



The Federation of Gay Games, Inc Bylaws

(revised November 2005, including approved amendments made through the 2020 Annual Meeting)

Amended 24 January 2021

ARTICLE I: STATEMENT OF PURPOSE

1. The purpose of The Federation of Gay Games, Inc. (the "Federation") shall be to foster and augment the self-respect of lesbian, gay, bisexual, transgender, and those whose gender identity or sexuality do not fit within traditional expressions or definitions (LGBTQ+) throughout the world and to promote respect and understanding, primarily through the sanctioning and oversight of the international quadrennial sport and cultural event known as the "Gay Games."
2. The mission of the Federation is to promote equality, diversity and inclusion through sport and culture.
3. The Federation's guiding principles are Participation, Inclusion, and Personal Best.
4. Following the Federation's guiding principle of inclusion, and consistent with the proper operation of the Federation's activities, in the Federation's internal operations and employment practice, as well as in the events for which it is responsible, there will be no discrimination on the basis of sexual orientation, gender identity or expression, race, religion, nationality, ethnic origin, political belief, athletic/artistic ability, age, physical challenge, or health status.

ARTICLE II: DEFINITIONS

Terms used in these Bylaws:

- 1 **BOARD.** The Board of Directors of the Federation; see Article IV.
- 2 **BOARD YEAR.** The period commencing immediately after an Annual General Assembly is declared closed and ending when the next-following Annual General Assembly is declared closed.
- 3 **COMMITTEE** means any committee established pursuant to Article IX.
- 4 **DIRECTOR.** A Director is defined as a member of the Board of Directors. No entity, including any Organization, may serve as a Director; only a natural person may serve as a Director.
- 5 **DELEGATE.** A natural person authorized in writing by a Member Organization to vote on behalf of the Member Organization in any and all matters. Such written authorization shall

be effective only upon receipt by the Federation and shall state the person's name and the duration of the delegated authority.

- 6 FEDERATION means the Federation of Gay Games.
- 7 INDIVIDUAL MEMBER means a volunteer, other than a Director, a Delegate or an Honorary Life Member, who is a member of a Committee pursuant to Federation Policies and Procedures relating to Committee membership.
- 8 LGBTQ+. Lesbian, Gay, Bisexual, Transgender and those whose gender identity or sexuality do not fit within traditional expressions or definitions.
- 9 MAJORITY VOTE. More than one-half of the votes cast by Directors or General Assembly Members, as applicable, present at the meeting, excluding blanks and abstentions.
- 10 MEMBER. A Member Organization or a Director/Officer of the Federation.
- 11 MEMBER ORGANIZATION. An Organization that meets the requirements set forth in Section 2 of Article VII.
- 12 ORGANIZATION. A *bona fide* body of persons, whether incorporated or unincorporated, maintaining nonprofit purposes and representing multiple individuals whose collective expertise, interest, and experience is of potential value to the Federation.
- 13 POLICIES AND PROCEDURES means any policy or procedure established pursuant to Article XII.
- 14 TWO-THIRDS MAJORITY VOTE. At least two-thirds (2/3) of the votes cast by Directors or General Assembly Members, as applicable, present at the meeting, excluding blanks and abstentions.
- 15 VOLUNTEER means any individual engaged in furthering the purposes of the Federation in any capacity but not receiving any stipend or salary for the services rendered, and includes Members, Delegates and Honorary Life Members.

ARTICLE III: OFFICES

- 1 PRINCIPAL OFFICE. The principal office of the Federation for the transaction of its business is located at 584 Castro Street, #343, in the City and County of San Francisco, California 94114 USA.
- 2 CHANGE OF ADDRESS. The Federation's principal office can be changed only by amendment of these Bylaws. The Board may, however, change the principal office from one location to another within the named county by noting the changed address(es) and effective date(s) below, and such change(s) shall not be deemed an amendment of these Bylaws:

Dated: _____, 201__.

Dated: _____, 201__.

- 3 OTHER OFFICES. The Federation may also have other offices in any state or nation where it is qualified to do business in order to implement its goals.

ARTICLE IV: BOARD OF DIRECTORS

- 1 POWERS. Subject to the provisions of law, all Federation powers not delegated to another person or persons by these Bylaws shall be exercised by or under the authority of the Board.

- 2 DUTIES. The Board shall perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, by these Bylaws, and by any and all internal governing corporate documents including to:

2.1 Set policy for the management and overall operation of the Federation, including, but not limited to, its assets, employees, agents, and programs;

2.2 Meet as required by these Bylaws;

2.3 Register their postal and electronic addresses with the Secretary and Officer of Technology.

2.4 Pay dues as set forth in the current Policies and Procedures then in effect.

- 3 NUMBER OF DIRECTORS. The number of Directors of the Federation shall be no less than three (3) and no more than twenty-five (25), with the exact number of Directors to be fixed from time to time by majority vote of the Board.

- 4 ELECTION. TERM OF OFFICE. The Directors on the Board shall be those Officers elected at each Annual General Assembly in accordance with Article VI. Each director, including a director appointed or elected to fill a vacancy, shall hold office for a term of two Board Years or until their successor is elected and qualified.

- 5 QUALIFICATIONS.

5.1 Directors shall be of the age of majority in the state of California.

5.2 Unless otherwise provided herein, Directors/Officers shall have served at least one (1) year on the Board, as delegate of a Member Organization in the General Assembly, or within the Board or staff of a previous Gay Games host organization, and, if applicable, be a delegate of a Member Organization in good standing. Such qualification requirements may be waived by a vote of the General Assembly in accordance with Article VI of these Bylaws.

- 6 NO COMPENSATION; REIMBURSEMENT.

6.1 Directors/Officers shall serve without salary.

6.2 Directors may be reimbursed for expenses incurred in the course of Federation business as set forth in the Federation Policies & Procedures then in effect.

7 REMOVALS AND RESIGNATION.

7.1 A Two-Thirds Majority Vote of the Board or of the General Assembly may remove any Director/Officer at any time, with or without cause.

