

Bylaws of the North American Gaming Regulators Association

December 13, 1984

(As Amended June 8, 1989; May 17, 1990; October 27, 1993; May 10, 1995; October 7, 1997; May 6, 2001; May 7, 2003; June 23, 2005, June 5, 2009, June 30, 2010, June 12, 2014, June 26, 2020 and October 15, 2020)

ARTICLE I

MEMBERSHIP

Section 1. Qualifications

(A) All agencies, commissions, bureaus, or other entities within any unit of city, county, state, provincial, or federal government, Tribal or First Nation, or other entity in the United States, Mexico or Canada, or the territories of thereof that is lawfully charged with the regulation and enforcement of any aspect of any type of gaming may become a “member” of this Corporation upon payment of the appropriate membership fee and adherence to all the rules contained in the Articles of Incorporation, these Bylaws and other rules of the Corporation. If more than one agency, commission, bureau, or other entity within any unit of government has such jurisdiction, each one must have a separate membership. Membership shall be held in the name of the agency, commission, bureau, or other entity. The person in charge of each member organization, or their designated representative, shall serve as the primary representative of such member at functions of the association.

(B) All agencies, commissions, bureaus, or other entities within any unit of government outside the United States, Mexico or Canada, or the territories thereof which is lawfully charged with the regulation and enforcement of any aspect of any type of gaming may become an “international associate member” of this Corporation upon payment of the appropriate membership fee and adherence to all the rules contained in the Articles of Incorporation, these Bylaws and other rules of the Corporation. If more than one agency, commission, bureau, or other entity within such unit of government outside the United States, Mexico or Canada, or the territories thereof has such jurisdiction, each one must have a separate membership. Membership shall be held in the name of the agency, commission, bureau, or other entity. The person in charge of each member organization, or their designated representative, shall serve as the primary representative of such member at functions of the association.

(C) Any non-profit entity engaged in education and public outreach, responsible gaming, research, or any other activity that advances the body of knowledge related to gaming and enhances the professionalism of the industry, or any unit of government, regardless of jurisdiction, that is not specifically charged with the regulation or enforcement of any aspect of

any type of gaming may become an "associate member" of this Corporation upon payment of the appropriate membership fee and adherence to all the rules contained in the Articles of Incorporation, these Bylaws and other rules of the Corporation. The person in charge of each associate member organization, or their designated representative, shall serve as the primary representative of such member at functions of the association.

(D) Any other interested party may become a "trade affiliate" upon the payment of a fee determined by the Corporation and acceptance by a majority of members. The affiliate fee shall not be less than 150 percent of the fee charged to members. Trade affiliates shall not be authorized to vote or attend closed meetings of the Corporation. Trade affiliate status may be terminated at any time by a majority vote for any cause at any meeting of the members. Acceptance as a trade affiliate shall not be construed or represented as an endorsement or guarantee of any type regarding the affiliate's product(s), service or business reputation. Trade affiliates shall not advertise, publish or promote said affiliation unless the phrase "trade affiliate" immediately precedes, in letters of the same size, any and all references to the affiliate's association with the Corporation.

Section 2. Application for Membership

(A) Any entity qualified under Section 1 (A) as a member, or Section 1 (B) as an international associate member, or Section 1 (C) as an associate member, shall be admitted to the Corporation upon written application to the president or secretary, satisfactory review of the applicant's suitability for membership, and favorably passed upon at a meeting of the Board of Directors.

(B) Any entity qualified under Section 1(D) as a trade affiliate shall be admitted upon written application to the president or secretary, satisfactory review of the applicant's background and suitability for membership and favorably passed upon by a majority of members present at a regularly scheduled closed meeting of the Corporation or by electronic means.(C) Once the entity has been notified of its admission to the Corporation, no membership dues will be refunded after the notification regardless of whether the entity actively participated or used the services offered by the Corporation.

Section 3. Honorary Members

The Board of Directors may elect honorary members by a unanimous vote of the members present. Honorary members shall be exempt from payment of any fees whatever. The honorary members will not be eligible to hold any position on the Board of Directors or serve as a committee chair.

Section 4. Resignation

Any member, international associate member, associate member, or trade affiliate may withdraw from the Corporation after fulfilling all obligations to it by giving written notice of such intent to the secretary, which notice shall be presented to the Board of Directors at the first meeting after its receipt.

ARTICLE II FISCAL YEAR

The fiscal year of the Corporation is January 1 through December 31 each year.

ARTICLE III DUES

Section 1. Annual Dues

The Board of Directors shall review the association's financial statements and recommend to the members the amount of dues needed to conduct the business of the Corporation subject to approval of the voting members.

