

# The Charter and Bylaws of The Columbus Area Boardgaming Society

## ARTICLE I

### Name

The name of this Society shall be the Columbus Area Boardgaming Society, hereafter referred to as "CABS".

## ARTICLE II

### Purpose

The purpose of this Society shall be to actively promote the hobby of boardgaming in the Columbus, Ohio metropolitan area through regular meetings and other activities.

## ARTICLE III

### Fiscal Year

The fiscal year shall be from January 1 to December 31 of the same calendar year.

## ARTICLE IV

### Members

#### Section 1. Classes of Membership

The different classes of membership shall be set by the Executive Board and described in the Operating Rules.

#### Section 2. Number of Memberships

Limits on the number and classes of memberships may be set by the Executive Board and described in the Operating Rules. When limits are in place, new memberships shall be accepted on a first come first serve basis until the limit has been reached.

#### Section 3. Eligibility

Any person with an interest in the boardgaming hobby shall be eligible for membership, unless said person has either been previously expelled from CABS, or said person is denied eligibility by a unanimous vote of the Executive Board. A person shall be declared a member of CABS upon payment of dues in full or the beginning of the specified fiscal year, whichever is later. Memberships with lapses of less than 3 months shall be considered continuous for purposes of Executive Board or other membership contingent eligibility.

#### Section 4. Membership Privileges

A) Any member in good standing shall be permitted to use the property and facilities of CABS at any regular and special meetings of CABS as determined by their membership class and specified in the Operating Rules.

B) Any member in good standing of a membership class with voting privileges as specified in the Operating Rules who is over the age of eighteen (18) years and who was a member in good standing of a membership class with voting privileges during the regular meeting prior to the vote, shall be considered a voting member. Unless otherwise specified in this charter, each voting member shall have one vote on any item for which a vote is taken.

C) Voting members may submit absentee votes by postal mail or e-mail as determined by the Executive Board or Elections committee except where otherwise specified by this charter.

D) Any member in good standing shall be permitted to attend meetings of the Executive Board, subject to the provisions

in Article VI.7. Members are subject to the rules of conduct as specified in the Executive Board Meeting Guidelines.

E) Any additional membership privileges shall be set by the Executive Board and spelled out in the Operating Rules.

F) All of the rights and privileges to use the property and facilities of CABS are subject to compliance with this charter and all CABS rules.

#### Section 5. Dues and Fees

All dues and fees shall be determined by the Executive Board and published in the Dues and Fees Schedule. Any changes to the Dues and Fees Schedule must be communicated to the membership at least one month before the dues take effect. Dues and fees shall be used solely for direct support of CABS and its activities.

#### Section 6. Notice

All notices required by this document or by law shall be given by e-mail at the e-mail address on file for each member. Any member without an e-mail address shall provide the Secretary with an appropriate alternate means of contact.

#### Section 7. Resignation from Membership

A member may resign by giving written notice to the Executive Board. Membership dues may be refunded in full or in part at the discretion of the Executive Board.

### ARTICLE V Meetings

#### Section 1. Regular Meetings

CABS shall meet on a schedule determined by the Executive Board and outlined in the Operating Rules.

#### Section 2. Special Meetings

The Executive Board may, at its discretion, schedule special recreational meetings at any time or place.

#### Section 3. Annual General Meeting

An annual meeting to inform the membership of the state of the Society shall be held during the month of December. The Executive Board shall provide notice of the date and location of the Annual General Meeting no less than thirty days in advance.

#### Section 4. Quorum

A quorum shall consist of 20% of the voting membership roll or 75 voting members, whichever is lower. No quorum shall be required to conduct recreational activities during which no votes are taken.

### ARTICLE VI Executive Board

#### Section 1. Number of Members

The Executive Board shall be composed of five at-large members.

#### Section 2. Eligibility

A member of the Executive Board must be a continuous voting member of CABS for the preceding two years prior to serving on the Executive Board.

#### Section 3. Election and Term of Service

Members of the Executive Board shall serve for one year. Terms shall commence at the start of the next fiscal year

following an election as outlined in Article IX.

