

**BY-LAWS
OF
Association of Problem Gambling Service Administrators, Inc.**

Adopted by vote of the membership April 21, 2008

**ARTICLE I
Name and Offices**

SECTION 1. NAME: The name of this Corporation shall be The Association of Problem Gambling Service Administrators, Inc.

SECTION 2. CHANGE OF NAME: The Corporation may, at pleasure, by a majority vote of the Board of Directors, change its name.

SECTION 3. PRINCIPLE OFFICE: The principle office of the Corporation, in the State of Connecticut shall be at 156 Still Hill Rd, Bethlehem, CT 06751. The Board of Directors shall designate the name of the person or agent upon whom process against the Corporation may be served from time to time.

SECTION 4. OTHER OFFICES: The Corporation may also have an office or offices at such other place or places, within and without the State of Connecticut, as the Board of Directors may from time to time designate or the business of the Corporation may require.

**ARTICLE II
Purposes**

The purposes of the Corporation are:

- 1) To support and serve publicly funded problem gambling service delivery systems and to promote the needs and successes of the problem gambling service field.
- 2) To support, and undertake, research into the prevention, treatment, public awareness of, and public policy in regards to problem gambling services.
- 3) Establishment of cohesive and appropriate best practices models for problem gambling service delivery.
- 4) Engage in public policy advocacy to enhance and improve problem gambling services.
- 5) Serve as a point of contact for organizations seeking information on publicly funded problem gambling efforts.

- 6) To engage in any activity or endeavor, including but not limited to fund raising activities in the public, private, and governmental sectors and the ability to transmit such funds to any exempt organization that the Board of Directors may authorize in accordance with the limitations set forth in these By-Laws.
- 7) To engage in other charitable, educational or scientific activities which qualify as exempt under Section 501(c) (3) of the Internal Revenue Code, as Board of Directors may determine and to do every act and thing which Corporations may engage in.

ARTICLE III

Membership

The Corporation may have members with such rights, duties, and privileges as the Board of Directors may from time to time determine. Membership is limited to agencies of state governments with statutory responsibility for the development, implementation and or administration of problem gambling services. An agency may designate a non-governmental individual or organization to participate at its discretion. A state may be represented on the Board of Directors by more than one agency or designee. Voting rights and eligibility to serve on the board of directors are limited to those members that have been current with payment of dues within the past twelve months or provide documentation of in-kind or other contributions to the APGSA equal to or surpassing the value of ordinary dues payments.

Classes of Membership

General: Open to any government agency (or other organization chosen by the state) designated by statute to administer funds for problem gambling related services. An eligible agency may submit a written request for general membership for approval by the APGSA Executive Committee. General members do not have voting rights in matters of the corporation.

Voting: Open to agencies that satisfy criteria for General membership and are current with dues payments, or have submitted a request in writing to be a *Voting* member which contains a description of in-kind contributions to the APGSA made within the past 12 months at a level equal to, or exceeding the minimum dues payment set by the Board of Directors. Being a *Voting* member is a requirement for election to the APGSA Board of Directors.

General and *Voting* members are required to provide comparable data concerning funding, expenditures, programming, and other activities as requested by the Board of Directors.

ARTICLE IV

Directors

SECTION 1. NUMBER and COMPOSITION: The Board of Directors shall be elected by a simple majority of voting members. The Board of Directors shall consist of not less than Five (5) and not more than nine (9) Directors, each of whom shall be an individual who is active and diligent in meeting the obligations of a Director and who is committed to promoting and supporting the welfare, success, and purposes of the Corporation. The Directors shall be divided into two groups, elected and ex-officio Directors. The Executive Director of the Corporation, should such a position be established, shall be an ex-officio member of the Board of Directors, his/her vote shall count towards a quorum and she/he shall have the right to vote on any matter.

SECTION 2. DUTIES OF DIRECTORS: The Board of Directors shall have the control and general management of the affairs and business of the Corporation. It may adopt such rules and regulations for the management of the Corporation, as it may deem proper.

