Constitution and Bylaws of the

Idaho Chess Association, Limited

(doing business as: 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 USChess. Its particular affiliate member status with the USChess 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 USChess to all persons interested in the game.

Through USChess, the Idaho Chess Association has the authority and duty to hold USChess 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 State Chess Championship[1], which titles Idaho's best chess players annually, as well as the Idaho Scholastic State Chess Championship, which titles Idaho's best scholastic chess players annually. Though not required by the USChess, the Idaho Chess Association will hold for the public an Idaho Open Chess Championship in addition to the previously mentioned tournaments.

[1] **Amended 2025-2.** The Idaho Closed Championship is renamed and shall be referred to as *Idaho State Chess Championship*.

Article I: Board of Directors

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 at least three Officers, up to four Trustees, and not more than ten Officers and 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 may include a President, a Vice President, a Secretary, and a Treasurer. The trustee positions may consist of up to four trustees with designated responsibilities as follows (see Appendix 1 for map of regions):

- North Region Trustee
- East Region Trustee
- West Region Trustee
- South Central Region Trustee

The Officers and Trustees named above 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.

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/Amendment by the following process:
    1. By majority vote of the Board of Directors, the Board may propose a Bylaw/Amendment. If the President expresses his/her written consent then the proposed Bylaw/Amendment shall become a Bylaw or Amendment.
    2. If the President does not express consent or objection within twenty-one days of the presentment, then the proposed Bylaw/Amendment shall become a Bylaw or Amendment.
    3. If the President expresses a written objection within twenty-one days of the presentment, then the proposed Bylaw/Amendment shall not become a Bylaw/Amendment 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.

Section 1: President

The 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 be responsible to ensure the general welfare and financial health of the ICA. The President shall supervise and control all of the assets, business, and affairs of the Corporation, and sign contracts and other instruments necessary for functioning of the organization. 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 status as the State Affiliate for the USChess and to ensure the continued pursuit of the Idaho Chess Association charter and its requirements.
- The President may appoint up to two members-at-large to assist with Board of Director obligations. Appointments are for two years beginning on affirmation. **(Amendment 2026-1)**
- 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, Historian, Social Media Coordinator, Education Coordinator, Website Coordinator, Regional Representatives, etc.
- Organize and direct, or appoint others to organize and direct, tournaments required by the Idaho Chess Association 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 State Chess Championship, the Idaho Scholastic State Chess Championship, and the Idaho Open Chess Championship once each calendar year.

2. Will ensure that the Idaho State Chess Championship takes place. The winner of which shall be recognized as the Idaho State Chess Champion for the year in which the tournament was held.
3. Shall ensure the Idaho Scholastic State 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 State Chess Champion and Idaho Open Chess Champion, respectively.
4. May also award other titles based on tournament results.
5. Shall ensure all Tournament Directors directing ICA events that are USChess rated events shall be United States Chess federation certified tournament directors and shall receive compensation in accordance with nationally accepted practices as suggested by USChess guidelines.

- Shall authorize the publication of information about the ICA in the official publication of the Idaho Chess Association, which shall serve to disseminate information about the ICA to its members. It shall be updated as often as monthly and should include a financial statement at least annually, or as directed by the President.
- 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/Amendment proposed by the Board of Directors in accordance with Article IV.
- 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 require a single signature by any current officer of the ICA. For purposes of this section, purchases/expenditures by way of an ICA check/debit card shall be treated as a check.

- May not receive compensation for the performance of his/her duties of office.

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 require a single signature by any current officer of the ICA. For purposes of this section, purchases/expenditures by way of an ICA check/debit card shall be treated as a check.
- Participate in ICA issues at large.
- 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

The Secretary 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 require a single signature by any current officer of the ICA. For purposes of this section, purchases/expenditures by way of an ICA check/debit card shall be treated as a check.
- Attend all meetings requiring his/her presence as well as sending out official meeting announcements no later than thirty days before the meeting.
- Participate in ICA issues at large.
- 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 determines the starting date for said membership in accordance with Section 3 of the ICA Bylaws.
- May not receive compensation for the performance of his/her duties of office.

