BYLAWS

HAMPTON ROADS CHESS ASSOCIATION, INC.

Article I: Name

The name of the corporation shall be the Hampton Roads Chess Association, Inc. (HRCA)

Article II: Purpose

The purpose of HRCA shall be educational and instructional, to broaden and develop chess as art and recreation, as a significant element of culture in our region. The HRCA’s purpose includes promotion of the play of casual and tournament chess to people of all ages; promoting, stimulating, and encouraging the study and play of the game of chess as a means of developing focus, problem-solving, visualization, strategic planning, and intellectual and academic growth for people of all ages; teaching and cooperating with others in the teaching of the fundamentals of chess to persons of all ages and abilities; developing chess programs to target populations such as at-risk youth, senior citizens, physically and mentally handicapped individuals, veterans and members of the active armed forces of the United States, students struggling in school, and individuals interested in tournament chess; sponsoring, supervising, and conducting chess tournaments for people of all ages and abilities; supporting the development and growth of chess clubs throughout the Hampton Roads region; developing young chess talent and supporting participation in state and national level competitions; and in addition, the making of distribution to organizations under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future Federal Tax Code.

Article III: Membership

Section 1. Membership and Dues: Any person may become a member of the HRCA by payment of annual dues to be determined by the board. The period of membership will extend from the date of payment. Membership terminates upon the membership expiration date shown on the membership books. Individual chess clubs that fall under the HRCA may set their own fees and monthly dues as required, but such fees must be approved by HRCA. HRCA may award free honorary life memberships for outstanding service to chess. HRCA may also award scholarships to players unable to pay membership fees and dues.

Section 2: Rights, Privileges, and Duties of Membership:

1. Members and chess clubs in Hampton Roads shall each receive, free of charge, the official HRCA newsletter, and to the extent available, other educational material, instructional and promotional assistance as needed. These materials will primarily be distributed electronically.
2. Members resident in Hampton Roads shall be entitled to vote in all regular and special HRCA membership meetings, to hold office, and to refer to HRCA any matter affecting their individual performance in competition play or their rights and privileges as members of HRCA. The right of a member to vote and all of his other rights in the corporation shall cease on termination of membership. Youth under the age of 16 may not vote or hold office in HRCA. For the purposes of this corporation, Hampton Roads is defined as the independent cities of Virginia Beach, Chesapeake, Portsmouth, Norfolk, Suffolk, Hampton, and Newport News.
3. No member shall be entitled to share in the distribution of the corporation assets upon the dissolution of the corporation as provided for in the Articles of Incorporation.

Section 3. Membership Meetings:

1. The annual meeting of the members of the corporation shall be held between September and December (inclusive) each year in the Hampton Roads area for the purpose of electing officers and receiving reports of officers and committees, and for any other business that may arise.
2. Notice of the time, place, and purpose of the annual meeting will be included in the HRCA newsletter and shall be served, either personally or by mail or e-mail, not less than ten (10) days before the meeting upon each person who appears upon the membership books of the corporation.
3. Rules of order at the regular meeting. No motion shall fail for the lack of a second. Debate may be cut off at any time by a majority vote of those members present and voting. All motions shall be submitted in writing prior to the calling of new business on the agenda, unless the said motion relates to old business. This requirement may be waived only on affirmative vote of the majority of those members present and voting. All motions, except insofar as otherwise set forth in these Bylaws shall require a majority of those present and voting, and the President shall not vote except for the purpose of breaking ties. The President shall be empowered to instate such procedural rules as he or she deems necessary to the fair and efficient conduct of the meeting, except that no rule shall be imposed over the objections of a majority of those present and voting.

Section 4. Special Meetings: Special meetings of the members, other than those regulated by statute, may be called at any time by the President or two (2) Directors and must be called by the President upon receipt of a written request by fifteen (15) percent of the members of the corporation. Notice of a special meeting stating the time, place, and purpose shall be served personally or by mail or e-mail upon each member in the same manner and to the same extent with the same requirements as notices for the annual meeting.

