

THE SEATTLE CHESS CLUB

BYLAWS

ARTICLE I – NAME AND PURPOSE

1.1. Name

The name of the organization shall be The Seattle Chess Club, herein referred to as “the Club.”

1.2. Purpose

The purpose of the Club is to promote and foster interest in the game of chess, provide opportunities for chess enthusiasts to learn and improve their skills, and organize chess-related activities and events in the greater Puget Sound region.

1.3. Status

The Club shall be organized and operated as a domestic nonprofit corporation under the laws of the State of Washington and as a tax-exempt organization under Section 501(c)(3) of the U.S. Internal Revenue Code. No part of the Club’s dues, contributions, assets, or net income shall provide monetary benefit to any individual, except for discounts on tournament entry fees. Reasonable compensation, cash prizes, trophies, or other awards for chess events shall not be considered benefits under this article.

ARTICLE II – MEMBERSHIP

2.1. Membership eligibility

Membership in the Club shall be open to all individuals who share an interest in chess in the greater Puget Sound area. No person shall be denied Club membership based on race, gender, economic status, age, religion, political affiliation, sexual orientation, or any other protected class as defined federally or by the State of Washington.

2.1.1. Honorary and complimentary Club memberships may be extended and authorized by the Board to specific individuals.

2.2. Rights and responsibilities

Club members shall have the right to participate in all Club activities (with exceptions determined by tournament specifications), vote on matters brought before the membership, and enjoy other benefits as determined by the Club’s board of directors. Members shall uphold the principles of fair play, good sportsmanship, and respect for fellow members and visitors (see also Article VI).

2.3. Membership dues

The Club’s Board shall establish an annual membership fee and categories of membership (e.g., adult, senior, student, etc.). The fee structure, payment methods, and any exemptions/discounts shall be communicated to the membership through appropriate channels.

2.3.1. In the event of a member terminating their membership, dues already paid are not refundable.

2.3.2. Club memberships are non-transferrable.

2.4. Termination of membership

Membership may be terminated for the following reasons: non-payment of dues, violation of Club rules or bylaws, or written resignation submitted by the member to the Club Secretary. The board of directors shall have the authority to determine and implement the procedures for membership termination.

ARTICLE III – BOARD OF DIRECTORS

3.1. Composition

The affairs of the Club shall be overseen by a board of directors (the “Board”) consisting of at least 5 elected directors (“Directors”). The Board shall have the authority to make decisions on behalf of the Club.

3.2. Election and term of office

Directors shall be elected by the Club membership at the Annual Meeting (see Article V), and their term of office shall be one year. Directors may volunteer for successive one-year terms. Directors do not have to be members of the Club.

3.3. Duties of the Board

The Board shall oversee the Club’s activities, establish policies, approve the annual budget, make decisions on matters affecting the Club, and represent the Club in external affairs. Service on the Board is voluntary; there shall be no compensation for service on the Board. A Director may receive reasonable reimbursement for expenses incurred in connection with the Director’s Board service, if approved by the Board. This clause is intended to satisfy the requirements for a “volunteer” under RCW¹ Section 4.24.670. Board members shall not be precluded from serving the Club in any other capacity and receiving compensation for any such service.

3.4. Board meetings

3.4.1. The Board shall meet monthly to discuss Club business, approve minutes, assess the membership and financial conditions of the Club, make decisions on matters arising, and plan for the Club’s future. Additional meetings may be called by the President or upon request of a majority of Board members. Meetings may be conducted in person or via electronic, shared-participation communication technology. The Secretary shall provide notice and an agenda for Board meetings to all Directors.

3.4.2. The Board shall make decisions concerning matters arising by consensus, voting or other methods deemed appropriate. All Directors have rights to voice opinions in deliberations, and all Directors have voting rights.

¹ Revised Code of Washington

3.4.3. Board members are expected to attend all Board meetings and participate actively in deliberations. A Director is expected to inform the President and/or Secretary of their inability to attend a Board meeting. Consistent failure to attend meetings may result in removal from the Board; see clause 3.6.

3.4.4. A quorum, constituting the ability of the Board to conduct official business, shall be defined as the presence of 50% of the existing number of Directors.

3.4.5. Club members have the right to attend Board meetings. The Board may extend attendance privileges to visitors at its discretion. The Board at its discretion may extend voting rights to non-Board club members attending a particular Board meeting by *majority* vote. The Board may extend voting rights to non-club members attending a particular Board meeting by *unanimous* vote.

3.5. Resignation

A Director may resign by submitting a written notice of resignation to the President, or to the Secretary if the resigning Director is the President, indicating a date of effective resignation. A Director may also resign by giving oral notice to the Board at a meeting of the Board. A resignation is effective when the notice is accepted by the Board. The Secretary shall communicate the resignation to the Club membership by appropriate means. .

3.6. Removal

A Director may be removed from office only by the members of the Club. A minimum of 5 Club members must submit a written petition to the Board Secretary to remove a Director and declare a reason for the removal. The Secretary will call a special meeting of the membership within 2 weeks of receipt of the petition, with the Director's removal being the only agenda item. The Director shall have the opportunity to be heard at the meeting. The Director shall be removed from the Board by a majority vote of the Club members voting at that special meeting, and it shall be effective immediately.

3.7. Replacement

In the event of a resignation or removal of a Board member, the Board will take appropriate and timely actions to replace them.

