

**BYLAWS
OF
TABLETOP GAME ALLIANCE WASHINGTON STATE
(a Washington nonprofit corporation)**

ARTICLE 1. OFFICES & PURPOSE

The principal office of the corporation shall be located at its principal place of business or such other place as the Board of Directors (the “Board” and each individual director, a “Director”) may designate. The corporation may have such other offices, either within or without the State of Washington, as the Board may designate or as the business of the corporation may require from time to time.

The purposes of the corporation shall be those set forth in the articles of incorporation of the corporation, as amended from time to time.

ARTICLE 2. MEMBERSHIP

2.1 Classes of Members

The corporation shall initially have two classes of members as set forth below. Additional classes of members, the manner of election or appointment of each class of members, and the qualifications and rights of each class of members may be established by amendment to these Bylaws.

- a. **Voting Members:** Voting members are allowed to vote in all matters that are subject to the vote of members. Voting Members may include the following types of members:
 - i. tabletop games professionals who earn income from tabletop games, such as game designers, retailers, distributors, event organizers, game store owners, game reviewers, those professionals providing fulfillment and logistics services to the tabletop gaming industry and others who contribute significantly to the tabletop gaming industry);
 - ii. educators and scholars working in the field of tabletop games;
 - iii. industry partners, such as manufacturers and industry partners in the “mass market” approach;
 - iv. members who meet the other standard or criteria for voting member as determined by the Board; and
 - v. members who are appointed to voting membership by the Board.
- a. **Non-Voting Members:** Non-voting members may include hobbyists, enthusiasts, non-voting members who meet the other standard or criteria for non-voting members as determined by the Board and members who are appointed to non-voting membership by the Board. Non-voting members have no voting rights whatsoever in the business of the corporation.

2.2 Qualifications for Membership

In order to qualify for membership as a voting member, a member shall have the following qualifications; provided that the Board may waive such qualifications in its sole discretion:

- a. One of the types of voting members as set forth in Section 2.1;
- b. If such member is an individual, the individual will reside in Washington state; and
- c. If such a member is an entity, the entity will have a headquarters or substantial physical presence in Washington state.

2.3 Voting Rights of Voting Members

- a. Each voting member entitled to vote with respect to the subject matter of an issue submitted to the voting members shall be entitled to one vote upon each such issue.
- b. Each voting member entitled to vote at an election of Directors may cast one vote for as many persons as there are Directors to be elected and for whose election such member has a right to vote.

2.4 Annual Meeting

The annual meeting of the members shall be held during the first or second week in February every year for the purpose of electing Directors and transacting such other business as may properly come before the meeting. If the day fixed for the annual meeting is a legal

holiday at the place of the meeting, the meeting shall be held on the next succeeding business day. If the annual meeting is not held on the date designated therefore, the Board shall cause the meeting to be held as soon thereafter as may be convenient.

2.5 Special Meetings

The President, the Board, or not less than 25% of the voting members entitled to vote at such meetings, may call special meetings of the members for any purpose. The corporation shall promptly give notice of such meeting as provided in Section 2. The only business which may be conducted at a special meeting shall be the matter or matters set forth in the notice of such meeting.

2.6 Place of Meetings

All meetings of members shall be held at the principal office of the corporation or at such other place within or without the State of Washington designated by the President, the Board, by the members entitled to call a meeting of members, or by a waiver of notice signed by all members entitled to vote at the meeting.

2.7 Notice of Meetings

The President, the Secretary or the Board shall cause to be delivered to each member entitled to notice of or to vote at the meeting, either personally or by mail, not less than ten nor more than fifty days before the meeting (unless a different time is specified by law), written notice stating the place, if any, date, hour, the record date for determining the members entitled to vote at the meeting (if such date is different from the record date for members entitled to notice of the meeting), and means of remote communication, if any, of every member meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called. At any time, upon the written request of not less than 25% of the voting members entitled to vote at the meeting, it shall be the duty of the Secretary to give notice of a special meeting of members to be held at such date, time and place as the Secretary may fix, not less than ten nor more than thirty-five days after receipt of such written request, and if the Secretary shall neglect or refuse to issue such notice, the person or persons making the request may do so and may fix the date, time and place for such a meeting. If such notice is mailed, it shall be deemed delivered when deposited in the official government mail properly addressed to the member at his or her address as it appears on the records of the corporation with postage thereon prepaid. Without limiting the manner by which notices of meetings otherwise may be given effectively to members, any such notice may be given by electronic transmission in accordance with applicable law.

