

BY-LAWS OF THE GEORGIA CHESS ASSOCIATION, INC.

Last Revised: 20 Mar 2004

Section 1: Name, Purposes, Location, Corporate Seal And Fiscal Year

1.1 *Name and Purposes.* The name and purposes of the corporation shall be as set forth in the articles of organization.

1.2 *Location.* The principal office of the corporation in the State of Georgia shall initially be located at the place set forth in the articles of organization of the corporation. The Executive Board may change the location of the principal office in the State of Georgia effective upon filing a certificate with the Secretary of State.

1.3 *Corporate Seal.* The Executive Board may adopt and alter the seal of the corporation. In the event it is inconvenient to use such a seal at any time, the signature of the corporation followed by the "seal" enclosed in parentheses shall be deemed the seal of the corporation.

1.4 *Fiscal Year.* The fiscal year of the corporation shall, unless otherwise decided by the Executive Board, end on April 30th in each year.

Section 2: Members

2.1 *Membership.* Any individual interested in chess may become a member. There shall be three classes of membership:

- a. *Adult Membership.* Any individual may become an adult member upon the payment of annual dues.
- b. *Junior Membership.* Any individual under 18 years of age may become a junior member upon the payment of annual dues. The Georgia Chess Association may create a special class of scholastic members for whom the privileges granted in Sections 2.4b and 2.10 will not apply.
- c. *Life Membership.* Any individual may become a life member upon the payment of one time dues in an amount equal to twenty times the annual adult dues and subsequent Executive Board approval. A member may be conferred a life membership with no fee by the Executive Board's unanimous vote at any meeting after reasonable and sufficient notice or by unanimous vote of the membership attending any membership meeting after reasonable and sufficient notice.
- d. *Dues.* Annual adult and junior membership dues are to be proposed by the Executive Board and voted on by the members at the annual meeting.

2.2 *Length of Membership.* Adult and junior memberships shall expire on the last day of the month, 12 months after payment of dues. Memberships may be extended for additional years by prepaying additional appropriate annual dues; although at no time may the additional years extend more than 3 years after any prepayment. A life membership expires upon the member's death or resignation.

2.3 *Powers and Rights.* In addition to the rights vested in the by-laws elsewhere and the articles of organization, the members shall have such other powers and rights as the Executive Board may designate.

2.4 *Privileges.*

- a. *Competition.* A member shall be permitted to compete in any such event held by the corporation, subject to such rules and regulations as may govern that event.
- b. *Subscriptions.* Members shall receive annual subscriptions to the official organ of the corporation.
- c. *Agenda and minutes.* A member may receive all minutes, agendas to Executive Board meetings, and proposed amendments to the articles of organization and by-laws upon payment of a prescribed fee.

2.5 *Annual Meetings.* The location and date of the annual meeting shall be specified by the Executive Board by the last day of December of the preceding year and shall take place during the months of May and/or June at the site of the Georgia Championship. If an annual meeting is not held as herein provided, a special meeting of the members may be held in place thereof with the same force and effect as the annual meeting, and in such cases all references in these by-laws, except in the Section 2.5 to the annual meeting of the members, shall be deemed to refer to such special meeting. Any such special meeting shall be called and notice shall be given as provided in Section 2.7 and 2.8.

2.6 *Regular Meetings.* Regular meetings of the members may be held at such places within Georgia and at such times as the members may determine.

2.7 *Special Meetings.* Special meetings of the members may be held at any time and at any place within Georgia. Special meetings of the members may be called by the president or by the Executive Board and notices shall be sent by the secretary, or in the case of the death, absence, incapacity or refusal of the secretary, by any other executive officer, upon instruction by the president.

