

Proposal to amend Who's Yer Gamers Inc. By-Laws effective 1 Jun 2015

In accordance with Who's Yer Gamers Inc. By-Laws effective 1 Jun 2015, Article XII, Section 1, the following is a proposed amendment, to be published as "Amendment I", for vote by the Board of Directors, Council of Elders and Elected Officers inclusively. With approval, the amended sections as proposed will replace the specified sections as written. The effective date of the by-laws will remain as currently approved (30 May 2014) with the caveat "as amended [date of approval]". Such amendments would take effect the day following Board approval.

The overarching purpose of this amendment is to establish better guidelines, accountability and transparency in Strategic Planning and budget allocation, expense authorization, and the Annual Community Report. For ease of understanding changes, the current approved section of the by-laws are provided followed by the proposed amended section with the specific changes highlighted.

Article IV, "Council of Elders", Section 4, "Duties and Powers" as written and approved:

"Section 4 - Duties and Powers. It shall be the duty of the Council to formulate the strategy of the organization that addresses its vision, ends, ways, means, and risk expressed as broad but directive guidance in an annual *Strategic Plan*. The Strategic Plan will include an annual budget apportionment that designates how, as a percentage of revenue and donations, funding and resources will be allocated. The Council will present the Strategic Plan to all active Supporting Members in conjunction with the results of the annual election of Officers. Council members will not have Board voting privileges except under specific circumstances. These specific circumstances are votes regarding the removal of Board members, filling Board vacancies, and modifications of its By-laws. A Council member serving as an Officer on the Board shall vote in accordance with his/her Officer duties. Additionally, the Council shall act as a single vote to resolve deadlocks on Board motions. The Council shall be the single entity responsible for approving the Treasurer as well as the duties and terms of Appointees. The Council will assess implementation of the Strategic Plan through periodic, but minimum quarterly, updates through the Board. Council motions will be voted on by individual members and shall be carried by a simple majority."

Proposed Article IV, "Council of Elders", Section 4, "Duties and Powers" as amended:

"Section 4 - Duties and Powers. It shall be the duty of the Council to formulate the strategy of the organization that addresses its vision, ends, ways, means, and risk expressed as broad but directive guidance in an annual *Strategic Plan*. The Strategic Plan will include an annual budget apportionment that designates how, as a percentage of revenue and donations, funding and resources will be allocated. **The Council will present the Strategic Plan to all active Supporting Members within thirty (30) days after the *Annual Community Report* is published. If the Council does not present a Strategic Plan within this thirty (30) day period, the Board of Directors will operate using the previously approved Strategic**

Plan and budget allocation until it is presented. Council members will not have Board voting privileges except under specific circumstances. These specific circumstances are votes regarding the removal of Board members, filling Board vacancies, and modifications of its By-laws. A Council member serving as an Officer on the Board shall vote in accordance with his/her Officer duties. Additionally, the Council shall act as a single vote to resolve deadlocks on Board motions. The Council shall be the single entity responsible for approving the Treasurer as well as the duties and terms of Appointees. The Council will assess implementation of the Strategic Plan through periodic, but minimum quarterly, updates through the Board. Council motions will be voted on by individual members and shall be carried by a simple majority.”

Article V, “Officers”, Section 5, “Duties of Officers” as written and approved:

“Section 5 - Duties of Officers. Officers of the Corporation shall, unless otherwise provided by the Board, each have such powers and duties as generally pertain to their respective offices as well as such powers and duties as may from time to time be specifically decided by the Board.

The President shall:

- a. Preside over all meetings of the Board of Directors and General Membership.
- b. Have a single vote on motions before the Board.
- b. Represent the organization in matters of importance to the organization.
- c. Incorporate the Strategic Plan of the organization into operations.
- c. Provide direction and leadership for the organization.
- d. Maintain residency sufficient to attend and conduct periodic obligations on behalf of the organization.

The Community Director shall:

- a. Serve as Vice President of the Organization and will lawfully act with the authority and capacity of the President when the latter is absent or temporarily unable to serve.
- b. Have a single vote on motions before the Board.
- c. Seek opportunities for community involvement in accordance with the Strategic Plan.
- d. Coordinate with other organizations for mutual support of community efforts.
- e. Manage designated funding and resources for community/charity support and services.
- f. Synchronize/assist Volunteer Coordinator with supporting community projects.
- g. Provide the Secretary written/typed records of results of community activities.
- h. Maintain residency sufficient to attend and conduct periodic obligations on behalf of the organization.

