

BYLAWS
OF THE
TENNESSEE CHESS ASSOCIATION

ARTICLE I - MEMBERSHIP

Section 1 - Eligibility. Any person, regardless of residence, race, religion, age, sex, sexual orientation, or national or ethnic origin may become a member of the Tennessee Chess Association (hereafter referred to as the **TCA**) by paying dues.

Section 2 - Rights and Privileges. Any member whose dues are current shall enjoy full privileges in the **TCA**, including the right to vote and hold office, except as noted in Article I Section 4.

Section 3 - Types of Membership and Dues. *Membership categories, benefits and annual dues for each type of **TCA** membership shall be as determined by the TCA Board of Directors.*

Section 4 - Termination. Any member who is more than *three years* delinquent in payment of their dues shall be automatically dropped from the **TCA** membership rolls.

ARTICLE II - MEMBERSHIP MEETINGS

Section 1 - Annual Meeting. The annual meeting of the membership of the TCA shall be held at such specific time and place as may be set by the Board. At the meeting the TCA Board shall report on the activities and financial condition of the TCA.

Section 2 - Special Meetings. Special meetings of the membership of the **TCA** may be called by the president, the Board, or by not less than one-tenth (1/10) of the members of the **TCA**. Only business within the purpose or purposes described in the meeting notice may be conducted at a special meeting of members.

Section 3 - Notice of Meeting. Notice stating the place, day and hour of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called and the person or persons calling the meeting, shall be *posted on the TCA website*. Such notice shall be *posted* not less than ten (10) days nor more than two (2) months before the date of the meeting.

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Section 4 - Quorum. At any meeting of members one-tenth (1/10) of the **TCA** members entitled to vote shall constitute a quorum.

Section 5 - Proxies. Every member entitled to vote at a meeting of members may authorize another person or persons to act for them by proxy. Every proxy must be signed by the member or by their duly authorized attorney-in-fact. Such proxy shall be filed with the **TCA** secretary before or at the time of the meeting.

Section 6 - Order of Business. The order of business at all membership meetings shall be as determined by the **TCA** Board.

Section 7 - Rules of Procedure. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall be used at all meetings of the **TCA** membership in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules which have been adopted.

Section 8 - Action by *Electronic* Ballot. Any action which may be taken at any annual or special meeting of members may be taken without a meeting if the **TCA** posts a *electronic* ballot for every member entitled to vote on the matter. This procedure shall be carried out in accordance with Tennessee law.

ARTICLE III - BOARD OF DIRECTORS

Section 1 - General Powers. The business and affairs of the **TCA** shall be managed by its Board of Directors. The directors shall in all cases act as a board, and they may adopt such rules and regulations for the conduct of their meetings and the management of the **TCA** as they may deem proper not inconsistent with these bylaws and the laws of the State of Tennessee.

Section 2 - Number and Composition. The Board of Directors shall consist of eleven members of which the duly elected and acting President, Vice President, Secretary, Treasurer, Newsletter Editor, Internet Coordinator, Tournament Coordinator, and Scholastic Coordinator shall be ex-officio members.

Section 3 - Election and Qualification. The directors who are ex-officio members of the Board shall be elected and shall hold office as provided in Article IV of these bylaws. The three Directors who are not ex-officio members of the Board shall be elected at the annual membership meeting and shall hold office until the next annual meeting of the membership

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and until their successors shall have been elected and qualified. Each of the three Directors shall reside in a different grand division of the state with one Director being from East, Middle and West Tennessee, respectively. East Tennessee is defined as including the Cumberland Plateau and all areas of the state lying east of the Plateau. Middle Tennessee is defined as including all areas of the state from the western edge of the Cumberland Plateau to the Tennessee River. West Tennessee is defined as being that portion of the state lying west of the Tennessee River.

Section 4 - Resignation of Directors. A director may resign at any time by delivering written notice to the Board, the President, or to the **TCA**. A resignation is effective when the notice is effective unless the notice specifies a later effective date. If a resignation is made effective at a later date, the Board may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date.

Section 5 - Vacancies. Vacancies occurring in the Board for any reason may be filled by a vote of a majority of the Directors then in office. A Director elected to fill a vacancy shall be elected until the next annual meeting of the membership.

Section 6 - Regular Meetings. Regular meetings of the Board may be held at such time and place as the Directors may determine.

Section 7 - Special Meetings. Special meetings of the Board may be called by the President or by any three (3) Directors upon notice sent by any usual means of communication not less than two (2) days before the meeting.

Section 8 - Quorum. At any meeting of the Board one-third of the Directors then in office shall constitute a quorum.