Section 5. Quorum: At any meeting of the members of the corporation, the presence of five (5) percent of the eligible voting members residing in Hampton Roads shall be necessary to constitute a quorum for all purposes except as otherwise provided by law, and the act of majority of the members present at any meeting at which there is a quorum shall be the same as the act of the full membership except as may be specifically provided by statute or by these Bylaws. For the purpose of this section, all members having joined at the regular meeting will be considered members of HRCA, and all those who joined at the last regular meeting and not having renewed their membership since shall no longer be considered members. Voting by proxy shall not be accepted. In the absence of a quorum, or when a quorum is present, the meeting may be adjourned from time to time by vote of a majority of members present, without notice other than by announcement at the meeting and without further notice to any absent member. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 6. Voting: At every meeting of members, each member age 16 and up resident in Hampton Roads shall be entitled to vote on all matters before the membership. Each member age 16 and up resident to Hampton Roads and present at the meeting shall be entitled to one vote. The vote for elected officials and the vote upon any question before the meeting, upon the demand of a majority of members present, shall be by written ballot. All elections shall be had and all questions decided by a majority vote of the voting age members resident in Hampton Roads present unless otherwise noted by these Bylaws.

Section 7. Compensation and Expenses: The Board of Directors shall have power in its discretion to contract for and pay for members rendering services such as tournament directors or coaches, or any other services approved by the Board of Directors, to the corporation compensation appropriate to the value of their services.

Article IV: Governance

Section 1. Elected Officers:

1. The elected officers of the HRCA shall be a President whose term of office shall be one (1) year and six (6) Directors whose term of office shall be two (2) years. The Directors shall serve staggered terms. These seven (7) elected officers shall comprise the Board of Directors (BOD) for the HRCA.
2. The Board of Directors is initially those listed on the Articles of Incorporation. At the first annual membership meeting after the incorporation, members shall elect all six members of the Board of Directors, with the President being specified in the vote, and the top three finishers in the vote receiving 2-year terms and the next two finishers receiving 1-year terms. In the event of a tie, the Board shall determine terms for individual members.
3. Three (3) Directors and the President shall be elected at the regular meeting of members each year. The elected Directors’ and President’s terms shall begin at the conclusion of the annual meeting.
4. In case an elected office of the corporation becomes vacant by death, resignation, retirement, disqualification, or any other cause, including any vacancy created by an increase in the number of Directors, the majority of the Directors then in office, although less than a quorum, may elect an officer to fill such vacancy, and the officer so elected shall hold and serve until the next meeting of the members of the corporation or until election and qualification of his successor as provided for heretofore.

Section 2. Duties of Officers:

1. Board of Directors: The business, property, and assets of the corporation shall be managed and controlled by the Board of Directors. The Board shall determine from among their membership a Vice President, Secretary, Treasurer, and such other positions deemed appropriate by the Board. The Board shall have general charge and supervision of the corporation including entering into employment and other legal contracts.
2. President. The President shall preside at all meetings of the Board of Directors and shall perform such duties as may be assigned by the Board of Directors. The President may sign in the name and on behalf of the corporation, any contracts or agreements authorized by the Board of Directors. The President shall call and preside at all meetings of the membership and shall report annually to the members on the progress of HRCA objectives and on plans for the coming year. The President shall be responsible for coordinating chess activities including but not limited to tournaments, publications, and scholastics. The President shall be responsible for HRCA contact with the Virginia Scholastic Chess Association (VSCA), Virginia Chess Federation (VCF), and US Chess Federation (USCF) on all matters affecting HRCA members.
3. Vice President. At the request of the President or in the event of his or her absence or disability, the Vice President shall perform the duties of the President. The Vice President shall perform such other duties as may be assigned by the Board of Directors.
4. Secretary. The Secretary shall have charge of the books, documents, and papers as the Board of Directors may determine. The Secretary shall attend and keep the Minutes of the meetings of the Board of Directors; shall be responsible for the keeping of a record, containing the names, alphabetically arranged, of all persons who are members of the HRCA, showing the place of residence, and such books shall be open for inspection as prescribed by law.
5. Treasurer. The Treasurer shall maintain the financial records of HRCA and render a financial report at the annual membership meeting. The Treasurer or his or her designee shall sign all checks for HRCA related to operational chess activities; and the Treasurer shall keep and render an account of all chess and membership related income and expenses at the annual membership meeting.

