

# *Bylaws for the Game Manufacturers Association*

## **AMENDMENT:**

It is resolved that the following become the complete and current Bylaws of the Association, superseding and replacing any and all previous Bylaws.

## **Article I: Mission**

Led by publishers and manufacturers, GAMA promotes the interests of all persons involved in the commerce of games and game-related products.

## **Article II: Membership**

1. Classes: There shall be four classes of membership in the association.
  - A. Publishing/Manufacturing Member (PMM): This class shall consist of companies that are (1) principally engaged in the manufacture or publication of hobby game products or services, or (2) publish a magazine or other periodical relating to hobby games or the hobby game industry.
  - B. Retailer Member: This class shall consist of companies that are principally engaged in the commercial retail sale of hobby game products.
  - C. Wholesale Member: This class shall consist of companies that are principally engaged in the wholesale distribution of hobby game products.
  - D. Communicating Member: Anyone not eligible for membership in one of the foregoing categories who is interested in furthering the purpose of this Association is eligible to be a Communicating Member of this Association.
2. Class Entities: PMM, Retailer, and Wholesale Members are companies. Individuals may join as Communicating Members.
3. Memberships: A company is eligible for only a single membership, even if it performs additional functions that might otherwise grant it membership in other Classes.
4. Required Documentation: Any company or individual applying for membership in this Association must provide any documentation reasonably requested by the Membership Committee to evaluate their application.
5. Designated Representative: Each PMM, Retail Member, Wholesale Member, and Communicating Member shall appoint a designated representative to be its agent to the Association. A member may change its designated representative at any time by providing written notice to the Secretary of the Association or his designee. Change of Designated Representative shall be effective on receipt of such notice.
6. Resignation: Any member may tender its resignation at any time by giving written notice of such intention to the Secretary of the Association. Such resignation shall take effect at any time specified therein. Resignations submitted by the company's representative must be corroborated by the owner (or equivalent) of the company.

7. Suspension: A member may be suspended for up to 90 days at any time with cause by a two-thirds vote of the Board of Directors. Such cause must be detailed in writing and voted on by the Board. The suspended member can immediately request an appeal to the PMMs, and the Board of Directors will call for a Special Membership Meeting within 45 days of the suspension where the appeal can be heard by the PMMs. During this Special Membership Meeting, the PMMs can:

- a.) Overturn the suspension with a majority vote of all PMMs, or
- b.) Expel the member with a two-thirds vote of all PMMs

else the suspension stands.

8. Effect of Suspension: A suspended member gains no benefits from his membership in this Association and is considered a non-member during the tenure of his suspension. At the end of the suspension, the member regains all benefits of membership in this Association. Exceptions to suspending certain benefits are handled by the Board on a case-by-case basis.

9. Expulsion: A member may be expelled from the Association at any time with cause with at least 30 days notice. Such action requires a written declaration of the cause and a two thirds vote of all the PMMs. Such action may only be taken at a Special Membership Meeting called for the purpose of acting to suspend or expel the Member. No refund of membership dues will be made to Members who are suspended or expelled from the Association.

10. Re-admittance: A member who has been expelled by the PMMs may seek to re-enter the Association. Such an action requires majority approval of the Membership Committee and a majority vote of all PMMs at a Special or Annual Membership Meeting.

11. Correspondence: Copies of all official board correspondence to or from a Member or a Designated Representative will be filed by the Secretary of the Association in the GAMA archival storage.

### **Article III: Board of Directors**

1. The property, affairs, activities, and concerns of the association shall be managed and monitored by a Board of Directors.
2. The Board of Directors shall have ten (10) seats. Four (4) seats shall be at-large and elected with a majority vote of the Publishing/Manufacturing Members in attendance at the Annual Meeting in person or by proxy. The Retail membership shall elect a director at the divisional meeting to serve a one-year term on the Board of Directors. The Wholesale membership shall elect a director at the divisional meeting to serve a one-year term on the Board of Directors. The remaining four shall be held by the President, Vice President, Treasurer, and Secretary of the Association. A board member's term of office lasts until a successor is elected, or until he resigns or is removed from office.
3. At-large seats shall serve for a 2 year term, with two seats expiring each year.
  - A. If more than two at-large seats are vacant at the Annual Membership Meeting, the additional seats will also be filled at the Annual Membership Meeting.

