

BYLAWS
OF
QUEEN CITY GAME CLUB, INC.

ARTICLE I.

Identity

These are the Bylaws of the QUEEN CITY GAME CLUB, INC., a North Carolina nonprofit corporation (the "Club"), the Articles of Incorporation (the "Articles") of which have been filed in the office of the North Carolina Secretary of State.

ARTICLE II.

Directors

2.1. First Board of Directors. The first Board of Directors ("Directors") shall consist of the seven (7) persons whose names are set forth in the Articles.

Amended by board vote on January 29, 2019

2.2. Number and Qualifications of Directors. The Board shall consist of no less than three (3) natural persons who are Members. The exact number of Directors shall be determined from time to time by an action of the Directors then serving on the Board.

2.3. Election of Directors. The Voting and Equity members shall elect the Directors by a majority of the votes cast at each annual meeting of the members.

2.4. Term. The terms of the Directors shall be two (2) years, except for the first Board, which shall be divided so that three Directors shall serve until January 2017, and two Directors shall serve until January 2016. Once elected, a Director shall hold office until his or her successor has been duly elected and has qualified.

2.5. Removal. Any Director may be removed, with or without cause, by a two-thirds majority vote of all Voting and Equity members present and entitled to vote at any meeting of the members at which a quorum is present, and a successor may then be elected by the members to serve for the balance of the removed Director's term.

2.6. Vacancies. Any vacancy in the Board arising by death or resignation of a Director shall be filled by act of the remaining Directors, whether or not constituting a quorum, and a Director so elected shall serve for the unexpired term of his or her predecessor in office.

2.7. Regular Meetings. Regular meetings of the Board may be held at such time and place as shall be determined by a majority of the Directors. Notice of regular meetings shall be given to each Director, personally or by mail, telephone, e-mail or other appropriate means, at least seventy-two (72) hours prior to the meeting.

2.8. Special Meetings. Special meetings of the Board may be called by the President and shall be called by the President or the Secretary and held within ten (10) days after written request therefor signed by two (2) Directors is delivered to any other Director, the President or the Secretary. Not less than seventy-two (72) hours' notice of such special meeting shall be given personally or by mail, telephone, e-mail or other appropriate means to each Director; provided that in case the President or any Director determines that an emergency exists, a special meeting may be called by giving such notice as is possible under the circumstances. All notices of a special meeting shall state the time, place and purpose thereof. No business shall be transacted at

a special meeting except that which is stated in the notice thereof.

2.9. Quorum; Adjournment if No Quorum. A majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board. If a quorum is not present, the meeting shall be adjourned from time to time until a quorum is present. The signing by a Director of the minutes of a meeting shall be conclusive proof of his or her attendance at that meeting for the purpose of determining a quorum.

2.10. Manner of Acting. Each Director shall be entitled to one (1) vote. The act of a majority of the Directors present at a meeting shall constitute the act of the Board unless the act of a greater number is required by the provisions of applicable law, the Articles or these Bylaws.

2.11. Board Action Without Meeting. Any action that may be taken at a meeting of the Board may be taken without a meeting if such action is authorized in a writing, setting forth the action taken, signed by all Directors.

2.12 Compensation of Directors Restricted. Directors shall receive no compensation for their services, but may be paid for out-of-pocket expenses incurred in the performance of their duties as Directors.

2.13. Powers and Duties of Board. All of the powers and duties of the Club shall be exercised by the Board, including those existing under the common law, applicable statutes, the Articles, and these Bylaws, as each may from time to time be amended. Such powers and duties shall be exercised in accordance with the provisions of applicable law, the Articles and these Bylaws.

ARTICLE III.

Officers

3.1. Designation of Officers. The officers of this Club shall be a President, a Vice President, a Secretary and a Treasurer. Each officer shall be a Member. A person may hold one or more of such offices at one time, except that the President and the Vice President shall not at the same time hold another office in the Club. The Board may elect an assistant treasurer, an assistant secretary and such other officers as in its judgment may be necessary.

3.2. Election of Officers. Officers of the Club shall be elected by the Board. Election shall be held annually at the first meeting of the Board held after the annual meeting of the members.

