

WHO'S YER GAMERS BYLAWS

ARTICLE I – ORGANIZATION NAME

The name of the organization is Who's Yer Gamers, Inc. (abbreviated as "WYG").

ARTICLE II – PURPOSE

Section 1 – Purpose of the Organization

The purpose of WYG is to promote hobby game-playing in the State of Indiana. WYG will do this through educating our members and the community on the types of games available to them. All references to hobby game-playing refer to the playing of hobby games (e.g., role playing games (both tabletop and live-action), board games, tradeable/collectible card games, etc.) and do not refer to gambling.

WYG will promote hobby game-playing by coordinating events that allow for playing and demonstrating games, by fostering a positive relationship between the hobby games-playing community and the public through planned community service events, providing a communication network for hobby gaming enthusiasts, and other hobby gaming related activities.

ARTICLE III – MEMBERS

Section 1 – Membership

There will be two (2) classifications of membership in the organization: Associate Member and Supporting Member. Any member can be removed by a decision of a simple majority of the Board of Directors.

All memberships shall be effective from 1 January through 31 December of the calendar year in which dues are paid. Due to the supportive nature of dues, there is no pro-rata or refund of dues.

Associate Membership will be granted to any individual who completes registration onsite or on our website(s) for member/social media access, volunteer, and event registration. There will be no dues or voting privileges for Associate Members.

Supporting Membership is granted to individuals who complete the registration process onsite or on our website and pay the corresponding dues. The Board of Directors of the organization may grant Supporting Membership if desired. Supporting members have voting privileges as provided for in Article IV, Sections 1g and 2d, and have complete access to any general benefits of Supporting membership.

ARTICLE IV - GOVERNANCE

The Organization is governed through three groups with separate functions; the Board of Directors, the Officers, and the Council of Elders.

Members of the Board of Directors (the Board, BoD) execute the practical business of the Organization.

The Elected Officers provide leadership and vote on matters before the Board.

The Council of Elders (the Council, CoE) ensures the organization remains aligned with its intended purpose by providing guidance and advice to the Board of Directors.

Section 1 - The Board of Directors

Section 1(a) - Number, Selection, and Term of Office

There shall be no fewer than five (5) members of the Board of Directors (the Board). The Board includes the Officers and approved Appointees.

Appointees are nominated by a current Board member and approved by the Board. Additional voting rights, positions or legal titles, and terms of Appointees are established on a case-by-case basis.

Section 1(b) – Resignation and Removal

Any appointed Board member may submit written notice of resignation to any other Board member; it will be accepted without contest and submitted to the rest of the Board.

Appointed Board members can be removed from the Board by a simple majority vote of the other members of the Board of Directors.

Section 1(c) – Vacancies

Any vacancy in the Board shall be filled for the unexpired portion of the term by a majority vote of the remaining Directors at any regular meeting or special meeting of the Board called for that purpose. Seats vacant beyond the five (5) Officers may remain vacant indefinitely.

Section 1(d) – Duties and Powers

The Board shall be responsible for decision-making regarding the direction and management of the Organization. The Board is also responsible for the execution of the budget in accordance with the Strategic Plan.

The Board will make available the Strategic Plan to all active Supporting Members within thirty (30) days after the Annual Community Report is published. If the Board does not present a Strategic Plan within this thirty (30) day period, the Board will operate using the previously approved Strategic Plan and budget allocation until it is presented.

Section 1(e) – Meetings

Board Members are expected to attend meetings as detailed in Article VI, Sec 2. The Board will decide the frequency of their meetings.

Section 1(f) – Quorum and Adjournments

The organization recognizes a quorum as a simple majority of the voting members of the Board. A quorum must be present for the transaction of business, except as otherwise provided by law, by the Articles of Incorporation, or by these bylaws. Meetings can be held without a quorum present.

