

Shadowplay North America By-Laws

ARTICLE I: NAME & PURPOSE

Section A: Name – The name of this club shall be **Shadowplay North America**, also referenced as **SNA**.

Section B: National Affiliation – Shadowplay North America is a National Social Club Organization with the sole purpose of constructing and maintaining a continuity of gameplay in the genre of Live Action Role Play, also known as LARP. It is because of this incorporation; the **SNA** regulates and maintains a strict code of ethics to facilitate a fictional atmosphere and timeline in congruent to the specific venue of game play included in its activities.

The rules and regulations of the National Constitution shall be followed when not inconsistent with the rules and regulations of the **SNA**.

Section C: Purpose – The purpose of this club shall be:

1. To serve as a social club for the sole purpose of fellowship amongst members of the organization who participate in the material created by White Wolf, known also as CCP Games; materials published and printed by Onyx Path Publishing, and By Night Studios as licensed by CCP Games.

2. To facilitate and share knowledge amongst its members

3. To engage and facilitate philanthropic activities with local, regional, and national organizations through volunteerism and monetary donations.

4. To work cooperatively, and in conjunction, with CCP Games, By Night Studios, and Onyx Path Publishing.

5. To promote fellowship and general understanding with the membership of the Non-Profit incorporation; to encourage and coordinate activities that falls in line with the creative control of CCP Games, and their “World of Darkness” gaming genre.

6. To create and facilitate educational programs, convention, lectures, games, mentorship, and workshops for related organizational activities.

Section D: Non-Discrimination

This organization will not discriminate against any member or non-member of the organization on the basis of race, sexual orientation, nation of origin, religious affiliation, gender, creed, disability, or status/classification protected by acceptable laws created within the United States of America.

Section E – Limitation of Age

The **SNA** will not discriminate against any member by age; provided that all members must be legal age of majority in their applicable state of residence in order to be eligible as a member.

ARTICLE II: MEMBERSHIP & DUES

Section A: Eligibility - Any individual over the age of 18 is eligible for membership, so long as the individual adheres to the rules and regulations of Shadowplay North America, and has not committed a crime prohibiting them contact with members, or individuals outside of general membership.

Section B: Dues – None at this time.

ARTICLE III: OFFICERS

Section A: Board of Directors

1. Composition - The Board of Directors will consist of five (5) Voting Directors and two (2) Non-Voting Directors. Members of the Board of Directors cannot maintain a position of an Officer of the Organization at the Global (member in good standing with the Shadowplay International affiliation), National or Regional level during their elected term, unless otherwise stated in the Bylaws.

2. Compensation - All members elected, or serving as an interim basis, shall receive zero (0) compensation of any kind.

3. Eligibility - To be considered eligible as a candidate for Voting Director, a member must:

- a. have a full membership in valid and good standing with the SNA
- b. disclose any and all information to the voting members concerning any disciplinary actions to which that individual was subjected to by the organization.
- c. have never been convicted of a felony in which unlaw theft or dishonesty (including fraud of any kind, embezzlement, theft), any convicted of a felony in which unlaw conduct (including sexual misconduct, kidnapping, felonious assault)

4. Authority of Directors - Only the Board of Directors, acting in accordance to the rules and regulations of the organization, in accordance with these Bylaws, shall have corporate powers and authority to manage the affair of the organization as a whole. Individuals Directors acting alone, outside of the accordance of these bylaws, do not have the authority to access corporate powers, nor the authority to manage the affairs of the organization except otherwise conferred in these Bylaws, or by the full majority vote of the Board of Directors.

5. Voting Directors

a. Terms - Voting Directors shall serve a term no longer than three (3) years. Voting Directors will be scheduled for re-election every year, where no more than 4 directors will be voted in on any year, and no less than 1 director shall be voted in.

b. Removal - A Voting Director may be removed from their position prior to the end of their term via the following options:

I. By a missing one-third of the scheduled meetings in a single year without cause or unable to obtain the minimum requirements for membership eligibility.

II. By a Special Quorum of the General Membership in which a Special Meeting must be obtained, a committee of individuals to review the status of the Voting Director is created, the recommendation of the committee after a period of no more than thirty (30) days have elapsed, and a three-fourths majority vote is obtained by the General Membership and two-thirds majority vote of the Voting Directors.

