



Lavender Village Society

BYLAWS OF Lavender Village Society *A Non-Profit Society Incorporated in Nova Scotia*

ARTICLE 1 – DEFINITIONS AND INTERPRETATIONS

1.1 In these by-Laws:

- a. “Act” means the Societies Act of Nova Scotia as amended from time to time;**
- b. “Board” means the directors of the Society;**
- c. “Registrar” means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.**
- d. “Special Resolution” means a resolution passed by not less than three-fourths of such members entitled to vote as are present in person or by proxy, where proxies are allowed, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.**

1.2 Definitions in Act apply the definitions in the Act apply to these by-laws.

1.3 Conflict with Act If there is a conflict between these By-laws and the Act, the Act shall prevail.

ARTICLE 2 – NAME AND PURPOSE

2.1 The name of the society shall be Lavender Village Society, hereinafter referred to as “the Society.”

2.2 The Society is a registered non-profit organization operating in Nova Scotia with the purpose of supporting the mental health and wellness of Nova Scotia women and their support systems during inpatient or outpatient medical care.

Support will be given to mothers who are currently pregnant, post-partum, struggling with fertility, and/or have school-aged children.

Applications for support will be triaged if needed in the following order of priority:

- a. Women currently admitted to inpatient psychiatric units.
- b. Current patients of Reproductive Mental Health.
- c. Women currently admitted to Women and Children's Health units, Ante Partum units, Post Partum units or similar.
- d. Any other women meeting criteria.

2.3 The Society shall operate in compliance with the Societies Act of Nova Scotia and all applicable laws.

ARTICLE 3 – HEAD OFFICE AND RECORDS

3.1 The official address of the Society shall be:

1 Grey Street, Springhill, NS, B0M 1X0

3.2 The Society shall maintain all official records and documents at this address. Copies shall be made available upon request, subject to reasonable administrative procedures.

ARTICLE 4 - MEMBERS

4.1 APPLICATION FOR MEMBERSHIP

A person may apply to the Board for membership in the Society, and the person becomes a member on the Board's acceptance of the application.

Membership in the Society is not transferable.

4.2 DUTIES OF MEMBERS

Every member must uphold the Memorandum of Association of the Society and must comply with these by-laws.

4.3 TERMS OF ADMISSION OF MEMBERS

The following shall be eligible for membership:

- a. the minimum of 5 subscribers to the Memorandum of Association,
- b. those who support the objects of the Society,
- c. those who are admitted to membership,
- d. those whose name and address is written in the Register of Members by the secretary,
- e. those who pay an annual fee in an amount, if any, to be determined by the board.

4.4 MEMBER'S RIGHTS AND OBLIGATIONS

The Society is ultimately accountable to the members of the Society.

Every member is entitled to attend any members' meeting of the Society.

Any member of legal age, or with their guardian's written consent, is entitled to hold any office.

4.4 CONDITIONS UNDERWHICH MEMBERSHIP CEASES

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 by laws, or
- d) if, by a vote of the 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.

4.5 MANNER IN WHICH A MEMBER CAN BE EXPELLED

The board shall have authority to suspend or expel any member from the society for any one or more of the following grounds:

- a. violating any provision of the memorandum of association, by-laws, or written policies of the society;
- b. carrying out any conduct which may be detrimental to the society as determined by the board in its sole discretion.
- c. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the society.

The board may develop policy regarding the manner in which a member may be expelled.

4.6 ELIGIBILITY OF MEMBERS TO BECOME BOARD MEMBERS

- The Board shall remain limited to its five founding members unless certain criteria are met:

A) If Society membership surpasses 50 active members, OR

B) If Society donations exceed \$10,000 annually,

then the membership shall have the right to elect additional Board members.

Elected Board members must be active members in good standing for at least one year before being eligible to run for a Board position.

The process for electing additional Board members will be determined by the existing Board at the time these criteria are met.

ARTICLE 5 – MEMBERS’ MEETINGS

5.1 TIME AND PLACE OF MEETINGS

The President, or in her absence, any member selected by the president, or any member appointed from among those present, shall preside as Chair at members’ meetings.

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.

5.2 PREPARATION AND CUSTODY OF MINUTES FROM MEMBERS’ MEETINGS

The Secretary will have responsibility for the preparation and custody of the minutes of members’ meetings.

5.3 ANNUAL GENERAL MEETINGS

The Annual General Meeting shall be held within three (3) months after every fiscal year end. At the annual general meeting of the Society the following items of business shall be dealt with and shall be deemed ordinary business and all other business transacted shall be deemed special business:

- a. approve the minutes of the previous meeting,
- b. consideration of the annual report of the directors,
- c. consideration of the annual financial report of the Society,
- d. appoint an auditor, if any, for the ensuing year, and
- e. election of directors

5.4 MODE AND TIME OF CALLING OF ANNUAL GENERAL MEETING

Notice to members is required for the annual general meeting.

