CONSTITUTION AND BYLAWS
OF THE IDAHO CHESS NETWORK, INC.
(Operating as Idaho Chess Federation)

ARTICLE I: NAME AND PURPOSE

Section 1. Name. The name of the corporation is the Idaho Chess Network, Inc. (hereinafter referred to as the "Corporation"). The Corporation shall operate under the trade name Idaho Chess Federation (DBA).

Section 2. Purpose. The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Its specific purposes are: a) To promote the game of chess and intellectual development among residents of Idaho. b) To serve as the official state affiliate of the United States Chess Federation (US Chess). c) To organize, sponsor, and conduct chess tournaments, leagues, and educational programs. d) To provide resources and support for chess players, coaches, and tournament directors in Idaho.

Section 3. Non-Profit Status. 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 to pay reasonable compensation for services rendered. No substantial part of the activities shall be the carrying on of propaganda or attempting to influence legislation, and the Corporation shall not participate in any political campaign.

ARTICLE II: MEMBERSHIP

Section 1. Eligibility. Membership in the Corporation is open to all individuals who are current members of the United States Chess Federation (US Chess) and who reside in the State of Idaho. The Corporation shall not discriminate against any applicant on the basis of race, color, religion, gender, gender identity, sexual orientation, national origin, age, disability, or any other characteristic protected by law.

Section 2. Membership Categories. The Corporation may establish such categories of membership (e.g., Regular, Scholastic, Senior, Lifetime) as the Board of Directors may determine from time to time. Membership dues, if any, shall be set by the Board of Directors.

Section 3. Membership Benefits and Participation Opportunities. Members of the Corporation shall be entitled to: a) Participate in all tournaments, events, and educational programs sponsored by the Corporation. b) Receive communications and publications distributed by the Corporation, including an email newsletter and tournament calendar published on the Corporation's website. c) Attend open (public) sessions of regular Board meetings as provided in Article III, Section 7. d) Attend and participate in the Annual Community Meeting as provided in Article IX. e) Nominate candidates for the Board of Directors and Regional Trustee positions as provided in Article III, Section 8. f) Serve on standing or ad hoc committees as appointed by the Board under Article III, Section 9. g) Submit questions, suggestions, and feedback to the Board at any time through the Corporation's website suggestion form, by email to board@idahochess.net, by phone, or in person at any public session of a

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Board meeting. All submissions shall be reviewed by the Secretary and forwarded to the Board for consideration at the next regular meeting. h) Request and receive copies of the Corporation's IRS Form 990 filings, these Bylaws, and redacted minutes of public session Board meetings, consistent with the Corporation's obligations as a 501(c)(3) nonprofit organization.

Section 4. Non-Voting Membership. Members shall not have voting rights in the governance of the Corporation. All corporate voting powers shall be exercised exclusively by the Board of Directors in accordance with these Bylaws. Nothing in this Section shall limit the opportunities for membership and participation afforded to members under Section 3 of this Article.

Section 5. Suspension or Termination. The Board of Directors may suspend or terminate the membership of any member for cause, including violation of these Bylaws, the rules of US Chess, or conduct detrimental to the Corporation. A member subject to suspension or termination shall be entitled to written notice and an opportunity to be heard before the Board prior to any final action.

Section 6. Affiliate Relationship. The Corporation recognizes the United States Chess Federation as its national governing body and agrees to abide by the rules and regulations of US Chess as a State Affiliate, including the timely certification of Delegates and Alternate Delegates as provided in Article IX, Section 4.

ARTICLE III: BOARD OF DIRECTORS

Section 1. Composition. The affairs of the Corporation shall be managed by a Board of Directors consisting of at least three (3) individuals. The Board shall include the President, Treasurer, and Secretary.

Section 2. Qualifications. Directors must be at least 18 years of age and residents of the State of Idaho (or have a physical presence in Idaho).

Section 3. Powers. The Board shall have the authority to: a) Adopt and amend these Bylaws. b) Elect and remove officers. c) Approve the annual budget and financial reports. d) Enter into contracts and manage assets. e) Dissolve the Corporation in accordance with Idaho law.

