

## **By Laws of Gamers Giving, Inc.**

### ***ARTICLE 1. Name and Location***

The name of the corporation is Gamers Gaming, Inc herein after referred to as the "Corporation". The principal office of the Corporation shall be 8435 Lamar Drive, Arvada, CO 80003 however, meetings of Directors or other members of the Corporation may be held at such places within the State of Colorado as may be designated by the Board of Directors (herein after referred to as the "Board") of the Corporation.

### ***ARTICLE 2. Purpose***

To initiate and perpetuate gaming related events in order to provide community services as both a principal provider and as a secondary donor.

*Gaming in this instance relates to roleplaying games, strategy games, board games and other related entertainment. This does not include any gambling activities or games of chance.*

### ***ARTICLE 3. Board of Directors, Elections, Nominations, Terms and Removal***

#### **Section 3.1 Number of Board members and Positions**

The affairs of the Corporation shall be managed by a Board of Directors of five (5) directors. President, Vice President, Secretary, Treasurer and Board Member at Large.

#### **Section 3.2 Power to Appoint or Elect**

All members of the Board will be elected and elections are subject to the process defined in these By Laws.

#### **Section 3.3 Nomination**

Nomination for election to the Board may be made by any existing Board member. The public at large may submit nominations by email or written communication to any existing Board member. Any Board member contacted by a member of the public for the purpose of nomination is required to submit the nomination in the next election. Nominations may also be made from the floor during any Board meeting.

#### **Section 3.4 Election**

The Board shall elect the same number of directors as there are directors whose terms expire at the time of such election.

*Elections shall be held in the month of February of the year in which terms of office expire. See Section 3.6 "Terms of Office" for specifics on which offices are open for elections in which years.*

*Prior to any meeting at which an election is held, all directors will be given notice at least 2 weeks in advance that states that one of the purposes of the meeting is to hold elections.*

The nominee(s) receiving the most votes shall be elected as director(s).

Election of any director position requires a majority vote of the entire Board of Directors. No proxies are allowed. However, vote by email or written communication is allowed. If email is used for the purpose of casting a vote, all members of the Board must be copied on the email.

### **Section 3.5 Special Appointment**

The Board may elect such other officers as the affairs of the Corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may determine. Except that such special appointment may not be granted voting privileges.

### **Section 3.6 Terms of Office**

The office of President will have a three (3) year term. After initial forming of the Board, the first election for President will be in calendar year 2016 and continue every 3 years thereafter.

Any candidate for the office of President must have served in another position on the Board for one complete calendar year prior to the election to the office of President.

The offices of Vice President and Secretary will have a 2 year term. After initial forming of the Board, the first election for the offices of Vice President and Secretary will be in 2015 and continue every 2 years thereafter.

The office of Board Member at Large and Treasurer will have a 2 year term. After initial forming of the Board, the first election for the offices of Board Member at Large and Treasurer will be in 2016 and continue every 2 years thereafter.

### **Section 3.7 Removal**

Any director on the Board may call for a vote of removal for any other director with or without cause at any time. Announcement of intent to call for a vote of removal must be made by any director at least one Board meeting prior to the Board meeting in which the vote of removal will be taken. Announcement of intent to call for a vote of removal must be made in person at a Board meeting.

Call for the vote of removal of any director must be seconded by another Board member.

Vote for removal of any director for any reason shall be by majority vote of the entire Board of Directors.

In the event of death, resignation or removal of a director, his or her successor shall be elected by a majority vote of the remaining directors and shall serve for the unexpired term of the director being replaced.

### **Section 3.8 Multiple Offices**

No person may simultaneously hold more than one office.

### **Section 3.9 Compensation**

No director shall receive compensation for any service rendered to the Corporation as a director. However, any director may be reimbursed for actual expenses incurred in the performance of the director's duties.

## **ARTICLE 4. Meetings of the Board of Directors**

### **Section 4.1 Regular Meetings**

Regular meetings of the Board shall be held not less often than every two (2) months, with notice, at such place and hour as may be fixed by the Board.

### **Section 4.2 Special Meetings**

Special meetings of the board shall be held when called by any director, after not less than seven (7) days' notice to each other director. Notice may be given in email, by written correspondence, by phone or in person.

If notice of a special meeting is given in any method other than in person, the protocol detailed in Section 4.4 shall be followed by all Board members.

### **Section 4.3 Quorum Defined and Actions of the Board of Directors**

A quorum at any meeting of the Board is present if three (3) of the five (5) directors are present. Each director has one vote and every act or decision done or made by a majority of a quorum of the directors present, in person or by proxy granted to another director at a duly held meeting shall be regarded as the action of the Board.

### **Section 4.4 Actions Taken Without a Meeting**

#### **4.4.1 Contents of notice**

The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting if notice is transmitted in writing (including email) to each director of the Board and each director of the board by the time stated in the notice:

- 4.4.1.1 votes in writing (including email) for such action; or
- 4.4.1.2 votes in writing (including email) against such action or abstains; or
- 4.4.1.3 fails to respond or vote and fails to demand that action not be taken without a meeting in writing (including email).

#### **4.4.2 The notice required by subsection 4.4.1 shall state:**

- 4.4.2.1 the action to be taken;
- 4.4.2.2 the time by which a director must respond (with a minimum of seven (7) days)
- 4.4.2.3 that failure to respond by the time stated in the notice will have the same effect as abstaining in writing by the time stated in the notice.

