



# GSA Bylaws

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BYLAWS OF THE GAMING STANDARDS ASSOCIATION

(DBA International Gaming Standards Association)

Version 9

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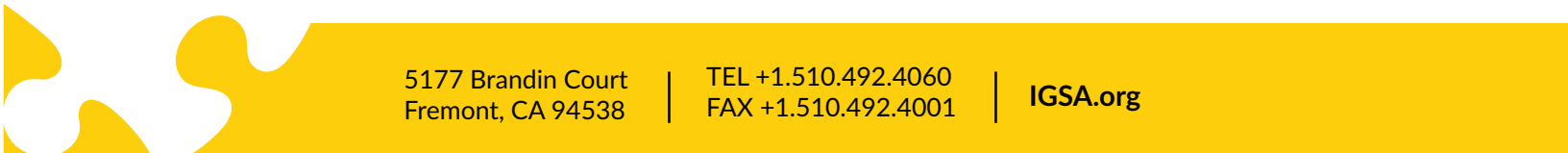
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# ARTICLE 1 PURPOSES AND OBJECTIVES

## 1.1 Corporation Name

The name of this corporation is the Gaming Standards Association (the "Corporation"). The Corporation may be referred to herein as "GSA".

## 1.2 Non-Profit Status

The business of the Corporation shall not be conducted for the financial profits of its members, but shall be conducted for the mutual benefit of its members.

## 1.3 Scope and Charter

GSA is an international trade association representing gaming manufacturers, suppliers, and operators. It facilitates the identification, definition, development, promotion, and implementation of open standards to enable innovation, education, and communication for the benefit of the entire gaming industry.

## 1.4 Joint Venture

In working toward the achievement of its stated purpose, the Corporation and its members intend to engage in cooperative activities as a "joint venture", as defined in the National Cooperative Research And Production Act of 1993 ("NCRPA") and to seek the benefits of the NCRPA. If deemed appropriate by the Corporation, the Corporation will make a filing under and in accordance with the NCRPA and will update that filing to reflect changes in the filed information when such changes occur. Any member may, if it wishes, make one or more filings under and in accordance with the NCRPA to maintain its status under that Act. The Corporation and its members are individually and collectively committed to open competition in the development of products, technology, and services, and the members are not restricted hereunder in any way from designing, developing, marketing and/or procuring hardware, software, systems, technology or services. Implementation or use of specific communication standards for gaming equipment will be voluntary, and no member shall agree to or be obliged to nor be deemed to have agreed to implement them solely by virtue of participation in the Corporation.

## 1.5 Antitrust Compliance

Notwithstanding anything contained herein to the contrary, these Bylaws shall not authorize the Corporation directly or indirectly to engage in anything incidental to or connected with the purposes set forth in Article 1 hereof or advancement thereof which would cause the Corporation to be disqualified as a business league within the meaning of Section 501(c)(6) of the United States Internal Revenue Code, as amended (the "IRC"). The Corporation and its members and participants shall strictly comply with state and federal antitrust laws of the United States of America and similar laws of other applicable jurisdictions.

# ARTICLE 2 OFFICES

## 2.1 Principal Office

The principal office of this Corporation shall be located at such location within or without the State of California, as the Board of Directors so elects. The principal office of the Corporation may be changed to another location within or without the State of California if the Board of Directors so elects.

## 2.2 Other Offices

In addition to the principal office, the Corporation may have other offices within or without the State of California, as shall be designated by the Board of Directors.

# ARTICLE 3 MEMBERSHIP

## 3.1 Membership Categories

The Corporation shall initially have two categories of membership. The first category shall be referred to as "Voting Membership" and any individual, firm, partnership, corporation, unincorporated association or governmental body (a "Person") holding Voting Membership shall be referred to herein as a "Voting Member." The second category shall be referred to as "Non-voting Membership" and any Person holding Non-voting Membership shall be referred to herein as a "Non-voting Member." The Voting Members or the Board of Directors may create, by adopting an amendment to these Bylaws or by resolution adopted by a majority vote of the Board of Directors, one or more classes of membership in the Corporation and may prescribe the designations, voting rights (if any), powers, privileges and method of selection of members of each such class. The Board of Directors may create, by a resolution adopted by a majority vote of the Board of Directors, one or more classes of non-voting membership and may prescribe the designations, powers, privileges (other than voting) and methods of selection of members of each such class.

