



## BYLAWS OF THE US CHESS FEDERATION

Includes amendments adopted at the 2024 Delegates' Meeting

### Article I: Name.

The name of the corporation shall be the United States Chess Federation also known as the United States of America Chess Federation, commonly known as US Chess.

### Article II: Purposes.

**Section 1.** The purpose of US Chess shall be educational and instructional, to broaden and develop chess as art and recreation, as a significant element of culture in America. US Chess shall cooperate with schools, colleges, hospitals, military bases, community centers, recreation departments, and other groups and institutions, in teaching chess, conducting tournaments, and other activities. US Chess shall disseminate information through its publications and representatives, and US Chess shall select the official USA representatives in all international chess affairs. US Chess shall encourage and support chess programs for individuals with disabilities and the participation of individuals with disabilities in chess activity, including, where feasible, the expansion of opportunities for meaningful participation by individuals with disabilities in all chess competition.

#### Section 2. US Chess is pledged:

- A. To operate exclusively for educational, recreational, and social welfare purposes;
- B. That no part of its contributions, dues, or net income shall inure to the benefit of any individual, except that trophies or prizes awarded in the course of its educational and promotional program shall not be so construed;
- C. That US Chess is not operated for profit and that neither principal nor income of any of its funds may be used in any attempt to influence legislation;
- D. To promote the study and knowledge of the scientific game of chess;
- E. To foster the development of players and to help those who seek to become masters;
- F. To encourage the formation of chess groups, clubs, and associations;
- G. To hold a tournament no less often than once every two years for the Chess Championship of the United States and to confer upon the winner of such tournament the title "United States Chess Champion"; and,
- H. To hold an open tournament every summer in the United States.

### Article III: Membership.

**Section 1.** Membership types, which shall include individual adult, young adult, youth, senior, family, and life memberships as well as other membership types that may be recommended by the Executive Director, and the dues level corresponding to each membership type, shall be as recommended by the Executive Director, and approved by the Executive Board. Any dues adjustment will be effective on or after January 1 after the preceding year's Delegates Meeting.



**Section 2. Rights and Privileges.** Each Life member shall have an opportunity to receive a monthly printed copy of *Chess Life*. Each member who provides an email address can access electronic copies of both *Chess Life* and *Chess Life for Kids* magazines. Members may purchase subscriptions to either or both magazines for a price to be no greater than 105% of printing and mailing costs. Each member shall be entitled to have his or her tournament play officially rated, to participate in the Annual Membership meeting, and to enjoy all other rights and privileges of membership in accordance with the membership terms and conditions. Members and Affiliates with mailing addresses outside the United States may be charged an additional fee to cover extra costs.

**Section 3. Revocation of Membership.** The Executive Board, subject to the provisions of Article III, Section 4, may revoke or suspend the membership of any member for good cause. The US Chess Ethics Committee may recommend suspending or revoking the membership of any person by applying the procedures established by the Board of Delegates in the US Chess Code of Ethics. The Executive Director may, on an emergency basis, suspend the membership of any person or their related affiliate who has engaged in any activity that potentially endangers the health or safety of US Chess employees, volunteers, or members. Such suspension will be in effect immediately and will be in effect for no more than 90 days. If the Executive Director suspends any membership under this provision, the Executive Director will contact the suspended person or affiliate within 72 hours to inform them of the decision. The Executive Director will also contact the Executive Board within 72 hours which will then review the suspension and follow the provisions of Article III, Section 4. The emergency suspension will stay in effect while the provisions of Article III Section 4 are being followed unless the Executive Board lifts the suspension sooner.

**Section 4. Revocation of Membership or Affiliation for Violations of US Chess Rules or Standards.** If the Executive Board proposes to affirm a recommendation of a committee (including, but not limited to, the Rules, States/Affiliates, Tournament Directors Certification, FIDE events committees) that a US Chess member's or affiliate's membership be suspended or revoked for violation of any US Chess rules or standards, the Executive Board shall, before taking such action, give the member or affiliate 30 days written notice of the proposed action. Further, if the Executive Board recommends that a US Chess member's or affiliate's membership be suspended or revoked for violation of the Safe Play Policy, the Executive Board shall, before taking such action, give the member or affiliate 30 days written notice of the proposed recommendation.

Within this 30-day period following written notice of a proposal of the Executive Board, the member or affiliate shall have the right to appeal the Executive Board's proposal. The member's or affiliate's appeal shall be in writing and shall state the reasons why the Executive Board's proposal is in error and that sanctions should not be imposed. The Executive Board shall act upon the written request and set a date to hear the member's or affiliate's appeal. The date of the hearing shall be set within 30 days following the Executive Board's receipt of a timely filed written appeal. After hearing the appeal, the Executive Board shall sustain, reduce, or remove the sanctions and notify the individual or affiliate in writing of the decision. The Executive Board's decision regarding an appeal by a member or affiliate is final and unappealable.

**Section 5. Annual Membership Meeting.** The President shall call and preside at an annual meeting of the membership, held in conjunction with the U.S. Open tournament, for the purpose of hearing reports and making suggestions to the Board of Delegates. Twenty-five members present in person shall constitute a quorum. The Secretary shall publish in *Chess Life* advance notice of the meeting. Participation and voting by members at the Annual Membership Meeting shall be limited to those

members physically present. Participation through the use of conference telephone or other communications equipment shall not be permitted.

#### **Article IV: Voting Members.**

**Section 1. Responsibility.** The Voting Members are responsible for electing the Executive Board. Information regarding nominees and voting instructions shall appear in an appropriate issue of *Chess Life* and on the US Chess website.