2.8 *Call and Notice*

- a. *Annual and Regular Meetings.* The call or notice for annual or regular meetings of members shall be sent to all members. The call or notice must list either contracts or transactions of the corporation with interested persons, amendments to the Articles of organization or to these by-laws (as adopted by the Executive Board or otherwise), or other items as required by law, the articles of organization, or these by-laws.
- b. *Special Meetings.* Reasonable notice of the time and place of special meetings of the members shall be given to each member. Such notice must specify the description of the matter or matters for which the meeting is called.
- c. *Reasonable and Sufficient Notice.* Except as otherwise expressly provided, it shall be reasonable and sufficient notice to a member to send notice by mail or by telegram at least 10 days before the meeting, or to mail the newsletter at least 30 days before the meeting, addressed to the member at the member's usual or last known business or

residence address or to give notice to the member in person or by telephone at least 10 days before the meeting; provided, however, notice hereunder shall be given not more than sixty (60) days before the meeting date.

2.9 *Quorum*. At any meeting of the members, one-tenth of the members entitled to vote shall constitute a quorum. Any meeting may be adjourned to such date or dates not more than three days after the first session of the meeting by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

2.10 *Action by Vote*. Each member 18 years of age or older shall have one vote. When a quorum is present at any meeting, a majority of the votes properly cast by members present in person shall decide any question, including election to any office, unless otherwise provided by law, the articles or organization, these by-laws or the rules of order. On any tie vote no action shall be taken.

2.11 *Compensation*. Members shall be entitled to receive for their services such reasonable amount, if any, as the Executive Board may determine. Members shall not be precluded from serving the corporation in any other capacity and receiving compensation for any such services.

Section 3: Sponsors, Benefactors, Contributors, Advisers, Friends of the Corporation

The Executive Board may designate certain persons or groups of persons as sponsors, benefactors, contributors, advisers or friends of the corporation or such other title as they deem appropriate. Such persons shall serve in an honorary capacity and, except as the Board shall otherwise designate, shall in such capacity have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no other rights or responsibilities.

Section Executive Board of Directors

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4.1 *Membership*. The Executive Board of Directors shall consist of persons elected to the following seven (7) executive offices: president, 1st vice president, 2nd vice president, treasurer, secretary, and two members-at-large.

4.2 *Tenure*. Executive Board members shall hold office for three years; the terms being staggered as such: 1st year - president, secretary and 2nd member at large; 2nd year - treasurer and 2nd vice president; 3rd year - 1st vice president and 1st member at large. Members shall serve until the member's successor is elected and qualified, or until the member sooner dies, resigns, is removed or becomes disqualified. An Executive Board member shall be suspended during the lapse of the member's membership in the corporation.

4.3 *Powers.* The affairs of the corporation shall be managed by the Executive Board which shall have and may exercise all the powers of the corporation, except those powers reserved to the members by law, the articles of organization, or these by-laws.

4.4 *Committees.* The Executive Board may elect or appoint one or more committees and may delegate to any such committee or committees any or all of their powers. Any committee to which the powers of the Executive Board are delegated shall consist solely of Executive Board members. Unless the Executive Board otherwise designates, committees shall conduct their affairs in the same manner as is provided in these by-laws for the Executive Board. The members of any committee shall remain in office at the pleasure of the Executive Board.

4.5 *Suspension or Removal.* An Executive Board member may be suspended or removed without cause by an affirmative vote of a majority of the corporate members entitled to vote at any special meeting called for that purpose.

4.6 *Resignation.* An Executive Board member may resign by delivering his written resignation to an executive officer, to a meeting of the members or the Executive Board or the corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless it so states.

4.7 *Vacancies.* Any vacancy in the Executive Board may be filled by the members of the Executive Board. Each successor shall hold office for the unexpired term or until the successor sooner dies, resigns, is removed or becomes disqualified. The Executive Board shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

4.8 *Regular Meetings.* Regular meetings of the Executive Board may be held at any place within Georgia and at such times as the Executive Board may determine.

4.9 *Special Meetings.* Special meetings of the Executive Board may be held at any place within Georgia when called by the president or by three or more Executive Board members.