## 3.2 Qualifications and Rights

### 3.2.1 Voting Membership

- 1) The following shall be eligible to apply to become Voting Members of the Corporation:
  - a. a manufacturer of gaming devices who currently manufactures, assembles, produces, programs or makes modifications to any gaming device,
  - b. a manufacturer of associated equipment that manufactures, assembles or produces any associated equipment for use in or by gaming device manufacturers,
  - c. an operator who holds a license to operate gaming devices,
  - d. a person that is employed by a state, provincial, federal or tribal agency regulating the gaming industry, or

- e. a person who, in the determination of the Board of Directors, has a business, educational or regulatory interest in the manufacture of gaming devices, gaming device monitoring systems, bonusing systems, peripheral gaming equipment or other goods designated by the Board of Directors. An applicant for membership that is affiliated with an existing Voting Member will be considered for membership on a case-by-case basis by the Board of Directors pursuant to the policies of the Board of Directors regarding membership.
- 2) "Affiliation" for the purpose of Section 3.2.1 (1) is: ownership or control by an existing Voting Member of more than fifty percent (50%) of the voting stock (or similar rights of control) of the applicant; ownership or control of more than fifty percent (50%) of the voting stock (or similar rights of control) of an existing Voting Member by the applicant; or common control of more than fifty percent (50%) of the voting stock (or similar rights of control) of an existing Voting Member and the applicant.
  - 3) Voting Members shall also have access, subject to appropriate confidentiality obligations, to all working documents and protocols, minutes of meetings (Board of Directors and Committees), and any other written contributions by the Corporation.
  - 4) Each Voting Member shall be entitled to attend and cast one (1) vote at any vote of the Voting Membership and at any working committee meetings organized by the Corporation except such working committees as the Board of Directors shall specify as being open only to a single class of members.
  - 5) Voting Members may be requested by the Board of Directors to provide qualified representatives to further the work of various Corporation committees which may be created from time to time. Each Voting Member shall have one (1) vote in each of the committees in which it participates.

### 3.2.2 Non-voting Membership

- 1) The following shall be eligible to apply to become Non-Voting Members of the Corporation:
  - a. a manufacturer of gaming devices who currently manufactures, assembles, produces, programs or makes modifications to any gaming device,
  - b. a manufacturer of associated equipment that manufactures, assembles or produces any associated equipment for use in or by gaming device manufacturers,
  - c. an operator who holds a license to operate gaming devices,
  - d. a person that is employed by a state, provincial, federal or tribal agency regulating the gaming industry, or
  - e. a person who, in the determination of the Board of Directors, has a business, educational or regulatory interest in the manufacture of gaming devices, gaming device monitoring systems, bonusing systems, peripheral gaming equipment or other goods designated by the Board of Directors.
- 2) Non-voting Members shall also have access, subject to appropriate confidentiality obligations, to working documents and protocols, minutes of meetings (Board of Directors and committees), and other written contributions by the Corporation that are appropriate for their level of clearance, as established by the Board of Directors, or authorized for distribution to them by the Board of Directors.
- 3) Non-voting Members are eligible to attend working meetings of the various committees of the Corporation as specified by the Board of Directors provided they have the appropriate clearance. Non-voting Members do not have any voting rights and are not statutory members as defined in Section 5056 of the Non Profit Corporation Law of the State of California and do not have the privilege to call any meetings, special or otherwise, of the Corporation.

### 3.3 Admission to Membership

Any Person possessing the requisite qualifications to secure membership in this Corporation shall make written application to the Board of Directors. The application, accompanied by a subscription to the Bylaws and all policies of the Corporation in a form prescribed by the Board of Directors, shall be signed by the applicant and submitted to the Board of Directors. The Board of Directors shall fairly apply the criteria outlined in Section 3.2, and by majority vote, either approve or reject the applicant. Final interpretation of the criteria is in the sole discretion of the Board of Directors.

### 3.4 Dues

- 1) Each member shall pay annual dues to the Corporation according to schedules which from time to time may be prescribed by the Board of Directors. The dues structure for the forthcoming year shall be reported to the membership and shall be provided to an applicant together with the subscription to the current Bylaws and all policies of the Corporation.

The Corporation may levy dues, assessments or fees upon its members, but a member upon learning of any such dues, assessments or fees may avoid liability therefore by promptly resigning from membership, except where the member is, by contract or otherwise, liable for such dues, assessments or fees. No provision of the Articles or Bylaws of the Corporation authorizing such dues, assessments or fees shall, of itself, create such liability.

- 2) If any payment of dues is not made as and when required, the Board of Directors shall cause notice to be sent to the member whose payment is delinquent. Ninety (90) days' default in payment of any assessment or installment of any dues of which notice shall have been given to any member as herein provided shall entitle the Board of Directors without notice to the member or members in default to terminate the membership until the default in payment of dues or installments is cured.

