



# **IGDA Election Policies and Procedures Manual**

Last Edited: Dec 16, 2011

## **Introduction**

The purpose of this document is to lay out, as clearly and unambiguously as possible, the policies and procedures governing the IGDA election for directors. It was the intent of the founding directors that elections be conducted fairly, efficiently, and with dignity and decorum. These policies and procedures are designed to meet those goals.

If any part of this document is in conflict with the Bylaws, the Bylaws supercede it. The Board of Directors has the power to interpret this document.

## **Election Process Overview**

1. Board candidates are nominated.
2. Nomination Committee reviews candidates and confirms the final election slate.
3. Membership votes.
4. Election results announced
5. Board members take office.

## **Qualifications of Directors**

The qualifications to serve as a Director are specified in the Bylaws, and are as follows:

1. The Director must be a member in good standing.
2. The Director must have been a member in at least two (2) membership years prior.
3. The Director must adhere to the Board of Directors Code of Ethics.

Further:

4. Directors must have read the Bylaws of the IGDA and agree to be bound by its terms.

## Responsibilities of Directors

As the governing body of the IGDA, the Board of Directors has a great deal of responsibility. Beyond the commitment to be prepared for and attend meetings, and be engaged in the work of the organization, Directors understand that:

1. They must focus on the mission and strive to keep it relevant and meaningful.
2. They must participate in critical fundraising activities on behalf of the organization.
3. They provide financial oversight, and ultimately have fiduciary responsibility over the organization.
4. They must ensure legal and ethical integrity, and maintain accountability.
5. They must ensure effective organizational planning, thinking strategically for the long-term success of the organization.
6. They strive to enhance the IGDA's public standing and be advocates of the organization within the community.
7. They ensure the IGDA has adequate resources to fulfill its mission.
8. They determine, monitor and strengthen the organization's programs and services.
9. They oversee, evaluate and direct the Executive Director.

## Annual Election Schedule

The following is the rough schedule for the election cycle. If any of these dates should fall on a weekend or holiday, or if the Board of Directors needs to schedule around an industry event, the *next most appropriate date* will be selected.

- **January 3rd:** Nominations for elections are opened.
- **January 29th:** Nominations are closed. All nominations must be received by the set date. All members of record as of this date may vote.
- **January 30th:** Nomination Committee begins review process to select final slate.
- **February 21st:** Candidates are reviewed, confirmed; final slate provided to Board by Nomination Committee.
- **February 24th:** Election materials are emailed to all members of record. Voting commences.
- **March 18th:** End of voting; e-ballots are counted.
- **April 1st:** Newly elected Directors take their seats; officers are appointed. The new board members and officers are announced to the membership and press.

# Nominations

## *Nomination Procedures*

### **Members**

Any member who meets the qualifications above may nominate him- or herself for election to the Board of Directors, by following the procedure below.

### **Directors**

Any director whose seat is coming up for election may nominate him- or herself for reelection by following the procedure below. Directors in elected seats currently serving on the Board whose seats are *not* coming up for election may not nominate themselves for election to a different seat.

### **Procedure**

Any member in good standing may request that a nomination package be emailed to him or her at any time during the nomination period. The request should be sent by email to the Executive Director of the IGDA. The package will be emailed within three business days.

The nomination package will include:

- Bylaws
- Articles of Incorporation
- Code of Ethics
- Board Member Expectations
- This election manual
- A nomination certificate
- IGDA Annual Report from most recent year

Candidates should print, sign and fax or email back the nomination certificate on or before the nomination deadline.

All nominees are required to certify:

1. That they meet the qualifications to serve as a Director.
2. That they have read the Bylaws of the IGDA and agree to be bound by its terms.
3. That they acknowledge the responsibilities and expectations of a Director.
4. That they have read the IGDA Election Policies and Procedures Manual.
5. That they have written endorsement supporting their candidacy from 10 IGDA peers who were members in good standing at the time of nomination.

Note that all governing documents and past annual reports are available from the IGDA web site:

<http://www.igda.org/about/>

## ***Candidates' Statements***

Each candidate will have the opportunity of publishing a statement that will be published to the IGDA web site and emailed to members as part of the election materials.

This statement may be no more than 400 words long. Any statements longer than 400 words will be returned to the candidate and the candidate will be asked to provide a shorter one. If no statement of 400 words or less is provided before the close of nominations, the election materials will state that no statement was provided.

Candidates are advised to maintain a professional tone focus their statements on their personal philosophy, priorities and goals for the organization (e.g., 3/4 of statement). It is acceptable for candidates to provide some background on themselves (e.g., 1/4 of statement).

Candidates must send their statements to the Executive Director via email, on or before the close of nominations.

No candidate's statement will be edited for any reason. However, the Executive Director reserves the right to require edits or revisions if it is deemed that a candidate's statement contains inaccuracies, false statements or inappropriate language or content.

## ***Credit for Volunteerism/Contributions***

Candidates who have volunteered for and/or contributed to the work of the IGDA in an official capacity will have their efforts credited and listed below their statement. These credits do not count against the 400-word limit of their statement. Some examples would be:

- CityX Chapter Coordinator
- CommitteeX Chairperson, 2001-2003
- Online ForumX Moderator
- SIGX White Paper Co-Author

The Executive Director will work with each candidate to ensure that all such credits are accurate and appropriately attributed.

