

BYLAWS OF TABLETOP GAYMERS INC.

Article I. Name of Organization

The name of the corporation is TABLETOP GAYMERS INC.

Article II. Offices

Section 1. Principal Office

The principal office of the corporation is located in Story County, Iowa, and is thereby subject to the laws of the State of Iowa.

Section 2. Change of Address

The designation of the county of the corporation's principal office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date in the organization minutes. Such changes of address shall neither be deemed nor required by an amendment of these Bylaws.

Section 3. Other Offices

The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

Article III. Nonprofit Purposes

Section 1. Internal Revenue Code Section 501(c)(3)

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2. Specific Purpose

The specific purpose of this corporation is to raise awareness of lesbian, gay, bisexual, transgender (LGBT) issues within the gaming (board games, role playing games, video games, etc.) community, excluding games involving gambling or wagering. To support a community of

LGBT persons and their allies interested in the gaming industry. To provide social, educational, and networking opportunities for the LGBT gaming community.

The objectives to meeting the stated purpose of the corporation may, but not limited to, include:

- a. providing education to the public about issues related to LGBT topics in the gaming community, excluding games involving gambling or wagering;
- b. providing materials (e.g. badge ribbons) at events for the self-identification of individuals as a “gaymer” (members of the LGBT community) or an “ally” (supporter who may or may not be a member of the LGBT community); and
- c. providing events for gaymers and allies to network, socialize, and otherwise meet one another.

Article IV. Membership

This corporation shall not have general members.

Article V. Directors

Section 1. Number

The corporation shall consist of no less than three (3) and no more than eleven (11) directors; and collectively they shall be known as the Board of Directors.

Section 2. Qualifications

Directors shall be U.S. citizens of at least 18 years of age or the age of majority in the state of their residence. No two members of the Board of Directors related by blood or marriage within the second degree of consanguinity may serve on the board at the same time.

Section 3. General Powers

Subject to the laws of this state and limitations in the Articles of Incorporation and these Bylaws, the affairs and activities of the Corporation shall be managed by or under the direction of the Board of Directors. The board shall have control of and be responsible for the management of the affairs and property of the Corporation.

Section 4. Duties

Directors shall, upon election, immediately enter upon the performance of their duties. It shall be the duty of the directors to

- a. perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- b. appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;
- c. supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
- d. meet at such times and by the means required by these Bylaws;
- e. register their addresses with the Secretary of the corporation, and notices of meetings mailed or transmitted to them at such addresses shall be valid notices thereof; and
- f. assist with the fundraising activities necessary to the operation of the corporation, and to do so as part of the development plan for the corporation, as established by the Board of Directors.

Section 5. Term of Office

Each director shall serve a term of twelve months (12) months or until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

Section 6. Compensation

Directors shall not receive any compensation for their services as directors except for reasonable reimbursement of expenses incurred in the performance of their duties. Any such reimbursement is at the discretion, and must be approved by resolution, of the Board of Directors and be permitted by the laws of this state and Section 501(c)(3) of the Internal Revenue Code.

Section 7. Removal

Directors who miss more than two scheduled meetings of the Board of Directors in succession may be removed from office. Such removal requires a majority approval of a motion made for that purpose at a meeting of the Board of Directors. No notice need be given in advance of such a proposed action.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state, if in the board's judgment the best interest of the Corporation would be served thereby. Such removal requires a two-thirds (2/3) approval of a motion made for that purpose at a meeting of the Board of Directors. Each director must receive notice of the proposed removal at least ten (10) days in advance of such a proposed action.

Section 8. Resignation

Any director may resign effective upon giving written notice to the President, the Secretary or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

Section 9. Vacancies

Vacancies on the Board of Directors shall exist 1) on the death, resignation, or removal of any director, and 2) whenever the number of authorized directors is increased.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws, or provisions of laws of this state, vacancies on the board shall be filled by approval of the Board of Directors by a majority vote of the remaining members of the board at a regular meeting. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director.

Section 10. Informal Action by Directors

Any action required by law to be taken at a meeting of the Board of Directors, or any action which may be taken at such a meeting, may be taken without a meeting if a consent in writing or by email, setting forth the action so taken, be approved by two-thirds (2/3) of all of the directors following notice of the intended action to the Board of Directors. The action taken shall be the act of the Board of Directors.

Section 11. Nonliability of Directors

Directors of the corporation shall not be personally liable for the debts, liabilities, or other obligations of the corporation to the extent permissible by the laws of this state.