### 3.5 Special Assessments

- 1) Revenues required by the Corporation may be raised by special assessments which shall be levied from time to time against all members by the Board of Directors. The Board of Directors shall not levy special assessments which, in any fiscal year, cumulatively exceed fifty percent (50%) of the annual dues of all members. Special assessments which exceed fifty percent (50%) of the annual dues of all members in a fiscal year shall be approved by the resolution of members; provided, however, no special assessment with respect to a resolution or a series of resolutions shall exceed two (2) times the annual dues within a fiscal year. Within forty-five (45) days after any assessment has been levied, notice thereof shall be given to each and every member of the Corporation stating the amount of such assessment and the date or dates which the same was ordered by the Board of Directors to be paid.
- 2) No newly elected member shall be required to pay any special assessment or portion thereof levied prior to the date such member was admitted to membership in the Corporation.

### 3.6 Subscription to Bylaws

Each member shall subscribe to and agree to at all times uphold and be bound by these Bylaws and all amendments thereto, as well as the Antitrust Guidelines, the Patent Policy and all other policies of the Corporation, before being admitted to the rights of membership in the Corporation. Those members who have paid the required dues, fees, and assessments in accordance with these Bylaws and who are not suspended shall be members in good standing.



## 3.7 Certificate of Membership

Each member of this Corporation in good standing shall be entitled to a certificate of membership in such form as shall be prescribed by the Board of Directors. A Certificate of Membership shall be issued to each new member within a reasonable time after election and receipt of first dues paid by the Corporation, and shall be surrendered by said member immediately upon termination or discontinuation of membership. The certificates of membership shall be non-assignable and non-transferable.

In the event that through merger or acquisition or other cause a member's assets are totally or substantially transferred to another entity, that member's membership may be transferred to the new entity, provided all appropriate membership documents, including but not limited to the subscription to the Bylaws and the membership application, are properly executed in the name of the new entity and the new entity satisfies the membership qualification requirements set forth in Section 3.2 above. However, if the new entity, or both entities that are part of the transaction, are already GSA members, only one membership shall survive. The surviving membership shall be the highest membership category held by the entities. Any such transfer of membership shall be subject to approval by the Board of Directors and, if approved, shall cause a new certificate of membership to be issued.

## 3.8 Change in Membership

A member of the Corporation may request a change in its status by written application to the Board of Directors and provided that it meets the criteria as specified in Section 3.2. Persons shall be required to pay current dues for their new membership, except that they shall receive full credit for the current dues payments of the current membership.

## 3.9 Resignation

Any member of the Corporation may withdraw from membership by tendering a written resignation to the Board of Directors and a sum of money equal to full payment of any and all dues, and special assessments and each and every installment thereof remaining owing and unpaid on the date of tender of resignation. No refund of fees, dues, and special assessments will be made.

## 3.10 Withdrawal from Business

Membership in the Corporation shall, at the discretion of the Board of Directors of the Corporation, terminate upon bankruptcy or withdrawal from or cessation of business by any member or upon such an alteration in the nature of business transacted by the member as would disqualify a member from securing a membership upon application therefore.

## 3.11 Suspension and Expulsion

- 1) Any member of the Corporation who fails to continue to meet the criteria for its class of membership, violates any of the Bylaws, documented procedures, or resolutions adopted by the Board of Directors from time to time, or fails to pay dues or special assessments: shall, by a majority vote of the Board of Directors present at any meeting at which a quorum exists, be subject to suspension, expulsion, or any other sanction approved by the Board of Directors. Expulsion or suspension for any reason other than non-payment of dues or special assessments shall occur only after the affected member has been advised, at least fifteen (15) days in advance, in writing of the proposed expulsion or suspension and the reasons therefore, and has been given an opportunity to submit not less than five (5) days in advance to the Board of Directors reasons in support of its continued membership in the Corporation. The notice to the affected member shall include the name and address of the individual or corporation making the charge and a concise statement of the material facts constituting the charge. If the Board of Directors determines in good faith that the allegations are substantiated, the Board of Directors shall vote on appropriate sanctions. The decision of the Board of Directors concerning an expulsion or a suspension shall be final and binding.

A member may be suspended based on the good faith determination of the Board of Directors that the member has failed in a material or serious degree to observe the Corporation's rules, or has engaged in conduct seriously prejudicial to the purposes and interests of the Corporation. Any member whose membership in this Corporation shall have been suspended by the Board of Directors shall not be a member during the period of suspension and shall have no interest in any of the activities, funds, property, rights, and interests belonging to the Corporation until such time as such member complies with the requirements of the Board of Directors for the removal of the suspension and the return to good standing.

- 2) A member expelled for any reason shall forfeit any dues or special assessments paid during membership. No member who has been expelled shall be eligible for reelection to membership for at least one (1) year from the date of expulsion; such former members shall not be reinstated until all arrears in dues and/or monetary obligations to the Corporation shall have been paid.

