treasurer by the Board.

c) The Secretary will:
i. Cause to be drafted minutes of all Board Meetings, Special Board Meetings of the Association and Members' Meetings;
ii. Provide notices to Directors and members when so instructed;
iii. Be the custodian of the corporate records and corporate seal of the Association; and
iv. Perform such other duties as may from time to time be delegated to the Secretary by the Board.

5.3 Removal – An Officer may be removed by Resolution of the Board or by Special Resolution of the voting Members in a Meeting of the Members, provided the Officer has been given fourteen (14) days notice and the opportunity to be present and to be heard at the meeting where a Resolution or Special Resolution is put to a vote.

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.

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 President 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 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 who is 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 present request a secret ballot. Resolutions will be passed by Ordinary Resolution. The President is entitled to a second vote 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 Association 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.

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 Association.

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 Association 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 Association will be October 1 to September 30, or such other period as the Board may from time to time determine.

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

6.3 Auditors - The Board may appoint an auditor or auditors to perform a review or audit of the association finances as often as deemed necessary.

6.4 Books and Records - The necessary books and records of the Association required by these Bylaws or by applicable law will be necessarily and properly kept in the office of the Society at 5516 Spring Garden Road, Halifax, Nova Scotia, B3J 3G6 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 Association will be signed by two of the following: President, Treasurer or Executive Director. The Board of Directors may authorize other persons to sign on behalf of the Association.

6.6 Contracts – Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Association by any two of the following: President, Treasurer, Book Keeper, Executive Director, or Past President, or otherwise as prescribed by resolution of the Board of Directors.

6.7 Property - The Association may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

6.8 Borrowing – The Society may borrow over $50,000 as approved by Special Resolution of the voting members at an Annual General Meeting or Special Meeting.

6.9 Disbursement of Funds – No member or employee of the Association will disburse any funds in his/her keeping belonging to the Association unless authorized policies and procedures are adhered to.

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

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 forty-five (45) days prior to the date of the meeting at which it is to be considered, and is to be delivered to voting Members thirty (30) days prior to meeting at which it is to be considered.

ARTICLE XIII 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 Association, 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 Association will indemnify and hold harmless out of the funds of the Association 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 Association will not indemnify a Director or Officer or any other person for acts of fraud, dishonesty, or bad faith.

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