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Special Meeting
US Chess Board of Delegates
March 23, 2022, 8:30 pm ET/5:30 pm PT
Via Zoom

1. Call to Order and President's Introductory Comments
2. Establish Quorum
3. Disclosure of Conflicts of Interest Related to the Sale of the US Chess Headquarters Building
4. Appoint Parliamentarian

Motion: The Executive Board moves to nominate Andrew Rea (FL) as Parliamentarian.

5. Selling the US Chess Headquarters Building in Crossville, Tennessee

Motion: The Board of Delegates moves to authorize the sale of the US Chess headquarters building located at 137 O'Brien Drive, Crossville, Tennessee 38555.

- a. Discussion
 - b. Vote on Motion
6. Adjourn

US Chess Executive Board Votes to Move Organization's Headquarters

In an unanimous 8-0 vote, the US Chess Federation's Executive Board has elected to move the US Chess headquarters from Crossville, Tennessee to the St. Louis, Missouri metropolitan area in 2022. This was a two-part process that carefully considered the following questions:

- Should US Chess maintain its headquarters in Crossville, Tennessee?
- If not, where should US Chess locate its headquarters?

US Chess Vice President Randy Bauer observes, "I served on the Executive Board in 2003 when the decision was made to move to Crossville from New Windsor, New York. US Chess was a fundamentally different organization in 2003 and Crossville met our needs. In the almost two decades since, US Chess has evolved substantially and consequently so have its business needs."

A prime example of this transformation is the challenge US Chess has faced in staffing its Crossville headquarters. With a 2021 population of just over 12,000 people, Crossville is best known for its golfing, outdoor activities, and as a retirement community. With its broader mission resulting from a change in 2014 to a 501(c)(3) charitable organization, US Chess now requires different specialized talents to support its operations—skillsets that have proven difficult to find in Crossville. Presently, only three of US Chess' 18-member staff are located in Crossville. While US Chess has successfully integrated a telecommuting staff, we prefer that certain positions be located in our headquarters building. In recent years, we rarely receive applications from qualified candidates in the greater Crossville area for these types of positions.

In considering where to locate its headquarters, the Executive Board also keyed in on several attributes that would benefit the organization and its mission:

- Affordable cost of living
- Central U.S. locations
- Superior transportation access
- Large and diverse population from which to draw a skilled staff
- Chess culture

Taken together with the synergy of St. Louis as the chess capital of the United States, Missouri's second-largest city became the obvious choice.

Adds Mike Hoffpauir, US Chess President, "The US Chess mission – *to empower people, enrich lives and enhance communities through chess* – sets us on an exciting course to grow both competitive chess and the culture of chess in the United States. With the world-class chess activities in St. Louis, including the Saint Louis Chess Club's decade-long string of hosting U.S. Championship events, we are excited about being positioned to better deliver on our nonprofit mission with this move."

US Chess is forever grateful for the support provided by the City of Crossville, the Crossville community, Crossville businesses, and the State of Tennessee over the past 18 years. They will always be acknowledged as a valued part of our organization's history and embraced as dear friends of chess.

FAQs

- What other locations were considered by the Executive Board?
 - A: The US Chess Executive Board discussed other locations when considering this move including: Atlanta, Chicago, Dallas, Nashville and St. Louis. For the reasons noted in the announcement, St. Louis was the unanimous choice.
- Q: Then why can't we stay in Crossville if we're already utilizing telecommuters?
 - A: US Chess will continue to use a hybrid staffing model for roles that are well-suited for this modality. The comparatively small labor pool in Crossville has limited the recruitment of more specialized skills, including some roles that are better suited for in-office service.
- Where in St. Louis will the new headquarters be located?
 - A: US Chess has not selected a specific physical location at this time.
- What will happen to the US Chess staff who work in Crossville?
 - A: US Chess' practice is to offer telecommuting options for staff whose positions are well-suited for that model.
- What inducements are being offered to US Chess to move?
 - A: The US Chess Executive Board made its decision independently from outside influence and incentives. There were no inducements offered to US Chess to make this move.
- What will happen to the building owned by US Chess?
 - A: The building is owned by US Chess and is part of the Life Member Asset Trust. Should it be deemed the best course of action, a vote of the delegates would be required to sell the building. The sale of the building would result in funds returning to US Chess via the Life Member Asset Trust.