# ARTICLE 4 ANNUAL AND SPECIAL MEETINGS

## 4.1 Annual Meeting

The annual meeting of the Voting Members of the Corporation, at the direction of the Board of Directors, may be held inside or outside the State of California, shall be on such date and at such place and time as shall be designated by the Board of Directors and stated in the notice of the meeting. In the absence of such determination of place, members meetings shall be held at the Corporation's principal office. At the annual meeting, the Voting Members shall transact such other business as may properly come before the meeting. Minutes of the meeting will be kept by the Secretary.

Written notice of the time and place and purpose of holding an annual meeting shall be given to each Voting Member of this Corporation who on the record date of notice is permitted to attend such meeting at least thirty (30) days but no more than ninety (90) days prior to the scheduled date for the meeting. The written notice of a meeting will include the proposed agenda for that meeting. All notices shall be given at the address on file with the Corporation, personally, or by telecopy, electronic mail, or first class, registered, or certified mail. Notice of a meeting need not be given to any member who signs a waiver of notice in person or by proxy, whether before or after the meeting. The attendance of any member at a meeting, in person or by proxy, shall constitute a waiver of notice by that member.

The notice (or a written waiver of notice) must state the general nature of any proposed action by the Voting Members with respect to the following:

- 1) removing a director without cause;

- 2) amending the Articles of Incorporation;
- 3) approving a contract or transaction in which a director has a material financial interest;
- 4) approving the dissolution of the Corporation; or
- 5) approving a plan of distribution of assets, other than cash, in liquidation when the Corporation has more than one class of voting membership outstanding.

Notices of any regular meeting of Voting Members shall state those matters which the Board of Directors, at the time of the giving of the notice, intends to present for action by the Voting Members, but, except as provided from time to time by the California Nonprofit Corporation Law, any proper matter may be presented for action at the meeting, provided the number of Voting Members attending the meeting constitutes a quorum and is empowered to vote upon the matter. Notices of any special meeting shall specify the general nature of the business to be transacted thereat and no other business may be transacted except as may from time to time be permitted pursuant to the California Non Profit Corporation Law.

## 4.2 Special Meetings

Special meetings of the Voting Members of the Corporation may be called by the President, Chairman of the Board, Board of Directors or by not less than five percent (5%) of the Voting Members of the Corporation. A special meeting called by any Person (other than the Board of Directors) entitled to call a meeting shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the Chairman of the Board, if any, or the President, any Vice President, or the Secretary of the Corporation. The officer receiving the request shall within twenty (20) days after receipt of the request cause notice to be given promptly to the members entitled to vote, in accordance with written notices as prescribed in Section 4.1 of these Bylaws, stating that a meeting will be held at a specified time and date fixed by the Board of Directors, provided, however, that the meeting date shall be at least thirty-five (35) but no more than ninety (90) days after receipt of the request. No business, other than the business of a general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting. Minutes of the meeting will be kept by the Secretary.

## 4.3 Quorum and Adjournments of Annual and Special Meetings

A majority of the Voting Members of the Corporation shall be present to constitute a quorum for the transaction of business. If such quorum is not met at any meeting, a majority of the Voting Members present in person or by proxy shall have power to adjourn the meeting from time to time without notice other than announcement at the meeting of the time and place to which the meeting is adjourned. No meeting may be adjourned for more than forty-five (45) days. At such adjourned meeting at which the requisite number of Voting Members shall be represented, any action may be taken which might have been transacted at the meeting as originally noticed. If after adjournment the Board of Directors fixes a new record date for the adjourned meeting, a notice of the adjourned meeting shall be given to each Voting Member of record on the new record date entitled to notice under Section 4.1 or 4.2 in the manner set forth in Section 4.1.

## 4.4 Voting

A majority of the Voting Members in good standing who are present in person or represented by proxy must vote in the affirmative to pass a resolution of the members. Notwithstanding the foregoing, Directors shall be elected by a plurality of the votes cast at an election. Each Voting Member shall be entitled to one (1) vote for each Director position to be filled, but no more than one (1) vote for each Director candidate, and shall have one (1) vote upon any questions coming before any meeting of the members. Voting may be by voice or ballot, except that any election of Directors must be by ballot if so demanded by any member at the meeting before the voting begins.

## 4.5 Written Consents

Any action required or permitted to be taken at a meeting of members by the California Nonprofit Corporation Law, the Articles of Incorporation of the Corporation or the Bylaws of the Corporation may be taken without a meeting if all the Voting Members consent to the action in writing. The written consent or consents shall be filed with the minutes of the proceedings of the members. The action by written consent shall have the same force and effect as the unanimous vote of the Voting Members.

## 4.6 Written Ballots

Any action required or permitted to be taken at a meeting of members by the California Nonprofit Corporation Law, the Articles of Incorporation of the Corporation or the Bylaws of the Corporation, other than the election of Directors, may be taken without a meeting if the Corporation shall distribute one (1) written ballot to each Voting Member entitled to vote on the matter. Such ballot shall be mailed and delivered in the manner required for written notices as described in Section 4.1 of these Bylaws. All solicitations of votes by written ballot shall:

- 1) indicate the number of responses needed to meet the quorum requirement;
- 2) state the percentage of approvals necessary to pass the measure or measures;
- 3) specify the time by which the ballot must be received in order to be counted.