- B. In the event that more than two seats are filled at the Annual Membership Meeting, the two newly elected at-large members who received the most votes shall serve two-year terms, while each remaining newly elected at-large member shall serve only a single one-year term.
4. Any person is eligible to serve as a Director of the Association provided the person is over 18 years of age and has not been convicted of a felony.
  5. Powers and Duties – The Board of Directors must:
    - A. Hold Board Meetings at such times and places as it deems proper
    - B. Set dues and fees for the Association
    - C. Examine the financial records and disbursements of funds of the Association
    - D. Ratify the decisions of duly appointed Committees of the Association
    - E. Carry on correspondence and communicate with other parties interested in the hobby games industry
    - F. Create and manage guidelines for both the Board and the Executive Director of GAMA for entering into contracts and agreements on behalf of the Association
    - G. Hire, and when necessary fire, the Executive Director of GAMA.
    - H. Devise and have executed such other measures as it deems proper and expedient to promote the objectives of the Association
    - I. Report in writing at least quarterly to the Members, providing a statement of any changes in Membership in the Association, changes to the Board, changes to any Standing Committee, and the dates, times, places, and business of all scheduled Board and Membership Meetings.
  6. Any Director may be removed at any time with cause by a two thirds vote of the Board of Directors. Such cause must be detailed in writing and voted on by the Board. The removed Director can immediately request an appeal to the PMMs, and the Board of Directors will call for a Special Membership Meeting within 45 days of the removal where the appeal can be heard by the PMMs. During this Special Membership Meeting, the PMMs can overturn the removal with a majority vote of all Full Voting Members. The Director’s seat on the Board of Directors will remain vacant during the appeals process.
  7. A Director may resign his or her position by sending written notice to the Secretary. Such resignation shall take effect at any time specified therein. Whenever a vacancy of this nature occurs with at-large or officer seats in the Board of Directors it shall be filled by appointment by the Board of Directors.
  8. Vacancies in divisional seats must be filled within 45 days by the division in question. In such cases, a special election shall be held in the division, unless the division has organizational guidelines outlining how vacancies are to be filled.
  9. Whenever a vacancy of any other type occurs with at-large or officer seats in the Board of Directors it shall be filled by appointment by the Board of Directors.
  10. The term of the newly-filled, vacated seat shall remain unchanged.

### **Article III, Section I: Executive Director**

1. The Board of Directors shall hire an Executive Director.
2. The Executive Director reports directly to the Board of Directors.
  - i. The duties of the Executive Director are to run the day-to-day affairs of the organization and serve as the defacto CEO of GAMA. The Executive Director operates under a budget approved by the Board of Directors. The job description of the Executive Director is created and managed by the Board of Directors.
3. In the event of the Executive Director's termination, the Board of Directors may appoint an Acting Executive Director to serve until another Executive Director is hired. The Acting Executive Director has all of the powers and responsibilities of the Executive Director.

### **Article IV: Officers**

1. The Association shall have four (4) officers:
  - A. A President, who shall be elected with a majority vote of the Publishing/Manufacturing Members in attendance at the Annual Meeting in person or by proxy, who shall serve a two (2) year term.
    - i. The duties of the President shall include all responsibilities delegated to the President by the Board of Directors, and shall also include the right to serve as Chair of any Meeting of the Association the President attends. In the event of tied votes from the Board of Directors, the President's vote shall break the tie. In the event of a vacancy in the office of the Secretary, the President shall serve as Secretary until the Board appoints a new Secretary.
  - B. A Vice President, who shall be elected with a majority vote of the Publishing/Manufacturing Members in attendance at the Annual Meeting in person or by proxy, who shall serve a two (2) year term. The Vice President shall be elected in the year that the President is not elected.
    - i. The duties of the Vice President shall include all responsibilities delegated to the Vice President by the Board of Directors, and shall also include the right to serve as Chair of any Meeting of the Association that the President does not attend. The Vice President also Chairs the Audit Committee. In the event of a vacancy in the office of the President, the Vice President shall serve as President until the Board appoints a new President.
  - C. A Treasurer, who shall be elected with a majority vote of the Publishing/Manufacturing Members in attendance at the Annual Meeting in person or by proxy, who shall serve a two (2) year term. The Treasurer shall be elected in the same year as the Vice President.
    - i. The duties of the Treasurer shall include all responsibilities delegated to the Treasurer by the Board of Directors, and shall also include the responsibility of ensuring the financial records of the Association are kept in good order and that said financial records are available for Auditing as needed. At least annually, the Treasurer