SECTION 3. TERM OF OFFICE: The term of office of each of the Directors shall be for a period of two (2) years from the date of the annual election. Terms will be staggered so that four (4) Directors are elected for a period of two (2) years and four (4) Directors are elected for a period of 1 year at the 2016 annual meeting. Directors elected to the Board of Directors at other than the designated bi-annual meeting shall serve until the next designated election meeting. New, additional, replacement or substitute members may be elected to the Board at any Board meeting by a majority vote of the then membership of the Board.

SECTION 4. RESIGNATION AND REMOVAL: The resignation of any Director from the Board of Directors shall be made in writing addressed to the President or Secretary of the Board of Directors. If no effective date is stated, the resignation shall be effective upon receipt. Acceptance of this resignation shall not be necessary to make it effective.

Any Director may be removed with or without cause by an affirmative majority vote of the Board of Directors. This action requires a quorum be present at a meeting called for that purpose, with prior written notice having been given to each Director prior to the meeting that a purpose of the meeting is to consider the removal of the Director in question. The effective date of removal shall be the date of the meeting at which the vote occurred, unless otherwise stated by the Board of Directors. A director removed in accordance with this section shall be notified in writing of said removal.

SECTION 5. VACANCIES: A vacancy shall be deemed to exist if the number of the Directors in office is less than the maximum number (9) permitted by these Bylaws. The existence of a vacancy shall decrease the number of Directors in office for the purpose of determining a quorum. A vacancy may be filled by the Directors at any meeting in accordance with Article IV, Section 3 these Bylaws. The term of a person elected to fill a vacancy as Director expires at the next meeting at which Directors are elected.

SECTION 6. ANNUAL MEETING OF THE BOARD OF DIRECTORS: The annual meeting of the Board of Directors shall generally be held during the second half of the year following the close of the Corporation's fiscal year, at such time and place as the Board shall designate. Notice of the date, time, and place of the annual meeting shall be given to each Director by mail, telephone, telefax, other electronic means or personally at least ten (10) days prior to the meeting.

SECTION 7. DIRECTORS' MEETINGS: The full Board of Directors shall meet at such times and places during the year as the Board may determine. Reasonable notice of the date, time and place of each such meeting shall be given to each Director by mail, telephone, telefax, other electronic means or personally a minimum of four (4) days prior to the meeting, provided that no notice need be given of any meeting held in accordance with an approved schedule of regular meetings distributed to Directors.

SECTION 8. SPECIAL MEETINGS OF THE BOARD OF DIRECTORS: Special meetings of the Board of Directors may be called by the President and/or shall be called by the Secretary-Treasurer upon receipt of written requests from three (3) Directors stating the purpose of such meeting. Reasonable notice of the date, time, place, and purpose of each such meeting shall be given to each Director by mail, telephone, telefax, other-electronic means, or personally a minimum of two (2) days prior to the meeting.

SECTION 9. QUORUM: The presence of 1 Director more than 50% of the Board of Directors shall constitute a quorum and shall be necessary to conduct the business of the Corporation. A lesser number may adjourn the meeting for a period of not more than two (2) weeks from the date scheduled by these By-Laws provided the Secretary shall cause a notice of this scheduled meeting to be sent to all those members who were not present at the meeting originally called. No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

SECTION 10. DIRECTOR PARTICIPATION IN MEETING BY TELEPHONE: A Director may participate in a meeting of the Board of Directors by means of conference telephone or similar communications equipment enabling all Directors participating in the meeting to hear one another, and participation in a meeting pursuant to this subsection shall constitute presence in person of that Director for the purposes of establishing a quorum.

SECTION 11. VOTING: Except as otherwise required by statute, by the certificate of Incorporation (as amended) or by these Bylaws, or in the election of Directors, all matters coming before the Board of Directors shall be decided by a majority vote of the Board of Directors. At all meetings, except for the election of officers and directors, all votes shall be via voice, except that for election of officers and directors, ballots shall be provided and there shall not appear on any place of such ballot any mark or marking that might tend to indicate the person who cast such ballot. At any regular or special meeting, if a

majority so request, any question may be voted upon in the manner and style provided for election of officers and directors.

