



## **ARTICLE I – NAME AND LOCATION**

The name of this organization shall be the **World Gaming Investigator and Regulator Association**, also recognized as W.G.I.R.A., and its principal place of business shall be in the state of California.

## **ARTICLE II – PURPOSE**

The purpose of this Association shall be to foster networking and encourage the exchange of information with a nexus to criminal activity and public safety concerns among within the gaming industry. The principles of the association are intended to aid in more firmly establishing and perpetrating W.G.I.R.A. Participation in the association will assist in the total development of the individual member proficiency and knowledge, as it relates to investigating and regulating gaming trends and public safety concerns in the gaming industry.

## **ARTICLE III – MEMBERSHIP**

Section 1. Active Membership. Any representative of government or a government agency and any representative of a business or industrial concern who is actively engaged in some phase of the gaming/public safety investigations or administration of justice at the time he/she makes application shall be eligible to active membership on application, provided such person possesses the other qualifications for membership in the discretion the Membership Committee and provided such person is not less than eighteen years of age at the time he/she makes application. All applicants for active or associate membership, if accepted, will be on temporary status until the next meeting of the Board of Directors. During this temporary status period, a person's membership may be revoked at the discretion of the Board of Directors. If the application is not rejected by the "Board" within the specified time limit, full membership is automatically granted.

Section 2. Associate Membership. Persons not qualified for active membership may become associate member, after determination of their qualifications by the Membership Committee. Associate members shall have the privileges of an active member, except voting and holding office. The Association may, by majority vote of active members present, exclude associate members from any particular business meeting.

Section 3. Status. The Association shall consist of membership, without stock, and shall be operated on a non-profit basis. All income of the Association shall be devoted to afore stated purpose.

Section 4. Composition. Membership of the Association shall be composed as follows:

- a. Chapter, alumni, associate and potential associate members of the Southern Californian Chapter of W.G.I.R.A., regardless of their place of residence
- b. Alumni and associate members of other W.G.I.R.A. Chapters residing in California.
- c. Alumni, associate, and honorary members residing in surrounding states or provinces who have expressed an interest in participating in this Association.

Section 5. Personal Qualifications. Prior to voting upon each application, the Membership Committee shall give due consideration to the following, among other qualifications it deems applicable, to wit: (1) the personal character and reputation of the applicant, (2) the nature, character and reputation of the applicants business, (3) the character and reputation of the applicant's employer and associates, and (4) the general nature, character and reputation of the principal business of the applicants employer and associates. No person shall be eligible for any class of membership if he/she has been a member, or is presently a member, or becomes a member of a subversive organization or of any organization whose objectives and operations are inconsistent with the purposes of the Association.

#### **ARTICLE IV. – DUES**

Association membership dues may be established by vote of the membership at the annual meeting.

#### **ARTICLE V. – MEETINGS AND VOTE**

Section 1. Annual Meeting. The Association shall hold an annual meeting for the election of directors and the transaction of business that may properly come before the membership. The directors will determine Place and time of the annual meeting.

Section 2. Special Meetings. Special meetings may be called at any time by a 2/3 vote of the Association Board at such time and place as the Association Board directs.

Section 3. Meeting Notice. Notice of any meeting shall be sent to all members at their last known address at least fifteen days prior to the date of the meeting.

Section 4. Quorum. In the event a quorum is not present at any meeting, the members may adjourn the meeting to a later date without further notice. A quorum shall consist of 30% of the chapter membership.

Section 5. Voting. Each member is entitled to one vote, with voting governed by parliamentary procedure according to Robert's Rules of Order. Members may vote by mail ballot sent to the Secretary on amendments to these By-Laws, on assessments, and on any other mail balloting of the membership.

#### **ARTICLE VI – OFFICERS**

Section 1. Directors. The business of this Association shall be conducted by a Board of \_\_\_\_\_ Directors, three of whom shall be undergraduate members of the Chapter, specifically the President of the W.G.I.R.A. Chapter, one of whom shall be the Chapter Vice President of Finance, and one of whom shall be the Chapter Director of House Operations. Directors other than the undergraduate members shall be elected for \_\_\_\_\_ year terms, with terms staggered such that \_\_\_\_\_ (recommended 2) new directors will be elected at each annual meeting. After his 3-year term is ended, a former director must wait one year before being elected again to the Board.