4.10 *Call and Notice.*

- a. *Regular Meetings.* No call or notice shall be required for regular meetings of the Executive Board, provided that reasonable notice
 - i. of the first regular meeting following the determination by the Executive Board members of the times and places for regular meetings shall be given to absent members,
 - ii. specifying the purpose of a regular meeting shall be given to each Executive Board member if either contracts or transactions of the corporation with interested persons or amendments to these by-laws are to be considered at the meeting, or
 - iii. shall be given as otherwise required by law, the articles or organization, or these by-laws.

- b. *Special Meetings.* Reasonable notice of the time and place of special meetings of the Executive Board shall be given to each Executive Board member. Such notice need not specify the purposes of a meeting, unless otherwise required by law, the articles or organization or these by-laws or unless there is to be considered at the meeting
 - i. contracts or transactions of the corporation with interested persons,
 - ii. amendments to these by-laws, or
 - iii. removal or suspension of an Executive Board member.
- c. *Reasonable and Sufficient Notice.* Except as otherwise expressly provided, it shall be reasonable and sufficient notice to an Executive Board member to send notice by mail or by telegram at least 10 days before the meeting addressed to the member at the member's usual or last known business or residence address or to give notice to the member in person or by telephone at least 10 days before the meeting.

4.11 *Quorum.* At any meeting of the Executive Board, one half of the Executive Board members shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present.

4.12 *Action by Vote.* When a quorum is present at any meeting, a majority of the Executive Board present and voting shall decide any question unless otherwise provided by law, the articles of organization, these by-laws, or the rules or order. On any tie vote no action shall be taken.

4.13 *Compensation.* Executive Board members shall be entitled to receive for their services such reasonable amount, if any, as the Executive Board members may from time to time determine. Executive Board members shall not be precluded from serving the corporation in any capacity and receiving compensation for any such service.

Section Officers and Agents

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5.1 *Number and Qualification.* The corporation shall have the following executive officers: president, 1st vice president, 2nd vice president, treasurer, secretary, and two members-at-large, and the following officers appointed by the Executive Board: newsletter editor, scholastic coordinator, club coordinator, promotion coordinator, membership coordinator, publications coordinator, fund raising coordinator, and such other appointed officers, if any, as the Executive Board may determine. The corporation may also have such agents, if any, as the Executive Board may appoint. An executive officer must be a corporate member and a Georgia resident. However, an appointed officer may but need not be an Executive Board member. A person may hold more than one office at the same time, but may not hold more than one Executive Board position at the same time. If required by the Executive Board, any officer shall give the corporation a bond for the faithful performance of his duties in such amount and with such surety or sureties as shall be satisfactory to the Executive Board.

5.2 *Election.* The executive offices shall be elected during the annual meeting of the corporate membership. The election shall be by preferential voting as described in the rules of order.

5.3 *Tenure.* The executive officers shall each hold office until the end of the meeting at which the officer's successor is chosen and qualified, and each appointed officer shall hold office until the first meeting of the Executive Board following the next annual meeting of the members unless a shorter period shall have been specified by the terms of the appointed officer's election or appointment, or in each case until the officer sooner dies, resigns, is removed or becomes disqualified. Each agent shall retain his or her authority at the pleasure of the Executive Board.

(The following six items describe Executive Board positions first described in Section 4.1)

5.4 *President.* The president shall be the chief executive officer of the corporation and, subject to the control of the Executive Board, shall have general charge and supervision of the affairs of the corporation and shall be responsible for the corporation's general welfare. The president shall be an ex-officio member of all committees and commissions. The president shall appoint the representatives of the corporation in all affairs of the United States Chess Federation.

5.5 *1st vice president.* The 1st vice president shall have such duties and powers as the Executive Board shall determine. The 1st vice president shall have and may exercise all the powers and duties of the president during the absence of the president or in the event of his inability to act.

5.6 *2nd vice president.* The 2nd vice president shall have such duties and powers as the Executive Board shall determine. The 2nd vice president shall have and may exercise all the powers and duties of the president during the absence of the president and 1st vice president or in the event of their inability to act.