## ***Nomination Deadline***

Candidates must return their signed nomination certificate (via fax or email) and candidate statement (via email) by the close of business (5pm PST) of the designated nomination deadline date.

## ***Withdrawal***

Candidates who want to withdraw from the election before the election materials are emailed to members should notify the Executive Director of the IGDA.

## ***Candidate Confirmation***

Nominations must be confirmed and candidates selected for the final slate by an independent Nomination Committee comprised of former IGDA Board members selected by the current IGDA Executive Committee. The committee, convened on an ad hoc basis, will review the candidate statements, conduct interviews as needed, and will put forward a final slate of candidates. This final slate of candidates shall be comprised of no more than twice the number of candidates than there are board seats available. (e.g. if there are 2 seats open for election, the final slate shall be no more than 4 individuals.) The nomination committee shall recommend the final slate of candidates, and that slate will need to be ratified by the IGDA Board of Directors.

## **Elections**

### ***Inspector of Elections***

The Executive Director is the appointed inspector of elections. The inspector is responsible for tabulating the ballots on election day.

### ***Election Materials***

On the date set for commencing the voting period, the election materials will be emailed to each member of record as of the close of nominations. The materials will include the candidates' statements and a web link to a unique online voting ballot. The ballots will indicate the number of open seats, the number of ballots required to constitute a quorum (20% of the members of record) and will list the names of candidates in alphabetical order, with equal prominence given to each.

### ***Voting Procedure***

IGDA directors are elected by "approval voting", in which members are entitled to vote for as many or as few candidates as they like, including all or none, regardless of the number of seats open for election. The candidates receiving the most votes will be elected.

Each member should mark his or her online ballot and submit it prior to the voting deadline. The online ballot will prevent members from repeat voting.

## ***Election Day***

After the close of business on the voting deadline date, the inspector of elections will count the submitted ballots and determine if a quorum has voted. If less than a quorum has voted, the inspector of elections will inform the Board of Directors that the election is void. If a quorum has voted, the inspector will tally the votes and determine the winning candidates according to the rules specified above.

## **Void Election**

In the event a void election, the Directors' seats to be filled shall be declared vacant and a majority of the remaining Directors shall select the Directors to fill such vacancies at their discretion.

## ***Election Results***

The results of the election will be announced to the membership and the media at the start of the new term.

## ***Withdrawal or Disqualification***

### **Withdrawal Procedure**

Candidates who want to withdraw from the election after the election materials have been emailed to members should notify the Executive Director.

### **Effect of Withdrawal or Disqualification**

If any candidate withdraws or is disqualified from the election before the ballots have been counted, votes for the candidate will not be counted. If a winning candidate withdraws or is disqualified after the ballots have been counted and before he or she has taken his or her seat, the non-winning candidate receiving the next highest number of votes will be elected. If no non-winning candidate is available, the seat will be declared vacant by the board.

## ***Board Term***

Elected Directors serve three (3) year terms on the Board.

# IGDA Nomination Certificate

Please complete this Nomination Certificate, sign it and return it to the IGDA via fax +1 (856)-423-3420) or email to [gordon@igda.org](mailto:gordon@igda.org). The Certificate must be received by the close of business, February 14th, 2011.

Name: \_\_\_\_\_

Street Address: \_\_\_\_\_

City: \_\_\_\_\_

State/Province: \_\_\_\_\_

Country: \_\_\_\_\_

Zip/Postcode: \_\_\_\_\_

Phone: \_\_\_\_\_

Email: \_\_\_\_\_

I hereby nominate myself for election to the Board of Directors of the International Game Developers Association. In consideration of my being accepted as a candidate, I certify that:

- I have read the bylaws of the IGDA, and I agree to abide by its terms throughout my term of office;
- I have read the Board of Directors Code of Ethics and agree to abide by its terms throughout my term of office;
- I meet the qualifications for Director of the IGDA as specified in the bylaws;
- I have read the IGDA Election Policies and Procedures Manual;
- I have read and agree to adhere to the IGDA Board Member Exepctions; and
- I understand the significance of being a Director and accept the responsibility of governing the IGDA.
- I have endorsements from at least 10 IGDA members in good standing.

\_\_\_\_\_  
Signature of Nominee

\_\_\_\_\_  
Date

# IGDA Nomination Certificate

## Candidate Endorsements

1. Member Name	Member Email	IGDA Membership #
2. Member Name	Member Email	IGDA Membership #
3. Member Name	Member Email	IGDA Membership #
4. Member Name	Member Email	IGDA Membership #
5. Member Name	Member Email	IGDA Membership #
6. Member Name	Member Email	IGDA Membership #
7. Member Name	Member Email	IGDA Membership #
8. Member Name	Member Email	IGDA Membership #
9. Member Name	Member Email	IGDA Membership #
10. Member Name	Member Email	IGDA Membership #



## **IGDA BOARD OF DIRECTORS**

### **CODE OF ETHICS**

The Board of Directors of the International Game Developers Association (“IGDA”) is committed to conducting its business in accordance with ethical and professional standards, and therefore has adopted the principles set forth below as organizational policy.

