

## HAND EYE SOCIETY BYLAWS

Hand Eye Society is a videogame culture organization. Our mission is:

- to help people create games;
- to connect gamemakers with each other and with an audience;
- to foster diversity in game creation and the public perception of games.

### 1. DEFINITIONS

"Agenda": List of items to be discussed at a meeting, as suggested by any member of the constituted body or by the Board of Directors.

"Attendance": Attendance of Directors at Board of Directors' meetings will be in person except under exceptional circumstances, on a case by case basis, as agreed upon by the Board of Directors. Attendance of Members at a General Meeting shall be in person or by proxy.

"Board of Directors": A governing body elected from the Membership to maintain the good health of Hand Eye Society and which duties are described in s. 3.

"Bylaws": The Bylaws of Hand Eye Society, as described in the present document.

"Directors": Members of the Board of Directors.

"Dues": Membership fee approved by the Board of Directors.

"Executive Director": Member appointed by the Board of Directors.

"Extraordinary resolution":

- a resolution passed by at least a two-thirds majority vote of the Board of Directors and confirmed with or without amendment by at least two-thirds of the votes cast at a general meeting of the members of Hand Eye Society duly called for that purpose.
- includes, but is not limited to, motions to expel or revoke membership, appoint interim Directors, or revise Bylaws.
- a motion which, in the opinion of the chairperson of the meeting, would significantly change the financial or administrative structure of Hand Eye Society, shall require an Extraordinary Resolution, and shall be put on the agenda of the following meeting of the Board of Directors.
- The agenda must contain all extraordinary resolutions. Once the agenda is closed, no further extraordinary resolutions may be added.

"General Meeting": Meeting of the Membership held at least annually.

"Head Office": The Head Office of Hand Eye Society shall be in the City of Toronto, in the province of Ontario, and at such a place therein as the Board of Directors sees fit. This office must be suitable for the execution of the Membership's activities described in these by-laws.

“Member”: A person who is a part of the Membership.

“Membership”: Membership as defined in s. 2 of the present by-laws.

## **2. MEMBERSHIP**

### **2.1 DUTIES OF MEMBERSHIP**

2.1.1 Hand Eye Society Membership shall be open to anyone who meets the following criteria:

- a) Subscribe to Hand Eye Society’s mission.
- b) Either volunteer 10 hours of time annually to a videogame community project in the previous year as approved by the Board of Directors, or pay dues annually as approved by the Board of Directors of Hand Eye Society.
- c) Attends the annual general meeting or makes arrangements for hour reporting or due paying with the Executive Director.
- d) Provide Hand Eye Society’s Executive Director with up to date contact information.

### **2.2 RIGHTS OF MEMBERSHIP:**

2.2.1 Membership confers the following rights:

- a) Attendance and voting privileges at General Meetings.
- b) Participation in the election of the Board of Directors
- c) Stand for election to the Board of Directors
- d) Access to Hand Eye Society’s accounting spreadsheet with 14 business days’ notification to the Executive Director, in accordance with s. 5.4.

### **2.3 REMOVAL OF MEMBERSHIP:**

The Board of Directors may, by a two-thirds majority of the votes cast at a Board of Directors meeting duly called and constituted, expel any Member who has been found to be violating a Membership criterion as outlined in s. 2.1. No Member shall be expelled or suspended without being notified in writing of the charge or complaint against her/him beforehand, and without having been given an opportunity to be heard in person or through a representative. A Member can appeal a Board of Directors decision in accordance with the Membership policy.

## **3. BOARD OF DIRECTORS**

### **3.1 COMPOSITION OF BOARD OF DIRECTORS**

3.1.1 The Board of Directors shall be constituted by a legal minimum of 3 Directors and a maximum of 6, at least 50% of whom must be practicing gamemakers. The Board of Directors has the authority to determine the appropriate number of Directors, between 3 and 6, who will constitute the following Board of Directors.

3.1.2 Directors of the Board shall elect from their number an executive committee composed of the following positions: (i) Chairperson (ii) Treasurer (iii) Secretary. Directors may determine that the remaining positions be without specific office or title, or assign such in keeping with the activities and interests of the organization.

3.1.3 The Board of Directors is permitted to appoint ex-officio members at its discretion as nonvoting members of the Board of Directors.

3.1.4 The Board of Directors shall have rotating terms of office so that at no time would a completely new Board be elected.

### 3.2 ELECTION OF DIRECTORS:

3.2.1 The elected Directors shall each hold office for a period of two years, to a maximum of three terms or six years.

3.2.2 Potential candidates must be nominated by two Members of the organization and may be drawn from Members and non-members, provided that the non-members pay Membership Dues or report volunteer hours within 10 days of being elected to the Board of Directors. All nominations must be received in writing by the nominations committee at least 14 days in advance of the General Meeting to elect Directors.

3.2.3 Each Member is allowed one vote per nominated candidate. A combined secret ballot is held to determine all the positions. The candidates receiving the highest numbers of votes, and at least a simple majority of voters, are thereby elected. In the case of a stalemate, a new vote is held between those candidates who received an equal number of votes.

3.2.4 The Board of Directors may appoint an interim Director to occupy a vacated position. This election must be ratified by a simple majority of voters at the Annual General Meeting within 90 days of this appointment.

### 3.3 BOARD MEETINGS:

3.3.1 At least 50% of the Board of Directors must be in attendance in order to constitute a meeting and pass motions or make resolutions.

