

GREAT FALLS GAMING RENDEZVOUS INC.

BYLAWS

A Nonprofit Organization

Article 1

Name

1.01 Name. The Name of this Corporation shall be the Great Falls Gaming Rendezvous, Inc (“GFGR”). The business of this corporation may also be conducted as Great Falls Gaming Rendezvous.

1.02 Name Change. GFGR may, at its pleasure, change its name by vote of a majority of the Board of Directors (the “Board”). Any such name change shall be done by filing notice of the use of an assumed name by GFGR or by amendment to the Bylaws of GFGR and the Articles of Incorporation with the State.

Article 2

Mission and Powers

2.01 Mission. GFGR is a volunteer-based organization dedicated to:

- a) promoting the societal benefits of gaming of all types including board games, role-playing games, live action role playing, table-top real time strategy, collectible card games, video games, and the preservation of those games for future generations;
- b) the education of the public on the benefits of writing works of high fantasy, science fiction, horror, adventure, suspense/mystery, and the plethora of other genres, and;
- c) facilitating the hobby of gaming to: a) provide an outlet for creativity for the public and the membership and b) to explore how possible past or future events might have occurred, or may occur through the medium of gaming.

2.02 Nonprofit Status and Exempt Activities Limitation.

- a) **Nonprofit Legal Status.** GFGR is a Montana nonprofit public benefit organization, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code (the “Code”), as amended from time to time, and any reference to a specific section of the Code shall be deemed to include any future corresponding section of the Code.
- b) **Exempt Activities Limitation.** Notwithstanding any other provision of these Bylaws, no Director, Officer, employee, Member, or representative of GFGR shall take any action or carry on any activity by or on behalf of GFGR not permitted to be taken or carried on by an organization exempt under Code Section 501(c)(3), or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of GFGR shall inure to the benefit or be distributable to any Director, Officer, Member, or other private person, except that GFGR shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.
- c) **Distribution Upon Dissolution.** Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Code Section 501(c)(3), or shall be distributed to the federal government or to a state or local government, for a public purpose. Any assets not disposed of shall be disposed of by the District Court of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes

Article 3

Membership

3.01 Classes of Membership. Except as otherwise provided by law, by the Articles of Incorporation, or by these Bylaws, the number of classes, qualifications, rights, privileges, dues,

fees, responsibilities, and the provisions governing the withdrawal, suspension, and expulsion of Members shall be determined by the Board of Directors. Except as may otherwise be required by law, the Articles of Incorporation, or these Bylaws, any right of Members to vote and any right, title or interest in or to GFGR, its properties and franchises, shall cease and divest upon termination of Membership, except that liability of a Member for sums due GFGR shall survive such termination unless otherwise expressly provided by the Board of Directors.

3.02 Dues. Annual Membership dues for voting Members and any dues for Affiliates shall be determined by the Board of Directors.

3.03 Voting Rights. Except as otherwise provided in these Bylaws, each Active Member shall be entitled to one vote on each matter upon which Members have voting rights.

Article 4

Meetings of Members

3.01 Annual Meeting. The annual meeting of the Membership will be held on the last day of the Great Falls Gaming Rendezvous Convention in the month of October in each year, beginning with the year 2012 at the hour of 8:00 o'clock a.m. The primary purpose of the Annual Meeting shall be to elect the Board of Directors. If the election is not held on the day designated in this Agreement for the annual meeting of the Members, or at any adjournment of the meeting, the Board will cause the election to be held at a special meeting of the Members as soon afterward as it may conveniently be held.

3.02 Notice of Annual Membership Meeting. Written notice may be communicated in person, facsimile, or other form of electronic, wire, or wireless communication, or by mail or private carrier to the correct address or authenticated electronic identification, as provided by Montana law, as shown in GFGR's record of Members. Members may participate in a meeting of the Members by means of a conference telephone call or similar remote communication. Participation by conference telephone call or similar remote communication shall constitute presence in person at a meeting. Remote communication shall include communication made by conference telephone call, internet, electronic, remote technology, or similar communication through which all participants in the meeting have the opportunity to read or hear the

proceedings substantially concurrent with their occurrence, vote on matters submitted to the Members, pose questions, and make comments.

