

BY-LAWS OF THE GEORGIA CHESS ASSOCIATION, INC.

Last Revised: 8 December 2019

Section 1: Name, Purposes, Location, Corporate Seal And Fiscal Year

1.1 *Name and Purposes.* The name and purposes of the corporation shall be as set forth in the articles of organization.

1.2 *Location.* The principal office of the corporation in the State of Georgia shall initially be located at the place set forth in the articles of organization of the corporation. The Executive Board may change the location of the principal office in the State of Georgia effective upon filing a certificate with the Secretary of State.

1.3 *Fiscal Year.* The fiscal year of the corporation shall, unless otherwise decided by the Executive Board, end on June 30th in each year.

Section 2: Members

2.1 *Membership.* GCA shall have members and will be a membership organization.

2.2 *Membership qualification.* Except as otherwise provided herein, any deemed member as per the Membership Policy of the GCA whose address of record is with the organization, shall be a member.

Qualifications for membership, as recorded in the Membership Policy, shall be established and amended by the Board of Directors and voted for acceptance by a two-thirds vote at any membership meeting of the GCA membership provided such documents and amendments are submitted to the membership at least 30 days before the membership meeting. Other aspects of membership for GCA will be determined and voted for by the GCA Board of Directors.

2.3 *Length of Membership.* All memberships except Life memberships will last 1 (one) year and will expire 1 year (12 months) after the date payment is received or current membership expires, whichever is later. A life membership expires upon the member's death or resignation.

2.4 *Dues.* Annual adult and scholastic membership dues are to be proposed by the Executive Board and voted on by the members at the annual meeting.

2.5 *Powers and Rights.* In addition to the rights vested in the by-laws elsewhere and the articles of organization, the members shall have such other powers and rights as the Executive Board may designate.

2.6 *Membership Termination and Resinstatement.* Members may be terminated for dues delinquency or any violation of the Bylaws of GCA. Termination will be determined by a vote from the Executive Committee of the Board of Directors.

Membership may be reinstated subject to such conditions as may be established and determined by the GCA Board of Directors.

Section 3: Membership Meetings

3.1 *Annual Meetings.* An Annual Meeting of the membership of GCA shall be held in each fiscal year at such time and place as may be determined by the Board of Directors for the purpose of installing Officers and Directors and transacting such other business as may properly be brought before the meeting. The annual meeting shall take place at the time and site of the Georgia Championship. If an annual meeting is not held as herein provided, a special meeting of the members may be held in place thereof with the same force and effect as the annual meeting, and in such cases all references in these by-laws, except in the Section 3.1 (previously Section 2.5) to the annual meeting of the members, shall be deemed to refer to such special meeting. Any such special meeting shall be called and notice shall be given as provided in Sections 3.2 and 3.3 (previously Section 2.7 and 2.8)

3.2 *Special Meetings.* Special meetings of the members may be held at any time and at any place within Georgia. Special meetings of the members may be called by the president or by the Executive Board and notices shall be sent by the secretary, or in the case of the death, absence, incapacity or refusal of the secretary, by any other executive officer, upon instruction by the president.

3.3 *Call and Notice*

The corporation notifies its members of the place, date, and time of each annual and special meeting of members as per the below requirements.

- a. *Annual Meetings.* The call or notice for annual meetings of members shall be sent to all members by mail or electronic transmission (“electronic transmission means any form of communication not directly involving the physical transmission of paper that creates a record that may be retained, retrieved, and reviewed by a recipient thereof and that may be directly reproduced in paper form by such a recipient through an automated process. Electronic transmissions include, but are not limited to, telegraphs, telegrams, cablegrams, teletypes, e-mail, and facsimile transmissions.” From GA Code OCGA 14-3-140) within the stated timeframes as per 3.3c. The call or notice must list either major changes, contracts or transactions of the corporation with interested persons, amendments to the Articles of organization or to these by-laws (as adopted by the Executive Board or otherwise), or other items as required by law, the articles of organization, or these by-laws.
- b. *Special Meetings.* The call or notice for special meetings of members shall be sent to all members by mail or electronic transmission within the stated timeframes as per 3.3c. Such notice must specify the description of the matter or matters for which the meeting is called.
- c. *Reasonable and Sufficient Notice.* Except as otherwise expressly provided, it shall be reasonable and sufficient notice to a member to send notice by mail or electronic transmission at least 10 days before the meeting, addressed to the member at the

member's usual or last known business or residence address and/or other electronic address; provided, however, notice hereunder shall be given not more than sixty (60) days before the meeting date.

