

# **By Laws of the Pioneer Valley Gamer Collective**

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## Article I. Name

The name of this organization shall be the Pioneer Valley Gamer Collective, referred to in these By-Laws at The Organization.

## Article II. Mission

To provide a social center for gamers and other geeks to enjoy their hobby and each other's company and their hobby and social pursuits.

## Article III. Membership

There shall exist three types of membership: Guest Membership, Standard Membership, and Sponsoring Membership.

Membership shall be open to all individuals, as the Pioneer Valley Gamer Collective strives to bring people of all kinds together around the table of gaming.

### Section 1. Definitions

- A. A General Member shall be defined as a Standard or Sponsoring, ~~or Permanent~~ Member.
- B. The General Membership is defined as all General Members.

### Section 2. Guest Membership

Any sentient being may acquire Guest Membership by providing basic contact information. Guest Membership is valid for one year. Guest Membership provides no voting rights.

### Section 3. Standard Membership

- A. To gain Standard Membership, one must be sponsored by another General Member.
- B. Standard Memberships can be acquired in two different ways: As a Working Standard Member and as a Contributing Standard Member.

- a. Working Standard Membership requires that the member maintain a certain number of credits of contribution to the organization each month. The credits must be redeemed prior to the period in which the member enjoys the rights of membership. Credits may be used for other purposes defined by the General Membership.
  - b. Contributing Standard Membership shall require a contribution of funds to be set by the General Membership.
  - c. Both types of Standard Members shall be considered Standard Members for all purposes. Should a Member be both working and contributing, she may receive additional membership benefits as set by the General Membership.
  - d. Membership for a given month cannot be paid for partially with credits and partially with contributions, although a member may be both types of Standard Member. A Standard Member may change from one type to the other from month to month.
- C. A Standard Member whose membership is suspended due to insufficient credits may immediately regain her status as soon as the credits are redeemed. A member may retroactively spend credits to acquire membership in a previous month. This has no effect beyond altering the member's record for continuity purposes.<sup>1</sup> A member cannot retroactively acquire membership if she was not previously a member.
- D. The General Membership may, by majority vote, set the number of credits required for membership as well as the value of various contributions in credits. Contributions may include, but are not, limited to cash contributions, donations of materials, and labor.
- E. The General Membership may also set specific credit bounties for specific actions and may award credits to a member for any reason they see fit with a majority vote.

#### Section 4. Sponsoring Membership

This type of membership is described in Article V, Section 2.

#### Article IV. The General Membership

The General Membership is the main governing body of the organization. It is made up of all General Members.

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<sup>1</sup> The reason for this is that one must be a General Member for the month containing and the month previous to a meeting in order to vote at that meeting.

## Section 1. Authority

The General Membership has final authority over the organization. Any action not specifically provided for in the By-Laws can be performed by a majority vote of the membership as provided by the By-Laws.

The General Membership shall not act in any way that knowingly violates local, state, federal, or international laws.

## Section 2. Meetings

- A. Meetings shall be called by the Membership Coordinator who shall be responsible for informing the General Membership of the meeting in a timely manner.
- B. Meetings must be announced no less than 2 weeks prior to the meeting date, and are preferably planned at the previous meeting.
- C. The agenda for the meeting must be announced no less than 1 week prior to the meeting date. This announcement must include the posting of the agenda at the organization's main physical location.
- D. For actions to be binding, there must be a number of General Members in attendance no less than  $\frac{2}{3}$  of the average attendance of the previous three meetings. Should there be insufficient attendance, the Membership Coordinator shall select a new date, not more than 21 days later for a new meeting to discuss the agenda.
- E. Meetings shall be presided over by the General Manager or her designee.
- F. The General Manager shall have authority to interpret the meeting procedure, but her decisions on procedure may be overridden by a supermajority vote.
- G. The Membership Coordinator or her designee shall take minutes of the meeting. These minutes must be made available to the General Membership and must be posted at the organization's main physical location within one week.

## Section 3. Actions and Voting

- A. Definitions
  - a. Majority Vote – A vote in which there are more votes in favor than opposed.
  - b. Supermajority Vote – A vote in which the votes in favor are greater than twice the number of votes opposed.
  - c. Unanimous Vote – A vote in which there are no objections.

