

Bylaws for the Game Manufacturers Association

(As Amended 7/2/21)

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. Vision and Mission

Vision Statement. A game on every table, a table for everyone.

Mission Statement. The Game Manufacturers Association (“GAMA” or the “Association”) serves to promote its members’ common interest: To achieve this, the Association fosters networking, promotes the sharing of best practices and innovations, develops resources toward common goals, hosts trade and consumer conventions, creates and promotes industry events, provides an information and resource hub, undertakes marketing activities, and interfaces with other trade organizations in adjoining industries. It strives to serve as the essential nexus for new and experienced game industry professionals.

Article II: Membership

1. Membership. The members of GAMA are either Voting Members or Communicating Members. Communicating Members may have access to the education benefits of GAMA, and receive the newsletters and emails sent out by GAMA; they do not have voting privileges. A Voting Member is a business that has voting privileges in addition to the benefits received by the Communicating Members.

2. Membership Groups. There shall be six Voting Membership groups: Creators; Publishers; Wholesalers; Retailers; Media & Events; and Production; and one non-Voting Membership group: Communicating. Each Voting Membership group shall have its own membership body and governing rules that must comply with the organizational bylaws.

A. Creators. This group shall consist of businesses significantly engaged in creating the intellectual property underlying tabletop games, including game designers, developers, producers, artists, and graphic designers.

B. Publishers. This group shall consist of businesses significantly engaged in bringing to the marketplace tabletop games and/or gaming accessories that will ultimately be offered for sale to consumers, whether sold by the publisher or by others.

C. Wholesalers. This group shall consist of businesses significantly engaged in the purchase and resale of tabletop games between other businesses.

D. Retailers. This group shall consist of businesses significantly engaged in selling tabletop games published by other companies to the general public.

E. Media & Events. This group shall consist of businesses significantly engaged in promoting tabletop games and tabletop game-playing to the general public.

F. Production. This group shall consist of businesses significantly engaged in the physical manufacture of tabletop games and/or tabletop game accessories.

G. Communicating Members. Any business or individual may be a member of this group.

3. Eligibility. Each Voting Membership group shall determine its own eligibility requirements, which are subject to approval by the Board of Directors. For any Voting Membership group without eligibility requirements, the Membership Committee has sole authority for assigning members to that group.

4. Membership Parameters. A business is eligible for only a single Voting Membership group, even if it performs functions that might grant it membership in multiple groups. Businesses may apply to change their membership to a different group at the beginning of each calendar year, with the exception of the Communicating Membership group, which may be changed at any time during the year.

5. Required Documentation. Any business or individual applying for membership must provide any documentation reasonably requested by the Membership Committee to evaluate their application.

6. Designated Representative. Each member shall appoint a person to be its agent (“Designated Representative”) to the Association. An owner, officer, manager, or any authority of the member business may change that member’s Designated Representative at any time by providing written notice to the Secretary of the Association or the Secretary’s designee. Change of a member’s Designated Representative shall be effective on receipt of such notice. No person shall serve as a Designated Representative for more than one Voting Member.

7. Membership Group Governing Rules. Each Voting Membership group will respectively determine their own operating guidelines, which are subject to approval by the Board of Directors. Each guideline may include the appointment or election of representatives with specific authority for that division. Such authority shall not supersede these Bylaws, and any that do shall be null and void. Copies of such guidelines, as established and amended from time to time, along with minutes of membership group meetings and results of membership group elections and appointments, shall be given to the Secretary of the Association or the Secretary’s designee to be filed with the records of the Association.

8. Resignation. Any member may tender its resignation at any time by giving written notice of such intention to the Secretary of the Association or Secretary’s designee. Such resignation shall take effect at any time specified therein.

9. Suspension. GAMA shall have a code of conduct document that members agree to adhere to as a condition of membership. Any member that violates the code of conduct may face disciplinary action by the Board of Directors up to and including a suspension of their membership. Such suspension must be detailed in a written document that outlines the reasons for the suspension and the conditions required for the termination of the suspension. The suspension must be adopted by the Board of Directors with a two-thirds vote. A suspension must be at least six (6) months in duration, unless the duration is modified by a two-thirds vote of the Board of Directors. A suspended member gains no benefits from their membership in the Association, and is considered a non-member during the tenure of the suspension. At the end of the suspension, the member regains all benefits of membership in this Association. No refund of membership dues will be made to members who are suspended from the Association.