#### Section 4. Vacancies

The President shall appoint a member to fill any vacancy on the Executive Board for the remainder of the open term, subject to approval by majority vote of all current members of the Executive Board. The replacement must meet all eligibility requirements.

#### Section 5. Duties and Responsibilities

The Executive Board shall be responsible for managing the normal business operations of the Society, including but not limited to:

- A) Set membership classes as described in Article IV.1.
- B) Set the Dues and Fees Schedule as described in Article IV.5.
- C) Set a regular and special meeting schedule as defined in Article V.
- D) Set the schedule of any special events or other activities sponsored by CABS.
- E) Set the agenda for regular and special meetings of the Executive Board as described in Article VI.7.
- F) Appoint, remove, and supervise, where necessary, all CABS Officers as described in Article VII.
- G) Maintain all corporate documents and manage filings.
- H) Determine how all funds and assets of CABS shall be retained or dispersed.
- I) Uphold contractual obligations and conduct all business dealings with any parties connected to CABS in a professional and courteous manner.
- J) Collect membership dues.
- K) Follow all rules of conduct adopted by the Executive Board.

#### Section 6. Quorum

A quorum of the Executive Board shall be a two thirds of sitting Board Members.

#### Section 7. Meetings

A) Regular Board Meetings: Regular meetings of the Executive Board to conduct business shall be held at least monthly, except where circumstances beyond control of the Executive Board prevent this. The schedule of regular meetings shall be set by the President. The membership shall be notified of Regular Board Meetings no less than seven days prior to the meeting.

B) Special Board Meetings: Special meetings of the Executive Board to conduct business requiring immediate attention may be called by the President or by agreement of any two members of the Executive Board. All Executive Board members shall be notified of the purpose of the meeting no less than three days prior to the meeting, unless said notice is waived by a two thirds vote of the entire Executive Board.

C) Executive Session: Executive Session may be called for either of the following reasons:

1. Issues involving specific member(s) or visitor(s) of CABS or CABS sponsored events.
2. Issues that may directly and adversely affect the negotiation of contracts.
3. Issues deemed necessary by a  $\frac{2}{3}$  vote of the Executive Board.

Any member of the Executive Board may request that the current Board meeting move into Executive Session. This motion must be approved by majority vote. Upon approval, all individuals not on the Executive Board shall be asked to leave the meeting space, unless they are requested to remain by a majority vote of the Executive Board. Non-Executive Board Members shall be invited to rejoin the meeting once the subject of the Executive Session has been resolved. The reason for entering Executive Session and any resolutions decided therein shall be entered in the minutes and made available to the membership.

D) Alternate Communication Media. The Executive Board, standing committees, special committees, and subcommittees of the Executive Board are authorized to meet by electronic communication media so long as all members may participate. Any action taken by the Executive Board or any committee via electronic communication media shall be

entered into the minutes of that assembly's next regular meeting.

### Section 8. Resignation

A member may voluntarily resign from the Executive Board by providing written notification to the President or Executive Board as a whole.

### Section 9. Impeachment and Removal

A) Cause. A Board Member shall be subject to disciplinary action for failure to uphold the duties of an Executive Board member in Article VI.5, or for any intentional action deemed detrimental to the interests of the CABS.

B) Procedure.

1. Any member of CABS may submit, in writing, to the entire Executive Board a complaint against a specific member of the Board alleging specific misconduct as described in Article IV.9.A.

2. Upon receipt of the complaint, the Executive Board shall meet in Executive Session at its earliest possible convenience to determine whether the complaint should be referred to a disciplinary committee. The Executive Board member against which the complaint has been filed shall be asked to leave the meeting room during discussion and vote on the referral. Such referral requires a majority vote of the remaining Executive Board. The disciplinary committee shall consist of three members, the composition of which shall be determined in the motion of referral and may not contain any sitting member of the Executive Board. Should the Executive Board vote not to refer the complaint to a committee, the matter shall be considered resolved.