- B. To vote at a General Membership Meeting, a General Member must currently have the status of General Member and must have had the status in the previous month as well.
- C. All Proposed Actions must be submitted to the Membership Coordinator, with two General Members as sponsors, no less than 2 weeks prior to the meeting at which it will be considered. The Membership Coordinator must place all Proposed Actions received prior to 2 weeks before the meeting on the agenda.
- D. A Proposed Action may be brought up at a meeting without the 2 week delay by a unanimous vote of the General Membership at the meeting.
- E. The Membership Coordinator shall make efforts to inform the General Membership of all Proposed Actions to be discussed at a meeting.
- F. Proposed Actions may be amended by a supermajority vote at the meeting, unless the Amendment is deemed to fundamentally alter the Proposed Action by the Presiding Officer.
- G. A Proposed Action shall require a majority vote to be accepted by the General Membership unless otherwise stated by the By-Laws.
- H. Unless otherwise stated in the By-Laws or Policies, all votes shall be by voice. The Presiding Officer or any two Members at a meeting may call for a vote by raising of hands.
- I. Any Action may be tabled to a subsequent meeting by a majority vote.
- J. The following actions shall require a supermajority vote:
  - a. Removal of Officers or Councilors
  - b. Official censure of a Member or individual, including removal of privileges and banishment
  - c. Any Action involving expenditures of funds which have not been previously allocated to the purpose
  - d. Any change to the By-Laws
- K. The General Membership may create and dissolve committees.
- L. The General Membership shall have the authority to delegate any power it holds to any General Member or committee of General Members by an Action with the following exceptions: election and removal of Officers, changes to By-Laws, official censure, and approval of the General Budget.
- M. Delegation of authority shall require the same type of vote that use of that authority would require.

N. All meetings of the General Membership shall have the following elements:

- a. Recording of attendance
- b. Approval of minutes from previous meeting
- c. Review of minutes from all Council meetings since last General Membership meeting
- d. Officer reports
- e. Reviewing Proposed Actions
- f. Discussion or announcement of next meeting date

#### Section 4. Removal of General Members

- A. Any General Member may be stripped of membership privileges by a supermajority vote of the General Membership. The member shall have a chance to explain herself prior to the vote. The Proposed Removal Action shall include a timeframe of when the removed member may regain membership.
- B. Loss of membership privileges does not automatically strip the member of accrued credits, but it may if such an action is included in the Removal Action.

#### Section 5. Sanctions

The General Membership may, by supermajority vote, ban any individual for any legal cause for any amount of time or until any condition selected by the General Membership is met. This condition must be legal under applicable local, state, federal, and international laws.

#### Section 6. Liability

No Member shall be personally liable to the corporation or its membership for monetary damages due to breach of fiduciary duty as a Member, notwithstanding any provision of law imposing such liability.

The following exceptions to the above paragraph are:

- A. acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law
- B. any transaction from which the Member derived an improper personal benefit.

#### Section 7. Limited Liability of Members

Members and Officers shall not be liable for any debts or obligations of the organization except as otherwise provided by law.

## Article V. The Council

The Council is the executive board of the organization. The Council shall provide strategic direction for the organization and shall make executive decisions that are beyond the authority of the Officers but too timely to wait for a meeting of the General Membership. The General Membership shall be considered to have greater authority than the Council, but the Council meets more often and its membership is more directly involved in the management of the organization. Members of the Council shall be referred to as Councilors

### Section 1. Composition

- A. The Council shall be comprised of no less than 9 people. It shall include the General Manager, the Quartermaster, the Treasurer, the Membership Coordinator, and all Sponsoring Members.
- B. If that does not make at least 9, then the General Membership shall elect people from among the General Membership to hold the remaining seats. This election shall follow the same rules as for Officers stated in Article VI, Section 1.
- C. There may be more than 9 Councilors.
- D. Should the Council be made up entirely of Officers and Sponsored Members, the General Membership shall elect one member of the General Membership to an additional seat on the Council. This election shall follow the same rules as for Officers stated in Article VI, Section 1.
- E. The General Membership may by supermajority vote add an additional seat to the Council which shall be elected according to Article VI, Section 1.
- F. At least one Councilor must be a resident of the Commonwealth of Massachusetts and a citizen of the United States.
- G. Any council member that does not show up to meetings for three consecutive months will automatically be removed from office and then nominated for said position at the next General Membership meeting at which time any other member interested may also run for the seat. (V.1G added July 16<sup>th</sup>, 2008)