The notice must:

- a. specify the date, place and time of the meeting,
- b. be given to the members thirty (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 nature of the 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.

5.5 SPECIAL MEETINGS

Special meetings 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 at least 50 members or 20 percent of the members of the society whichever is the lesser number.

5.6 MODE AND TIME OF CALLING OF SPECIAL MEETINGS

Notice to members is required for special meetings.

The notice must:

- a. specify the date, place and time of the meeting,
- b. be given to the members seven (7) 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.

5.7 QUORUM AT MEMBERS MEETINGS

Quorum for the transaction of business shall consist of 3 voting members or 10% of the voting members whichever is greater.

No business shall be conducted at any meeting unless a quorum is present to open the meeting and before any vote.

5.8 QUORUM NOT PRESENT AT MEMBERS' MEETINGS

If within 30 minutes from the time set for holding the meeting quorum is not present -or - if, at any time during a meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended.

- (a) In the case of a meeting convened on the requisition of members, the meeting is terminated, and
- (b) In any other case, the meeting stands adjourned to the same date in the next week, at the same time and place, and if at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

5.9 VOTING RIGHTS AT MEMBERS MEETINGS

Every member may vote at any members' meeting of the Society after they have attended at least one previous members' meeting.

Every member shall have one vote and no more and there shall not be proxy voting.

Except when voting on special resolutions as defined in Section 1.1 of these by-laws. every question shall be determined by a majority of the votes cast on the question.

Where there is an equality of votes the motion shall be lost.

The chair of the meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

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 is demanded it shall be held by show of hands or by secret ballot as the Chair may decide.

ARTICLE 6 – BOARD OF DIRECTORS

6.1 Composition

The Society shall be governed by a Board of Directors consisting of five (5) founding board members, who shall serve indefinitely unless they resign, become incapacitated, or are removed by a unanimous vote of the remaining directors.

6.2 Duties and Powers

The Board of Directors shall oversee the affairs of the Society, ensure compliance with its objectives, and manage financial and legal matters.

6.3 Vacancies

In the event of a vacancy, the remaining directors shall appoint a replacement by unanimous vote.

6.4 Decision-Making and Voting

If multiple individuals meet the criteria for support from the Society, the Board will vote to determine priority.

Each Board member, including the President, has one (1) vote. Decisions are made by a majority vote unless otherwise specified.

ARTICLE 7 – OFFICERS

7.1 The President is the sole officer of the Society with the authority to:

- A) Use the corporate seal
- B) Sign contracts and legal documents
- C) Borrow and allocate funds
- D) Assign duties to Directors and other officers and oversee Society operations
- E) Directors and other officers shall act only as directed by the President or as assigned during Board meetings.

7.2 Other officers shall perform duties as assigned by the Board or President

ARTICLE 8 – BOARD MEETINGS

All meetings shall be conducted online or via telephone.

A minimum of one (1) meeting per year shall be held.

Special meetings may be called by the President or a majority of the Board.

8.1 QUORUM

A quorum for board meetings shall be three (3) directors.

ARTICLE 9 – VOLUNTEERS

9.1 Volunteers are not considered members and shall not have voting rights.

9.2 All volunteers must submit:

- A) A criminal record check**
- B) child abuse registry check**
- C) clean driver's abstract, if applicable to volunteer duties**

9.3 Volunteer Conduct

Volunteers must uphold the mission and values of the Society.

The Society reserves the right to refuse or remove volunteers at its discretion.

ARTICLE 10 – DIRECTOR AND OFFICER REMUNERATION

Directors and officers shall serve without remuneration and shall not receive any profit or be paid for being directors or officers. However, directors and officers may receive reasonable remuneration for other services that they provide to the association as approved by the members. A director or officer may be paid reasonable expenses incurred in the performance of his/her duties.

ARTICLE 11 – FINANCIAL MANAGEMENT

11.1 FUNDS OF THE SOCIETY

No funds of the society shall be paid to or be available for the personal benefit of any board member

11.2 FINANCIAL YEAR END

The fiscal year end of the Society shall be the last day of December

11.3 AUDIT OF ACCOUNTS

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.

11.4 ANNUAL FINANCIAL STATEMENTS

At the annual meeting, the directors shall 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 expenditures in the preceding fiscal year.

A copy of the financial report shall be signed by the auditor or by two directors.

A signed copy of the financial report shall be filed with the Registrar within fourteen (14) days after each annual meeting.

11.5 FINANCIAL AUTHORITY

Only the President or an approved delegate may authorize financial transactions, including borrowing and allocation of funds.

The Society shall maintain accurate financial records and comply with all financial reporting obligations under the Societies Act of Nova Scotia.

11.6 FUNDRAISING AND DONATIONS

The Society may hold fundraising events.

100% of donation profits shall go toward furthering the Society's mission.

Monetary and goods donations will be accepted.

