

BYLAWS OF THE
Scotland Chapter of the International Game Developers Association

**ARTICLE I
PURPOSES**

Section 1. Purposes. The purposes for which the Chapter is formed are as follows:

- a. To serve the local community of game developers.
- b. To serve the local members of the IGDA.
- c. To support the mission of the IGDA.

**ARTICLE II
MEMBERSHIP**

Section 1. Classes. Members of IGDA living within Scotland shall be considered members of Chapter. Chapter shall not have a separate membership class. Non-IGDA members are allowed to participate in activities of the chapter except where proscribed elsewhere.

Section 2. 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 for Chapter:

- a. The election of directors;
- b. The dissolution of the Chapter;
- c. Bylaw amendments as provided in Article VII; and
- d. Other matters as mandated by law.

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 3. Membership Meetings.

- a. An annual meeting of the members shall be held upon such date, time and place, as the Board shall determine. During the Annual Membership 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 ten (10) percent of the voting members, or five (5) members, whichever is higher. Members shall receive not less than thirty five (35) days prior written notice of special meetings. Notice shall be given in the manner specified in Section 2 of Article VI of these bylaws, and the notice shall state the purposes of the special meeting.

Section 5. Quorum. Except as otherwise provided in these Bylaws, a quorum for any meeting shall consist of the total voting members present at that meeting. A majority of the votes cast at a meeting at which a quorum is present shall constitute the action of the members.

ARTICLE III BOARD OF DIRECTORS

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

Section 2. Number and Qualifications. The Board of Directors of the Chapter shall be composed of between three (3) and nine (9) total seats: no less than 51% must be elected individuals and no more than 49% can be appointed seats (see Article III, 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 or decreasing elected seats below 51% of total seats. All Directors are required to be members of the IGDA as of the time of their election. At the time of Board elections and appointments, no more than 49% of the seats, elected or appointed, shall belong to individuals employed by the same studio. 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.

Section 4. Term of Office. Elected Directors on the Board of Directors shall serve for a term of two (2) years.

Section 5. Appointed Directors. The Board of Directors may at their discretion and by majority vote, appoint individuals to empty seats on the Board, whilst ensuring compliance with the overall size and makeup as mandated by Article III, Section 2 above.

Section 6. Resignation. Any director may resign at any time by giving written notice to the Chair of the Chapter. 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 Chapter.

Section 7. Removal. Any director may be removed from such office, with or without cause, by a majority vote of members of the Chapter at any regular or special meeting of the members called expressly for that purpose. 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 8. Vacancies. Vacancies shall be filled in accordance with Article III, Section 5 for the unexpired term or until the next election, whichever happens sooner.

- a. In the case of the seat being vacant due to a resignation, then for the purposes of Article III, Section 2, the Director who occupies this seat shall count as an Elected Director.
- b. In the case of the seat being vacant as a result of it not having been taken up at the previous election, then for the purposes of Article III, Section 2, the Director who occupies this seat shall count as an Appointed Director.

Section 9. 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 prior to the meeting and in the manner set forth in Article VI, Section 2. 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 10. 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 11. Manner of Acting. Except as otherwise expressly required by law, the IGDA Affiliate Chapter Agreement, 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 12. Written Consent In Lieu of a Meeting. The Board may take action without a meeting if written consent to the action is signed by a majority of the directors, and all directors have responded.

Section 13. 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. Participation by text, such as a group Instant Message shall be equivalent to presence in person at the meeting for purposes of determining if a quorum is present, provided that the business of the meeting is conducted over that Instant Message system.

Section 15. Conflicts of Interest.

- a. In the event that any director has a conflict of interest that might properly limit such director's fair and impartial participation in Board deliberations or decisions, such director shall inform the Board as to the circumstances of such conflict. If those circumstances require the nonparticipation of the affected director, the Board may nonetheless request from the director any appropriate nonconfidential information that might inform its decisions. "Conflict of interest," as referred to herein, shall include but shall not be limited to, any transaction by or with the Chapter in which a director has a direct or indirect personal interest, or any transaction in which a director is unable to exercise impartial judgment or otherwise act in the best interests of the Chapter.
- b. No director shall cast a vote, nor take part in the final deliberation in any matter in which he or she, members of his or her immediate family or any organization to which such director has allegiance, has a personal interest that may be seen as competing with the interest of the Chapter. Any director who believes he or she may have such a conflict of interest shall so notify the Board

prior to deliberation on the matter in question, and the Board shall make the final determination as to whether any director has a conflict of interest in any matter. The minutes of the Board meeting shall reflect disclosure of any conflict of interest and the recusal of the interested 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 16. 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 as adopted by the Board of Directors.

ARTICLE IV OFFICERS

Section 1. Officers. The officers of the Chapter shall consist of a Chair, a Vice-Chair, a Secretary, and a Treasurer. The Chapter 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, with the exception that the Chair may not also hold the office of Secretary or Vice-Chair.

Section 2. Election of Officers. The Board of Directors shall appoint from among the directors the Chair, Secretary and Treasurer of the Chapter at the start of every term. Where required, 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 Chapter 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 six (6) months until the start of the next term.

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. Role of Officers. Except where otherwise determined by majority agreement among the Board of Directors, the following shall be the assigned roles for each position.

- a. Chair. The Chair shall give active direction and have control of the business and affairs of the Chapter. 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. All contracts must specify that said contract is entered into with said chapter and not IGDA unless authorized by the IGDA Board of Directors.

- b. 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 appointment procedures.
- c. 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 appropriate records are kept, ensure that the Bylaws are posted on the Chapter website, publish the Chapter's Annual Financial Report on the website; 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.
- d. Treasurer. The Treasurer shall be responsible for and oversee all financial administration of the Chapter. The Treasurer shall ensure that accurate bookkeeping and accounting of the Chapter's moneys are performed, 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 V 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 Chapter. However, no committee shall have the authority to amend or repeal these Bylaws, elect or remove any officer or director, or authorize the voluntary dissolution of the Chapter.

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 V, Section 1 above). The membership of the Executive Committee shall consist of the Officers of the board, and such other directors as deemed necessary by the Officers by majority vote.

Section 3. Other Committees and Advisory Groups. The Board of Directors may create and appoint members to such other committees, task forces, councils, or advisory groups as they shall deem appropriate. Such groups 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 or group may adopt rules for its meetings not inconsistent with these Bylaws or with any rules adopted by the Board of Directors.

ARTICLE VI
MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year. The fiscal year of the Chapter 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, committee member, or member of the chapter, such notice shall be given in writing , fac-simile, 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 this Chapter shall ever inure to the benefit of any director, officer or to the benefit of any private persons.

ARTICLE VII
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, and subsequently approved by the IGDA.