

# FLORIDA CHESS ASSOCIATION, INC. BY-LAWS

(Compiled: December 2006, Amended May 2007, November 2008, March/April and September 2009, August 2010, **March 2014**)

## Article I - NAME

The name of the organization is the Florida State Chess Association, Inc., hereinafter referred to as the Association.

## Article II - PURPOSE

Section 1. Purpose: The purpose or purposes for which the Association is organized are as follows:

(a) To broaden and develop chess as art and recreation, as a significant element of culture in Florida. The Association will work toward this end by instruction of the public on a subject useful to the individual for the purpose of improving his capabilities in the game of chess. The Association will conduct public discussion groups, forums, panels, lectures and other forms of public education in schools and in other public places. The Association will cooperate with chess clubs, schools, and other groups and institutions throughout Florida in teaching chess and conducting tournaments. The Association will be affiliated with the United States Chess Federation and will select the official representatives of the Association in all affairs of the United States Chess Federation.

(b) To receive donations from the general public to enable the Association to conduct chess matches and tournaments and to award trophies and prizes to successful contestants. The Association will conduct such tournaments as the Board of Directors may see fit, including but not limited to the annual State Championship and the annual Scholastic Championships. The Association will publish a newsletter no less often than quarterly.

(c) To purchase, lease, or otherwise acquire real and personal property and to sell, mortgage, or otherwise dispose of or encumber such property of whatever kind or description as may be necessary and proper in the pursuit of the objectives of the Association.

(d) To borrow or raise money up to any amount allowed by the Florida Nonprofit Corporation Act, as amended, and other regulatory laws of the State of Florida, by the sale or issue of bonds, notes, debentures, or other obligations of any nature, and to secure the same by mortgage or other liens upon any and all of the property, real and personal, of every kind or description, or any portion thereof, of this Association, whether at the time owned or thereafter acquired.

(e) To levy dues and other assessments against the members in order to finance the operations of the Association.

Said Association is organized exclusively for educational purposes, including, for such purposes,

the making of distributions to organizations that qualify as exempt under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). [As Amended September 3, 1978]

### Article III - Membership

Section 1. Membership Requirements: Any person may become a member of the Florida Chess Association by payment of membership dues. All memberships are 24 months from date of purchase. [Amended January 97: change to 2-year memberships. September 2009: Wording modified.]

Membership dues are in the form of Regular, Scholastic (age 19 and under), Affiliate, **Family**, and Life. The Board of Directors may by (3/4) three-fourths vote of all its members, refuse to grant membership or may expel any person from membership. By payment of membership dues each member agrees to abide by the Articles of Incorporation, By-Laws and other rules and regulations adopted by the Association. [Amended January 97: change Junior to Scholastic; September 1999: define age for Scholastic members (moved from Section 2)]

a) From time to time, the Board of the Florida Chess Association may grant honorary memberships, including Life membership, and these are to be considered "paid" memberships as defined in Section 1. [September 2009: Adopted]

b) Upon request, International Grandmasters (GMs) and International Masters (IMs) may be granted free membership (also considered "paid" memberships as defined in Section 1) into the Florida Chess Association. These remain valid as long as the GM or IM retains legal residency in Florida. [September 2009: Adopted]

Section 2. Membership dues: Dues for all membership types will be established by the Board of Directors and shall be subject to revision from time to time by the Board of Directors. [Amendments: September 1991, "Senior" category deleted; January 97, Family category deleted, Scholastics changed from 18 and under to 19 and under effective 7/1/97, Life changed from 20x to 10x regular dues; September 1999, specific dues amounts deleted] Family category reinstated [Amendment: August 2010]

Section 3. Voting Members. Each Regular, Scholastic, or Life member who has attained the age 16 or older, legally resides in the state of Florida and possesses current membership in the United States Chess Federation shall be considered a Voting Member of the Association. For the purpose of residency, college students residing in Florida while attending an accredited Florida educational institution will meet this requirement. If at least one person in a Family membership qualifies as a Voting Member, then the Family qualifies as one and only one Voting Member. In order to participate in annual elections, Voting Members must maintain a current membership in the Florida Chess Association and the United States Chess Federation as of the first day of July prior to the election. In addition to this, they must meet at least one of the following criteria: [September 2009: Adopted USCF requirement & participation criteria a, b, c below.]

a) Have a USCF or FIDE chess rating, either over-the-board or correspondence.

b) Be a certified tournament director and have directed at least one (1) USCF event in the previous two (2) years.

c) Have participated in the Florida State Championship tournament or at least one (1) of its side events (G-29, G-15, G-5 championships, for example) in the previous five (5) years.

