

BARGE Inc. Bylaws (June 2021)

1. Background

1.1 The Organization

Big August Rec.Gambling Excursion, Inc. (BARGE) is a Nevada non-profit corporation. The mailing address for BARGE, Inc. shall be its registered agent with the State of Nevada.

1.2 Purpose

BARGE, henceforth additionally referred to as "the corporation", is an online community that meets annually for enjoyment and recreation.

Our purpose statement from the articles of incorporation is as follows:

The mission of BARGE, Inc. is to organize the annual get-together of students and advocates of the study of poker and other games of skill to provide the membership an opportunity to exchange ideas in a competitive environment and to interact in various social functions.

BARGE was originally an acronym which stood for "Big August Rec.Gambling Excursion". In this context "Rec.Gambling" referred to a USENET Newsgroup that no longer exists. The interests of the organization are to facilitate periodic meetings of individuals who communicate online about gambling-related topics.

1.3 Non-discrimination

The corporation does not discriminate on the basis of gender, race, color, religion, creed, age, national origin, ancestry, sexual orientation, marital status, disability, or against any other protected class of individuals.

2. Limitations

2.1 Purpose of the Organization

The corporation shall not engage in any activities that are not in furtherance of the purposes of this organization. The corporation shall not carry out any activities which cannot be carried out by a corporation organized under the

provisions of Section 501(c)(7) of the Internal Revenue Code. No part of the revenue generated by this organization shall benefit any individual member except as a consequence of events open to the entire membership.

2.2 Remuneration

Members who provide temporary financial benefit to the organization may be reimbursed for the advancement of monies at par in accordance with guidelines set out by the Directors or Organizers. Under no circumstances will a Board member be paid for services rendered. No member shall draw a salary, but a member may be paid for specific work done for the organization, at a commercially reasonable rate for the work done. Any such payments must be approved by the Board and shall be paid solely out of funds derived from the members and not from any outside source of funding.

2.3 Stock

The corporation shall not issue stock and members shall have no right to any property of the corporation.

3. Offices

3.1 Powers of the Board

The Board of Directors shall have the following powers:

(a) to appoint and remove all the corporation's officers and Agents, including but not limited to event Organizers;

(b) to set and alter the principal office location, mailing address, and other contact information for the organization;

(c) to qualify the organization to conduct activities in a new or additional jurisdiction;

(d) to adopt and use a corporate seal, and alter the form of the seal;

(e) to set a budget for the organization and manage its books and corporate records.

3.2 Number and Qualification

The authorized number of Directors of the corporation shall be five (5). Directors must be members of the organization in good standing during the duration of their term. Directors who lose Good Standing designation will immediately lose their status as Director, and those seats will become vacant.

3.3 Officers

The Board shall select Directors to serve three offices: President, Treasurer, and Secretary. Officer selection shall occur within 30 days of the conclusion of the BARGE Annual Event, and be communicated timely to the membership by the incoming Secretary.

3.4 Registered Agent

The Board shall appoint a registered agent in the state of Nevada as required by state law. At any time the Board may replace the registered agent by a majority vote.

3.5 Compensation

Directors shall not receive any stated salary or compensation for their services as Directors other than reasonable reimbursement for their expenses incurred on behalf of the corporation.

3.6 Terms

Each Director shall be elected to a two year term. A minimum of two Directors shall be elected each year.

In the first election, three Directors shall be elected to two year terms, two Directors shall be elected to one year terms.

If one or more Directors leave their position before their term expires, then at the next election the terms of the new Directors shall correspond to the full term if that Director's term has expired, or the remaining term if the Director's term has not expired.

3.7 Quorum

For the purposes of establishing a quorum at any meeting of the Directors, a quorum shall consist of a majority of the currently sitting Board members.

3.8 Removal of a Director

The ability of the membership to remove a Director is not subject to amendment.

The removal of a Director requires meeting two criteria in order. First, a petition to remove the Director must be recognized, then a vote to remove that Director must be ratified.

(a) Petition to remove a Director

A petition to remove a Director can be satisfied in one of two ways:

(i) It may be signed by a majority of the Directors

(ii) It may be signed by twenty (20) members in good standing or 10% of the membership, whichever is lesser.

Once the requirement for a petition to remove a Director has been satisfied, the Board will call for a vote of the membership on whether or not to remove that Director.

(b) Vote to remove a Director

(i) If 60% of the current membership votes to remove a Director, that Director shall be removed from the Board and the seat will be vacated until the next regularly scheduled election. (Note, the requirement is a "yea" vote from 60% of all current members, not just 60% of those who elect to vote.) The board may call for a special election to fill a vacated seat pursuant to Section 4.5 of the bylaws.

The Board may also remove a specific Director if the balance of the board votes unanimously to do so. That is, the Board may remove a director by unanimous vote not counting the Director whose position is under consideration by this measure.

3.9 Resignation of a Director

A Director may resign by delivering written notice to the current President of the Board of Directors. Resignation of a Board member is effective immediately upon service.