Each ballot so distributed shall:

- 1) set forth the proposed action;
- 2) provide the members an opportunity to specify approval or disapproval of each proposal;
- 3) provide a reasonable time within which to return the ballot to the Corporation.

If the Corporation has one hundred (100) or more members, any written ballot distributed to ten (10) or more members shall provide, subject to reasonable specified conditions, that if the Person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance with that specification. Approval by written ballot pursuant to this Article shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

# ARTICLE 5 DIRECTORS

## 5.1 Number and Election

- 1) The properties and business of this Corporation shall be managed by its Board of Directors, which shall be no less than five (5) nor more than fifteen (15). The number of Directors may be changed subject to the minimum and maximum numbers specified in this Section 5.1(1) by the Board of Directors. The minimum and maximum numbers of Directors provided for in this Section 5.1(1) may be changed, or a fixed number established without provision for a variable number, by an amendment to this Section 5.1(1) duly adopted by the Voting Members. The Board shall, via Board Policy, establish a priority scheme for filling Board seats based on Membership Class. Once elected, all Board members shall have the same privileges.

Each Director shall be elected for a term of either one (1) or two (2) years, as prescribed by Board policy, and shall hold office until (i) his successor is elected and qualified, (ii) the death, resignation or removal of the Director, (iii) his employer ceases to be a Voting Member in good standing or (iv) the Director leaves the employment of a Voting Member. A Director's term shall expire at the end of the associated fiscal year.

The Directors must be employees of Voting Members, but no more than one (1) Director may be employed by any one member. The Board of Directors shall, or if no quorum of the Board of Directors exists, the person or persons calling the meeting shall, establish reasonable nomination and election policies and procedures given the nature, size, and operations of the Corporation including a reasonable means of nominating a person for election as a Director, a reasonable opportunity for a nominee to communicate to the Voting Members the nominee's qualifications and the reasons for the nominee's candidacy, a reasonable opportunity for all nominees to solicit votes, and a reasonable opportunity for all Voting Members to choose among the nominees. Upon written request by any nominee for election to the Board of Directors and the payment with such request of the reasonable costs of mailing (including postage) the Corporation shall within ten (10) business days after such request (provided payment has been made) mail to all Voting Members, or such portion of them as the nominee may reasonable specify, any material which the nominee may furnish and which is reasonably related to the election; or, in the alternative, and at the option of the Corporation, the Corporation shall within five (5) business days after the request allow the nominee the right to inspect and/or obtain a copy of the record of all members' names, addresses and voting rights as provided by Section 8330 of the California Nonprofit Corporation Law.

Directors may be removed by the Board of Directors "for cause". Removal "for cause" shall mean removal of a Director who has been declared of unsound mind or convicted of a felony or fails to attend two (2) consecutive Board of Director meetings. Directors may be removed by the Voting Members without cause if such removal is approved by the Voting Members pursuant to Article 4 and the California Non-Profit Corporation Law.

- 2) The Chairman and Vice Chairman of the Board shall be elected from the Board of Directors by the Board of Directors. The President, Vice President(s), Secretary, and Treasurer may be members of the Board of Directors.
- 3) Elections for available Board seats shall be held annually. The notice of annual Director elections shall include names of all those who are nominated for available Director seats.

## 5.2 Vacancies

Vacancies during a term resulting from other than removal by the Voting Members shall be filled for the unexpired portion of the term of the preceding Director by any qualified person elected by a majority vote of the Directors then in office. If no replacement can be found to fill the vacancy, the vacancy shall be filled at the next annual election. Vacancies resulting from removal by the Voting Members may only be filled by Voting Members.

## 5.3 Powers

The Board of Directors shall have power to:

- 1) Elect all officers and appoint all agents of the Corporation and prescribe their duties and fix their compensation except as otherwise provided by these Bylaws.
- 2) Appoint such standing or special committees, including an executive committee, as may be found necessary or desirable to carry out the objects and purposes of this Corporation, and to fix their powers and prescribe their duties.
- 3) Select a Secretariat for administering the day-to-day activities necessary for the conduct of business of the Corporation, and fix and prescribe its duties.
- 4) Bond such officers, agents, and employees of the Corporation as may be necessary in such amounts and with such sureties as may be reasonable.
- 5) Designate depositories for the Corporation, to rent safety deposits vaults, and to provide the manner of signing checks, notes, bills, and other evidences of indebtedness of the Corporation.
- 6) Invest and reinvest the funds of the Corporation and to change such investments from time to time.
- 7) In general, do all lawful things and exercise all such lawful powers as are not vested in the members of the Corporation and which will promote the objectives and purposes of this Corporation.
- 8) Define, interpret and administer the Policies of the Corporation.
- 9) Interpret and administer these Bylaws and other documents and agreements related to the Corporation.

