



**g3**Games

**Bylaws**

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# Bylaws of g3 Games

## Article I. Name

### § 1.01 Name

The name of this organization shall be g3 Games. The business of the organization may be conducted as g3 Games.

## Article II. Purposes & Powers of the Organization

### § 2.01 Purpose

g3 Games is a nonprofit corporation and shall be operated exclusively for educational and charitable purposes for which the corporation may qualify as an exempt organization under Internal Revenue Service Code, Section 501(c)(3) of 1986, or the corresponding provisions of any future United States internal revenue laws.

In particular, g3 Games is dedicated to: (i) assisting people in finding the comfort and community that can be gained by spending time with others; and (ii) supporting those in at-risk communities that generally experience social isolation and other mental health challenges; and (iii) providing opportunities for members and volunteers to contribute to the fostering of communal joy and personal satisfaction through charitable and other activities hosted and coordinated through g3 Games.

### § 2.02 Powers

The corporation shall have the power, directly or indirectly, alone or in conjunction with others, to do any and all lawful acts which may be necessary or convenient to affect the educational and charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such proposals. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

### § 2.03 Nonprofit Status

g3 Games is a Texas nonprofit corporation, and may be recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.

### § 2.04 Exempt Activities Limitation

Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended.

No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Bylaws.

### § 2.05 Distribution Upon Dissolution

Upon termination or dissolution of g3 Games, any assets and resources lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding

provision of any successor statute) which organizations have a charitable purpose which, at least generally, includes a purpose similar to the termination or dissolving corporation.

The organization to receive the assets of g3 Games hereunder shall be selected in the discretion of a majority of the managing body of the corporation, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against g3 Games, by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicated the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets and resources to be distributed, giving preference if practicable to organizations located within the State of Texas.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to g3 Games, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Texas to be added to the general fund.

## **Article III. Membership**

### **§ 3.01 Eligibility**

Any person that is at least eighteen (18) years of age, expressing an interest in the purposes and goals of g3 Games, and who will uphold the policies of g3 Games and agree to these Bylaws is considered eligible for membership.

## **Article IV. Board of Directors**

### **§ 4.01 Number of Directors**

g3 Games shall have a board of directors consisting of at least three (3) and no more than ten (10) directors. Within these limits, the board may increase or decrease the number of directors serving on the board.

### **§ 4.02 Powers**

All corporate powers shall be exercised by or under the authority of the board and the affairs of g3 Games shall be managed under the direction of the board, except as otherwise provided by the law.

### **§ 4.03 Qualifications**

In order to be eligible to serve as a director, individuals must be at least eighteen (18) years of age.

### **§ 4.04 Election and Terms**

A person who meets the qualifications for director may be elected at any board meeting by the majority vote of the existing board of directors. Unless a director resigns or is removed, each director will hold office until a successor is nominated and elected.

### **§ 4.05 Duties of Directors**

Directors will discharge their duties in good faith, with ordinary care, and in a manner they reasonably believe to be in g3 Games' best interest. In this context, the term "ordinary care" means the care that ordinarily prudent persons in similar positions would exercise under similar circumstances. In discharging any duty imposed or power conferred on directors, directors may, in good faith, rely on information, opinions, reports, or statements, including financial statements and other financial data, that has been prepared or presented

by a variety of persons, professional advisors, or experts such as accountants or legal counsel.

#### **§ 4.06 Vacancies**

The board of directors may fill vacancies due to resignation, death, or removal of a director or may appoint new directors to fill a previously unfilled position, subject to the maximum number of directors under these Bylaws.

#### **§ 4.07 Resignation**

Any director may resign at any time by delivering written notice to the secretary or president of the board of directors. Such resignation shall take effect upon receipt or, if later, at the time specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

#### **§ 4.08 Removal**

A director may be removed, with or without cause, by two-thirds vote of directors then in office. Cause for removal includes, but is not limited to, circumstances in which the director is absent and unexcused from two or more board meetings in a twelve month period. The president is empowered to excuse directors from attendance for a reason deemed adequate by the president. The president shall not have the power to excuse themselves from the board meeting attendance and in that case, the vice president shall excuse the president.

#### **§ 4.09 Compensation for Board Members for Services**

Directors shall receive no compensation for carrying out their duties as directors but, by resolution of the board of directors, may be reimbursed for any actual expenses incurred in the performance of their duties for g3 Games, as long as a majority of disinterested board of directors approve the reimbursement.

