MINUTES OF THE BOARD MEETING

IDAHO CHESS ASSOCIATION (ICA) (A Non-Profit Corporation in the Process of Dissolution)

Date: May 12, 2026 **Time:** 7pm Mountain Time **Location:** Virtual

Present:

•Jeff Price, President
•Brian Lange, Trustee
•Caleb Courtney, Trustee
• **Absent:**
•Jerek Flora, Trustee

1. Call to Order & Board Composition

The meeting was called to order by Jeff Price President, at 7:15pm.

Background: The Board acknowledged that the previous Board of Directors resigned at the end of March 2026. In their final act, the former Board elected the current members (President and three Trustees) to serve as the ICA's Board of Directors.

2. Purpose of Meeting

The purpose of this meeting is to:

1.Formally declare the intent to dissolve the Idaho Chess Association.
2.Establish the timeline for cessation of operations.
3.Authorize the loan of assets to the successor organization, Idaho Chess Network, Inc.
4.Address outstanding financial obligations.

3. Resolution: Intent to Dissolve

Motion: A motion was made by Brian Lange and seconded by Caleb Courtney to formally declare the intent to dissolve the Idaho Chess Association. **Discussion:** The Board acknowledged that the Idaho Chess Association has served the state well, but to better align with US Chess Federation requirements and modernize operations, the organization will be succeeded by the **Idaho Chess Network, Inc.** (dba Idaho Chess Federation). **Action:** The motion carried **Unanimously** .

4. Resolution: Cessation of Operations Timeline

Motion: A motion was made by Caleb Courtney and seconded by Brian Lange to establish the following timeline for the cessation of ICA operations:

•**Final Event:** The **Idaho Senior State Tournament** will be held on **May 16, 2026**.
•**Final Administrative Action:** The submission of all Invitational Invitees to the US Chess Federation will be completed on **May 18, 2026**.
•**Effective Date of Cessation: May 18, 2026**, immediately following the submission of invitees.
•**Post-Effective Date Restrictions:** No new memberships will be accepted. No new tournaments will be sanctioned or hosted under the ICA banner.
•**Remaining Duties:** The ICA will focus exclusively on settling outstanding financial obligations, closing bank accounts, and finalizing the transfer of assets.
•**Final Dissolution Filing:** The Board targets the formal filing of **Articles of Dissolution** with the Idaho Secretary of State in the **second or third week of August 2026**, pending the successful transfer of all assets and the finalization of the Idaho Chess Network's 501(c)(3) status. **Action:** The motion carried **Unanimously**.

5. Resolution: Loan of Assets to Successor Organization

Motion: A motion was made by Caleb Courtney and seconded by Brian Lange to authorize the **loan** of ICA-owned chess equipment (includig but not limited to 50 boards, 50 clocks, 50 sets, 1 Printer and vairous items necessary to assist in running a tournament) to the **Idaho Chess Network, Inc.** effective immediately.

Terms of Loan:

- The equipment shall be used by the Idaho Chess Network for the purpose of continuing the state's chess activities.
- Legal title to the equipment remains with the Idaho Chess Association until the final dissolution is complete.
- Upon the formal dissolution of the ICA, the Board intends to transfer full ownership of all assets to the Idaho Chess Network, Inc., subject to the approval of the Idaho Secretary of State and the IRS.
- The President is authorized to sign a simple **Asset Loan Agreement** to document this transfer. **Action:** The motion carried **Unanimously**.

6. Resolution: Financial Obligations

Motion: A motion was made by Brian Lange and seconded by Caleb Courtney to direct the Treasurer (or designated officer) to:

•Pay all outstanding invoices and debts of the ICA prior to May 18, 2026.
•Ensure all US Chess membership fees and tournament reports are up to date through the Senior Tournament.

•Prepare a final financial statement for the Board review prior to dissolution. **Action:** The motion carried **Unanimously** .

7. Appointment of Dissolution Committee

Motion: A motion was made by Caleb Courtney and seconded by Brian Lange to appoint Jeffrey M Price (President) and Brian Lange as the **Dissolution Committee** responsible for overseeing the final steps of the dissolution process, including the filing of Articles of Dissolution and the final asset transfer. **Action:** The motion carried **Unanimously**

8. Adjournment

There being no further business, the meeting was adjourned at 7:35pm.

Signed:

Jeffrey M Price, President

Brian Lange, Trustee

Caleb Courtney, Trustee

Jerek , Trustee - Absent