If an annual or special meeting of members is adjourned to a different date, time, or place, notice need not be given of the new date, time, or place, if the new date, time, or place is announced at the meeting before adjournment.

- d. *Waiver of Notice.* A member may waive any notice required by this chapter, the articles, or bylaws before or after the date and time stated in the notice. The waiver must be in writing or by electronic transmission, be signed by the member entitled to the notice, and be delivered to the corporation for inclusion in the minutes or filing with the corporate records.

A member's attendance at a meeting:

- 1 - Waives objection to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and
- 2 - Waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

3.4 *Quorum.* At any meeting of the members, one-tenth of the members entitled to vote shall constitute a quorum. Any meeting may be adjourned to such date or dates not more than three days after the first session of the meeting by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

3.5 *Action by Vote.*

a. *In person.* Each member 18 years of age or older shall have one vote. When a quorum is present at any meeting, a majority of the votes properly cast by members present in person shall decide any question unless otherwise provided by law, the articles or organization, these by-laws or the rules of order. On any tie vote no action shall be taken. In the event of a tie on any question except election to office another vote must be taken immediately at the same meeting, or a future meeting must be determined by the Executive Board and scheduled within 60 days to hold a re-vote.

b. *Ballot.* The ballot in writing shall:

- (1) Set forth each proposed action; and
- (2) Provide an opportunity to vote for or against each proposed action.

Approval by ballot in writing shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

All solicitations for votes by ballot in writing shall:

(1) Indicate the number of responses needed to meet the quorum requirements; there is no quorum requirement for election of directors.

(2) State the percentage of approvals necessary to approve each matter other than election of directors; and

(3) Specify the time by which a ballot must be received by the corporation in order to be counted.

3.6 *Compensation.* Members shall be entitled to receive for their services such reasonable amount, if any, as the Executive Board may determine. Members shall not be precluded from serving the corporation in any other capacity and receiving compensation for any such services.

Section 4: Sponsors, Benefactors, Contributors, Advisers, Friends of the Corporation

The Executive Board may designate certain persons or groups of persons as sponsors, benefactors, contributors, advisers or friends of the corporation or such other title as they deem appropriate. Such persons shall serve in an honorary capacity and, except as the Board shall otherwise designate, shall in such capacity have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no other rights or responsibilities.

Section 5: Executive Board of Directors

5.1 *Membership.* The Executive Board of Directors shall consist of persons elected to the following seven (7) executive offices: president, 1st vice president, 2nd vice president, treasurer, secretary, and two members-at-large.

5.2 *Tenure.* Executive Board members shall hold office for two years. The President, 1st Vice-President, Secretary, and 1st Member-at-Large shall be elected in odd numbered years. The 2nd Vice-President, Treasurer, and 2nd Member-at-Large shall be elected in even numbered years.

Members shall serve until the member's successor is elected and qualified or until the member sooner dies, resigns, is removed or becomes disqualified. An Executive Board member shall be

suspended during the lapse of the member's membership in the corporation.

5.3 *Powers.* The affairs of the corporation shall be managed by the Executive Board which shall have and may exercise all the powers of the corporation, except those powers reserved to the members by law, the articles of organization, or these by-laws.

5.4 *Committees.* The Executive Board may elect or appoint one or more committees and may delegate to any such committee or committees any or all of their powers. Any committee to which the powers of the Executive Board are delegated shall consist solely of Executive Board members. Unless the Executive Board otherwise designates, committees shall conduct their affairs in the same manner as is provided in these by-laws for the Executive Board. The members of any committee shall remain in office at the pleasure of the Executive Board.

5.5 *Suspension or Removal.* An Executive Board member may be suspended or removed without cause by an affirmative vote of a majority of the corporate members entitled to vote at any special meeting called for that purpose.