III. By resignation, submitted to the Board, which shall be effective the date of submission unless a future date is provided

IV. By election of a Global, National, or Regional position. If the position is an appointed position, then the position must not be in direct conflict of the Voting Director position.

c. Interim and Vacancies

I. A Member in good standing can be placed in an Interim basis to the position of Board of Directors for a time not to exceed 1/4th of the total term of the Director that was replaced, during in which time an election for the position has to be announced, at the discretion of the Board of Directors, or the position can be left in vacancy until an election is completed.

II. The member selected to replace the member stepping down must be an officer/assistant that is recognized as such, and must be on staff for more less than 30 days, and be recognized on the latest report provided to the general membership and/or the Board of Directors.

III. All interim positions must be agreed upon by the Board.

d. Election - All members of the Board of Directors must be elected by the General Membership, and those with the most votes tallied shall achieve the positions. All Elections for seats on the Board of Directors shall be handled on the same date any two (2) years. After the general membership have elected their choice for the Voting Director, the current Board will ratify the acknowledgement, after a successful background check is performed.

e. National Elected Positions as Voting Directors - The only positions that are considered to be both National level positions and in congruent to the Voting Directors of the SNA are as follows: National Coordinator, National Storyteller, and National Ombudsmen.

6. Non-Voting Directors

a. Roles - Two Non-Voting Directors shall serve in a general advisory position to the capacity of the full Board of Directors. Only when a position is held in vacancy shall a Non-Voting Director have the right to vote in abstention as needed, unless otherwise defined in the bylaws.

b. Quorum - No Non-Voting Director shall be considered for a quorum, and are not considered when determining the majority of the full Board of Directors.

c. Removal - Only the Voting Directors, with fulfillment of unanimous voting, can remove a Non-Voting Director from the Board; or may resign from the position with a written notification with an effective date of the submission, or a future end date presented.

Section B – Committees

1. Appointments and Composition - Committees are capable of being created or formed in an as-needed basis by the Board of Directors for the purposes of Special Interest or Investigation or Review. Committees shall obtain only the authority granted by the Board of Directors in special circumstances, and must be formed by a Voting Director and no less than 4 General Membership in good standing.

2. Notice; Waiver of Notice; Meetings; Action without a Meeting; Quorum; Voting Requirements - provisions of these Bylaws that apply to Notice of Meetings, Waiver of Notice, Meetings, Action without a Meeting, Quorum, and Voting Requirements shall apply to all committees of the Board and by committee members.

Section C – Meetings

1. Frequency - Meetings shall be held no less than once a quarter, but may be held more frequently as required.

2. Location, Time, and Date - The Board of Directors shall determine the date, time, and location of the meeting.

3. Meeting Agenda - The meeting agenda may be presented no less than 48 hours prior to the start of the meeting.

4. Special Meetings - A Special Meeting may be called by any of the Board members, and must be represented by a minimum of 3 Voting Directors, and if acceptable, a Non-Voting Director or Trustee.

5. Attendance by Telephone Conference or Similar Communication - Directors are required to communicate via telephone, Voice over IP means (i.e. Skype, TeamSpeak, Ventrilo, Mumble, etc.), or similar communication as needed. Participation via these means constitutes as being present during the meeting.

6. Action without Meeting - Any action needed or required under these bylaws to be taken by the Board, may be taken with the need of a meeting. A simple communication via email, with the electronic confirmation of the action being taken is required. Action taken by this means is considered in conclusion upon the final consent of the last Board member. All actions taken by this means must meet unanimous voting.

7. Notice; Waiver without Notice - The Chair of the Board shall inform the members of the Board no less than 48 hours of a meeting cancellation or change; such a notice must be administered via fax, email, mail, or by another means of standard communication with members of the Board. If the notice is mailed, then the notice must be mail ten (10) days prior to the notification. Any Board member may waive attendance to the meeting, and their vote may be counted as in abstention. If such occurs, then the Board member is considered to not be present, and their vote does not count towards unanimous decisions.