7.2 Any Director/Officer may resign effective upon giving written notice to one of the Co-Presidents or the Secretary, unless the notice specifies a later time for the effectiveness of such resignation; provided, however, that no Director/Officer may resign except upon Notice to the Office of Attorney-General of the State of California (the "Attorney-General") if the Federation would then be left without a duly elected Director or Directors in charge of its affairs. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

8 TERMS OF DIRECTORS. Directors shall have the same terms of office as the terms of their Officer positions, as set forth in Sections 11 and 12 of Article IV.

9 VACANCIES. A vacancy on the Board and of an Officer position shall be deemed to exist on the occurrence of the death, resignation or removal of any Director/Officer. Such vacancy may be filled by appointment by a majority of the remaining Directors, or if the number of Directors then in office is less than a quorum, by (1) the unanimous written consent of the Directors then in office, (2) the affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice or waivers of notice complying with Section 5211 of the California Nonprofit Public Benefit Corporation Law, or (3) a sole remaining Director; provided, however, that any such appointed director (except for an Officer At-Large appointed in accordance with Section 19 of Article VI) shall be put up for election or removal by the General Assembly at the next meeting thereof. Each director so appointed shall hold office until the expiration of the term of the replaced director or until their successor has been elected and qualified, provided that such appointed director (except for an Officer At-Large appointed in accordance with Section 19 of Article VI) is duly elected at the next meeting of the General Assembly. No reduction of the authorized number of Directors shall have the effect of removing any director prior to the expiration of that director's term of office.

10 TERMS OF OFFICE.

10.1 The terms of elected Directors/Officers are two Board Years.

10.2 Each Director/Officer's term begins immediately following the meeting at which they are elected.

10.3 Each Director/Officer's term expires at the conclusion of the meeting where a successor is elected, or upon receipt of resignation pursuant to Section 8 of Article IV.

10.4 All Officers are Directors for the length of their term of office and may not serve as Delegate for a Member Organization.

11 ELECTION PROCEDURES.

11.1 Election of Directors/Officers shall take place at the Annual General Assembly in the following years:

11.1.1 Odd Years: Co-President; Vice President – Member Services; Vice President – Operations; Officer – Ceremonies; Officer – Development; Officer – Diversity and Inclusion; Officer - International Development; Officer – Marketing; Officer – Membership; Officer - Site Selection; Officer – Sports.

11.1.2 Even Years: Co-President; Vice President – External Affairs; Vice President of Production; Secretary; Treasurer; Officer – Communications; Officer – Culture; Officer – Host Relations; Officer – Human Resources; Officer – Sports; Officer – Technology.

11.2 The Officers whose offices are not up for election shall constitute the Election Committee, assisted by other persons who may be selected by the Election Committee members for this purpose. The Election Committee shall have at least three (3) members.

11.3 Voting shall be by written secret ballot; unopposed candidates must receive at least a majority vote to be elected.

11.4 Absentee or proxy ballots are not allowed; however one Delegate from a Full Member Organization may cast both votes of that organization.

11.5 If a majority is not achieved on the first ballot, the top two candidates shall engage in a run-off election. The candidate receiving the highest number of votes shall be elected.

11.6 If an Officer with one year remaining on their term wins election to a different Officer position and intends to vacate their prior office, an election shall then be held to fill the remaining term of such vacated office.

11.7 Persons nominated for or appointed to the Board may not have been Board Members or worked within the last 12 months as staff of a Gay Games host organization with which the Federation has an active business relationship (including a contract that has not terminated in accordance with its terms). Such persons who have not worked within the last 12 months as staff of a Gay Games host organization will be eligible to become the Federation Officers once the contract or any active business relationship between the Federation and the host organization comes to an end.

11.8 RESTRICTION ON INTERESTED DIRECTORS. Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the Board may be “interested persons” (i.e., any person currently compensated by the Federation for services rendered to it within the previous 12-months, whether as a full- or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; or any brother; sister; ancestor; descendant; spouse or registered domestic partner or the most similar or equivalent legal relationship available in the state or nation of such person’s residence, and all in-law relationships referenced herein shall encompass such most similar or equivalent legal relationships as available; brother-in-law;

sister-in-law; son-in-law; daughter-in-law; mother-in-law or father-in-law of any such person) as provided in Section 5227 of the California Nonprofit Public Benefit Corporation Law except as modified herein.

ARTICLE V: MEETINGS OF DIRECTORS

1 MEETINGS. The Board shall hold four or more meetings or teleconference calls per year at dates, places, and times as determined by the Board. At least one Board meeting per year shall be in person.

2 SPECIAL MEETINGS. Special Board meetings may be held if called by a Co-President or any two members of the Board of Directors and shall be noticed in accordance with Section 3 of this Article.

3 NOTICE OF MEETINGS. Notice of a meeting shall be given in writing to all Directors:

3.1 Upon four days' notice by first-class mail or 48 hours' notice delivered personally or by telephone, including a voice messaging system or by electronic transmission;

3.2 At the postal or electronic address registered with the Secretary and Officer-Technology of each Director; each Delegate of a General Assembly Member; and the official business address, if any, of each General Assembly Member;

3.3 Specifying the place, date, time and purpose(s) of the meeting.

4 WAIVER OF NOTICE. The transactions of any meeting of the Board, however called and noticed or wherever held, shall be valid as though taken at a meeting duly held after regular call and notice if a quorum is present, and if, either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting the lack of adequate notice before the meeting or at its commencement.

5 QUORUM AND ACTION OF BOARD. At least fifty percent (50%) of the directors authorized in Section 3 of Article IV of these Bylaws constitutes a quorum of the Board for the transaction of business, except for purposes of adjournment as provided in Section 8 of this Article. Unless a greater number is required by law, the Articles of Incorporation or these Bylaws, every action taken or decision made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board; provided, however, that a meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting. No business shall be voted on by the Board at any meeting after an initial roll call determines a quorum is not present.