**Section 2. Definition.** Members with memberships of less than one year duration at their start are not eligible to become voting members. All other US Chess members are entitled to register as a voting member provided that any voting member must be age 16 or older as of June 30 of the election year.

**Section 3. Registration.** Eligible members who are not already registered as Voting Members must register with the US Chess office by June 1 to be eligible to vote in that year's regular election, except that all members who are selected as US Chess Delegates, Alternate Delegates or Executive Board members are automatically registered as Voting Members. There is no registration fee. Once registered, a member's status as a Voting Member continues as long as he or she is a member. When a membership lapses, Voting Member status ceases and the member must, after rejoining, again register by June 1 to be eligible to vote in that year's regular election.

**Section 4. Membership Requirement.** In order to vote in a regular election, registered Voting Members must be US Chess members on June 1st of the election year, for the entire day Central Time.

#### **Section 5. Special Elections.**

1. The eligibility dates for voting in the election shall be part of the call for the special election and should use cutoff dates equivalent to the above based on when the ballots are expected to be received by the voting members.
2. The registration deadline for those not already registered shall be the same as the deadline for the submission of nominating petitions.

**Section 6. Amendments to Articles of Incorporation:** In accordance with the Articles of Incorporation, the approval of the Voting Members is required to amend the Articles of Incorporation. The Board of Directors must present any such amendment for discussion at a regular or special meeting of the Board of Delegates before submitting such amendment to the Voting Members. Amendments will be approved if supported by a 2/3 majority of the Voting Members who cast a vote on the amendment in an election that is called in accordance with the election provisions in the bylaws of US Chess.

#### **Article V: Board of Delegates.**

**Section 1. Responsibility.** Pursuant to the Articles of Incorporation, the Board of Delegates shall be the legislative body of US Chess. The Board of Delegates shall be the authoritative body of US Chess to determine the policies that shall govern US Chess in all of its activities. Among other things, it shall have the authority to amend the Bylaws and US Chess Official Rules of Chess, approve the sale, exchange or other transfer of real estate owned by US Chess, approve any borrowing secured by real estate owned by

US Chess, approve the annual budget, establish, amend or revoke one or more trusts for the management of Life Member assets and appoint or remove one or more Trustees for the purpose of administering said trusts, and supervise the ethics compliance process of US Chess.

**Section 2. Number.** The Board of Delegates shall be composed of the Executive Board, the Delegates-at-Large, and 140 Delegates; each state with 30 or more members must have at least 1 Delegate; each state with 300 or more members must have at least 2 Delegates; the remaining Delegate seats shall be apportioned among the states in proportion to their resident US Chess membership as of May 31, except that no state shall have more than 10 Delegates. In addition, any Executive Board member-elect who is not already a Delegate becomes a Delegate immediately upon certification of the election result. All Delegates and Alternate Delegates are voting members. The age of Delegates-at-Large and Delegates shall conform to the specifications for voting members provided in Article IV, Section 2.

**Section 3. Alternate Delegates.** There shall be 140 Alternate Delegates, with each state having one Alternate Delegate for each Elected Delegate. All Life Voting Members under previous editions of these Bylaws shall automatically become Additional Alternate Delegates if they are not elected as Delegates.

**Section 4. Selection of Delegates and Alternate Delegates.** State Chapters shall designate the initial Delegates and Alternate Delegates for their states, as provided in Article V, Sections 2 and 3, submitting the Delegates and Alternate Delegates in ordered lists. State Chapters must designate their initial Delegates and Alternate Delegates by May 1 prior to the Annual Meeting, or as soon thereafter as feasible. The term of each Delegate shall commence on May 1 for the year for which selected and continue for one year.

**Section 5. Miscellaneous.**

- A. Vacancies.** If one or more Delegates and higher-ranked Alternate Delegates from any state are not present or are unable to attend the Annual Meeting, they can be replaced by Alternate Delegates only if the Delegates and higher-ranked Alternate Delegates resign in writing, except that for each state, if Alternate Delegates are available to attend the Annual Board of Delegates Meeting, those Delegates who have not picked up their credentials by 9:30am of the first day of the Delegates' meeting will be deemed to have resigned as Delegates and the available Alternate Delegates will become Delegates per the ordered list. If a Delegate or Alternate Delegate gives advance notice of a delay in arrival by signed fax or email or telephone call to the US Chess President or Secretary, such a Delegate or Alternate is not deemed to have resigned unless their credentials are not picked up by 2pm on the first day of the Delegates' meeting. The Delegates deemed to have resigned will only be those equal in number to the available Alternate Delegates and will start with the lowest ranked Delegate on the ordered list per Article V, Section 4.
- B. Additions to Ordered List.** The state president or senior state officer present may add names to the end of the ordered list for that state for the purpose of seating Delegates at the Annual Meeting of the Board of Delegates, providing the persons added at that time reside in the state being represented or in a state adjacent to it.

If a Delegate dies or resigns during the term of office, the vacancy shall be filled for the duration of the term of office in accordance with the ordered list. If a Delegate or Alternate Delegate moves from the state of residence, that person shall be deemed to have resigned as Delegate unless the State Chapter indicates otherwise.

Vacancies in the position of Delegate or Alternate Delegate for any state chapter, including those resulting from the promotion of an Alternate Delegate to Delegate, may be filled by the state chapter for the remainder of the term, provided that such appointments are placed at the end of the ordered list for that state chapter.