10. Expulsion. A member may be expelled from the Association with cause at any time with at least 30 days' notice sent to the member by the Secretary of the Association. Such action requires a written declaration of the cause and two-thirds vote of the Board of Directors. Such action may only be taken at a Special Board Meeting called for the purpose of acting to expel the member. No refund of membership dues will be made to members who are expelled from the Association.

11. Re-Application. A member who has been expelled may seek to re-enter the Association. Such an action requires majority approval of the Membership Committee, and a majority vote of the Board of Directors at its next regularly scheduled meeting.

12. Appeals of Suspension and Expulsion

A. The Association shall have an Appeals Committee, with rights and responsibilities that shall be set forth in a policy approved by the Board of Directors, to deal with appeals made by suspended or expelled members. This committee must have at least one individual from each Voting Membership group appointed by each Voting Membership groups' guidelines or appointed by majority vote of the Board of Directors if that Voting Membership group has no relevant guidelines. No member of the Board of Directors shall serve on this committee.

B. The suspended or expelled member may request an appeal from the Appeals Committee provided such request is made, in writing, within five (5) business days of receipt of notice of suspension or expulsion. Upon receipt of appeals request, the committee must call for a meeting within 30 days. During this meeting, the committee can do one of the following:

- 1)** Overturn the suspension or expulsion with two-thirds vote of the Appeals Committee.
- 2)** Reduce the punitive consequences with a majority vote of the Appeals Committee.
- 3)** Determine that the suspension or expulsion stands with either a majority vote of the Appeals Committee, or by taking no other action.

13. Correspondence. Copies of all official Board of Directors correspondence to or from a member or member's Designated Representative will be filed by the Secretary of the Association or the Secretary's designee with the records of the Association.

Article III: Board of Directors

1. Purpose. The property, affairs, activities, and concerns of the association shall be managed and monitored by a Board of Directors.

2. Composition. The Board of Directors shall have twelve (12) seats comprising two (2) individuals from each Voting Membership group elected by a vote of its respective members at their Annual Meeting, in accordance with their governing rules. All seats are considered Directors.

3. Term. The terms of Board seats are two (2) years, and shall be staggered, with six (6) seats (one for each Voting Membership Group) expiring each year at the end of March. Board Members shall serve for no more than three (3) consecutive full two (2)-year terms. Board Members elected at Voting Membership Groups' Annual Meetings, begin their term April 1. A Board Member's term of office lasts until completion of the term, they resign, or are removed from office. Board Members who have reached their term limit must wait at least one year before running for a seat on the Board again.

A. At any Voting Membership group's Annual Meeting, if by the end of March multiple seats representing that group will be vacant, Board Members must be chosen to fill each of them.

B. In the event that more than one Board Member is elected at any Voting Membership Group's Annual Meeting, the newly elected Board Member who received the most votes shall serve a two-year term, while the newly elected Board Member receiving the second most votes shall serve a single one-year term.

C. For the first transition year, and the end of the first March following the adoption of these Bylaws, each Voting Membership Group shall be considered to have one (1) vacancy on the Board of Directors for the purpose of constituting the new Board of Directors. In addition, the last four (4) Board Members, Wholesale and Retail Division chairs elected under the previous Bylaws will remain on the Board until the end of the following March. In the event one or more of the six (6) Board Members are unable to complete the full term of service, the Board of Directors shall appoint an interim Board Member to serve the remainder of the term. Once this process is complete this subsection of the Bylaws shall cease to exist.

4. Eligibility. Any member who is at least 18 years old is eligible to serve as a Director of the Association.

5. Duties. The duties of each Director shall be set forth in one or more policies adopted by the Board of Directors. They shall include fiduciary duties and the duty to report violations of fiduciary duties to governing bodies, as well as the process for doing so. Former directors may be consulted by current members of the Board of Directors on issues of the association as needed, and in compliance with fiduciary duties.

6. Removal. A Director may be removed with cause at any time by a two-thirds vote of the Voting Membership Group that elected that Board Member.

7. Resignation. A Director may resign their position by sending written notice to the Secretary. Such resignation shall take effect at any time specified therein. Further, should any director be suspended or expelled, pending the outcoming of any appeal, such action shall serve as the Director's resignation from the Board of Directors.

8. Vacancies. Vacancies on the Board of Directors must be filled within 45 days in a special election of the vacant seat's corresponding Voting Membership group held in accordance with that Voting Membership group's governing rules. The term of the newly filled, vacated seat shall remain unchanged. A vacancy unfilled by a Voting Membership group after this 45-day period will be filled by a majority vote of the Board of Directors.