6 CONDUCT OF MEETINGS.

6.1 Meetings of the Board shall be chaired by a person or persons chosen as Meeting Chair by majority vote of the directors present.

6.2 The Secretary or another person chosen by majority vote of the directors present shall act as the secretary of the meeting.

- 7 PARTICIPATION IN MEETINGS BY CONFERENCE TELEPHONE. Members of the Board may participate in a meeting through the use of conference telephone, electronic video screen communication, or other communications equipment if all of the following apply: (1) each member participating in the meeting can communicate with all of the other members concurrently, (2) each member is provided the means of participating in all matters before the Board, including the capacity to propose or to interpose an objection to a specific action to be taken by the Federation, and (3) the Federation adopts and implements some means of verifying both that (i) a person communicating by telephone, electronic video screen, or other communications equipment is a director entitled to participate in the Board meeting, and (ii) all statements, questions, actions, or votes were made by that director and not by another person not permitted to participate as a director. Participation in a meeting pursuant to this Section 5 of Article VI constitutes presence at such meeting.
- 8 ADJOURNMENT. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given to the directors who were not present at the time of the adjournment in accordance with Section 5 of this Article.
- 9 ACTION WITHOUT MEETING; ELECTRONIC BALLOT. Any action required or permitted to be taken by the Board may be taken by the Board without a meeting, if all members of the Board give their consent to such action in writing, including by written electronic ballot, provided that the Federation adopts and implements some means of verifying that such written electronic ballot was submitted by the director so identified and not by another person not permitted to consent as such director. Such unanimous written consent shall be filed with the minutes of the proceedings of the Board. For purposes of this Section, "all members of the Board" does not include an "interested director" as that term is defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE VI: OFFICERS

- 1 The FGG acknowledges the over representation of male cisgender individuals both in sport and on our board. As such we are committed to inclusion and equality for all. This involves representation of diverse genders and people who are disproportionately represented. This includes encouraging people with diverse genders and female identified people to hold officer positions. The FGG commits to include both women and people with diverse genders in an inclusive and respectful manner.
- 2 GENERAL. The Officers of the Federation shall be: Co-Presidents, Vice President of Production, Vice President of Operations, Vice President of Member Services, Vice President of External Affairs, Secretary, Treasurer, Officer – Diversity and Inclusion, Officer - Host Relations, Officer - Marketing, Officer Membership, Officer - Communications, Officer - International Development, Officer – Human Resources, Officers - Sports, Officer - Site Selection, Officer - Technology, Officer - Development, Officer - Culture, Officer - Ceremonies, Officer(s) At-Large, and such additional offices as the Board may create.

2.1 All Officers shall be elected by the General Assembly, including any Officers appointed in the interim by the Board in accordance with Section 10 of Article IV of these Bylaws and not yet elected by the General Assembly.

2.2 The same person may hold any number of offices, except that neither the Secretary nor the Treasurer may serve as a Co-President.

2.3 The Officers serve on and are accountable to the Board and to the General Assembly.

3 CO-PRESIDENTS.

3.1 The Co-Presidents shall be the Chief Executive Officers of the Federation and shall, on behalf of the Board, supervise the affairs of the Federation.

3.2 The Co-Presidents shall perform all duties incident to their office and such other duties as may be prescribed by the Board or the General Assembly.

3.3 Any and all deeds, mortgages, bonds, contracts, or other instruments authorized by the Board in the name of the Federation must be executed by no less than two (2) Officers, at least one of who must be a Co-President.

3.4 In the events of death, resignation, removal or disqualification of a Co-President, a gender-eligible Vice President shall become the acting Co-President until such time as an election may be held to fill the vacancy.

3.5 Co-presidents must be of two different gender identities.

3.6 Persons nominated to be Co-President must have served at least one (1) year as an Officer/Director, a Delegate of a Member Organization in the General Assembly, or as a member of the board or staff of a previous Gay Games host organization. The foregoing requirement may be waived by Two-Thirds Majority Vote of the Assembly.

4 VICE PRESIDENT OF EXTERNAL AFFAIRS.

4.1 The Vice President of External Affairs shall serve as a member of the Development Committee, and is responsible for the retention and management of the external programs of the Federation, including Ambassadors, Partners and Sponsors.

4.2 Persons nominated to be Vice President of External Affairs must have served at least one (1) year as an Officer/Director, a Delegate of a Member Organization in the General Assembly, or as a former member of the board or staff of a previous Gay Games host organization. The foregoing requirement may be waived by Two-Thirds Majority Vote of the Assembly.

5 VICE PRESIDENT OF MEMBER SERVICES.

5.1 The Vice President of Member Services shall serve as the liaison between the Board and the committees which serve our member organisations, volunteers and Honorary Life Members. The Vice President of Member Services will serve on the Governance Committee.

5.2 Persons nominated to be Vice President of Member Services must have served at least one (1) year as an Officer/Director, a Delegate of a Member Organization in the General Assembly, or as a member of the board or staff of a previous Gay Games host organization. The foregoing requirement may be waived by Two-Thirds Majority Vote of the Assembly.

6 VICE PRESIDENT OF PRODUCTION.

6.1 The Vice President of Production shall serve as liaison between the Board and the committees which help produce the quadrennial event commonly called the Gay Games.

6.2 Persons nominated to be Vice President of Production must have served at least one (1) year as an Officer/Director, a Delegate of a Member Organization in the General Assembly, or as a member of the board or staff of a previous Gay Games host organization. The foregoing requirement may be waived by Two-Thirds Majority Vote of the Assembly.

7 VICE PRESIDENT OF OPERATIONS.

7.1 The Vice President of Operations shall serve as liaison between the Board and all other committees and organize the Annual General Assembly. The Vice President of Operations will serve on the Governance Committee.

7.2 Persons nominated to be Vice President of Operations must have served at least one (1) year as an Officer/Director, a Delegate of a Member Organization in the General Assembly, or as a member of the board or staff of a previous Gay Games host organization. The foregoing requirement may be waived by Two-Thirds Majority Vote of the Assembly.

