

Corporate Bylaws for Nuke-Con

(Revised December 31 2009)

I. Purpose of the Organization

A. Nuke-Con is a charitable and educational organization operating under Section 501(c)3 of the Internal Revenue Code, or corresponding section of any future tax code. It is dedicated to promoting the positive educational and social aspects in all types of gaming hobbies.

II. Composition of the Board of Directors

A. The Nuke-Con Board of Directors is charged with general oversight and financial responsibility of the organization. It approves the Convention Coordinator each year.

B. The Board of Directors shall consist of a number of people no less than three and no greater than seven.

C. Up to five members of the Board of Directors will be appointed by 2/3 majority decision of existing Directors. Up to two members of the Board of Directors will be elected from Nuke-Con's membership at large.

D. Removal of a member of the Board of Directors can only be accomplished through a 2/3 majority decision of all other Directors.

E. Directors are requested to submit a written letter of resignation upon leaving the Board.

F. If the number of the Board of Directors shall fall below three, the remaining Directors shall have 60 (sixty) days to appoint Directors to bring the number back to three.

III. Officers of the Board of Directors

- A. The Officers of the Board of Directors shall consist of Chairman, Chief Financial Officer, and Secretary. Officers shall be chosen by majority vote of the Board of Directors.***
- B. Officers for the coming year will be elected at the Board meeting conducted during Nuke-Con's annual convention.***
- C. The Chairman shall be responsible for managing the general business of the corporation in accordance with the decisions of the Board of Directors.***
- D. The Chief Financial Officer shall be responsible for conducting the financial affairs of the corporation in accordance with the decisions of the Board of Directors.***
- E. The Secretary shall be responsible for the timely maintenance of all records of all meetings, decisions, and general business of the Board of Directors.***

IV. Fiscal Issues

- A. The corporation's fiscal year shall be the calendar year.***
- B. No expenditure, debt, or liability may be incurred by a member of any corporate committee in the name of the corporation or on behalf of the corporation without the prior approval of a member of the Board of Directors.***
- C. Any expenditure of funds in the excess of \$500 (five hundred dollars) on behalf of the corporation must have the prior written approval of two Directors (one of whom must be the Chairman or Chief Financial Officer.) E-mail is an acceptable form of receiving written approval.***
- D. Matters regarding compensation of Directors, employees or independent contractors must be discussed at a full meeting of the Board and decided by roll call vote prior to the payment of compensation. Compensation must be comparable to that paid by other similar organizations. The source of the comparison and the results of the roll call vote will be recorded in the minutes.***

V. Business Meetings

- A. The Board of Directors is required to meet at least twice each calendar year with a full quorum present. Additional meetings can be called by any***

Board of Directors member; however, these meetings may proceed without a quorum of Directors present. Meetings during which a vote to decide an issue is required must have a quorum participating.

B. A quorum shall consist of four Directors. If the number of Directors should fall below four, a unanimous vote will be required to pass resolutions.

C. Any Director may call a vote at any time during a meeting of the Board of Directors in order to facilitate a decision on an issue. With the exception of appointing a new Director (see Section II), issues shall be decided by a simple majority vote of the Directors present.

D. The following matters must be decided by a vote of the Board of Directors:

- 1. Changes in the composition of the Board of Directors (See Section II)**
- 2. Changes to the Articles of Incorporation or to the Corporate By-Laws**
- 3. Fiscal issues as discussed in Section IV**
- 4. Selection of the Convention Coordinator (see Section IIA)**
- 5. Matters regarding compensation of Directors, employees or independent contractors. See Section IVD.**