

**Rules of Procedures of the
International Association of Gaming Regulators
("IAGR")**

Adopted: October 13, 2000

As Amended:

**ARTICLE I
NAME AND MISSION**

Section 1. Name. The name of the association shall be the International Association of Gaming Regulators ("IAGR").

Section 2. Mission. The mission of IAGR shall be to advance the effectiveness and efficiency of gaming regulation by providing:

- (a) A forum in which gaming regulators from around the world can meet, exchange views and information, and discuss policy issues among themselves and with representatives of the international gaming industry;
- (b) A means of fostering cooperation between gaming regulators in the performance of their official duties; and
- (c) A central point of contact for inquiries from governments, gaming regulatory agencies and personnel, and representatives of the international gaming industry.

ARTICLE II MEMBERSHIP

Section 1. Qualifications. The qualifications for membership in IAGR shall be as follows:

- (a) **Regular Membership.** Any individual who is a Government member, in good standing, of the International Association of Gaming Attorneys, Inc. ("IAGA") shall be considered a Regular member of IAGR, subject to all the provisions of these Rules of Procedure.
- (b) **Jurisdictional Representatives.** Each government entity which has more than one (1) Regular member of IAGR shall designate one (1) such Regular member as a Jurisdictional Representative to cast votes on behalf of such government entity on all questions which, under these Rules of Procedure, must be decided by a Jurisdictional Vote. Each Jurisdictional Representative shall be identified to the Secretary on or before each annual meeting of IAGR.
- (c) **Termination of Membership.** Any Regular member of IAGR who ceases to satisfy the criteria for being a Government member of IAGA, shall no longer be considered a Regular member of IAGR.
- (d) **Honorary Membership.** Any individual who has been, but is not presently, appointed to or employed by a government entity engaged in the licensing or regulation of gaming, and who is a member in good standing of IAGA, may apply annually to the Chair for designation as an Honorary member of IAGR. Such application shall be granted only where Honorary membership of the applicant would advance, and not conflict with, the mission of IAGR. The grant of an application for Honorary membership shall require the approval of both the Chair and a majority of the Steering Committee. Honorary members shall not be entitled to vote on any matters coming before IAGR, but shall be entitled to attend all meetings of the members of IAGR.

ARTICLE III MEETINGS

Section 1. Annual Meeting. There shall be an annual meeting of the members of IAGR to be held in conjunction with the annual meeting of IAGA.

Section 2. Special Meetings. Special meetings of the members of IAGR, or any Committee thereof, may be called at the discretion of the Chair upon notice to all members or Committee members.

Section 3. Quorum. The presence in person or by proxy of a majority of the members entitled to vote shall be necessary to constitute a quorum for the transaction of business at a meeting of the members. Each Regular member of IAGR, or any Committee thereof, and each Jurisdictional Representative, shall be entitled to one (1) vote at any meeting duly called.

- (a) **Membership Vote.** If the manner of deciding any question by IAGR, or any Committee thereof, has not otherwise been prescribed in these Rules of Procedure, such questions shall be decided by a "Membership Vote," *i.e.* a majority vote of the Regular members voting in person or by proxy.
- (b) **Jurisdictional Vote.** If the manner of deciding any question by IAGR, or any Committee thereof, is prescribed by these Rules of Procedure to be by a "Jurisdictional Vote," such question shall be decided by a majority vote of the Jurisdictional Representatives voting in person or by proxy.

Section 5. Proxies. Every Regular member entitled to vote at any meeting of IAGR, or any Committee thereof, may also vote by proxy.

Section 6. Order of Business. The order of business shall be determined by the Chair, or Committee Chair, as the case may be, and shall be announced at the beginning of each meeting of the members of IAGR, or any Committee thereof, duly called.

ARTICLE IV OFFICERS

Section 1. Number. The officers of IAGR shall be a Chair, a Vice Chair and a Secretary.

Section 2. Qualifications. No individual may seek election or serve as an officer of IAGR unless he or she is a Regular member of IAGR and remains as such for the duration of his or her term.

Section 3. Method of Election. The Chair (if necessary) and the Vice Chair of IAGR shall be elected at the annual meeting by a Jurisdictional Vote.

Section 4. Terms and Succession of Office. The terms and succession of office shall be as follows:

- (a) The Chair and Vice Chair shall be elected and shall serve for a term of one (1) year.
- (b) After the Vice Chair has served for one (1) year, then he or she shall automatically become Chair for the following year.
- (c) Upon the succession of the Vice Chair to the position of Chair, a new Vice Chair shall be elected.
- (c) The Secretary shall be appointed by the Chair and shall serve for a term of two (2) years.
- (d) A Vice Chair who assumes the duties of the Chair in the event the Chair is unable to perform his or her duties shall be considered the Acting Chair for the duration of the former Chair's one (1) year term of office. At the conclusion of such term, the Acting Chair shall automatically become Chair, as if there had been no vacancy in the former Chair's office.
- (e) A Secretary who assumes the duties of the Vice Chair in the event the Vice Chair is unable to perform his or her duties, or has assumed the office of Acting Chair, shall be considered the Acting Vice Chair for the duration of the former Vice Chair's one (1) year term of office. At the conclusion of such term, the Acting Vice Chair shall not succeed to any office, but a new Vice Chair and/or Chair shall be elected as required.