If no Delegates or Alternate Delegates are elected by a state, vacancies exist which can be filled by the State Chapter.

- C. Executive Board Members as Delegates.** Any Executive Board member who completes his or her term without re-election to the Executive Board, remains a Delegate until the conclusion of the Annual Meeting of the Board of Delegates in the year following the completion of the Board term, except that if he has Delegate status for that period under another provision of these Bylaws, this provision shall not apply. Any former Executive Board member receiving Delegate status by the provisions of the preceding sentence shall not be a Delegate on the ordered list of any state and shall not be replaced if he dies or resigns the position.
- D. US Chess Membership requirement.** Delegates and Alternate Delegates must be members in good standing throughout their terms of office with a grace period of 28 days for renewing a lapsed membership. Notwithstanding, the Delegate must be a member in good standing throughout the Delegates Meeting. A member in good standing is a member whose dues are paid and is not suspended.
- E. Current US Chess employees may not serve as Delegates.** US Chess employees are accorded the right to speak at the annual Delegates' Meeting.

**Section 6. Annual Meeting.** The President shall call and preside at an annual meeting of the Board of Delegates, held in conjunction with the U.S. Open tournament, for the purposes of hearing annual reports, installing officers, and considering other US Chess business. A quorum shall consist of one third of the whole Board of Delegates present in person. The Secretary shall publish in *Chess Life* advance notice of the meeting and shall mail to each Delegate, between thirty and forty days before the Annual Meeting, a notice of the meeting and an agenda. Only those certified as Delegates, including any Alternates who have been elevated to Delegate through the death or resignation of a Delegate, may submit motions for the advance agenda. Motions not having a Delegate present as a sponsor or co-sponsor when reached in the meeting shall be deferred to the end of the meeting. Chairs of Delegate or Executive Board appointed committees may submit motions on behalf of their committees. Sponsors are encouraged to add their rationale to Advance Delegate Motions. Participation via the use of conference telephone or other communications equipment shall not be permitted.

**Section 7. Special Delegates Meeting.**



Special Delegates Meetings can be called by the President or by more than half the members of the Executive Board. Notice of a meeting and its purposes and an agenda must be sent by mail to all delegates and alternate delegates at least 30 days before the meeting.

Additional notification may be provided by e-mail. The notice and agenda shall also be placed on the US Chess website at least 30 days in advance of the meeting. The Special Delegates Meeting has authority to act upon advance agenda items but does not have the authority to take action unrelated to the advance agenda items.

All Executive Board members shall have at least 7 days' advance notice before the notice of the meeting is sent. Items can only be placed on the advance agenda by the President or any two Executive Board members.

A quorum shall consist of one third of all Delegates and Delegates will be certified in the same manner as at the Annual Delegates Meeting.

If the meeting notice so provides, the meeting can take place by video teleconference for purposes of establishing a quorum and voting. Delegates must be present and visible on the video teleconference.

#### **Section 8. Delegates at Large.**

- A. Former Presidents.** Any former US Chess President who served at least two consecutive years as President and expresses interest in serving on the Board of Delegates may be elected as a Delegate at Large by a majority vote of the Board of Delegates via motion on the advance agenda at an Annual Meeting.
- B. Members with Distinguished Service.** Any US Chess member who rendered distinguished service to chess and demonstrates activity in US Chess governance and an interest in serving on the Board of Delegates may be elected as a Delegate at Large by a three quarters (3/4) vote of the Board of Delegates via motion on the advance agenda at two consecutive Annual Meetings. At no time shall the total number of active Delegates elected under this subsection exceed twenty (20).
- C. Term and Subsequent Election.** The term of any Delegate at Large shall commence at the Annual Meeting their Delegate at Large status is achieved and continue for three more Annual Meetings. Any Delegate at Large whose term is expiring upon the conclusion of an Annual Meeting or expired at a past Annual Meeting may be elected to a new term of four Annual Meetings by a majority vote of the Board of Delegates via motion on the advance agenda at an Annual Meeting.
- D. Additional Alternate Delegates.** Any Delegate at Large who completes a term of service but is not elected to a new term becomes an Additional Alternate Delegate. Any Additional Alternate Delegate is eligible for election to a new term as a Delegate at Large by a majority vote of the Board of Delegates via motion on the advance agenda at an Annual Meeting.
- E. Effect on Quorum.** For quorum at any Board of Delegates meeting, only Delegates at

Large present are applied to the Delegates total.

**Section 9. Additional Delegates.** The US Chess Membership Meeting may elect up to 5 Additional Delegates for a term that expires on June 1 of the following year at the start of the Membership Meeting from persons who are present and have previously served as Delegates in at least one of the last five years.

## **Article VI: Executive Board.**

**Section 1. Composition.** The Executive Board shall consist of eight members elected for staggered terms of four years. The Executive Director serves as an additional member of the Executive Board, with the right to debate and make motions, but without the right to vote. All members, with the exception of the Executive Director, shall meet the eligibility criteria of section 2 of this Article. All Executive Board members are national officers of US Chess.