Section 9 - Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

Section 10 - Action by Written Consent. The Board may take any action by teleconference, written, or electronic correspondence without a meeting, setting forth the action so taken, and acknowledged by all of the Directors entitled to vote thereon.

Section 11 - Rules of Procedure. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall be used at all meetings of the Board in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules which have been adopted.

Section 12 - Compensation. No compensation shall be paid to Directors for their service except for reimbursement for reasonable expenses as approved by the Board. This

provision shall not preclude a Director from receiving a Tournament Director's fee for directing a tournament sponsored by the **TCA**.

ARTICLE IV - OFFICERS

Section 1 - Number. The officers of the **TCA** shall be a President, a Vice President, a Secretary, a Treasurer, a Newsletter Editor, an Internet Coordinator, a Tournament Coordinator, and a Scholastic Coordinator.

Section 2 - Election and Qualification. All officers shall be elected at the annual meeting of the membership and shall hold office until their successors are elected and shall qualify. No more than five of the officers of the **TCA** shall reside in the same grand division of the state.

Section 3 - Tenure. All officers shall be elected for two-year terms. The President, Secretary, Treasurer, and Newsletter Editor shall be elected at the annual meeting of the membership held in odd-numbered years. The Vice President, Internet Coordinator, Tournament Coordinator, and Scholastic Coordinator shall be elected at the annual meeting of the membership held in even-numbered years.

Section 4 - Resignation and Removal. An officer may resign at any time by delivering notice to the **TCA**. A resignation is effective when the notice is received unless the notice specifies a later effective date. If a resignation is made effective at a later date and the **TCA** accepts the later effective date, the Board may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date. The Board may remove any officer at any time with or without cause.

Section 5 - Vacancies. Vacancies occurring in any office for any reason may be filled by a vote of a majority of the Directors then in office. An officer elected to fill a vacancy shall be elected to hold office until the next annual meeting of the membership.

Section 6 - Duties of Officers.

(a) The President:

- (1) shall preside at all meetings of the membership and at all meetings of the Board.
- (2) shall make a report at the annual membership meeting.

(3) shall be the chief executive officer of the **TCA** and, subject to the control of the Board, shall, in general, supervise and control all of the business and affairs of the **TCA** in between meetings of the Board.

(b) The Vice President:

(1) shall perform all of the duties of the President in the event of the President's death, absence, or inability or refusal to act.

(2) shall perform such other duties as from time to time may be assigned by the President.

(c) The Secretary:

(1) shall prepare and keep the minutes of all membership and Director's meetings in one or more books provided for that purpose and shall see that all notices are duly given in accordance with the provisions of these bylaws and the laws of the State of Tennessee.

(2) shall be custodian of all records of the **TCA**, shall be responsible for authenticating records of the **TCA**, and shall keep a record of the names and addresses of all members.

(3) shall prepare and submit to the United States Chess Federation each year all required reports and information.

(d) The Treasurer:

(1) shall collect all dues.

(2) shall be responsible for all funds of the **TCA**, and shall see that all such funds are deposited in depositories as authorized by the Board.

(3) shall be responsible for all disbursements for the **TCA** as authorized by the Board.

(4) shall prepare a proposed budget each year for the **TCA**.

(5) shall make a financial report at the annual membership meeting and shall make such other financial reports as the Board shall determine.

(6) shall give a bond for the faithful discharge of the duties of the office in such sum and with such surety or sureties as the Board shall determine.

(7) shall be responsible for filing all required income tax returns for the **TCA** and for filing all charitable registration forms which are required.

(8) shall prepare and file the Annual Report with the Secretary of State of the State of Tennessee.

(e) The Newsletter Editor:

(1) shall be editor-in-chief of the Newsletter of the **TCA**.

(2) shall direct the electronic publication of the Newsletter at least four (4) times per year.

(3) shall operate within a budget as set by the Board.

(4) shall appoint all necessary subordinate editors of the Newsletter.

(5) shall make a report at the annual membership meeting and shall make such other reports as the Board shall determine.

(f) The Internet Coordinator:

(1) shall be responsible for the web site for the **TCA**.

(2) shall make a report at the annual membership meeting and shall make such other reports as the Board shall determine.

(g) The Tournament Coordinator:

(1) shall be a USCF certified Tournament Director.

(2) shall be responsible for coordinating all tournaments sponsored by the **TCA**.

(3) shall maintain a list of all USCF certified Tournament Directors in the State of Tennessee.

(4) shall be in charge of coordinating all major tournaments held in Tennessee so as to avoid conflicts in dates according to USCF suggested guidelines and shall serve as USCF tournament clearinghouse for Tennessee.

(5) shall submit to the Newsletter Editor appropriate material for publication in the Newsletter.

(6) shall make a report at the annual membership meeting and shall make such other reports as the Board shall determine.