Section 12. Indemnification by Corporation of Directors

Directors of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

Article VI. Meetings of the Board of Directors

Section 1. Place Of Meetings

Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such other place as may be designated from time to time by resolution of the Board of Directors. Any meeting, regular, annual, or special, may be held by conference telephone or

similar communication equipment, so as long as all directors participating in such meeting can hear one another.

Section 2. Regular and Annual Meetings

The Board of Directors shall hold regularly monthly meetings. An annual meeting of the Board of Directors shall take the place of a regular meeting in the month of November of each calendar year. Notice of these meetings shall be sent to all directors no less than ten (10) days, prior to the meeting date.

Section 3. Special Meetings

Special meetings of the Board of Directors may be called at the request of any two members of the board, the President, by the persons specifically authorized under the laws of this state. The persons or person authorized to call special meetings of the board may fix any time and place of the meeting.

Section 4. Notice of Meetings

Notices shall be given by the Secretary of the corporation to each director for any meeting of the board. Such notices may be given personally or by telephone, voice mail, email, or first class mail. Notices received by voice mail, email, or first class mail shall be acknowledge by the director within 24 hours of receiving such notice. It is the duty of all directors to provide the Secretary current and up-to-date name and contact information including telephone number, email address, and postal mail address.

- a. Regular Meetings. Notice of regular meetings of the Board of Directors shall be given at least ten (10) days in advance. The notice shall state the place, date, and time of the meeting. Neither the purpose of, nor business to be transacted at, any regular meeting need be specified in the notice unless specifically required by these Bylaws or the laws of this state.
- b. Special Meetings. Notice of any special meetings of the Board of Directors shall be given at least two (2) days in advance. The notice shall state the place, date, and time of the meeting as well as the purpose of, and business to be transacted at, the meeting.
- c. Waiver of Notice. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 5. Quorum for Meetings

The presence of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice.

The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors from the meeting.

Section 6. Majority Action as Board Action

The act or decision done or made by a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number or different voting rules is required by the Articles of Incorporation, the Bylaws of this corporation, or the laws of this state.

Section 7. Conduct of Meetings

Meetings of the Board of Directors shall be presided over by the President of the corporation or, in his or her absence, by the Secretary of the corporation or, in the absence of each of these persons, chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by consensus, to the fullest extent possible. Should a consensus be impossible, decisions shall be made on the basis of a majority vote, unless otherwise specified, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws or with provisions of law.

Any question concerning procedure at meetings shall be resolved by the presiding officer by reference to Robert's Rules of Order.

Article VII. Officers

Section 1. Designation of Officers

The officers of this corporation shall be the President, Secretary, and Treasurer. The corporation may also have other such officers with titles as may be determined from time to time by the Board of Directors. All officers must have the status of active members of the board. No person may serve in more than one office at a time.

Section 2. Qualifications

Any member of the Board of Directors may serve as officer of this corporation.

Section 3. Election and Term of Office

Officers shall be elected by the Board of Directors, at any time, and each officer shall hold office for twelve (12) months or until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

Section 4. Removal and Resignation

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies

Any vacancy caused by the death, resignation, removal, disqualification or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

Section 6. Duties of President

The President shall be the chief executive officer of the corporation and shall, subject to the direction of the Board of Directors, supervise and control the affairs of the corporation. He/she shall have the following duties:

- a. he/she shall preside at all meetings of the Board of Directors;
- b. he/she shall have general superintendence and direction of all other officers of this corporation and see that their duties are properly performed;
- c. he/she shall submit an annual report of the operations of the organization for the fiscal year to the Board of Directors, and from time to time, shall report to the board all matters that may affect this organization;
- d. he/she shall, except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks or other instruments;

- e. he/she shall be ex-officio member of all committees and shall have the power and duties usually vested in the office of the President; and
- f. he/she shall, in general, perform all duties incident to the office of President and such other duties as may be required by law, by the Articles of Incorporation, by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Section 7. Secretary

The Secretary shall be the clerk and custodian of records for the corporation and shall, subject to the direction of the Board of Directors, document the affairs of the corporation. He/she shall have the following duties:

- a. he/she shall, in the absence of the President, or in the event of his or her inability or refusal to act, perform all the duties of the President; and when so acting shall have all the powers of, and be subject to all the restrictions on, the President;
- b. he/she shall, in concert with the President, make the arrangements for all meetings of the Board of Directors, including the annual meeting of the organization;
- c. he/she shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- d. he/she shall certify and keep these Bylaws as amended or otherwise altered to date;
- e. he/she shall keep a record of minutes of all official meetings, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof;
- f. he/she shall keep a record of directors containing the name, email, phone, address, and date elected of each director, and, in the case where any appointment has been terminated, he or she shall record such fact in the record together with the date on which such directorship ceased;
- g. he/she shall exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefor, the Bylaws, the record of directors, and the minutes of the proceedings of the directors of the corporation; and
- h. he/she shall, in general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Section 8. Treasurer

The Treasurer shall be the chief financial officer of the corporation and shall, subject to the direction of the Board of Directors, supervise and control the finances of the corporation. He/she shall have the following duties:

- a. he/she shall have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies or other depositories as selected by the Board of Directors;
- b. he/she shall receive, and give receipt for, monies due and payable to the corporation from any source whatsoever;
- c. he/she shall disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements;
- d. he/she shall keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- e. he/she shall exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefor, books of account and financial records of the corporation;
- f. he/she shall render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation;
- g. he/she shall prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports; and
- h. he/she shall, in general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Article VIII. Committees

Section 1. Committee Formation

The Board of Directors may, by a majority vote of its members, designate committees to act on behalf of, and/or in an advisory capacity to, the board. The committees shall be composed of no less than three (3) individuals and shall be lead by an appointed chair.

Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such

changes in the context of such provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the board or by the committee.

The board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

Section 2. Executive Committee

The Executive Committee shall consist of three (3) or more board members including, but not limited to, the President, Secretary, and Treasurer. The President shall be the chair of the Executive Committee.

Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the board, and is subject to the direction and control of the full board.

By a majority vote of its members, the board may at any time revoke or modify any or all of the Executive Committee authority so delegated, increase or decrease but not below three (3) the number of the members of the Executive Committee, and fill vacancies on the Executive Committee from the members of the board.

The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records and report the same to the board from time to time as the board may require.

Section 3. Finance Committee

The Finance Committee shall consist of three (3) or more board members including, but not limited to, the President and Treasurer. The Treasurer shall be the chair of the Finance Committee.

The Finance Committee shall be responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee.

The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to public to the public.

Section 4. Other Committees

The Board of Directors may, by a majority vote of its members, designate other committees. These committees may consist of persons who are not members of the corporation and shall act

in an advisory capacity to the board. The chair of other committees shall be appointed by the President.

Article IX. Execution of Instruments, Deposits, and Funds

Section 1. Execution of Instruments

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2. Checks and Notes

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness of the corporation shall be signed by the Treasurer and countersigned by the President of the corporation.

Section 3. Deposits

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

Section 4. Gifts

Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the nonprofit purposes of this corporation.

Article X. Corporate Records, Reports and Seal

Section 1. Maintenance of Corporate Records

The corporation shall keep at a place of its choosing:

- a. minutes of all meetings of directors and committees, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given and the names of those present and the proceedings thereof;

- b. adequate and correct records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses; and
- c. a copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the directors of the corporation at all reasonable times during office hours.

Section 2. Corporate Seal

The Board of Directors may adopt, use, and at will alter, a corporate seal. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section 3. Directors' Inspection Rights

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

Section 4. Right to Copy and Make Extracts

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

Section 5. Periodic Report

The Board of Directors shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state, to be so prepared and delivered within the time limits set by law.

Article XI. IRC 501(c)(3) Tax Exemption Provisions

Section 1. Limitations on Activities

No substantial part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code). This corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on 1) by a corporation exempt from federal income tax

under Section 501(c)(3) of the Internal Revenue Code, or 2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2. Prohibition Against Private Inurement

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its directors or trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

Section 3. Distribution of Assets

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

Section 4. Private Foundation Requirements and Restrictions

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

Article XII. Amendment of Bylaws

Except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended or repealed and new Bylaws adopted by approval of the Board of Directors. Such approval requires a two-thirds vote of Directors present at any meeting, provided a quorum is present and provided that a copy of the proposed amendment(s) are provided to each Director at least ten (10) days prior to said meeting.

Article XIII. Construction and Terms

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, including but not limited to violations of local, state or federal law, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors of this corporation and we consent to, and hereby do, adopt the foregoing Bylaws as the Bylaws of this corporation.

Jeffrey T Sorensen, President

Zachary B Lones, Secretary

Justin E Nauman, Treasurer