

# CONSTITUTION OF THE IDAHO CHESS ASSOCIATION

## CHARTER

The members of the Idaho Chess Association, hereinafter known as the ICA, establish the following Articles and Bylaws to govern the affairs of the ICA, manage its efforts, support its members, and institute initiative in bringing the game of chess to the public.

The Idaho Chess Association is a non-profit, member-supported corporation which functions to promote the game of chess throughout the state of Idaho. It serves as the State Affiliate to the United States Chess Federation, hereafter known as the USCF. Its particular affiliate member status with the USCF requires it to ensure that the game is brought to all Idaho residents through facilitation of chess tournaments and through assistance to residents in establishing chess clubs in the community and in schools. It also functions to promote membership in the USCF to all persons interested in the game.

Through the USCF, the Idaho Chess Association has the authority and duty to hold USCF sanctioned State Championship chess events for Idaho's general public as a requirement for State Affiliate status. These events are to be held annually and include, but are not limited to, the Idaho Closed State Championship, which titles Idaho's best chess players annually, as well as the Idaho Scholastic State Championship, which titles Idaho's best scholastic chess players annually. Though not required by the USCF, the Idaho Chess Association will hold for the public an Idaho Open Chess Championship in addition to the previously mentioned tournaments.

## ARTICLE I: ORGANIZATION

The Idaho Chess Association shall have an organizational structure to help it carry out its charter. The membership will establish and maintain a panel of Officers and four trustees to administer and oversee the functioning of the Idaho Chess Association in accordance with this Constitution, Bylaws, and Idaho state law.

The panel of Officers will consist of a President, a Vice-President, and a Secretary/Treasurer. The trustee positions will consist of a total of four trustees with designated responsibilities as follows:

One (1) trustee for website development and maintenance

One (1) trustee for scholastic development

Two (2) trustees for tournament organization

The four trustees along with the President, Vice-President and Secretary/Treasurer shall constitute the Board of Directors, hereinafter referred to as The Board.

The standards for election of all officials shall be in accordance with Article II of this constitution.

## SECTION 1: PRESIDENT

The President is an elected official meeting all necessary eligibility requirements and who shall serve as a two-year term of office in accordance with Article II. This officer shall be responsible to ensure the general welfare and financial health of the ICA. In so doing the President shall have the authority and duty to adhere to the following:

- Perform all acts necessary to maintain the Idaho Chess Association's status as the State Affiliate for the USCF and to ensure the continued pursuit of the Idaho Chess Association charter and its requirements.
- Create committees as necessary to work on various issues relating to the business and purpose of the Idaho Chess Association.
- Shall serve as an ex-officio member of any committees the President creates.
- Appoint assistants into positions as necessary to aid in the completion of his/her duties and responsibilities to the Idaho Chess Association. Positions may include but are not limited to Editor, ICA Historian, representatives in various districts, etc.
- Organize and direct, or appoint others to organize and direct, tournaments required by the Idaho Chess Association's charter, along with any other tournaments that the ICA may sponsor.
  1. Shall organize and direct, or appoint others to organize and direct, the Idaho Closed Chess Championship, the Idaho Scholastic Chess Championship, and the Idaho Open Chess Championship once each calendar year.
  2. Will ensure that the Idaho Closed Chess Championship takes place on the Saturday, Sunday, and Monday of February which include that Federal holiday known as President's Day, the winner of which shall be recognized as the Idaho State Chess Champion for the year in which the tournament was held.
  3. The Idaho Scholastic Chess Championship and Idaho Open Chess Championship shall be held on such dates as the President deems appropriate, and the winners of these tournaments shall be known as the Idaho Scholastic Chess Champion and Idaho Open Chess Champion, respectively.
  4. May also award other titles based on tournament results.
  5. All Tournament Directors directing ICA events that are USCF rated events shall be United States Chess federation certified tournament directors and shall receive compensation in accordance with nationally accepted practices as suggested by USCF guidelines.
- Publish or appoint an editor to publish the Idaho Chess Association Bulletin whether electronic or paper, which shall serve to disseminate information about the Idaho Chess Association to its members. It shall be updated quarterly and shall include information regarding all sources of revenue and items of expenditure for the previous quarter.
- Speak courteously and professionally to the public on behalf of the Idaho Chess Association and its members.
- Preside over the annual business meeting.
- Consent or object to any Bylaw proposed by the Board of Directors in accordance with Section 4 of this Article.
- May cast a vote to break tied votes on the Board where a majority is sufficient for the Board to act or render a decision.
- Bind the Idaho Chess Association into contracts and spend funds as necessary for the purpose of meeting the goals of its charter under the following conditions:

1. The total cash value of the liability so incurred and the money so spent on items not specifically approved by the Board of Directors shall not exceed that amount specified by a majority vote of the Board.
  2. If said total cash value exceeds that amount specified by the Board, then the President shall be liable to the Idaho Chess Association for the difference. A majority of the Board may also limit the types of expenditures that the President may make.
- ~~May authorize checks drawn on the bank account of the ICA. All checks shall be cosigned by another officer.~~

#### **AMENDMENT 1 (FEBRUARY 15, 2009):**

- May authorize checks drawn on the bank account of the ICA. All checks shall require a single signature by any current officer of the ICA.
- May not receive compensation for the performance of his/her duties of officer.

### **SECTION 2: VICE PRESIDENT**

The Vice President is an elected official meeting all necessary eligibility requirements and who shall serve a two-year term of office in accordance with Article II. This Officer shall have the authority and duty to adhere to the following:

- ~~May authorize checks drawn on the bank account of the ICA; however, said checks may be written only for items approved by the President. All checks shall be cosigned by another officer.~~

#### **AMENDMENT 1 (FEBRUARY 15, 2009):**

- May authorize checks drawn on the bank account of the ICA; however, said checks may be written only for items approved by the President. All checks shall require a single signature by any current officer of the ICA.
- Attend all meetings requiring his/her presence.
- Speak courteously and professionally to the public on behalf of the ICA and its members.
- May not receive compensation for the performance of his/her duties of office.

### **SECTION 3: SECRETARY/TREASURER**

The Secretary/Treasurer is an elected official meeting all necessary eligibility requirements and who shall serve a two-year term of office in accordance with Article II. This officer shall have the authority and duty to adhere to the following:

- ~~May authorize checks drawn on the bank account of the ICA; however, said checks may be written only for items approved by the President. All checks shall be cosigned by another officer.~~

#### **AMENDMENT 1 (FEBRUARY 15, 2009):**

- May authorize checks drawn on the bank account of the ICA; however, said checks may be written only for items approved by the President. All checks shall require a single signature by any current officer of the ICA.

- Attend all meetings requiring his/her presence as well as sending out official meeting announcements no later than thirty days before the meeting.
- Speak courteously and professionally to the public on behalf of the ICA and its members.
- Keep the minutes of all official meetings held by the ICA as a permanent record of the organization's business.
- Maintain a permanent list of all members of record including name and postal/email address of each member.
  1. Specifically, the list should include for each member the exact date of payment for membership, which determine the starting date for said membership in accordance with Section 3 of the ICA By-Laws.

## SECTION 4: BOARD OF DIRECTORS

The Board of Directors is established to act on behalf of its members to ensure that the business of the Idaho Chess Association is performed in accordance with its Constitution and Bylaws. These Directors are elected officials meeting all necessary eligibility requirements and who shall serve two-year terms in accordance with Article II. The President will preside over and ensure the functioning of the Board. In performing its duties, the Board has the authority and duty to adhere to the following:

- Propose any Bylaw for consideration by the following process:
  1. By majority vote of the Board of Directors, the Board may propose a Bylaw. If the President expresses his/her written consent then the proposed Bylaw shall become a Bylaw.
  2. If the President does not express consent or objection within twenty-one days of the presentment, then the proposed Bylaw shall become a Bylaw.
  3. If the President expresses a written objection within twenty-one days of the presentment, then the proposed Bylaw shall not become a Bylaw unless five members of the board vote to overcome the President's objection.
- Limit expenditures incurred by the President.
  1. The Board may, by majority vote, limit the types of expenditures that the President may make on behalf of the ICA.
- Reverse Presidential Decisions.
  1. The Board of Directors may reverse a decision of the President other than an objection to a proposed Bylaw if a majority of the Directors so vote at a meeting convened for that purpose.
- May not receive compensation for the performance of their duties while serving on the board.

## ARTICLE II: ELECTIONS AND APPOINTMENTS

The Idaho Chess Association shall hold an annual business meeting, which shall be held on the morning of that Sunday in February which is the day before the Federal holiday known as President's Day.

Notice of the candidates for election and the processes by which voting shall take place at the annual business meeting shall be as provided in Section 1 of the Bylaws. The Bylaws passed for these purposes may not be changed within thirty days of the annual business meeting.

## SECTION 1: VOTING MEMBERS DEFINED

The voting members of the Idaho Chess Association will receive a single vote which may be used once for each individual matter that arises during the annual business meeting. Voting members at the annual business meeting shall be those members who:

- are at least sixteen years of age.
  1. if the member is sixteen or older and has participated in a non-scholastic ICA event within the previous twenty-four months.
  2. if the member is sixteen or older and has organized an ICA event within the previous twenty-four months. The event may be scholastic or non-scholastic.
  3. if the member is sixteen or older and has directed an ICA event within the previous twenty-four months.
  4. one parent of a child or children) under the age of sixteen who has participated in a non-scholastic ICA event within the previous twenty-four months may vote on behalf of their child (or children). The following limits apply:
    - a. the child may be represented by only one parent,
    - b. multiple children within the same family must be represented by the same parent,
    - c. the parent represents only one vote, regardless of how many qualifying children they may have,
    - d. the parent must purchase their own, separate ICA membership to be able to represent their child (or children). USCF membership is not required for the qualifying parent.
- have been continuous members of the ICA since the prior annual business meeting,
- are current members of the United State Chess Federation,
- are residents of the state of Idaho,
- are present at the annual business meeting.

## SECTION 2: ELECTION OF OFFICERS

The President, Vice President, and Secretary/Treasurer shall serve two-year terms, and shall be elected at the annual business meetings which occur on odd-numbered calendar years. The terms of office of the President, Vice President, and Secretary/Treasurer shall commence on March 31 of the election year and shall expire on March 30 two years later.

To be eligible to serve as President or Vice President, a person must meet the following requirements:

- Shall be at least eighteen years of age,
- Shall be a current voting member of the Idaho Chess Association,
- has been a continuous member of the Idaho Chess Association since the annual business meeting held two years prior to the annual business meeting at which he/she is to be elected, and is not also serving in another office as President, Vice President, Secretary/Treasurer, or on the Board of Directors.

The President and Vice President must be from different regions of the state of Idaho.

The state of Idaho is made up of four regions:

1. The Northern Region: Silver Valley, Palouse.
2. The Western Region: Treasure Valley – East & West

3. The Central Region: Sun Valley, Magic Valley, Mini-Cassia
4. The Eastern Region: Pocatello, Idaho Falls, Upper Valley

To be eligible to serve as Secretary/Treasurer a person must meet the following requirements:

- Shall be at least eighteen years of age,
- Shall be a current voting member of the Idaho Chess Association, and
- Not also serving in another office as President, Vice President, or on the Board of Directors.

### SECTION 3: ELECTION OF TRUSTEES

The trustee positions shall consist of four trustees who shall serve two-year terms. To serve in a trustee position, a person must be at least eighteen years of age and not also serving in another office as President, Vice Present, or Secretary/Treasurer. No person may fill more than one seat on the Board. The manner of elections shall occur in accordance with Section 1 of the Bylaws of the Idaho Chess Association.