will provide the membership with an overview of the financial condition of the organization.

D. A Secretary, who shall be elected with a majority vote of the Publishing/Manufacturing Members in attendance at the Annual Meeting in person or by proxy, who shall serve a two (2) year term. The Secretary shall be elected in the same year as the President.

i. The duties of the Secretary shall include all responsibilities delegated to the Secretary by the Board of Directors, and shall also include the responsibility for the keeping of the records of the Association's meetings in good order, and shall include the responsibility of keeping of the contact information for the Board of Directors and the Full Voting Members current and in good order. In the event of a vacancy in the office of the Treasurer, the Secretary shall serve as Acting Treasurer until the Board appoints a new Treasurer.

2. The Publishing/Manufacturing Members may remove an Officer of the Association at any time with by a majority vote of all the PMMs at a Special Membership Meeting called for that purpose.

3. Any person is eligible to serve as an Officer of the Association, provided that person is 18 years old or over and has not been convicted of a felony.

## **Article V: Committees**

1. The Board of Directors shall have the power to appoint ad hoc Committees of the Association. The Board of Directors shall have the power to delegate any of its rights and responsibilities to any ad hoc Committee, except as prohibited by law. The Board shall have the power to determine the composition of ad hoc Committees and term of ad hoc Committee Members. The Board of Directors shall have the power to dissolve any ad hoc Committee. All Board actions regarding ad hoc Committees require a majority vote of the Board of Directors.

2. These Bylaws also define Standing Committees that have procedures that supersede the rights of the Board with respect to ad hoc Committees. Adding, altering, or removing a Standing Committee requires an amendment to these Bylaws.

3. The Standing Committees designated by these Bylaws are as follows:

A. Audit Committee – The Audit Committee will oversee the auditing of the Association's finances.

i. The committee will consist of three (3) Members: the Vice President of the Association, and two (2) at-large Directors.

a. If there are not two at-large Directors willing to serve on the Audit Committee, the President shall have the authority to appoint any person to the Audit Committee to fill the vacant seat(s), who shall remain on the Committee so long as no additional at-large Director indicates a willingness to serve on the Committee.

- ii. An at-large Director or Presidential Appointee may be appointed or removed to or from the Audit Committee by a majority vote of the Board of Directors at any time with or without cause.
- iii. An at-large Director or Presidential Appointee may resign their position by sending written notice to the Secretary. Such resignation shall take effect at any time specified therein.
- iv. If an At-Large Director on the Committee ceases to be an At-Large Director, the Committee seat occupied by that individual will immediately become vacant.
- v. A meeting of the Board of Directors to fill a vacancy on the Audit Committee will be held within 45 days of such a vacancy.
- vi. The Audit Committee Members will determine their own process and procedures of organizing the Committee and carrying out the duties of the Committee.
- vii. The Audit Committee will meet at least once a year with a Certified Public Accountant retained by the Association who will review the financial information of the Association with the Audit Committee. The Association will make any records deemed necessary by the CPA or the members of the Audit Committee available on request.
- viii. Within 60 days of the end of the Association's fiscal year each member of the Audit Committee will certify in writing that they have reviewed the financial information provided by the CPA and that the material contains no indication of negligent or illegal activity, and is a reasonably complete record of the Association's financial activities over the previous year, or the Audit Committee will submit a report, in writing, to the Board and to the Full Voting Members indicating why such certification has been withheld.

**B. Membership Committee –** The Membership Committee shall review all new Applications for Publishing/Manufacturing Membership and approve or deny Membership based on the ability of the applicant to qualify for Membership in the Association. It will also review any disputes over other membership applications.