The Secretary shall:

- a. Serve as the President and/or Community Director and/or Sergeant at Arms to the maximum possible extent when any are absent or temporarily unable to serve.
- b. Have a single vote on motions before the Board

- c. Keep written/typed records of minutes of the organization meetings.
- d. Track individual and total volunteer hours.
- e. Provide to the Treasurer, as part of the Annual Community Report, the total number of volunteer hours provided to the community by the organization.
- f. Provide each Board member with a copy of meeting minutes.
- g. Provide the designated web-master with copies of meeting minutes, by-law amendments, and other such documents to be made available to our membership electronically.
- h. Maintain residency sufficient to attend and conduct periodic obligations on behalf of the organization.

The Sergeant at Arms shall:

- a. Preside over internal Member and Board conflicts and recommend resolutions to all parties involved.
- b. Have a single vote on motions before the Board
- c. Assess implementation of the Strategic Plan and provide feedback/resolution as needed.
- d. Serves as the organization's complaint department for internal and external complaints.
- e. Maintains records of complaints received, resolutions recommended, and result.
- f. Provide reports of records to the Board of Directors when necessary or relevant to issues presented at meetings.

The Treasurer shall:

- a. Establish accounts for the organization as approved by the Board.
- b. Remain neutral on motions before the Board.
- c. Be responsible for receiving, depositing, and disbursing all funds as approved by the Board.
- d. Execute the organization budget in accordance with the Strategic Plan and report discrepancies to the Board.
- e. Maintain records of all financial transactions.
- f. Make all financial records available to Board members and others with Board approval.
- g. Provide approved financial reports at organization meetings.
- h. Provide additional reports as needed or required by law such as, but not limited to, the annual Business Entity Report to the Secretary of the State of Indiana, State, and federal Annual Tax reporting.
- i. Maintains membership records including dues paid and donations given.
- j. Maintains the authority to represent the organization in handling business duties, approves expenditures, and have signature authority for financial obligations with Board approval.
- k. Create and disseminate as required, an *Annual Community Report* within thirty (30) days following the annual organizational meeting in accordance with Article IX, Section 1.
- l. Maintain residency sufficient to attend and conduct periodic obligations on behalf of the organization.”

Proposed Article V, “Officers”, Section 5, “Duties of Officers” as amended:

“Section 5 - Duties of Officers. Officers of the Corporation shall, unless otherwise provided by the Board, each have such powers and duties as generally pertain to their respective offices as well as such powers and duties as may from time to time be specifically decided by the Board. Officers will approve and publish an *Annual Community Report*, as described in Article IX, Section 1, within thirty (30) days after the Annual General Meeting, as described in Article VIII, Section 2. If Officers do not present the *Annual Community Report* within this thirty (30) day period, the Council of Elders will assume responsibility for approving expenditures until it is published.

The President shall:

- c. Preside over all meetings of the Board of Directors and General Membership.
- d. Have a single vote on motions before the Board.
- d. Represent the organization in matters of importance to the organization.
- e. Incorporate the Strategic Plan of the organization into operations.
- e. Provide direction and leadership for the organization.
- f. Provide final review and approval of the *Annual Community Report* as described in Article IX, Section 1.
- g. Maintain residency sufficient to attend and conduct periodic obligations on behalf of the organization.

The Community Director shall:

- i. Serve as Vice President of the Organization and will lawfully act with the authority and capacity of the President when the latter is absent or temporarily unable to serve.
- j. Have a single vote on motions before the Board.
- k. Present for approval and publish a *Community Engagement Plan* in accordance with the Strategic Plan.
- l. Coordinate with other organizations for mutual support of community efforts.
- m. Manage designated funding and resources for community/charity support and services.
- n. Synchronize/assist Volunteer Coordinator with supporting community projects.
- o. Provide the Secretary written/typed records of results of community activities.
- p. Provide a summary of community support events and volunteer hours to the Secretary for the *Annual Community Report* as described in Article IX, Section 1.
- q. Maintain residency sufficient to attend and conduct periodic obligations on behalf of the organization.

The Secretary shall:

- i. Serve as the President and/or Community Director and/or Sergeant at Arms to the maximum possible extent when any are absent or temporarily unable to serve.
- j. Have a single vote on motions before the Board
- k. Keep written/typed records of minutes of the organization meetings.
- l. Track individual and total volunteer hours.

- m. Receive input, create and disseminate as required, an *Annual Community Report* within thirty (30) days following the annual organizational meeting in accordance with Article IX, Section 1.
- n. Provide each Board member with a copy of meeting minutes.
- o. Provide the designated web-master with copies of meeting minutes, by-law amendments, and other such documents to be made available to our membership electronically.
- p. Maintain residency sufficient to attend and conduct periodic obligations on behalf of the organization.

The Sergeant at Arms shall:

- g. Review and ensure compliance of approved by-laws.
- h. Preside over internal Member and Board conflicts and recommend resolutions to all parties involved.
- i. Have a single vote on motions before the Board
- j. Assess implementation of the Strategic Plan and provide feedback/resolution as needed.
- k. Serves as the organization's complaint department for internal and external complaints.
- l. Maintains records of complaints received, resolutions recommended, and result.
- m. Provide reports of records to the Board of Directors when necessary or relevant to issues presented at meetings.