2.8 Waiver of Notice

Whenever any notice is required to be given to any member under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such Notice. Any member so waiving notice of the meeting shall be bound by the proceedings of the meeting in all respects as if due notice thereof had been given. A member may waive any notice of any meeting no more than sixty days before or sixty days after the date and time stated in the notice or of the meeting or action.

2.9 Quorum

Unless otherwise required by law, the corporation's Articles of Incorporation, or these bylaws, one third (1/3) of the voting members of the corporation entitled to vote, represented in person or by proxy shall constitute a quorum at a meeting of the members. If less than a quorum of the members entitled to vote is represented at a meeting, a majority of the members so represented may adjourn the meeting from time to time without further Notice.

2.10 Manner of Acting

The vote of a majority of the votes entitled to be cast by the members represented in person or by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by applicable Washington law, the Articles of Incorporation or these Bylaws.

2.11 Proxies

A member may vote by proxy executed in writing by the member or by his or her attorney-in-fact. Such proxy shall be filed with the Secretary of the corporation before or at the time of the meeting. A proxy shall become invalid eleven months after the date of its execution unless otherwise provided in the proxy. A proxy with respect to a specific meeting shall entitle the holder thereof to vote at any reconvened meeting following adjournment of such meeting but shall not be valid after the final adjournment thereof. A proxy shall be irrevocable if it states that it is irrevocable and if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power. A member may revoke any proxy that is not irrevocable by attending the meeting and voting in person or by

delivering to the secretary of the corporation a revocation of the proxy or a new proxy bearing a later date. No individual shall be entitled to cast more than one proxy vote for another member in any given meeting.

2.12 Action by Members Without a Meeting

Any action which could be taken at a meeting of the members may be taken without a meeting if a written consent setting forth the action so taken is signed by members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members having a right to vote thereon were present and voted with respect to the subject matter thereof and voted and shall be delivered to the corporation by delivery to its registered office in the State of Washington (by hand or by certified or registered mail, return receipt requested), its principal place of business, an officer or agent of the corporation having custody of the book in which proceedings of meetings of members are recorded, or to an information processing system designated by the corporation for receiving such consents in accordance with applicable law. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a meeting of the members. Every consent shall bear the date of signature of each member who signs the consent, and no written consent shall be effective to take the corporate action referred to therein unless, within sixty (60) days of the earliest dated consent delivered in the manner required by this section, consents signed by a sufficient number of holders to take action are delivered to the corporation as aforesaid. Prompt notice of the taking of the corporate action without a meeting by less than unanimous consent shall, to the extent required by applicable law, be given to those Members who have not consented in writing, and who, if the action had been taken at a meeting, would have been entitled to notice of the meeting if the record date for notice of such meeting had been the date that consents signed by a sufficient number of holders to take the action were delivered to the corporation.

2.13 Meetings by Telephone

Members of the corporation may participate in a meeting of members by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

ARTICLE 3. BOARD OF DIRECTORS

3.1 General Powers

The affairs of the corporation shall be managed by a Board of Directors. The Board may adopt such rules and procedures, not inconsistent with the Articles of Incorporation, these Bylaws, or applicable law, as it may deem proper for the conduct of its meetings and the management of the corporation.

3.2 Number

The number of directors that shall constitute the whole Board of Directors shall be determined by resolution of the Board of Directors, except as provided in Section 3.19, and each Director elected shall hold office until his or her successor is elected and qualified.

3.3 Qualifications

Directors may be nominated by 2 of the voting members of the corporation. Directors may have such other qualifications as the Board may prescribe by amendment to these Bylaws. Directors need not be a member or affiliated with a member; provided that there shall be no more than one Director affiliated with the same member of the corporation at the same time.

3.4 Election of Directors

- a. The initial Directors named in the Articles of Incorporation shall serve until the first annual meeting of members or until his or her successor is elected and qualified.
- b. Successor Directors shall be elected each year at the annual meeting of members. The election of Directors may be conducted at a meeting or by written consent or in such other manner as the Board of Directors shall determine.