Section 1(g) - Board Action

At all meetings of the Board, each director present shall have one vote regardless of additional offices held. The action of a majority of the directors present at any meeting at which a quorum is present shall be the action of the Board, unless otherwise stated in the bylaws.

All votes and their outcomes will be recorded in the Meeting Minutes.

In the event of a tied (deadlocked) vote, the Board Action will be determined by a single vote from the Council of Elders. Council of Elders members serving as Officers will recuse themselves from the CoE deadlock process. If the CoE vote also results in a deadlock, and if the Board has not resolved the issue another way, the matter will be turned over to a majority vote of the active Supporting Members.

Section 1(h) – Compensation

Board Members shall not be paid a salary for their duties; however, they may be reimbursed for expenses related to the performance of their assigned duties, as authorized by the Board. This does not prohibit any Director from being compensated by the Organization for serving in a separate capacity.

Section 2 – The Officers

Section 2(a) – Number, Selection, and Term

The Elected Officers of the Organization shall consist of a President, a Director of Outreach, a Secretary, and a Sergeant-At-Arms . Appointed Officers include a Treasurer and other Officers as designated by the Board of Directors.

Only Supporting members may be nominated to hold office. Elected/Appointed Officers are required to renew their supporting membership while serving in an elected/appointed position.

Terms of office for the Elected Officers shall be two (2) years. The elections for these positions are staggered so that one half (1/2) are elected each year, with the President and Director of Outreach being elected to office on even years, and the Secretary and Sergeant-At-Arms being elected on odd years. Each Elected Officer holds office until their successor takes office after the next General Election or until they resign or are removed.

Due to the nature of the responsibilities of the Treasurer, this office is nominated by the Elected Officers and approved by the Council of Elders. The Treasurer shall hold office until they resign or are removed.

Section 2(b) – Resignation and Removal

Any Elected Officer may submit written notice of resignation to any other Board Member; it will be accepted without contest and submitted to the rest of the Board.

Any officer may be removed, either with or without cause, by one of two methods:

- A simple majority vote among the members of the Council of Elders and the voting members of the Board not being considered for removal; or
- A two-thirds majority vote among the members of the Council of Elders

Section 2(c) – Vacancies

A vacancy of the office of President, Community Director, Secretary, or Sergeant-At-Arms will be filled for the unexpired portion of the term by a majority vote of the Board at an immediate special meeting.

If the Treasurer position becomes vacant, the Elected Officers are responsible for nominating a replacement in an immediate special meeting. The Council of Elders are responsible for approving or rejecting the nomination.

Section 2(d) – Election Procedures

Conducting the election of new Officers is the responsibility of the Elector. The Elector position will be held by the Sergeant-At-Arms, unless that person is running for re-election with opposition. In that case, the election will be overseen by a designated non-interested third party selected by the Board. The Elector will be assumed to be qualified unless any Supporting Member objects to that person. The Elector will also have a designated Deputy Elector to ensure fairness in election ballots & results.

The Elected Officers are nominated by the Supporting Members at a General Election meeting and through e-mail within six (6) weeks after the annual organizational meeting. Members may only accept a nomination in one position.

The Elector and Deputy Elector will accept nominations, prepare the ballot, ensure the ballot is sent to active Supporting Members, tally the votes, and prepare an announcement of the results on behalf of the Board. Supporting Members may vote for one person for each position on the ballot.

Section 2(e) – Duties of Officers

Officers of the Organization shall each have powers and duties that pertain to their respective offices as well as any additional duties specifically decided by the Board.

The President:

- i. Provides direction and leadership for the organization.
- ii. Presides over all meetings of the Board of Directors and General Membership.
- iii. Has a single vote on motions before the Board.
- iv. Represents, or delegates representation of, the organization in matters of importance to the Organization.
- v. Implements the Strategic Plan.
- vi. Provides final review and approval of the Annual Community Report as described in Article VII, Section 1.
- vii. Maintains residency sufficient to attend and conduct periodic obligations on behalf of the organization.