**Section 2. Eligibility.** A person shall be eligible to serve, or be nominated as, a member of the Executive Board provided he or she:

- A. Is 18 years of age or older upon taking office.
- B. Holds a current US Chess membership.
- C. Submits to a background check by US Chess.
- D. Is not a full-time or part-time hourly or salaried employee of US Chess, nor a currently paid contractor or consultant working on behalf of or serving US Chess.
- E. Complies with the requirements established by the Nominating Committee.
- F. Has not served more than 11 consecutive years as a member of the Executive Board.
- G. Can serve the entire term to which he or she is nominated for without exceeding 11 consecutive years of service on the Executive Board.
- H. Does not share one or more of the following relationships with another member of or candidate for the Executive Board:
  - 1) Direct descendant or ancestor
  - 2) Spouse or partner in a civil union
  - 3) Sibling by birth, marriage, or adoption
  - 4) Adopted children or parent
  - 5) Stepchild or stepparent

**Section 3. Responsibility.** In accordance with the Articles of Incorporation, the Executive Board shall be the Board of Directors which is the administrative and managing body of US Chess and is vested with full power to conduct all business of US Chess, subject to the laws of the State of Illinois, the Articles of Incorporation, the Bylaws and the mandates of the Board of Delegates. The Executive Board's direction to the staff shall generally be given by the US Chess President.

**Section 4. Meetings.** The Executive Board shall meet at least twice per year, the day and place to be fixed by vote of that Executive Board. Special meetings, including conference telephone calls or Internet conference meetings, may be called by the President or upon the written request of any three members of the Executive Board. Reasonable efforts to notify all Executive Board members of the meeting shall be made by mail, fax, telephone, e-mail, or other means approved by the Executive Board. The Minutes of all Executive Board meetings shall be posted on the US Chess website within six weeks of each meeting. A quorum shall consist of a majority of the elected members of the Executive Board present in person or participating in a conference telephone call or



Internet conference meeting. The affirmative votes of at least three different Executive Board members will be required to approve any action, as long as there are at least four members on the Executive Board.

All open meetings of the Executive Board, including conference calls, shall be recorded in their entirety with a clear record by a means determined by the Executive Board and preserved for six years. All Executive Board members shall receive copies of any recordings of meetings within two weeks of those meetings. Any person wishing to obtain copies of recordings may do so at cost. The public portion of the permanent record will be available on the website within a month of the meeting record.

Executive Board votes may be taken by email provided at least five days are allowed for discussion. As soon as all Executive Board members vote, or the five days have passed, the Board vote is official.

### **Section 5. Nomination.**

- A.** Any person who meets the eligibility criteria in Section 2 of this Article is nominated for election to the Executive Board upon submission to the Election Committee, by December 31 immediately preceding an election, of the following:
  - 1)** A valid nominating petition containing the signatures of fifty (50) or more members who meet the requirements specified in Article IV Section 2 to be eligible to register to vote, of whom, at least fifteen (15) shall be Delegates at the time of signing the petition. The fifteen (15) Delegates must represent at least five (5) different states. A nominating petition listing more than one candidate is not valid.
  - 2)** A filing fee of \$100 made payable to US Chess.
  - 3)** A signed statement that they are running for the Executive Board and that they will serve if elected.
  - 4)** A signed form consenting to a background check to be conducted by US Chess, provided such background check has not already been conducted by a US Chess Nominating Committee.
- B.** The Election Committee shall have advertised a call for nominations in the issue of *Chess Life* published no later than November 20 of the year prior to an election year and shall publish a list of all duly-submitted nominations in the issue published not later than April 10 of an election year.
- C.** Once a candidate is nominated, the candidate may purchase email addresses and/or mailing labels of Voting Members at the same rate as affiliates. Each purchase is for one-time use and only for one email or one postal mailing per Voting Member. Emails shall be transmitted to Voting Members by the US Chess office using Blind Courtesy Copy protocols. Mailings to Voting Members through U.S. postal mail or the equivalent shall be executed only by a competent third-party professional mailing house under direct contract with US Chess. The terms of the US Chess contract with the third-party mailing house shall contain specifications to prohibit the mailing house from using the Voting Members' information for any other purpose, from sharing the Voting Members' information with other parties, and from retaining the information beyond the time required to complete the mailing process.

### **Section 6. Elections**



- A. Regular Elections.** Executive Board members shall be elected by the Voting Members. The ballot instructions shall include this information plus other election regulations. For a special election, the time and place shall be determined prior to issuing the call for the special election. Electronic voting will be used for all Executive Board elections, except for the secret ballot vote described in this paragraph. The US Chess office in consultation with the Election Committee shall establish the mechanism to conduct the secure electronic balloting, and the voting procedures shall comply with the applicable laws of US Chess' state of incorporation. The ballot shall list all duly submitted nominations. Each voting member may vote for as many persons as there are Executive Board positions to be filled. The persons receiving the largest vote totals shall be elected to the available Executive Board positions. Ties, if any, shall be broken by a secret ballot vote of the Delegates present in person at that year's Delegates meeting, taken at the time that election results are certified.
- B. Special Elections.** The Election Committee will decide the schedule for a Special Election for the Executive Board, using the deadlines and dates for a regular election as a guide for scheduling reasonable intervals for announcing the special election, calling for nominations, and establishing the date for candidate petition filings. The requirement for candidate statements and election supplements may be reduced to having this information in a single issue of *Chess Life*. The Executive Board may choose to waive any filing fees for a Special Election.
- C. Ballots** shall be authenticated by use of voting member information to be provided on the ballots. All properly authenticated ballots that have been received by the date designated for counting the ballots shall be counted.