Individuals may be approved in writing by the President to fundraise on behalf of the Society, provided that at least 70% of net profit from such fundraising activities is directed to the Society.

ARTICLE 12 – AMENDMENTS

These bylaws may be amended by a unanimous vote of the Board of Directors at a duly called meeting.

ARTICLE 13 – DISSOLUTION

Upon dissolution of the Society, all remaining assets shall be distributed to a registered charity with similar objectives, as determined by the Board.

ARTICLE 14 – CONFLICT OF INTEREST

14.1 Board members and volunteers must disclose any potential conflicts of interest, including financial or personal relationships that could influence their decision-making regarding Society matters.

14.2 A board member with a conflict of interest must abstain from voting on related matters.

14.3 The Society shall not provide financial or material benefits to any board member, volunteer, or their immediate family unless it is a reimbursement for legitimate Society expenses approved by the Board.

ARTICLE 15 – RECORD-KEEPING AND REPORTING

15.1 The Society shall maintain records of:

- Meeting minutes
- Financial transactions and reports
- Volunteer records and required background checks
- Approved fundraising activities and financial contributions

15.2 The President shall ensure all records are properly maintained and available for review upon request, subject to reasonable administrative procedures.

ARTICLE 16 – CODE OF CONDUCT AND REMOVAL OF BOARD MEMBERS

16.1 Code of Conduct

Board members and volunteers shall:

- Act with integrity and in the best interests of the Society
- Maintain confidentiality regarding sensitive Society matters
- Refrain from actions that could harm the Society's reputation

16.2 Removal of Board Members

A board member may be removed by a unanimous vote of the remaining Board if they:

- Engage in misconduct, fraud, or actions detrimental to the Society
- Fail to fulfill their duties or attend meetings without valid reason

ARTICLE 17 – USE OF NAME AND LOGO

17.1 The name, logo, and branding of the Society may only be used for official purposes approved by the President.

17.2 Unauthorized use of the Society’s name or representation as an official spokesperson without approval is prohibited and may result in legal action.

ARTICLE 18 – CONFIDENTIALITY AND PRIVACY

18.1 Confidentiality Obligation

All Board members, volunteers, and anyone acting on behalf of the Society must maintain strict confidentiality regarding any personal, financial, or health-related information obtained through their work with the Society.

18.2 Compliance with PHIA and Other Privacy Laws

- The Society shall comply with the Personal Health Information Act (PHIA) of Nova Scotia and any other applicable privacy legislation.
- If the Society handles personal health information (PHI), such information shall only be collected, stored, and disclosed in accordance with PHIA.
- Access to health-related data shall be restricted to authorized individuals with a legitimate need to know.

18.3 Handling and Storage of Confidential Information

- All records containing personal, financial, or health-related information shall be securely stored at the Society’s official address (1 Grey Street, Springhill, NS, B0M 1X0) or in a secure digital format, as determined by the Board.
- Electronic records shall be password-protected, encrypted if necessary, and backed up securely.
- Paper records shall be kept in a locked, access-controlled location.

18.4 Permitted Disclosures

Confidential information may only be disclosed under the following circumstances:

- With written consent from the individual or their legal guardian.
- When required by law (e.g., court order, public health reporting obligations).
- When necessary to prevent serious harm to an individual or the public.

18.5 Confidentiality Agreements

- All Board members, volunteers, and any individuals granted access to confidential information must sign a Confidentiality Agreement before assuming their duties.
- Breach of confidentiality may result in disciplinary action, including termination of volunteer status or removal from the Board.

18.6 Reporting a Breach of Confidentiality

- Any suspected or actual breach of confidential information must be reported to the President immediately.
- The President shall assess the situation and take appropriate action, which may include:
- Notifying affected individuals
- Reporting to regulatory authorities, if required
- Implementing corrective measures to prevent future breaches

18.7 Retention and Disposal of Records

- Confidential records shall be retained for the period required by applicable laws and then securely destroyed.
- Disposal methods may include shredding paper records and permanently deleting electronic files in accordance with best practices.

ARTICLE 19 – APPLICATIONS FOR SUPPORT

19.1 Eligibility Criteria

To receive support from the Society, applicants must meet the eligibility criteria established by the Board. The specific criteria will be determined based on the Society's mission and available resources.

19.2 Application Process

Submission – Applicants must submit a written request for support using the Society's official application form.

The form shall include:

- A) name and contact information, unless wanting to remain anonymous
- B) Reason for requesting support
- C) Any required documentation to verify eligibility

Review – The Board shall review applications in a fair and impartial manner.

Decision-Making – If multiple applicants meet the eligibility criteria and resources are limited, the Board shall vote to establish priority.

19.3 Board Voting and Approval

- Each Board member, including the President, has one vote.
- Decisions shall be made by majority vote unless otherwise specified.
- The President has the authority to approve or deny urgent requests without prior Board approval but must report such decisions at the next Board meeting.