3.3. Term. Each officer shall serve until his or her successor has been duly elected and has qualified.

3.4. Removal. Any officer may be removed, with or without cause, and without notice, by the Board.

3.5. Vacancy. Any vacancy in any office shall be filled by the Board, and an officer elected to fill a vacancy shall serve for the unexpired term of his or her predecessor in office.

3.6. Powers and Duties of Officers.

(a) President. The President shall be the chief executive officer of the Club; shall have all of the powers and duties incident to the office of a president of a corporation, including, but not limited to, the duty to preside at all meetings of the Board and of the members, and the general supervision of officers in the management of the business and affairs of the Club; and shall see that all actions and resolutions of the Board are carried into effect.

(b) Vice President. The Vice President shall perform such duties of the President as shall be assigned to him or her by the President, and in the absence of the President shall perform the duties and functions of the President.

(c) Secretary. The Secretary shall keep the minutes of all meetings and actions of the Board and of the members; shall give all required notices to the Directors and members; shall keep the records of the Club, except those kept by the Treasurer; shall perform all other duties incident to the office of a secretary of a corporation; and shall perform such other duties required by the Board or the President.

(d) Treasurer. The Treasurer shall have custody of all intangible property of the Club, including funds, securities, and evidences of indebtedness; shall keep the books of the Club in accordance with generally accepted accounting principles, and, upon request, shall submit them, together with all vouchers, receipts, records, and other papers to the Board for examination and approval; shall collect dues and deposit all moneys and other valuable effects in insured depositories designated by the Board; shall disburse funds of the Club as directed by the Board; and shall perform all other duties incident to the office of a treasurer of a corporation.

3.7. Execution of Agreements, etc. All agreements, deeds, mortgages, deeds of trust, contracts or other instruments shall be executed by the President or the Vice President, and attested by the Secretary or Assistant Secretary. The Secretary shall prepare, certify and record amendments to the Articles on behalf of the Club, which amendments shall be executed in accordance with the foregoing provision.

3.8. Compensation of Officers Restricted. No officer shall be compensated for his or her services in such capacity, but may be reimbursed for out-of-pocket expenses incurred in performing his or her duties.

ARTICLE IV.

Qualifications and Responsibilities of Members

4.1. Members. There shall be three (3) classes of membership designated as Regular, Voting and Equity.

4.2. Regular Memberships. The regular membership class shall consist of persons who subscribe to the purposes of the Club and pay the annual membership dues prescribed by the Board. *(No regular membership at this time by Board action on Jan. 25, 2015)*

4.3. Voting Memberships. The voting membership class shall consist of persons who subscribe to the purposes of the Club and pay the annual membership dues prescribed by the Board. *(Set to \$25 per year by Board action on Jan. 25, 2015)*

4.4. Equity Memberships. The equity membership class shall consist of persons who pay an initiation fee prescribed by the Board and the annual membership dues prescribed by the Board. *(No equity membership at this time by Board action on Jan. 25, 2015)*

4.5. Dues. The Board shall prescribe the annual dues for each class of membership. Any change in the dues shall be made only after notice of the proposed action to change the dues has been communicated to all Directors and upon a two-thirds affirmative vote of the Directors present at a meeting of the Board called for that purpose.

4.6. Renewals. Renewal dues shall be payable annually in advance of the first day of February.

4.7. Rights of Members. Regular, Voting and Equity Memberships shall be entitled to serve on the Board, serve as Officers, and to the rights of membership, including access to the Meetup group and/or other online forums maintained by the Club. Voting and Equity Memberships shall be entitled to vote and to certain privileges to be specified by the Board.

4.8. Termination of Membership. All Memberships shall continue until terminated (a) by

voluntary resignation, (b) automatically after three (3) month's delinquency in the payment of renewal dues, or (c) for cause in accordance with this Section. Membership may be terminated for any cause which the Board shall deem sufficient under the following procedures:

(a) Regular Membership. The Board, by three-fourths vote of the Directors present at any Board meeting may terminate a Regular Membership at any time, provided that notice of the proposed action is provided personally or by mail, telephone, e-mail or other appropriate means to all Directors and the affected member three (3) days in advance of the meeting.