3.10 Authorized Agents

The Board may authorize any designated person to enter into any contract or execute and deliver any instrument in the the name of and on behalf of the corporation. Such authority may be general or confined to specific instances. The Board shall select and designate a depository for all funds and shall select and designate one or more signatories to be determined by a written resolution of the Board to pay any and all expenses incurred in performance of the furtherance of the corporate objectives. The Board shall establish policies and procedures to ensure that proper and adequate controls of the corporation's finances exist.

4. Election of Directors

4.1 Annual Election

The membership shall participate in an Annual Election, in order to elect members to the Board of Directors and, optionally, consider bylaws amendment petitions. Each member in Good Standing shall be eligible to vote in favor of as many candidates as there are open Board seats, but not more than one vote per candidate. Each member in Good Standing shall also be eligible to cast a vote for or against each bylaws amendment petition (if any).

4.2 Election Process

The Board of Directors shall appoint at least one member to oversee the process of any Annual or Special Election.

4.3 Election Date

The Annual Election shall occur on or about two weeks before the start of BARGE at a time to be decided by the Board of Directors. A Special Election may occur at any other time. Elections shall occur online.

4.4 Ballot

An Annual or Special Election ballot shall list the candidates for Director and, if applicable, any proper Amendment Petitions. The ballot shall allow a number of votes for Director equal to the number of vacant seats. The ballot shall also allow one vote for or against each Amendment Petition.

The appropriate number of candidates who receive the greatest number of valid votes shall be elected to fill the vacant Board seats. Amendment ratification shall follow the rules specified in Section 11.2.

4.5 Special Elections

Special Elections may be called by the Board for either or both of the following reasons:

- (a) to fill vacant Board seats
- (b) to consider Proper Petitions for Bylaws Amendment

Any Board member may request a Special Election for these purposes, and such a request shall require the Board to call a Special Election.

4.6 Director Terms of Service

The term of service of a newly elected Director shall begin at the conclusion of the BARGE following their election. The term of a Director leaving the board shall end at the conclusion of BARGE at the end of their term.

5. Membership

5.1 Membership Fees and Standing

Each annual BARGE Annual event attendee shall pay a registration fee to attend. The amount of this fee shall be proposed by the Organizers, ratified (via majority vote) by the Board, and communicated to the membership at least 15 days before the annual BARGE event.

Paying this registration fee qualifies an individual as a Member In Good Standing of the BARGE, Inc community. The Good Standing designation is effective starting at the end of the BARGE Annual Event for which the registration is paid, and ending at the end of the second subsequent BARGE Annual Event.

The duration of Good Standing designation shall retroactively apply to any member who paid a registration fee for BARGE 2018 or BARGE 2019.

5.2 Membership Fees in Lieu of BARGE Annual Event Attendance

Physical attendance at a BARGE Annual Event is not necessary to secure Good Standing designation. Payment of registration fee suffices.

5.3 Qualification of Director Candidates

Any member in good standing may run for and be elected to a Director position.

5.4 Revocation of Membership by the Board

By majority vote, the Board of Directors may revoke an individual's membership. If a membership is revoked after payment for a corporate event and/or membership is received, the person whose membership is revoked shall be entitled to a refund equal to money paid. If membership is revoked before or after both membership payment and the event for which payment is received occurs, then the person whose membership is revoked shall not be entitled to a refund. Under no circumstances will a person whose membership is revoked be entitled to any compensation to anything other than money they may have paid for benefits they have not yet received.

6. Event Organizers

6.1 Appointment of Event Organizers

After the Board election, on or about October 15 of each year, but at a time to be determined by the Board of Directors, the Board of Directors shall appoint the Organizers for the annual BARGE event for the subsequent year.

6.2 Organizer Duties

The Board of Directors shall grant the event Organizers the power and responsibility to organize the event, set fees for the event, collect fees for the event, and perform other duties as necessary to ensure the success of the event.

6.3 Organizer Reports to the Board

From time to time, the Organizers will provide updates to the Directors on the planning of the upcoming BARGE event.

6.4 Committees

The Board of Directors shall also have the right to appoint committees and sub-committees for specific purposes authorized by the Board.

7. Events

7.1 Annual Event

Each year BARGE shall hold an Annual Event. Planning for and running this event is the reason for the existence of BARGE, Inc. The nominal date for the event shall be the week leading up to the first Saturday in August. This date may be changed by the Organizers in consultation with the Board of Directors if there are compelling reasons to do so.

8. Meetings of Directors

8.1 Annual Meeting

The annual meeting of the Board of Directors will be held each year at BARGE. This meeting will be open to the membership.

8.2 Other Meetings

As needed the Directors may schedule and convene other meetings. These may be in person, if convenient, virtual (via conference call or other similar technology), or a mix of the two.

8.3 Written Consent in Lieu of Meetings

Where allowed by law, any Board action required to be taken at a meeting may be taken by written consent.

9. Records and Reports

9.1 Accounts and Minutes

The corporation shall keep:

- a. adequate and correct books and records of account;
- b. written minutes of the proceedings of the annual meeting.

9.2 Corporate Documents

The corporation will maintain a current copy of the articles of incorporation, bylaws, and the corporation's accounts. Members have the right to request current copies of the articles of incorporation and bylaws, and may request a copy of the most recently generated periodic financial report.