9. Emeritus Advisors. The Board of Directors may appoint non-voting Emeritus Advisors, who often preserve institutional memory stemming from prior Board service, and provide historical context and advice. Emeritus Advisors are bound by the same fiduciary duties as the members of the Board. Duties shall be determined by a policy established by the Board of Directors. Any member of the Board of Directors can nominate an individual to be an Emeritus Advisor. Nominations must be approved by a majority of the Board of Directors. Emeritus Advisors shall not diminish nor affect the number of Voting Members required for action by the Board of Directors. Emeritus Advisors may be removed by a majority vote of the current members of the Board of Directors.

Article IV: Executive Director

- 1.** The Board of Directors shall hire an Executive Director, who will report directly to the Board of Directors and run the day-to-day affairs of the Association, serving as its de facto CEO. The Executive Director shall operate under a budget approved annually by the Board of Directors.
- 2.** The job description of the Executive Director shall be created and managed by the Board of Directors. In the event the Association is without an Executive Director, the Board of Directors may appoint an Acting Executive Director to serve until another Executive Director is hired. An Acting Executive Director shall have all the powers and responsibilities of the Executive Director.

Article V: Officers

- 1.** The Association shall have four Officer positions: President, Vice President, Treasurer, and Secretary of the Association, who shall be determined by a vote of the Board of Directors using ranked choice voting at the first Board Meeting following a change in any of the Directorships. No Board member who does not wish to hold a given Officer position may be elected to it. If the Board determines that the required skills for the Offices of either Treasurer or Secretary cannot be completed by any of the current Board Members, they may allow that Officer position to be filled by hiring an expert in that field; however, such individual shall not have a right to vote on the Board of Directors. An elected Board Member has voting privileges due to their Board membership and not their position as an Officer.

A. President. Only individuals serving on the Board of Directors are eligible to be President. 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 a vacancy in the office of the Secretary, the President shall serve as Secretary until the Board of Directors elects a new Secretary.

B. Vice President. Only individuals serving on the Board of Directors are eligible to be Vice President. 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 the Vice President attends that the President does not attend. The Vice President also chairs any ad hoc committee constituted for the purpose of auditing the Association's finances. In the event of a vacancy in the office of the President, the Vice President shall serve as Interim President until the Board of Directors elects a new President.

C. Treasurer. The duties of the Treasurer shall include all responsibilities delegated to the Treasurer by the Board of Directors, as well as 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 Association. The Treasurer also chairs the Finance Committee.

D. Secretary. The duties of the Secretary shall include all responsibilities delegated to the Secretary by the Board of Directors, as well as the responsibility for keeping the records of the Association's meetings in good order, as well as the responsibility of keeping the contact

information of the members of the Board of Directors current and in good order. The Secretary shall have access to the contact information for all members of the Association, as well as their Designated Representatives. In the event of a vacancy in the office of the Treasurer, the Secretary shall serve as Interim Treasurer until the Board of Directors appoints a new Treasurer.

2. Removal. The Board of Directors may remove an Officer(s) from their office, with cause and at any time, by a two-third vote of the Board. Such cause must be detailed in writing and voted on by the Board. If the Officer(s) is also an elected member of the Board of Directors, they remain on the Board of Directors unless otherwise removed from their Director position pursuant to Article III, Section 6.

Article VI: Committees

1. Eligibility. Any person may serve on any committee that does not require fiduciary duty. Only members of the Board of Directors may serve on the Finance Committee, or ad hoc committees that require fiduciary duty.

2. Standing Committees. The Board of Directors shall have the power to determine the composition of Standing Committees within the stipulated restrictions for each, and the term of Standing Committee members. Creating or eliminating a Standing Committee requires an amendment to these Bylaws.

3. Code of Conduct Committee. The Association shall have a Standing Committee to deal with issues related to the Code of Conduct and the conduct of Association members called the Code of Conduct Committee, with rights and responsibilities that shall be set forth in a policy approved by the Board of Directors. This committee may be chaired by any member of the Board of Directors and must have at least one individual from each Voting Membership group.

4. Appeals Committee. The Association shall have a Standing Committee to deal with issues of membership appeals of suspensions and expulsions called the Appeals Committee, with rights and responsibilities that shall be set forth in a policy approved by the Board of Directors. This committee must have at least one individual from each Voting Membership group. Board Members may not serve on this committee.