ARTICLE IV – OFFICERS

4.1. Officer positions

The Club shall have the following standing officer positions: President, Secretary, Treasurer, and Tournament Director (“Officer”). The Board may designate other Officer positions from time to time as needed and appropriate. Officers shall be appointed to their positions by a majority vote of the Board.

4.2. Duties of Officers

Officers, whether Directors or not, are expected to attend meetings of the Board.

4.2.1. The President shall set the agenda for Board meetings, preside over meetings, provide overall leadership, and represent the Club in official capacities. The President may appoint committees, standing or ad hoc, as appropriate to deal with issues facing the Club.

4.2.2. The Secretary shall maintain accurate records of Club and Board meetings, give notice of meetings, manage the Club correspondence, and handle its official documentation. The Secretary shall be responsible for maintaining the Club's status as a Washington State domestic nonprofit corporation and as an IRS-designated 501(c)(3) nonprofit corporation. The Secretary shall stand in for the President in the President's absence.

4.2.3. The Treasurer shall oversee the Club's financial matters, maintain financial records, prepare financial reports, and prepare the annual budget with the Board.

4.2.4. The Tournament Director (TD) shall establish a rolling schedule of Club-sponsored tournaments and organize and arrange for the direction of such tournaments. The TD may designate assistant and/or substitute TDs (consistent with the U.S. Chess Federation's Official Rules of Chess) for any tournament at the TD's discretion and by mutual agreement.

4.3. Term of officers

Officers shall serve a term of one year. Officers may volunteer for successive one-year terms if approved by the Board. Procedures for resignation and replacement shall follow those for directors (in clauses 3.5 and 3.7).

4.4. Removal

An Officer may be removed from office by a majority vote of the Directors in office. A vote for removal may occur at any meeting of the Board, provided that written notice of the intention to consider removal of such Officer has been included in the notice of the meeting.

ARTICLE V – MEETINGS

5.1. Annual meeting

A general meeting of the Club's membership shall be held annually on the first Friday of May at such location as the Board determines. The Annual Meeting is open to all members, and all members have voting rights at such meeting. Notice and an agenda of the Annual Meeting shall be communicated to the membership at least 10 but no more than 60 days in advance by the Secretary.

5.1.1. The Club membership shall elect the Directors at the Annual Meeting. Procedures for nomination and election of Board members shall be determined by the Board. Non-Club members of the Board may not vote in the Annual Meeting.

5.2. Other meetings

Extraordinary meetings of the Club's membership to discuss and/or decide on a specific matter may be called by the President, by a majority of the Board, or by petition of 10% of the Club membership (5 members in the case of removal of a Director; see clause 3.6).

ARTICLE VI – CODE OF CONDUCT

Club members, Directors, and Officers shall conduct themselves in a manner conducive to the fair play and enhancement of the game of chess by adhering to all policies set by the Board, including, but not limited to, the following:

6.1. Substances

The use and/or distribution of alcoholic beverages, cannabis, controlled substances, and/or tobacco products, including vaping, is strictly prohibited on Club property.

6.2. Gambling

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. Monetary and non-monetary prizes offered by the Club are not included in this prohibition.

6.3. Behavior

Disruptive, rude, or abusive behavior at Club events or on Club social media platforms is strictly prohibited. This includes, but is not limited to, harassment, abuse or other untoward behavior directed at persons of the statuses and protected classes defined in clause 2.1.

6.4. Club materials/facilities

Use of Club material or facilities, including the Club logo, Club name, Club property (including Club funds greater than \$100), or social media platforms without the express consent of the Board is prohibited. This specifically includes non-Club events and activities, such as chess tournaments, chess meetings, advertising, sponsorship, or endorsements.

6.5. Compliance

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/or banning from Club social media as deemed necessary by the Board.

ARTICLE VII – DISSOLUTION

7.1. Dissolution process

The Club may be dissolved in the following manner: (1) A unanimous vote by the Club's Board. All members of the Board must register a vote. (2) Following that vote, the Secretary shall put the motion to dissolve to the membership and call a special meeting of the Club membership within two weeks. A majority of those members voting to dissolve shall be required. Votes by email or mail to the Secretary are allowed and are to be counted if received by the date of the special meeting. The Board shall conduct the dissolution process in a manner consistent with requirements of RCW Sections 24.03A.904 through 24.03A.926.

7.2. Distribution

In the event of dissolution of the Club, the assets of the Club shall be distributed as follows: (a) All liabilities and obligations of the Club shall be paid, satisfied, and discharged, or adequate

provisions shall be made therefor. (b) All remaining assets shall be given to the Washington Chess Federation through its designated representative, to the extent permitted by federal and state laws governing the activities of a 501(c)(3) nonprofit organization. Any conditions or stipulations associated with this assignation of assets shall be by mutual agreement between the Club Board and the Washington Chess Federation representative. To the extent that some or all of the assets of the Club may not be given to the Washington Chess Federation, the Board shall distribute any remaining assets in accordance with applicable federal and state law.

ARTICLE VIII – AMENDMENTS

These Bylaws may be ratified or amended at any time by a majority vote of the Board. Board members have the right to vote on Bylaws amendments by remote means, e.g., by email, text, Zoom, etc.

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These Bylaws approved by the Seattle Chess Club Board of Directors on September 2, 2023.

_____ /s/ _____ 9/2/2023

John Selsky, President