3. The disciplinary committee shall conduct a confidential investigation regarding the complaint over the following two weeks. All reasonable effort should be made to interview all appropriate parties to the complaint, including the accused. The disciplinary committee shall determine whether to prefer charges to the Executive Board. The results of the disciplinary committee's investigation, including any charges preferred by the disciplinary committee, shall be submitted in writing to the entire Executive Board, including the accused.

4. Should the disciplinary committee choose to prefer charges to the Executive Board, a trial shall be held in Executive Session at its earliest possible convenience. Notice to the accused must be sent in writing at least two weeks prior to the trial. The President of the Executive Board shall serve as chair of the trial, unless the subject of the hearing, in which case the Vice President shall chair the trial. The Executive Board and the accused are allowed the right of representation by an attorney; said attorney is not required to be a member in good standing of CABS and shall have the right to speak only at the trial. Trial proceedings shall be organized according to the parliamentary authority, as defined in Article XI.

5. After trial proceedings, the Executive Board, excluding the accused, shall vote as to whether to remove the accused from the Executive Board. A two-thirds vote shall be required. Any member of the Executive Board removed in such a manner shall retain all rights afforded to a paid member in good standing of CABS.

6. Should the remaining Executive Board deem that additional disciplinary action beyond removal from office is warranted, an additional complaint may be initiated as described in Article X.

C) Status. Upon referral of a complaint to a disciplinary committee, the rights of the accused as a member of the Executive Board (as described in Article VI) shall be suspended until resolution of the complaint. The accused shall retain all rights afforded to a paid member in good standing of CABS.

D) Right to Appeal: Any action or inaction of the Board may be appealed by written petition signed by at least 10% of the current voting membership roll or 20 voting members, whichever is lower. Such appeal must be submitted to the current Executive Board no later than thirty days from the date when the matter was resolved. A trial shall be held to either reinstate or remove the accused Board member as specified by the petition. This trial shall be held before the full CABS membership at a regular meeting where a quorum is present as set by the Executive Board. Notice must be given in writing at least two weeks before the hearing to the accused and those seeking appeal so a case may be made before the membership. The Executive Board (or its appointed attorney), the accused Executive Board member (or its appointed attorney), and those seeking appeal (or their appointed attorney) may speak before the membership prior to the vote. A majority vote of the voting membership present is required to remove or reinstate the accused Executive Board member.

No absentee votes shall be accepted.

E) Replacement: Any vacancy as a result of impeachment and removal shall not be filled until such time as all appeals have been resolved, waived by the removed board member, or the appeals window has expired.

## ARTICLE VII Officers

### Section 1. Standing Officers and Duties

- A) President: this office must be held by a member of the Executive Board
1. Set the time, date, and place of regular and special meetings of the Executive Board
  2. Prepare a written agenda for regular and special meetings of the Executive Board, subject to approval of the Executive Board.
  3. Preside over regular and special meetings of the Executive Board
  4. Appoint a member in good standing to a vacant position on the Executive Board subject to approval of current Executive Board members
  5. Oversee and administer all disciplinary action, except against the President.
  6. Respond to official correspondence addressed to CABS
  7. Serve as signatory on all CABS contracts and documents
  8. Serve as *ex-officio* member of all CABS committees, except the Elections Committee and any disciplinary special committee formed to investigate complaints against the President.
- B) Vice President: this office must be held by a member of the Executive Board.
1. Fulfill the duties of the Office of the President when the current President is unavailable or during a vacancy
  2. Oversee and administer all disciplinary action against the President.
- C) Secretary: this office must be held by a member of the Executive Board
1. Maintain membership roll and official corporate records
  2. Record Executive Board meeting minutes
  3. Assist the President in preparing a written agenda for regular and special meetings of the Executive Board, subject to approval of the Executive Board.
  4. Maintain membership cards for members paid and in good standing
- D) Treasurer.
1. Hold and secure CABS funds and financial information
  2. Maintain accounting of CABS finances
  3. Remit payment of approved CABS expenses
  4. Collect and secure all CABS revenue
  5. Provide reports of CABS finances to the Executive Board
  6. Manage any government filings related to CABS finances
  5. Serve as Chair of the Finance Committee
- E) Facilities and Logistics Director
1. Draft schedule of regular meetings subject to approval of Executive Board
  2. Negotiate facility lease agreements subject to approval of the Executive Board
  3. Track and maintain assets not under the express jurisdiction of another office
  4. Coordinate transportation of CABS property
  5. Recruit and manage volunteers for facilities and logistics works.
- F) Librarian
1. Ensure games are kept organized and in playable condition
  2. Maintain game library inventory and database
  3. Maintain record of the use of games from the game library
  4. Identify undesirable games and coordinate removal from the library