#### **4.4.3 Retracting vote or demand**

Any director who, in writing (including email) has voted, abstained, or demanded action not be taken without a meeting, may revoke such vote, abstention or demand, in writing (including email) by the time stated in the notice transmitted pursuant to subsection 4.4.1

#### **4.4.4 Filing records**

All actions made pursuant to this section, which includes the voting disposition or lack thereof by the directors, shall be filed with the minutes of the next Board meeting.

### **Section 4.5 Proxies**

For purposes of determining a quorum with respect to a particular proposal, and for purposes of casting a vote for or against a particular proposal, a director may be deemed to be present and to vote if the

director has granted a signed written (including email) proxy to another director who is present at the meeting, authorizing the other director to cast the vote that is directed to be cast by the written proxy with respect to the particular proposal that is described in the proxy. If written proxy is given in email, all directors on the Board must be copied on that email.

Except as provided in this section, or specifically defined in any other section, directors may not vote or otherwise act by proxy.

#### **Section 4.6 Resolving Deadlock**

In the event that any vote results in having the number of votes cast for an action are the same as the number of votes cast against the action, the final decision shall be made by the President. In the event that the President is not present or abstains from voting, the Vice President will cast the deciding vote when the votes cast for an action are the same as the votes cast against the action.

If such action being taken is the election of the office of President, and the votes for and against the candidate are the same, the deciding vote will be cast by the Vice President.

#### **Section 4.7 Use of Email, Phone and Video Conference**

Except as otherwise noted in these Bylaws, attendance by video conference or phone call shall be acceptable for all Board meetings.

Except as otherwise noted in these Bylaws, email shall be accepted as written communication.

### ***ARTICLE 5. Powers and Duties of the Board of Directors***

#### **Section 5.1 Powers**

The Board shall have power to:

5.1.1 enter into, make, perform or enforce contracts, licenses, leases and agreements of every kind and description;

5.1.2 borrow money;

5.1.3 declare the office of a director to be vacant in the event such director shall be absent from three (3) consecutive Board meetings;

5.1.4 employ a manager, an independent contractor(s), or such employees as they deem necessary and prescribe their duties;

5.1.5 exercise all powers granted by the Colorado Revised Non-Profit Corporation Act.

#### **Section 5.2 Duties**

Each Director of the Board of the Corporation shall have the following three (3) primary duties:

Duty of Loyalty: Any director or party related to the director may not profit to the detriment of the Corporation

Duty of Care: All directors must devote the necessary amount of time to make informed and responsible decisions. All directors must be engaged and spend enough time to complete the responsibilities outlined in these Bylaws.

Duty of Obedience: All directors must uphold the purpose of the organization as defined in the Articles of Incorporation, the Bylaws and the purpose and/or mission statement.

In addition, it shall be the duty of the Board to:

5.2.1 cause to be kept a complete record of all the acts and corporate affairs and present a statement thereof to any Person requesting said records at any meeting of the Board, excluding special meetings, where such records are requested in writing (including email) to at least one Board member prior to the meeting;

5.2.2 supervise all officers, agents, and employees of the Corporation, and see that their duties are properly performed,

5.2.3 procure and maintain insurance, if deemed necessary by the Board;

5.2.4 keep financial records of reasonable detail.

Any of the aforementioned duties, but not the responsibility therefor, may be delegated by the Board to any other Person(s) or managing agent.

## ***ARTICLE 6. Officers and their Duties, Delegation of Authority***

The duties of the offices are as follows:

### **6.1 President:**

The President will preside at all meetings of the Board, shall see that orders and resolutions of the Board are carried out, shall sign all legal documents and other written instruments, shall sign or co-sign any promissory notes and checks of the Corporation, shall perform such other duties as required by the Board.

### **6.2 Vice President:**

The Vice President shall act in the place and stead of the President in the event of the President's absence, inability or refusal to act, and shall perform such other duties as required by the Board.

### **6.3 Secretary:**

The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board, shall serve notice of meetings of the Board, shall prepare, execute, certify and record amendments to the bylaws, and shall perform such other duties as required by the Board.

### **6.4 Treasurer:**

The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Corporation and shall disburse such funds as directed by resolution of the Board, shall sign or authorize a designated agent to sign promissory notes and checks of the Corporation, shall keep proper books of account, shall prepare an annual budget to be presented to the Board, and shall perform such other duties as required by the Board.

### **6.5 Board Member at Large**

The Board Member at Large shall perform such duties as required by the Board.

## ***ARTICLE 7. Books and Records***

The Corporation books and records shall be subject to an independent audit or a review on a yearly basis.

The Board shall make reasonably available for inspection by Security Interest Holders, and insurers or guarantors of any such Security Interest, current copies of all the governing documents and financial documents as listed in the most recent available versions.

'Reasonably available' shall mean available during normal business hours, upon prior notice of at least five (5) business days, or at the next regularly scheduled meeting if such meeting occurs within thirty (30) days after the request.

**ARTICLE 8. Amendments**

By laws may be amended by the Board as long as prior to any meeting at which an amendment will be voted on all directors are given notice that states that one of the purposes of the meeting is to consider the amendment; such notice must be accompanied by a summary of the amendment, and, at such regular or special meeting of the Board which all Board members are present in person or by proxy, the votes that are cast in favor of the said amendment exceed the votes that are cast against such amendment.

**ARTICLE 10. Fiscal Year**

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December or every year, except that the first fiscal year shall begin on the date of incorporation.

**ARTICLE 11. Dissolution of the Corporation**

In the event of a corporate dissolution, net assets will be distributed as follows:

- 1) payment of debts to non boardmembers
- 2) payment of debts to boardmembers
- 3) given to another 501c3 organization as approved by the board

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