#### **§ 4.10 Compensation for Professional Services by Directors**

Directors are not restricted from being remunerated for professional services provided to g3 Games. Such remuneration shall be reasonable and fair to g3 Games and must be reviewed and approved in accordance with the conflict of interest policy and state law.

## **Article V. Committees**

#### **§ 5.01 Committees**

The board of directors may designate and appoint standing or temporary committees by majority vote of the board of directors. Such committees shall have and exercise such prescribed authority as is designated by the board of directors.

## **Article VI. Officers**

#### **§ 6.01 Board Officers**

The officers of g3 Games shall be a president, vice president, secretary, and treasurer, all of whom shall be chosen by, and serve at the pleasure of, the board of directors. Each officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the board or by direction of an officer authorized by the board to prescribe the duties and authority of other officers.

The board may also appoint additional officers as it deems expedient for the proper conduct of the business of g3 Games, each of whom shall have such authority and shall perform such duties as the board of directors may determine.

**§ 6.02 President**

The president shall preside at meetings and have the power to call meetings. The president shall be responsible for leadership of the board of directors in discharging its powers and duties and shall, in general, supervise and control all of the business and affairs of g3 Games in accordance with the policies and directives approved by the board of directors. The president may sign contracts and other instruments on the behalf of g3 Games.

**§ 6.03 Vice President**

The vice president shall, in the president's absence, inability, or refusal to act, preside at all meetings of the board of directors and shall perform the duties and exercise the powers of the president. The vice president shall have such other powers and perform such other duties prescribed for them by the board of directors or the president.

The vice president shall normally accede to the office of president upon the completion of the president's term of office.

**§ 6.04 Secretary**

The secretary shall keep or cause to be kept a book of minutes of all meetings and actions of the board of directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws.

The secretary shall cause notice to be given of all meetings of directors as required by the Bylaws. The secretary shall have such other powers and perform such other duties as may be prescribed by the board of directors or the president. The secretary may appoint, with approval of the board, a director to assist in performance of all or part of the duties of the secretary.

**§ 6.05 Treasurer**

The treasurer shall be the lead director for oversight of the financial condition and affairs of g3 Games. The treasurer shall oversee and keep the governing body informed of the financial condition of g3 Games. In conjunction with other directors or officers, the treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of transactions and the financial condition of g3 Games, are made available to the board on a timely basis or as may be required by the board of directors.

The treasurer shall perform all duties properly required by the board of directors or the president. The treasurer may appoint, with approval of the board, a qualified fiscal agent to assist in performance of all or part of the duties of the treasurer.

**§ 6.06 Qualifications**

All officers must have the status of director and be active members of the board in good standing.

**§ 6.07 Election and Terms**

All officers shall serve one (1) year terms. The election shall be conducted at the first board of directors meeting of the calendar year or as soon as practicable thereafter. Officers shall remain in office until their successors have been selected. Officers may serve consecutive terms without limit. The election of officers shall be by majority vote of the board of directors attending the meeting. In the event that no candidate receives greater than a fifty percent majority, a run-off election will be held between the two candidates who received the most votes.

**§ 6.08 Removal and Resignation**

The board of directors may remove an officer at any time, with or without cause. Any

officer may resign at any time by giving written notice to g3 Games. Such resignation shall take effect upon receipt or, if later, at the time specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

## **Article VII. Meetings of the Board of Directors**

### **§ 7.01 Regular Meetings**

Regular meetings of the board of directors shall be held each quarter, or more frequently as deemed necessary by the board of directors, at times and places fixed by the board.

### **§ 7.02 Special Meetings**

Special meetings may be called by the president, vice president, secretary, treasurer, or any two (2) other directors.

### **§ 7.03 Notice**

Notice of each meeting of the board shall be given to each director at least two (2) days prior to the date of the meeting. The notice of any meeting shall state the date, time, and place of such meeting and the purpose or purposes for which it is called.

Attendance by a director at any meeting of the board for which the director did not receive the required notice will constitute a waiver of notice of such meeting unless the director objects at the beginning of the meeting to the transaction of business on the grounds that the meeting was not called or convened in a manner subject to these Bylaws.

