

NEVADA CHESS, INC.

BYLAWS

ARTICLE 1 – NAME & FORMATION

The name of the Non-Profit Corporation shall be Nevada Chess, Inc., formed under the Non-Profit Corporation Law of Nevada.

ARTICLE 2 - PURPOSE

The purposes for which the Corporation is organized are:

1. To broaden and develop chess as art and recreation, as a significant element of culture in Nevada. The Corporation will cooperate with chess clubs, schools, and other groups and institutions throughout Nevada in teaching chess and conducting tournaments. The Corporation will be affiliated with the United States Chess Federation (USCF) and will:
 - a) Report the names of state champions to the USCF as soon as possible after they are determined.
 - b) Each year select and report the names of delegates and other voting members to USCF meetings in a timely manner.
 - c) Report changes in the state organization to the USCF, including officers' names, addresses, and phone numbers.
 - d) Provide the name, address, and phone number of someone to handle inquiries received by the USCF about chess in Nevada.
 - e) **Maintain communications with members in by means of a mailed bulletin, official website, or social media presence.**
2. To receive donations to enable the Corporation to conduct and/or sanction such tournaments or activities as the Board of Directors may determine.
3. To acquire or dispose of property of whatever kind as may be necessary and proper in the pursuit of the objectives of the Corporation.
4. To levy annual dues from the members as necessary to finance the operation of the Corporation.
5. For charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a Corporation, contributions to which are deductible under section 107(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE 3 - MEMBERSHIP

Any USCF member who is a Nevada resident with a Nevada mailing address is automatically a member of Nevada Chess. Anyone living outside of Nevada who wishes to become a member may join by paying annual dues as set by the board of directors. Any member who wishes to vote on any Nevada Chess issue or election, must meet the following requirements:

- a) Be a resident of Nevada, with a Nevada mailing address, and
- b) Be at least 18 years of age, and
- c) Be a current USCF member.

ARTICLE 4 - MEETINGS

1. The Board of Directors shall meet a minimum of two times a year. Agendas will be prepared and distributed no later than 10 days prior to each meeting. Four directors will constitute a quorum for the purpose of conducting Nevada Chess, Inc. business. For any director unable to attend a meeting in person, voting by e-mail or fax is acceptable for all issues that may come before the Board. Proxy votes are not allowed. Special Board meetings may be called by the President, or by the Board during a regular meeting, or by the request of three Directors to the President. In the last case, the President shall schedule the meeting within 10 days of receiving the third request. **Electronic meetings may be used at the discretion of the president.**
2. Annual Membership Meeting: The President shall schedule a membership meeting during the first calendar half of each year. Agendas shall be prepared and distributed no later than 28 days prior to the meeting. This meeting **may** be used to elect Nevada Chess, Inc. Directors, to vote on proposed amendments to the Bylaws, and to discuss and vote on any issues raised by members present at the meeting. Mail ballots will be accepted from members unable to attend the meeting. Proxy votes are not allowed. Special Membership meetings may be called by the President or by the Board during a regular Board meeting, or by the request of three Directors to the President. In the last case, the President shall schedule the meeting within 10 days of receiving the third request. Agendas will be prepared and distributed no later than 28 days prior to the meeting. **A quorum shall consist of at least 10 members. Electronic meetings may be used at the discretion of the Board of directors.**

ARTICLE 5 – DIRECTORS AND OFFICERS

1. The Board of Directors of the Corporation shall consist of seven Directors, four of whom shall serve as the Officers of the Corporation: President, Vice-President, Secretary, and Treasurer. Any current member of Nevada Chess, Inc. who wishes to be a candidate for office must meet the following requirements:
 - a) Be a resident of Nevada, with a Nevada mailing address, and
 - b) Be at least 18 years of age, and
 - c) Be a current USCF member in good standing.
2. The Directors shall be elected by mail ballot. The President shall appoint an election committee, which will publish **in a Bulletin** the time period during which nominations will be accepted from any member. The election committee will contact those nominated for their approval to be included on the ballot. To maximize statewide representation, the election committee will actively solicit nominations from both Northern and Southern Nevada. Vacancies on the Board shall be filled in the order of majority of votes. In the event of a tie for the last vacancy to be filled, the President shall cast the deciding vote. Directors are elected for terms of two years. To ensure continuity, the Directors' terms shall be staggered, such that three of the positions shall be open for election during even-numbered years (i.e., 2000, 2002, 2004, etc.), and the remaining positions shall be open for election during odd-numbered years (i.e., 2001, 2003, 2005, etc.).
3. The terms of newly elected Directors shall begin immediately after the annual membership meeting, with 15 days allowed for the transition of records.
4. Within 10 days after each election, the Directors shall decide by majority consent as to which Directors shall perform the duties of Officers of the Corporation: President, Vice-President, Secretary, and Treasurer.

ARTICLE 6 – DUTIES OF OFFICERS

1. President: The President shall carry out all requirements of these By-Laws, report annually to the membership on the state of the Corporation, and whenever possible call and preside at all membership and Board meetings.
2. Vice-President: The Vice-President shall assist the President and carry out all duties assigned by him. The Vice-President shall perform all the duties of President whenever the President is unable to serve.

3. Secretary: The Secretary shall keep minutes of all membership and Board meetings, act as custodian of the By-Laws and other documents to which he is entrusted and carry out such other duties as the President may assign. The Secretary shall maintain a book for the permanent recording of all minutes. The Secretary shall preside at any meeting that the President and Vice-President are unable to attend.
4. Treasurer: The Treasurer shall keep records of all funds collected and disbursed by the Corporation, prepare an annual financial report for presentation to the membership, and carry out such other duties as the President may assign. The Treasurer shall preside at any meeting that the President, Vice-President, and Secretary are unable to attend.

ARTICLE 7 – BOARD OF DIRECTORS

The Board of Directors is responsible for the execution of all Corporation business and affairs, including contracts. The President of the Corporation shall be chairman of the Board of Directors. Board decisions require the affirmative vote in person, **in electronic meeting**, or by e-mail or fax, of a majority of the Directors. Proxy votes are not allowed. Any Director may be removed from the Board provided that a minimum of five Directors affirmatively vote for such removal. Should a vacancy on the Board occur after an election, or between elections, then the President shall appoint an interim Director, with the advice and consent of the Board, to serve until the next election, when the position shall be filled for the remainder of the original term.

ARTICLE 8 – ACQUISITIONS & DISBURSEMENTS

1. The acquisition and/or disposal of property or equipment shall require the approval of a majority of the Board of Directors. The Secretary shall maintain a record of all current Corporation property and equipment.
2. All checks drawn by the Corporation shall be signed by either the Treasurer or the President. The President may authorize expenditure to meet operating expenses of the Corporation. The President may authorize all expenditures of \$200.00 or less. All expenditures over \$200.00 must be approved by a majority of the Board of Directors.

ARTICLE 9 - PROCEDURE

All membership and Board meetings shall be conducted in accordance with Robert's Rules of Order.

ARTICLE 10 - AMENDMENTS

These Bylaws may be amended by the approval of a 60% majority of the members voting on proposed amendments. The Secretary will prepare an agenda providing exact copies of the proposed changes for distribution to the membership no later than 28 days prior to the vote.

ARTICLE 11 - COMPENSATION

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered (e.g. copies, faxes, phone calls, postage, etc.) and to make payments and distributions in furtherance of the purposes set forth in these Bylaws, as approved by the President.

ARTICLE 12 - DISSOLUTION

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.