**Section 7. Election of Executive Board Officers.** At an organizational meeting immediately following the conclusion of the Delegates' Meeting at which regularly scheduled Executive Board election results are certified, the Executive Board shall elect among itself the following officers: President, Vice President, and Vice President for Finance. The term of each officer shall be for one year, except that upon a vote of 2/3 of its membership, the Executive Board may at any time meet in person or by teleconference and elect new officers. A vacancy in the office of President shall be immediately filled by the Vice President. A vacancy in another office elected by the Executive Board shall be filled by majority vote either temporarily until the Executive Board meeting following the next Delegates' Meeting or for the full unexpired portion of the office's term as the Executive Board shall choose. The Executive Board can elect one of its members as Secretary or designate a person to fulfill the functions of Secretary.

**Section 8. Terms of Office.** The terms of the Executive Board officers shall commence at their first meeting, which shall immediately follow the Annual Meeting. No individual shall serve more than eleven consecutive years on the Executive Board. No person shall serve as US Chess President more than four consecutive years. Four Executive Board members will be elected to four-year terms in odd-numbered years.

#### **Section 9. Duties.**

- A. President.** The President shall preside at all meetings of the membership, Board of Delegates, and Executive Board; carry out all requirements of these Bylaws, represent US Chess officially on occasion, and report annually to the Board of Delegates.

- B. 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 Executive Board or the President on its behalf.
- C. Vice President for Finance.** The Vice President for Finance shall obtain records of the financial affairs of US Chess, report to the Board of Delegates, and counsel and assist the Executive Board on financial affairs. The Vice President for Finance shall review and have the right to comment on all financial reports, including all financial information presented in interim and annual reports, prior to publication and release.
- D. Members at Large.** Members-at-Large of the Executive Board shall have such other duties as are assigned by the Executive Board or by the President on behalf of the Executive Board or as prescribed by these Bylaws.

**Section 10. Vacancies.** If a vacancy occurs on the Executive Board, the Executive Board may decide to fill the vacancy by a Special Election in accordance with Art. VI, Section 6B. If three or more vacancies occur, the Executive Board will instruct the Election Committee to hold a Special Election in accordance with Section 6B.

**Section 11. Candidate statements and advertising.** Each candidate nominated for election pursuant to Section 5A is entitled to submit a 150-word statement and photograph for publication on the US Chess website, which will be referenced in the issue of Chess Life to be published no later than April 10 of the election year. Each candidate nominated for election pursuant to Section 5A is entitled to two 500-word statements published on the US Chess website on May 10 and June 10. The purchase of additional campaign space in other US Chess publications is prohibited. Any candidate for the US Chess Executive Board who is currently a party against US Chess in a lawsuit must disclose that fact in their April statement. Failure to disclose such a lawsuit would be grounds for immediate recall. The candidate will be allowed an additional 50 words in their first candidate's statement for this purpose.

#### **Section 12. Recalls.**

- A.** The Delegates may initiate a recall of an elected Executive Board member by a 2/3 majority vote of a motion on the advance agenda of an Annual or Special Delegates Meeting, by a 3/4 majority vote of a motion not on the advance agenda of an Annual Delegates Meeting, or by petitions signed by 2/3 of the Delegates in lieu of a meeting of the Board of Delegates. Each signature on a recall petition must be dated and no signature can be dated more than five months before the date that the petitions are submitted to the US Chess Secretary for validation.
- B.** Recall of an elected Executive Board member may be initiated by petitions signed by 10% of the registered voters based on the number of registered voters at the end of the most recent fiscal year, i.e., May 31. The US Chess Secretary shall have one week from the date the petition is received by the US Chess Office to determine if a recall petition is valid. A recall may not be initiated on a Board member during the last six months of that member's term of office. Once a recall motion has been passed or a recall petition certified as valid, a

recalled Executive Board member shall be given 15 days to decide whether to resign or to be the subject of a recall election. If the recalled Executive Board member resigns, the recall motion or petition becomes moot upon the resignation of the Board member.

- C. The recall motion must give the reasons for recall in a total, motion plus reason, of no more than 500 words. The motion and reasons, together with an optional statement of no more than 500 words by the Board member being recalled, shall be mailed by US Chess to all registered voters along with the recall ballot.
- D. To be affirmed, the recall shall require a 2/3 majority vote of the registered voters participating in a recall election, such election to be held under conditions similar to those for regular or special Executive Board elections. Only voters who vote for or against the recall are considered to be participating. At least 500 Voting Members must participate in the recall election in order for the results to be valid. If the Board member being recalled is serving as the US Chess Secretary, the Executive Board shall appoint another Board member to serve as the Secretary for the purposes of conducting the recall election.
- E. If the motion or petition recalling the Board member does not specify a date for the recall election voting to begin, the Executive Board shall schedule such an election to commence no more than 60 days after the recall motion is passed by the Delegates or the recall petitions are certified. The date for counting the votes in the recall election shall be no more than 35 days after the day that voting is expected to begin. Until the votes in the recall election are counted, the recalled Executive Board member retains all rights and privileges of a Board member.

Once the recall votes are counted, if the recall is affirmed the Board member is immediately removed from the Executive Board and a vacancy exists on the Executive Board.

**Section 13. Restrictions.** Elected members of the Executive Board may not serve as paid US Chess employees, paid consultants or as vendors of goods or services to US Chess during their actual tenure on the Executive Board and for a period of one year after the board service ends.