Each member of the Board of Directors shall:

1. Act with honesty and integrity.
2. Exercise loyalty to the IGDA, acting in the best interests of the organization and taking no action that would undermine or impede the activities of the IGDA.
3. Adhere to high standards of professional conduct, in particular regarding meeting attendance, preparedness, objectivity, mutual respect, courtesy, and candor.
4. Comply with all applicable laws and regulations.
5. Maintain the confidentiality of all proprietary and competitively sensitive or valuable information of the IGDA.
6. Respect the principles of free competition as embodied in the antitrust laws.
7. Support the protection of the assets of the IGDA, including intellectual property.
8. Encourage IGDA staff to alert the Board of Directors to potential misconduct or violations of law without fear of retribution.



## **IGDA BOARD MEMBER EXPECTATIONS**

Last Edited: July 2011

Members of the IGDA Board of Directors are expected to be actively engaged in the governance of the IGDA. At a minimum Board members shall:

- Attend Board Meetings
  - Missing 25% of meetings in a 12 month period will result in review by the Governance Committee
  - Missing 40% of meetings in a 12 month period will result in expulsion from the Board
- Be on time for the Board of Directors meetings
- Have read the minutes prior to the Board meeting and verified they are accurate to your recollection
- Read the financial reports and ask questions to enable your understanding
- Attend committee meetings for any committees you are part of
- Ensure that committee updates from your committees are posted prior to the Board meeting,
  - Provide reports to the Board from your committees for inclusion in the minutes
- Conform to the Board Code of Ethics

Failure to follow these expectations shall be documented by the secretary.

**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION OF**  
**INTERNATIONAL GAME DEVELOPERS' ASSOCIATION, INC.**

To: Business Programs Division  
Sacramento, CA

The Undersigned certify that:

**FIRST:** They are the president and the secretary, respectively, of International Game Developers' Association, Inc., a California corporation.

**SECOND:** The Articles of Incorporation of this Corporation are amended and restated to read as follows:

I.

The name of the Corporation is International Game Developers' Association, Inc.

II.

(a) This Corporation is a nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law. The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under such law.

(b) The specific purposes of this Corporation are:

1. To foster information exchange and communication among professionals of the global digital game development community;
2. To provide a common voice for digital game developers and be an advocate on issues affecting the community;
3. To increase the recognition and respect of digital game developers and the art form of digital games;
4. To provide guidance and support to the next generation of digital game developers; and
5. To perform and support any other activities toward improving and promoting the industry.

III.

Notwithstanding any of the above statements of purposes and powers, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any power that are not in furtherance of the specific purposes of this Corporation.

**THIRD:** The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the board of directors.

**FOURTH:** The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the required vote of the members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: January \_\_, 2005

Signed By: \_\_\_\_\_  
Jesse Schell, President

Signed By: \_\_\_\_\_  
Brian Reynolds, Secretary

BYLAWS OF THE  
**International Game Developers' Association, Inc.**  
(Rev. December 2011)

**ARTICLE I**  
OFFICE AND REGISTERED AGENT

Section 1. Principal Office. The principal office of the International Game Developers' Association, Inc. (the "IGDA") shall be in the State of New Jersey or at such other location as the Board of Directors of the IGDA deems appropriate.

Section 2. Registered Office and Agent. The IGDA shall have and continuously maintain a registered office and a registered agent in the State of California, as required by the State of California Nonprofit Corporation Act. The registered agent shall be either an individual resident of the State or a corporation authorized to transact business in the State.

**ARTICLE II**  
PURPOSES

Section 1. Purposes. The purposes for which the IGDA is formed are as set forth in the Articles of Incorporation.

Section 2. Nonpartisan Activities. The IGDA has been formed under the California Nonprofit Mutual Benefit Corporation Law for public purposes and it shall be nonpartisan.

**ARTICLE III**  
MEMBERSHIP

Section 1. Classes and Qualifications. The Board of Directors shall determine and set forth in separate documents the qualifications, dues, terms, and other conditions of each class of member. There shall be the following classes of members:

- a. Individuals: Individual members shall consist of any natural person that is involved with digital games or the game development community, and who meet any additional requirements for individual membership as may be imposed by the Board of Directors from time to time.
- b. Organizational: Organizational members shall consist of any organization that is involved with digital games or the game development community, and that meets any additional requirements for organizational membership as may be imposed by the Board of Directors from time to time. Organizational members do not have voting rights.

- c. Honorary Members: The Board of Directors may designate individuals who do not qualify under the foregoing categories as honorary members, using such criteria as the Board may develop. Honorary members do not have voting rights.

Section 2. Dues and Privileges. Each member shall pay annual dues as determined from time to time by the Board and shall receive full benefits of the IGDA. Each member shall be assigned a unique member number. Should the member's membership in the IGDA be terminated, the member's number will not be reassigned, but will remain associated with that person in the IGDA's records. The member number will serve to identify the member for the purposes of voting, claiming benefits, etc.

Section 3. Voting Rights. Each entitled member shall have one vote. No member shall be entitled to cumulate votes. The members shall be entitled to vote on the following matters:

- a. The election of directors;
- b. The disposition of all or substantially all of the assets of the IGDA; and
- c. The merger or dissolution of the IGDA.

Only individual members in good standing shall have the right to vote on these, and any such other issues as the Board may choose to bring before the members.

Section 4. Membership Meetings.