### Section 2. Sponsoring Members

- A. To become a Sponsoring Member one must contribute no less than \$500US<sup>2</sup> to the organization and be approved by a majority vote of the General Membership.

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<sup>2</sup> To be a Sponsoring Member during founding, the minimum contribution is \$1000US.

- B. The status of Sponsoring Member shall last for one calendar year from the date of approval by the General Membership. After that time, the Member may choose to renew her membership but will require a new contribution and new approval.

### Section 3. Meetings

- A. The Council shall make all reasonable efforts meet at least once per calendar month. Meeting times and locations shall be set by the Membership Coordinator who shall be responsible to inform the members of the Council. The Council may choose to schedule their next meeting prior to the close of the previous meeting for convenience.
- B. A meeting may also be called by any three Councilors to occur at any time. This does mean that 2/3 of the Council may assemble at any time and declare a meeting, but this should only be done under emergency circumstances and should be reported to the General Membership at the earliest possible convenience.
- C. Council meetings may be public or private. Making a Council meeting, or part thereof, private shall require a majority vote of the Council at the previous meeting.
- D. A Council meeting must have at least 2/3 attendance rounding up, including at least two Officers, to be a valid meeting.
- E. Councilors may give proxies to other members. These proxies count for purposes of attendance requirements for meetings and for voting purposes only. Proxies may only submit new Council actions with the express written consent of the Councilor who has given said member proxy rights.
- F. Actions of the Council must be proposed and seconded at a first meeting and voted on at a second meeting to be official actions. The second meeting must be no less than 7 days later, and must be no less than 4 days after the publication of the official meeting minutes of the previous meeting.
- G. Emergency Actions may be voted on at the same meeting at which they occur. For an action to be deemed an Emergency Action the following conditions must be met:
  - a. A majority of the Council must be physically in attendance.
  - b. A supermajority vote of the Council must agree that the action is an Emergency Action.
  - c. A supermajority vote of the Council is required to approve the action regardless of the nature of the Emergency Action.

- H. When the minutes of the Council are reviewed at a General Membership meeting, two General Members in attendance may nominate any Act of the Council to be reviewed.
  - a. In this case, it will be discussed and voted on. Should it pass, it shall remain policy. Should it fail, it will cease to be policy.
  - b. The vote required to pass shall be the same as if the Action were proposed through the General Membership.
  - c. Should an Action of the Council be overturned, new Actions may be proposed to rectify, adjust, or correct the overturned Council Action. This Proposed Action may be considered immediately and shall not be subject to any rules regarding notification and delay of Proposed Actions.

#### Section 4. Authority

The Council shall have the following authorities:

- A. Delegation of any of its authorities to any General Member or committee of General Members in good standing.
- B. Setting specific budgets for items which have been provided for in the General Budget.
- C. Making public statements and other public actions.
- D. Rearrangement of organization facilities.
- E. Binding of contracts, delegating the signing of the contract to the Officer deemed appropriate.
- F. Setting directives for any Officer that fall within the Officer's jurisdiction.
- G. Formation of temporary and permanent committees to which authority may be delegated, as well as dissolution of committees formed by the Council.
- H. Suspending an Officer's authority by supermajority vote.
  - a. This action shall automatically initiate a Proposed Removal Action, sponsored by all Councilors that voted in favor of the suspension, at the next General Membership meeting at which it would be permitted.
  - b. If the Proposed Removal Action fails or is withdrawn, the Officer's authority is restored immediately.