8. Trustees - The Membership Handbook shall define the grouping of general Members that have been given the honorific title of "Trustee"

a. Eligibility - In order to be considered eligible, the candidate must be voted by the membership, without disciplinary actions within the last three (3) years, and a member in good standing. Once the candidate is submitted to the Board of Directors, then the Board will vote on the status of the Membership. A unanimous vote by the Board of Directors must be obtained. If the candidate is a current Board member, then a Non-Voting Director can vote in abstention, or confirmation as needed.

Section D – Voting

1. Actions - All actions that are brought forth to the Board must be voted on.
2. Two-Thirds Majority - All actions unless otherwise defined in the bylaws must reach a two-thirds majority vote, rounded up.
3. Quorum - A simple majority vote must be obtained by the Board of Directors to constitute a quorum of the Board. In absence of an established quorum, no action can be taken until specific requirements are met, or a Special Meeting has concluded.

Section E – Conflict of Interest

1. Voting and Approval - The matter involving a conflict of interest within the Board of Directors occurs when one or both of the following conditions are met:

a. The material, quorum, action, etc. comes into line with the personal and professional goals of the Board Member, and is influenced by the Board Member in Question. If such occurs, then the vote of the Director shall not be counted, and the resulting votes tallied with be considered the vote of the full Board of Directors. If such occurs, and a Board member is found to be in violation, then a special quorum will be conduct to amend, ratify, or dissolve the issue at hand. Or.

b. The Board member is in direct violation of any state, local, or national laws. If this occurs, then a Special Quorum will be presented to the rest of the Board for the dismissal of the member, and a new election shall take place.

2. Dismissal, Disclosure, and Recusal - Any member that stands to make significant financial, personal, or social gain/interest due to the result of any matter pending with the Board of Directors, or is considered within the purview of becoming a conflict of interest, can be removed from the position of Voting Director, and is subject to dismissal, or recusal from general membership.

3. Additional Policies - The Board of Directors may adoption additional policies and procedures outside of those stated within the bylaws as additional amendments, or as otherwise stated in the Membership Handbook. To apply these effective additions, a two-thirds majority must be obtained.

ARTICLE IV: MEMBERSHIP

Section A – Membership Class – Use of Membership Class has been discontinued by SNA.

Section B – Trial Memberships - Trial Memberships can be given to individuals that are looking at participating in the overall organizational structure of the SNA, but have not yet committed to the level of Full Membership. Trial members are not considered to have a vote as those given in the general membership.

Section C – Full Membership Criteria - A member to be considered a full member must have completed the following:

1. Completed the Membership Application
2. Paid the required dues
3. Has interest in participating in at least the local level capacity of the organization
4. Is willing to provide feedback as needed, or recommended
5. Fulfills all other requirements established in the Membership Handbook

Section D – Membership Rights - Members of the general membership have the following rights as defined by the bylaws. All additional rights are subject to change, and will be defined within the Membership Handbook:

1. The right to cast a single vote in all activities that require Full Membership votes.

2. The right to request and review the records taken and stored by the Board of Directors as applicable to the state law in which the organization is incorporated in.

Section E – Termination of Membership - General membership can be terminated if any of the following criteria is met:

1. Eligibility for membership is no longer valid

2. Membership has been convicted of felonious assault, kidnapping, sexual misconduct in which they must register with the Sex Offenders list of the given state that are a residence of, embezzlement, fraud, attempt to defraud any organization or entity associated with the SNA. Special consideration can be afforded if the Board of Directors instructs such.

3. Member is expelled from the organization

4. Member has not renewed their general membership within 60 days of lapsing.

Section F – Expulsion of Membership

1. Expulsion of a member shall be done only by the Board of Directors.

2. Any member that is in consideration of expulsion shall be provided with the ability to speak on their own behalf via telephone, email, fax, Voice over IP, or mail.

3. Any member that is expelled, or in consideration for expulsion from the organization can request a Special Meeting with the Board of Directors, and will be conducted within 15 days of such a request.

4. Any member that is expelled cannot apply for membership until one year has lapsed, and will be considered a new member.

5. Any individual that is expelled more than once from the organization shall not be permitted to return in any capacity.

6. Only a Special Meeting with a full unanimous vote from the Voting Directors can overturn any expulsion.

Section G – Transferability of Membership

1. Outgoing Membership - The member leaving the organization cannot transfer his membership by any means to another individual or entity within or outside of the general membership.