The Treasurer shall sign all receipts and vouchers and, together with such other officer or officers, if any, as shall be designated by the Board of Directors, shall sign all checks to the corporation and all bills of exchange and promissory notes issued by the corporation except in case of signing and execution shall be expressly designated by the Board of Directors or by these Bylaws to some other office or agent of the corporation; shall make such payments as may be necessary on behalf of the corporation; shall enter full and accurate account of all monies and obligations received, paid, or incurred for or on account of the corporation and shall exhibit such books at all reasonable times as any Director or member on application to the offices of the corporation.

1. Other Directors. Duties of other Directors shall be determined by the Board.

Section 3. Board of Director Meetings: Immediately after each annual election, the Board of Directors may meet for the purpose of organizing and electing officers and transacting other business and, if a quorum of the Directors be then present, no prior notice of such meeting shall be required to be given. The place and time of such first meeting may, however, be fixed by written consent of all Directors.

Section 4. Special Board of Director Meetings and Notices: Special meetings of the Board of Directors may be called by the Board President or Vice President and must be called by either of them at the written request of any member of the Board. Notice of all Directors’ meetings, except as otherwise provided, shall be given by e-mail at least five (5) days before the meeting to the usual e-mail address of the Director, but such notice may be waived by any Director. Regular meetings of the Board of Directors may be held without notice at such time and place as shall be determined by the Board. At any Directors’ meeting at which a quorum is present, any business may be transacted.

Section 5. Absence at Board of Director Meetings: At all meetings of the Board of Directors when the President or Vice President are absent, a Chairman chosen by the Directors present shall preside. At all meetings of the Board of Directors, a majority of the Directors shall be sufficient to constitute a quorum for the transaction of business, and the acting majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors except as may be otherwise specifically provided for by these Bylaws.

Section 6. Director Removal: Any Director may be removed from office by the affirmative vote of two-thirds of the members at any regular or special membership meeting called for that purpose, for non-feasance, mal-feasance, or mis-feasance, for conduct detrimental to the interest of the corporation or for refusal to render reasonable assistance in carrying out the purposes. Any officer proposed to be removed shall be entitled to at least seven (7) days’ notice in writing by mail or e-mail of the meeting of the membership at which such removal is to be voted upon and shall be entitled to appear before and be heard by the members at such meeting.

Section 7. Director Resignation: Any Director may resign at any time by giving written notice of his or her resignation to the Board of Directors.

Section 8. Compensation: The Directors shall not receive any stated salary for their services, but by resolution of the Board, a fixed reasonable sum or expenses shall be allowed to any Director for services rendered. The Board of Directors shall have the power, in its discretion, to contract for and pay to Directors rendering unusual and exceptional services to the corporation special compensation appropriate to the value of such services.

Section 9. Board of Directors Authority: All corporate powers, except such as are otherwise provided for by the Bylaws or the laws of the Commonwealth of Virginia, shall be vested in the Board of Directors. The Board of Directors, by general resolution, delegate to committees of their number, or to the offices of the corporation, such powers as they may see fit. The Board of Directors shall annually present to the meeting of members a report, verified by the President and Secretary, or a majority of the Directors detailing:

1. The assets and liabilities, including trust funds, of the corporation as of the end of the fiscal year immediately preceding the annual meeting which shall not be more than two months prior to such meeting;
2. The principal changes in assets and liabilities, including trust funds, during the year immediately preceding the date of the report;
3. The revenue and receipts of the corporation, both unrestricted and restricted, to a particular purpose for the year immediately preceding the date of the report;
4. The expenses and disbursements of the corporation, for other general and restricted purposes for the year immediately preceding the date of the report;
5. The number of members in the corporation as of the date of the report, together with a statement of increase or decrease of such number during the year immediately preceding the date of the report, and a statement of the place where the names and addresses of the current members may be found. The annual report of the Directors shall be filed with the records of the corporation and an abstract entered in the Minutes of the annual meeting of members.

Article V: Miscellaneous

Section 1. Agents and Representatives: The Board of Directors may appoint agents and representatives of the corporation with powers and to perform acts and duties on behalf of the corporation as the Board of Directors may see fit, so far as may be consistent with the Bylaws, to the extent authorized by law. The Board of Directors is specifically authorized to employ legal counsel to render opinions and to provide such services as are necessary to carry out the functions and purposes of the corporation.