Each trustee position shall thereafter be open for election at every second annual business meeting on even-numbered years, and the term of office shall commence on March 31 of the election year. The only exception will be at the 2005 annual business meeting when the elected trustees shall serve a one-year term.

### ARTICLE III: LEGAL STATUS

The legal status of the Idaho Chess Association may be changed only by unanimous vote of the Board of Directors at a meeting conducted for this purpose, or by three-quarters of the voting members present at the annual business meeting. In either case, said vote shall be effective only if notice was mailed or e-mailed to all members of the Idaho Chess Association for whom such addresses are of record at least twenty-one days prior to the meeting at which said vote takes place.

### ARTICLE IV: AMENDING BY-LAWS

The membership of the Idaho Chess Association may amend By-Laws by the following process:

1. Amendments may be proposed at the annual business meeting and ratified by two-thirds of the voting members present.

### ARTICLE V: CONSTITUTIONAL AMENDMENTS

The Idaho Chess Association Constitution may be amended by the following process:

- 1) Board Recommendation to Members Process:
  - a. Two-thirds of the Board of Directors may recommend an amendment to the members.
  - b. Notice must be given to the members of the proposed amendment no later than thirty days prior to the annual business meeting, said notice being given by both email and ordinary mail, if both addresses are known, or if both are not known, then to whichever address is known.
  - c. Finally, the amendment must be ratified by three-quarters of the voting members present at the annual business meeting.

- 2) Amendments may be proposed by the ICA membership at the annual business meeting and ratified by three-quarters of the voting members present.

At the annual business meeting conducted on February 20<sup>th</sup>, 2005, at which time this Constitution will be submitted for ratification, the proposed document may be amended by majority vote of the voting members present. In addition, to aid in the electoral process, Section one of the attached By-Laws may be enacted at the 2005 annual business meeting. For the 2005 elections, the candidate submission requirement would be waived and all officers and trustees would be elected by majority vote.

Ratified this 20<sup>th</sup> day of February, 2005, by the members of the Idaho Chess Association.

# BYLAWS OF THE IDAHO CHESS ASSOCIATION

## SECTION 1: MANNER OF ELECTIONS

Elections shall take place at the annual business meeting, which meeting shall be held on the morning of that Sunday in February which is the day before the Federal Holiday known as President's Day, which shall also be the weekend upon which the Idaho Closed Chess Championship is played. A List of Candidates shall be conspicuously posted in the room in which the tournament games are played. Near the List shall be a paper detailing the requirements to hold office.

Any person desiring to run for office shall submit his/her name for candidacy no later than 45 days before the elections. All candidates' names shall be posted on the ICA website and all current ICA members shall be notified concerning said candidates by email or postal mail no later than 30 days before the elections. All candidates' names shall be conspicuously posted in the room in which the games are played no later than the start of the second round of the tournament games on the Saturday before the annual business meeting.

At the business meeting, any member of the Idaho Chess Association, whose name was timely submitted and who is qualified to hold the office for which he/she has written his/her name, may be elected by majority vote of the voting members present at the annual business meeting.

A member of the Idaho Chess Association whose name was not timely submitted may be elected as a write-in candidate by two-thirds of the voting members present at the annual business meeting.

If more than two members run for an office and none receives a majority of the first vote, then there shall be a runoff election between the two members receiving the highest vote totals.

All voting shall be conducted by secret ballot by current ICA voting members as defined in Article II, Section 1 of the ICA Constitution, who are present at the annual business meeting. The Secretary/Treasurer shall prepare pre-printed ballots containing the list of timely candidates and lines for write-in candidates prior to the start of the annual business meeting.

## SECTION 2: CONFLICT OF INTEREST

Any elected official or trustee shall not enter into a transaction in which he/she has a conflict of interest unless he/she has obtained the prior approval of a majority of the Board of Directors.

