

**BYLAWS  
OF THE  
IGDA FOUNDATION**

**ARTICLE 1**

**NAME**

The name of this non-profit corporation is the **IGDA Foundation**. It is hereinafter referred to in these Bylaws as the Foundation.

**ARTICLE II**

**MEMBERSHIP**

There shall be no members of the Foundation.

**ARTICLE II**

**BOARD OF TRUSTEES**

1. **General Powers.** The property, affairs, and business of the Foundation shall be managed and controlled by its Board of Directors who will be referred to as its Board of Trustees. The Board of Trustees may by general resolution delegate to officers of the Foundation and to committees such powers as provided for in these Bylaws.

2. **Composition.** The Board of Trustees shall consist of seven (7) members, three (3) of which shall be current or former elected members of the IGDA Board of Directors at the time of their appointment ("Board" seat), nominated by the Board of Trustees and approved by the IGDA Board of Directors, and three (3) of which will be nominated by the Board of Trustees and approved by the Board of Directors of the IGDA from the general membership of the IGDA, which may include former IGDA Board members, and who will have been active members of the IGDA for a minimum of two (2) full years prior to the commencement of their term as Trustee ("At-Large" seat). In addition, each year the IGDA Board of Directors will select one of its board members to serve a one year term on the Foundation Board of Trustees ("Active Director" seat).

3. **Terms.** The terms of members of the Board of Trustees will serve for a three (3) year term. The members of the Board of Trustees will serve staggered terms with two Trustees, one Board seat and one At-Large seat, that will each be replaced, or reappointed, at the end of their respective three (3) year term. The Active Director seat will be form one (1) year only. At the time of the adoption of these By Laws, the Board member Trustees will determine which among them will serve remaining one, two and three year terms.

4. Resignation and Removal. Any Trustee may resign at any time by giving written notice to the Chairperson. 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 Chairperson or Board of Trustees. In addition, any Trustee may be removed, with or without cause, only by the Foundation Board of Trustees.

5. Vacancies. Vacancies among the Trustees, whether caused by resignation, death, removal, or expiration of a term, may be filled only by the Board of Trustees, subject to the approval of Directors of IGDA. Only the IGDA Board of Directors can replace the Active Director seat.

6. Meetings. Meetings of the Board of Trustees may be held in person or by telephone conference. The Chairperson of the Board of Trustees shall provide the date and time for the holding of the annual meeting of the Board, and any other regular meetings of the Board. Special meetings of the Board of Trustees may be called by the Chairman, or by a majority of the voting Trustees then in office, who may fix the time and date for holding any special meeting.

7. Quorum. The presence in person, or in a telephone conference, of a majority of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Trustees are present in person at said meeting, a majority of the Trustees present may adjourn the meeting from time to time without further notice.

8. Manner of Acting. The act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees, unless the act of a greater number is required by law or by these Bylaws. Trustees may attend a meeting by telephonic or similar equipment by means of which all persons participating in the meeting can hear each other.

9. Informal Action. Any action required by law to be taken at a meeting of Trustees, or any action that may be taken at a meeting of Trustees, may be taken without a meeting if a consent in writing, including by email, setting forth the action so taken, shall be assented to by all of the Trustees.

### **ARTICLE III**

#### **OFFICERS**

1. Officers. The officers of the Foundation shall be a Chairperson, a Secretary, and a Treasurer. The Board of Trustees may elect such other officers or agents as it shall deem desirable and such officers shall have the authority and perform

the duties prescribed from time to time by the Board of Trustees. Any two or more offices may be held by the same person.

2. Selection. The Chairperson of the Foundation will be nominated by the Board of Trustees and approved by the IGDA Board of Directors. The remaining officers of the Foundation shall be elected annually by the Board of Trustees at its annual meeting. If the election of these officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified. The Chairperson of the Foundation shall also be the Chairperson of the Board of Trustees.

10. Removal. Any officer may be removed as an officer by the Board of Trustees whenever in its judgment the best interests of the Foundation would be served thereby.

11. Vacancy. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Trustees for the unexpired portion of the term.

#### **ARTICLE IV**

#### **COMMITTEES**

1. Authority. The Board of Trustees may designate and appoint one or more committees of its members, each of which shall consist of at least one Trustee who shall act as Chairperson of that Committee. These Committees will prepare and present specific proposals to the Trustees for their consideration and authorization and, upon authorization of the Trustees carry out the administration of such proposal.

#### **ARTICLE V**

#### **CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

1. Contracts. The Board of Trustees may authorize any officer or officers, agent, or agents of the Foundation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation and such authority may be general or confined to specific instances.

2. Checks. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Foundation, shall be signed by such officer or officers, agent, or agents of the Foundation and in such manner as shall from time to time be determined by resolution of the Board of Trustees. In the absence of

such determination by the Board of Trustees, such instruments shall be signed by the Treasurer or by the Chairperson of the Foundation.

3. Deposits. All funds of the Foundation shall be deposited from time to time to the credit of the Foundation in such banks, trust companies, or other depositories as the Board of Trustees may select.

4. Funds. The Board of Trustees may accept on behalf of the Foundation any contribution, gift, bequest, or devise for the general purposes to be deposited in the General Account or appropriately designated sub accounts. Contributions specifically designated for Special Project Accounts will be deposited into separate sub accounts. The Foundation will create and maintain these discreet separate sub accounts that are related to specific Special Projects of the Foundation as established from time to time by the Trustees. The funds in such sub accounts will be kept separate from the general foundation account. However, 10% of all contributions designated for these Special Project sub accounts will be deposited into the General Account. Aside from this 10% contribution, funds in each of these sub accounts will be allocated only to the purposes of the Special Project to which the sub account is assigned. Furthermore, the funds in any such sub account may only be transferred into the general account of the Foundation on the unanimous vote of the all active members of the Board of Trustees of the Foundation, not by a mere majority or quorum.

## **ARTICLE VI**

### **BOOKS AND RECORDS**

The Foundation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Trustees and committees having any of the authority of the Board of Trustees.

## **ARTICLE VII**

### **FISCAL YEAR**

The fiscal year of the Foundation shall begin on the first day of January and end on the last day of December.

## **ARTICLE VIII**

### **INDEMNIFICATION**

Any present or former Trustee, officer, or employee of the Foundation, or other such persons so designated in the discretion of the Board of Trustees, shall be

indemnified by the Foundation, subject to the limits of insurance coverage secured by the Foundation, against all reasonable costs, expenses, and counsel fees paid or incurred in connection with any action, suit, or proceeding to which any such person or his or her legal representative may be made a party by reason of his or her being or having been such a Trustee, officer, or employee serving or having served the Foundation, except in relation to matters as to which he or she shall be found guilty of negligence or misconduct in respect of the matters in which indemnity is sought. .

## **ARTICLE X**

### **PROCEDURE**

The rules of procedure for the Foundation shall be based on the rules contained in the most recent edition of Robert's Rules of Order where they are not inconsistent with the provisions of the Articles of Incorporation or these Bylaws or rules adopted by the Board of Trustees. The Board may employ a relaxed form of Roberts Rules so long as all actions are clear and there are no objections.

## **ARTICLE XI**

### **AMENDMENTS TO BYLAWS**

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the Board of Trustees and approved by the Board of Directors of IGDA.