(b) Voting and Equity Memberships. The Board may, by a three-fourths vote of the Directors present at any regular Board meeting, ask for the resignation of a Voting or Equity Member. If the resignation is not received within thirty (30) days, said membership may be terminated following a three-fourths vote of the Directors present at any regular or special meeting of the Board, provided that the Board members casting the three-fourths vote constitute at least a majority of the membership of the entire Board. The Board, by unanimous vote of the Directors present at any Board meeting may terminate a membership at any time, provided that notice of the proposed action is provided personally or by mail, telephone, e-mail or other appropriate means to all Directors and the affected member five (5) days in advance of the meeting.

4.9. Reinstatement. A member whose membership has been terminated for cause pursuant to Section 4.8 shall thereafter be eligible for membership in the Club only upon approval of a three-fourths vote of the Directors present at any regular board meeting.

ARTICLE V.

Members' Meetings and Voting

5.1. Place. Meetings of the members shall be held at a place within Mecklenburg County, North Carolina, as may be designated from time to time by the Board.

5.2. Annual Meeting. The members shall hold an annual meeting each year in January, as specified in the notice of such meeting given pursuant to Section 5.5. At each annual meeting the members shall elect members of the Board of Directors and may transact any other business properly coming before them.

5.3. Regular Meetings. Regular meetings of the members may be held at such time and place as shall be determined by a majority of the Directors. Notice of regular meetings shall be given pursuant to Section 5.5.

5.4. Special Meetings. Special meetings of the members may be called at any time by the President or by the Board of Directors, and shall be called and held within thirty (30) days after any written request for such a meeting is signed by ten (10) members of the Club and delivered to any officer or Director of the Club. No business shall be transacted at a special meeting except that which is stated in the notice thereof.

5.5. Notices. The President or Secretary shall make reasonable efforts to provide notice to each Voting and Equity member of all meetings of the members, stating the time and place and accompanied by a basic agenda. Reasonable notice shall include, but not be limited to, mail delivered to each member's home address, and communication through electronic means, such as email, social media and Meetup.com. Such notice shall be given not less than ten (10) nor more than fifty (50) days in advance of any meeting. If applicable, the notice shall also state the general nature of any proposed amendment to these Bylaws, any budget changes, and any proposal to remove a Director or Officer.

5.6. Quorum; Adjournment if no Quorum. A quorum shall consist of twenty-five percent (25%) of the Voting and Equity Members, in person or by proxy. If a quorum is not present, the meeting shall be adjourned from time to time until a quorum is present.

5.7. Manner of Casting Votes. Votes may be cast in person or by proxy. A proxy must be in writing, be dated, be signed by the member, be given only to another Voting or Equity Member, and be filed with the Secretary before the meeting. A proxy may not be revoked except by written notice of revocation signed by the member who signed the proxy to be revoked, which notice must be delivered to the person presiding over a meeting of the Club. A proxy terminates one year after its date, unless an earlier termination is specified in the proxy.

5.8. Required Votes. All questions shall be decided by a majority of the votes cast on the question, unless the provisions of applicable law, the Articles, or these Bylaws require a greater vote.

5.9. Action by Members Without Meeting. Any action that may be taken at a meeting of the members may be taken without a meeting if such action is authorized in a writing setting forth the action taken and is signed by all Voting and Equity members, or if such action is taken by email, or in any other manner permitted by law.

5.10. Prohibition of Cumulative Voting. There shall be no cumulative voting.

ARTICLE VI.

Indemnification of Directors and Officers

6.1. Indemnification. The Club shall indemnify such persons, for such expenses and liabilities, in such manner, under such circumstances, and to such extent, as permitted by Sections 55A17.1, 17.2, and 17.3 of the North Carolina General Statutes, as now enacted or hereafter amended.

ARTICLE VII.

Fiscal Management

7.1. Fiscal Year. The fiscal year of the Club shall be the calendar year.

7.2. Dissolution. Upon the dissolution of the Club, the Board shall distribute the Club's assets for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VIII.

Amendments

8.1. Amendment. An amendment to these Bylaws shall be made and approved by a majority vote of the Board at a duly held meeting.