Except as noted below, this shall not affect a board member's ability to organize or direct US Chess-rated events or to serve as an officer or owner of a US Chess affiliate. Elected members of the Executive Board may not serve as the chief TD of US Chess National events during their tenure on the Board and for a period of one year after their board service ends for all national events except for the US Open. Elected members of the Executive Board may not be awarded the bid to serve as the organizer of a US Chess national event (or as an officer or owner of a US Chess affiliate serving as the organizer of a US Chess national event) during their actual tenure on the Board and for a period of one year after their board service ends unless the agreement to serve as the organizer of that national event was signed prior to that person's becoming a candidate for election to the Executive Board. State chapter and not-for-profit Affiliates with Board members who are also on their board are exempt from this restriction. In unusual circumstances, elected Executive Board members may be assigned tasks dealing with day-to-day operations of US Chess. No compensation for these tasks beyond the reimbursement of direct out-of-pocket expenses may be paid.

An Executive Board member who is a party to litigation or arbitration filed by that Executive Board member against US Chess or by US Chess against that Executive Board member, shall abstain from



voting on any action concerning the litigation or arbitration, shall have no right to be present during any portion of an Executive Board meeting in which the litigation or arbitration is discussed, and shall have no right to access attorney-client or work-product privileged information concerning or relating to that litigation or arbitration, regardless of whether the litigation or arbitration is still pending.

Unless otherwise prohibited by applicable law, each member of the Executive Board waives any right to file a lawsuit (including but not limited to a lawsuit seeking a jury trial) against US Chess, the US Chess Executive Board members or US Chess employees, and must instead submit a mandatory arbitration to be conducted by the American Arbitration Association. The arbitration award will be final and binding upon the parties to that arbitration. The location of any such arbitration shall be solely in the city in which US Chess is headquartered at the time of filing of the arbitration notice.

**Section 14. Website Access.** Executive Board members and candidates for the Executive Board are subject to the same rules, restrictions and sanctions as other US Chess members with regards to information posted by them on the US Chess website, such as in the US Chess Forums. This includes the option of temporarily or permanently banning an EB member or candidate from posting.

## **Article VII: Other Officers, Appointees, and Committees.**

**Section 1. Officers appointed by the Executive Board.** The Executive Board shall appoint an Executive Director. The Executive Board shall also give approval to the hiring of a chief financial officer (CFO) and a communications director by the Executive Director. The Executive Board can elect one of its members as Secretary or designate a person to fulfill the functions of Secretary.

- A. Secretary.** The Secretary shall review Minutes of all Executive Board meetings, Delegates' meetings, and Membership meetings. The Secretary shall post these Minutes, after Executive Board review, on the US Chess website within six weeks for each meeting. Printed copies of the Minutes of the Membership Meeting and Delegates' Meeting of the previous year, and of all Special Delegates' meetings and Executive Board meetings held thereafter, shall be available at the Delegates' meetings. The Executive Board shall determine a means of recording all meetings. The Secretary shall act as the custodian of the corporate seal, ensure that the annual report is filed with the Secretary of State of the state of Illinois, and perform such other duties as are prescribed by the Bylaws.

**Section 2. Duties of Appointees.** The duties of Officers appointed by the Executive Board, Committee Chairs, and other Executive Board appointees shall be set forth in written memoranda by the Executive Board. Copies of said memoranda shall be added to the minutes for dissemination to the Delegates.

### **Section 3. Committees.**

- A.** The Board of Delegates shall appoint the following Standing Committees:
- 1) Audit Committee.** The Audit Committee shall consist of the Vice President for Finance as a non-voting member and no more than five members elected by the Delegates from among US Chess members who are knowledgeable in accounting matters such as (but not limited to) a Certified Public Accountant (CPA), a Certified Management Accountant

(CMA), or someone who has substantial experience in the public or private sectors. No other member of the Executive Board may be a member of the Audit Committee. The committee shall choose its own chair. The duties of the committee shall be:

- a) To advise the EB on the appointment of the External Auditors, the audit fee, the provision of any non-audit services by the External Auditors and any questions of resignation or dismissal of the External Auditors.
- b) To discuss, if necessary, with the External Auditors before the audit commences the nature and scope of the audit.
- c) To discuss problems and reservations arising from interim and final audits and any questions the External Auditors may wish to discuss (in the absence of management, where necessary.)
- d) To consider and advise the EB on the establishment of the internal audit service and Head of Internal Audit, if any.
- e) To review the internal audit plan, to consider major findings of internal audit investigations and management's response and to promote coordination between the Internal and External Auditors and to advise the EB and the Delegates accordingly.
- f) To keep under review the effectiveness of internal control systems and, in particular, review the External Auditors' Management Letter, the Internal Annual Report and management responses and to advise the EB accordingly.
- g) To monitor the performance and effectiveness of external and internal audit.
- h) To consider, if necessary, the draft of the Audited Financial statements.
- i) To monitor annually or more frequently, if necessary, the implementation of approved recommendations arising from internal audit reports, external audit reports and management letters and to advise the EB accordingly.
- j) To oversee arrangements made by the Executive Board for the internal audit service and the External Auditors to examine the agency-wide financial statements.
- k) To advise the Executive Director, as requested.
- l) To report, as appropriate, to the Executive Board.
- m) To advise the Delegates as requested and to report, as appropriate, to the Delegates.

**2) Bylaws Committee.** The Bylaws Committee shall choose its own chair.

**3) Election Committee.** The Election Committee shall consist of 4 members appointed by the Delegates. Alternate members may also be appointed who would replace any member of the committee who resigns or otherwise leaves the committee. The committee is responsible for the conduct of and shall preside over Federation elections. No member of the Election Committee may be a candidate for the US Chess Executive Board during his or her service on the Election Committee. No member of the Election Committee may serve on a Nominating Committee, sign nominating petitions for any candidate for the Executive Board, campaign on behalf of any candidate, or make an endorsement for or against any candidate for the Executive Board. The Committee shall choose its own Chair.