- a. There shall be an annual meeting of the members upon such date, time and place, as the Board shall determine. During the annual meeting, voting members shall have the right to vote on matters that the Board may choose to bring before the members. Voting on all other matters is expressly reserved for the Board of Directors.
- b. Special meetings of the members may be called by the Chair of the Board or upon the request of five (5) percent of the voting members. The issues addressed and voted on at any Special Meeting will be limited to the issue presented in the request or as set by the Chair in calling the meeting.

The Special Meeting will be comprised of four parts:

1. Notice: Members shall receive not less than 35 days prior notice of commencement of voting period stating the purpose of the special meeting.
2. Discussion: During that 35 day run up to the voting period positions of the interested parties and other discussions regarding the subject of the meeting will be facilitated by the Executive Director. Such discussion shall commence no less than 21 days prior to commencement of the vote.

3. Meeting: In the discretion of the Board of Directors, any special membership meeting shall be held at a designated place or in whole or in part by means of electronic transmission.

4. Vote: The Executive Director will determine the methodology and procedure to vote on the issue. Such procedure shall be by electronic means for a period of not less than 14 days and reasonably accessible to all eligible IGDA members. Only members eligible to vote on the date notice is given for the meeting shall be allowed to vote at a special meeting.

Section 5. Quorum. For the purposes of removal of a member of the Board of Directors a quorum shall consist of twenty (20) percent of the total members eligible to vote on the date notice is given for the meeting. For all other membership actions a quorum shall consist of one-third (1/3<sup>rd</sup>) of the total members eligible to vote on the date notice is given. A majority of the votes cast at a meeting at which a quorum is achieved shall constitute the action of the members.

Section 6. Removal. Any member may be removed from membership if the member (a) has failed to pay its annual dues for thirty days after such dues have become due; (b) the Member has demonstrated a lack of integrity or unethical behavior, as determined by the Board of Directors, or (c) upon the affirmative vote of at least seventy-five (75) percent of the members.

#### ARTICLE IV BOARD OF DIRECTORS

Section 1. Powers. There shall be a Board of Directors of the IGDA, which shall supervise and control the business, property, and affairs of the IGDA, except as otherwise expressly provided by law, the Articles of Incorporation of the IGDA, or these Bylaws.

Section 2. Number and Qualifications. The Board of Directors of the IGDA shall be composed of six (6) elected individuals and three (3) appointed and ex-officio seats (view Article IV, Section 5 below).

The number of directors may be decreased, but no decrease shall have the effect of shortening the term of any incumbent director.

All Directors are required to be members of the IGDA as of the time of their election, and to have been a member in at least two (2) membership years prior. All Directors must remain as members in good standing of the IGDA for the duration of their term and adhere to the Board of Directors Code of Ethics.

Section 3. Election. Elections of Directors shall be conducted in accordance with the Election Procedures Policy adopted by the Board of Directors. A quorum for the election of Directors shall be twenty (20) percent of the members as of the record date.

Section 4. Term of Office. Elected Directors on the Board of Directors shall serve for a term of three (3) years.

Section 5. Special Appointed Directors. At the discretion of the Board of Directors, up to three (3) individuals may be appointed to voting seats on the Board for a term of from one (1) to three (3) years.

Section 6. Ex-Officio Director. The outgoing Chair of the Board shall be given the title of Chair Emeritus. If the Chair Emeritus' full elected term as a board member is complete, he/she shall be appointed to an ex officio voting seat on the Board for a one (1) year term.

Section 7. Resignation. Any director may resign at any time by giving written notice to the Chair of the IGDA. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the Chair of the IGDA.

Section 8. Removal. Any director may be removed from such office, with or without cause, by a majority vote of the voting members of the IGDA at any regular meeting, or special meeting of the members called expressly for that purpose, provided the vote resulting from said meeting meets Quorum as defined in Section 5 of Article III of these Bylaws. In addition, the Board of Directors may declare vacant the office of any Director who fails or ceases to meet any required qualification that was in effect at the beginning of that Director's current term of office.

Section 9. Vacancies. Vacancies may be filled immediately by appointment by the Board of Directors, or may remain open until the next following Board election at which time they will be filled in the same manner as the other open board seats.

Section 10. Regular Meetings. A regular annual meeting of the Board of Directors of the IGDA shall be held each year, at such time, day, and place as shall be designated by the Board of Directors.

Section 11. Special Meetings. Special meetings of the Board of Directors may be called at the direction of the Chair or by a majority of the voting directors then in office, to be held at such time, day, and place as shall be designated in the notice of the meeting.

Section 12. Notice. Notice of the time, day, and place of any regular meeting of the Board of Directors shall be given at least fifteen (15) days previous to the meeting and in the manner set forth in Section 2 of Article VII. Notice of the time, day, and place of any special meeting shall be given at least four (4) days previous to the meeting if notice is given by first class mail or overnight delivery, and at least two (2) days previous to the meeting if notice is given by facsimile, electronic mail, or hand delivery. The purpose for which a special meeting is called shall be stated in the notice. Any director may waive notice of any meeting by a written statement executed either before or after the meeting. Attendance and participation at a meeting without objection to notice shall also constitute a waiver of notice.

Section 13. Quorum. A majority of the directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 14. Manner of Acting. Except as otherwise expressly required by law, the Articles of Incorporation of the IGDA, or these Bylaws, the affirmative vote of a majority of the directors present at

any meeting at which a quorum is present shall be the act of the Board of Directors. Each director shall have one vote. Voting by proxy shall not be permitted.