3.5 Term of Office

For the purpose of staggering the directors' terms of office, the Board shall divide the directors serving at the time of the adoption of these bylaws, and any additional directors appointed at such time, into three classes as nearly equal in number as possible, and shall appoint each such class to a term of three (3) years or less as follows: One class shall be appointed for a term of one (1) year, one class

shall be appointed for a term of two (2) years, and one class shall be appointed for a term of three (3) years. At the conclusion of these initial terms, all subsequent terms shall be for a period of three (3) years, thus accomplishing a succession of staggered three (3) year terms with one-third (1/3) of the Board eligible for reappointment or replacement each year. In the event of an increase or decrease in the number of directors, additional directors may be elected to terms of one (1), two (2), or three (3) years as may be necessary to maintain equality in numbers among the classes of directors.

3.6 Annual Meeting

The first meeting of each newly elected Board shall be known as the annual meeting thereof and shall be held without notice immediately following and at the same place as the annual meeting of members for the purposes of electing officers and transacting such business as may properly come before the meeting.

The first meeting of each newly elected Board of Directors shall be known as the annual meeting thereof and shall be held without notice immediately after the annual shareholders' meeting or any special shareholders' meeting at which a Board is elected. Such meeting shall be held at the same place as such shareholders' meeting unless some other place shall be specified by resolution of the Board of Directors.

3.7 Regular Meetings

By resolution, the Board may specify the date, time and place for the holding of regular meetings without other notice than such resolution.

3.8 Special Meetings

Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the written request of the President or any two Directors, or, in the case of a committee meeting, by the chairman of the committee. The person or persons authorized to call special meetings may fix any place either within or without the State of Washington as the place for holding any special Board or committee meeting called by them.

3.9 Meetings by Telephone

Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

3.10 Place of Meetings

All meetings shall be held at the principal office of the corporation or at such other place within or without the State of Washington designated by the Board, by any persons entitled to call a meeting or by a waiver of notice signed by all Directors.

3.11 Notice of Special Meetings

Notice of special Board or committee meetings shall be given to a Director in writing or by personal communication with the Director at least twenty-four (24) hours if such notice shall be given by one of the means specified in the bylaws other than by mail, or at least three (3) days' notice if given by mail. Notices in writing may be delivered or mailed to the Director at his or her address shown on the records of the corporation. Neither the business to be transacted at, nor the purpose of any special meeting need be specified in the notice of such meeting. If notice is delivered by mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid.

1. 2.12. Waiver of Notice

- a. Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.
- b. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

3.13 Quorum

60% of the number of Directors in office shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

3.14 Manner of Acting

The act of a majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington law.

3.15 Presumption of Assent

A Director of the corporation present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such Director files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

3.16 Action by Board Without a Meeting

Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is signed by each of the Directors. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

3.17 Resignation

Any Director may resign at any time by delivering written notice to the President or the Secretary at the registered office of the corporation, or by giving oral or written notice at any meeting of the Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.18 Removal

At a meeting of members called expressly for that purpose, one or more Directors (including the entire Board) may be removed from office, with or without cause, by **two-thirds of the votes cast by voting members** then entitled to vote on the election of Directors represented in person or by proxy at a meeting of members at which a quorum is present.

3.19 Vacancies

A vacancy in the position of Director may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board. A Director who fills a vacancy shall serve for the unexpired term of his or her predecessor in office or until his or her successor is elected and qualified.

3.20 Board Committees

3.20.1 Standing or Temporary Committees. The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more standing or temporary committees, each of which shall consist of two or more Directors. Such committees shall have and exercise the authority of the Directors in the management of the corporation, subject to such limitations as may be prescribed by the Board; except that no committee shall have the authority to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any other committee or any Director or officer of the corporation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease or exchange of all or substantially all of the property and assets of the corporation not in the ordinary course of business; (f) authorize the voluntary dissolution of the corporation or revoke proceedings therefor; (g) adopt a plan for the distribution of the assets of the corporation; or (h) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him or her by law.

Unless the Board provides otherwise, each committee designated by the Board may make, alter, and repeal rules and procedures for the conduct of its business. In the absence of such rules and procedures each committee shall conduct its business in the same manner as the Board conducts its business.