Section 4. Meetings. The Board shall meet at least quarterly. Special meetings may be called by the President or any two (2) Directors. Notice of meetings shall be given at least 5 days in advance via email or other electronic means.

Section 5. Quorum. A quorum for the transaction of business shall consist of a majority of the Directors then in office.

Section 6. Vacancies. Vacancies on the Board may be filled by a majority vote of the remaining Directors.

Section 7. Board Meetings — Public and Executive Sessions. Regular meetings of the Board of Directors shall be held at least quarterly, with the goal of meeting monthly when practicable. Each

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regular meeting shall be structured with two segments: a) Public Session: Covers tournament calendars, community feedback, general announcements, and volunteer opportunities. Any member of the Corporation may attend and may speak during a designated comment period. Meeting schedules shall be published on the Corporation's website and via its email newsletter. Agendas shall clearly indicate which items fall under Public Session. b) Executive Session: Follows immediately after the Public Session and covers budget deliberations, personnel matters, contract negotiations, strategic planning, disciplinary actions, litigation, and other sensitive matters. Non-board attendees shall depart after the Public Session concludes. Special meetings of the Board may be called by the President or any two (2) Directors as provided in Section 4. Special meetings need not include a Public Session.

Section 8. Nominations and Board Vacancies. a) Member Nominations. Members of the Corporation may nominate candidates for the Board of Directors by submitting nominations in writing to the Secretary at least fifteen (15) days prior to the Annual Community Meeting. The Board shall consider all nominations received. b) Vacancy Recruitment. When vacancies on the Board arise, the Board shall publicly announce openings on the Corporation's website and email newsletter. Any member of the Corporation residing in Idaho who meets the qualification requirements under Section 2 of this Article may apply or nominate another member. The sitting Board shall review all applications and appoint qualified candidates by majority vote of the remaining Directors. c) Officer Elections. The Board shall elect officers (President, Treasurer, Secretary) annually from among its Directors at the first Board meeting following the Annual Community Meeting. Officers serve two-year terms and may be re-elected.

Section 9. Regional Trustees. The Board may appoint Regional Trustees to ensure geographic representation across Idaho. Regional Trustee positions may include, but are not limited to, Northern, Southern, Eastern, and Western representatives. Regional Trustees are operational appointments made by the Board under its general authority and do not alter the minimum Director composition set forth in Section 1 of this Article. The Board shall actively recruit candidates for unfilled regional seats and encourages qualified Idaho US Chess members to apply through the Corporation's website.

Section 10. Committees. The Board may establish standing or ad hoc committees, including but not limited to Tournament Operations, Scholastic Development, and Fundraising. Committee participation shall be open to members of the Corporation and shall serve as a direct pipeline for Board consideration of future vacancies. The Board shall appoint committee chairs from among its Directors or qualified members.

ARTICLE IV: OFFICERS

Section 1. Election. The Board of Directors shall elect the following officers annually at the first meeting following the Annual Community Meeting (or at the Organizational Meeting for the first year).

Section 2. Duties. President: Shall preside at all meetings of the Board and the Corporation; act as the chief executive officer; sign all contracts and documents; and serve as the primary liaison with US Chess.
Treasurer: Shall keep accurate books of account; deposit all funds in the name of the Corporation; prepare annual financial reports; and oversee tax filings.

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Secretary: Shall keep the minutes of all meetings; maintain the corporate records and seal; and issue notices of meetings.
Section 3. Term of Office. Officers shall serve for a term of two (2) years and may be re-elected.

Section 4. Removal. Any officer may be removed by a majority vote of the Board of Directors at any regular or special meeting.

ARTICLE V: CONFLICT OF INTEREST

Section 1. Policy. The Corporation shall have a written Conflict of Interest Policy. Any Director or Officer who has a financial interest in a transaction involving the Corporation must disclose said interest and recuse themselves from voting on the matter.

Section 2. Annual Certification. Directors and Officers shall sign an annual certification acknowledging their understanding of this policy.

ARTICLE VI: FINANCIAL MATTERS

Section 1. Fiscal Year. The fiscal year of the Corporation shall begin on January 1 and end on December 31.