Section 15. Unanimous Email Consent In Lieu of a Meeting. The Board of Directors may take action without a meeting if there is unanimous email consent to the action by all of the directors.

Section 16. Telephone Meeting. Any one or more directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar telecommunications device, which allows all persons participating in the meeting to hear each other. Participation by telephone shall be equivalent to presence in person at the meeting for purposes of determining if a quorum is present.

Section 17. Conflicts of Interest.

(a) In the event that any director has a potential conflict of interest that might properly limit such Director's fair and impartial participation in Board deliberations or decisions, or create the appearance of a conflict of interest, such director shall inform the Chairman of the Board, or his/her designee, in advance as to the circumstances of such conflict. A conflict of interest can include any matter which relates to a Director, the Director's immediate family member or any organization or corporation to which the Director may have an allegiance. For the sake of clarity, this also includes, but is not limited to appointment to the Board of Directors to other industry-related organizations or appointment to industry related committees or advisory Boards. The Board, at its sole discretion, may deem those circumstances to require recusal from specific future deliberations on related topics where there is or may be a conflict. The Board may also request from the director any appropriate related non-confidential information that might inform its decisions.

(b) The minutes of the Board meeting shall reflect disclosure of any conflict of interest and the recusal of that particular Director.

(c) Should any Director become aware of a potential or actual conflict of interest involving a fellow Director that has not been disclosed, he or she shall ask the fellow Director to disclose the conflict, and if the fellow Director does not do so, shall bring the matter to the attention of the Board of Directors.

Section 18. Code of Ethics. Board members are committed to conducting themselves in accordance with ethical and professional standards, and therefore shall behave in conformance with the IGDA Code of Ethics adopted by the Board of Directors.

## **ARTICLE V OFFICERS**

Section 1. Officers. The officers of the IGDA shall consist of a Chair, a Vice-Chair, a Secretary, and a Treasurer. The IGDA shall have such other assistant officers as the Board of Directors may deem

necessary, and such officers shall have the authority prescribed by the Board. One person may hold more than one office, other than the offices of Chair and Secretary.

Section 2. Election of Officers. The Board of Directors shall appoint the Chair, Secretary and Treasurer of the IGDA at the start of every term. The appointment of the Vice-Chair shall be done six (6) months after the start of the term.

Section 3. Term of Office. The Chair, Secretary and Treasurer of the IGDA shall be installed at the start of each new Board term and shall hold office for one (1) year until the start of the next term, or until their respective successors shall have been duly appointed. The Vice-Chair shall be installed six (6) months into the Board term and shall hold office for the lesser of one (1) year, until the end of their full elected Board term, or until they are appointed into a different officer position.

Section 4. Resignation. Any officer may resign at any time by giving written notice to the Chair of the Board. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then immediately.

Section 5. Removal. Any officer may be removed from such office, with or without cause, by a majority vote of the Board of Directors.

Section 6. Vacancies. The Board of Directors shall fill a vacancy in any office for the unexpired term.

Section 7. Chair. The Chair shall give active direction and have control of the business and affairs of the IGDA. He or she may sign contracts or other instruments, which the Board of Directors has authorized to be executed, and shall perform all duties incident to the office of Chair as may be prescribed by the Board of Directors.

Section 8. Vice-Chair. The Vice-Chair shall prepare to serve as Chair the following term. The Vice-Chair shall support the work of the Chair and fulfill the duties of the Chair in the Chair's absence. The Vice-Chair shall perform such other duties as may be assigned by the Board of Directors. While this is a preparatory role, the Vice-Chair is not guaranteed the Chairpersonship in the next term and must still follow standard officer election procedures.

Section 9. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors; see that all notices are duly given in accordance with the provisions of these Bylaws, ensure staff members keep corporate records; and in general perform all duties incident to the office of Secretary and such other duties as may be assigned by the Board of Directors.

Section 10. Treasurer. The Treasurer shall be responsible for and oversee all financial administration of the IGDA. The Treasurer shall ensure staff members properly receive and give receipts for moneys due and payable to the IGDA and deposit all such moneys in the name of the IGDA in appropriate banks, and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Board of Directors.

## **ARTICLE VI COMMITTEES**

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each consisting of two or more directors, which committees shall have and exercise the authority of the Board of Directors in the governance of the IGDA. However, no committee shall have the authority to amend or repeal these Bylaws, elect or remove any officer or director, adopt a plan of merger, or authorize the voluntary dissolution of the IGDA.

Section 2. Executive Committee. Between meetings of the Board of Directors, the affairs of the IGDA may be conducted by the Executive Committee, which shall have the authority of the board (except as noted in Article VI, Section 1 above). The membership of the Executive Committee shall consist of the Chair, Vice-Chair, Chair Emeritus, Secretary, and the Treasurer. The Chair Emeritus shall serve on the Executive Committee for the first six (6) months of the term. The Vice-Chair, once appointed, shall serve on the Executive Committee for their full term.

Section 3. Other Committees and Task Forces. The Board of Directors may create and appoint members to such other committees and task forces as they shall deem appropriate. Such committees and task forces shall have the power and duties designated by the Board of Directors, and shall give advice and make non-binding recommendations to the Board.

Section 4. Term of Office. Each member of a committee shall serve for one year until the next annual meeting of the Board of Directors and until a successor is appointed, unless the committee is sooner dissolved or otherwise defined to have shorter terms.