- i. The Board of Directors may appoint three to five Membership Committee members provided that the size of the committee shall not be less than three members and that the Committee shall have an odd number of members.
- ii. A member of the Membership Committee may be appointed to or removed from the Membership Committee at any time with or without cause, by a majority vote of the Board of Directors.
- iii. A member of the Membership Committee may resign their position by sending written notice to the Secretary. Such resignation shall take effect at any time specified therein.
- iv. The Membership Committee Members shall establish their own process and procedures of organizing the Committee and carrying out the duties of the Committee subject to the approval of the Board of Directors.

v. The Membership Committee shall render its decision on a Membership Application based on the established rules of the committee in writing to the applicant within fourteen (14) days of the receipt of an application for Membership. Approval shall not be unreasonably withheld.

vi. When the Membership Committee makes a decision regarding an Application for Membership, the Committee will immediately notify the Secretary and the Executive Director (or his designee) in writing of the decision.

## **Article VI: Meetings**

The Association can and will have various meetings throughout the year.

1. Notification of a Board of Directors Meeting, the Annual Membership Meeting, Divisional Meeting, or a Special Membership Meeting shall be sent in writing and by e-mail to the address on file with the Association for each Board member or Member of the Association as appropriate to the meeting. Notice shall also be displayed on the Association's Web site and through its online mailing list, if it has either or both. A listing of scheduled meetings shall be made available to any person who requests one.
2. Notification of the Annual Membership Meeting or a Special Membership Meeting shall be sent not less than 30 days in advance of that Meeting. Notification of a Board of Directors meeting shall be sent via e-mail not less than 48 hours in advance of that meeting. Notification shall indicate the date, time, location, and the business of the Meeting.
3. A quorum of the Board of Directors shall consist of six (6) members.
4. A quorum of the Publishing/Manufacturing Members shall consist of 25% of all the Publishing/Manufacturing Members (rounded up). No vote shall be valid unless a quorum of PMMs is present in person or by proxy. In the event that a quorum of PMMs is not present at the Annual Membership Meeting, the Board of Directors will call a Special Membership Meeting within 30 days to handle the matters normally reserved for the Annual Membership Meeting.
5. All Meetings of the Association shall be open to the public.
  - A. At a Board Meeting the Board may by a majority vote of the Board Members present, move to closed session exclusively for the purposes of discussing legal, financial, or personnel matters. The Board may by a two thirds vote of all Board Members, move to close a session involving other matters. The Board may determine who may remain and participate at a closed session, with a two-thirds vote required to exclude other Directors from the closed session.
6. The President (and in his absence, the Vice President, the Treasurer, and then the Secretary) shall oversee any Meeting of the Association he or she attends as the Chair of that Meeting. In the absence of an officer, the PMMs will appoint a Chair to oversee the meeting, or the rules of the Committee holding the meeting will be used to determine who will oversee the meeting.
7. At any Meeting of the Association the Chair shall:
  - A. Call for such reports as necessary to execute the business of the Meeting

- B. Recognize individuals wishing to speak at the Meeting
  - C. Schedule temporary recesses of the Meeting which shall not be unreasonably long.
  - D. Call for motions and seconds to motions
  - E. Call for votes on seconded motions
  - F. Announce the results of such votes
  - G. Determine if amendments, objections, or points of order are valid and should be entertained by the Meeting
  - H. Have the right to extend or terminate debate
  - I. Have the right to order any individual who is being violent, insulting, or unnecessarily disruptive removed from the Meeting.
8. The order of business at all membership meetings shall be as follows:
- a) Resolution of appeals of membership suspension
  - b) Calling of the roll.
  - c) Proof of notice of meeting
  - d) Reading of the minutes
  - e) Receiving communications
  - f) Reports from Liaisons
  - g) Report from the President
  - h) Report from the Executive Director
  - i) Report from the Committees
  - j) Election of directors and officers
  - k) Unfinished Business
  - l) New Business

Questions as to the priority of business shall be decided by the Chair without debate. The order of business may be suspended or altered at any meeting by a majority vote of the members present in person or by proxy.