3.03 Business to be conducted at the Annual Membership Meeting. The following business or reports shall be conducted and presented at the Annual Membership Meeting.

- a) Election of Directors. Election of Directors to serve on the Board, unless elections are otherwise held by written ballot in accordance with these bylaws.
- b) Financial Report. The most recent year's activities and financial report will be presented to the membership.
- c) Business Plan. The upcoming year's business plan and budget describing the activities of GFGR will be presented.
- d) Any Other Matter Requiring Member Approval. Action by the Members on any other matter requiring Member approval or on which the Board requests Member advice or approval may occur, subject to proper notice under Montana law.

3.04 Nomination and Election of Directors.

- a) Unless the Board determines to conduct the election by written ballot in accordance with these Bylaws, a slate of nominees for Directors for the Board shall be presented to the voting Members at the Annual Membership meeting. Additional nominations for Directors may be made by five at the annual Membership meeting.
- b) The Board shall hold, if for any reason (including lack of a quorum) the election does not occur at the Annual Membership meeting, within 40 days after the Annual Membership meeting. If the election is conducted by written ballot before the Annual Membership meeting, the Board shall solicit names of nominees from the membership in any reasonable manner before finalizing the slate of nominees and shall include any person on the ballot as a nominee who five or more members recommend as a Director if that person satisfies the eligibility requirements for being a Director.

3.05 Special Meetings. Special meetings of the membership, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President, by any two members of the Board of Directors, or upon written request/petition of at least one fifth of the

Active Members who shall state in writing to the Board the purpose of such meeting. Members may participate in a meeting of the Members of a conference telephone call or similar remote communication. Participation by conference telephone call or similar remote communication shall constitute presence in person at a Special Meeting.

3.06 Quorum. Ten percent (10%) of the number of Active Members then in good standing present in person or by proxy shall constitute a quorum for the transaction of any business. If at any meeting of the Members there is less than a quorum present, a majority of those present may adjourn the meeting, without further notice, until a quorum is obtained.

3.07 Proxies. At all meetings a Member may vote by proxy executed in writing by the Member or by his duly authorized attorney-in-fact. The proxy must be filed with the President of GFGR before or at the time of the meeting. No proxy may be valid after three months from date of execution, unless otherwise provided in the proxy.

3.08 Corporation's Acceptance of Votes. If the name signed on a vote, consent, waiver, or proxy appointment corresponds to the name of a Member or is the authenticated electronic identification of a Member, GFGR, if acting in good faith, may accept the vote, consent, waiver, or proxy appointment and give it effect as the act of the respective Member. Authenticated electronic identification shall include any e-mail address or other electronic identification designated by a user, including a corporation, for electronic communications.

3.09 Action by Written Ballot. Any action requiring Member approval that may be taken at a meeting of the Members may be taken without a meeting if GFGR delivers a written ballot to every Member entitled to vote on the matter and conducts the vote in accordance with Montana law. A written ballot must set forth each proposed action, and provide an opportunity to vote for or against each proposed action. GFGR may deliver a written ballot by electronic communication as long as a Member gives consent. Consent by a Member to receive notice by electronic communication in a certain manner constitutes consent to receive a ballot by electronic communication in the same manner.

Article 4

Board of Directors

4.01 Number of Directors. GFGR shall have a Board of directors consisting of five (5) Directors.

4.02 Powers. Except as otherwise provided by law, all corporate powers are exercised by or under the authority of the Board and the affairs of GFGR are managed under the direction of the Board.

4.03 Terms. All Directors will be elected to serve five (5) year terms from the date of his/her election unless he/she resigns or is removed before the term expires.