Section 2: The Board of Directors shall elect from among their number a President, Vice President (Housing), Treasurer, and a Secretary. Officers shall serve for 1-2 years (Association should define) or until a successor is elected.

Section 3. Vacancies. The Board of Directors shall fill by appointment any vacancy occurring in its membership, such appointment holding until the next annual meeting, when the members shall fill unexpired terms by election.

Section 4. Quorum. Attendance by 30 percent of the Association Board shall constitute a quorum at any meeting of the Association Board, provided at least one undergraduate director is present. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.

Section 5. Removal. Any director may be removed from the board due to unsatisfactory service or non-performance of duty by a two-thirds vote of the remaining members of the Board.

Section 6. Compensation. No officers or director shall receive any salary or payment for his services.

## **ARTICLE VII – DUTIES OF DIRECTORS**

Section 1. Management of Business. The Association Board shall have general supervision and control of the business and affairs of the Association, and shall make all necessary rules and regulations not inconsistent with law, or with the by-laws of W.G.I.R.A., or the by-laws of this Association, or the Certificate of Incorporation, for the management of the Association. It shall be their duty to require proper records to be kept of all business transactions.

Section 2. Bonds. A blanket crime policy shall protect the Association in the event of misappropriation of funds, embezzlement or fraud. The Association shall pay the cost of said bond.

Section 3. Meetings. The Association Board shall meet once each month at such time as they may agree upon. The President or two directors may convene a meeting of the directors at any time. Notice of such meeting shall be communicated to each director not less than 24 hours before the meeting is to take place, provided that meetings of the directors may be held at any time, without formal notice, if all directors are present, or those absent have waived notice or have signified their consent to the meeting being held in their absence.

Section 4. Annual Audits. At least once in each fiscal year the Association Board shall have an audit made of the books of the Treasurer and the report of this auditor or auditing committee shall be submitted to the members of the Association at their annual meeting.

Section 5. President. The President shall preside over all meetings of the Association and of the Board, sign as President with the Treasurer all notes, deeds, contracts, conveyances, agreements, and other instruments requiring such signatures, call special meetings of the Association and of the Board, and perform all acts and duties usually required of an executive and presiding officer.

Section 6. Vice President. The Vice President shall be vested with all the powers of the President in his absence and is charged primarily with physical plant maintenance, repair and upkeep of the Chapter house, working closely with the Chapter's Director of House Operations to ensure that the Chapter house meets fire and health codes and to address housing needs as they arise, serve as the liaison with any contractors for repairs or construction; oversees the Chapter's long-term needs for housing, if the Chapter rents, he will often be the Board's liaison to the landlord.

Section 7. Treasurer. The treasurer shall be vested with all the powers of the President in his absence or disability, shall generally be in charge of all committee work, and shall perform other duties as shall be prescribed by the Board. The Treasurer shall be the custodian of the permanent funds and securities of the Association; shall keep or cause to be kept a full and complete record of all receipts and disbursements; shall pay out money upon the approval of the Board and with the joint signature of the President; shall deposit all moneys and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the Board of Directors; shall sign as Treasurer with the President, all notes, deeds, contracts, conveyances, agreements, and other instruments requiring such signature; shall present a report of receipts and disbursements at each meeting of the Board; and shall present a yearly financial summary at each annual meeting.

Section 8. Secretary. The Secretary shall keep a complete record of all meetings of the Association and of the Board; serve all notices required by law and by these By-laws; shall keep a complete record of all business of the Association and make a full report of all matters and business pertaining to his office to the members at the annual meeting; shall make all reports required by law and perform such other duties as may be required of him by the Association or by the Board.

#### **ARTICLE VIII – FINANCIAL MATTERS**

Section 1. Contracts. Except as otherwise provided in these By-laws, the Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Association and such authority may be general or confined to specific business. No debts shall be contracted against the Association except by order of the Board or persons specifically authorized by the Board.

Section 2. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money and all notes, bonds or other evidence of indebtedness issued in the name of the Association shall be jointly signed in the name of the Association by one of the four Executive Committee offices of the Association.

Section 3. Deposits. All funds of the Association shall be deposited from time to time to the credit of the Corporation in such bank or banks as the Board may select.

Section 4. Fiscal Year. The fiscal year of the Association shall be determined by a majority vote of the Board of Directors.