8 SECRETARY. The Secretary shall:

8.1 Serve as the Corporate Secretary of the Federation and custodian of its records;

8.2 Certify and keep at the principal office of the Federation the original or a copy of these Bylaws, as amended;

8.3 File Federation documents with the State of California as required by law;

8.4 Keep at the principal office of the Federation, or at such other place as the Board may determine, minutes of all meetings of the Directors, recording the time and place held, whether annual or special, how called, how notice was given, the names of those present or represented at the meeting, and the proceedings;

8.5 Act as secretary of all meetings of the Board pursuant to Section 6.2 of Article V of these Bylaws.

8.6 Make available at all reasonable times to any director of the Federation, or to their attorney(s), on request, the Bylaws and the minutes of meetings of the Board;

8.7 In general, perform all duties incident to the office of Secretary as may be assigned to them by the Board.

8.8 Serve as co-chair of the Governance Committee and be responsible for the Policies and Procedures of the Federation.

8.9 Be the board member responsible for the Legal Affairs of the Federation.

8.10 Persons nominated to be Secretary must have served at least one (1) year as an Officer/Director, a Delegate of a Member Organization in the General Assembly, or as a member of the board or staff of a previous Gay Games host organization. The foregoing requirement may be waived by Two-Thirds Majority Vote of the Assembly.

9 TREASURER. The Treasurer shall:

9.1 Serve as the Corporate Chief Financial Officer of the Federation and maintain its financial records;

9.2 Have charge and custody of, and be responsible for, all funds and securities of the Federation, and deposit all such funds in the name of the Federation in such banks, trust companies, or other depositories as selected by the Board;

9.3 Receive, and give receipt for, monies due and payable to the Federation;

9.4 Disburse funds of the Federation as may be directed by the Board, taking proper vouchers for such disbursements;

9.5 Keep and maintain adequate and correct records of the Federation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses;

9.6 Make available at all reasonable times the books of account and financial records to any director or their attorney(s), on request;

9.7 Render to any director, whenever requested, an account of any and all transactions as Treasurer and of the financial condition of the Federation;

9.8 Prepare the financial statements to be included in any required reports and the necessary government filings to maintain the Federation's nonprofit organization status;

9.9 Manage Federation accounts that are automatically paid through the Federation credit/debit card, as well as the security access to these accounts and on-line bank and credit/debit card statements; and

9.10 In general, perform all duties incident to the office of Treasurer as may be assigned by the Board.

9.11 Persons nominated to be Treasurer must have served at least one (1) year as an Officer/Director, a Delegate of a Member Organization in the General Assembly, or as a member of the board or staff of a previous Gay Games host organization. The foregoing requirement may be waived by Two-Thirds Majority Vote of the Assembly.

10 OFFICER – CEREMONIES.

10.1 The Officer – Ceremonies shall oversee all aspects of the Federation's Ceremonies.

10.2 Persons nominated to be Officer – Ceremonies must have served at least one (1) year as an Officer/Director, a Delegate of a Member Organization in the General Assembly, or as a member of the board or staff of a previous Gay Games host organization, or be a current Delegate of a Member Organization in good standing. The foregoing requirement may be waived by majority vote of the Assembly.

11 OFFICER - COMMUNICATIONS.

11.1 The Officer - Communications shall undertake media relations activities on behalf of the Federation and serve as co-chair of the Communications/Public Relations Committee.

11.2 Persons nominated to be Officer – Communications must have served at least one (1) year as an Officer/Director, a Delegate of a Member Organization in the General Assembly, or as a member of the board or staff of a previous Gay Games host organization, or be a current Delegate of a Member Organization in good standing. The foregoing requirement may be waived by majority vote of the Assembly.

12 OFFICER - CULTURE.

12.1 The Officer - Culture shall serve as co-chair of the Cultural Committee and oversee Cultural Programs of the Federation.

12.2 Persons nominated to be Officer – Culture must have served at least one (1) year as an Officer/Director, a Delegate of a Member Organization in the General Assembly, or as a member of the board or staff of a previous Gay Games host organization, or be a current Delegate of a Member Organization in good standing. The foregoing requirement may be waived by majority vote of the Assembly.

13 OFFICER - DEVELOPMENT.

13.1 The Officer - Development shall serve as co-chair of the Development Committee and shall manage all fundraising and development-related activities of the organization, including aspects of corporate sponsorship and corporate fundraising.

13.2 Persons nominated to be Officer – Development must have served at least one (1) year as an Officer/Director, a Delegate of a Member Organization in the General Assembly,

or as a member of the board or staff of a previous Gay Games host organization, or be a current Delegate of a Member Organization in good standing. The foregoing requirement may be waived by majority vote of the Assembly.

14 OFFICER – DIVERSITY AND INCLUSION.

14.1 The Officer of Diversity and Inclusion shall be in charge of diversity initiatives and assist the co-presidents in the execution of their duties at their request.

14.2 The Officer of Diversity and Inclusion shall be an individual that is female or have a diverse gender.

14.3 Persons nominated to be Officer –Diversity and Inclusion must have served at least one (1) year as an Officer/Director, a Delegate of a Member Organization in the General Assembly, or as a member of the board or staff of a previous Gay Games host organization, or be a current Delegate of a Member Organization in good standing. The foregoing requirement may be waived by majority vote of the Assembly.

15 OFFICER - HOST RELATIONS.

15.1 The Officer of Host Relations shall serve on the Steering Committee as outlined in the current License agreement between the FGG and the Gay Games Host and oversee the relationship with host organizations.

15.2 Persons nominated to be Officer of Host Relations must have served at least one (1) year as an Officer/Director, a Delegate of a Member Organization in the General Assembly, or as a member of the board or staff of a previous Gay Games host organization. The foregoing requirement may be waived by majority vote of the Assembly.

16 OFFICER –INTERNATIONAL DEVELOPMENT.

16.1 The Officer –International Development shall serve as member of the Governance Committee and shall implement programs to increase international representation of the Federation board and membership.