5. Serve as liaison with game companies

G) Communications Director

1. Provide communication to the membership
2. Create and distribute CABS newsletter
3. Manage CABS web page content
4. Draft and respond to public correspondence for the club
5. Manage CABS advertisements
6. Maintain and distribute membership packets
7. Work with Convention Director to promote conventions of interest
8. Work with Events Director to promote other CABS events and projects

H) Convention Director

1. Serve as liaison for conventions of interest
2. Negotiate convention contracts
3. Manage operations for conventions of interest
4. Recruit and train convention volunteers
5. Work with Communications Director to promote conventions of interest
6. Manage CABS convention web page content
7. Serve as Chair of the Conventions Committee

I) Events Director

1. Manage non-convention events
2. Assist Convention Director with convention events
3. Manage public outreach projects
4. Recruit and manage volunteers for non-convention events and projects
5. Work with Communication Director to promote non-convention events and projects
6. Serve as *ex-officio* member of the Conventions Committee

J) Technology Director

1. Manage technical aspects of CABS websites functionality and design
2. Manage library database system functionality and design
3. Set up and maintain computer systems at conventions and the meeting space.
4. Serve as Chair of the Technology Committee

## Section 2. Temporary Offices

The Executive Board, at its discretion, may create and revoke additional offices not listed in this charter. The Executive Board shall designate the powers and responsibilities of an office upon its inception.

## Section 3. Selection and Eligibility

The Executive Board shall select a current member in good standing to hold any Standing or Temporary Office. Unless otherwise specified in this charter or required by law, the member selected need not be a member of the Executive Board. The member has the right to refuse acceptance of any office. In the event that no qualified member can be found who is willing to hold a specific Standing Office, then the Executive Board shall select a member from among its ranks to manage the responsibilities of that office until an Officer can be found.

## Section 4. Resignation

A current officer may resign at any time by providing written notice to the Executive Board.

## Section 5. Removal

The Executive Board may remove any member from office by a majority vote. A board member who has been removed from an office, shall remain a member of the Executive Board.

## ARTICLE VIII Committees

### Section 1. Elections Committee

An Elections Committee, composed of a chair selected by the Executive Board and two additional members selected by the chair, shall be formed no later than the first day of October. The Committee may not include any sitting board member or candidate in the election. It shall be the duty of this committee to establish procedures for the election of the Executive Board as described in Article IX, and to conduct said election. The Elections Committee shall be dissolved on the last day of December.

### Section 2. Finance Committee

A Finance Committee shall be formed, chaired by the Treasurer and composed of two to four additional members appointed by the Treasurer. It shall be the duty of this committee to oversee planning and administration of financial processes for CABS, including but not limited to financial tracking and reporting, annual budgeting and budget revisions (subject to final approval of the Executive Board), and establishment of financial controls.

### Section 3. Conventions Committee

A Conventions Committee shall be formed, chaired by the Convention Director and composed of the Events Director and two to four additional members appointed by the Convention Director. It shall be the duty of this committee to prepare a budget for CABS convention in conjunction with the Finance Committee, and to oversee planning and administration of CABS convention and interests of CABS at other gaming conventions.

### Section 4. Technology Committee

A Technology Committee shall be formed, chaired by the Technology Director and composed of two to four additional members appointed by the Technology Director. It shall be the duty of this committee to oversee planning and administration of technology needs for CABS, including but not limited to acquisition of computers, programming of CABS web sites, and programming of library databases.