19.4 Notification of Decision

- Applicants shall be notified in writing of the Board's decision within a reasonable timeframe.
- If an application is denied, the applicant may submit a written request for reconsideration, which will be reviewed at the next Board meeting.

19.5 Use of Funds or Resources

- Support provided by the Society must only be used for its intended purpose as approved by the Board.
- If an applicant is found to have misused Society funds or resources, they may be required to return the assistance provided and may be ineligible for future support.

19.6 Confidentiality of Applications

- All applications and related information shall be treated as confidential and handled in accordance with Article 14 – Confidentiality and Privacy.
- Only authorized Board members shall have access to applicant information.

ARTICLE 20 – HIRING AND COMPENSATION

20.1 Authority to Hire

- The Society may use its funds to hire individuals to perform specific roles or services that align with its mission.
- Hiring decisions must be approved by a majority vote of the Board.

20.2 Hiring Criteria

- Individuals hired by the Society must possess the qualifications and skills necessary for the position.
- The Board shall determine the terms of employment, including:
 - Job responsibilities
 - Duration of employment (temporary, contract, or permanent)
 - Compensation and payment structure

20.3 Compensation and Payments

- Compensation shall be reasonable and in line with the financial capacity of the Society.
- Payments shall be made according to approved budgets and financial policies.
- No Board member may receive a salary or payment for their role as a Director unless explicitly approved under a separate employment agreement for work unrelated to their governance role.

20.4 Employee Oversight and Accountability

- Hired individuals shall report to the President or a designated Board member.
- Performance and adherence to job duties shall be reviewed periodically by the Board.

20.5 Termination of Employment

- The Society may terminate an employee's contract if they:
- Fail to meet job expectations
- Violate the Society's policies, bylaws, or ethical standards
- Engage in misconduct or activities that harm the Society's reputation
- Termination decisions must be approved by a majority vote of the Board.

ARTICLE 21 – ACQUISITION AND USE OF PROPERTY

21.1 Authority to Buy or Lease Property

- The Society may purchase, lease, or otherwise acquire property (real estate, vehicles, equipment, or other assets) as necessary to support its mission.
- Any decision to acquire or dispose of property must be approved by a majority vote of the Board.

21.2 Ownership and Management

- Any property acquired by the Society shall be owned or leased in the name of the Society.
- The President shall oversee the use, maintenance, and security of all Society-owned or leased property.
- The Board may establish policies regarding the appropriate use of Society property.

21.3 Financial Responsibility

- The Society shall ensure that property-related expenses (e.g., lease payments, taxes, maintenance) are within its financial means.
- Any lease or purchase agreement must be reviewed and approved by the Board before signing.
- Only the President or her authorized delegate may sign agreements related to property transactions.

21.4 Disposal of Property

- The Society may sell, transfer, or dispose of property that is no longer needed.
- The decision to dispose of property must be approved by a majority vote of the Board.
- Any proceeds from the sale of Society property shall be reinvested into the Society's mission.

ARTICLE 22 – USE OF SOCIAL MEDIA FOR SOCIETY BUSINESS

22.1 Authorized Use

- **The Society may use social media platforms (e.g., Facebook, Instagram, Twitter, LinkedIn) to promote its mission, engage with the public, and share updates about its activities.**
- **Official Society social media accounts shall be managed by individuals designated by the President.**
- **Social media shall not be used for conducting confidential or sensitive Society business, including discussions about applicants, financial matters, or internal Board decisions.**

22.2 Posting Guidelines

- **All content shared on the Society’s social media must align with its mission and values.**
- **Posts should be factual, respectful, and professional.**
- **The Society shall not engage in political endorsements, defamatory speech, or any content that could harm its reputation.**

22.3 Social Media Conduct

- **Board members, volunteers, and employees shall not post confidential information about the Society, its members, or recipients of support.**
- **Any personal opinions expressed by individuals must clearly state that they do not represent the official stance of the Society.**

22.4 Approval for Fundraising and Promotions

- **Any fundraising campaigns or promotions using the Society’s name on social media must be approved in writing by the President.**
- **Any individual authorized to conduct fundraising under the Society’s name must adhere to social media guidelines.**

22.5 Addressing Misuse

- **Any unauthorized or inappropriate use of the Society’s social media accounts may result in the removal of access privileges or disciplinary action.**
- **The President has the authority to remove or request the removal of any posts or accounts that violate these bylaws.**

ARTICLE 23 – UNACCEPTABLE VOLUNTEER CONDUCT

23.1 Standards of Conduct

Volunteers are expected to uphold the values and mission of the Society. Unacceptable conduct includes, but is not limited to:

- a. Breach of Confidentiality – Sharing or disclosing confidential information, including personal, financial, or health-related details of Society clients, donors, or other volunteers.**
- b. Misrepresentation – Claiming to represent the Society without authorization from the President.**
- c. Misuse of Funds or Resources – Using Society funds, property, or donations for personal benefit or unauthorized purposes.**
- d. Inappropriate or Abusive Behavior – Engaging in harassment, discrimination, bullying, or any form of verbal, physical, or emotional abuse.**
- e. Criminal Activity – Committing or being charged with a criminal offense that may impact their ability to perform their duties or harm the Society’s reputation.**
- f. Failure to Provide Required Documentation – Refusal or failure to submit required criminal record checks, child abuse registry checks, or clean driver’s abstracts if applicable.**
- g. Substance Use – Being under the influence of drugs or alcohol while performing volunteer duties.**
- h. Disregard for Safety Policies – Failing to follow safety procedures, resulting in harm or risk to others.**
- i. Violation of Social Media Policy – Posting inappropriate, defamatory, or confidential information about the Society on social media.**
- j. Repeated Failure to Follow Instructions – Ignoring directives from the President or Board regarding their role and responsibilities.**

23.2 Disciplinary Action

- The Society reserves the right to warn, suspend, or terminate a volunteer’s position if they engage in unacceptable conduct.**
- The President has the authority to take immediate action if a volunteer’s conduct poses a risk to the Society, its members, or the public.**
- A volunteer who has been removed due to misconduct may not reapply unless approved by a unanimous Board vote.**

23.3 Reporting Misconduct

- Complaints regarding volunteer conduct should be reported to the President or a designated Board member.**
- Reports will be reviewed confidentially, and appropriate action will be taken based on the severity of the issue.**

ARTICLE 24 – PEER SUPPORT AND CARE PACKAGES

24.1 Purpose

The Society may provide peer support and distribute care packages to eligible applicants as part of its mission to assist those in need. These services shall be conducted ethically, respectfully, and in compliance with Society policies.

24.2 Eligibility and Distribution

- **Peer Support may be offered to applicants who meet the Society’s eligibility criteria and require emotional, social, or resource-based support.**
- **Care Packages containing essential items (e.g., food, clothing, hygiene products, or other necessities) may be provided to eligible applicants based on availability.**
- **If resources are limited, the Board shall vote to determine the priority of recipients**

24.3 Conduct of Volunteers, Members, and Directors Providing Support

- **All volunteers, members, and Directors involved in peer support or distributing care packages must:**
- **Respect confidentiality (as per Confidentiality and Privacy).**
- **Provide assistance without discrimination or personal bias.**
- **Maintain professional boundaries and avoid personal or financial entanglements with applicants.**
- **Not promise support beyond what the Society has officially approved.**

24.4 Restrictions on Support Provided

- **Peer support providers shall not offer medical, legal, or financial advice unless they are licensed professionals and have Board approval.**
- **Volunteers, members, and Directors shall not personally give money or personal gifts to applicants on behalf of the Society unless formally approved by the Board.**
- **The Society shall ensure that care packages are distributed fairly and transparently, with records kept of all distributions.**

24.5 Reporting and Accountability

- **All peer support interactions and care package distributions must be documented and reported to the President or designated Board member.**
- **Any concerns, complaints, or misconduct related to peer support or care package distribution must be reported immediately for review.**

ARTICLE 25 – ETHICAL BEHAVIOR AND PREVENTION OF EXPLOITATION

25.1 Code of Ethics for Volunteers

Volunteers are expected to conduct themselves with the highest degree of integrity, professionalism, and respect in their interactions with applicants, fellow volunteers, and the Society. The following ethical standards must be upheld:

- a. Respect for Dignity and Autonomy – Volunteers must treat all applicants with dignity and respect, recognizing their right to make decisions regarding their own lives.**
- b. Boundaries and Professionalism – Volunteers must maintain appropriate boundaries in all interactions with applicants, including avoiding personal relationships or financial transactions that could lead to conflicts of interest or exploitation.**
- c. No Personal Gain – Volunteers are prohibited from using their position within the Society for personal gain, including financial, material, or other benefits.**

25.2 Exploitation of Vulnerable Applicants

Volunteers, members, or Directors must never take advantage of vulnerable applicants or use their position to exploit any individual's emotional, physical, or financial vulnerabilities. Unacceptable conduct includes:

- Soliciting personal favors or financial gain from applicants or their families.**
- Coercing or pressuring applicants into decisions that serve the volunteer's personal interests.**
- Engaging in any form of manipulation, intimidation, or deceit to influence the actions or choices of applicants.**
- Offering personal goods or services to applicants under the guise of Society support, unless specifically authorized by the Society under established guidelines.**

25.3 Monitoring and Accountability

- The Society will implement regular oversight and monitoring systems to ensure that volunteers and other members comply with the ethical guidelines set forth in these bylaws.**
- Volunteers must submit monthly reports on their activities, including interactions with applicants, to the President or designated Board member.**
- The President or Board may conduct periodic evaluations of volunteer conduct and interactions with applicants to ensure adherence to ethical standards.**

25.4 Addressing Violations

- Any volunteer, member, or Director found to be exploiting their position or engaging in unethical behavior will be subject to disciplinary action, which may include:**
- Immediate suspension or removal from their role.**
- Termination of volunteer status or membership with the Society.**
- Reporting to relevant authorities, if necessary, to address legal or ethical violations.**

- Applicants or other volunteers may report concerns or suspected exploitation to the President or any Board member without fear of retaliation.