2. Incoming Membership - A new member coming into the organization from an outside entity can obtain a full membership at any time, and request a special quorum to ratify his class as based upon the transfer from an existing organization.

Section H – General Membership Vote

1. Definition - General Membership shall be defined by the Membership Handbook. In the case of a Vote, all members shall receive a single vote per member as needed.

2. Annual Meeting - All members of the General Membership will be permitted to attend the Annual Meeting. If such is required, multiple meetings in the span of one week can be created so to accommodate the amount of membership requesting to be present.

3. Effective Vote Date - The beginning of all membership votes shall occur within one week concluding a Question and Answer period.

4. Quorum - All members of the organization can request a Quorum on any issue that they feel is necessary. All quorums will be handled by the National Ombudsmen, and upon conclusion, shall be presented by the Board of Directors at the next Meeting, or at the request of a Special Meeting to be created.

5. Record Date - The date in which the meeting has taken place and the notes of the meeting have been taken.

6. Written Consent; Vote via Proxy - Proxy Votes shall not be allowed on any matter involving the General Membership. No member cannot give written consent to another member for the purposes of voting. Any votes tallied by written consent or proxy shall be considered null and void.

7. Action by Written Ballot - Any matter or material requiring the vote of the General Membership may be tallied electronically as defined within the Membership Handbook.

Section I – Meetings

1. Annual Meeting - A General Membership Annual meeting shall be conducted once a year, by electronic means, i.e. IRC, Skype, etc., and will be recorded by the Board of Directors, and be made available for public record.

2. Special Meeting - Special meetings are considered to be on an as needed basis, and shall be notified to the Board of Directors within 48 hours of the request.

ARTICLE VI: AMENDMENTS TO BYLAWS

Section A – Proposal - Amendments to these bylaws must be submitted to the Board of Directors, after a special review by a selected Committee, for inclusion. Each member of the Board must receive a copy of the proposed changes within seven (7) days of conclusion by the committee.

Section B – Committee Review - Any individual can submit a request for Committee review to the National Ombudsmen. The submission must include the name of the Author of the revision, the specific information that is currently in the bylaws, the subsequent changes to the bylaws, and at least 10 members of the General Membership that support such a change. Once a Committee is requested, the Committee will review the submission, gain additional information from the general public, and make recommendations to the Board upon completion of the review.

Section C – Board Review - Once the Board has received the recommendation of the Committee, the Board shall take no more than thirty (30) days to review the submission, and convene in a Special Meeting for review.

Section D – Voting - A two-thirds majority is required for all submissions to be added as Temporary Amendments. If a unanimous vote is achieved, the Board can elect to move the submission from a Temporary status to a full Amendment to the Bylaws.

Section E– Temporary Amendments - Amendments that receive two-thirds majority of the vote by the Board of Directors are considered Temporary Amendments. These submissions must be reviewed within nine (9) months of their inclusion, at which time, a simply majority vote is needed to make them full amendments. Only a unanimous vote at the date of election can make a Temporary amendment a permanent amendment.

Section F – Re-proposal - If a submission is voted against, or is not brought to the Board on due to whatever circumstances are presented, the submission can be altered and resubmitted within six (6) months of initial submission, and within a year of each subsequent submission there after.

ARTICLE VII: ORGANIZATIONAL MATERIALS

The Board of Directors may select to adopt additional organizational or operational materials and guidelines as needed. In no event shall such materials or guidelines go against or conflicts with or is contrary to these Bylaws or the Articles of Incorporation. In the event that any terms of any operational documents or materials, including, but not limited to any handbooks, policies, procedures or practices, conflict with these Bylaws or the Articles of Incorporation, these Bylaws and/or the Articles of Incorporation shall govern.

ARTICLE VIII: MERGER AND DISSOLUTION

Section A – Merger - Any planned merger with the organization, be it consolidation of another organization into SNA, or a merger with another organization where SNA will be encapsulated requires no less than two-thirds majority vote by the General Membership before the transaction takes place.

Members shall be provided with notice and all pertinent information regarding the merger within sixty (60) days. The notice and copy of the merger plan shall conform to the acceptable state laws of original incorporation.