Section 5. Vacancies. The Chair of the Board may fill vacancies in the membership of committees.

Section 6. Rules. Each committee and task force may adopt rules for its meetings not inconsistent with these Bylaws or with any rules adopted by the Board of Directors.

## **ARTICLE VII EXECUTIVE DIRECTOR**

There shall be an Executive Director who shall be paid by the IGDA. The Executive Director shall be the Chief Executive Officer of the IGDA, and shall, subject to the control of the Board of Directors, have general supervision, direction, and control of the business and affairs of the IGDA. The Executive Director shall be selected by the Board and work under the direction of the Board. The Board shall fix the terms and conditions of his or her engagement.

## **ARTICLE VIII MISCELLANEOUS PROVISIONS**

Section 1. Fiscal Year. The fiscal year of the IGDA shall be the calendar year.

Section 2. Notice. Whenever under the provisions of these Bylaws notice is required to be given to a director, officer, or committee member, such notice shall be given in writing by first-class mail or overnight delivery service with postage prepaid to such person at his or her address as it appears on the records of the IGDA. Such notice shall be deemed to have been given when deposited in the mail or the delivery service. Notice may also be given by facsimile, electronic mail, or hand delivery, and will be deemed given when received.

Section 3. Private Inurement. No part of the net income or assets of the IGDA shall ever inure to the benefit of any director, officer or to the benefit of any private persons.

## **ARTICLE IX INDEMNIFICATION**

Unless otherwise prohibited by law, the IGDA shall indemnify, to the extent of insurance coverage, the Executive Director and any director or officer or any former director or officer, and may by resolution of the Board of Directors indemnify any other employee, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a director, officer, or employee, if he or she acted in good faith and in a manner he or she reasonably believed to be in the best interests of the IGDA and, in the case of a criminal proceeding, had no reasonable cause to believe their conduct was unlawful.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, or employee. The IGDA may advance expenses or, where appropriate, may itself undertake the defense of any director, officer, or employee. However, such director, officer, or employee shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

The Board of Directors shall also authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability incurred by him that arises out of such person's status as a director, officer, employee, or agent, whether or not the IGDA would have the power to indemnify the person against that liability under law.

## **ARTICLE X AMENDMENTS TO BYLAWS**

These Bylaws may be amended or new Bylaws adopted upon the affirmative vote of a majority of the voting members, or by a majority vote of the Board of Directors.

## IGDA Annual Report 2010

### A word from the Chair

Dear Members and Friends:

2010 was a tough year for a lot of people in the industry, and the IGDA felt the impact of it just as many of you did. Looking back, I firmly believe that we have emerged from 2010 a much stronger, and better organization than we were before. The changes we made, have better enabled the Board and our staff to focus on doing everything we can to amplify the efforts of all of you, our members and volunteers.



The IGDA's mission is to advance the careers and enhance the lives of game developers. In the last several months, we've begun thinking of this as a single key phrase that embodies all that we strive to do:

### **Developers helping Developers**

Whether it's local chapters hosting meetings, SIGs focusing on their specific interests, or advocacy efforts on Quality of Life, Diversity, Legal Issues and more. All of these actions come down to Developers helping other Developers to do what they do. The game industry is filled with some of the most amazing and talented people in the world, and it is our privilege to help each of you share your talents with your peers.

You did some amazing things this year, and a few of the most significant highlights from 2010 are outlined below. However, this only scratches the surface of what was accomplished, and I would like to thank you personally, and on behalf of the entire IGDA, for everything that you have done. Thank you for sharing your time and energy with your peers, and thank you for continuing to volunteer your time to help improve the industry for everyone in the years ahead.

Sincerely,  
Brian Robbins  
Chair, IGDA Board of Directors  
Founder, Riptide Games  
brian@igda.org

## 2010 Highlights

### Global Game Jam

The Global Game Jam continues to grow and is by far the largest and most International program the IGDA does. The latest event held January 28-30, 2011 saw over 7,000 participants in 170 locations create over 1,500 games. This year we worked with ACM to help promote the event to ACM members worldwide. We also had new partnerships with GameSpy, and GameSauce that are helping to provide more visibility to some of the games and teams that came out of the event.



GGJ 2011 Fukuoka, Japan

### US Supreme Court Amicus Brief

The IGDA worked with the Academy for Interactive Arts and Sciences to submit an Amicus Brief to the US Supreme Court in support of the Entertainment Merchants Association and the Entertainment Software Association in the SCHWARZENEGGER vs EMA case. The case heard oral arguments on November 2<sup>nd</sup> and a decision is expected to be issued later this year.

### 2010 IGDA MVP Awards & Lifetime Achievement Award

The 2010 MVP Recipients were Wendy Despain, Marta Daglow and Heather Chandler. Bob Bates was also recognized as Person of the Year and received an honorary Lifetime Membership in recognition of his service to the IGDA.

### Gordon Bellamy Executive Director

Gordon Bellamy was made Executive Director in November, 2010. Gordon was previously chair of the Board of Directors and had served as Interim Executive Director since August. Gordon brings an incredible level of passion and energy to the role and we are excited to have him lead us forward.



### Leadership Forum

The IGDA Leadership Forum continues to be the premier event for Production and Leadership education and training. The 2010 event had keynotes by PopCap's John Vehey, WB Games' Laura Fryer and THQ's Danny Bilson.