16.2 Persons nominated to be Officer –International Development must have served at least one (1) year as an Officer/Director, a Delegate of a Member Organization in the General Assembly, or as a member of the board or staff of a previous Gay Games host organization, or be a current Delegate of a Member Organization in good standing. The foregoing requirement may be waived by majority vote of the Assembly.

17 OFFICER - MARKETING.

17.1 The Officer Marketing shall manage the Federation of Gay Games Brand, and shall serve as a member of the Host Relations Committee.

17.2 Persons nominated to be Officer – Marketing must have served at least one (1) year as an Officer/Director, a Delegate of a Member Organization in the General Assembly, or as a member of the board or staff of a previous Gay Games host organization, or be a current

Delegate of a Member Organization in good standing. The foregoing requirement may be waived by majority vote of the Assembly.

18 OFFICER - MEMBERSHIP.

18.1 The Officer of Membership shall serve as co-chair of the Membership Committee and shall lead the process of Assembly member recruitment and membership development.

18.2 Persons nominated to be Officer – Marketing must have served at least one (1) year as an Officer/Director, a Delegate of a Member Organization in the General Assembly, or as a member of the board or staff of a previous Gay Games host organization, or be a current Delegate of a Member Organization in good standing. The foregoing requirement may be waived by majority vote of the Assembly.

19 OFFICER – HUMAN RESOURCES.

19.1 The Officer - Human Resources shall oversee all aspects of the Federation’s Volunteers.

19.2 Persons nominated to be Officer – Human Resources must have served at least one (1) year as an Officer/Director, a Delegate of a Member Organization in the General Assembly, or as a member of the board or staff of a previous Gay Games host organization, or be a current Delegate of a Member Organization in good standing. The foregoing requirement may be waived by majority vote of the Assembly.

20 OFFICER - SITE SELECTION.

20.1 The Officer - Site Selection shall serve as co-chair of the Site Selection Committee and shall oversee all aspects of site selection.

20.2 Persons nominated to be Officer – Site Selection must have served at least one (1) year as an Officer/Director, a Delegate of a Member Organization in the General Assembly, or as a member of the board or staff of a previous Gay Games host organization, or be a current Delegate of a Member Organization in good standing. The foregoing requirement may be waived by majority vote of the Assembly.

21 OFFICERS – SPORTS.

21.1 The Officers – Sports shall serve as co-chairs of the Sports Committee and oversee all aspects of the Federation’s sports program.

21.2 The Officers – Sports must be of two different gender identities.

21.3 Persons nominated to be Officers – Sports must have served at least one (1) year as an Officer/Director, a Delegate of a Member Organization in the General Assembly, or as a member of the board or staff of a previous Gay Games host organization, or be a current Delegate of a Member Organization in good standing. The foregoing requirement may be waived by majority vote of the Assembly.

22 OFFICER - TECHNOLOGY.

22.1 The Officer - Technology shall serve as co-chair of the Technology Committee and oversee all elements of the Federation's technology infrastructure.

22.2 Persons nominated to be Officer – Technology must have served at least one (1) year as an Officer/Director, a Delegate of a Member Organization in the General Assembly, or as a member of the board or staff of a previous Gay Games host organization, or be a current Delegate of a Member Organization in good standing. The foregoing requirement may be waived by majority vote of the Assembly.

23 OFFICER(S) AT LARGE.

23.1 The Board may authorize the creation of one or more Officer At-Large positions on the Board to be elected in either even or odd years; provided, that the Board shall create not less than that number of Officer At-Large positions equal to the number of directors who hold more than one Officer position.

23.2 Officer At-Large positions shall be filled in the Annual General Assembly; provided that any Officer At-Large position created more than ninety days before the Annual General Assembly as a result of a Director assuming another Officer position shall be filled by the Board in accordance with Bylaw IV.10.

23.3 One or more Officer At-Large positions may be specific to a gender or sexual orientation, which is underrepresented on the Board, as determined by the Board.

23. Legal Counsel

The Co-Presidents will appoint the Legal Counsel. The legal counsel shall be a non voting member of the Board of Directors and Governance Committee.

ARTICLE VII: MEMBER ORGANIZATIONS

1 CATEGORIES OF ORGANIZATIONAL MEMBERSHIP. The Federation has the following categories of Organizational Members:

1.1 Full Members (as defined in the Policies & Procedures then in effect);

1.1.1 International Sport Organizations (as defined in the Policies & Procedures then in effect);

1.1.2 Multi-Sport Regional Organizations (as defined in the Policies & Procedures then in effect); and

1.1.3 International Cultural Organizations (as defined in the Policies & Procedures then in effect).

1.2 Associate Members – Organizations which satisfy some but not all criteria for the categories listed in Section 1.1 of Article VII.

1.3 Partner Organizations – Organizations which may not satisfy the criteria for the categories listed in Section 1.1 of Article VII.

2 QUALIFICATIONS OF MEMBER ORGANIZATIONS.

2.1 Member Organizations must be organized for non profit purposes.

2.2 Member Organizations must satisfy those criteria outlined in the Policies & Procedures then in effect.

3 DUTIES. Member Organizations shall:

3.1 Register their postal and electronic addresses with the Secretary and Officer – Technology;

3.2 Pay dues as set forth in Article VII, Section 7.2.

3.3 Maintain non-profit purposes;

3.4 Strongly promote the Gay Games; and

3.5 Assist the Federation in delivering the Gay Games and fulfilling its mission;

4 APPLICATION. Any Organization seeking election as a Member shall, in accordance with the relevant policies and procedures of the Federation, submit a written application to the Officer - Membership.

5 ACCEPTANCE: If the Board is satisfied that an organisation applying pursuant to section 4 meets the qualifications specified in section 2 and is prepared to undertake the duties specified in section 3, the Board shall declare such organisation to be a Member Organization in one of the membership categories specified in section 1.

6 TERM. The term of a Member Organization begins from the day the Board declares pursuant to section 5 an organization to be a Member Organization and is terminated pursuant to section 7.