January 5, 2022

Rules of Order for the 2020 Special Delegates' Meeting

1. **Login information.** The Secretary or his appointee shall send by e-mail to every Delegate registered for the meeting, at least six hours before each meeting, the URL and codes necessary to connect to the Internet meeting service. The Secretary shall also include a copy of, or a link to, these rules.
2. **Login time.** The Secretary or his appointee shall schedule Internet meeting service availability to begin at least 30 minutes before the start of each meeting.
3. **Signing in and out.** Members shall identify themselves as required to sign in to the Internet meeting service, and shall maintain Internet, audio, and video access throughout the meeting whenever present, but shall sign out upon any departure before adjournment.
4. **Quorum calls.** The presence of a quorum shall be established by the President at the beginning of the meeting. Thereafter, the continued presence of a quorum shall be determined by the online list of participating members, unless any member demands a quorum count by audible roll call. Such a demand may be made following any vote for which the announced totals add to less than a quorum.
5. **Technical requirements and malfunctions.** Each member is responsible for his or her audio, video, and Internet connections; no action shall be invalidated on the grounds that the loss of, or poor quality of, a member's individual connection prevented participation in the meeting.
6. **Forced disconnections.** The chair may cause or direct the disconnection or muting of a member's connection if it is causing undue interference with the meeting. The chair's decision to do so, which is subject to an undebatable appeal that can be made by any member, shall be announced during the meeting and recorded in the minutes.
7. **Assignment of the floor.** To seek recognition by the chair, a member shall click the "raise hand" icon. The meeting platform maintains a queue of those seeking recognition. Upon recognition, the member may speak for a maximum of two minutes and should start by stating "I rise to speak for/against the motion."

8. **Subsidiary Motions submitted during the meeting.** A member intending to offer an amendment, or to propose instructions to a committee, shall, before being recognized, submit the motion by email to the address designated by the Secretary for this purpose.
9. **Display of motions.** The Secretary shall arrange for a shared document to be available to all participants with the motions for the meeting.
10. **Voting.** Votes shall be taken by the polling feature of the Internet meeting service, unless a different method is ordered by the Board or required by the rules. When required or ordered, other permissible methods of voting are by electronic roll call or by audible roll call. The chair's announcement of the voting result shall include the number of members voting on each side of the question and the number, if any, who explicitly respond to acknowledge their presence without casting a vote. Business may also be conducted by unanimous consent.

US Chess Conflict of Interest Policy—Delegates

Article I: **Purpose.** The purpose of this conflict of interest (COI) policy is to protect the US Chess Federation's (US Chess's) interest when it is entering into or contemplating a transaction or arrangement that might benefit the private interest of a delegate that might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interests applicable to nonprofit and charitable organizations. This COI policy is separate and apart from the COI policy applying to US Chess Executive Board members.

Article II: **Definitions.** **1. Interested Person.** Any delegate who has a direct or indirect financial interest, as defined below, is an interested person. **2. Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family: a. An ownership or investment interest in any entity with which US Chess has a transaction or arrangement, b. A compensation arrangement with US Chess or with any entity or individual with which US Chess has a transaction or arrangement, or c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the US Chess is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the COI Committee decides that a conflict of interest exists.

Article III: **Procedures.** **1. Duty to Disclose.** In connection with any actual or possible conflict of interest, a Delegate who is an interested person must disclose the existence of any financial interest to, and be given the opportunity to discuss all material facts with, the Delegates' Conflict of Interest Committee. **2. Determining Whether a Conflict of Interest Exists.** At each Annual Delegates Meeting, the Delegates shall elect a Conflict of Interest Committee immediately following the selection of the Parliamentarian. The Committee shall consist of three Delegates present at the Annual Meeting. After disclosure of any financial interest and material facts (Art. III, 1.), and after any discussion with the interested person, the COI Committee will expeditiously determine by a majority vote whether a conflict exists and prepare a recommendation for action to be made to the Delegates if a conflict is found. A Delegate may disclose a potential conflict of interest to the US Chess President prior to the commencement of the Annual Delegates Meeting. The President will notify the COI Committee Chair of the disclosure at the earliest possible time. The COI Committee will remain seated until the next Annual Delegates Meeting.

Article IV: Family in Article II, 2 is defined as direct descendants, spouses, or partners in a civil union, siblings by birth, marriage or adoption, or adopted children, and parent or step parent and stepchild.