3.3.2 The Board of Directors shall meet not less than twice each year.

3.3.3 Preparation of the agenda shall be the responsibility of the Chairperson.

3.3.4 The agenda must be made available to Directors at least 1 day prior to the meeting.

3.3.5 All motions shall be carried by a simple majority of all Directors in attendance.

### 3.4 DUTIES OF DIRECTORS:

3.4.1 All Directors shall act in the best interests of Hand Eye Society, fulfill their duty of care and ensure that the Bylaws are adhered to. The Board of Directors may, however, delegate responsibilities related to the day to day operations of the organization to the Executive Director. Although the Board of Directors delegates day to day operations to the Executive Director, under extraordinary circumstances, the Board may intervene to protect the interests of the organization.

3.4.2 The "Chairperson" shall:

a) Ensure that the Bylaws are adhered to.

b) Preside over all Board of Directors meetings and General Meetings.

c) Perform other duties as determined and approved by the Board.

d) Prepare Agendas for Board of Directors meetings and General Meetings.

3.4.3 The "Treasurer" shall:

a) Approve the annual financial report prepared by auditors, if required.

b) Be responsible for reviewing and presenting the annual financial report of Hand Eye Society once a year at a General Meeting.

c) Prepare and review the annual budget with the Executive Director and present this budget to the Board of Directors annually.

d) Perform other duties as determined and approved by the Board.

3.4.4 The "Secretary" shall:

a) Maintain and record appropriate amendments to the By-Laws of Hand Eye Society.

b) Provide for the recording of minutes of all Board meetings and General Meetings.

- c) Prepare and distribute draft minutes within a week of each meeting for presentation and adoption by the Board of Directors at the following meeting.
- d) Perform other duties as determined and approved by the Board.

### 3.5 REMOVAL OF DIRECTORS:

3.5.1 The Board of Directors may remove a Director for the following reasons:

- a) Absence from 2 or more Board meetings.
- b) Failure to execute defined responsibilities.

3.5.2 The "Membership" may by Extraordinary Resolution, remove any Director before the expiration of their term of office, and may, by a majority of the votes cast at that meeting, elect any person instead for the remainder of their term, in conformity with these Bylaws.

## 4. GENERAL MEETINGS

### 4.1 PARTICIPATION IN:

4.1.1 Each Member of Hand Eye Society is entitled to one vote for each resolution adopted at a General Meeting.

4.1.2 The Secretary of the Board of Directors shall act as Secretary of the General Meeting.

### 4.2 NOTIFICATION OF:

4.2.1 General Meetings may not occur more than four times per year, and may not occur less than once per year.

4.2.2 A General Meeting may be called by the Board of Directors with 14 days notice.

4.2.3 A General Meeting may be called by 20% of the Membership in one of two ways: 1) At a Board Meeting, 2) in writing to the Board Chair with agenda items. Members must give the Board 30 days advance notice in writing when requesting such a meeting. In such a case, the Membership must be notified of the General Meetings 14 days in advance in writing.

4.2.4 The agenda must be sent prior to the General Meeting.

4.2.5 The accidental non-receipt of a notice by any of the Members entitled to receive such notice does not invalidate proceedings at that meeting.

### 4.3. VOTING PROCEDURE:

4.3.1 20% of the Membership in attendance constitutes quorum.

4.3.2 Members may vote by proxy on items set out in the agenda. Members may only vote by proxy once per year. Members may hold only one proxy vote at a time. Members must sign an Hand Eye Society Proxy form, which will be distributed with the agenda and posted on the website, and return the form to Hand Eye Society administration by the time of the General Meeting.

4.3.3 Voting is decided by a simple majority of those present. In the event of a stalemate, the Chairperson has a second vote, or may defer the matter until a future meeting.

4.3.4 If less than twenty percent (20%) of the Membership appear to constitute a meeting, and it happens that there are urgent motions on the agenda, then the meeting is rescheduled to a time not less than two weeks and not more than one month in the future. At that time, a simple majority of Members as are present may constitute the meeting and voting on motions may proceed.

## 5. FINANCIAL ACCOUNTABILITY AND RECORDS

5.1. All funds received in the name of Hand Eye Society shall be considered the general funds of Hand Eye Society, and shall be subject to procedures determined by the Board of Directors, Hand Eye Society's funders, the Laws of Ontario, the Laws of Canada, and the Generally Accepted Accounting Principles (GAAP).

5.2. All expenditures in the name of Hand Eye Society shall be approved by the Executive Director. The Executive Director and at least one Director shall hold signing authority for the organization.

5.3. A financial report shall be approved by the Board of Directors and presented to the Membership at the next annual general meeting for the Membership's approval.

5.4 The accounting spreadsheet of Hand Eye Society may be inspected by any Member. Such inspection may only proceed upon request with 14 business days' notification to the Executive Director.

## **6. EXTERNAL COMMUNICATION**

6.1 Only a Director of Hand Eye Society or the Executive Director may speak on behalf of the interests or positions of Hand Eye Society to any external body.

6.2 Only a Director of Hand Eye Society or the Executive Director may speak on behalf of the interests or positions of Hand Eye Society to the Membership.

6.3 Individual Members may not speak on behalf of Hand Eye Society.

## **7. AMENDMENTS**

7.1 Amendments to these Bylaws may be made by Extraordinary Resolution at a General Meeting. Proposed amendments must be made available to the Membership 14 days in advance of a General Meeting.

7.2 In exceptional circumstances, when the business of a General Meeting cannot be conducted without an amendment to the Bylaws, an Extraordinary Resolution may be adopted, without prior notice to the Membership, to continue the meeting.

These bylaws were adopted on Mar 17th, 2012 at 1pm.