Each director shall have one vote and such voting may be done by proxy with written authorization. The President and/or the Board of Directors may make such rules and regulations covering meetings as he or they in his or their discretion may determine to be necessary.

In the case of election, re-election or replacement of Directors or the filling of vacancies to the Board of Directors, voting shall be a majority of the remaining members on the Board of Directors.

SECTION 12. COMPENSATION: Directors shall not receive any salary or compensation at any time for their services as a Director. However, nothing herein shall prevent a director from serving the Corporation in any other capacity as an officer, agent or otherwise and receiving compensation from the Corporation for such duties. Reimbursement of reasonable and necessary expenses to perform duties is permissible, as approved by the Executive Committee.

SECTION 13. ORDER OF BUSINESS: The order of business at all meetings of the Board of Directors shall be set by the President, or in the President's absence, by the Vice President, or in the Vice President's absence by the Secretary, and in the Secretary's absence, by the Treasurer.

ARTICLE V Committees

SECTION 1. EXECUTIVE COMMITTEE: The Executive Committee shall consist of the Officers of the Corporation as defined in Article VI of these bylaws. All matters coming before the Executive Committee shall be decided by a majority vote. The Executive Committee shall prepare an annual operating budget for approval by the Board of Directors at the Annual Meeting of the Board.

SECTION 2. ADHOC COMMITTEES: The Board of Directors may from time to time create Committees for the purposes and with the membership determined by the Board, provided that these groups serve only to advise or make recommendations to the Board of Directors and are not authorized to exercise power independent of the Board of Directors or the President. Such Committees' recommendations may only take effect upon ratification by the Board of Directors.

ARTICLE VI Officers

SECTION 1. NUMBER: The officers of the Corporation shall consist of a President of the Board, Vice President of the Board, Secretary, Treasurer and Executive Director/CEO if such a position is filled. A person may hold multiple offices; except the same person may not hold the offices of President and Treasurer at the same time. The Board of Directors may, upon a recommendation from the President, appoint such additional officers or agents as it may deem advisable.

SECTION 2. PRESIDENT OF THE BOARD OF DIRECTORS: The President of the Board shall preside at meetings of the Board of Directors and is to assure the integrity of Board process including effectiveness of meetings and the Board's adherence to its own rules. The President must be an elected member of the Board of Directors.

SECTION 3. VICE PRESIDENT OF THE BOARD OF DIRECTORS: At the request of the President, or in the case of his or her absence or inability to act, the Vice President shall perform the duties of the President and, when so acting, shall have the powers of, and be subject to, all the restrictions placed upon the President. The Vice President must be an elected member of the Board of Directors.

SECTION 4. CHIEF EXECUTIVE OFFICER: The Board of Directors may, at its pleasure, appoint a Chief Executive Officer, who also shall be known as the Executive Director and CEO, and shall serve as the Association of Problem Gambling Service Administrators, Inc.'s chief executive officer. The CEO shall have the powers and duties generally vested in the office of CEO to lead and manage a corporation. These powers and responsibilities may be further described in policies or authorizations passed by the Board of Directors. Those activities not directly managed by the Board shall take place by or under the authority of the CEO. The CEO shall be an ex-officio member of the Board of Directors and Board Committees.

SECTION 5. SECRETARY: The Secretary shall be responsible for the integrity of board documents. In the absence of the President and the Vice President, the Secretary shall perform the duties of the President. The Secretary must be an elected member of the Board of Directors.

SECTION 6. TREASURER: The Treasurer is responsible to perform duties in connection with finances of the agency as may be required by the Board. Duties of the Treasurer will neither lessen, nor add to, the CEO's accountability to (and only to) the Board of Directors on fiscal policies. In the absence of the President, Vice President, and the Secretary, the Treasurer shall perform the duties of the President. The Treasurer must be an elected member of the Board of Directors.