(h) The Scholastic Coordinator:

(1) shall be responsible for coordinating all scholastic programs sponsored by the **TCA**.

(2) shall operate within a budget as set by the Board.

(3) shall submit to the Newsletter Editor appropriate material for publication in the Newsletter.

(4) shall maintain a list of known schools in Tennessee which have active scholastic chess programs.

(5) shall make a report at the annual membership meeting and shall make such other reports as the Board shall determine.

Section 7 - Compensation. No compensation shall be paid to officers for their services except for reimbursement for reasonable expenses as approved by the Board. This provision shall not preclude an officer from receiving a Tournament Director's fee for directing a tournament sponsored by the **TCA**.

ARTICLE V - TOURNAMENTS

Section 1 - Tennessee Open. The **TCA** shall sponsor the Tennessee Open Chess Tournament each year to be held at such time and site and upon such terms and conditions as the Board shall determine.

Section 2 - Tennessee Scholastic Championships. The **TCA** shall sponsor the Tennessee Scholastic Championship Tournaments each year to determine the Tennessee High School, Middle School, Elementary, and Primary Individual and Team champions. Such tournaments shall be held at such time and place and upon such terms and conditions as the Board shall determine.

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Section 3 - Other Tournaments. The **TCA** shall sponsor such other tournaments each year as the Board shall from time to time determine.

ARTICLE VI - UNITED STATES CHESS FEDERATION

Section 1 - Affiliation. The **TCA** shall be affiliated with the United States Chess Federation (USCF).

Section 2 - USCF Delegates and Voting Members. All USCF delegates and voting members allocated to the State of Tennessee shall be elected in accordance with the procedure specified by the Board.

ARTICLE VII - FISCAL YEAR

The fiscal year of the **TCA** shall begin on the first day of September in each year.

ARTICLE VIII - COMMITTEES

The Board shall determine and appoint the proper standing and special committees and shall designate their duties. All committees shall serve at the pleasure of the Board. All Committee members must be current TCA members. The TCA President shall be considered a non-voting, ex-officio member of each committee.

The following Committees shall be considered Standing Committees, shall meet annually, and be chaired by the appropriate Board Member unless otherwise determined by the Board:

TCA Hall of Fame and Recognition Awards Committee – The TCA Hall of Fame and Recognition Awards Committee shall be chaired by the Newsletter Editor and include a minimum of (5) additional experts on the history of Tennessee chess. The Hall of Fame Committee shall follow the procedures laid out in the Charter of the Tennessee Chess Hall of Fame.

Scholastic Committee – The Scholastic Committee shall be chaired by the Scholastic Coordinator and include the four Regional Scholastic Coordinators. The primary responsibility of the Scholastic Committee shall be the Susan E. Kantor and Harry D. Sabine Regional and State Championships.

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Tournament Committee – The Tournament Committee shall be chaired by the Tournament Coordinator and include at least 3 additional members with tournament directing and/or organizing experience. The Tournament Committee shall review all tournament bids presented to the TCA and make recommendations to the Board.

Membership/Bylaws Committee – The Membership/Bylaws Committee shall be chaired by the Secretary. The Membership/Bylaws Committee shall make recommendations to the Board regarding changes in Membership fees, types and benefits as well as revision/additions to the TCA Bylaws.

ARTICLE IX - INDEMNIFICATION

The **TCA** may indemnify any officer or director of the **TCA** made a party to a proceeding because the individual is or was an officer or director against liability incurred in the proceeding to the fullest extent permitted by the Tennessee Nonprofit Corporation Act as it exists on the date these bylaws are adopted or as it may hereafter be revised or amended, and any such indemnification may continue to any person who has ceased to be an officer or director and may inure to the benefit of the heirs, executors, and administrators of such a person.

The Board, notwithstanding any interest of the directors in the action, may purchase and maintain insurance, in such amounts as the Board deems appropriate, to protect any officer or director of the **TCA** against any liability asserted against them or incurred by them in any such capacity or arising out of their status as such, including without limitation, expenses, judgments, fines, and amounts paid in settlement, to the fullest extent permitted by the Tennessee Nonprofit Corporation Act as it exists on the date these bylaws are adopted or as it may hereafter be revised or amended, and whether or not the **TCA** would have the power or would be required to indemnify such person under the terms of any agreement, bylaw, or the Tennessee Nonprofit Corporation Act.

ARTICLE X – REVISIONS AND AMENDMENTS

These bylaws may be revised or amended by a vote of two thirds (2/3) of the votes cast or a majority of the voting power, whichever is less, by the members at any membership meeting at which a quorum is present or by the Board at any meeting of the Board at which a quorum is present.