The Community Director:

- i. Seeks opportunities for community involvement in accordance with the Strategic Plan.
- ii. Serves as Vice President of the Organization and has the authority of the President when the latter is absent or temporarily unable to serve.
- iii. Has a single vote on motions before the Board.
- iv. Presents for approval and publishes a Community Engagement Plan in accordance with the Strategic Plan.
- v. Coordinates with other organizations for mutual support of community efforts.
- vi. Manages designated funding and resources for community/charity support and services.
- vii. Partners with Volunteer Coordinator to support community projects.
- viii. Provides the Secretary with written/typed records of results of community activities.
- ix. Provides a summary of community support events and volunteer hours to the Secretary for the Annual Community Report as described in Article VII , Section 1.
- x. Maintains residency sufficient to attend and conduct periodic obligations on behalf of the organization.

The Secretary:

- i. Keeps written/typed records of minutes of the organization meetings.
- ii. Serves for the Community Director when they are absent or temporarily unable to serve.
- iii. Has a single vote on motions before the Board
- iv. Receives input, creates, and disseminates an Annual Community Report within thirty (30) days following the Annual General Meeting in accordance with Article VII, Section 1.
- v. Provides each Board member with a copy or location of all meeting minutes.
- vi. Publishes meeting minutes, by-law amendments, and other such documents to our membership.
- vii. Maintains residency sufficient to attend and conduct periodic obligations on behalf of the organization.

The Sergeant-At-Arms:

- i. Reviews and ensures compliance with current by-laws and mediates disputes.
- ii. Serves for the Secretary when they are absent or temporarily unable to serve.
- iii. Has a single vote on motions before the Board.
- iv. Assesses implementation of the Strategic Plan and provides feedback/resolution as needed.
- v. Serves as the organization's point of contact for internal and external complaints.
- vi. Mediates internal Member and Board conflicts and recommends resolutions to all parties involved.
- vii. Maintains order and procedure at organization meetings.
- viii. Maintains records of complaints received, resolutions recommended, and results.
- ix. Provides reports of any records requested to the Board of Directors when necessary or relevant to issues presented at meetings.
- x. Maintains residency sufficient to attend and conduct periodic obligations on behalf of the organization.

The Treasurer:

- i. Establishes accounts for the organization as approved by the Board.
- ii. Receives, deposits, and disburses all funds as approved by the Board
 - a. If the Annual Community Report is not presented within thirty (30) days after the Annual General Meeting, the Council of Elders approves funding decisions until the Annual Community Report is provided.
- iii. Does not vote on motions before the Board.
- iv. Executes the organization budget in accordance with the Strategic Plan and reports discrepancies to the Board.
- v. Maintains records of all financial transactions.
- vi. Makes all financial records available to Board members and others with Board approval upon request.
- vii. Provides financial information to the Secretary for the Annual Community Report as described in Article VII, Section 1.
- viii. Ensures completion of reports as needed or required by law such as, but not limited to, the annual Business Entity Report to the Secretary of the State of Indiana, State and Federal Annual Tax reporting.
- ix. Maintains reports on membership records including dues paid and donations given.
- x. Represents the organization in handling financial matters and has signature authority for financial obligations with Board approval.
- xi. Maintains residency sufficient to attend and conduct periodic obligations on behalf of the organization.

Officers are expected to attend meetings as detailed in Article VI, Sec 2. The Officers will decide the frequency and scope of any additional Officer meetings.

Section 2(f) – Compensation

Officers serve voluntarily and without compensation.

Section 2(g) – Shares of Other Organizations

Any shareholder rights in other organizations may be exercised on behalf of the Organization by the President or other person the Board authorizes.

Section 3 – The Council of Elders

Section 3(a) – Council of Elders Governance

The Council is separate from the Board of Directors; however, they should have access to Board communications and will be able to vote on Board business in accordance with Article IV Section 1g (only during ties of the board).