### IGDA Foundation

The IGDA Foundation held its first ever IGDA Foundation Charity Dinner at the close of the Leadership Forum. The dinner featured a detailed interview of Will Wright interviewed about game design by John Romero as part of the ongoing efforts of the Romero Archives to



Will Wright and John Romero at the IGDA Foundation Charity

document the history of game design and designers. The Foundation also continued its support of IGDA Special Interest Groups, granting the Fourth Annual Eric Dybsand Memorial Scholarship for AI Development. This provided the recipient, Gabriel Deyerle, with an all access pass to GDC, a \$250 travel stipend and being an honored guest at the Annual AI Dinner.

## Community

Our 81 chapters and 31 SIGs continue to be the primary way most members interact with the IGDA. Chapters represent and support the local game development industry and the SIGs provide the same community and industry development around professional topics of interest. These groups are the heart of our grass roots organization. We are constantly looking for new ways to support and promote them. This past year saw a concerted effort for better networking and communication between leaders through Facebook, email and weekly leadership conference calls.

## IGDA Perspectives Newsletter

The IGDA Perspectives newsletter was completely revamped this year primarily through the direction of its Editor in Chief, Beth Aileen Lameman, and Cat Wendt. Sent out monthly via email and posted online, this publication provides IGDA news, and further insight and education about many of the topics covered by our SIGs and Chapters.

## Healthy Games Challenge

In May 7 US locations held a 48-hour Healthy Games Challenge Game Jam sponsored by the Games for Health Project and Games Health Research. 22 games were created with the goal to motivate kids to eat better and be more physically active.



Aaah! Condiments! by Sabrina Haskell and David Culyba

## Staff Changes

We revised our relationship with Talley Management Company who has provided back office support and staffing for a number of years.

We continue to retain their accounting and meeting planning services, but have hired our own staff to handle the majority of the day-to-day operations. Sheri Rubin is our Operations Manager, Ryan Arndt is our Global Community Manager and Susan La Sky (Sky) is in charge of Business Development.

## Simplified Financials and Statistics

### Statement of Activities

January - December 2010, 2009, 2008

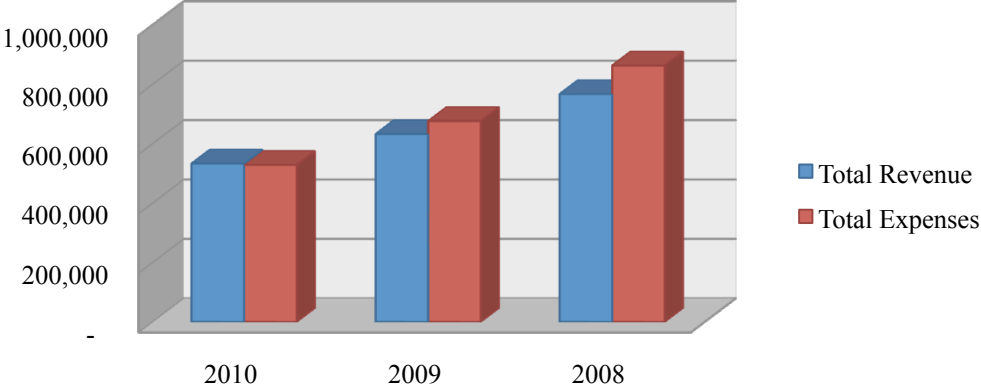
Revenue	2010	2009	2008
Membership, Studio & Partner Dues	\$318,063	\$443,363	\$519,283
Advertising & Sponsorship Revenue	86,957	106,875	131,550
Interest Income	97	371	2,054

Fiscal Agency Income	-	-	403
Loss on sale of office equipment	-	-	-
Miscellaneous	13,667	-	-
Managed Events	115,336	82,689	114,837
<b>Total Revenue</b>	<b>534,120</b>	<b>633,298</b>	<b>768,127</b>
<b>Expenses</b>			
Administrative	101,099	187,072	200,474
Member Programs & Meetings	428,448	490,134	663,860
<b>Total Expenses</b>	<b>529,547</b>	<b>677,206</b>	<b>864,334</b>
<b>Net Surplus/Deficit</b>	<b>\$4,573</b>	<b>\$(43,908)</b>	<b>\$(96,207)</b>

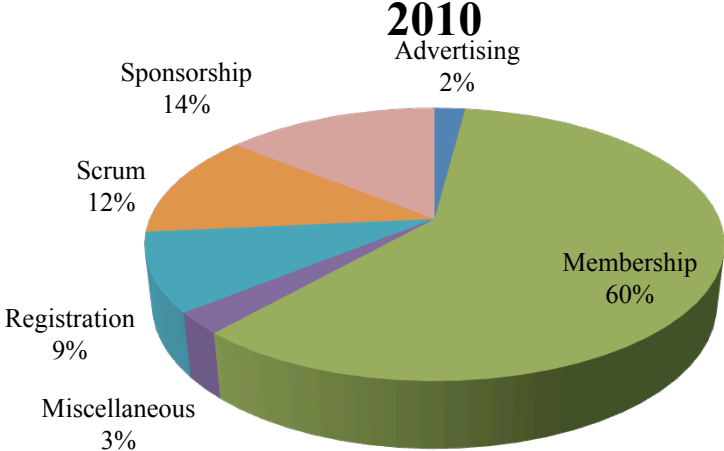
**Statement of Financial Position  
As of December 31st 2010, 2009, 2008**