The official/board member has a conflict of interest in a transaction if the parties to the transaction include the Idaho Chess Association and the official/board member, an entity in which the official/board member has a material interest or in which the official/board member is a director, officer or trustee, a family member of the official/board member or an entity in which a family member of the official/board member has a material interest or in which the family member of the official/board member is a director, officer or trustee.

## SECTION 3: MEMBERSHIP

The Idaho Chess Association is a member-supported organization. Any person may become a member by paying an annual membership fee, which fee shall be determined by the board of Directors. All annual memberships shall expire at the beginning of the annual business meeting, excepting that if payment is made less than one month prior to the annual business meeting, then the membership shall commence at said annual business meeting and expire at the following annual business meeting. Persons who join the Idaho Chess Association one month or more prior to the annual business meeting shall have their annual membership fee prorated accordingly. Rights and privileges of being an Idaho Chess Association member include, but are not limited to the following:

- 1) Access to the ICA's intellectual property such as tournament games, mailing lists for chess purposes, financial records, etc.
- 2) Quarterly publications.
- 3) Voting privileges in ICA elections and initiatives.

#### **SECTION 4: TEMPORARY INABILITY TO PERFORM DUTIES OF OFFICE**

If the President be absent from any meeting requiring his/her presence, then the Vice President shall preside at said meeting, but shall not by that fact alone assume the duties and powers of the President. If the President is temporarily unable to perform the duties of his/her office at any time, then the Vice President shall assume those duties and powers. If the President objects to this determination, then the President shall resume his/her duties and powers.

#### **SECTION 5: RESIGNATION**

The President, Vice President, or Secretary/Treasurer may resign from office by tendering a signed letter written for such purpose to the Board of Directors.

Any trustee may resign from office by tendering such a signed letter to the Board of Directors.

#### **SECTION 6: VACANCY OF OFFICE**

If the office of President becomes vacant, then the Vice President shall become the President.

If the office of Vice President or Secretary/Treasurer becomes vacant, then the President shall nominate a new Vice President or Secretary/Treasurer.

If a majority of the Board of Directors votes Nay on the nominee within twenty-one days of the President's presentment of the nomination to the Board, then the nominee shall not become Vice President or Secretary/Treasurer, and the President shall present a new nominee to the Board. If a majority of the Board votes Yea on the nominee, or does not vote Yea or Nay within twenty-one days of the presentment, then the nominee shall assume the office to which he/she was nominated by the President.

#### **SECTION 7: VACANCY IN THE BOARD**

A vacancy in the Board of Directors shall be filled by that person who is chosen by the majority of the remaining members of the Board of Directors. Any person so chosen shall serve in that capacity until the next annual business meeting.

If a majority of the voting members present at the next annual business meeting vote to affirm said person, then said person shall serve the remainder of the term. If a majority of the voting members present do not vote to affirm said person, then nominations shall be taken from the floor to fill the vacancy, and the person receiving the most votes shall serve the remainder of the term.

## **SECTION 8: REMOVAL FROM OFFICE OR BOARD**

The Board of Directors may remove the President, Vice President, Secretary/Treasurer, or any trustee from office, upon the vote of five of the Directors present at a meeting conducted for such purpose. In order for such a meeting to be conducted, written notice of the grounds for removal, accompanied by the handwritten signatures of at least four Directors, must be delivered to the person to be removed and all Directors not signing the notice, at least twenty-one days prior to the meeting. A vacancy in the board created in this way must be filled in accordance with Section 8.

Also, three-quarters of voting members present at any annual business meeting may remove the President, Vice President, Secretary/Treasurer, or any trustee provided that notice of the grounds for removal, accompanied by the handwritten signatures of at least five voting members, was delivered to the person to be removed at least twenty-one days prior to said annual business meeting. If a person is so removed, then the vacancy shall be filled by nominations from the floor at said annual business meeting.