Section 5. Duties and Powers. The duties and powers of the officers of IAGR shall be as follows:

- (a) **Chair**. The Chair shall preside at all meetings of IAGR, shall appoint a Regular member of IAGR to serve as Secretary, shall appoint replacement members of the Steering Committee and members and replacement members of any Special Committee(s), shall, along with the members of the Steering Committee, rule on applications for Honorary membership in IAGR, and shall work in conjunction with the President of IAGA with regard to the annual meeting of IAGA and IAGR. The Chair shall also, at the annual meeting of IAGR and such other times as he or she deems proper, communicate to the members, the Steering Committee and any Special Committee(s), such matters and make such suggestions as may in his or her opinion tend to advance the mission of IAGR, and shall perform such other duties as are necessary incidents to the office of the Chair.
- (b) **Vice Chair**. The Vice Chair shall carry out the duties of the Chair in the event the Chair is unable to perform his or her duties, shall perform such functions as may be assigned by the Chair, and shall assist the Chair with regard to the annual meeting of IAGA and IAGR.
- (c) **Secretary**. The Secretary shall notify all members or Committee members of any special meeting, shall attend, make and keep a record of, all meetings of IAGR and any Committee(s) thereof, and shall conduct all authorized correspondence on behalf of IAGR. The Secretary shall also notify the officers and members of all orders, votes and resolutions, notify the members of the names of all nominees for office prior to any election for such office, and shall, at the conclusion of his or her term, transfer all records and other relevant documents to the newly-appointed Secretary. The Secretary shall also carry out the duties of the Vice Chair in the event the Vice Chair is unable to perform his or her duties.

Section 6. Limitation on Office. No two (2) offices may be held simultaneously by the same person.

Section 7. Vacancies. All vacancies in any office shall be filled in accordance with the succession established by these Rules of Procedure or, if such is not possible, by means of a special election. Any person elected to fill any vacancy in any office by means of a special election shall serve only for the unexpired term of the vacant office filled, but shall not succeed to any office.

Section 8. Removal of Officers. Any officer may be removed, either with or without cause, by a two-thirds (2/3) vote of the Regular members voting at the annual meeting of IAGR or at a special meeting called for that purpose.

ARTICLE V COMMITTEES

Section 1. Steering Committee. There shall be elected annually by Membership Vote a Committee, known as the Steering Committee. The Steering Committee shall consist of at least five (5) Regular members of IAGR, no more than two (2) of whom may be employed within the same gaming jurisdiction, and shall designate one of its members as Committee Chair. The Steering Committee shall assist the Chair with regard to the annual meeting of IAGA and IAGR, shall, along with the Chair, rule on applications for Honorary membership in IAGR, and shall perform such other duties and functions as may be assigned to it by the Chair.

Section 2. Nominations by Steering Committee. The Steering Committee shall, in addition to its other duties, nominate candidates for the offices to be elected at the next election meeting of IAGR, and shall inform the Secretary of the names of such candidates.

Section 3. Independent Nominations. Nominations for office may also be made, endorsed with the names of not less than three (3) Regular members of IAGR, if forwarded to the Secretary at least five (5) days prior to the next election meeting of IAGR.

Section 4. Special Committees. The Chair may, from time to time, appoint Special Committees, consisting of two (2) or more Regular members of IAGR. Special Committees shall have such duties and functions as may be determined by the Chair.

Section 5. Committee Vacancies. A vacancy in the membership of any Committee shall be deemed to exist when, in the judgment of the Chair of IAGR, a member appointed to such Committee is unable to perform his or her duties. Vacancies in the membership of any Committee shall be filled by the Chair of IAGR.

ARTICLE VI AMENDMENTS

Section 1. Amendments. These Rules of Procedure may be amended, repealed, or altered in whole or in part by majority vote of the Regular members of IAGR voting at any annual or special meeting.

Section 2. Severability. If any provision of these Rules of Procedure is determined by the Chair to conflict with the By-Laws of IAGA, the conflicting provision of these Rules of Procedure shall not be enforced, but all other provisions of these Rules of Procedure shall continue in full force and effect.

Section 3. Prospectivity and Ratification of Prior Actions. These Rules of Procedure shall have prospective applicability only. Any orders, votes, resolutions or other actions taken by IAGR or its officers prior to adoption of these Rules of Procedure, whether or not consistent with the terms set forth herein, are hereby ratified and adopted as if consistent with the terms set forth herein.

CERTIFICATION

The undersigned, duly appointed Secretary of IAGR, does hereby certify that the foregoing Rules of Procedure were adopted by the members of IAGR on the 13 day of October, 2000.

Thomas N. Auriemma
Secretary