

January 25, 2022

Dear US Chess Delegate:

By now you have heard that the US Chess Executive Board (EB) has announced its intention to move the US Chess headquarters from Crossville, Tennessee to the St. Louis, Missouri metropolitan area. If you missed the announcement, you can find the text of it in the information packet sent with this letter. A specific date for the move has not been set, but we expect to complete it this year.

As you will recall, US Chess relocated to Crossville in 2003 at a time when the organization faced many challenges. The City of Crossville offered an attractive package for US Chess, donating land for a new building to be constructed. Crossville has been our home since 2005 and during this time, US Chess has evolved significantly. That evolution has created new demands on the organization for specialized skills not widely available in the Crossville labor market. The US Chess staff located in Crossville now numbers just three people.

In Article V, Section 7, the US Chess Bylaws provide the President or at least half of the members of the EB with the authority to call a Special Delegates Meeting. In a vote of 8-0 on January 11, 2022, the EB decided to convene a Special Delegates Meeting on March 23, 2022 at 8:30 pm ET for the singular purpose of authorizing US Chess to sell its headquarters building in Crossville, Tennessee.

The shared governance structure between the Delegates and the EB is complementary for decisions of consequence. Delegates have the duty to vote on the sale of the soon-vacant building and property. Executive Board leadership recommends the sale of the building and property. The Life Member Asset Trust, whose Trustees are appointed by US Chess Delegates, is the record title holder and US Chess beneficial owner. If the Delegates authorize the sale, the funds endow future reimbursement of Life Member services.

Here is the relevant language from the Section 9B of the US Chess Bylaws regarding the Delegates' authority for approving the sale of the building (underlining added):

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.

The Special Delegates Meeting will be held online using Zoom on March 23, 2022. The online meeting will begin at 8:30 pm Eastern/5:30 Pacific. With a single topic agenda, we expect the meeting to last no longer than two (2) hours. We will use Zoom's native voting capability to record any votes. A participation link for Delegates will

be sent the day of the meeting, though registration for the meeting will open in early March.

Members comprising State Chapter delegations that have not been updated from the 2021 Delegates Meeting continue to serve as Delegates until replaced by actions of the State Chapter. In other words, if one or more of a State Chapter's 2021 Delegates are not able to attend the Special Delegates Meeting and the chapter decides to replace that person, then the current Delegate(s) must resign in order to be replaced by the State Chapter. **We request all State Chapters provide an updated list of Delegates to governance@uschess.org by March 1, 2022, or to confirm by the same date that there are no changes to your 2021 list.**

We have included in this mailing the following important items for your review:

- Agenda for the Special Delegates Meeting
- Text Announcement of Executive Board Vote to Move US Chess Headquarters
- Robert's Rules of Order for an Electronic Meeting as approved by the Delegates in 2020
- Conflict of Interest Form

In preparation for the Special Delegates Meeting, the EB will offer two (2) townhall meetings to answer your questions about the draft motion and to test your ability to connect and vote. The dates for the townhalls are March 12 and 21, 2022 (time to be announced).

We will record both townhall sessions and make them available to Delegates who are unable to attend either live session. Delegates are welcome to attend one or both sessions. The US Chess office will invite all Delegates to register for the townhalls at least one week before each townhall meeting.

In order to uphold the integrity of Delegate representation, the EB has established the following requirements for participation in the Online Special Delegates Meeting:

- You can participate from any location convenient for you, provided that you have adequate internet access (or a stable mobile data connection) to participate.
- You must have an active video camera (your built-in camera on your laptop/tablet is sufficient). While a smart phone is usable for participating in Zoom, several of the features are more difficult to use and as such, we highly recommend you use a tablet, laptop computer, or a desktop computer with webcam.
- Delegates who reside in the same household must each have their own Zoom registration. While it is possible to share a screen, only one person would be able to vote under that condition. We strongly recommend each Delegate register separately to ensure full representation at the Special Delegates Meeting.

US Chess requests that Delegates complete the Conflict of Interest form no later than March 15, 2022. The form can be completed online (<https://bit.ly/3rLI28r>) or by completing the attached, scanning it and submitting to governance@uschess.org. Please watch for emails from the US Chess office for information related to the townhall meetings. They will be providing reminders and other valuable information.

Sincerely,



Michael Hoffpauir
President (for the Executive Board)