3.20.2 Quorum: Manner of Acting. A majority of the number of Directors composing any committee shall constitute a quorum, and the act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

3.20.3 Resignation. Any member of any committee may resign at any time by delivering written notice thereof to the President, the Secretary or the chairperson of such committee, or by giving oral or written notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.20.4 Removal of Committee Member. The Board, by resolution adopted by a majority of the Directors in office, may remove from office any member of any committee elected or appointed by it.

3.21 Compensation

The Directors, including directors who are committee members, shall receive no compensation for their service as Directors but may receive reimbursement for expenditures incurred on behalf of the corporation.

ARTICLE 4. OFFICERS

4.1 Number and Qualifications

The officers of the corporation shall be a President, one or more Vice Presidents, a Secretary and a Treasurer, each of whom shall be elected by the Board. Other officers and assistant officers may be elected or appointed by the Board, such officers and assistant officers to hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board. Any officer may be assigned by the Board any additional title that the Board deems appropriate. Any two or more offices may be held by the same person, except the offices of President and Secretary.

4.2 Election and Term of Office

The officers of the corporation shall be elected each year by the Board at the annual meeting of the Board. Unless an officer dies, resigns, or is removed from office, he or she shall hold office until the next annual meeting of the Board or until his or her successor is elected.

4.3 Resignation

Any officer may resign at any time by delivering written notice to the President, a Vice President, the Secretary or the Board, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.4 Removal

Any officer or agent elected or appointed by the Board may be removed from office by the Board whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

4.5 Vacancies

A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.

4.6 President

The President shall be the chief executive officer of the corporation, and, subject to the Board's control, shall supervise and control all of the assets, business and affairs of the corporation. The President shall preside over meetings of the members and the Board. The President may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the corporation or are required by law to be

otherwise signed or executed by some other officer or in some other manner. In general, the President shall perform all duties incident to the office of President and such other duties as are assigned to him or her by the Board from time to time.

4.7 Vice Presidents

In the event of the death of the President or his or her inability to act, the Vice President (or if there is more than one Vice President, the Vice President who was designated by the Board as the successor to the President, or if no Vice President is so designated, the Vice President whose name first appears in the Board resolution electing officers) shall perform the duties of the President, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions upon the President. Vice Presidents shall have, to the extent authorized by the President or the Board, the same powers as the President to sign deeds, mortgages, bonds, contracts or other instruments. Vice Presidents shall perform such other duties as from time to time may be assigned to them by the President or the Board.

4.8 Secretary

The Secretary shall: (a) keep the minutes of meetings of the members and the Board, and minutes which may be maintained by committees of the Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records of the corporation; (d) keep records of the post office address and class, if applicable, of each member and Director and of the name and post office address of each officer; (e) sign with the President, or other officer authorized by the President or the Board, deeds, mortgages, bonds, contracts, or other instruments; and (f) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board.

4.9 Treasurer

If requested by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such amount and with such surety or sureties as the Board may determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws; and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board.

4.10 Employees and Other Agents

The Board may from time to time appoint such employees and other agents as it shall deem necessary, each of whom shall have such authority and perform such duties as the Board may from time to time determine. To the fullest extent allowed by law, the Board may delegate to any employee or agent any powers possessed by the Board and may prescribe their respective title, terms of office, authorities, and duties.

4.11 Compensation

Any officer, employee, or agent of the corporation is authorized to receive a reasonable salary or other reasonable compensation for services rendered to the corporation when authorized by a majority of the entire Board, and only when so authorized and in accordance with these bylaws.

4.12 Duties of Officers May Be Delegated

In case any officer is absent, or for any other reason that the Board may deem sufficient, the president or the Board may delegate for the time being the powers or duties of such officer to any other officer or to any director.

ARTICLE 5. ADMINISTRATIVE PROVISIONS

5.1 Books and Records

The corporation shall keep copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of its members and Board, and any minutes which may be maintained by committees of the Board; records of the name and address and class, if applicable of each member and Director, and of the name and post office address of each officer; and such other records as may be necessary or advisable at its principal or registered office or on any information storage device, method, or one or more electronic networks or databases (including one or more distributed electronic networks or databases). All books and records of the corporation shall be open at any reasonable time to inspection by any member of three months standing or to a representative of more than **five percent** of the membership.