#### Article IV - Meetings

Section 1. Annual Meetings: The President shall call an annual meeting of the Membership, held in conjunction with the Florida State Open tournament, for the purposes of hearing reports, and considering other Association business. The election results will be reported at this Annual Membership Meeting. [Amendments: bi-yearly elections added Sept. 92, removed June 96, annual elections changed to reflect mail/Internet balloting April 2009]

Section 2. Special Meetings: The President shall call meetings of the Membership at such time as may be expedient for the purposes of considering any Association business. Upon petition of twenty-five percent (25%) of the Voting Members of the Association, the President shall call a special meeting of the Membership for the reason stated on the petition, and the meeting shall be only for discussion of the petitioned reasons. [Amended January 97: added Voting Member, changed petition requirement from 20 members to 25%]

Section 3. Quorum: Ten (10) Voting Members present in person shall constitute a quorum at any meeting of the Membership. [Amended January 97: changed quorum from 10 members to 25% of Voting Members; September 1999, technical correction to reflect Quorum is 10 members as in original Bylaws]

Section 4. Notice: The Secretary shall mail to each Voting Member advance notice of each special meeting. The notice shall include an agenda. Business transacted at special meetings will be limited to only those items noted on the notice for that meeting. No complex items, such as changes in our By-laws, new rules, and new programs, may be voted on at any Annual Meeting, Officers' Meeting, or Special Meeting unless such item has appeared in the meeting notice, and such notice has been provided to all attendees entitled to vote at such meetings at least ten (10) days in advance. Inclusion in the preceding Florida Chess Association magazine shall fulfill this requirement. Routine matters, such as approving stipends, reviewing bids and approving reimbursements are not subject to this advanced notice requirement. For the purposes of this requirement as it applies to the Annual meeting of the membership, publication (10 or more days in advance of the meeting) of the meeting agenda in the official publication or web site of the Association shall constitute proper notice of items to be considered. [Amended September, 1999: added notice requirement for complex items]

#### Article V - Officers

Section 1. The officers of the Association shall be the President, Vice President, Treasurer, Secretary, immediate past President, five Regional Vice Presidents and three At-Large Directors. The Regional Vice Presidents shall be one representative from the following regions:

South (Counties of Miami-Dade, Broward, Monroe, Palm Beach, Martin, St. Lucie, Indian River, and Okeechobee)

Central (Counties of Sumter, Lake, Hendry, Glades, Desoto, Seminole, Osceola, Orange, Marion, Brevard, Highlands, Hardee, and Polk)

West (Counties of Collier, Lee, Charlotte, Sarasota, Manatee, Pinellas, Hillsborough, Pasco, Hernando, and Citrus)

Northeast (Counties of Nassau, St. John's, Putnam, Clay, Duval, Bradford, Union, Volusia, Baker, Columbia, Suwanee, Flagler, Hamilton, and Madison)

Northwest/Panhandle (Counties of Dixie, Taylor, Lafayette, Alachua, Levy, Gadsden, Waukulla, Liberty, Franklin, Leon, Gulf, Calhoun, Jackson, Bay, Washington, Holmes, Walton, Okaloosa, Santa Rosa, Jefferson, Gilchrist, and Escambia).

[Amended September 1992; September 1999, technical correction to add past Pres., consistent with Article VII, Amended December 2006 to name specific counties.]

Section 2. Elections: Beginning in 1996, the President, Secretary, Three Regional Vice Presidents (for the Northwest/Panhandle, Central, and South regions), and one At-Large Director shall be elected at the Annual Meeting and shall serve a two year term, with elections thereafter on a bi-yearly basis in even numbered years. In 1996, the Vice President, Treasurer, Two Regional Vice Presidents (for the Northeast and West regions), and two At-Large Directors shall be elected at the Annual Meeting and shall serve an initial term of one year, with elections thereafter on a bi-yearly basis in odd numbered years for a term of two years. [Amended June 1996 - staggered Board; term limit deleted]

Section 3. No regional area shall have more than 4 representatives from their area serving on the Board of Directors at the same time. [Amended September 1992]

Section 4. Removal of Officers and Directors: In the event any Officer or Director shall consistently be absent from a regularly called meeting of the Board of Directors, the Board of Directors may, in its option and by two-thirds vote, remove said Officer or Director. [Adopted September 1993]

Section 5. There is no need for a scholastic committee at this time. The Board of Directors shall act as the Scholastic Committee. (December 2006).