Section 2. Authorization to Administer Contracts: The Board of Directors, except as in these Bylaws otherwise provided, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name and on behalf of the corporation, and such authority may be general or confined to its specific instance; and unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liability particularly for such purposes or to any amount.

Section 3. Incidental Contracts and Services: The Directors and officers of the corporation may be interested directly or indirectly in any contract relating to or incidental to the operation conducted by the corporation and may freely make contracts, enter transactions, or otherwise act for and on behalf of the corporation, notwithstanding that they may also be acting as individuals, or as Directors of other corporations or as agents of other persons or corporations or be interested in such matters as Directors, officers or otherwise provided, however that any contract, transaction or act on behalf of the HRCA in a manner in which the Director or officers are personally interested shall be at arm’s length and not in violation of the prescriptions of the Articles of Incorporation against the corporation use or application of funds, private benefits; and provided further that no contract, transaction or act shall be taken on behalf of the corporation which will result in the denial of the tax exemption under the provisions of Section 503 or 507 of the Internal Revenue Code and its regulations as now exist or as may be amended. In no event, however, shall any person or other entity dealing with the Directors or officers be obligated to enter into and consummate any contracts, transactions or acts.

Section 4. Board Committees: The Board of Directors may appoint from its number, or from among such persons as the Board may seem fit, one or more committees, and at any time may appoint additional members to such committees. The members of any such committee shall serve during the pleasure of such Board of Directors. Such committee shall advise with and aid the officers of the corporation in all matters designated by the Board of Directors. Each such committee may, subject to approval of the Board of Directors, prescribe rules and regulations for the call and conduct of meetings of the committee and other matters relating to its procedure.

The members of any committee shall not receive any stated salary for their services, but by resolution of the Board of Directors, a fixed reasonable sum or expense of attendance, if any, or both, may be allowed for attendance at each regular or special meeting of such committee. The Board of Directors shall have power, in its discretion, to contract for and pay to any member of a committee rendering unusual exceptional services to the corporation special compensation appropriate to the value of such services.

Section 5. Prohibition Against Sharing Corporate Earnings: No member, director, officer, or employee of, or member of a committee, or a person connected with the corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit of the operation of the corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the corporation effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporation assets upon the dissolution of the corporation. All members of the corporation shall be deemed to have expressly consented and agreed that upon such dissolution of the affairs of the corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors, shall be distributed in such amounts as the Board of Directors may determine or as may be determined by a Court of common jurisdiction upon application of the Board of Directors, exclusive to charitable, scientific, or educational organizations as provided for in the Articles of Incorporation and by the Internal Revenue Code and its regulation as then and now exist or as they may be amended.

Section 6. Fiscal Year: The fiscal year of the corporation shall commence on September 1st of each year and shall end on August 31st.

Section 7. Amendments: The Bylaws may be altered, amended, or repealed by any meeting of the members of the corporation by a two-thirds majority vote of all members present and voting. All amendments to the Bylaws must be submitted in writing.

Section 8. Non-Profit Status: Notwithstanding any other provision of these Bylaws, no member, director, officer, employee, or representative of the corporation shall take any action or carry on any activity by or on behalf of the HRCA to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may be amended, or by an organization’s contributions to which the deductibility under Section 170(c)(2) of the Code and regulations as they now exist or as they may be amended.

Section 9. Affiliation: The HRCA shall be affiliated with the United States Chess Federation.

Section 10. Indemnification: Pursuant to the provisions of Title 13.1, Sec. 962.1, Code of Virginia (1950 as amended), there shall be no liability against any Director or Officer of the Hampton Roads Chess Association, Inc., in any proceeding brought against a Director or Officer stemming from execution of duties as a Director or Officer. This section eliminates liability against Directors or Officers.

Section 11. Amendments: These ByLaws may be altered, amended, or repealed by any meeting of the members of the corporation by a two-thirds majority vote of all members of a quorum present and voting. All proposed amendments to these ByLaws must be submitted in writing.

Bylaw Ratification: These Bylaws were adopted at a regular meeting of the HRCA Board of Directors in Virginia Beach Virginia, (date). There were no previous Bylaws for this corporation.

Witness the signatures of the President and the Executive Secretary of the HRCA in attestation thereof.

Hampton Roads Chess Association, Inc. (HRCA)

By: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

(Name), President

Attest: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

(Name), Director / Officer