Section 4: Treasurer

The 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 require a single signature by any current officer of the ICA. For purposes of this section, purchases/expenditures by way of an ICA check/debit card shall be treated as a check.
- Attend all meetings requiring his/her presence.
- Speak courteously and professionally to the public on behalf of the ICA and its members.
- Keep a donor list, exact date, amount of donation. Submit Substantiation Letter.
- Keep financial records and create financial reports as needed and requested.
- May not receive compensation for the performance of his/her duties of office.

Section 5: Regional Trustees

The Trustees are elected officials 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:

- Attend all meetings requiring his/her presence.
- Speak courteously and professionally to the public on behalf of the ICA and its members.
- Participate in ICA issues at large.

- Conduct and organize a Regional Scholastic Tournament and an Open tournament in their region under the supervision of the President.
- Conduct tournaments and offer events that further the promotion of chess in their region.
- Appoint regional committees or individuals to help Trustees conduct ICA business in their region.
- Inform persons and members in their regions of ICA news and events.
- May not receive compensation for the performance of his/her duties of office.

Section 6: Quorum and Actions

One third of the number of Directors shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present, a majority of the Directors may adjourn the meeting and set a date and time for the meeting to reconvene without further notice.

Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent/email setting forth the action so taken is approved by a majority of the Directors. Any such actions shall be inserted into a minutes document as if it were the minutes of a Board meeting.

Article II: Elections and Appointments

The Idaho Chess Association shall hold an annual business meeting, which shall be held at such time as the Board of Directors determine. **(Amended 2025-3)**

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). USChess 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 States Chess Federation,
- are residents of the state of Idaho,
- are present at the annual business meeting.

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 on the last day of the month one year from the date the membership was paid.

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) The Official ICA publications.
3) Voting privileges in ICA elections and initiatives.
4) Access to the ICA's online newsletter/blog.

The Idaho Chess Association recognizes the importance of our seniors and their contributions to society and chess. Therefore, the Idaho Chess Association amends the constitution to provide free regular membership in the ICA and also free registration to all chess tournaments for players aged 65 years or older (**Amended 2023-2**).

Section 2: Election of Officers

The President, Vice President, Secretary, and 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, Secretary, and Treasurer shall commence immediately upon election completion and will expire two years later **(Amended 2025-4).**

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, or Treasurer.

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 (see Appendix 1):

1. The North Region: Silver Valley, Palouse.
2. The West Region: Treasure Valley
3. The South Central Region: Sun Valley, Magic Valley, Mini-Cassia
4. The East Region: Pocatello, Idaho Falls, Upper Valley

To be eligible to serve as Secretary or 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, Secretary, or Treasurer.

Section 3: Election of Trustees

The trustee positions shall consist of up to four trustees who shall serve two-year terms. If a Trustee is serving as an Officer, they may have only one vote for Board of Director decisions. The manner of elections shall occur in accordance with Section 1 of the Bylaws of the Idaho Chess Association.

Each trustee position shall be open for election at every second annual business meeting on even-numbered years, and the term of office shall commence immediately upon election completion and will expire two years later. **(Amended 2025-6)**.

To be eligible to serve as Trustee a person must meet the following requirements **(Amended 2025-5)**:

- 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, Secretary, or Treasurer, and
- Reside in the region they are representing.

Section 4: Manner of Elections

Elections shall take place at the annual business meeting during the Idaho State Championship, or at such other time as determined by the Board of Directors **(Amended 2025-7)**. 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 a 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 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 5: 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. If a majority of the Board of Directors determines "Conflict of Interest," the named Director may be removed if unable/unwilling to comply with cease and desist requests. **(Amendment 2026-2)**

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 6: Temporary Inability to Perform Duties of Office

If the President is 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 7: Resignation

The President, Vice President, Secretary, or 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.

For purposes of this section, a valid email tendering resignation from the Officer or Trustee shall be treated the same as a signed letter.