4.04 Resignation and Removal of Board Members.

- a) Any Board Member may resign at any time by giving written notice to the President or to all of the members of the Board of Directors and, unless otherwise specified therein, the acceptance of the resignation will not be necessary to make it effective.
- b) Board Members may be removed by either:
 - 1) A majority vote of the Board of Directors then in office if the Board Member misses two (2) or more; or
 - 2) A two thirds vote of the Active Membership at the Annual Meeting.

4.05 Vacancies. A vacancy in any Board Member position may be filled for the unexpired portion of the term by the remaining members of the Board of Directors.

4.06 Salaries. Great Falls Gaming Rendezvous Inc. Board Members shall serve without compensation for their services as Board Members. The Board of Directors may elect to compensate Officers, appointed by the Board of Directors. No officer may be prevented from receiving such compensation by reason of the fact that he is also a member of the Board of Directors for Great Falls Gaming Rendezvous Inc.

4.07 Board of Director Meetings.

- a) **Regular Meetings.** The Board shall meet on a quarterly basis or four (4) times a year. Regular meetings of the Board may be held without further notice; however, the Board President shall use best efforts to send an electronic or written reminder of regular meetings a minimum of ten (10) days before the meeting.
- b) **Special Meetings.** Special meetings of the Board may be called by the President or by any three members of the board. A special meeting must be

preceded by at least 2 days' notice to each Director of the date, time, place, and purpose of the meeting.

- c) **Notice of Board Meetings.** Notice stating the place, day and hour of the meeting and, in case of a special meeting, the purposes for which the meeting is called, must be delivered not less than three (3) days before the date of the meeting, either personally, by mail, or by e-mail (if the Director has previously consented to notice by e-mail – see MCA §35-2-530), to each member of the Board of Directors of record entitled to vote at the meeting. If mailed, the notice will be deemed to be delivered when deposited in the United States mail, addressed to the Board Member at his address as it appears on the books of Great Falls Gaming Rendezvous Inc., with postage prepaid. When all the Board Members of Great Falls Gaming Rendezvous Inc. are present at any meeting, or if those not present sign in writing a waiver of notice of the meeting, or subsequently ratify all the proceedings of the meeting, the transactions of the meeting are as valid as if a meeting were formally called and notice had been given.
- d) **Special Notice Provisions.** If a purpose of the meeting is to consider (i) an amendment to the Articles of Incorporation, (ii) a plan of merger, (iii) the sale, lease, exchange, or disposition of all or substantially all of GFGR's property, or (iv) the dissolution of GFGR, then a notice must be given to each Director at least seven (7) days before the meeting stating the purpose, and the notice must be accompanied by a copy of or summary of the proposed amendment, plan of merger, transaction for the disposition of property, or proposed dissolution.
- e) **Waiver of Notice.** Any Director may waive notice of any meeting, in accordance with Montana law.

4.08 Manner of Acting.

- a) **Quorum.** One-third (1/3) of the Directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the Board.

- b) **Vote.** The act of the majority of the voting Directors present at a meeting at which a quorum is present shall be the act of the Board, unless otherwise specified in these Bylaws or required by law. Each Director shall have one vote. The Officer presiding at the vote shall not have a vote except in the case of a tie at which point the presiding officer will cast the deciding vote.
- c) **Order of Business.** The order of business at all Board of Directors meetings of Great Falls Gaming Rendezvous Inc. shall be as follows:
 - 1) Roll Call.
 - 2) Proof of notice of meeting or waiver of notice.
 - 3) Reading of minutes of preceding meeting.
 - 4) Report of the President.
 - 5) Reports of Committees.
 - 6) Unfinished Business.
 - 7) New Business.
- d) **No Proxy Voting.** Directors may not vote or sign Board resolutions or consents by proxy.
- e) **Participation.** Directors may participate in a regular or special meeting through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting, including in person or by telephone conference call or similar remote communication.