9. Only members of the Board, Members of the Association, members of Association Committees, or individuals recognized by the Chair shall have the right to speak at any Meeting of the Association.

10. Only Full Voting Members of the Association or members of the Board of Directors may call for a motion or second a motion that has been called at any meeting other than a Committee Meeting doing Committee Business, or a Divisional Meeting doing Division business. Only members of that division, or members of the Board of Directors may call for a motion or second a motion at a Divisional Meeting.

11. The Chair shall cause a record of attendance of Full Voting Members and Members of the Board of Directors to be made, and shall cause notes to be taken of all seconded motions



called for votes, and the results of the votes on those motions, and any additional information the Chair deems necessary to establish the record of the Meeting. Such records will be forwarded to the Secretary as soon as reasonably possible following the adjournment of the Meeting.

12. The Annual Membership Meeting shall be held in conjunction with the ORIGINS Convention, or by the end of September, whichever comes first.
13. At the discretion of the President, or the request of at least two members of the Board of Directors, or at the request of a simple majority of the Publishing/Manufacturing Members of the Association, the President will call for a Special Membership Meeting.
14. Any Board of Directors, Divisional Meeting or Special Membership Meeting may be held by e-mail or similar electronic medium. Such a meeting must be conducted over no longer than a period of one month, with only those responses received in that period of time used to determine a quorum thereof. The Secretary will include copies of all responses in the official minutes.
15. The Designated Representative for each member company shall cast the PMMs vote and must be in attendance in person or by proxy for the PMM to be considered present. All voting will be by ballot style of the Chair's choosing unless there is an objection that is seconded and agreed to by a majority vote of PMMs present in person or by proxy, in which case the vote must be taken by secret ballot.
16. A proxy must be given in writing to the GAMA secretary, or in his absence the GAMA President or whomever is acting as the chair of the meeting, and must be signed and dated by the member's Designated Representative and is effective upon receipt of the proxy. The proxy may designate how the proxy-holder is to vote on any given matter and the holder must vote as stated in the proxy. No proxy shall be valid after 11 months from the date of its execution, unless otherwise provided in the proxy.
17. The Retail members and the Wholesale members shall hold Divisional Meetings at the annual trade show, or at the ORIGINS convention if there is no trade show in a given year, or by the end of September, whichever comes first. The members of each of these divisions shall determine their own operating guidelines, and elect their own officers, as they determine at their divisional meetings. Copies of the guidelines, changes to the guidelines, plus minutes of all meetings and results of all elections will be given to the GAMA secretary for archive within 10 days of approval.

## **Article VII: Dues**

1. Dues and all policies regarding dues are set by a majority vote of the Board of Directors. Such information will be displayed on the organization's Web site or in its membership forms or both, if the Association has both.

## **Article VIII: Financial Structure**

1. The Association shall at all times remain a tax exempt organization under Section 501(c)(6) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

## **Article IX: Association Records**

1. On accepting the position, the Secretary becomes responsible for the oversight of the Records of the Association.
2. To the best of his or her ability, the Secretary will ensure that all written communication made by the Association is included with the Records of the Association, to include records of Association Meetings, correspondence to the Board, and the list and current contact information of the Board of Directors, the Publishing/Manufacturing Members, and all other members.
3. Materials discussed in Closed Session will also be kept with the Records of the Association. The Board of Directors may make other records confidential with a two thirds vote.
4. Any Publishing/Manufacturing Member may request access to the Records of the Association, and such access shall not be unreasonably withheld. Requiring the Member to travel to where the records are held will not be considered unreasonable. Materials from Closed Sessions and other confidential records will only be made available to individuals who are not Members of the Board of Directors or Officers of the Association by a majority vote of the Board of Directors. Board Members and Officers are always allowed access to the contents of Closed Sessions and other confidential records.