Note: This association and chapters of the association shall go by a September 1 – August 31 fiscal year, consistent with the W.G.I.R.A. Headquarters.

Section 5. Accounting System and Reports. The Board shall cause to be established and maintained, in accordance with generally accepted principles of accounting, an appropriate accounting system including reports.

Section 6. Non-Liability for Debts. No member shall be liable or responsible for any debts or liabilities of the Association. The private property of the members shall be exempt from execution or liability for any debt of the Association.

## **ARTICLE IX – COMMITTEES**

Section 1. The Board should authorize an executive committee consisting of the Association President, Vice President (Housing), Treasurer, Secretary and one Chapter officer (President, VP – Finance or Director of House Operations) to make day-to-day business decisions of the Board. This committee shall have full authority to manage the affairs of the Association between meetings of the Board, subject to review and change of actions taken by the Board provided that no vested rights of third parties shall be adversely affected thereby.

Section 2. Any member of the Executive Committee who is unable to attend a meeting therefore may name any director to serve in his stead with full authority in such meeting.

Section 3. The President (or in his absence the Vice President) may call meetings of the Executive Committee upon 24 hours' notice and meetings may be held at any time upon waiver of notice.

Section 4. Standing Committees. A property committee and a finance committee shall be appointed by the president from among the members of the Board to serve during his term of office. The chairman of each standing committee may call other members of the Association to his assistance as desired.

Section 5. Property Committee. This committee shall be responsible to the Board for the leasing, repairs and upkeep of grounds and building, the payment of taxes, the insurance of property and such other matters as may arise pertaining to the property.

Section 6. Finance Committee. It shall be the duty of the Finance Committee to submit to the Board from time to time as may be necessary a budget of the probable expenditures of the Association, and to recommend ways and means of raising funds to meet expenses. The committee should also be involved in helping the Chapter's Vice President of Finance and Chapter executive committee in their budgeting duties and cash flow planning.

Section 7. Ad Hoc Committee. A Nominating Committee of three members and a Recognition Award Committee of three members shall be appointed by the President from the membership of the Association.

Section 8. Nominating Committee. The Nominating Committee shall present a slate of nominees for the office of director at the annual meeting. There can, however, be nominations from the floor at election time.

Section 9. Recognition Award Committee. The Recognition Award Committee shall facilitate the Recognition Award process. They shall request nominations at a Chapter meeting, review nominations submitted by the active membership, select a recipient, and arrange for presentation of the award. The committee shall prepare a summary paragraph of the recipient's qualifications for entry in the Recognition Award Book.

Note: Procedure for selection of the Recognition Award winner is outlined in the W.G.I.R.A. Handbook.

## **ARTICLE X – BY-LAWS**

The Board shall have the power to make such by-laws as may seem expedient, but such by-laws shall be subject to repeal or amendment by any meeting of this Association. The Board shall not have the power, however, to pass any by-laws that would alter the status of the Association beyond the ability of the members to restore the former status at any annual meeting.

## **ARTICLE XI – AMENDMENTS**

These By-laws may be amended at any regular or special meeting by a two-thirds (2/3) voting in person, or by mail, provided that no amendment shall be adopted unless a copy of such proposed amendment shall have been included in or enclosed with the notice of such meeting.

## **ARTICLE XII – DISSOLUTION**

After fulfillment of the requirements of the law on dissolution or after discontinuance of business and payment of debts, any surplus shall be transferred as a gift to W.G.I.R.A., or to another Association or corporation having purposes similar to this Association, or shall be distributed for charitable purposes related to the purposes stated herein, or shall be given to the International Fraternity for safekeeping (and with no interest) until such time as this Association is reactivated, such time not to exceed five years.

Note: A statement regarding dissolution is required to obtain a bulk mail permit and for possible other legal requirements of a non-profit corporation.

## **ARTICLE XIII – INDEMNIFICATION**

This Association shall, to the full extent permitted by law, indemnify any director or officer of this Association against expenses including attorney's fees, judgments, fines and amounts paid in settlement reasonably incurred in the defense of any action, suit or proceeding, civil or criminal, in which he is made a party by reason of being or having been such director or officer of this Association, except in matters in which it is finally adjudged in such action, suit or proceeding that he is liable for negligence or willful misconduct in the performance of his corporate duties.

Note: Once completed and ratified, send a copy of the Association By-laws to the W.G.I.R.A. to be kept on file for reference.