## 5.4 Meetings

- 1) Meetings of the Board of Directors may be held either within or without the state of California. Regular meetings of the Board of Directors may be held at such intervals as shall be determined by the President and/or Chairman of the Board of Directors. Such regular meetings may be held without notice of the time and place except announcement at the last previous regular meeting of the Board of Directors. Special meetings of the Board of Directors may be called by the Chairman or President on at least four (4) days' notice prior to the meeting of the date, time, and place given either personally, by mail, or by electric transmission with acknowledgment of receipt. In addition, special meetings of the Board of Directors shall be called by the Chairman or President on like notice on the written request of any two (2) Directors.
- 2) Notice of any meeting need not be given to any Director who signs a waiver of notice, whether before or after the meeting. The attendance of any Director at a meeting without protesting prior to the conclusion of the meeting the lack of notice of the meeting shall constitute a waiver of notice by the Director. Notice of an adjourned meeting need not be given if the time and place are fixed at the meeting adjourned and if the period of adjournment does not exceed ten (10) days in any one adjournment. Notice shall be given to any Director absent at any adjourned meeting of the new date, time, and place of the meeting.

## 5.5 Quorum and Voting

One-third (1/3) of the authorized Directors shall be necessary to constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors.

## 5.6 Compensation

Directors shall receive no compensation for their services as Directors. For attendance at meetings of the Board of Directors each Director so attending may, under certain unusual circumstances as may be approved by the Board of Directors, be paid a sum to defray reasonable and actual expenses of attendance.

## 5.7 Written Consent

Notwithstanding anything contained herein to the contrary, any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if all members of the Board of Directors consent thereto in writing and the written consents are filed with the minutes of the proceedings of the Board of Directors.

# ARTICLE 6 EXECUTIVE COMMITTEE

## 6.1 Appointment of Executive Committee

The Board of Directors may from time to time appoint from its members an Executive Committee, which shall be charged with the duties and have the powers described below.

## 6.2 Duties and Powers

The Executive Committee shall have the following duties and powers:

- 1) Authority to negotiate and approve any agreement between the Corporation and a third party;
- 2) Authority to review, approve and execute Confidentiality and License Agreements which have been reviewed by the Corporation's legal counsel;
- 3) Authority to draft and/or modify the Corporation's policies from time to time;
- 4) Oversight of Board meeting preparation including agenda approval, review of handout materials, and procedures for distribution of materials; and
- 5) Authority to discuss and make decisions regarding administrative and operational issues which may arise in the course of conducting day-to-day business, as requested on behalf of the Executive Director of the Corporation.

## 6.3 Term

The Executive Committee members shall serve at the pleasure of the Board of Directors, for a term of one (1) year, or until resignation or removal.

## 6.4 Limitations

Notwithstanding the foregoing, the Executive Committee shall at no time be comprised of fewer than five (5) members and each of such members shall be members of the Board of Directors of the Corporation. Furthermore, any action taken by the Executive Committee may at any time be overruled, modified or rescinded by a majority vote of the Board of Directors.

All actions taken by the Executive Committee shall require a majority vote of all members of such committee.

The Executive Committee members shall serve solely at the pleasure of the Board of Directors of the Corporation, and they may be removed at any time for any reason or for no reason.

# ARTICLE 7 OFFICERS

## 7.1 Election and Tenure

The officers of the Corporation shall be elected by the Board of Directors annually after the election and shall serve at the pleasure of the Board of Directors, subject to the rights, if any, of any officers under contracts of employment. The officers of the Corporation shall be a Chairman of the Board of Directors, a President, a Secretary, and a Treasurer. No officer, except the Chairman, need be a Director. The Board of Directors may elect such other officers, including Vice Presidents, Assistant Secretaries and Assistant Treasurers as it may deem necessary, who shall have such authority and perform such duties as from time to time may be prescribed by the Board of Directors. The offices of the Chairman of the Board and President may be filled by the same person. The offices of Secretary and Treasurer may be filled by the same person or a Vice President may hold at the same time, the office of Secretary or Treasurer. Officers shall hold their offices until their successors are chosen. Any officer may be removed with or without cause at any time by resolution passed by the Board of Directors. In the event of the death, resignation, removal, or disqualification of any officer, the vacancy shall be filled by the Board of Directors. The officers shall not receive any compensation for their services, except as may be provided from time to time by resolution of the Board of Directors.