Section B – Dissolution - The sale, exchange, lease or other disposition of all of the Organizations assets and properties, other than the regular and usual course of activities of the Organization shall be voted upon by the General Membership of no less than two-third majority

Section C – Disposition of Property

1. Notice - Notice of any meeting where the agenda is dissolution of the Organization shall be made public no less than sixty (60) days prior to the agreed meeting date. Such notice shall include a copy of the dissolution plan, charitable organization that will receive dissolution funds, and any information that is pertinent to the meeting. The Notice shall conform with the applicable laws of the state of incorporation.

2. Required Vote - The disposition of property requires a vote from the General Membership of at least two-thirds majority.

3. Dissolution of Assets and Winding Up - During a voluntary disposition of assets and property, the Board of Directors will take all legal, and appropriate actions to dissolve, dispose, transfer or otherwise liquidate all assets of the Organization. discharge or make provisions of discharge of any liabilities of the Organization; or take any other action to liquidate any material of value of the Organization. The Board shall make notice of all attempts and fiscal gains of such liquidations, and donate all monetary values to a designated charitable organization.

ARTICLE IX: GENERAL PROVISIONS

Section A – Fiscal Year - The fiscal year is considered to be from January 1st to December 31st of that year.

Section B – Dates - Dates are stated under the bylaws and shall be based on Calendar days.

Section C – Loans - No member of the general membership shall receive a loan of any monetary value by an officer of the organization. Such loans promised by any member of the general membership shall accept full, and sole responsibility for any legal action that is taken against such loan. Any such loan that is provided in stance with the Organization must be ratified by the full Board of Directors.

Section D – Checks and Drafts - All drafts, checks, or use of monetary funds shall be signed off by the Board prior to the use, and must be controlled by a designated individual within the Board. Only the designated individual has the right to request use of monetary funds outside of Board recommendations.

Section E – Agents and Attorneys - The Board may appoint such agents, attorneys of the Organization as it may deem proper, and may, by written power of attorney, authorize such agents, attorneys to represent it and for it and in its name, place and stead, and for its use and benefit to transact any and all business which the Organization is authorized to transact or do and in its name, place or stead and as its corporate act and deed, to sign, acknowledge and execute any and all contracts and instruments, in writing necessary or convenient in the transaction of such business as fully to all intents and purposes as the Organization might or could do if it acted by and through its regularly elected and qualified Directors and officers

Section F – Communication and Signatures - Electronic communications, records and signatures may be used in connection with all matters contemplated by these Bylaws except to the extent prohibited by applicable law. Except as may be specifically set forth herein, members of the Organization may use and rely upon electronic communications, records and signatures for all notices, waivers, consents, undertakings and other documents, communications or information of any type sent or received in connection with matters contemplated by these Bylaws. An electronically transmitted (but not oral) document will be deemed to satisfy any requirement under these Bylaws or applicable law that such document be “written”, “in writing” or the like. An electronic signature or electronically transmitted signature by any person on any document (properly authenticated) will be deemed to satisfy any requirement under these Bylaws or applicable law that such document be “signed” or “executed” by such person. An electronic transmittal or communication (but not oral) of a document will constitute delivery of such document. Neither the Organization nor any Director may contest the authorization for

or validity or enforceability of electronic records and electronic signatures or the admissibility of copies thereof under any applicable law relating to whether certain agreements, files, or electronic records are to be in writing or signed by the party to be bound thereby.

Section G – Property Devoted to Organizational Purposes - All monetary income and/or properties of the Organization will be devoted exclusively to the service of the Organization, Articles of Incorporation, and Bylaws. The Board may choose to adopt policies, procedures and regulations to govern the management and/or disbursement for purposes that are of the opinion of the Board, worthy and for the good of the Organization.

Section H – Indemnification - The Organization will indemnify and hold harmless any Board Member, officer or agent of the Organization acting within the course and scope of his or her duties, in good faith, as a Board Member, officer or agent of the Organization, including reasonable attorney fees, to the fullest extent permitted by applicable law.

Section I – Severability Clause - If, at any time, these Bylaws do not cohere with state and federal laws, or become invalid or unenforceable, in a manner consistent with applicable laws of the original state of Incorporation, then those sections are required to be construed in such a way that it returns to its legal form, yet keeping true to the original intent of the bylaw.