5.6 *Resignation.* An Executive Board member may resign by delivering his written resignation to an executive officer, to a meeting of the members or the Executive Board or the corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless it so states.

5.7 *Vacancies.* Any vacancy in the Executive Board may be filled by the members of the Executive Board. Each successor shall hold office for the unexpired term or until the successor sooner dies, resigns, is removed or becomes disqualified. The Executive Board shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

Any vacancy that has been filled by the 'decision of the Executive Board' will come up for re-election at the following annual meeting at the time that the position's term expires. The Executive Board will determine if and when a special meeting will be called to take a vote to fill a vacant Executive Board position.

5.8 *Regular Meetings.* Regular meetings of the Executive Board may be held at any place within Georgia and at such times as the Executive Board may determine.

5.9 *Special Meetings.* Special meetings of the Executive Board may be held at any place within Georgia when called by the president or by three or more Executive Board members.

5.10 *Call and Notice.*

- a. *Regular Meetings.* No call or notice shall be required for regular meetings of the Executive Board, provided that reasonable notice

- i. of the first regular meeting following the determination by the Executive Board members of the times and places for regular meetings shall be given to absent members,
 - ii. specifying the purpose of a regular meeting shall be given to each Executive Board member if either contracts or transactions of the corporation with interested persons or amendments to these by-laws are to be considered at the meeting, or
 - iii. shall be given as otherwise required by law, the articles or organization, or these by-laws.
- b. *Special Meetings.* Reasonable notice (at least 2 days prior) of the time and place of special meetings of the Executive Board shall be given to each Executive Board member. Such notice need not specify the purposes of a meeting, unless otherwise required by law, the articles or organization or these by-laws or unless there is to be considered at the meeting
 - i. contracts or transactions of the corporation with interested persons,
 - ii. amendments to these by-laws, or
 - iii. removal or suspension of an Executive Board member.
- c. *Waiver of notice.* An executive board member may waive any notice required by this chapter, the articles, or bylaws before or after the date and time stated in the notice. The waiver must be in writing or by electronic transmission, be signed by the member entitled to the notice, and be delivered to the corporation for inclusion in the minutes or filing with the corporate records.

An executive board member's attendance at a meeting:

- 1 - Waives objection to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and
- 2 - Waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

5.11 *Quorum.* At any meeting of the Executive Board, one half of the Executive Board members shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present.

5.12 *Action by Vote.*

The Board of Directors may establish an electronic process to vote that will include only voting for the Board of Directors. Electronic voting will be by email message and will include the following:

- a. State each proposed action.
- b. Provide an opportunity to vote for or against each proposed action or to abstain.

- c. Indicate the number of responses needed to meet the quorum requirements.
- d. State the percentage of approvals necessary to approve each matter.
- e. Specify the time by which the response must be received to be counted.

Electronic transmission of votes for the board shall be valid only when the number of votes cast by equals or exceeds the quorum required to be present at a meeting authorizing the action.

5.13 *Compensation.* Executive Board members shall be entitled to receive for their services such reasonable amount, if any, as the Executive Board members may from time to time determine. Executive Board members shall not be precluded from serving the corporation in any capacity and receiving compensation for any such service.

Section 6: Officers and Agents

6.1 *Number and Qualification.* The corporation shall have the following executive officers: president, 1st vice president, 2nd vice president, treasurer, secretary, and two members-at-large. Additional members that are appointed by the Executive Board will be recorded in the 'Officers and Agents Job Description Policy'. The corporation may also have such agents, if any, as the Executive Board may appoint. An executive officer must be a corporate member and a Georgia resident. However, an appointed officer may but need not be an Executive Board member. A person may hold more than one office at the same time, but may not hold more than one Executive Board position at the same time. If required by the Executive Board, any officer shall give the corporation a bond for the faithful performance of his duties in such amount and with such surety or sureties as shall be satisfactory to the Executive Board.

6.2 *Election.* The executive offices shall be elected during the annual meeting of the corporate membership. The election shall be by preferential voting as described in section 8.2.

6.3 *Tenure.*

The executive offices shall be elected during the annual meeting of the corporate membership.