The Council consists of active Founders and Sages. Founders created the organization; Sages are nominated, voted, and approved by the Council of Elders based on demonstrated long-term commitment to the purpose and direction of the organization. Sages are considered equal in stature to the Founders.

Founders and Sages hold the given title of their position and “Director” if they serve in a Director’s position.

Founders and Sages, unless removed by a majority vote of the Council, are permanent members of the Council but designate themselves as Active or Inactive.

Original Founders of the Organization are: Lisa Brown, Kenneth G. Goad, Melissa B. Goad, Cody Jones, Thomas B. Place, Matthew Swetnam, and Jim Yancey.

Section 3(b) – Active/Inactive Designation Procedures and Removal

Council members designate themselves as ‘active’ or ‘inactive’ in writing (via electronic means) to any member of the Council or verbally in the presence of two or more Council members. Members elected into the Council have thirty (30) days from notification of selection to declare themselves active or be listed as inactive.

Inactive Council members do not receive notifications of Council/Board meetings, are not called to vote on motions, and are recognized as having abstained. They may be removed from any Council/Board communications.

Council members reactivate themselves in writing (via electronic means) to any member of the Council or verbally in the presence of two or more Council members. Reactivated Council members should allow thirty (30) days to be re-added to formal Council/Board communications.

A Council member may be voted inactive by a simple majority vote of the Council. This may be permanent, for a specific period of time, or until certain conditions are met. Council members inactivated by the Council may petition and be reactivated by the Council by a two-thirds (2/3) majority vote.

The Council will notify the Board regarding changes to its membership.

Section 3(c) – Vacancies

There is no limit to the number of members on the Council and a single remaining active Founder or Sage constitutes a quorum. If there are no Founders or Sages active within the organization and a reasonable effort to contact inactive members to fill the Council fails, the current Board of Directors will nominate Supporting Members to fill the Sage role. Active Supporting Members (except for those nominated) will vote an odd number of Supporting Members to be Sages on the Council.

Section 3(d) – Duties and Powers

The Council may review the Annual Strategic Plan from the Board of Directors that includes WYGs established vision and recommendations for achieving that vision before it is made available publicly.

Council members will not have Board voting privileges except for the removal of Board members, filling Board vacancies, and modifications of the By-laws and/or the Strategic Plan.. Additionally, the Council shall act as a single vote to resolve deadlocks on Board motions (as detailed in Article IV, Section 1g).

A Council member serving as an Officer on the Board votes in accordance with their Officer duties.

The Council is the single entity responsible for approving the Treasurer.

The Council assesses implementation of the Strategic Plan through periodic, but minimum quarterly, updates through the Board.

Council motions will be voted on by individual members of the Council and shall be carried by a simple majority.

Section 3(e) – Compensation

Individual members of the Council serve voluntarily and without compensation.

ARTICLE V – COMMITTEES

The Board of Directors may designate an Executive Committee and one or more other committees.

The committees' powers and functions are determined by the Board.

Committees determine the place and time of committee meetings.

The committees of the Organization shall keep regular minutes of their proceedings, and report these minutes to the Board of Directors within 15 days of the meeting.

ARTICLE VI – MEETINGS

Section 1 – Types

There shall be two types of Official meetings: Board and General.

All official meetings are to be brought to order and adjourned by the President or designee and follow a provided agenda of old business and new business with a recap of action item assignments before the end of the meeting.

Section 2 – Frequency

A General Meeting and a Board Meeting will be held at least once annually. The Annual General Meeting will be scheduled by the Board and may be in conjunction with the Annual Board Meeting. A minimum notice of three (3) months will be provided on the Organization's website, applicable social media, and e-mail.

Other General and Board meetings may be held as needed. One (1) week electronic notice is required for meetings other than the Annual General Meeting.

Section 3 – Public Meeting

Board meetings will be limited to members of the Board of Directors and Council of Elders.