Section 6. Officers, scholastic committee members and regular members may be subject to sanctions, up to and including expulsion, for engaging in improper conduct. Improper conduct includes, among other things, (1) failing to properly handle and account for funds, (2) scheduling competitive events with FCA events, (3) boycotting FCA events, (4) making allegations that impugn the integrity of FCA officers, scholastic committee members, or regular members that cannot be substantiated, (5) making public allegations of rule violations and unethical conduct

that cannot be substantiated, (6) disrupting the conduct of our business in meetings or e-mails by doing things such as repeatedly raising one's voice, interrupting other members and engaging in personal attacks after having been warned to desist, and (7) failing to recognize the authority of the duly elected officials of the FCA. The Board of Directors can sanction any director or member and the Scholastic Committee may sanction any scholastic committee member by two-thirds vote. [Adopted April 2000; September 2009: Corrected numbering typos. ]

~~Section 7. There is to be a fourth At Large director position. [Adopted November 2008 and modified March 2009. September 2009: Section Removed as temporary position was no longer needed.]~~

## Article VI - Duties of Officers

Section 1. President: The President shall call and preside at all meetings of the Membership, represent the Association officially on occasion, report annually to the Membership, and carry out all requirements of these By-Laws. He shall appoint such additional Officers and Committees as may advance Association purposes, including the representatives of the Association in all affairs of the United States Chess Federation.

Section 2. Vice President: The Vice President shall assist the President and carry out all assignments received from him. He shall execute the duties of the President when the President is unable to serve.

Section 3. Secretary: The Secretary shall keep minutes of all meetings of the Membership, act as custodian of the By-Laws and such documents as the President may entrust in him, and carry out all duties as prescribed by these By-Laws and such other duties as the President may assign. He shall maintain a book for the recording of all minutes for permanent record purposes. He shall preside at any meeting of the Membership if the President and Vice President are unable to attend.

Section 4. Treasurer: The Treasurer shall keep records of all funds collected and disbursed by the Association, make a financial report at the annual meeting, and carry out all duties prescribed by these By-Laws and any duties assigned by the President. He shall preside at any meeting of the Membership if the President, Vice President, and Secretary are unable to attend.

## Article VII - Board of Directors

Section 1. The President, Vice President, Secretary, Treasurer, Immediate Past President, five Regional Vice Presidents, and three At-Large Directors shall constitute the Board of Directors which shall as Officers and Board members, between meetings of the Membership, execute all Association business and affairs, including contracts. The President of the Association shall be the chairman of the Board of Directors. A decision of the Board of Directors shall require the affirmative vote in person, or by email, of a majority of the Board of Directors. Proxy votes are not allowed. Any Officer elected may be removed by the persons authorized to elect such Officers, whenever, in their judgment, the best interests of the Association are served. If a vacancy should occur on the Board of Directors, the remaining Members of the Board of

Directors are empowered to appoint a Member to fill the vacancy for the balance of the term. [Amended September 1992 - change to RVP and At-large; Amended December 2006 to add “by email” and “i.e. 7 (seven) votes”] [April, 2009 - "i.e. 7 (seven) votes" removed to comply with Article IX, Section 2]

Section 2. The Board of Directors must approve by majority vote such acquisitions or sales of real, personal property or equipment over \$50 before purchase or sale can be made. All equipment purchased with Association funds shall remain the property of the Association indefinitely, unless approval to sell or retire said equipment is given by majority vote of the Board of Directors. [As Amended September 1990]

Section 3. All checks drawn by the Association shall be signed by the Treasurer, and approved by the President. The verification of the expenditures is the duty of the President. [revised September 1990]

## Article VIII – Elections and Voting

Section 1. Proxy voting is not permitted in this organization under any circumstances.