The executive officers shall each hold office until the end of the meeting at which the officer's successor is chosen and qualified, and each appointed officer shall hold office until the first meeting of the Executive Board following the annual meeting two years later of the members unless a shorter period shall have been specified by the terms of the appointed officer's election or appointment, or in each case until the officer sooner dies, resigns, is removed or becomes disqualified. Each agent shall retain his or her authority at the pleasure of the Executive Board. (The following five items describe Executive Board positions first described in Section 5.1)

6.4 *President.* The president shall be the chief executive officer of the corporation and, subject to the control of the Executive Board, shall have general charge and supervision of the affairs of the corporation and shall be responsible for the corporation's general welfare. The president shall be

an ex-officio member of all committees and commissions. The president shall appoint the representatives of the corporation in all affairs of the United States Chess Federation.

6.5 *1st vice president.* The 1st vice president shall have such duties and powers as the Executive Board shall determine. The 1st vice president shall have and may exercise all the powers and duties of the president during the absence of the president or in the event of his inability to act.

6.6 *2nd vice president.* The 2nd vice president shall have such duties and powers as the Executive Board shall determine. The 2nd vice president shall have and may exercise all the powers and duties of the president during the absence of the president and 1st vice president or in the event of their inability to act.

6.7 *Treasurer.* The treasurer shall be the chief financial officer and the chief accounting officer of the corporation. The treasurer shall be in charge of its financial affairs, funds, securities and valuable papers and shall keep full and accurate records thereof. The treasurer shall have such other duties and powers as designated by the Executive Board or the president. The treasurer shall also be in charge of its books of account and accounting records, and of its accounting procedures. The treasurer shall report at the membership and Executive Board meetings on the financial position of the corporation, trends of income and expenses, and shall present a budget of income and expenses for the coming year at each annual meeting.

6.8 *Secretary.* The secretary shall record and maintain records of all proceedings of the members and Executive Board in a book or series of books kept for that purpose, which book or books shall be kept within the State at the principal office of the corporation or at the office of its secretary or of its resident agent and shall be open at all reasonable times to the inspection of any member. Such book or books shall also contain records of all meetings of incorporators and the original, or attested copies, of the articles or organization and by-laws and names of all Executive Board members and appointed officers and the address of each. If the secretary is absent from any meeting of its members or Board, a temporary secretary chosen at the meeting shall exercise the duties of the secretary at the meeting.

6.9 *Member-at-large.* The member-at-large shall have such duties and powers as the Executive Board shall determine. Responsibilities can include, but not be limited to: fundraising, membership, communications, short and long-range planning.

6.10 *Suspension or Removal.* Any officer whether executive or appointed may be suspended or removed without cause by the affirmative vote of a majority of the Executive Board entitled to vote at any special meeting called for such purpose or at any regular meeting.

6.11 *Resignation.* An officer may resign by delivering his or her written resignation to an executive officer, to a meeting of the members or Executive Board, or to the corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless it so states.

6.11 *Vacancies*. If the office of an executive or appointed officer becomes vacant, the members of the Executive Board may elect a successor. The Executive Board shall elect the successor for an appointed officer vacating his office. Each such successor shall hold office for the unexpired term, and in the case of an executive officer until the officer's successor is elected and qualified, or in each case until the officer sooner dies, resigns, is removed or becomes disqualified.

Section 7: Tournaments

7.1 *Tournament Organization*. The corporation shall run or seek bids for such events as the Executive Board shall approve.

7.2 *Events*. The GCA Executive Board will determine the membership requirements of participants for each event recognized and sanctioned by the GCA Executive Board.

7.3 *Georgia Championship*. The corporation shall annually sponsor or sanction the Georgia Championship to determine the State's chess champion for the following year.

Section 8: Annual Election Procedures

8.1 *Where*. The election of the Executive Board of the corporation shall take place by mail as described in section 8.4.