7 TERMINATION OF MEMBERSHIP. An Organization's membership shall terminate upon the occurrence of any of the following events:

7.1 Upon notice of termination delivered by the Member Organization to the Vice President of Membership.

7.2 Upon failure to pay dues, effective ninety (90) days after written notification of delinquency is given personally, by mail, or by electronic mail to the Member Organization. A Member Organization may avoid such termination by paying the amount of delinquent dues within a ninety (90) day period following such member's receipt of the notification of delinquency.

7.3 If the Board concludes that a Member Organization has ceased to meet the qualifications of section 2, is not undertaking the duties specified in section 3, or has engaged in

conduct materially or seriously prejudicial to the interests or purposes of the Federation, the Board shall inform such Member Organization that its membership shall be terminated in thirty days, together with the reasons for such termination. Within that thirty day period that Membership Organization has the right to provide to the Board – either orally or in writing – reasons why such termination should not take place. If such organization exercises such a right the Board, after considering those reasons, shall either confirm the termination or rescind it and give its reasons therefore. An organization so terminated shall receive a refund of dues already paid for the current dues period..

- 8 NUMBER OF MEMBER ORGANIZATIONS. There is no limit on the number of Member Organizations the Federation may admit to the General Assembly
- 9 REIMBURSEMENT. Delegates from Member Organizations may be reimbursed for expenses incurred in the course of Federation business as set forth in the Federation Policies & Procedures then in effect.

ARTICLE VIII: GENERAL ASSEMBLY

- 1 COMPOSITION. The General Assembly shall be composed of:
 - 1.1 Delegates from Member Organizations in good standing; and
 - 1.2 Directors/Officers.
 - 1.3 Honorary Life Members
 - 1.4 Individual Members
- 2 ANNUAL GENERAL ASSEMBLY. The Federation shall hold an annual meeting of Member Organizations called the Annual General Assembly at the date, place, and time as determined by the Board.
- 3 SPECIAL MEETINGS. Special meetings of the General Assembly may be held if called by the Board, one of the Co-Presidents or five percent (5%) or more of the Member Organizations.
- 4 NOTICE OF MEETINGS. Notice of a General Assembly meeting specifying the place, date, time, and purpose(s) of the meeting shall be given to all Member Organizations in writing no fewer than thirty (30) days and not more than ninety (90) days before the date of such meeting, delivered to the electronic address registered with the Secretary and the Officer - Technology of each Member Organization or Delegate of a Member Organization.
- 5 WAIVER OF NOTICE. The transactions of any meeting of the General Assembly, however called and noticed or wherever held, shall be valid as though taken at a meeting duly held after regular call and notice if a quorum is present, and if, either before or after the meeting, each of the Member Organizations and Director/Officers not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Member or Director/Officer who attends the meeting without protesting the lack of adequate notice before the meeting or at its commencement.

6 QUORUM AND ACTION OF THE GENERAL ASSEMBLY. At least one-third (1/3) of the Directors/Officers and Member Organizations other than Partner Organizations constitutes a quorum of the General Assembly for the transaction of business, except for purposes of adjournment as provided in Section 8 of this Article. Unless a greater number is required by law, the Articles of Incorporation or these Bylaws, every action taken or decision made by a majority of the Member Organizations and Director/Officers present at a meeting duly held at which a quorum is present is the act of the General Assembly; provided, however, that a meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Member Organizations or Director/Officers, if any action taken is approved by at least a majority of the required quorum for such meeting. No business shall be voted on by the General Assembly at any meeting after an initial roll call determines a quorum is not present.

7 CONDUCT OF MEETINGS.

7.1 Meetings of the General Assembly shall be chaired by one or both of the Co-Presidents.

7.2 The Secretary or another person chosen by the Secretary shall act as the secretary of the meeting.

7.3 Meetings shall be governed by rules developed and approved by resolution of the Board.

8 ADJOURNMENT. A majority of the Member Organizations and Officers present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given to the Member Organizations and Officers who were not present at the time of the adjournment in accordance with Section 4 of this Article.

9 ACTION WITHOUT MEETING; ELECTRONIC BALLOT. Any action that may be taken at any meeting of members may be taken without a meeting by complying with this Section.

9.1 Solicitation of Written Ballots. The Federation shall distribute one written ballot to each member of the General Assembly entitled to vote on the matter. Such ballots shall be mailed or delivered in the manner required by Section 8.4 of Article VIII. 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, and (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, and (3) provide a reasonable time in which to return the ballot to the Federation. In any election of directors, a written ballot that a member marks withhold, or otherwise marks in a manner indicating that authority to vote is withheld, shall not be voted either for or against the election of a director.

9.2 Number of Votes and Approvals Required. Approval by written ballot shall be valid only when (1) the number of votes cast by ballot (including those ballots that are marked withhold or otherwise indicate that authority to vote is withheld) within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and (2) the number of votes approving equals or exceeds the number of votes that would be required for

approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.

9.3 Revocation. A written ballot may not be revoked.

9.4 Filing. All written ballots shall be filed with the secretary of the Federation and maintained in the corporate records for at least three years.

10 VOTING RIGHTS.

10.1 Full Members receive two votes on all matters submitted to a vote by the members, subject to the requirements set forth in Section 11 of this Article.

10.2 Associate Members receive one vote on all matters submitted to a vote by the members subject to the requirements set forth in Section 11 of this Article.

10.3 Partner Organizations do not vote on any matters submitted to a vote by the members subject to the requirements set forth in Section 11 of this article.

10.4 Directors/Officers who are present at the meeting receive one vote.

10.5 Associate Members shall select one Delegate to cast its' vote. Full Members may have two Delegates cast one vote each, or a sole Delegate cast both votes.

