CONSTITUTION AND BYLAWS

OF THE IDAHO CHESS NETWORK, INC.

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. No Voting Members. The Corporation shall have **no voting members**. All powers of the Corporation shall be exercised by its Board of Directors.

Section 2. 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.

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.

ARTICLE IV: OFFICERS

Section 1. Election. The Board of Directors shall elect the following officers annually at the first meeting following the annual 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.
- **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: AMENDMENTS

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.

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.