**4) Ethics Committee.** The Ethics Committee shall choose its own chair.

- 5) Nominating Committee.** The Nominating Committee shall consist of eight members, six appointed by the Delegates and two additional members appointed by the Executive Board. The Delegate appointed members shall serve for two years. The Board appointed members shall serve until their replacements have been appointed and have taken their place. The committee shall choose its own chair.
- B.** The Delegates may appoint any other committees as needed. The Executive Board may appoint such subcommittees of the Board or committees as it deems appropriate.
  - C.** Except as provided elsewhere, in the event of a vacancy on a Delegate-appointed Committee, the committee and Executive Board may appoint a replacement. Such appointment requires a 2/3 majority of each the remaining committee members and the Executive Board.
  - D.** No individual member can chair more than one of the following at the same time: Audit Committee, Finance Committee, or the Life Member Asset Trust Board of Trustees.
  - E.** No individual other than the Vice President–Finance can serve on more than two of the following at the same time: Audit Committee, Finance Committee, or the Life Member Asset Trust Board of Trustees.

**Section 4. Counsel.** Legal Counsel shall be appointed by the Executive Board.

**Section 5. Eligibility.** None of the National Officers (including members of the Executive Board and Executive Director) shall be officers of other sports organizations recognized by the U.S. Olympic Committee as a national governing body.

## **Article VIII: Organizational Units.**

**Section 1. State Chapters.** Every state (the District of Columbia being treated as a state for all Federation purposes and Northern and Southern California being treated as separate states for all Federation purposes) shall be entitled to have an affiliate designated as the State Chapter, provided that any state having more than 5000 members may have two state chapters divided along geographical lines. Credentials of affiliates applying for designation as State Chapter for any state without a current State Chapter submitted before June 1, or for any state with a current State Chapter submitted before March 1, shall be presented by the Executive Board to the Board of Delegates with recommendations, if any, one month before the next Annual Meeting. Credentials submitted after the deadline shall be presented by the Executive Board to the Board of Delegates one month before the Annual Meeting of the following year.

**Section 2. Functions.** Each State Chapter shall guide the chess activity within the state in a manner that provides representation to all groups of chess players within its state. Each State Chapter shall nominate Delegates and Alternate Delegates as provided in Article V Section 4 of these Bylaws. Each State Chapter shall fulfill other responsibilities as the Board of Delegates may from time to time designate.

**Section 3. Affiliates.** Any organization of chess players may affiliate with US Chess upon payment of the fee of \$40 per year. Any organization of chess players who are exclusively scholastic players may

affiliate with US Chess as a Scholastic Affiliate upon payment of the fee of \$40 per year. Any organization of chess players who are incarcerated in a penal institution may affiliate with US Chess as a Prison Affiliate upon the payment of the fee of \$15 per year. Affiliation does not constitute the affiliate as an agent of US Chess for any purpose. Subject to approval by the US Chess Executive Director, affiliates may choose how they are named, with the exception that the name of the form “[State Name] Chess Association” or “[State Name] Chess Federation” is restricted only to the designated State Chapter for that particular state.

**Section 4. Rights and privileges.** Each affiliate shall:

- A. Receive a subscription to *Chess Life*.
- B. Be entitled to conduct US Chess-rated tournaments in accordance with US Chess tournament rules.
- C. Be privileged to issue US Chess memberships per Article III above, and to collect and forward to the US Chess headquarters the membership application forms and associated dues amounts due therefrom.

**Section 5. Revocation.** The Executive Board may, subject to the provisions of Article III, Section 4, revoke or suspend the affiliation of any affiliate for good cause shown.

## **Article IX: Sundry Bylaws.**

**Section 1. Authority.** These Bylaws have been adopted by the Delegates under the authority of the charter issued to the United States of America Chess Federation by the State of Illinois.

**Section 2. Amendment.** These Bylaws may be amended by a 2/3 vote of the Delegates present at an Annual or a Special Delegates’ meeting except that any proposal not specifically included in the Delegates’ advance agenda shall require a 3/4 majority vote to pass.

**Section 3. Office.** The registered office of US Chess shall be at such address in the State of Illinois as is designated by the Executive Board.

**Section 4. International Affairs.** US Chess is the official USA unit of FIDE and shall be represented officially in all FIDE affairs by a Permanent Delegate appointed by the Executive Board.

**Section 5. Publications.** *Chess Life*, a periodical, or its successor publication, is designated an official publication.

**Section 6. Fiscal period.** The Fiscal period shall be the year ended June 30.

**Section 7. Fund Depositories and Disbursements.** All funds, other than Life Member Assets, shall be deposited in one or more federally insured depositories, or other vehicles approved by the Executive Board, disbursable only by withdrawal authorized by two or more of the following: President, Vice President for Finance, Executive Director, and such senior staff as the Executive Board shall designate. The Executive Board may authorize petty cash accounts, whose amounts may



not exceed \$500.00, and disburseable only by check signed by one of the above, or any two employees approved by the Executive Board.

**Section 8. Accountants.** Early in each fiscal year the Executive Board shall engage properly qualified independent certified public accountants to audit US Chess' financial statements that are prepared in accordance with generally accepted accounting principles.

**Section 9. Encumbrance.**

- A. No asset of US Chess may be encumbered without the approval of the Executive Board or Board of Delegates, except as provided in Section 10 below, and any mortgage, loan, or borrowing agreement must be signed by at least two of the following: President, Vice President for Finance, Executive Director.
- B. Any land and/or buildings, owned by US Chess cannot be sold, encumbered, liened, or mortgaged, in any fashion, without approval by the Delegates at a regular meeting or special meeting called for that purpose, except as provided in Section 10 below.