### Section 5. Special Committees

Other committees may be established by the Executive Board as it deems necessary to carry on its work. The chair of these special committees shall be appointed by the President, and additional members shall be selected by the chair unless these rule(s) are suspended by a two-thirds vote of the Executive Board.

### Section 6. Member Eligibility and Disclosure

In order to serve on any standing or special committee, an individual must be a member in good standing of CABS. A list of all current committees and their members shall be retained by the Secretary and disclosed to the membership.

## ARTICLE IX Nominations and Elections

### Section 1. Date

The election shall be held during the month of November at a regular meeting where a quorum is present. The Elections Committee shall announce the date to the membership no less than two weeks prior to the election. If a quorum is not present, the election shall be delayed to the next regular meeting where a quorum is present. If an election has not been held by the first regular meeting in December, then the voting members present at that meeting shall constitute a quorum only for the purpose of electing members to the Executive Board.

## Section 2. Nominations

Any voting member who shall be eligible to serve for the given term as described in Article VI.2 may be nominated for election to the Executive Board. All candidates must consent to their nomination. In the event of a self-nomination, a second by another voting member shall be required. All nominations, consents, and seconds must be submitted in writing to the Elections Committee. Nominations shall be accepted until the close of the election, but the Elections committee may place deadlines for nominees to appear on any ballots or other election materials provided such deadlines are at least two weeks after nominations open.

## Section 3. Votes

Voting members may cast any number of votes up to the number of open Executive Board Positions, but are limited to one vote for any individual. The candidates with the greatest number of votes shall be elected to fill the open Executive Board positions at the start of the next term.

## Section 4. Rules and Procedure

The election rules and procedure shall be established by the Elections Committee and communicated to the membership no less than two weeks prior to the election or any established deadlines. Contested elections shall be resolved by secret ballot

# ARTICLE X Discipline

## Section 1. Cause

Any member or visitor who violates the CABS Charter or CABS Rules, or whose conduct, actions, criminal background, or attire are deemed improper or likely to endanger the welfare, safety, harmony, or good reputation of CABS or its Members, may be reprimanded, fined, suspended, or expelled from CABS by action of the Executive Board. The Executive Board shall be the judge of what constitutes improper conduct or conduct likely to endanger the welfare, safety, harmony, or good reputation of CABS or its members. Violations by members of the Executive Board shall be handled under Article VI.9.

## Section 2. Procedure

A) Any member of CABS may submit, in writing, to the entire Executive Board a complaint against a member of CABS alleging specific misconduct as described in Article X.1.

B) Upon receipt of the complaint, the Executive Board shall meet in Executive Session at its earliest possible convenience to determine whether the complaint should be referred to a disciplinary committee. Such referral requires a majority vote of the Executive Board. The disciplinary committee shall consist of three members, the composition of which shall be determined in the motion of referral and may not contain any sitting member of the Executive Board. Should the Executive Board vote not to refer the complaint to a committee, the matter shall be considered resolved.

C) The disciplinary committee shall conduct a confidential investigation regarding the complaint over the following two weeks. All reasonable effort should be made to interview all appropriate parties to the complaint, including the accused. The disciplinary committee shall determine whether to prefer charges to the Executive Board. The results of the disciplinary committee's investigation, including any charges preferred by the disciplinary committee, shall be submitted in writing to the accused, as well as the entire Executive Board.

D) Should the disciplinary committee choose to prefer charges to the Executive Board, a trial shall be held in Executive Session at its earliest possible convenience. Notice to the accused must be sent in writing at least two weeks prior to the trial. The President of the Executive Board shall serve as chair of the trial. The Executive Board and the accused are allowed the right of representation by an attorney; said attorney is not required to be a member in good standing of CABS and shall have the right to speak only at the trial. Trial proceedings shall be organized according to Article XI.

E) After trial proceedings, the Executive Board shall vote as to whether to impose penalties on the accused. A



two-thirds vote shall be required. Penalties may be selected as described in Article X.