4.09 Action Without Meeting. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof. Such action may be taken by e-mail if an electronic copy of the resolution is printed out, signed and returned to the Secretary by all Directors. Such consent shall have the same effect as a unanimous vote and shall be placed in the minutes book by the Secretary.

4.10 Qualifications. Any Active Member is eligible to stand for election to the Board of Directors. An Active Member is a person who has participated as a Great Falls Gaming Rendezvous Officer, Great Falls Gaming Rendezvous Board Member, or Great Falls Gaming Rendezvous Volunteer, during the preceding calendar year.

Article 5

Officers

5.01 Officers. The officers shall consist of a president, one or more vice presidents, a secretary, and a treasurer

5.02 President. The President will be the chief executive officer of Great Falls Gaming Rendezvous Inc. responsible for the general overall supervision of the business and affairs of Great Falls Gaming Rendezvous Inc. When present, he will preside at all meetings of the Members and the Board of Directors. The President may sign, on behalf of GFGR, deeds, mortgages, bonds, contracts or other instruments which have been appropriately authorized to be executed, by the Board of Directors except in cases where the signing or execution is expressly delegated by the Board of Directors or by these Bylaws or by Statute to some other Officer or Agent of Great Falls Gaming Rendezvous Inc.; and, in general, he will perform all duties as may be prescribed by the Board of Directors from time to time. The President will effectuate these Bylaws, directives of the Board of Directors, and the decisions of the Members. The President will direct and supervise the operations of Great Falls Gaming Rendezvous Inc.

5.03 Vice President. In the event the President is unable or unwilling to fulfill his duties, the Vice President shall assume the duties of the President until the Board of Directors meets and appoints a new President.

5.04 Treasurer. The Treasurer is the chief financial officer for GFGR. The Treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of GFGR, are made available to the Board of Directors on a timely basis or as may be required by the Board of Directors and to the Membership at the annual meeting. The Treasurer shall perform all duties properly required by the Board of Directors or the Board Chair. The Treasurer may appoint, with approval of the Board, a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the Treasurer.

3.01 Secretary. The Secretary shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members, board of directors, and committees having any of the authority of the board of directors; and shall keep at its registered

office or principal office in this state a record of the names and addresses of its members and shareholders entitled to vote. The Secretary shall provide a copy of the Articles of Incorporation and current Bylaws to each newly elected member of the Board of Directors.

3.02 Other Officers. Great Falls Gaming Rendezvous Inc., at the discretion of the Board of Directors, may have additional Officers including, without limitation, one or more Vice-Presidents, and one or more Secretaries.

3.03 Removal of Officers. Any appointed Officer may be removed at any time by a majority vote of the Board of Directors with or without cause.

3.04 Terms. All Officers are elected to serve one (1) year terms.

3.05 Board Members may only hold one position on the Board of Directors. A single individual may be nominated for more than one position on the Board of Directors. However, once an individual is elected to a position on the Board of Directors, his/her name must be withdrawn as a candidate for any other positions on the Board of Directors.

3.06 Qualifications of Officers. In addition to the qualifications listed in Section 5.10 all Officers must be 18 years of age.

Article 4

Board Committees

4.01 Committees.

- a) **Standing and Special Committees.** The committees of the Board shall be standing and special, and each Board committee shall have membership, duties, and powers established in these Bylaws and the Board resolution or charter creating the committee. Standing committees perform continuing functions on behalf of the Board. Special committees perform specific, limited tasks of the Board. In addition to the standing committees established in these Bylaws, the Board may establish standing and special committees by Board action or resolution.
- b) **Creation of Committees and Appointment of Members.** All Board committees shall be created by the Board of Directors, and the Board shall appoint all committee members and fill any vacancies; provided, however, that the Board of Directors may create interim special committees of the Board

and establish their membership between meetings of the Board, subject to Board ratification at the next regular or special meeting of the Board. Each committee must be composed of two or more voting Directors and may include non-director members without the power to vote.