8.2 *Action by Vote*. Each member 18 years of age and older shall have one vote. The majority of the votes cast by a quorum shall decide the elections. The election shall be by preferential voting as described in sections 8.2a – 8.2f.

a) For each office to be filled the voter is asked to determine his or her order of preference. The voter is asked to place the numeral 1 beside the first choice, the numeral 2 beside the second choice, the numeral 3 beside the third choice, and so forth for all choices.

b) If any candidate receives a majority of first place votes that candidate is elected.

c) If no candidate receives a majority of first place votes then for each candidate the number of first place votes is recorded, the number of second place votes is multiplied by two, the number of third place votes is multiplied by three, and so forth for all choices.

d) For each candidate the numbers obtained from 8.2c are summed. The candidate with the lowest numerical total is elected.

e) If 8.2d produces a tied result the Executive Board shall schedule a re-vote within 60 days to include all candidates who tied for the lowest numerical score in 8.2d.

f) If 8.2d also produces a tied result the position shall be declared to be vacant.

8.3 *Nominations*. Nominations for Executive Board seats up for election must be submitted to the secretary notified no later than 60 days prior to the scheduled Annual Meeting.

8.4 Election Procedure

- a) Any current GCA member who is at least 18 years old is eligible to register to vote.
- b) To register the member should request a ballot from the Secretary. This must be done in writing – either in person, by mail, or by email – and must be done no later than 14 days before the election.
- c) Upon verification of membership, which must be valid from the time of the request through the election date, the Secretary will mail a ballot and self-addressed envelope to the member. The envelope will be marked “ballot,” and both the address and the return address will be that of the GCA. The member must affix postage.
- d) The ballot must be signed by the voter and must be received three days before the election to be valid. Unsigned or late ballots will not be counted.
- e) For verification purposes the ballot will be numbered and will have the Secretary’s signature, and only this original ballot will be accepted. Photocopies will not be counted.
- f) The Secretary will collect the ballots if not running for office, or if running unopposed. If the Secretary is running opposed another Executive Board member will be designated to collect the ballots.
- g) The ballots will not be opened by the person collecting them but will be provided unopened to the officially designated counter(s) on the day and at the site of the Annual Membership Meeting.
- h) The officially designated counter(s) will open and tabulate the ballots at a time before the Annual Membership Meeting that shall be specified on the Home Page of the GCA website at least 30 days before the Annual Membership meeting. Each candidate, or a representative designated by that candidate, may be present to observe the process of opening and tabulating the ballots.

Section 9: Execution of Papers

All deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the corporation shall be signed by the president or by the treasurer, except as the Executive Board may generally or in particular cases authorize the execution thereof in some other manner.

Section 10: Rules of Order

Robert's Rules of Order, Current Edition, shall be the rules of order at all meetings of the membership and Executive Board and its committees with the following addition: no action taken by the Executive Board at one meeting and confirmed at a subsequent meeting may be subject to a motion to rescind until a new Executive Board takes office.

Section 11: Indemnification

Each person who is or was a director or officer of the Corporation, and each person who is or was a director or officer of the Corporation who at the request of the Corporation is serving or has served as an officer, director, partner, joint venturer or trustee of another corporation, partnership joint venture, trust or other enterprise shall be indemnified by the Corporation, and entitled to advancement of expenses of litigation, to the fullest extent permitted under the Georgia Nonprofit Corporation Code against those expenses (including attorneys' fees), judgments, fines and amounts paid in settlement which are allowed to be paid, reimbursed or advanced by the Corporation under the Georgia Nonprofit Corporation Code and which are actually and reasonably incurred in connection with any action, suit or proceedings, pending or threatened, whether civil, criminal administrative or investigative, in which such person may be involved by reason of his being or having been a director or officer of this Corporation or of such other enterprise. Such indemnification shall be made only in accordance with the Georgia Nonprofit Corporation Code and subject to the conditions thereof.

As a condition to any such right of indemnification, the Corporation may require that it be permitted to participate in the defense of any such action or proceedings through legal counsel designated by the Corporation and at the expense of the Corporation.

The Corporation may purchase and maintain insurance on behalf of any such persons, whether or not the Corporation would have the power to indemnify such officers and directors against any liability under the Georgia Nonprofit Corporation Code. If any expenses or other amounts are paid by way of indemnification other than by court order or by an insurance carrier, the Corporation shall provide notice of such payment to the members in accordance with these by-laws.

Section 12: Amendments

These by-laws may be amended by a two-thirds vote at any membership meeting provided such amendments are submitted to the secretary at least 30 days before the membership meeting.