25.5 Education and Training

- Volunteers will receive training on ethical conduct, boundaries, and the protection of vulnerable applicants upon onboarding, and periodic refreshers will be provided.
- The Society shall also provide educational resources about vulnerable populations, ethical volunteer practices, and the importance of safeguarding confidentiality.

ARTICLE 26 – LIMITATION OF LIABILITY AND LEGAL PROTECTIONS

26.1 General Limitation of Liability

- To the fullest extent permitted by law, no volunteer, Board member, employee, or agent of the Society shall be personally liable for any actions taken in good faith within the scope of their duties and responsibilities on behalf of the Society.
- The Society shall provide protection for its Board members, volunteers, and employees against legal action or claims arising from their roles within the organization, provided they acted within the scope of their responsibilities, in good faith, and without gross negligence or willful misconduct.

26.2 Indemnification

- The Society shall indemnify, to the extent permitted by law, any volunteer, director, officer, or employee against legal claims or actions, including reasonable expenses and legal fees, that arise from their role with the Society, except in cases of willful misconduct, gross negligence, or personal wrongdoing.
- Indemnification shall apply only when the individual acted in good faith and within the scope of their duties as prescribed by these bylaws or by the Board.

26.3 Waiver of Claims

- By becoming a volunteer or accepting a position as a member of the Board, all individuals waive any claims or actions against the Society or its officers for damages arising from their participation in Society activities, except in cases of gross negligence or intentional harm.
- Applicants or recipients of Society support shall also waive claims for damages related to the receipt of support, except in cases where the Society is found to have acted with gross negligence or intentional misconduct.

26.4 Dispute Resolution

- Any disputes involving volunteers, Board members, or applicants shall be addressed through a dispute resolution process established by the Board, which may include:
- Mediation – An impartial third party may be used to facilitate a resolution.
- Arbitration – If mediation fails, arbitration may be pursued, and the decision will be binding.

- Any legal action against the Society must be filed within one year of the event causing the claim.

26.5 No Retaliation

- The Society ensures that no volunteer, Board member, employee, or applicant shall be subject to retaliation or harm for reporting a potential legal violation, unethical conduct, or any other legitimate concern.

ARTICLE 27 – VOLUNTEER VEHICLE USE AND LIABILITY

27.1 Vehicle Use for Society Business

- Volunteers may be required to use their personal vehicles to perform certain duties on behalf of the Society, including delivering items, assisting applicants, or attending Society events.
- Volunteers must ensure that their personal vehicle is properly insured for use in connection with Society-related activities. The volunteer is responsible for all costs associated with the use of their vehicle, including insurance, maintenance, and fuel.

27.2 Insurance Requirements

- Volunteers who use their vehicles for Society business must carry adequate personal automobile insurance that complies with the laws of Nova Scotia and includes coverage for liability and any potential accidents that may occur during the course of Society-related duties.
- The Society may request proof of insurance from volunteers before allowing them to use their vehicle for Society purposes.

27.3 Limitation of Liability for Accidents or Injuries

- The Society is not responsible for any accidents, injuries, or damage to property that may occur while volunteers are using their personal vehicle for Society-related activities.
- Volunteers assume full responsibility for any accidents, injuries, or damages that occur while performing duties on behalf of the Society, including those that may involve other individuals, vehicles, or property.
- Volunteers shall immediately report any accidents or incidents involving their vehicle during Society-related activities to the President or designated Board member.

27.4 Waiver of Claims

- By agreeing to use their vehicle for Society business, volunteers waive any claims against the Society for damages or injuries sustained while performing such duties, except in cases of gross negligence or willful misconduct on the part of the Society or its representatives.

ARTICLE 28 – VOLUNTEER RESPONSIBILITY AND LIMITATION OF SOCIETY LIABILITY

28.1 Compliance with Bylaws

- **Volunteers are required to strictly adhere to the bylaws, policies, and guidelines established by the Society in the performance of their duties.**
- **Any action taken by a volunteer that violates the Society’s bylaws or operates outside the scope of their assigned duties and responsibilities shall be considered an act outside the scope of their volunteer role.**

28.2 Society’s Limitation of Liability

- **The Society is not responsible for any actions taken by volunteers that are not in compliance with the Society’s bylaws, including activities that are performed without prior authorization from the Board or President.**
- **The Society shall not be held liable for any damages, injuries, or legal consequences that arise from volunteer actions that are outside the scope of their duties or that violate the established bylaws.**
- **Volunteers who act outside of the scope of their role and in violation of the Society’s policies and bylaws shall be personally responsible for any legal or financial consequences that result from their actions.**

