



## Charm City Chess Club

### By Laws

Article I. NAME: The name of the club shall be “The Charm City Chess Club, Incorporated.”

Article II. PURPOSE: The Charm City Chess Club, Incorporated (hereinafter “the Club”) exists to provide rated and unrated chess playing opportunities as well as chess playing lessons and tournaments in the Baltimore, Maryland area.

Article III. AFFILIATION: The Club shall be affiliated with the United States Chess Federation (USCF).

Article IV. NOT FOR PROFIT: The Club shall not be operated for profit. No part of its dues, contributions, assets or net income shall benefit any individual. Employee compensation, cash prizes, trophies, or other awards for chess events shall not be considered benefits under this article.

Article V. BOARD OF DIRECTORS

Section V.1 The business and affairs of the Corporation shall be governed by a Board of Directors (hereinafter the “Board”) which shall be composed of no fewer than three (3) persons.

(a) The Directors of the club shall be the President, the Treasurer, and the Secretary.

Section V.2 The Board shall, at all times, be composed of persons dedicated to the purpose of the club, possessing the skills to govern and inclusive of the diversity of the community being served, taking into account race, gender, economic status, age, subject matter expertise, and other factors.

Section V.3 Any Director may be removed from office, with or without the assignment of any cause, by a vote of the majority of the Directors in office. A vote for removal may occur at any meeting of the Board convened in compliance with these bylaws, provided that written notice of the intention to consider removal of such Director has been included in the notice of the meeting. No Director shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

Section V.4 Employment by the Corporation shall disqualify an individual and any member of the individual's immediate family from eligibility for election to the Board of Directors. Employment of a Director or a member of a Director's immediate family by the Corporation shall lead to the resignation of the Director from the Board.

Section V.5 Resignation: A Director may resign by submitting a written resignation to the President or to the other Directors, if the resigning Director is the President. Failure of any director to participate in the activities of the Board of directors as evidenced by the failure to attend at least  $\frac{3}{4}$  of the meetings of the Board of Directors in a 12-month period will be considered an automatic resignation.

#### Article VI. OFFICERS OF THE BOARD

Section VI.1 Election/Vacancies: The officers shall consist of President, Vice-President, Secretary, and Treasurer and such additional vice presidents or assistant secretaries or assistant treasurers as the Board may from time to time appoint. The officers shall be elected by the Board, from among the Directors, at the first meeting of the Board following the annual meeting of the Corporation. Any vacancy occurring in any office, for whatever reason, shall be filled by the Board and any Director so elected shall fulfill the term of his/her predecessor.

Section VI.2 Term: Officers shall serve a term of 2 years and until their successors are elected, or until they are removed for cause.

Section VI.3 Removal: An officer may be removed from office, with or without cause, as determined by a two-thirds ( $\frac{2}{3}$ ) majority vote of the Board present at any meeting at which there is a quorum.

Section VI.4 Resignation: An officer may resign by submitting a written resignation to the President or Secretary. If the resigning officer is the President, the officer may resign by submitting a written resignation to the other Directors. Resignation as an officer does not constitute resignation from the Board.

Section VI.5 Authority and Duties: The Officers shall have the authority and responsibility delegated by the Board as follows:

- (a) The officers shall have the right to censure, suspend or expel a member for conduct unacceptable to the Club. Any permanent action taken against a member requires a majority vote by the officers
- (b) The President shall preside at and conduct all meetings of the Board and may sign all contracts and agreements in the name of the Corporation after they have been approved by the Board. The President will serve as the representative of the Corporation in meetings and discussions with other organizations and agencies, and otherwise perform all of the duties which are ordinarily the function of the office, or which are assigned by the Board.

- (c) The Secretary shall keep accurate records and minutes of all meetings of the Corporation; make available minutes of the previous meeting and distribute them in advance of each meeting; cause to be delivered all notices of meetings to those persons entitled to vote at such meeting; and maintain the minutes and a current listing, with contact information, of the Directors at the office of the Corporation.
- (d) The Treasurer shall ensure there is timely and adequate management of financial resources and reporting to enable the Board to monitor the organization's financial resources. The Treasurer shall advise the Board of any significant financial matters that require action by the Board. If required, the Treasurer shall ensure that the Board engages a qualified auditor for an annual examination of the financial statements. The Treasurer shall serve as a member of the Finance Committee and may serve as this committee's chair.
- (e) Other officers appointed by the Board shall perform such duties as may be specified in writing by the Board or by officers given authority over them.

## Article VII. CLUB MEMBERSHIP

Section VII.1 Membership in the Club shall be free of charge.

Section VII.2 No current membership requirements shall exist.

Section VII.3 Those participating in club events, including but not limited to regular club meetings shall be known as "Members."

Section VII.4 Members are welcome to post and participate in discussion and other events on Club social media platforms.

Section VII.5 No person shall be denied Club membership based on race, gender, economic status, age, subject matter expertise, religion, political affiliation or sexual orientation.

Article VIII. CODE OF CONDUCT: Members, Directors and Club Employees shall conduct themselves in a manner conducive to the fair play and enhancement of the game of chess by adhering to, but not limited to the following:

Section VIII.1 The use and/or distribution of alcoholic beverages and/or controlled substances and/or tobacco products, including vaping, is strictly prohibited.

Section VIII.2 Gambling and/or the promotion of bets or wagers for money or any items of monetary value on chess games or any activities of any kind at Club events is strictly prohibited.

Section VIII.3 Disruptive, rude or abusive behavior at Club events or on Club social media platforms is also strictly prohibited.

Section VIII.4 Use of Club materials and facilities, including Club logo, Club property (including club funds) or social media platforms without the express, written consent of the Board is prohibited.

Section VIII.5 Use of Club materials and facilities, including Club logo, Club property (including club funds) or social media platforms for non-Club events, including chess tournaments, chess meetings, advertising, sponsorship or endorsements without the express, written consent of the Board is prohibited.

Section VIII.6 Failure to comply with the above regulations or participating in behavior deemed detrimental to club activities will result in suspension or expulsion from the Club, restriction from Club events and banning from Club social media as deemed necessary by the Board.

Article IX. DISSOLUTION

Section IX.1 The Club may be dissolved with the unanimous approval of the club officers.

Section IX.2 In the event of dissolution the net assets of the club shall be distributed as follows:

- (a) All liabilities and obligations shall be paid, satisfied, and discharged or adequate provisions shall be made thereof.
- (b) All remaining assets shall be distributed back to the club membership as deemed appropriate by the officers as permitted by federal and state laws governing the activities of a 501(c)(3) not-for-profit.

Article X. AMENDMENTS: These Bylaws may be ratified or amended at any time by a majority vote of the Club officers.