

Bylaws of CalChess (Ratified 9/30/08)

Article I: Name

The name of the association shall be CalChess. Other trademarked names used by CalChess are: CalChess Scholastics, NorCal, NorCal Scholastics, and The Northern California Chess Association.

Article II: Purpose

To broaden and develop chess as art, recreation, and as a significant element of culture in Northern California. To cooperate with chess clubs, schools, the public and other groups throughout Northern California in chess instruction and in conduct of chess competitions and exhibitions of all types. To serve as the authorized state affiliate of the United States Chess Federation (USCF).

Article III: Membership

Section 1. Regular Membership. Any person may become a Regular member upon payment of the set dues for a regular membership. However, membership may be revoked for cause by a three-fourths majority of the Standing Board and must be reaffirmed by a two-thirds vote of the membership at the Annual Meeting.

Section 2. Youth Membership. Any person under the age of 19 may become a Youth member by paying the youth dues.

Section 3. Family Membership. Any group of individuals, up to two adults and those living under their care, may become a family member by paying the discounted group rate. Each individual within the family shall be accorded the same membership privileges as Regular and Youth members subject to the voting age restriction. However, only one issue of the California Chess Journal will be mailed to a family address.

Article IV: Board of Directors

Section 1: Responsibilities. The duties of the Board are:

- i. Elect Officers after the Annual membership meeting.
- ii. Award bids to organizers for officially sanctioned championship tournaments or organize them ourselves directly.
- iii. To approve non-budgeted expenditures over \$500.
- iv. To appoint or remove individuals from official positions listed in Article V, and Article VI of the bylaws.

- v. To provide for the publication (printed or electronic) of the California Chess Journal, the official publication of the Northern California Chess Association.
- vi. To provide for an official CalChess website.
- vii. To serve on subcommittees as needed.

Section 2: Number. The full Board shall consist of eight Directors. A quorum shall consist of 60% of the standing Board.

Section 3: Election. Each Board member is elected to a two-year term, with four members being up for reelection on alternating years. All Board members are to be elected by secret ballot of all voting members who attend the Annual meeting. No proxy ballots shall be accepted.

If the Board seats are not contested in a particular year, the membership can waive the secret ballot in favor of a voice vote.

Section 4: Voting Members. Any member in good standing, 14 years or older, may vote in CalChess elections.

Section 5: Nomination. Any member of CalChess who resides in Northern California, as defined by the USCF, can run for the CalChess Board at the Annual meeting.

Section 6: Removal from the Board. A Director may be removed from office by a two-thirds vote of the Standing Board. Reasons for removal can include but are not limited to: Repeated unexcused absences from Board meetings, failure to participate in Board discussions, including email discussions and votes, threatening other members of the Board with physical or financial harm, or behavior unbecoming of a Board member. Deliberations on removal shall be held in a closed session of the Board. Any Board member threatened with removal is entitled to a hearing by the Board.

Section 7: Vacancies. Should the Board constitute a number less than eight, the Standing Board can fill the vacancy by a majority vote of its remaining members. Any person joining the Board to fill a vacancy shall remain on the Board until the next Annual meeting. If the vacancy that was filled has more than one year remaining, then that position will be elected for term of one year at the Annual meeting.

Section 8: Annual Meeting. An Annual membership meeting will take place between the first and eighth week following the USCF Annual meeting of the same calendar year. Ten voting members in good standing shall constitute a quorum for the Annual Meeting.

Section 9: Board meetings. The Board shall meet at least three times a year in addition to the Annual meeting. Meetings can be called by agreement of the Board during a previous meeting, at the request of four members of the Standing Board, or at the request of the President. The Board may meet via electronic forum.

Section 10: Motions before the Board: Only elected Board members can bring forth or vote on motions during CalChess meetings. The exception to the rule shall be the Annual Meeting where all CalChess members may fully participate. A motion is passed by a simple majority of the Present Board or a simple majority of the CalChess members present at the annual meeting.

The board can make and approve motions via email. For such a motion to pass, it must receive a two-thirds vote of the Standing Board members who do not explicitly abstain.

All motions shall be submitted to the Secretary for inclusion on the Advance agenda seven days before Board meetings. Motions that are not submitted to the Secretary seven days before Board meetings require a 2/3 majority to pass.

The maker of a late motion that does not pass may add the motion to the next Board meeting's agenda.

Section 11: Editorial oversight. The Board reserves the right to edit or modify content of any Official CalChess publication that it deems to be contrary to the interest of the organization as a whole. Changes can be made by a majority vote of the Board. Oversight includes, but is not limited to the California Chess Journal, and the CalChess website.

Article V: Officers

Section 1: Composition. The officers of CalChess shall consist of President, Vice President, Secretary and Treasurer. All other Board members shall be members at large.

Section 2: President. The President shall preside over all meetings of the CalChess Board and chair the Annual meeting; carry out all requirements of these Bylaws, officially represent CalChess on occasion, and authorize expenditures up to a limit of \$500.

Section 3: Vice President. The Vice President shall execute the duties of the President when the President is unable to serve, and perform such other duties as are assigned by the CalChess Board, or the President on its behalf.