10 Additional Provisions

10.1 Fiscal Year

The fiscal year shall correspond to the calendar year. At their discretion, the Directors may adopt a fiscal year other than the calendar year.

10.2 Indemnification

The Corporation shall indemnify, defend and hold harmless in the first instance, any Director, Organizer, or authorized Agent specifically granted such indemnification, who is made, or threatened to be made, a party to an action or proceeding, whether civil or criminal, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action or proceeding, or any appeal therein; provided, however, that no indemnification shall be made to or on behalf of any Director or officer if a judgment or adjudication adverse to the Director or officer establishes that his or act was committed in bad faith or the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that he or she personally gained in fact a financial profit or other advantage in which he or she is not legally entitled.

Any indemnification made pursuant to this Article 10.2 hereof shall be made by this Corporation, if authorized in one of the following ways:

(a) By the Board acting by a quorum consisting of Directors who are not parties to such action or proceeding upon a finding that the Director or officer has not violated the standard of conduct as set forth in the first paragraph of Article 10.2 hereof;

or

(b) If a quorum under subparagraph (a) above is not obtainable or even if obtainable, a quorum of disinterested Directors so directs:

(i) by the Board upon the opinion in writing of independent legal counsel that indemnification is proper under the circumstances because the standard of conduct set forth in the first paragraph of Article 10.2 has not been violated by such Director or officer,

or

(ii) by the members upon a finding that the Director or officer has not violated the standard of conduct set forth in the first paragraph of Article 10.2.

The Corporation shall pay expenses incurred in defending a civil or criminal action or proceeding in advance of final disposition of such action or proceeding upon receipt of an undertaking by or on behalf of such Director or officer to repay such amounts as, and to the extent, the person receiving such advancement or allowance is ultimately found not to be entitled to indemnification or, where indemnification is granted, to the extent the expenses so advanced by this Corporation exceed the indemnification to which he or she is entitled. If any action with respect to indemnification of Directors and officers is taken, then this Corporation shall, not later than the next annual meeting, unless such meeting is held within 3 months from the date of such action and, in any event within 15 months from the date of such action, mail to its members of record at the time entitled to vote for the election of Directors a statement specifying the action taken.

10.3 Personal Liability

The Directors, Organizers, or other Agents specifically authorized as the Board acting on behalf of this Corporation, shall not be personally liable to the Corporation or its members for damages for any breach of duty in their capacity as such; provided, however, that this provision shall not limit or eliminate the liability of any Director if a judgment or other final adjudication adverse to him or her establishes that his or her acts or omissions were in bad faith or involved intentional misconduct or a knowing violation of law or that he or she personally gained in fact a financial profit or other advantage to which he or she was not

legally entitled or for any act or omission which occurred prior to the adoption of this provision.

10.4 Insurance

The corporation shall have the power to purchase and maintain insurance on behalf of its Board membership, Organizers, and Agents against any such liability asserted against or incurred by any Agent in such capacity or arising out of the Agent's status as such.

10.5 Regulations of Meetings

The most current edition of "Robert's Rules of Order" shall govern the proceedings of all meetings of the corporation.

11. Adoption and Amendment of Bylaws

11.1 Initial Adoption

Initial adoption of the bylaws shall be by majority vote of the Board after the first election.

11.2 Amendments

The Bylaws may be amended with a process which begins with an Amendment Petition and culminates with an Election (either Special or Annual). An Amendment Petition may originate in one of two ways:

- (a) It may be signed by a majority of the Directors
- (b) It may be signed by at least twenty (20) members in good standing, or by 10% of the membership, whichever is less.

Proper petitions for amendment to the Bylaws will be added to the ballot for the Annual Election, or to the ballot for a Special Election called by the Board. Such Petitions shall be communicated to the membership by the BARGE Secretary, in such a way as to allow adequate discussion in advance of the relevant Election.

An Amendment Petition must be submitted at least 30 days before the BARGE Annual Event in order to be considered at the Annual Election.

An amendment shall be considered ratified if one of two conditions occurs:

(a) 60% of the membership votes in favor of ratifying the amendment. Abstentions shall be tabulated as “no” votes; i.e., the number of “yes” votes must meet or exceed 60% of the count of the members in good standing.

(b) A majority of the Directors vote for the amendment, and a majority of the membership casting ballots vote in favor of ratification.

A petition for amendment shall specify the date which the amendment will become effective.

11.3 Notice of Meetings

Notice of meeting times and places, event times and places, and other corporate items of interest to the membership shall be posted to the barge.org web site and posted to the BARGE mailing list. Doing so shall constitute proper notification to the membership.

12. Dissolution of the Corporation

12.1 Dissolution Plan

The corporation may be dissolved upon adoption of a plan of dissolution and distribution of assets adopted by the Board and approved by the members in accordance with NRS 81.280 of the State of Nevada as amended from time to time.

12.2 Dispensation of Assets

If the corporation has assets in excess of liabilities at the time of dissolution, the net assets shall be donated to a qualified 501(c)(3) charity to be determined by the Board of Directors.