### **§ 7.04 Quorum**

A majority of the incumbent directors (not counting vacancies) shall constitute a quorum for the purposes of convening a meeting or conducting business. At board meetings where a quorum is present, a majority vote of the directors attending shall constitute an act of the board unless a greater number is required by any provision of these Bylaws.

### **§ 7.05 Actions without a Meeting**

Any action required or permitted to be taken by the board of directors may be taken without a meeting, if a majority of directors individually and collectively consent in writing, setting forth the action to be taken. Such written consent shall have the same force and effect as a unanimous vote of the board.

### **§ 7.06 Participation**

Except as required otherwise by law or these Bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting, or by telephonic conference call.

## **Article VIII. Administration**

### **§ 8.01 Books and Records**

g3 Games shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its board of directors, a record of all action taken by the board of directors without a meeting, and a record of all actions taken by committees. In addition, g3 Games shall keep a copy of all nonprofit organizational documents and these Bylaws.

### **§ 8.02 Fiscal Year**

The fiscal year of g3 Games shall be from January 1 to December 31 of each year.

**§ 8.03 Annual Budget**

Prior to January 1 of each year, a budget of estimated revenues and expenses for the coming year shall be approved and adopted by the board of directors.

**§ 8.04 Periodic Reporting**

The board of directors shall cause any annual or periodic report required under law to be prepared and delivered to an office of the State of Texas, to be so prepared and delivered within the time limits set by the law.

**§ 8.04 Contracts and Other Writings**

Except as otherwise provided by resolution of the board or board policy, all contracts, grants, and other agreements of g3 Games shall be executed on its behalf by the president or other directors whom g3 Games has delegated authority to execute such documents in accordance with policies approved by the board.

**§ 8.04 Checks, Drafts, and Payments**

All checks, drafts, or other orders for payment of money, notes, or other evidence on indebtedness issued in the name of g3 Games shall be signed by such officer or officers of g3 Games and in such manner as shall periodically be determined by resolution of the board.

**§ 8.05 Loans**

No loans shall be contracted on behalf of g3 Games and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the board. Such authority may be general or confined to specific instances. g3 Games will make no loans to any of its directors or officers.

**§ 8.06 Gifts**

Directors may accept on behalf of g3 Games any contribution, gift, bequest, or devise for the nonprofit purposes of g3 Games.

**§ 8.07 Deposits**

All funds of g3 Games shall be deposited from time to time to the credit of g3 Games in such banks, trust companies, or other depository as the board of directors may select.

**§ 8.08 Disbursement of Funds**

Financial transactions which have a value of \$250 or more shall require majority approval of the board of directors. In all other transactions, the president may dispense with funds in accordance with the annual budget approved by the board of directors and the purposes of g3 Games as set out in these Bylaws.

**§ 8.09 Indemnification**

To the extent permitted by law, any person made or threatened to be made a party to any action, suit, or proceeding by reason of the fact that the person is or was a director or officer of g3 Games shall be indemnified by g3 Games against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by the person in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein.

Notwithstanding the above, g3 Games will indemnify a person only if they acted in good faith and reasonably believed that their conduct was in g3 Game's best interests. In the case of a criminal proceeding, the person may be indemnified only if they had no reasonable cause to believe their conduct was unlawful.

**§ 8.10 Conflict of Interest**

The board of directors shall adopt and periodically review a conflict of interest policy to



protect g3 Games' interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with board-delegated powers.

## Article IX. Nondiscrimination Policy

### § 9.01 Nondiscrimination Policy

The officers, board members, committee members, employees, general members, and persons served by g3 Games shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of g3 Games not to discriminate on the basis of race, creed, ancestry, marital status, gender, gender identity/expression, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

## Article X. Amendment of Bylaws

### § 10.01 Amendment of Bylaws

These Bylaws may be amended, altered, or repealed at any time by a majority vote of the board of directors at a meeting where a quorum is present. No amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as a tax exempt corporation under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

### § 10.02 Amendment of Certificate of Formation

The board of directors may adopt amendments to the Certificate of Formation by a majority vote of the directors at a meeting where a quorum is present.

## Certificate of Adoption of Bylaws

I do hereby certify that the above stated Bylaws of g3 Games were approved by the g3 Games board of directors on October 5th, 2024 and constitute a complete copy of the Bylaws of the corporation.



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Nam-Thi Pham, Secretary