28.3 Consequences of Non-Compliance

- **Volunteers found to be in violation of the Society’s bylaws may face disciplinary action, including but not limited to removal from volunteer status, suspension, or termination of their position, as determined by the Board.**
- **Any volunteer who knowingly engages in conduct outside the scope of their role, in violation of Society policies, or that exposes the Society to legal risk may be held personally accountable for their actions.**

ARTICLE 29 – CONFIDENTIALITY OF APPLICANT INFORMATION

29.1 Protection of Personal Health Information

- **Applicants are not required to release any personal health information (PHI) as a condition of receiving support from the Society, including care packages or peer support services.**
- **The Society will respect the privacy and confidentiality of all applicants, and no applicant will be asked to disclose personal health information unless it is directly relevant to the services being provided and with the applicant’s explicit consent.**
- **The Society will comply with HIPAA (Health Insurance Portability and Accountability Act) and PHIA (Personal Health Information Act) requirements when handling any personal health information, ensuring that all data is stored, shared, and used securely and in accordance with the law.**

29.2 Anonymous Application Process

- Applicants are not required to provide their name if they wish to receive a care package delivered to a hospital unit or another designated location.
- For applicants choosing this option, the Society will work with the designated drop-off point (e.g., a hospital or community organization) to ensure the anonymous delivery of the care package. The applicant's identity will be kept confidential, and only the necessary contact information for drop-off logistics will be shared with the delivery point.
- The Society will ensure that no identifying information (such as names or health details) is disclosed to third parties during this process, unless the applicant explicitly consents.

29.3 Voluntary Disclosure

- While applicants may choose to provide personal information to help the Society better serve their needs, it is always voluntary, and they may opt out of providing personal details at any time.
- The Society will never compel applicants to disclose personal health details, and their decision to withhold such information will in no way affect their eligibility for support or care packages.

ARTICLE 30 – RESTRICTIONS ON CARE PACKAGE CONTENTS

30.1 Purpose of Care Packages

- Care packages provided by the Society are intended solely to offer support, comfort, and essential items to eligible applicants.
- The contents of care packages shall align with the mission and values of the Society and shall not include any materials that could exploit or take advantage of recipients.

30.2 No Business Solicitation

- No items in care packages may be included for the purpose of soliciting business, advertising services, or promoting commercial entities.
- Prohibited items include, but are not limited to:
- Business cards, brochures, or flyers advertising private businesses, services, or professionals.
- Coupons, discount offers, or promotional materials encouraging applicants to purchase goods or services.
- Any sponsored items that require the recipient to engage in further contact with a business or service provider.

30.3 Restrictions on Sponsored or Donated Items

- The Society may accept donated items for care packages; however, all donations must be free of advertising and solicitation.
- Any branded items (e.g., promotional merchandise from businesses) must be pre-approved by the President to ensure they do not include business solicitation.
- Any donations that violate this policy may be declined or removed from care packages before distribution.

30.4 Enforcement and Compliance

- **Volunteers, Board bos, and donors must adhere to these restrictions.**
- **Any care package found to contain unauthorized promotional materials will be reviewed and corrected before distribution.**
- **The Society reserves the right to refuse donations or partnerships that conflict with this policy.**

ARTICLE 31 – SOCIETY SEAL

31.1 Creation and Possession of the Seal

- **If and when an official seal is created and obtained for the Society, it shall be kept in the possession of the President.**
- **The seal shall be used solely for official Society documents and purposes as determined by the President.**

31.2 Authorized Use of the Seal

- **The seal may only be used by the President or an individual specifically delegated by the President in writing.**
- **The seal may be affixed to documents such as:**
 - **Official agreements and contracts.**
 - **Government filings or legal documents.**
 - **Official correspondence requiring authentication.**

31.3 Prohibited Use of the Seal

- **The seal shall not be used for personal purposes or by any unauthorized person.**
- **Any misuse of the seal will be subject to disciplinary action as determined by the Board.**

ARTICLE 32 – PARTNERSHIPS AND COLLABORATIONS

32.1 Collaboration with Organizations and Businesses

- **The Society may work with non-profit organizations, for-profit businesses, government agencies, and other entities to further its mission and objectives.**
- **Collaborations may include but are not limited to:**
 - A) **Joint fundraising efforts**
 - B) **Donation drives**
 - C) **Awareness campaigns**
 - D) **Service partnerships to better support applicants**

32.2 Approval of Partnerships

- **Any formal partnership or agreement must be approved by the President before implementation.**
- **The President has the authority to negotiate and enter into agreements on behalf of the Society, provided they align with the Society's mission and bylaws.**

32.3 Protection of Society Interests

- Partnerships must not compromise the Society's integrity, mission, or non-profit status.
- The Society shall not engage in partnerships that:
- Conflict with its core values or ethical standards.
- Require the endorsement or promotion of political or religious agendas.
- Involve activities that exploit applicants, volunteers, or donors.