## 7.2 Chairman of the Board

The Chairman of the Board shall set the agenda and preside at all meetings of the members and the Board of Directors. The Chairman of the Board shall also act as liaison from and spokesperson for the Board of Directors and shall participate in long-term planning for the Corporation. The Chairman of the Board shall perform all such other duties as the Board of Directors shall prescribe by resolution.

## 7.3 Vice Chairman of the Board

In the absence of the Chairman of the Board from any meeting of the members or the Board of Directors, the Vice Chairman shall preside. The Vice Chairman of the Board shall also act as liaison from and spokesperson for the Board of Directors and shall participate in long-term planning for the Corporation. The Vice Chairman of the Board shall perform all such other duties as the Board of Directors shall prescribe by resolution.

## 7.4 President

The President shall be a member ex-officio of all standing and special committees. The President shall execute all instructions requiring a seal in the name of the Corporation, shall perform all such other duties as pertain to the office of the President and shall see that all resolutions of the members and the Board of Directors shall be carried into effect. In the absence of the Chairman or Vice Chairman of the Board from any meeting of the members or the Board of Directors, the President shall preside.



## 7.5 Vice President

The Vice President shall in the absence of the President, perform the duties and exercise the powers of the President and shall perform such other duties as the Board of Directors shall prescribe by resolution. In the event that there is more than one (1) Vice President, the Board of Directors shall designate, at the time of the election of the Vice Presidents, which Vice President position shall perform the duties of the President during any absence of the President.

## 7.6 Secretary

The Secretary shall keep a correct list of the names and addresses of the members of the Corporation, shall attend all meetings of the members and of the Board of Directors, and shall keep a correct record of all the transactions at such meetings in a book of minutes belonging to the Corporation. The Secretary shall be the custodian of the corporate records, except those appertaining to the office of the Treasurer, and shall be custodian of the corporate seal. The Secretary shall send out notices of meetings of the members and of the Board of Directors and shall conduct all correspondence other than that appertaining to the office of President and Treasurer. The Secretary shall have custody of the corporate seal and shall affix the corporate seal to all instruments requiring a seal. The Secretary shall perform such other duties as pertain to the office of the Secretary and shall do all such things and carry out all such orders as are required by the members of the Corporation or the Board of Directors. The Secretary shall keep or cause to be kept at the principal office of the Corporation a copy of the Articles of Incorporation and Bylaws as amended to date.

## 7.7 Treasurer

If required by the Board of Directors, the Treasurer shall give bond in such amount and with such surety as may be designated by the Board of Directors, the cost of such bond to be paid by the Corporation. The Treasurer shall receive, disburse, and collect any monies due and belonging to the Corporation and shall, under the supervision of the Board of Directors, deposit the monies for the Corporation, in its name and to its credit in such depository or depositories as may be designated by the Board of Directors. The Treasurer shall invest all funds not needed for current disbursements, as may be directed by the Board of Directors, and shall pay all bills and make all disbursements authorized by the Board of Directors, taking proper vouchers for such disbursements. The Treasurer shall notify the Secretary of all delinquencies in the payment of special assessments and dues by members and shall render a full and annual report of the financial condition of the Corporation to the Directors prior to the annual meeting of the membership. The Treasurer shall perform all other duties required by resolution of the Board of Directors and shall perform all duties as pertain to the office of Treasurer. The Treasurer shall maintain or cause to maintain the financial records of the Corporation according the Generally Accepted Accounting Principles (GAAP). The Treasurer may, with approval from the Board of Directors, appoint an Assistant Treasurer to perform some of the duties as they pertain to the office of the Treasurer.

## 7.8 Counter-Signature

Except as provided elsewhere in these Bylaws, all documents which purport to bind this Corporation must be countersigned by any two (2) officers. The Treasurer, under authorization of the Board of Directors is authorized to approve disbursements up to the amount of \$5,000 per occurrence. Expenditures over \$5,000 per occurrence will require the approval of two officers of the Corporation. The Treasurer may authorize the Assistant Treasurer to approve disbursements of items not to exceed \$1,000 per occurrence and in total not to exceed \$5,000 per month. Proper vouchers must be taken for all such disbursements.

# ARTICLE 8 SECRETARIAT

## 8.1 Appointment and Duties

The Corporation may have a Secretariat which shall be appointed by or staffed as directed by the Board of Directors. The Secretariat shall perform those functions which are necessary for the administration of the Corporation as more particularly described in these Bylaws or as delegated by the Board of Directors.

# ARTICLE 9 DISSOLUTION

## 9.1 Property

In the event of dissolution of this Corporation, any remaining property of the Corporation will, after paying the necessary expenses thereof, be returned to the member who contributed such property except property which is attributed to earnings.