5. Finance Committee. The Association shall have a Standing Committee to deal with issues of finance, including review of financial documents and internal controls, called the Finance Committee, with rights and responsibilities that shall be set forth in a policy approved by the Board of Directors. This committee shall be chaired by the Treasurer and include at least two Directors who are not Officers.

6. Membership Committee. The Association shall have a Standing Committee to deal with issues of membership applications and definitions called the Membership Committee, with rights and responsibilities that shall be set forth in a policy approved by the Board of Directors. This committee may be chaired by any member of the Board of Directors and must have at least one individual from each Voting Membership group.

7. Academy of Adventure Gaming Arts and Design. The Association shall have a Standing Committee to oversee and manage the Academy of Adventure Gaming Arts and Design, the Origins Awards, and the Hall of Fame.

8. Ad Hoc Committees. 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 or rescind any of its rights or

responsibilities to any ad hoc committee, except as prohibited by law. The Board of Directors shall have the power to determine the composition of ad hoc committees and the term of ad hoc committee members. The Board of Directors shall have the power to dissolve any ad hoc committee. All Board of Director actions regarding ad hoc committees require a majority vote of the Board of Directors.

Article VII: Meetings

1. Annual Membership Meetings, Special Membership Meetings, and Voting Membership Group Meetings

A. An Annual Membership Meeting of the Association shall be held in each calendar year no later than the end of March.

B. A Special Membership Meeting must be held within seven (7) days of the request, by a majority vote of the Board of Directors during a properly convened Board Meeting, or at the request of a simple majority of the Voting Membership groups of the Association. The President must call for the Special Membership Meeting.

C. Each Voting Membership group shall hold their respective Annual Meeting in each calendar year no later than the end of March unless extended by the Board of Directors.

2. Notice, Quorum, Voting and Motions

A. Notification.

1) Notification of every Annual Membership Meeting and Special Membership Meeting shall be sent in writing, by mail or email, to the address on file for the Designated Representative of each member of the Association, as well as posted on the Association's website. Notification must be at least 30 days in advance of an Annual Membership meeting, and at least 10 days in advance of a Special Membership Meeting. This notification shall include the date, time, location and media, and business of the meeting.

2) Notification of the meetings of each Voting Membership group shall be sent in writing, by mail or email, to the address on file for the Designated Representative of each member, as relevant, as well as posted on the Association's website, in advance of that meeting in accordance to the Voting Membership group guidelines. This notification shall include the date, time, location and media, and business of the meeting.

3) Any Officer may call a meeting of the Board of Directors. Notification of a meeting of the Board of Directors shall be sent in writing, by email, to the email address of every Director and Emeritus Advisor, at least 48 hours in advance of that meeting. This notification shall include the date, time, location and media, and business of the meeting.

B. Listings. A listing of all scheduled Annual Membership Meetings, Special Membership Meetings, Membership group meetings, and meetings of the Board of Directors shall be posted on the Association website as well as made available to any person who requests one.

C. Board of Directors Quorum. A quorum of the Board of Directors shall consist of a majority of currently filled Board seats.

D. Membership Meetings Quorum. A quorum for the Annual Membership Meeting or Special Membership Meetings shall consist of 25% of the members in each Voting Membership group (rounded up). No vote shall be valid for the Annual Membership Meeting or Special Membership Meetings unless a quorum is present in person (physically and electronically) or by proxy. In the event that a quorum is not present at the Annual Membership Meeting, the President must call a Special Membership Meeting within 30 days to handle the matters normally reserved for the Annual Membership Meeting. Meetings may be held in-person and/or via electronic medium as defined in Article VII, Section 3B.

E. Board of Directors Meetings.

1) All meetings of the Association shall be open to the public unless otherwise determined by the Board of Directors.

2) At a Board of Directors meeting the Board of Directors may, by a majority vote of the Directors present, move to closed session exclusively for the purposes of discussing legal, financial, or personnel matters.

3) The Board of Directors may by a two-thirds vote move to close a session involving other matters. The Board of Directors may determine who may remain and participate at a closed session, with a two-thirds vote required to exclude other members of the Board of Directors from the closed session.

F. Board of Directors Meeting Chairs. The President (or in their absence, the Vice President, or the Treasurer, or the Secretary, in that order of precedence) shall oversee the Annual Meeting and Special Membership Meetings they attend as the chair of that meeting. In the absence of an Officer, a chair will be appointed by a vote of each of the Voting Membership groups using ranked choice voting.

G. Right to Speak at Meetings. Only members of the Board of Directors, members of the Association, members of Association committees, or individuals recognized by the chair shall have the right to speak at Annual Membership Meetings or Special Membership Meetings of the Association.