SECTION 7. ELECTION AND APPOINTMENT: The President of the Board, Vice President of the Board, Secretary and Treasurer shall be elected by a majority of the Board of Directors at the Bi-Annual Meeting of the Corporation designated, in part, for the election of officers. The CEO serves at pleasure of The Board of Directors. The Board of Directors shall appoint and may remove the CEO. The Board of Directors may, upon a recommendation from the CEO, appoint such additional officers or agents as it

may deem advisable, who shall hold their offices for such terms and shall, under the general direction of the CEO, exercise such power and perform such duties as shall be determined from time to time by the Board of Directors.

SECTION 8. TERM AND REMOVAL: The term of office of the President of the Board, Vice President of the Board, Secretary, and Treasurer shall be for two (2) years. Other officer's terms will be as set by the Board of Directors. A vacancy may be filled by the Directors at any meeting of The Board of Directors and in accordance with these bylaws. The term of an officer filling a vacancy as President of the Board, Vice President of the Board, Secretary or Treasurer expires at the next designated electoral meeting of the Board of Directors. Any officer may be removed from office with or without cause, at any time, by the affirmative vote of the majority of the members of the Board of Directors then in office.

ARTICLE VII

Fiscal Year

The fiscal year of the Corporation shall terminate on June 30 of each year or at such time as may be determined by the Board of Directors.

ARTICLE VIII

Fiscal Authority

SECTION 1. SPENDING AUTHORITY. The annual operating budget as approved by the Board of Directors at the annual Board of Directors meeting shall become the Presidents authorization to expend funds. The Executive Committee may authorize a single expenditure of non-budgeted funds up to \$5,000.00 if such expenditure, in association with other fiscal obligations, will not cause a deficit at the end of the fiscal year.

ARTICLE IX

Prohibitions

No part of the net earnings of the Corporation shall go to the benefit of or be distributable to the Corporation's Directors, Officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Corporation. Notwithstanding any other provision of this Certificate of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income taxation under section 501(c) (3) of the Code or by a corporation contributions to which are deductible under Section 170(c) (2) of the Code.

ARTICLE X

Indemnification

In addition to and not in derogation of any other rights conferred by law, a director of the Corporation shall not be personally liable for monetary damages for breach of duty as a director in an amount greater than the compensation received by the Director for serving the Corporation during the year of the violation if the breach did not (1) involve any knowing and culpable violation of law by the director, (2) enable the director or an associate, as defined by Section 33-840 of the Connecticut General Statutes, to receive an improper personal economic gain, (3) show a lack of good faith and a conscious disregard for the duty of the director to the Corporation under circumstances in which the director was aware that his conduct or omission created an unjustifiable risk of serious injury to the Corporation, or (4) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the director's duty to the Corporation. The Corporation shall provide its directors and officers with the full amount of indemnification that the Corporation is permitted to provide pursuant to the Connecticut Revised Non-stock Corporation Act. Notwithstanding any provision hereof to the contrary, the Corporation shall not indemnify any director, officer, member, employee or agent against any penalty excise tax assessed against such person under Section 4958 of the Code or the corresponding provision of any subsequent Internal Revenue Code.

ARTICLE XI

Amendment

These Bylaws may be altered, amended or repealed by an affirmative vote of not less than two thirds (2/3) of the voting members.

ARTICLE XI

Dissolution

Upon any dissolution or termination of the existence of the Corporation, all its property and assets shall, subject to any donor restrictions and after payment of the lawful debts of the Corporation and the expenses of its dissolution or termination, be delivered, conveyed and paid over (subject to any restrictions imposed by any applicable will, deed, grant, conveyance, agreement, memorandum, writing or other governing document) to one or more organizations selected by the Board of Directors, each of which at the time of such grant qualifies as an exempt organization under Section of 501(c) (3) of the Code or as a governmental unit under Section 170(c) of the Code, and each of which maintains purposes and engages in activities deemed by the Board of Directors to be consistent with the purposes of the corporation, in such proportions and for such exclusively charitable, scientific, or educational purposes as the Board of Directors may determine.

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