- c. Should an Officer's authority be suspended, her authority shall revert to the Council to be delegated to other General Members. All such authorities must be delegated and may not be held in the Council.
- I. Emergency Authority – in the event that an emergency occurs and action is needed on an issue outside of the authority of the Council, the Council may, by unanimous vote act beyond their authority on one Action.
  - a. Should Emergency Authority be invoked, approval of the Action shall automatically be placed on the agenda for the next meeting of the General Membership.
  - b. After consideration of the Emergency Authority, whether it is upheld or not, if the General Membership feels that the Council acted inappropriately, it may with sponsorship of two General Members choose to immediately remove any Councilors or Officers from their positions by supermajority vote.

## Article VI. Officers

The By-Laws require four Officers: the General Manager, the Quartermaster, the Membership Coordinator, and the Treasurer. The General Membership may, by majority vote, create any additional positions which they feel are necessary, useful, or amusing. At the time of creation, it must be specified if the position shall be considered an "Officer" position or another type of position. These positions may be dissolved at any time by majority vote.

### Section 1. Term and Election

- A. An Officer shall serve for a term of one year.
- B. The General Membership may by majority vote change the end of an Officer's term to a new date. The new ending date must be no less than four months after the date of the Action to change the term end. This may result in an Officer's term being cut shorter than one year.
- C. Elections occur at the first General Membership meeting within 2 months prior to end of an Officer's term.
- D. The General Manager shall select an Election Commissioner for each election to administer the counting of the ballots.
  - a. No candidate may be selected as Election Commissioner.
  - b. The General Manager may serve as Election Commissioner if she is not currently a candidate.

- c. Each candidate may also select one Member to observe the counting process.
- E. Elections shall be conducted through secret ballot and using run-off voting. If after a round of balloting, no candidate has majority, the candidate with the fewest votes shall be removed from contention and another round of balloting shall occur. Balloting shall continue until one candidate has the majority of the votes.
- F. Candidates must have the sponsorship of at least one other General Member in attendance at the election meeting.
- G. Former Officers may be referred to by the title of Exarch.

## Section 2. Delegation

- A. An Officer may delegate any of her authority unless specifically restricted from doing so by the By-Laws or order of the Council or General Membership. The Officer still maintains complete responsibility for the delegated authority.
- B. Each Officer is advised, but not required, to select an assistant to help in the fulfillment of their duties.

## Section 3. General Manager

The General Manager shall act as the chief executive of the organization and shall be responsible for the day to day operation of the organization. The Office of General Manager shall be equivalent to President for all legal purposes.

The General Manager shall have the following authorities:

- A. Membership on the Council.
- B. Expenditure of funds within the budget set by the Council.
- C. Setting of policies for operation within guidelines set by the Council and General Membership.
- D. Enforcement of rules set by the Council and General Membership.
- E. Creating and executing sales and special events, including applying discounts to products.
- F. Overseeing and updating Internet based activities of the organization.

The General Manager shall have the following responsibilities:

- G. Maintaining the organization's operations in good order.
- H. Enforcing and following rules and directives set by the Council and General Membership.
- I. Developing short and long term plans for continued operations.
- J. Keeping the Council and General Membership informed of the above plans.
- K. See that all necessary non-financial reports and filing are made for legal operation and that proper records are kept.

- L. Seeing to it that Internet based activities are kept current.

#### Section 4. Quartermaster

The Quartermaster shall be responsible for all supplies and inventory. She shall be responsible to keep track of inventory levels and to restock supplies and inventory as needed.

The Quartermaster shall have the following authorities:

- A. Membership on the Council.
- B. Expenditure of funds within the budget set by the Council.
- C. Setting of policies for special orders and enforcement of those policies.

The Quartermaster shall have the following responsibilities:

- D. Keeping good records of current inventory levels and changes to inventory.
- E. Keeping ordering activity within parameters set by the Council and General Membership.

#### Section 5. Membership Coordinator

The Membership Coordinator shall be responsible for operations involving membership including keeping records, assigning member duties, setting policies for member duties, taking minutes of meetings, and recruiting new members. The Office of Membership Coordinator shall be equivalent to Clerk for all legal purposes.