H. Right to Make Motions at Meetings. Only the Designated Representatives of Voting Members and members of the Board of Directors may call for a motion, or second a motion that has been called, at any Annual Membership Meeting or Special Membership Meeting. Only the Designated Representatives of a Voting Membership group may call for a motion, or second a motion that has been called, at the respective Voting Membership group meeting.

I. Right to Vote at Meetings. When motions or elections call for vote at a meeting, only the Designated Representative for each relevant member shall cast that member's vote. The Designated Representative must be in attendance (in person, physically or electronically, or by proxy) to do so. The chair of the meeting will designate the method of voting for each motion or election, unless an objection is lodged, seconded and passes, in which case the vote must be taken by secret ballot. Votes of the membership of the Association will be conducted separately in each Voting Membership group in accordance with their governing rules, and the threshold

for passage of a vote of the entire membership of the Association shall be a majority of the Voting Membership groups voting in favor.

J. Proxy Voting. A proxy designation must be given in writing, by mail or email, to the GAMA Secretary. In the absence of the Secretary, the proxy designation must be given to the GAMA President or whoever is acting as the chair of the meeting. The proxy designation must be signed and dated by the member's Designated Representative and is effective upon receipt. The proxy designation may designate how the proxyholder is to vote on any given matter and the holder must vote as stated in the proxy designation. No proxy designation shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy designation. No proxyholder may hold more than two proxy designations.

3. Other Actions

A. Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board of Directors shall individually consent in writing, via mail or email, to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors.

B. Any Association meeting may be held by videoconference, telephone, email, or similar electronic medium. Such a meeting must be conducted over a period of no longer than thirty (30) days, and those responses received in that period of time constitute a quorum thereof. The meeting's chair or designee will include copies of all responses in the official minutes.

C. The process and procedures for any meeting of the Association shall be set forth in policies adopted by the Board of Directors.

Article VIII: 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 Association's website, or in its membership forms, or both, if the Association has both.

Article IX: Indemnification

1. Every person who is or has been a Director, Officer, Emeritus Advisor, volunteer, or employee of the Association, and any person who may have served at the Association's request as a Director, Officer, Emeritus Advisor, volunteer, or employee, shall be indemnified by the Association against expenses and liabilities reasonably incurred by them in connection with the defense of any pending or threatened action, suit, or proceeding, criminal or civil, to which they are or may be made a part by reason of being or having been such Director, Officer, Emeritus Advisor, volunteer, 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 set forth here, that such Director, Officer, Emeritus Advisor, member, volunteer, or employee met all three of the following conditions:

A. Was not negligent or guilty of misconduct in the performance of their duty to the Association.

B. Acted in good faith in what they reasonably believed to be the best interest of the Association.

C. Has no reasonable cause to believe (in the case of a criminal action, suit or proceeding) that their 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 members of the Board of Directors who are not parties to such action, suit, or proceeding, even if less than a normal quorum.

B. If the Board of Directors so directs, by independent legal counsel in a written opinion.

C. By a majority vote of the membership of the association as defined in Article II Section 2, at a Special Membership Meeting called for the purpose.

Article X: Amendments

1. These Bylaws may be amended, repealed, or altered, in whole or in part, by a majority vote of the Voting Membership groups at a Special Membership Meeting as defined in Article VII Section 1B

2. A proposal to amend the Bylaws submitted with the signatures of five (5) percent or more of the Designated Representatives of all Voting Members shall require the President to call a Special Membership Meeting to consider the proposed amendment. The Special Membership Meeting must be called within 45 days of receipt by the Association of the proposal and the required signatures.

3. The full text of the proposed amendment shall be mailed or emailed to the last recorded address (“address on file”) of the Designated Representatives of each Voting Member in good standing when the mailing is made.

4. The mailing or emailing of the proposed amendment shall be made at least 30 days prior to the Special Membership 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 allowed if and only if one of the following two conditions is met:

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. A two-thirds vote of the Voting Member groups in attendance at that meeting vote in favor of incorporating the alteration into the proposed amendment.

Article XI: Dissolution

The Association may be dissolved by the Board of Directors in the case of bankruptcy or insolvency, or for any or no reason upon a two-thirds vote of all the Voting Member groups at a Special Membership Meeting. Dissolution shall be in accordance with the filing procedures established by the State in which the Association is incorporated, and any States the Association is registered to conduct business in. If the Association is dissolved, all remaining assets will be liquidated.

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