**Section 10. Life Member Assets Management.** When a trust has been established for the management of Life Member assets, the trust can only be revoked or amended by a 2/3 vote of the Delegates present at an Annual or Special Delegates' Meeting provided that a proposal to revoke is included in the Delegates' advance agenda. Upon revocation all assets will revert to US Chess.

**Section 11.** US Chess will publish an annual report within four months of the end of the fiscal year. The report will contain, among other things, a complete presentation of the audited financial statements.

**Section 12. Indemnification of Directors and Officers.** Each member of the Board of Delegates, Executive Board, national officer (hereinafter "officer"), and employee of the corporation now or hereafter serving as such, shall be indemnified by the corporation against any and all claims and liabilities to which he or she has or shall become subject by reason of serving or having served as such delegate, director, officer, or employee or by reason of any action alleged to have been taken, omitted, or neglected by him or her as such a director, officer, or employee; and the corporation shall reimburse each such person for all legal expenses reasonably incurred by him or her in connection with any such liability, provided, however, that indemnification shall be limited to cases in which such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal act or proceeding, had no reasonable cause to believe his or her conduct was unlawful; and provided further, however, that as a member of the Board of Delegates such a person shall only be indemnified for his or her acts or omissions at an Annual or Special Meeting of the Board of Delegates and not for any local or other activities.

To the extent that a delegate, director, officer, or employee of the corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding, or in defense of any action, suit, or proceeding, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

Any indemnification against any and all claims (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the delegate, director, officer, or employee, is proper in the circumstances because he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. Such determination shall be made (A) by the Board of Delegates by a majority vote of a quorum consisting of delegates who were not parties to such action, suit, proceeding, or claim, or (B) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested delegates so directs, by independent legal counsel in a written opinion.

The right of indemnification herein above provided for shall not be exclusive of any rights to which any delegate, director, officer, or employee of the corporation may otherwise be entitled by law, and shall continue as to a person who has ceased to be a delegate, director, officer, or employee, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a delegate, director, officer, or employee, or agent of the corporation, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability under the provisions of this article.

**Section 13. Ratification of Voidable Acts.** Any transaction questioned in any suit brought by any member on the grounds of lack of authority, defective or irregular execution, adverse interest of any director, officer, employee, or member, nondisclosure, miscomputation, or the application of improper principles or practices of accounting may be ratified before or after judgment by the Board of Directors and, if so ratified, shall have the same force and effect as if the questioned transaction had been originally duly authorized, and said ratification shall be binding upon the corporation and its members and shall constitute a bar to any claim or execution of any judgment in respect of such questioned transaction.

**Section 14. Reliance on Records.** Each director, officer, Delegate, or employee shall in the performance of his or her duties be fully protected in relying in good faith upon the books of account or reports made to the corporation by any of its officials, or by an independent Certified Public Accountant, or by an appraiser selected with reasonable care by the Board of Delegates, or in relying in good faith upon other records of the corporation.

**Section 15. Parliamentary Authority.** The rules contained in the current edition of Robert's Rules of Order Newly Revised shall be used at all meetings of the membership, Board of Delegates, Executive Board, in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules which have been adopted.

**Section 16. Non-Discrimination.** US Chess shall comply with all laws that prohibit discrimination based on race, religion, sex, age, national origin, physical or mental disability, or any other characteristic protected by applicable law with respect to chess tournaments sponsored by the organization.

**Section 17. National Tournament Directors as US Chess Employees.** For purposes of the bylaws, a tournament director at a National Tournament who is not already a US Chess employee shall not be considered a US Chess employee.

**Section 18. Modification of the Official Rules of Chess.** A change of U.S. Chess Federation's Rules of Chess shall require a 2/3 majority vote of the Delegates present to pass. All rule changes must be approved at two consecutive delegates meetings. No amendments may be made at the second meeting. The one year waiting period can be overridden by an 85% vote.

**Section 19. Severability.** If a court of competent jurisdiction interprets, or an authorized legislative body enacts, laws or regulations that render invalid or unenforceable a portion of these ByLaws, the unaffected portion shall remain in full force and effect.

Revision Date: 9-12-2024

### **RECORD OF REVISIONS**

#### **2024**

- Article VII, Section 3, Subsection A1. Audit Committee's composition clarified.
- Revise Article VI of section 11 – Election statements appear on the *Chess Life* website.
- Delete Article VI, Section 2, Subsection D -write in candidates.
- Replace Article VI, Section 2, Subsection E with new language regarding the Nominating Committee's requirements.
- Amend Article IV (Voting Members) Section 2 (Definition) and Article V (Board of Delegates) Section 2 (Number).
- Delete Article III sections 1-9, then renumber current sections 10-13 as sections 2-5.
- Modify Article IV, Section 4 from May 5 to June 1.
- Resolved that Article IV, Section 3 of the Bylaws be amended from May 1 to June 1.
- Remove Article IV, Section 6 and renumber Section 7 as Section 6.
- Delete the last sentence of Article VI, Section 14.
- Remove the section of Article VI, Section 8 below the first paragraph concerning the now expired transition period for elections.
- Amend Article IX, Section 8 with clarifying Accountancy language.
- Amend Article III section 12 regarding the appeals process.
- Add to Article VII of the Bylaws - Nominating Committee's description.