### Section 3. Fines

Should the Executive Board determine that the accused caused damage to the property of CABS or to CABS' landlord, or that the accused incurred financial responsibility to CABS, fines no greater than the estimated value of damages may be assessed. If legal action is required to collect, CABS may also recover its reasonable attorney's fees and expenses of collection. The Executive Board may, at its discretion, suspend membership privileges until the fine is paid. Punitive fines shall not be assessed by the Executive Board for any reason.

### Section 4. Suspension

The Executive Board may, as a result of a trial, choose to suspend the accused member's rights and privileges as a member of CABS, in all or in part, for a maximum of 180 days from the date of the trial.

### Section 5. Expulsion

The Executive Board may, as a result of a trial, choose to revoke the accused member's rights and privileges as a member of CABS.

### Section 6. Appeal

An individual against which penalties have been levied as described under this article may appeal the decision of the current or previous board regarding at most once per fiscal year. The procedure for appeal may consist of either of the following options:

1. To the Executive Board: The appeal must be submitted in writing to the current Executive Board for consideration. The decision to lift any penalties shall be decided by a two-thirds vote of the Board.
2. To the Membership: The appeal must be submitted in writing to the current Executive Board by petition of at least 10% of the current voting membership roll or 20 voting members, whichever is lower. A hearing will be held at a regular meeting where a quorum is present as set by the Executive Board. Notice must be given in writing at least two weeks before the hearing to the membership as well as the individual seeking appeal. The Executive Board and the individual seeking appeal, or their attorneys, may speak before the membership prior to the vote. A majority vote of the voting members present is required to overturn any disciplinary penalties. No absentee votes shall be accepted.

## ARTICLE XI Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern CABS in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order CABS may adopt. The failure to strictly adhere to *Robert's Rules of Order Newly Revised* shall not adversely affect the validity of actions taken as long as the process followed it substantially fair.

## ARTICLE XII Operating Rules

Operating Rules shall be adopted by majority vote of the Executive Board to supplement or clarify anything in this charter, including, but not limited to:

- A) Dues and Fees Schedule
- B) Membership classes and privileges
- C) Limitations on the number of memberships
- D) Meeting schedule

A record of the Operating Rules shall be retained by the Secretary and disclosed to the membership.

## ARTICLE XIII

### Amendments

#### Section 1. Submissions by the Executive Board

A proposal of amendments to this charter and bylaws as approved by a Majority vote of the board must be submitted in writing to the membership no less than one month prior to the ratification vote.

#### Section 2. Submissions by Member Petition

A proposal of amendments to this charter and bylaws may be submitted to the Executive Board by written petition signed by at least 15% of the current voting membership roll. Once submitted, the Executive Board shall review the proposal at their next Regular Board Meeting. The proposal shall be submitted to the membership along with an Executive Board recommendation no less than one week following this Regular Board Meeting. A ratification vote shall be held at the next regular meeting following one month of membership review.

#### Section 3. Ratification Process

Amendments may be ratified at a regular meeting of CABS where a quorum is present by a vote of two thirds of the members present. The Executive Board shall provide notice of the date, location and contents of the ratification vote not less than 30 days in advance. If a quorum is not present, the vote shall be delayed to the next regular meeting where a quorum is present.

## ARTICLE XIV

### Separability

If a court of competent jurisdiction should hold any section or part of this Charter invalid, or if any law renders a section or part this Charter invalid or inapplicable, it shall not affect the remainder of this Charter nor the context in which such section or part appears, except to the extent that another part of the Charter may be inseparably connected in meaning and effect with this section or part.

## ARTICLE XV

### Dissolution

If the members of CABS unanimously agree to dissolve or if no member can be found who will serve as an elected officer of CABS, the assets of CABS will be sold and all monies obtained from the sale will be donated to any legally registered non-profit organization(s) qualified under Internal Revenue Code Section 501(c) of the Executive Board's choosing. Upon liquidation, the assets of the corporation shall not inure to the benefit of any member