Section 2. Payment of Dues

Dues shall be payable by July 1, annually, for membership in the Corporation. There shall be no pro-ration of annual dues except for first time members, first time international associate members, first time associate members, or first time trade affiliates joining after December 31st who will pay one-half the annual dues. The treasurer or the treasurer's designee shall mail renewal notices for dues by June 1 to all members, international associate members, associate members and trade affiliates. In addition to the annual membership fee, a registration fee shall be charged for persons attending any conference sponsored by the Corporation. The proceeds derived shall accrue to the general fund of the Corporation.

Section 3. Default and Termination of Membership

When any member, international associate member, associate member, or trade affiliate is in default in payment of dues for a period of three months, its membership shall automatically be terminated upon notice of the treasurer or treasurer's designee by the Board of Directors.

ARTICLE IV MEETINGS

Section 1. Annual General Meeting

There shall be at least one meeting (Annual General Meeting) of the members as called by the Board of Directors. Advance notice of any meetings shall be distributed either electronically or via conventional mail to the last recorded address of each member at least thirty days before

the time appointed for the meetings. All notices of meetings shall set forth the place, date, time and purpose of the meeting.

Section 2. Special Meetings

Special meetings may be called by the Board of Directors. Upon the written request of at least three members, the Board of Directors may call a special meeting to consider a specific subject. Notice for any special meeting is to be given in the same manner as for an Annual General Meeting. No business other than that specified in the notice of meeting shall be transacted at any special meeting of the members of the Corporation.

Section 3 Quorum

For general meetings, those members present shall constitute a quorum. For electronic balloting, the ballots received shall constitute a quorum.

Section 4. Voting

Members of this Corporation shall be entitled to one vote per membership held with respect to each matter submitted to a vote of the members of this Corporation. A vote may be cast orally or in writing, including by electronic means, unless otherwise provided in these Bylaws, by an officer or agent, or by proxy appointed by an officer or agent or by some other person who, by action of the Board of Directors or other governing body shall be appointed to cast such vote. At the discretion of the president, when the Corporation is voting on policy of a regional interest, voting may be restricted to membership from that region.

Section 5. Proxies

Every member of the Corporation entitled to vote may vote by proxy. A proxy shall be submitted in writing either electronically or via conventional mail and received by the secretary prior to the start of any business meeting or election for which the proxy will be valid. A proxy shall be revocable at the pleasure of the member executing it.

Section 6. Order of Business

The order of business shall be determined by the president and it shall be announced at the beginning of the meeting.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Number

The management of the property, affairs, activities and concerns of the Corporation shall be vested in a Board of Directors, consisting of the president, vice-president, secretary, treasurer

and immediate past president and five regional directors representing the following regions: (1) Canada; (2) Western United States (Alaska, Arizona, California, Colorado, Guam, Hawaii, Idaho, Montana, Nevada, New Mexico, Oregon, Utah, Washington and Wyoming); (3) Midwestern United States (Arkansas, Illinois, Indiana, Iowa, Kansas, Louisiana, Michigan, Minnesota, Missouri, Nebraska, North Dakota, Ohio, Oklahoma, South Dakota, Texas and Wisconsin) and Mexico; (4) Eastern United States (Alabama, Connecticut, Delaware, Florida, Georgia, Kentucky, Maine, Maryland, Massachusetts, Mississippi, New Hampshire, New Jersey, New York, North Carolina, Pennsylvania, Puerto Rico, Rhode Island, South Carolina, Tennessee, Vermont, Virginia, Washington D.C. and West Virginia); and (5) Indian Country (Tribal and First Nation agencies lawfully charged with the regulation and enforcement of any aspect of any type of gaming in their respective jurisdictions). The president shall be chairperson of the Board of Directors during the president's term.

Section 2. Election of Regional Directors and Term

A regional director must be a person representing a member of the Corporation. The regional directors will hold a two year term. The term of office for the five regional directors shall begin on July 1 and end on June 30. Regional directors shall be elected at an Annual General Meeting. The Western and Midwestern regional director's elections will be held in odd-numbered years and the Canadian, Eastern and Indian Country director's elections will be held in even-numbered years.

Section 3. Duties of Board of Directors

The Board of Directors may: (1) hold meetings at such times and places as it determines; (2) admit members; (3) establish committees on particular subjects; (4) audit bills and disburse the funds of the Corporation; (5) print and circulate documents and publish articles; (6) carry on correspondence and communicate with other associations within and without the gaming industry; (7) employ agents; and (8) devise and carry on into execution such other measures as it deems proper and expedient to promote the objects of the Corporation and to best protect the interests and welfare of the members.