Section 4: Secretary. The Secretary shall be responsible for publishing the minutes of Board meetings, including the Annual Meeting; taking care of all correspondence on behalf of CalChess under the direction of the President or the Board, and supervising the counting of ballots, and maintain the current set of rules established under Auxiliary Procedures.

Section 5: Treasurer. The Treasurer shall be responsible for managing the assets of CalChess, keeping all accounting records, accepting revenues, releasing disbursements, preparing and issuing financial statements, and submitting an Annual budget for review and approval by the Board.

Section 6: Election and Terms of Officers. Immediately following the Annual meeting, the Board shall meet in executive session to choose Officers.

Officers shall be chosen from within the Board's own members for a term of one year. An Officer must receive a majority vote of the standing Board. If no candidate for an Officer position receives a majority vote, then run off between the top two candidates shall be conducted.

Should a vacancy occur by either removal or resignation of an Officer, the Board shall choose new officers at their next meeting, to serve out the remainder of the term.

Article VI: Positions appointed by the CalChess Board.

Section 1: Definition. Any person with specific duties appointed by the CalChess Board shall serve in an Official position of CalChess and is subject to the same rules as listed below. These roles include but are not limited to: the Editor of the California Chess Journal, the CalChess Webmaster, the Clearing House designate, the Scholastic Committee, the Professional Committee, and the Scholastic Representative(s). Appointees must be a member of CalChess when appointed. None of the appointed positions have voting rights on the Board.

Section 2: Terms of Appointed positions: The holders of Official CalChess positions shall serve for a term of one year. Appointments shall be made by a majority of the present Board, and shall be decided on at the first meeting following the Annual Membership meeting.

Section 3: Editor of the California Chess Journal and any other publications. The Editor is responsible for publishing a minimum of four issues per year of the California Chess Journal, and providing content to the CalChess web page in coordination with the CalChess Webmaster.

Section 4: CalChess Webmaster. The Webmaster is responsible for the content and publication of the CalChess web site.

Section 5: Scholastic Committee. The Scholastic Committee shall consist of four members, one or more of whom shall be a Board member and where no two of whom shall be from the same club, school, or chess instructional program. Annually, the Board shall appoint the Scholastic Chair who shall nominate 3 persons to serve on the Committee subject to Board approval. The duties of the Scholastic Committee shall include: Coordinating Scholastic events and serving as liaisons to the CalChess Board. The appointed chair of the committee shall preside over the Coaches meeting at the CalChess State Scholastic Championships. If the Scholastic Committee Chair is unable to preside over the CalChess State Scholastics Coaches meeting, then the Committee Chair shall designate another member of the committee to preside.

Section 6: Professional Committee. The Professional Committee shall consist of three titled players, one of whom shall be a board member if possible. The duties of the Professional Committee shall be to promote the interests of serious adult players. This may include but is not limited to organizing CalChess FIDE tournaments,

organizing simulms with titled players, providing a list of all professional chess instructors for the website, performing chess-related services to the community, and working with the CalChess Board to serve the interests of adult players.

Section 7: Clearing House designate. The duties of the Clearing House designate include maintaining a calendar of tournaments, including a separate scholastics calendar, and attempt to resolve potential tournament conflicts.

Section 8: Scholastic Representative. The Scholastic Representative is an Ex-Officio member of the Board. Nominated by the Scholastic Committee and approved by a majority vote of the Present Board, the Scholastic Representative shall serve for a term of one year. The Scholastic Representative(s) must attend a Northern California High School or be recognized as a high school student in a home school environment.

Section 9: Additional appointed positions. A majority of the Present Board can create and appoint members to additional positions to those enumerated above. The terms of said positions shall not exceed one year, and can be terminated by the Board at any time.

Article VII: Amendment of the Bylaws

Section 1: A proposal to amend these Bylaws shall be sent to the membership by one of the following methods:

- i. By a majority vote of the Board
- ii. By submitting a petition signed by 20 members of CalChess to the Secretary.

Any amendments to be voted upon must be published and emailed to the membership at least 30 days prior to the Annual Membership meeting, and posted on the CalChess website.

Section 2: These Bylaws can be amended by a two-thirds vote of those members present in person at the Annual Meeting.

Section 3: The Board can amend the Bylaws with a three-fourths vote. Any change made by the Board must be re-affirmed by a two-thirds vote of membership at the Annual Meeting.

Article VIII: Auxiliary Procedures

Any procedure not covered by the above articles shall be governed by Robert's Rules of Order or by rules established by a majority vote of the Standing Board.

Definitions:

Standing Board: Includes all members of the CalChess Board whether or not they are in attendance at a particular meeting.

Present Board: All members of the CalChess Board in attendance at a particular Board meeting, with a quorum.

Full Board: Includes all members of the CalChess board including all open seats if any.

Annual Meeting: Traditionally held at the CalChess State Championship, this is a general membership meeting. All CalChess members over the age of 14 may vote on all issues and elections that are brought up at this meeting.

CalChess: The official USCF state affiliate for Northern California.

Titled Player: A player holding the title of National Master or above.