## **Article X: Association Financial Information**

1. On accepting the position, the Treasurer becomes responsible for the oversight of the Financial Information of the Association.
2. To the best of his or her ability, the Treasurer will ensure that all written financial documents owned by the Association are included with the Financial Information of the Association, including records of banking transactions, tax returns, contracts, employment agreements, settlements, invoices, expense reimbursements, canceled checks, and the certifications and documents provided annually by the Audit Committee.
3. Any Publishing/Manufacturing Member may request access to the Financial Information of the Association, and such access shall not be unreasonably withheld. Materials relating to individual salaries or compensation, settlements, or other information that may not be publicly disclosed by prior agreement or court order will only be made available to individuals who are not Members of the Board of Directors or Officers of the Association by a majority vote of the Board of Directors. Board Members and Officers are always allowed access to the complete contents of the Financial Information of the Association.

## **Article XI: Indemnification**

1. Every person who is or has been a director, officer, volunteer, or employee of the Association and any person who may have served at the association's request as a director, officer, volunteer, or employee shall be indemnified by the Association against expenses and liabilities reasonably incurred by him/her in connection with the defense of any pending or threatened action, suit, or proceeding, criminal or civil, to which he/she is or may be made a part by reason of being or having been such director, officer or employee. The term "expenses" shall include any amount paid or agreed to be paid in satisfaction of a judgment

or in settlement of a judgment or claim of liability other than any amount paid or agreed to be paid to the Association.

2. The Association shall not provide any such indemnification unless it shall have been determined, in the manner hereinafter set forth, that such director, officer, volunteer, or employee (a) was not negligent or guilty of misconduct in the performance of his/her duty to the Association; (b) acted in good faith in what he/she reasonably believed to be the best interest of the Association; and (c) has no reasonable cause to believe (in the case of a criminal action, suit or proceeding) that his/her conduct was unlawful.

3. The foregoing determinations shall be made only by one or more of the following persons or groups:

A. By a majority vote of the directors who are not parties to such action, suit or proceeding, even if less than a normal quorum set in these Bylaws,

B. If the directors so direct, by independent legal counsel in a written opinion;

C. Or by a majority vote of the Publishing/Manufacturing Members in a Special Meeting called for the purpose.

## **Article XII: Amendments**

1. These Bylaws may be amended, repealed, or altered, in whole or in part, by a two thirds vote of all Publishing/Manufacturing Members.

2. A proposal to amend the bylaws submitted with the signatures of five (5) percent or more of the Publishing/Manufacturing Members shall be cause for the President to call a Special Meeting to consider the proposed Amendment. The Special Meeting shall be called within 45 days of receipt of the proposal and the required signatures by the Association.

3. The full text of the proposed Amendment shall be mailed to the last recorded address of each Publishing/Manufacturing Member in good standing when the mailing is made.

4. The mailing of the proposed Amendment shall be made at least 30 days prior to the Meeting where the Amendment will be considered.

5. During the consideration of the Amendment, motions from the floor to alter the text of the Amendment shall be approved if and only if:

A. In the opinion of a majority of the members of the Board of Directors attending the meeting, the alteration will fix a drafting or technical problem without altering the proposed Amendment's purpose or intent.

B. Or a two thirds vote of all Publishing/Manufacturing Members is in favor of incorporating the alteration into the proposed Amendment.

## **Article XIII: Initial Terms of Office and Initial Membership changes.**

1. If these bylaws pass, in the first election following the passage, the President and Treasurer shall be elected for a two year term, and the Vice President and Secretary shall be elected for a one year term. Thereafter two of the four officers will be elected each year for a two year term.

2. Upon passage of these bylaws, all associate, vendor, and convention/club members (under the old bylaws) will be considered “Communicating Members” for the rest of their term of membership. Any member eligible to be a Publishing/Manufacturing Member may apply to the membership committee for an upgrade, and upon acceptance by the membership committee and payment of any difference in dues, will be Publishing/Manufacturing Members for the rest of their term of membership.

#### **Article XIV: Dissolution**

1. The Association may be dissolved upon a two thirds vote of the all the Publishing/Manufacturing Members. A Special Membership Meeting must be called to dissolve the Association. Dissolution shall be in accordance with the filing procedures established by the State in which the Association is incorporated in and any States the Association is registered to conduct business in. All remaining assets will be liquidated and the proceeds will be donated to a charity of the Publishing/Manufacturing Member’s choice by vote.