10.6 Member Organizations must have a Delegate present at a meeting in order to vote.

10.7 Honorary Life Members and Individual Members have no voting rights within the General Assembly.

11 POWERS. The General Assembly shall have the following decision making authorities:

11.1 GAY GAMES SITE SELECTION.

11.1.1 Only Full Member Organizations in good standing who have had one or more Delegates present at the prior Annual General Assembly meeting or at two of the past four Annual General Assembly meetings shall be eligible to vote on Gay Games site selection matters.

11.1.2 All Directors/Officers who are present at the meeting shall be eligible to vote on Gay Games site selection matters.

11.1.3 Full Member Organizations whose memberships are terminated during the four year period prior to a site selection meeting shall not be eligible to vote on Gay Games site selection matters.

11.1.4 Associate Member Organizations shall not be eligible to vote in site selection matters.

11.2 BYLAW AMENDMENTS.

11.2.1 Majority vote of the General Assembly is required to approve Bylaw amendments, after such amendments have been approved by a two-thirds (2/3) majority of the Board.

11.2.2 Two-Thirds Majority Vote of the General Assembly is required to approve amendments in the absence of approval by Two-Thirds Majority Vote of the Board.

11.3 DIRECTOR/OFFICER ELECTIONS. The General Assembly shall vote to elect Officers/Directors.

11.3.1 Among the Member Organizations, only those in good standing who have had one or more Delegates present at one of the previous three Annual General Assembly meetings shall be eligible to vote to elect Officers/Directors.

11.4 HONORARY LIFE MEMBER ELECTIONS

11.4.1 Honorary Life Members are recommended by the Board to the General Assembly for election. The Board must have a 2/3 majority to forward this recommendation to the General Assembly.

11.4.2 A simple majority is needed by the General Assembly for all Board recommendations.

11.5 The General Assembly shall be empowered to reverse by a Two-Thirds Majority Vote any policy introduced or modified by the Board as long as such vote is called within thirty (30) days of the date when the General Assembly has been notified of the policy.

ARTICLE IX: COMMITTEES

1 BOARD COMMITTEES. The Board may, by resolution adopted by a majority of the number of Directors then in office, create one or more committees, each consisting of two or more Director/Officers, to serve at the pleasure of the Board. Appointments to such committees may be made by any method determined by a majority vote of the Director/Officers then in office. Board Committees may be given all the authority of the Board, except for the powers to:

1.1 set the number of Directors within a range specified in these Bylaws;

1.2 fill vacancies on the Board or in any Board Committee;

1.3 fix compensation of the Directors for serving on the Board or on any Board Committee;

1.4 amend or repeal these Bylaws or adopt new Bylaws;

1.5 adopt amendments to the Articles of Incorporation of the Federation;

1.6 amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;

1.7 create any other Board Committees or appoint the members of any Board Committees;

1.8 remove any Director without cause;

1.9 approve any merger, reorganization, voluntary dissolution, or disposition of substantially all of the assets of the Federation; or

1.10 approve any self-dealing transaction, as defined in Section 5233(a) of the California Nonprofit Public Benefit Corporation Law.

2 **ADVISORY COMMITTEES.** The Board may establish one or more Advisory Committees to the Board. The members of any Advisory Committee may consist of Directors or non-Directors and may be appointed as the Board determines.

3 **MEETINGS AND ACTIONS OF COMMITTEES.**

3.1 **Board Committees.** Meetings and actions of Board Committees shall be governed by the provisions of Sections 3 through 9 of Article V applicable to meetings and actions of the Board, with such changes in the content of these Bylaws as are necessary to substitute the Board Committee and its members for the Board of Directors and its members. Minutes shall be kept of each meeting of any Board Committee and shall be filed with the corporate records.

3.2 **Advisory Committees.** Advisory Committees shall determine their own meeting rules and whether minutes shall be kept.

3.3 The Board of Directors may adopt rules for the governance of any Board or Advisory Committee not inconsistent with the provisions of these Bylaws.

4 **EXECUTIVE COMMITTEE.**

4.1 The Executive Committee shall consist of the following Officer/Directors: the Co-Presidents, the Vice Presidents, the Treasurer, and the Secretary. If an Executive Director or equivalent staff person is hired, they shall serve as a non-voting ex officio member of the Executive Committee.

4.2 By majority vote of its members, the Board may delegate to the Executive Committee the authority of the board in the management of the business and affairs of the Federation, to the extent permitted, and except as may otherwise be provided, by law. By a majority vote of its members, the Board may at any time revoke or modify any or all Executive Committee authority so delegated.

5 **AD HOC COMMITTEE**

5.1 The Board shall have the power to create one or more ad hoc committees, with such authority and powers as delegated to such committee by a majority vote of the Board, and whose members shall be members of the Board.

ARTICLE X: PROHIBITED TRANSACTIONS.

- 1 LOANS. The Federation shall not make any loan of money or property to, or guarantee the obligation of, any Director or Officer; provided, however, that the Federation may advance money to a Director or Officer of the Federation or any subsidiary for expenses reasonably anticipated to be incurred in the performance of the duties of such Officer or Director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.
- 2 SELF DEALING TRANSACTIONS. Except as provided in Section 3 of this Article, the Board shall not approve or permit the Federation to engage in any self dealing transactions. A self dealing transaction is a transaction to which the Federation is a party and in which one or more of its Directors has a material financial interest, unless the transaction comes within Section 5233(b) of the California Nonprofit Public Benefit Corporation Law.
- 3 APPROVAL. The Federation may engage in a self dealing transaction if the transaction is approved by a court or by the Attorney General. The Federation may also engage in a self dealing transaction if the Board determines, before the transaction, that (1) the Federation is entering into the transaction for its own benefit; (2) the transaction is fair and reasonable to the Federation at the time; and (3) after reasonable investigation, the Board determines that it could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board in good faith, with knowledge of the material facts concerning the transaction and the Director's interest in the transaction, and by a vote of a majority of the Directors then in office, without counting the vote of the interested Director or Directors.

ARTICLE XI: INDEMNIFICATION, INSURANCE AND DIRECTOR LIABILITY.