5.7 *Treasurer.* The treasurer shall be the chief financial officer and the chief accounting officer of the corporation. The treasurer shall be in charge of its financial affairs, funds, securities and valuable papers and shall keep full and accurate records thereof. The treasurer shall have such other duties and powers as designated by the Executive Board or the president. The treasurer shall also be in charge of its books of account and accounting records, and of its accounting procedures. The treasurer shall report at the membership and Executive Board meetings on the financial position of the corporation, trends of income and expenses, and shall present a budget of income and expenses for the coming year at each annual meeting.

5.8 *Secretary.* The secretary shall record and maintain records of all proceedings of the members and Executive Board in a book or series of books kept for that purpose, which book or books shall be kept within the State at the principal office of the corporation or at the office of its secretary or of its resident agent and shall be open at all reasonable times to the inspection of any member. Such book or books shall also contain records of all meetings of incorporators and the original, or attested copies, of the articles or organization and by-laws and names of all Executive Board members and appointed officers and the address of each. If the secretary is absent from any meeting of its members or Board, a temporary secretary chosen at the meeting shall exercise the duties of the secretary at the meeting.

5.9 *Member-at-large.* The member-at-large shall have such duties and powers as the Executive Board shall determine.

(Items 5.10 through 5.16 are appointed officers)

5.10 *Newsletter Editor.* The newsletter editor shall be responsible for gathering and editing the material for the official organ of the corporation on a schedule to be determined by the Executive Board.

5.11 *Scholastic Coordinator.* The scholastic coordinator shall be responsible for the organization of corporate sponsored scholastic singles and team events and shall aid in the development of educational and competitive chess programs in the State's schools. The scholastic coordinator shall be the director of the Georgia Scholastic Chess League. The scholastic coordinator shall be responsible for the advertising and distribution of the chess education program within the State's schools.

5.12 *Club Coordinator.* The club coordinator shall be responsible for the State's club program which shall provide clubs with formational, organizational, promotional, advertising and educational materials, tournament supplies, and whatever other aid that may be deemed necessary in order to encourage the healthy growth and existence of chess clubs within the State.

5.13 *Promotion Coordinator.* The promotion coordinator shall develop and coordinate programs to provide the corporation and its activities, endeavoring to increase the visibility of and the participation in the game of chess.

5.14 *Membership Coordinator.* The membership coordinator shall coordinate the membership function of the corporation including recording memberships, compiling membership listings, producing mailing labels for the official organ and providing information as to the general welfare of the membership. The membership coordinator shall provide the voting membership list for all meetings and shall give the Executive Board notice of an Executive Board member's membership expiration.

5.15 *Publication Coordinator.* The publication coordinator shall manage and promote the official organ and any other publications the Executive Board may designate.

5.16 *Fund Raising Coordinator.* The fund raising coordinator shall seek donations and bequests for the corporation.

5.17 *Suspension or Removal.* Any officer whether executive or appointed may be suspended or removed without cause by the affirmative vote of a majority of the Executive Board entitled to vote at any special meeting called for such purpose or at any regular meeting.

5.18 *Resignation.* An officer may resign by delivering his or her written resignation to an executive officer, to a meeting of the members or Executive Board, or to the corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless it so states.

5.19 *Vacancies*. If the office of an executive or appointed officer becomes vacant, the members of the Executive Board may elect a successor. The Executive Board shall elect the successor for an appointed officer vacating his office. Each such successor shall hold office for the unexpired term, and in the case of an executive officer until the officer's successor is elected and qualified, or in each case until the officer sooner dies, resigns, is removed or becomes disqualified.

Section Tournaments

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6.1 *Tournament Organization*. The corporation shall run or seek bids for such title tournaments as the Georgia State Championship, Georgia Open, Georgia Junior Championship, Georgia High School Championship, Georgia Scholastic League Championship, and any other such events that the Executive Board shall approve.

6.2 *Corporate Events*. An event recognized and sanctioned by the Executive Board shall require corporate membership of each participant who resides within the State.

