

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.