

BYLAWS
OF THE
CHATTANOOGA CHESS CLUB

ARTICLE I - MEMBERSHIP

Section 1 - Eligibility. Any person, regardless of residence, race, religion, age, sex, or national or ethnic origin may become a member of the Chattanooga Chess Club (herein after referred to as the Club) by paying dues.

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

Section 3 - Types of Membership and Dues. The annual dues for each type of member shall be as follows:

(a) Adult Members: 18 yrs. and older. The annual dues for each adult member shall be twenty dollars (\$20.00). Dues shall be payable annually and shall be due on February 1 of each year and expire on January 31 of the next year.

(b) Youth Members: 17 yrs. and younger. The annual dues for each youth member shall be ten dollars (\$10.00). Dues shall be payable annually and shall be due on February 1 of each year and expire on January 31 of the next year.

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

ARTICLE II - MEMBERSHIP MEETINGS

Section 1 - Annual Meeting. The annual meeting of the membership of the Club shall be held in conjunction with the election of officers and shall take place on the last Thursday in January. At the meeting the president and secretary/treasurer shall report on the activities and financial condition of the Club.

Section 2 - Special Meetings. Special meetings of the membership of the Club may be called by the president, vice president, secretary/treasurer, or by not less than one-tenth (1/10) of the members of the Club. 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. Written or printed 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 given to each member entitled to vote at the meeting. Such notice shall be given not less than ten (10) days or more than two (2) months before the date of the meeting.

Section 4 - Quorum. At any meeting of members one-tenth (1/10) of the 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. Such proxy shall be filed with the secretary/treasurer of the Club 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 Board of Directors.

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 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.

ARTICLE III - BOARD OF DIRECTORS

Section 1 - General Powers. The business and affairs of the Club 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 Club as they may deem proper not inconsistent with these bylaws.

Section 2 - Number and Composition. The Board of Directors shall consist of three members who are the duly elected and acting president, vice president and secretary/treasurer. The Club Web Master shall be an ex-officio member.

Section 3 - Election and Qualification. The Board shall be elected and shall hold office as provided in Article IV of these bylaws. The Web Master as ex-officio member of the Board shall be appointed by the Board for a period of service to be determined by the Board.

Section 4 - Vacancies. Vacancies occurring in the Board for any reason may be filled by a vote of a majority of the officers then in office. An officer elected to fill a vacancy shall be elected until the next annual meeting of the membership.

Section 5 - Regular Meetings. Regular meetings of the Board may be held at such time and place as the officers may determine. No notice is required for any regular meeting.

Section 6 - Special Meetings. Special meetings of the Board may be called by the president or by any two (2) officers upon notice sent by any usual means of communication not less than four (4) days before the meeting.

Section 7 - Quorum. At any meeting of the Board two-third of the officers then in office shall constitute a quorum.

Section 8 - Manner of Acting. The act of a majority of the officers present at a meeting at which a quorum is present shall be the act of the Board.

Section 9 - Action by Written Consent. The Board may take any action by written consent without a meeting, setting forth the action so taken, and signed by all of the officers entitled to vote thereon.

Section 10 - 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 11 - Compensation. No compensation shall be paid to officers for their service 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 Club.

ARTICLE IV - OFFICERS

Section 1 - Number. The officers of the Club shall be a president, a vice president and a secretary/treasurer.

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. Officers shall be no less than twenty-one (21) years old.

Section 3 - Tenure. All officers shall be elected for two-year terms.

Section 4 - Resignation and Removal. An officer may resign at any time by delivering notice to the Club. 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 and the Club 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 officers 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 Club and, subject to the control of the Board, shall, in general, supervise and control all of the business and affairs of the Club 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/Treasurer:

(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.

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

(3) shall collect all dues.

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

(5) shall be responsible for all disbursements for the Club as authorized by the Board.

(6) shall prepare a proposed budget each year for the Club.

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

(f) The Web Master:

(1) shall be responsible for the web site for the Club.

(2) 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 Association.

ARTICLE V - UNITED STATES CHESS FEDERATION

The Club shall be affiliated with the United States Chess Federation (USCF).

ARTICLE VI - FISCAL YEAR

The fiscal year of the Club shall begin on the first day of February in each year.

ARTICLE VII - 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.

ARTICLE VIII - INDEMNIFICATION

The Board, notwithstanding any interest of the officers in any action, may purchase and maintain insurance, in such amounts as the Board deems appropriate, to protect any officer of the

Club 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 law.

ARTICLE IX - AMENDMENT

These bylaws may be 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.

End Bylaws