## 9.2 Earnings

Notwithstanding anything in Section 9.1 to the contrary, no earnings from the Corporation may be distributed to any member, an officer or employee of a member, or any officer or employee of this Corporation. Instead such earnings or property attributed to earnings, if any, remaining after payment of necessary expenses, shall be distributed to either an entity which qualifies under Section 501(c)(6) of the IRC (or any successor provision in any future Federal income tax law) and which has substantially similar purposes as this Corporation, or to an entity which qualifies under Section 501(c)(3) of the IRC (or any successor provision in any future Federal income tax law).

# ARTICLE 10 CORPORATE SEAL

## 10.1 Description

The Corporation shall have a corporate seal which shall be circular in form and shall bear the name of the Corporation and the year of its organization and the name of the state under the laws of which it was organized.

# ARTICLE 11 INDEMNIFICATION

## 11.1 Scope

To the fullest extent permitted by law, the Corporation shall indemnify its Directors, officers, and employees, and other Persons described in Section 7237(a) of the California Corporations Code, including Persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any “proceeding”, as that term is used in that Section, and including an action by or in the right of the Corporation, by reasons of the fact that the Person is or was a Person described in that Section. “Expenses”, as used in this Bylaw, shall have the same meaning as in Section 7237(a) of the California Corporation Code.

## 11.2 Request and Determination

On written request to the Board of Directors by any Person seeking indemnification under Section 7237(b) or Section 7237(c) of the California Corporation Code, the Board of Directors shall promptly determine under Section 7237(e) of the California Corporation Code whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met and, if so, the Board of Directors shall authorize indemnification. If the Board of Directors cannot authorize indemnification because the number of Directors who are parties to the proceedings with respect to which indemnification is sought prevents the formation of a quorum of Directors who are not parties to that proceeding, the Board of Directors shall promptly call a meeting of members. At that meeting, the members (with the Persons to be indemnified not being entitled to vote in such determination) shall determine under Section 7237(e) whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met and, if so, the members (with the Persons to be indemnified not being entitled to vote in such determination) present at the meeting in person or by proxy shall authorize indemnification.

## 11.3 Expenses

To the fullest extent permitted by law and except as otherwise determined by the Board of Directors in a specific instance, expenses incurred by a Person seeking indemnity under this Bylaw shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that Person that the advance will be repaid unless it is ultimately determined that the Person is entitled to be indemnified by the Corporation for those expenses.

## 11.4 Insurance

The Corporation shall have the power to purchase and maintain insurance on behalf of any Person who is or was a director, officer, employee, or agent of the Corporation, against any liability asserted against or incurred by such Person in such capacity, or arising out of such Person's status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article 10.

# ARTICLE 12 AMENDMENT

## 12.1 Procedure

These Bylaws and any amendments or alterations thereof may be altered, amended, or repealed at any annual, or special meeting of the members of the Corporation by majority vote of the members at which a quorum is present to vote, provided notice of such proposed alteration, amendment, or repeal shall have been mailed to each member at its last known address at least thirty (30) days but no more than sixty (60) days before the date of such meeting. These notifications may also be made via electronic mail provided that a receipt confirmation is requested.

## 12.2 Board of Directors

Except as otherwise provided in the California Non-Profit Corporation Law or the Articles of Incorporation, and subject to the right of the Voting Members as provided in Section 12.1 of these Bylaws, Bylaws other than a Bylaw or amendment thereof specifying or changing the authorized number of a fixed Board of Directors, or the minimum or maximum number of a variable Board of Directors, or changing from a fixed to a variable Board of Directors or vice versa, may be adopted, amended or repealed by the approval of the Board of Directors.

Any modifications to the Bylaw enacted by the Board of Directors may be amended or set aside by a majority of the Voting Members present at a meeting or voting in a ballot where a quorum exists, and the Board of Directors shall not have any power to reenact modifications to the Bylaw where such modifications have been amended or set aside by the Voting Members.

# ARTICLE 13 LAWS

## 13.1 Compliance

Notwithstanding anything contained in these Bylaws to the contrary, these Bylaws shall apply to members of the Corporation and be interpreted in a manner consistent with all federal and state laws.

# ARTICLE 14 PARLIAMENTARY AUTHORITY

## 14.1 Rules of Order

Where procedure is not otherwise provided, the current edition of Robert's Rules of Order, Newly Revised, shall control.<sup>1</sup>

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<sup>1</sup> The current edition as of February, 1997, is the 9th edition, Scott Foresman, 1990, ISBN-0-06-276051-3.

**SECRETARY SIGNATURE**

I certify that I am the duly elected and acting as Secretary of GSA, a California non-profit mutual benefit Corporation that the above Bylaws consisting of 22 pages, are the Bylaws of this Corporation as adopted by the Board of Directors on July 25, 2013.

Executed on July 25, 2013, at Las Vegas, NV.

***Rick Gilhuly, Manitoba Lotteries Corp.***      ***7/25/2013***

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Name and Signature of Secretary      Date