General meetings will be open to the Supporting members and the public with the Supporting members given the opportunity to be recognized and present motions. Supporting members will also have the ability to nominate persons for election and vote for officers or regarding motions presented.

Section 4 – Additional Meetings

Other meetings and discussions may be held as necessary to prepare for programs and conduct day to day operation of the organization.

Section 5 – Emergency Board Meeting

Any Director may hold an Emergency Board Meeting.

Emergency Board Meetings are meetings that are held without 5 days advance notice, and the person recording the meeting minutes should note that the attendees were given short notice (waiver of notice).

The attendance of any Director at an Emergency Board Meeting shall constitute their acknowledgement of their waiver of any and all objections to the place of such meeting, or the manner in which it has been called or convened. Any Director may state at the beginning of the meeting any objection to the transaction of business because the meeting is not lawfully called or convened.

Section 6 – Notice and Waiver

Attendees of any meeting shall be given at least five days' written notice delivered by mail, facsimile, or electronically to their physical or electronic address. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail with postage prepaid.

ARTICLE VII – BOOKS, RECORDS AND REPORTS

Section 1 – Annual Reports

The Treasurer of the Organization or their designee shall prepare annual or other reports required by law and shall provide copies to the Board of Directors, Council of Elders, and Officers.

The Secretary will create an Annual Community Report within thirty (30) days following the Annual General Meeting. If Officers do not present the Annual Community Report to the Board within this thirty (30) day period, the Council of Elders will assume responsibility for approving expenditures until it is published.

Section 2 – Permanent Records

The Organization shall keep current and correct records of the accounts, minutes of the meetings and proceedings, and membership records (if any) of the Organization.

These items will be kept digitally in a location determined by the Tech Director or Secretary.

Any such records shall be in written form or in a form capable of being converted into written form (such as audio recorded meetings).

Section 3 – Inspection of Corporate Records

Upon request, any relevant books, records, accounts, documents, and minutes are open and available to the public. Such requests must be made in writing to the Board of Directors, and include the reason for the request. Furthermore, these items will be made available electronically as technology and resources allow.

ARTICLE VIII – FISCAL YEAR

The fiscal year of the Organization shall be the calendar year (January 1 – December 31), the tax year of the Organization for federal income tax purposes

ARTICLE IX – CORPORATE SEAL

The Board of Directors may adopt, use, and modify a corporate seal. Failure to affix the seal to corporate documents shall not affect the validity of such documents.

ARTICLE X – AMENDMENTS

Section 1 – Articles of Incorporation

The Articles of Incorporation may be amended by the Board of Directors.

Section 2 – Bylaws

Bylaws may be amended by the Board of Directors.

Voting to approve Bylaws amendments are done by the active members of the Council of Elders and the voting members of the Board of Directors.

ARTICLE XI – INDEMNIFICATION

Section 1 – Indemnification

Any Officer, Director, volunteer, Council member, or employee while acting on the behalf of the Organization shall be indemnified against all legal expenses and liabilities and held harmless to the full extent allowed by law.

Section 2 – Insurance

The Organization may, but is not required to, obtain insurance providing for indemnification of Officers, Directors, volunteers, Council members, and employees.

ARTICLE XII – MEDIA AND MEDIA ENGAGEMENT

Section 1 – Use of Media and Media Engagement

Communication and use of media shall be conducted in a manner reflecting the purpose, ethics, and professionalism of the organization.

Written or oral statements to organization members and the public should be vetted to the maximum extent possible and at a minimum, reviewed by the Secretary and/or other individuals designated by the Board.

Statements should be made from standardized e-mail addresses and social media accounts attributable to the organization, except under special circumstances approved by the Board.

Section 2 - Authorized Communications

No Member is authorized, except those on the Board of Directors and individuals designated by the Board, to speak on behalf of the Organization. Questions from any media source should be directed to the Secretary or individuals designated by the Board.