- 1 RIGHT OF INDEMNITY. In addition to the mandatory indemnification of agents provided in Section 5238(d) of the California Nonprofit Public Benefit Corporation Law, the Federation shall indemnify and advance expenses to its indemnitees, in connection with any proceeding, and in accordance with Section 5238, to the fullest extent allowed by Section 5238 of the California Nonprofit Public Benefit Corporation Law. For purposes of this Article, "indemnitee" shall mean any current Director, Officer, or employee of the Federation; "agent" shall have the same meaning as in Section 5238(a), including Directors, Officers, employees, other agents, and persons formerly occupying such positions; "proceeding" shall have the same meaning as in Section 5238(a), including any threatened action or investigation under Section 5233 or brought by the Attorney General; and "expenses" shall have the same meaning as in Section 5238(a), including reasonable attorneys' fees.
- 2 APPROVAL OF INDEMNITY. On written request to the Board in each specific case by any agent seeking indemnification, to the extent that the agent has been successful on the merits, the Board shall promptly authorize indemnification in accordance with Section 5238(d). Otherwise, the Board shall promptly determine, by a majority vote of a quorum consisting of Directors who are not parties to the proceeding, whether, in the specific case, the indemnitee has met the applicable standard of conduct stated in Section 5238(b) or Section 5238(c), and, if so, shall authorize indemnification.
- 3 ADVANCING EXPENSES. To the fullest extent allowed by Section 5238 of the California Nonprofit Public Benefit Corporation Law, and except as otherwise determined by the Board in specific instances, the Board shall authorize the advance of expenses incurred by

or on behalf of an indemnitee of the Federation in defending any proceeding prior to final disposition, if the Board finds that:

- (a) the requested advances are reasonable in amount under the circumstances; and
- (b) before any advance is made, the indemnitee will submit a written undertaking satisfactory to the Board to repay the advance unless it is ultimately determined that the indemnitee is entitled to indemnification for the expenses under this Article. Unless the Board finds compelling reasons to do otherwise, the undertaking shall be unsecured, and no interest shall be charged on the obligation created thereby.

- 4 **INSURANCE.** The Board may adopt a resolution authorizing the purchase of insurance on behalf of any agent against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, and such insurance may provide for coverage against liabilities beyond the Federation's power to indemnify the agent under law.

ARTICLE XII: POLICIES AND PROCEDURES

- 1 **POLICIES AND PROCEDURES.** Policies and procedures shall be written to implement these Bylaws and are binding on all Directors, Officers and agents of the Federation.

ARTICLE XIII: MISCELLANEOUS

- 1 **MAINTENANCE OF CORPORATE RECORDS.** The Federation shall keep at its principal office, and at such other offices as deemed necessary, adequate and correct books and records of account, minutes of the proceedings of its Board and committees of the Board, and a copy of the Articles of Incorporation and Bylaws as amended to date.
- 2 **AUDIT.** An annual audit or financial report shall be prepared within 150 days after the close of each fiscal year.
- 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 Federation.
- 4 **FISCAL YEAR.** The fiscal year of the Federation shall begin on the first day of July and end on the last day of June each year.
- 5 **AMENDMENTS TO BYLAWS.**

5.1 PROPOSALS.

- 5.1.1 Amendments may be proposed by any Member, Director/Officer, or committee as set forth in the Policies & Procedures then in effect.
- 5.1.2 Each proposed amendment or change must be mailed or electronically sent to each Member and/or Delegate and to each Director/Officer at least 30 days prior to the meeting at which a vote is to be taken.

5.2 **ADOPTION PROCESS.** These Bylaws may be altered, amended or repealed pursuant to Section 11.2 of Article VIII of these Bylaws.

6 FINANCIAL AUTHORITY.

6.1 Authorization to disburse Federation funds shall be solely by majority vote of the Board, permitting such transactions by approving

- (a) the budget; or
- (b) a special ballot approving an increase of any amount over any line item in the previously approved budget, or a new line item not included in the approved budget.

6.2 The Executive Committee, by unanimous consent of its members and upon notification to the Board, shall be authorized to spend up to US\$15,000 cumulatively in any fiscal year above the approved budget on any expense deemed necessary.

6.3 At least two Officer signatures are required for all expenditures over US\$7,500. At least one Officer signature is required on all checks.

7 NONPROFIT STATUS. The Federation of Gay Games is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the U.S. Internal Revenue Code, 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.

8 GOVERNING LAW. In all matters not specified in these Bylaws, or in the event these Bylaws shall not comply with applicable law, the California Nonprofit Public Benefit Corporation Law as then in effect shall apply.

Adopted as required by law and these Bylaws at Lyon, France (27 November 2006) and as reviewed and amended by legal counsel (July-September 2007) and by final approval of the Board of Directors (9 September 2007)

Amended by the General Assembly at the Annual General Assembly held in San Francisco, CA
(27 October 2007)

Amended by the General Assembly at the Annual General Assembly held in Cape Town, South Africa
(23 October 2008)

Amended by the General Assembly at the Annual General Assembly held in Cologne, Germany
(1 October 2009)

Amended by the General Assembly at the Annual General Assembly held in Cologne, Germany
(8 August 2010)

Amended by the General Assembly at the Annual General Assembly held in Toronto, Canada
(25 October 2011)

Amended by the General Assembly at the Annual General Assembly held in Sofia, Bulgaria
(21 August 2012)

Amended by the General Assembly at the Annual General Assembly held in Cleveland, Ohio
(9 October 2013)

Amended by the General Assembly at the Annual General Assembly held in Cleveland, Ohio
(18 August 2014)

Amended by the General Assembly at the Annual General Assembly held in Limerick, Ireland
(17 October 2015)

Amended by the General Assembly at the Annual General Assembly held in Sydney, Australia
(24 October 2016)

Amended by the General Assembly at the Annual General Assembly held in Paris, France
(31 October 2017)

Amended by the General Assembly at the Annual General Assembly held in Guadalajara,
Mexico (31 October 2019)

Amended by the General Assembly at the Annual General Assembly held virtually in London,
UK (24 January 2021)