Section 4. Meetings of the Board of Directors

Regular meetings of the Board of Directors shall be held at least once each fiscal year or more often as called. Notice of the meeting, shall be distributed either electronically or via conventional mail to the last recorded address of each member at least thirty days before the time appointed for the meeting. The president may, when he or she deems necessary, or the secretary shall, at the request in writing of two members of the Board, issue a call for a special meeting of the Board, and only ten days notice shall be required for such special meetings.

Section 5. Quorum

A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business. In the absence of the president and vice-president, the quorum present may choose a chairman for the meeting. If a quorum is not present, a lesser number may adjourn the meeting to a later day, not more than ten days later.

Section 6. Absence

Should any member of the Board of Directors absent himself or herself from two consecutive meetings of the Board without sending a communication to the president stating his or her reason for so doing, and if the excuse should not be accepted by the members of the Board, his or her seat on the Board may be declared vacant, and the president may proceed to fill the vacancy in accordance with Article V, Section 7.

Section 7. Vacancies

Whenever any vacancy occurs in the Board of Directors by death, resignation or otherwise, it shall be filled without undue delay by a majority vote of the remaining members of the Board. The person so chosen shall hold office for so long as his or her predecessor would have held office if no vacancy occurred.

Section 8. Indemnification

The North American Gaming Regulators Association agrees to release, indemnify, defend, and hold its Board of Directors and Officers harmless from any liabilities related to duties of office except such costs or expenses as are occasioned by willful neglect.

ARTICLE VI

OFFICERS

Section 1. Officers

The officers of this Corporation shall be a president, vice-president, secretary and treasurer. An officer shall be required to be a person representing a member of the Corporation.

Section 2. Election

The membership shall elect all officers in accordance with Section 8 of this Article.

Section 3. Term of Office

The term of office for president and vice-president shall be one year. An option for a one year successive term shall be permitted upon approval of the board; the vice-president shall automatically fill the office of president when the term of the office of president is complete. The terms of office shall begin on July 1 and end of June 30. The term of office for the secretary

and treasurer shall be two years and each of these officers may succeed himself or herself. The term of office shall begin on July 1 and end on June 30.

Section 4. Duties of Officers

The elected Officers perform those duties that are usual to their position and described in the NAGRA Policy and Procedures Manual. The President is the Chief Executive Officer of the Association and presides over meetings of the Board. The Vice President will assist the President in managing the affairs of the Association. The Secretary is the Recording Officer of the Association with responsibility for minutes, records and notices. The Treasurer is the Chief Financial Officer with responsibility for oversight of revenues and expenditures and reporting on the financial affairs of the Association to the Board.

Section 5. Bond of Treasurer

The treasurer shall, if required by the Board of Directors, give to the Corporation such security for the faithful discharge of his or her duties as the Board may direct. The Corporation shall pay the fee for any bond required.

Section 6. Offices Held by Same Person

No two offices may be held simultaneously by the same person. Two offices may be held, however, by two people representing the same member.

Section 7. Nonprofit purpose

No director or officer shall possess any right or title to or interest in the corporate property or earnings of the Corporation in his or her individual or private capacity, and no part of the net earnings of the Corporation shall be used to the benefit of any director, officer or individual.

Section 8. Nominations

A call for nominations for any vacancies will be sent 45 days before the next annual member meeting. Nominations must be provided to the NAGRA Secretary in a form prescribed by NAGRA thirty (30) days prior to the annual meeting.

The Secretary or Secretary designee, must circulate to all members at least 14 days prior to the scheduled meeting the names of all nominees including a biographical sketch of each nominee. Provision shall be made on the ballot form to accommodate write-in nominations. Election of officers and directors shall be by a majority of those voting members casting ballots.

ARTICLE VII

AMENDMENTS TO BYLAWS AND ARTICLES

These Bylaws and the Articles of Incorporation may be amended, repealed, or altered in whole or in part by a majority vote of the members as prescribed in Article IV, Section 4. The proposed changes shall be distributed either electronically or via conventional mail to the last recorded address of each member at least forty days prior to the next Annual General Meeting.

ARTICLE VIII COMMITTEES

Section 1. Committees

Committees shall be established by the Board of Directors on the basis of need and will exist as long as the need exists.

Section 2. Membership

The president shall make the committee appointments. Only persons who represent a member of the Corporation shall be appointed. The president also shall designate a chairperson or co-chairpersons as necessary.

Section 3. Meetings

Committees shall meet as necessary to accomplish their objectives.