32.4 Financial and Resource Agreements

- The Society may receive donations, sponsorships, or in-kind support from for-profit businesses, provided such support does not come with unreasonable obligations or conditions.
- Any financial agreement involving shared resources, services, or co-hosted events must be reviewed and documented to ensure transparency and compliance with applicable regulations.

32.5 Termination of Partnerships

- The Society reserves the right to end any partnership that is no longer in the best interest of its mission or if the partner engages in unethical, illegal, or harmful practices.

ARTICLE 33 – CONFLICTS OF INTEREST

33.1 Disclosure of Conflicts of Interest

- The President shall promptly disclose any actual, potential, or perceived conflict of interest that may arise in the course of Society business.
- A conflict of interest may include, but is not limited to:
- Financial interests in a business or organization involved with the Society.
- Personal relationships that could improperly influence decisions.
- Any situation where the President's personal interests could be perceived as interfering with the Society's mission.

33.2 Voting and Decision-Making

- When a conflict of interest is disclosed, the President shall abstain from voting on any related matters.
- The remaining Board members shall vote to determine the appropriate course of action regarding the conflict.
- The President may provide relevant information and participate in discussions but shall not attempt to influence the decision once a conflict has been declared.

33.3 Documentation of Conflicts

- Any conflict of interest disclosures and resulting Board votes shall be recorded in the official meeting minutes for transparency and accountability.
- The Board may request additional information or documentation related to the conflict if necessary.

33.4 Addressing Conflicts

- If the Board determines that a conflict of interest compromises the integrity of Society operations, it may take appropriate action, including but not limited to:
- Limiting the President's involvement in certain decisions.
- Reviewing or terminating agreements or partnerships that create conflicts.
- Implementing safeguards to ensure fair and unbiased decision-making.

ARTICLE 34 – AMENDMENTS TO BYLAWS

34.1 Authority to Amend Bylaws

- The Board of Directors has the sole authority to propose, review, and approve amendments to the Society's bylaws.
- Amendments may be made to add, remove, or modify any bylaw to better serve the Society's mission and operations.

34.2 Proposal of Amendments

- Proposed amendments to the bylaws may be introduced by:
- The President
- Any Board member
- A petition from at least 25% of active members, if membership surpasses 50 members.
- Proposed amendments must be submitted in writing to the President at least 14 days before a scheduled Board meeting.

34.3 Voting Process for Amendments

- A proposed amendment shall be reviewed and discussed at a Board meeting before a vote is taken.
- An amendment shall only be adopted if it receives at least 75% approval from the Board members.
- The President may participate in discussions but shall only vote in the event of a tie.

34.4 Notification and Implementation

- Once approved, the amendment shall take immediate effect unless a later date is specified.
- All active Board members, volunteers, and members shall be notified of bylaw changes within 7 days through official communication channels (e.g., email, website, or written notice).
- The updated bylaws shall be made available upon request and kept on record at the Society's official document storage location (1 Grey Street, Springhill, NS B0M 1X0).

35.5 Emergency Amendments

- In urgent situations where immediate bylaw changes are necessary to protect the Society's interests, the President

ARTICLE 36 – AUDIT OF ACCOUNTS

36.1 Financial Transparency and Accountability

- The Society shall maintain accurate financial records of all income, expenses, donations, and financial transactions.
- Financial records shall be stored securely and be available for review by the Board as needed.

36.2 Annual Financial Review

- The Society's accounts shall be reviewed annually to ensure compliance with financial best practices and applicable laws.
- The review shall include an assessment of:
 - All income sources, including donations and fundraising revenue.
 - All expenditures to ensure proper allocation of funds.
 - Any potential financial discrepancies or irregularities.

36.3 Independent Audit

- If annual donations exceed \$10,000, or if requested by a majority of the Board, the Society shall engage an independent auditor or financial professional to conduct a formal audit of its accounts.
- The auditor must be independent of the Society and qualified to review non-profit financial records.
- The results of the audit shall be presented to the Board and documented in official records.

36.4 Reporting and Access to Financial Records

- A summary of the Society's financial position and annual review shall be made available to Board members.
- Members and donors may request general financial information, but individual transactions and donor details shall remain confidential unless disclosure is required by law.

36.5 Corrective Actions

- If financial irregularities are identified during the audit or review, the Board shall take immediate corrective action, including but not limited to:
 - Reviewing financial procedures and internal controls.
 - Implementing additional oversight or accountability measures.
 - Taking legal or disciplinary action if fraud or misconduct is found.

CERTIFICATION

These bylaws were adopted by the Board of Directors on this 14th Day of February 2025

Lavender Village Society