The Treasurer shall:

- m. Establish accounts for the organization as approved by the Board.
- n. Remain neutral on motions before the Board.
- o. Be responsible for receiving, depositing, and disbursing all funds as approved by the Board or, pending the published *Annual Community Report* thirty (30) days after the Annual General Meeting, the Council of Elders.
- p. Execute the organization budget in accordance with the Strategic Plan and report discrepancies to the Board.
- q. Maintain records of all financial transactions.
- r. Make all financial records available to Board members and others with Board approval.
- s. Provide financial information to the Secretary for the *Annual Community Report* as described in Article IX, Section.
- t. Provide approved financial reports at organization meetings.
- u. Provide additional reports as needed or required by law such as, but not limited to, the annual Business Entity Report to the Secretary of the State of Indiana, State, and federal Annual Tax reporting.
- v. Maintains membership records including dues paid and donations given.
- w. Maintains the authority to represent the organization in handling business duties, approves expenditures, and have signature authority for financial obligations with Board approval.
- x. Maintain residency sufficient to attend and conduct periodic obligations on behalf of the organization.”

ARTICLE IX - BOOKS, RECORDS AND REPORTS

Article IX, “Books, Records and Reports”, Section 1, “Annual Reports” as written and approved:

Section 1 - Annual Reports. The Treasurer of the Corporation shall cause to be prepared annual or other reports required by law and shall provide copies to the Board of Directors, Council, and Officers. The Treasurer of the Corporation will create a detailed and executive *Annual Community Report* within thirty (30) days following the annual organizational meeting. The period of the report will cover from the second day following the end of the previous annual meeting until the day after the most recent annual meeting and include real and projected revenues and expenses related to this period as well as total number of volunteer hours provided to the community. The detailed Community Report will provide revenue from specific corporate or community entities and projects but consolidate smaller/broader details as needed. It will also categorize expenses by administrative and infrastructure, durable goods, non-durable goods, fundraising, charity and community support, and annual meeting resources. The detailed Community Report will go only to the Board of Directors. The executive Community Report will show revenue in rounded tens-of-dollar amounts, categorized by monetary and material donations with subcategories showing percentage of contributions by corporations, sponsors, supporting members, and other. Expenses will also be shown in rounded tens-of-dollar amounts and percentages, categorized by funds used for community/charity work, fundraising expenses, and administrative costs. The executive Community Report will be published to the Corporate website and applicable social media.

ARTICLE IX - BOOKS, RECORDS AND REPORTS

Proposed Article IX, “Books, Records and Reports”, Section 1, “Annual Reports” as amended:

Section 1 - Annual Reports. The Treasurer of the Corporation shall cause to be prepared annual or other reports required by law and shall provide copies to the Board of Directors, Council, and Officers. The Treasurer of the Corporation will create a detailed and executive *Annual Community Report* within thirty (30) days following the annual organizational meeting. The period of the report will cover from the second day following the end of the previous annual meeting until the day after the most recent annual meeting. It will include real and projected or pending revenues and expenses related to this period, a list and summary of community events supported and their impact, the number of volunteers and total number of volunteer hours provided to the community. The detailed Community Report will provide revenue from specific corporate or community entities and projects but consolidate smaller/broader details as needed. It will also categorize expenses by administrative and infrastructure, durable goods, non-durable goods, fundraising, charity and community support, and annual meeting resources with appropriate subcategories needed to understand the data. The report will also provide financial performance metrics on program expenses, administrative expenses,

fundraising expenses, and fundraising efficiency, as described by “Charity Navigator” (www.charitynavigator.org) with the associative scores determined by Charity Navigator’s “Financial Rating Tables”. For rating purposes where applicable, Who’s Yer Gamers Inc is considered a ‘General’ or ‘Multipurpose Human Service Organization’ by Charity Navigator. The detailed Community Report will go only to the Board of Directors.

The executive Community Report, as means of demonstrating transparency to the public, will also provide information on revenue, expenses, community support and volunteers but in broad categories and without the specific names of companies, sponsors, or individuals. It will also provide financial performance metrics. The executive Community Report will report revenue in rounded tens-of-dollar amounts, categorized by monetary and material donations with subcategories showing percentage of contributions by corporations, sponsors, supporting members, and others. Expenses will be shown in rounded tens-of-dollar amounts and percentages, categorized by funds used for administrative costs, community/charity work, and fundraising expenses. The executive Community Report will be published to the corporate website and applicable social media.

Approved by the Founders and Board of Directors: 30 May 2015