### Article VIII - Election and Voting

Section 2. Elections: The President, Secretary, three Regional Vice Presidents (Northwest/Panhandle, Central, South) and one At-Large Director shall be elected prior to the Annual Meeting on every EVEN numbered year and shall serve a two-year term. The Vice President, Treasurer, two Regional Vice Presidents (Northeast, West) and two At-Large Directors shall be elected prior to the Annual Meeting on every ODD numbered year and shall serve a two-year term. **In years where the President's position is up for election, the immediate past President (if one exists, and wants to be included) shall also be included in the election. If the results of the election indicate that there is a new immediate past President, the previous one shall be considered for any other board positions being filled based on the votes cast. If there is no new immediate past President, the previous one retains that position.** [Amended June 1996 - staggered Board; term limit deleted. Amendments April 2009 reflect new Elections article. **Amended March 2014 to include immediate past President.**]

Section 3. Voting Members may use regular mail or electronic (Internet) balloting in order to encourage maximum membership participation.

Section 4. A call for nominations for the open Board positions shall be sent out in the Florida Chess Association magazine two issues prior to the election. Nominees should also provide background and position information.

Section 5. The Florida Chess Association magazine shall publish the candidates' information for the open Board positions. The magazine shall also include a paper ballot, as well as an Internet link for online voting. Each ballot shall be identified with a unique number that can also be used online that is associated with the voting member for security purposes.

Section 6. Each Voting Member (as defined in Article III, Section 3) shall be permitted to cast one and only one vote. Family Memberships may cast one and only one vote. Qualifying Family Members wishing to cast their individual vote must obtain an individual Membership. Duplicate votes will be discarded as invalid. Should a Voting Member either fail to receive or lose his or her ballot, he or she may contact the Election Master (see Section 7) to obtain his or her ballot number.

Section 7. Election votes shall be collected and tallied by a person or persons selected by a vote of two thirds of the board and, in the event of no agreement thereto, by a third party election services provider. This person or persons shall be referred to as the "Election Master".

Section 8. Ballots must be maintained by the Election Master for at least twelve (12) months after an election.

Section 9. Election voting shall close exactly ten (10) days prior to State Championship and the Annual Membership Meeting. The Election Master will tabulate the results no later than seven (7) days prior to the State Championship and the Annual Membership Meeting.

Section 10. The newly elected Board shall take office at the Annual Membership Meeting. If there is a change in the office of President, the outgoing President should, prior to the Annual Membership Meeting, inform the incoming President on old and ongoing business to facilitate setting of the agenda. If there is a change in the office of Treasurer, the outgoing Treasurer shall provide a financial report as required in Article IV, Section 4.

Section 11: Candidate requirements: [September 2009: Adopted and defined by adding a, b, c, d requirements]

a) Candidates must be Voting Members of the Florida Chess Association (as defined in Article III Section 3) and the United States Chess Federation and have maintained both memberships for a period of no less than three (3) months as of the first day of June prior to the annual election.

b) Candidates must maintain a permanent and legal residence for no less than one (1) year in the state of Florida as of the first day of June prior to the annual election, and in the case of Regional Vice Presidents (Regional VPs), they must also retain legal residence for no less than one (1) year within the Region they wish to represent.

c) Members under current disciplinary action or restriction, to include probation, suspension, expulsion, or other limitations imposed as a result of findings of misbehavior by the Florida Chess Association or the United States Chess Federation may not run for an office on the Florida Chess Association Board as long as such restrictions are in place.

d) Candidates who are named a party in an ongoing lawsuit against the FCA are disqualified from candidacy due to conflict of interest.

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## Article IX - Procedure

Section 1. Meeting Procedure: The most current edition of Robert's Rules of Order Revised shall be used at all meetings of the Membership, the Board of Directors, and the Scholastics Committee. [Amended September, 1999 to cover all meetings]

Section 2. Definitions: A "majority vote" is defined as greater than one-half (1/2) of all decisive (yea or nay) votes legally cast, abstentions not counting. A "two-thirds (2/3) vote" is defined as greater than or equal to two-thirds (2/3) of decisive (yea or nay) votes legally cast, abstentions not counting. In either case, a minimum of seven (7) decisive votes (yea or nay) is required to pass a motion. [Amended April 2009 to align with RRONR (10)]

Section 3. Bidding Procedure: The bidding procedure for any Association tournament which requires a bid is as follows: (Adopted September 1990)