Section 2. Checks and Funds. All funds shall be deposited in the name of the Corporation. Checks, drafts, or orders for the payment of money shall be signed by the Treasurer and countersigned by the President or any other Director designated by the Board.

Section 3. Audits. The financial records of the Corporation shall be reviewed annually by an independent accountant or a committee of the Board not including the Treasurer.

ARTICLE VII: ANNUAL COMMUNITY MEETING AND DELEGATES

Section 1. Annual Community Meeting. The Corporation shall hold an Annual Community Meeting each year, following the completion of each fiscal year (typically in the month of January), at a time and place determined by the Board of Directors. Notice of the Annual Community Meeting shall be given to all members at least thirty (30) days in advance through the Corporation's website and email newsletter.

Section 2. Purpose. The Annual Community Meeting shall include, but not be limited to: a) A report from the President on the state of the Corporation and chess in Idaho. b) A review of the previous year's tournament results, activities, and organizational accomplishments. c) A financial report presented by the Treasurer, consistent with the annual review requirements under Article VI, Section 3. d) Reports

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from committee chairs (once established) on volunteer opportunities and ongoing initiatives. e) An opportunity for members to ask questions directly to any officer or Director. f) Solicitation of community input on tournament calendar planning, venue selection, program priorities, and strategic direction for the coming year. g) Receipt of written proposals from members for Board consideration in the coming year. All proposals shall be formally tracked and responded to in writing.

Section 3. Member Participation. All members shall be entitled to attend and participate in the Annual Community Meeting. While members shall not cast formal votes on corporate matters, the Board shall treat community input gathered at the Annual Community Meeting as a primary input to strategic planning for the following year.

Section 4. US Chess Delegates. a) Selection. The Board of Directors shall select two (2) individuals to serve as official Delegates to the US Chess Federation Annual Meeting. Delegates shall be certified in writing to the USCF Secretary by the authorized date (November 1st) as required by US Chess. The Board shall report how Delegates were selected (i.e., appointed or elected). b) Qualifications. Delegates must be current members of both the Idaho Chess Network, Inc. and the United States Chess Federation. c) Term. Delegates shall serve for a term of one (1) year or until their successors are appointed. d) Responsibilities. Delegates shall report back to the Board on all matters discussed at the US Chess Annual Meeting and shall vote on behalf of the Corporation in accordance with Board directives.

Section 5. National Invitational Tournament Representation. a) Primary Representative. The representative for each National Invitational Tournament category shall be the winner (1st place finisher) of the corresponding Idaho Chess Federation state-level qualifying tournament. b) Succession Protocol. If the Primary Representative is unable to attend, participation shall be extended in the following order: (1) First Alternate — the 2nd place finisher; (2) Second Alternate — the 3rd place finisher. c) Board Discretion. If neither the 1st, 2nd, nor 3rd place finishers are able to attend, the Board of Directors shall have the authority to select an alternate representative based on criteria deemed appropriate (e.g., next highest rating, age eligibility, or other factors) to ensure the state's slot is filled. d) Play-offs. In the event of a tie for 1st, 2nd, or 3rd place, the Tournament Director shall conduct a play-off in accordance with US Chess rules to determine the official ranking for succession purposes. e) Support. The Corporation may establish a fund or budget allocation to assist selected representatives with travel and registration costs, subject to available funds and Board approval.

ARTICLE VIII: DISSOLUTION

Section 1. Dissolution. Upon the dissolution of the Corporation, all assets remaining after payment of debts and liabilities shall be distributed to a nonprofit organization described in Section 501(c)(3) of the Internal Revenue Code, or to the United States Chess Federation, or to the State of Idaho for public purposes. No assets shall be distributed to any Director, Officer, or private individual.

ARTICLE IX: AMENDMENTS

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Section 1. Procedure. These Bylaws may be amended, altered, or repealed by a two-thirds (2/3) vote of the Board of Directors at any regular or special meeting, provided that notice of the proposed amendment has been given to all Directors at least 10 days prior to the meeting.

Adopted: May 08, 2026 Amended: July 30, 2026

Idaho Chess Network, Inc. Operating as Idaho Chess Federation Contact: board@idahochess.net | (208) 409-8457

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