5.2 Accounting Year

The accounting year of the corporation shall be the twelve months ending December 31.

5.3 Checks, Notes, Drafts, Etc.

All checks, notes, drafts, or other orders for the payment of money of the corporation shall be signed, endorsed, or accepted in the name of the corporation by such officer, officers, person, or persons as from time to time may be designated by the Board or by an officer or officers authorized by the Board to make such designation.

5.4 Annual Returns

The Board shall review the corporation's annual filing with the Internal Revenue Service prior to it being filed.

5.5 Conflict with Applicable Law or Articles of Incorporation

These bylaws are adopted subject to any applicable law and the Articles of Incorporation. Whenever these bylaws may conflict with any applicable law or the Articles of Incorporation, such conflict shall be resolved in favor of such law or the Articles of Incorporation.

ARTICLE 6. INDEMNIFICATION AND INSURANCE

6.1 Indemnification

The corporation shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (a "Covered Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative (a "Proceeding"), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director or officer of the corporation or, while a director or officer of the corporation, is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation or of a partnership, joint venture, trust, enterprise, or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such Covered Person. Notwithstanding the preceding sentence, except for claims for indemnification (following the final disposition of such Proceeding) or advancement of expenses not paid in full, the corporation shall be required to indemnify a Covered Person in connection with a Proceeding (or part thereof) commenced by such Covered Person only if the commencement of such Proceeding (or part thereof) by the Covered Person was authorized in the specific case by the Board.

6.2 Advancement of Expenses

The Board may but need not authorize the corporation to pay the expenses (including attorneys' fees) actually and reasonably incurred by a Covered Person in defending any Proceeding in advance of its final disposition, upon (a) written request of such Covered Person, and (b) receipt of an undertaking by or on behalf of such Covered Person to repay all amounts advanced, if it shall ultimately be determined by final judicial decision from which there is no further right to appeal that such Covered Person is not entitled to be indemnified for such expenses under Section 6.1 of these bylaws or otherwise. Payment of such expenses actually and reasonably incurred by such Covered Person, may be made by the corporation, subject to such terms and conditions as the corporation in its discretion deems appropriate.

6.3 Insurance

The corporation may purchase and maintain insurance on behalf of any Covered Person against any liability asserted against such Covered Person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the corporation would have the power to indemnify such person against such liability under Washington law.

6.4 Repeal, Amendment, or Modification

Any amendment, repeal, or modification of this Section 6 shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

ARTICLE 7. AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board. The members may make additional bylaws and may adopt, amend, or repeal any bylaws whether such bylaws were originally adopted by them or otherwise.

ARTICLE 8. INTERESTED PARTY TRANSACTIONS

For purposes of these bylaws, an "Interested Party Transaction" is any contract or other transaction between the corporation and (a) any present director or any individual who has served as a director in the five years preceding the transaction (a "past director"), (b) any family member of a present or past director, (c) any corporation, partnership, trust, or other entity in which a present or past director is a director, officer, or holder of a financial interest, (d) any present officer or any individual who has served as an officer in the five years preceding the transaction (a "past officer"), (e) any family member of a present or past officer, or (f) any corporation, partnership, trust, or other entity in which a present or past officer is a director, officer, or holder of a financial interest.

In any instance where the corporation proposes to enter into an Interested Party Transaction, it shall be approved by the vote of a majority of the non-interested directors, or if by written consent, the unanimous consent of the non-interested directors.

The corporation may not lend money to, advance credit to, or guarantee the obligation of a director or officer of the corporation, except for (a) an advance to pay reimbursable expenses reasonably expected to be incurred within a time period that is reasonable under the circumstances by a director or officer; (b) advances pursuant to RCW 24.03A.630; (c) loans or advances pursuant to employee benefit plans; or (d) a loan to pay reasonable relocation expenses of an officer. The fact that a loan or guarantee is made in violation of this section does not affect the borrower's liability on the loan.

[signature page follows]

I HEREBY CERTIFY that the foregoing is a full, true, and correct copy of the bylaws of Tabletop Game ALLIANCE of Washington State, a Washington nonprofit corporation, as in effect on the date hereof.

By: _____

Name: _____

Title: Secretary

Date: _____