4.02 Committee Manner of Acting. The provisions of these Bylaws which govern meetings, manner of acting, action without meetings, notice, waiver of notice, and quorum and voting requirements of the Board shall apply to committees of the Board and their members.

Article 5

Fiscal Matters

5.01 Fiscal Year. The fiscal year of Great Falls Gaming Rendezvous Inc. will begin on the first day of January and end on the last day of December each year, unless otherwise determined by resolution of the Members.

5.02 Deposits. All funds of Great Falls Gaming Rendezvous Inc. will be deposited from time to time to the credit of Great Falls Gaming Rendezvous Inc. in the banks, trust companies or other depositories as the Board Members may select.

5.03 Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, and all notes or other evidences of indebtedness issued in the name of Great Falls Gaming Rendezvous Inc. will be signed by the Treasurer and the President.

5.04 Loans. No loans may be contracted on behalf of Great Falls Gaming Rendezvous Inc. and no evidences of indebtedness may be issued in its name unless authorized by a resolution of the Board of Directors. Any such authority may be general or confined to specific instances.

5.05 Contracts. The Board of Directors may authorize any Officer or agent of Great Falls Gaming Rendezvous Inc., in addition to the President, to enter into any contract or execute any instrument in the name of and on behalf of Great Falls Gaming Rendezvous Inc., and such authority may be general or confined to specific instances.

5.06 Accountant. An Accountant may be selected from time to time by the Board of Directors to perform such tax and accounting services as may be required from time to time. The Board of Directors may remove the accountant without assigning any cause.

5.07 Legal Counsel. One or more Attorney(s) at Law may be selected from time to time by the Board of Directors to review the legal affairs of Great Falls Gaming Rendezvous Inc. and to perform other services as may be required and to report to the Board of Directors with respect to those services. The Board of Directors may remove the Legal Counsel without assigning any cause.

Article 6

Books and Records

6.01 Books and Records. The books and records of Great Falls Gaming Rendezvous Inc. must be kept at the principal office of Great Falls Gaming Rendezvous Inc. or at other places, within or without the state of Montana, as the Board of Directors from time to time determine.

6.02 Right of Inspection. Any Member of record will have the right to examine and make copies, at his own expense, at any reasonable time or times for any purpose, the books and records of account, minutes and records of Great Falls Gaming Rendezvous Inc. Any agent or attorney of the Member may make the inspection upon prior notice and upon presentation of representation in the case of an attorney or agent authorizing them to act on behalf of the Member. On the written request of any Member, Great Falls Gaming Rendezvous Inc. must provide its most recent financial statements, showing in reasonable detail its assets and liabilities and the result of its operations. The Treasurer may provide the past years bank statements in lieu of financial statements to satisfy this requirement.

6.03 Financial Records. All financial records will be maintained and reported based on generally acceptable accounting practices.

Article 7

Misc.

7.01 Conflict of Interest. The Board shall adopt and periodically review a conflict of interest policy to protect GFGR's interest when it is contemplating any transaction or arrangement which may benefit any Director, Officer, Member, or any other organization that the above may be affiliated with.

7.02 Actions Regarding Membership and Ownership Interests. The Board shall exercise membership powers and ownership interests, if any, either by Board action in accordance with these Bylaws.

Article 8

Amendments

8.01 Amendments. Except for those amendments reserved to the Members by law, these Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the Board of Directors. In accordance with Montana law, amendments that relate to the number of directors, the composition of the board, the term of office of directors, the method or way in which directors are elected or selected, or termination or cancellation of members or classes of voting members must be voted upon by the voting Members.

CERTIFICATE OF ADOPTION OF RESTATED BYLAWS

I do hereby certify that the above amended and restated Bylaws of the Great Falls Gaming Rendezvous, Inc., were approved by the Board of Directors on 10 10, 2020 and do now constitute a complete copy of the Bylaws of the Corporation, superseding all previously adopted Bylaws and amendments.