The Membership Coordinator shall have the following authorities:

- A. Membership on the Council.
- B. Maintaining membership lists, including lists of member voting rights.
- C. Setting schedules for any member duties including but not limited to store coverage.
- D. Enforcement of all policies relevant to membership and member activities.
- E. Granting Credit rewards to members for services and donations.
- F. Expenditure of funds within the budget set by the Council.
- G. Set policies and procedures for coverage of shifts and other duties performed therein.

The Membership Coordinator shall have the following responsibilities:

- H. Ensuring that all members are kept in appropriate standing by removing lapsed members from rolls and adding new members to rolls.
- I. Making sure all member duties are fulfilled.
- J. Taking minutes of all Council and General Membership meetings.
- K. Recruitment of new members.

#### Section 6. Treasurer

The Treasurer shall be responsible for all financial matters and keeping accurate financial records available for review by the Council and General Membership

The Treasurer shall have the following authorities:

- A. Membership on the Council.
- B. Exclusive authority to remit funds with the consent of any other Officer.

The Treasurer shall have the following responsibilities:

- C. Keeping accurate records of all financial transactions of the organization.
- D. Presenting financial reports to the Council and General Membership no less than once per month.
- E. Maintain financial solvency.
- F. Holding all departments to their budgets.
- G. Payment of bills in as timely a manner as is possible according to fiscal realities.

## Article VII. Removal of Officers and Councilors

### Section 1. Initiating Removal

- A. The removal of an Officer or Councilor may be initiated by any three General Members. The Proposed Removal Action must be in writing and given to the Membership Coordinator no less than 2 weeks prior to the General Membership meeting at which it is to be considered.
- B. In the event that the General Manager is up for removal, the meeting shall be presided over by the Membership Coordinator or her designee and minutes shall be taken by the Quartermaster. If the Proposed Removal Action fails, the General Manager may immediately return to presiding over the meeting after the vote, and the Membership Coordinator shall return to taking minutes.
- C. In the event that the Membership Coordinator is up for removal, the Quartermaster shall take the minutes of the meeting. If the Proposed Removal Action fails, the Membership Coordinator may immediately return to taking minutes after the vote.
- D. Removal of an Officer or Councilor shall require a supermajority vote of the General Membership.
- E. Should an Officer be removed, her authority shall revert to the Council to be delegated to an interim Officer or Officers. This authority should not remain with the Council any longer than necessary.

### Section 2. Replacing Officers and Councilors

If an Officer or Councilor is removed and (if there are less than 9 Councilors after the removal) needs to be replaced, there shall be an election at the next General Membership Meeting.

## Article VIII. Finances

### Section 1. The Budget

- A. The General Membership shall set the General Budget for the organization by supermajority vote. The Council shall draft a budget to be amended and approved by the General Membership
- B. The proposed budget shall be available for review by all General Members for not less than four weeks prior to the meeting at which the Budget shall be voted on.
- C. The Budget can be in absolute terms or it can be proportional (i.e. 9% of total sales, or .000000023% of the federal debt).
- D. The General Budget may be for a period of up to one year.
- E. The General Membership may, if they choose, budget for salaries for staff.
- F. It is recommended that the budget be flexible enough so that the Council and Officers can adapt it to meet changing needs as they develop.

### Section 2. Loans

Any individual to whom the organization owes money may convert part of the loan into the contribution required for a Sponsoring Membership. All other requirements for becoming a sponsored member still apply.

## Article IX. By-Laws and Policies

### Section 1. By-Law Changes

A change to the By-Laws shall require a first reading at a meeting of the General Membership where it shall need a majority vote. If it was approved at the first meeting, it may then be adopted at the next meeting by supermajority vote.

### Section 2. Policies

A book of official policies shall be kept which shall record all official policy actions of the General Membership. Such policies may be added, removed or altered by a majority vote of the General Membership.

## Article X. Dissolution

In the event that the organization dissolves, the assets shall be granted to other non-profit organizations.

For the start up period of operation of the organization, the following By-Laws altered in the following ways for the indicated durations:

IV.3.E – For the first three meetings of the General Membership, the attendance of the missing previous meetings shall be considered to be 0.

V.2.A – The minimum contribution for a one year Sponsoring Membership on the Council is \$1000US for the first nine months.

V.4.E (two hearing rule on actions) – not in effect for three months