6.3 *Georgia Championship*. The corporation shall annually sponsor or sanction the Georgia Championship to determine the State's chess champion for the following year.

Section Annual Election Procedures

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7.1 *Where*. The election of the Executive Board of the corporation shall take place at the annual meeting.

7.2 *Action by Vote*. Each member 18 years of age and older shall have one vote. The majority of the votes cast by a quorum shall decide the elections. The election shall be by preferential voting as described in the rules of order.

7.3 *Nominations*. Nominations for Executive Board seats up for election must be submitted to the secretary postmarked no later than March 1st.

7.4 *Absentee Ballots*.

- a. Any current GCA adult member may request an absentee ballot from the time the candidates are announced until 14 days before the election.
- b. The request should be made to the GCA Secretary in writing - either in person, by mail, or by e-mail.
- c. Upon verification of membership, which must be valid from the time of the request through the election date, the Secretary will mail a ballot and a self-addressed envelope to the member. Both the address and the return address will be that of the GCA. The member must affix postage. The envelope will be marked "ballot" so that when the envelope arrives, the Secretary can differentiate it from other, unrelated, GCA mail.
- d. The ballot must be received by three days before the election to be valid.

- e. The mailed out absentee ballot will have the Secretary's signature for verification purposes. This will be the only way the absentee ballot will be different from the election day ballot. For this reason, only the original ballot will be accepted, not a photocopy.
- f. The Secretary will not open the envelope. The mailed in envelopes will be provided to the officially designated counter(s) on election day. On years when the Secretary is up for election, another board member will be designated to collect the GCA mail during the election season, unless the Secretary is running unopposed.
- g. The Secretary will provide the membership coordinator a list of those who requested absentee ballots so that those individuals can be marked off the voter roll. Anyone requesting an absentee ballot will not be allowed to vote in person on election day.

Section 8
Execution of Papers

All deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the corporation shall be signed by the president or by the treasurer, except as the Executive Board may generally or in particular cases authorize the execution thereof in some other manner.

Section 9
Rules of Order

Robert's Rules of Order, Current Edition, shall be the rules of order at all meetings of the membership and Executive Board and its committees with the following addition: no action taken by the Executive Board at one meeting and confirmed at a subsequent meeting may be subject to a motion to rescind until a new Executive Board takes office.

Section 10
Indemnification

Each person who is or was a director or officer of the Corporation, and each person who is or was a director or officer of the Corporation who at the request of the Corporation is serving or has served as an officer, director, partner, joint venturer or trustee of another corporation, partnership joint venture, trust or other enterprise shall be indemnified by the Corporation, and entitled to advancement of expenses of litigation, to the fullest extent permitted under the Georgia Nonprofit Corporation Code against those expenses (including attorneys' fees), judgments, fines and amounts paid in settlement which are allowed to be paid, reimbursed or advanced by the Corporation under the Georgia Nonprofit Corporation Code and which are actually and reasonably incurred in connection with any action, suit or proceedings, pending or threatened, whether civil, criminal administrative or investigative, in which such person may be involved by reason of his being or having been a director or officer of this Corporation or of such other enterprise. Such indemnification shall be made only in accordance with the Georgia Nonprofit Corporation Code and subject to the conditions thereof.

As a condition to any such right of indemnification, the Corporation may require that it be permitted to participate in the defense of any such action or proceedings through legal counsel designated by the Corporation and at the expense of the Corporation.

The Corporation may purchase and maintain insurance on behalf of any such persons, whether or not the Corporation would have the power to indemnify such officers and directors against any liability under the Georgia Nonprofit Corporation Code. If any expenses or other amounts are paid by way of indemnification other than by court order or by an insurance carrier, the Corporation shall provide notice of such payment to the members in accordance with these by-laws.

Section
Amendments

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These by-laws may be amended by a two-thirds vote at any membership meeting provided such amendments are submitted to the secretary at least 60 days before the membership meeting.