<b>Assets</b>	<b>2010</b>	<b>2009</b>	<b>2008</b>
Current Assets			
Cash	\$63,480	\$107,086	\$245,288
Accounts Receivable	55,318	38,105	23,774
Prepaid Expenses	5,287	11,933	15,785
Deposits		-	-
<b>Total Assets</b>	<b>\$124,085</b>	<b>\$157,124</b>	<b>\$284,847</b>
<b>Liabilities &amp; Net Assets</b>			
Current Liabilities			
Accounts Payable and Accrued Expenses	23,937	\$80,839	\$117,053
Payroll Taxes Payable	-	-	-
Deferred Revenue	239,799	195,351	243,241
Chapter Payables	4,008	29,167	28,878
<b>Total Liabilities</b>	<b>267,744</b>	<b>305,357</b>	<b>389,172</b>
Unrestricted Net Deficit	(143,660)	(148,233)	(104,325)
<b>Total Liabilities &amp; Net Deficit</b>	<b>\$124,085</b>	<b>\$157,124</b>	<b>\$284,847</b>

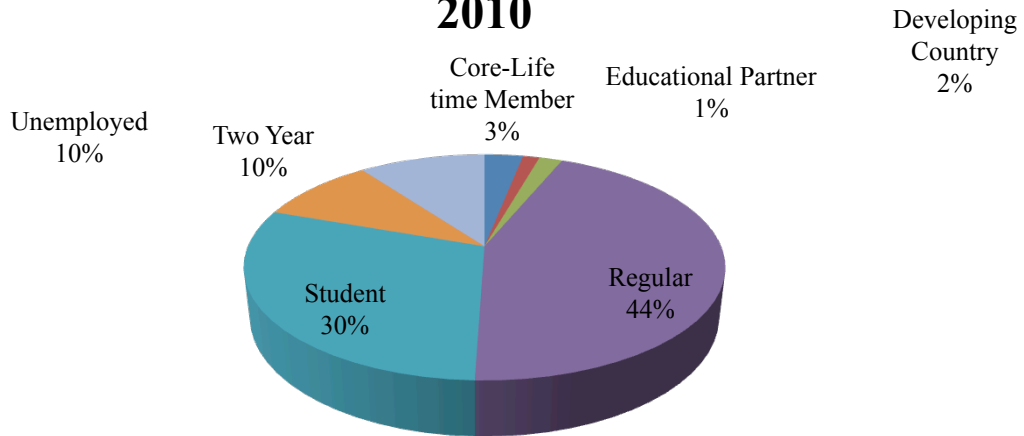
### Revenue over Expenses



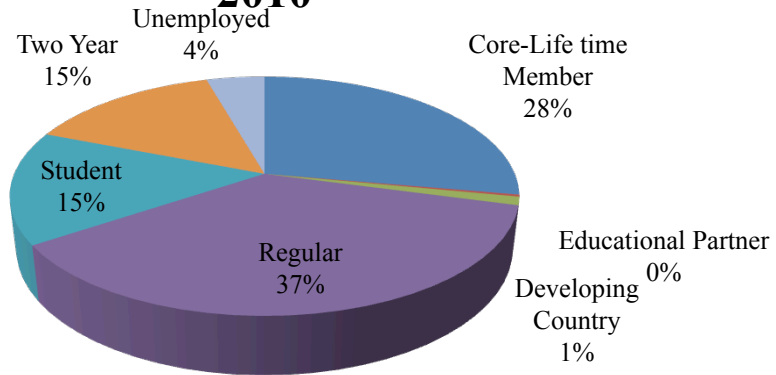
### Revenue by Type - Accrual Basis



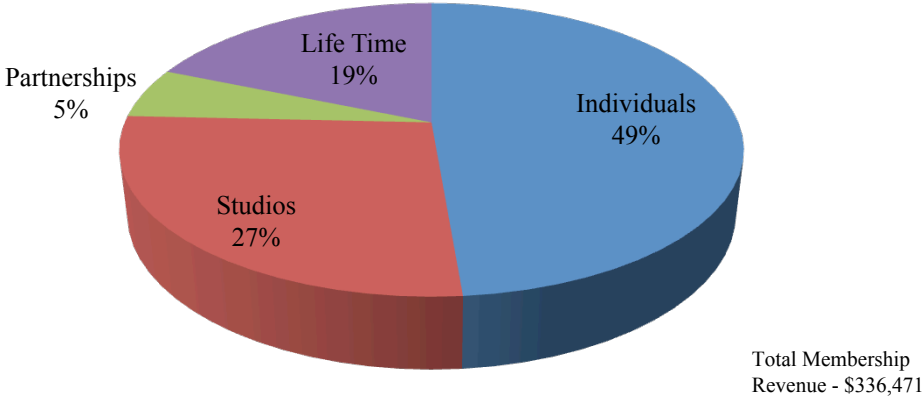
## Membership Joins/Renewals by Type 2010



## Membership Revenue by Type - Cash Basis 2010



# 2010 Actual Membership Revenue Cash Basis



## Thank You

All of the great work we have done this year would not be possible without the belief of our members, the work of our volunteers, and the support of our partners, affiliates and sponsors. You are the heart of the IGDA, and we cannot thank you enough!