1. All bids must contain the following information: Location, Dates, Format (Time Controls, prizes, round times, sections, entry fee, etc.), Chief Tournament Director and Assistants, Statement that the affiliate absorbs all losses, commitment to pay the FCA its sanctioning fee, and commitment to collect FCA dues from every Florida player. A Florida player is defined as a player whose official USCF address is in Florida. . The bid should contain a schedule of events including a Speed (g/5) Championship (traditionally Friday evening), some competition to determine a Florida Quick Championship, and provision for the Annual Membership Meeting (traditionally Sunday noon), and Hotel rates and description of playing site.

i. For the Florida State Championship, traditionally held over Labor Day Weekend, the sanctioning fee is as follows: the affiliate shall pay to the F.C.A. \$3.00 for each of the first 150 entries in the main event; \$15.00 for each of the next 50 entries, and \$25 for each entry above 200 for the Florida State Championship

ii. For events other than the Florida State Championship, scholastic events, the minimum due the Association is \$1 per entry per "day", where "day" is defined as 2 for the State Scholastic, 1 for the Regionals, and the actual length in days for any other Association event.

2. The bid must be from a United States Chess Federation affiliate.

3. Upon acceptance of a bid, a notarized statement must be drawn up and signed by the organizing affiliate officers agreeing to the terms of the bid.

4. All checks for payment of entry fees shall be made out to the sponsoring affiliate.

5. All Association membership dues are due to the Association from the sponsoring affiliate prior to conclusion of the first day of the event for the State Championship and at the conclusion of the event for all other tournaments.

6. All financial computations shall be completed no later than the final day of the event, except for the Florida State Championship which should be completed by the annual meeting to be



reviewed by the Treasurer of the Association. Monies due the Association are to be paid as follows: A good faith payment of approximately one-half (1/2) the estimated money due the Association will be paid at the conclusion of the event with the remainder due within two (2) weeks of the conclusion of the event.

7. All bids for the Florida State Championship are due at the annual business meeting one year before the proposed event. Priority for acceptance shall be given on a rotating regional basis using the Regions as defined in Article V, Section I: North (either Northeast or Northwest Region; South Region, Central Region, West Region, and Open (bids in the open year are not prioritized regionally). A bid is a priority bid if it is offered by an affiliate from the particular region and contemplates holding the tournament in that particular region. The 2010 tournament will be accepted from Central Florida for purposes of this section. If no priority bid is received at the annual business meeting, the Board shall treat that upcoming Florida State Championship as if it were in an Open year.

8. The Scholastic Committee will solicit, plan, conduct and/or recommend bids for at least four Regional, for one All-Star tournament and for one annual State Scholastic Championship. All bids should be put forward to the FCA Board for consideration. If a bid is deemed deficient, the organizer should be advised how to remedy the problems. The Scholastic Committee will make all arrangements, and shall submit them to the Board of Directors for final approval and for financial arrangements. [Adopted September, 1999]

9. The Board of Directors shall make the decision on acceptance of bids as well as setting of due dates for bids.

Section 4. Vote by E-Mail Procedure: A vote by e-mail may be taken on a motion distributed by the President under the following conditions. A motion will be made and seconded. At least 72 hours will be allowed for discussion. Then, Board members will be given ten days to vote. In order for any motion to be adopted, at least seven members must vote decisively (yea or nay) on the motion. [Adopted September, 1999] [April, 2009 - Changed "affirmatively" to "decisively (yea or nay)" to match the intent of Article IX, Section 2]

[Amended April 2009 - Board vote by mail section has been superseded by technology and is no longer relevant.]

#### Article X - Amendment

These By-Laws may be amended by a two-thirds (2/3) vote of the Board of Directors in favor, provided that advance notice, including the purport of the amendment, has been sent to each Member of the Board of Directors.

#### Article XI - Compensation

Directors shall serve without compensation, except reasonable expenses may be paid. However, to the extent deemed necessary by the Association, the Association may retain the services of a director other than in his or her capacity as a director, and the director may be compensated for

services so rendered as the Board may from time to time deem appropriate. (Amended May 2007)

## Article XII - Liquidation

Upon the dissolution of the Association, the Board of Directors shall, after making provision for the payment of all the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(3)(c) of the Internal Revenue code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Association is then located, exclusively for such pursuits or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Comprehensive Amendments made in 2009