Section 8: Vacancy of Office or Board Member

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

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

If a majority of the Board of Directors votes “Nay” on the nominee within twenty-one days of the President’s presentation of the nomination to the Board, then the nominee shall not become Vice President, Secretary, Treasurer, or Trustee 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 presentment, then the nominee shall assume the office to which he/she was nominated by the President. Any person so chosen shall serve in that capacity until the next annual business meeting. Positions may remain vacant until a suitable candidate is determined by a majority of the Board of Directors.

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.

Vacancies may be filled by interested parties that are not necessarily eligible for the position, if a majority of the Board of Directors accepts the candidate (see Article II, Section 2).

Section 9: Removal from Office or Board

The Board of Directors may remove the President, Vice President, Secretary, or 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 priorto the meeting. A vacancy in the board created in this way must be filled in accordanc e with Section 8.

A member of the Board of Directors is allowed to miss two BOD meetings. If a Director misses more than two meetings within a year, they may be removed from the Board of Directors position by a majority vote of BOD. **(Amendment 2026-3).**

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.

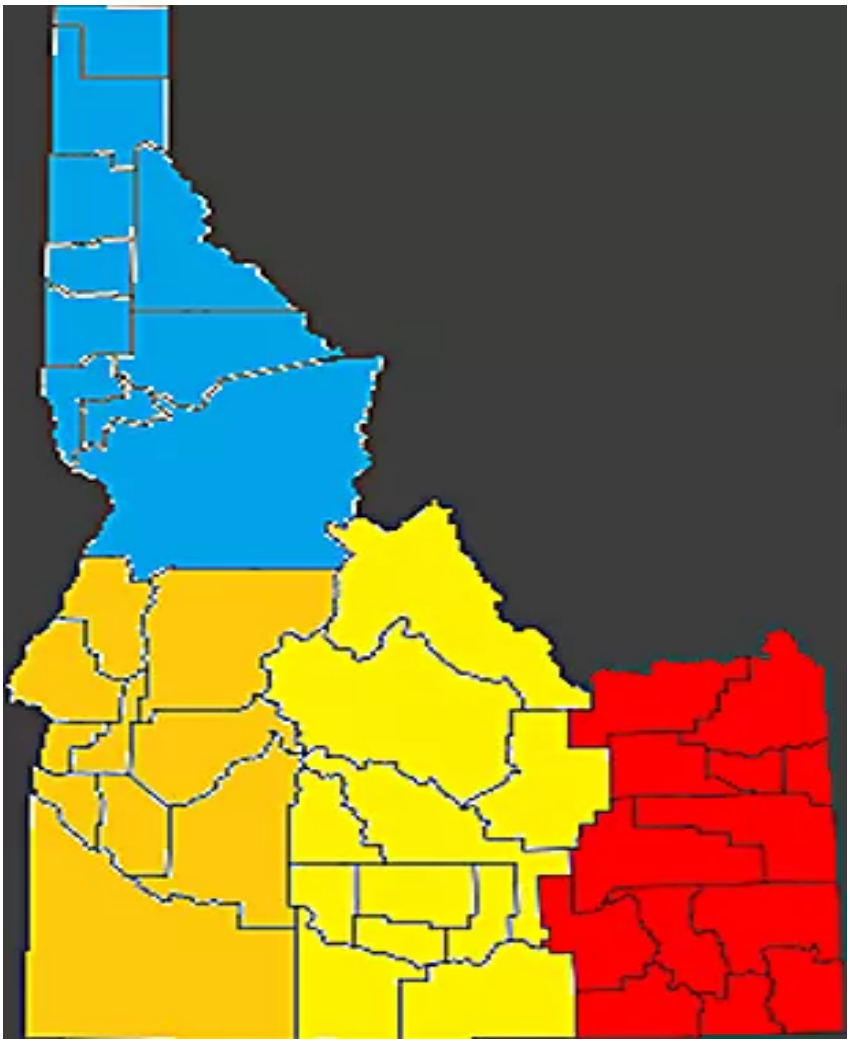
Article III: Legal Status

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 emailed 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: 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 either email or mail, or 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.
3) Board approval process, see Article I.

Ratified this 20th day of February, 2005, by the members of the Idaho Chess Association. Amended 2009, 2017, 2018, 2019, 2023, and 2025.

Appendix 1