

Ohio Chess Association

Bylaws

As amended through September 5, 2016

ARTICLE I. Name and Purpose.

Section 1. The organization shall be incorporated in the State of Ohio as a non-profit organization and called the Ohio Chess Association.

Section 2. The letters OCA shall herein be synonymous with the Ohio Chess Association.

Section 3. The business office of the Association shall be deemed to be in the city of residence of one of the officers.

Section 4. The purposes of the OCA are:

- fostering the study and pursuit of the game of chess,
- conducting tournaments for players,
- sponsoring teams to represent the state of Ohio in interstate and international team play,
- promoting chess organizations in the state of Ohio
- establishing a center from which and to which shall radiate the interests of Ohio and interstate players, and
- the general promotion of chess by an organization truly representative of the chess laity of the state of Ohio and doing any and all things necessary or incidental thereto.

ARTICLE II. Legal Requirements.

Section 1. The Treasurer shall be responsible for the funds of the Association and report at the annual meetings on the financial position of the Association.

Section 2. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes set forth in Article I.

Section 3. No part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 4. Upon dissolution of the Association the Board of Trustees shall, after paying or making provision for payment of all liabilities of the Association, dispose of all 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 purposes as shall

at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1954, as the Board of Trustees shall determine.

Section 5. The financial books shall be audited once a year by a committee elected by the Board of Trustees with results of the audit to be printed in the September-October issue of the Ohio Chess Bulletin, with financial statement. The fiscal year shall begin on August 1 of each year and end on July 31 of the following year.

ARTICLE III. Membership, Affiliates, and Dues.

Section 1. Membership in the Association shall be available to any person; chess club; or federation of clubs, teams, or leagues, upon payment of the annual dues and shall automatically expire with the nonpayment of dues.

Section 2. The Board of Trustees shall set the amount of any fees and dues. Any club or organization shall be free to affiliate themselves with the OCA upon the payment of the affiliation fee set by the Board of Trustees.

Section 3. The names and addresses of the members of the OCA shall be published in the Ohio Chess Bulletin at least once per calendar year. Any member may delete his name from the publication list upon written notice to the membership secretary.

ARTICLE IV. General Meetings of Members.

Section 1. The annual general membership meeting shall be held at the time of the annual State Championship Tournament and in the city where the tournament is conducted unless the Trustees shall see fit to hold said meetings elsewhere.

Section 2. Special general meetings may be held at such times and places as may be ordered by the Trustees upon at least 20 days notice as prescribed in Article XI.

Section 3. The members may direct the Trustees to call a special general meeting by submitting to the Secretary a petition signed by 20 percent of the total membership.

Section 4. The quorum regulation shall be 5 percent in person of the total membership. A quorum shall be required as specified in Robert's Rules of Order.

Section 5. Except as otherwise provided in these Regulations, all annual or special general membership meetings shall be governed by Robert's Rules of Order.

Section 6. The annual general membership meetings shall have the power to write or amend the Bylaws, elect Trustees and elect Delegates to USCF.

Section 7. Any incumbent officer or Trustee or candidate for office or Trusteeship of the OCA shall submit a statement of candidacy and intent to fulfill responsibilities of his office before the beginning of the meeting at which he is nominated or immediately upon being nominated at said meeting. The Secretary shall not recognize candidacy of any person who is not a member of

OCA or whose dues are not paid for one year after the beginning of the term for which that person is a candidate.

Section 8. The time and place of the annual general membership meeting shall be included in the announcements for the Ohio Chess Congress and in the announcements of any subsidiary events held in conjunction with the Ohio Chess Congress. Unless otherwise ordered by the President or Board of Trustees or unless otherwise arranged by the tournament organizer, the annual general membership meeting shall be scheduled for 8:30 p.m. on the first day of the Ohio Chess Congress.

ARTICLE V. Voting.

Section 1. Each member and affiliate in good standing shall be entitled to one vote at any annual general membership meeting or any special general membership meeting.

Section 2. No proxies shall be allowed at meetings of the Ohio Chess Association.

ARTICLE VI. Board of Trustees.

Section 1. The Board of Trustees shall consist of not more than twelve members of the OCA: ten Trustees elected by District, one residing in, or representing, each OCA District as defined in the By-laws; plus the President and Vice-President if they are not already district Trustees. An OCA member must be at least 18 years of age to serve or be elected or appointed as a Trustee or officer. An OCA member must be a resident of Ohio to serve or be elected or appointed as a Trustee or officer.

Section 2. If they are not already serving as district Trustees of the OCA, the President and the Vice-President shall, during their tenure in those offices, be Trustees-at large and be voting members of the Board of Trustees.

Section 3. District Trusteeships of the OCA shall have terms of office of two years, with the Trusteeship term ending at the annual general meeting in odd-numbered years for odd-numbered Districts, and in even-numbered years for even-numbered Districts.

Section 4. Each year at the annual general membership meeting, the members shall elect District Trustees to serve two-year terms for those Districts with Trusteeship terms ending in that year. To implement this system, District 1 will be elected in 1978 and 1979; District 2 in 1977 and 1978; District 3 in 1977; District 4 in 1977 and 1978; District 5 in 1976 and 1977; District 7 in 1977; District 8 in 1976; District 9 in 1976 and 1977; and District 10 in 1977 and 1978.

Section 5. When an election for a District Trusteeship is held at any annual general membership meeting, only members residing in that District may announce their candidacy for, or be nominated for, that Trusteeship. If no member residing in that District becomes a candidate in accordance with the requirements of Article IV, Section 7, then nominations shall be opened to any member residing in an adjoining District, who may announce candidacy for, or be nominated for, the Trusteeship.

Section 6. The term of office of any member elected as Trustee of an adjoining District shall end at the next annual general membership meeting if a resident of that District is elected at said meeting; otherwise the term of office shall be for two years. Upon expiration of their term of office, Trustees shall continue to serve until their successors are elected or appointed.

Section 7. A Trustee position shall be vacated if the Incumbent dies; resigns; moves from that district to a county outside Ohio; or is recalled by a majority vote of the OCA members residing in that District, voting by mail ballot or electronically. A Trustee shall be considered to have resigned when he has missed three consecutive email discussions / votes or when he has missed three consecutive meetings which have been called at least 14 days in advance, and the Trustees by majority vote consider the seat vacant. The resignation shall be effective with the passing of the Trustee vote declaring the seat vacant. A called meeting includes meetings without a quorum, as well as official meetings.

Section 8. If a vacancy occurs in any Trustee position, the Board of Trustees may appoint and eligible OCA member to fill the vacancy until the next regularly scheduled election.

Section 9. at a meeting as soon as possible after the end of the annual general membership meeting, the Board of Trustees shall:

- a) Elect a President, a Vice President, a Secretary and a Treasurer;
- b) set dues; and
- c) exercise all authority of the OCA except where the law, the Articles of incorporation, or the Bylaws require that action be otherwise authorized or taken.

Section 10. A majority of the members of the Board of Trustees must be present in person to constitute a quorum at any meeting of the Board. "present in person" shall include participating from another location via any electronic means which allows for real time two-way communication among all attendees.

Section 11. Trustees shall be permitted to make motions, discuss issues and vote by email. After a motion is made by a trustee and seconded, there shall follow a minimum one week period for discussion, followed by a one week period to cast votes. For purposes of business conducted by email, all trustees are presumed to be present and constitute a quorum.

Section 12. All trustees shall be required to have an email address by which they may be readily contacted.

ARTICLE VII. Officers and Committees.

Section 1. Officers shall hold office for two years or until their successors shall be elected or appointed. There shall be no limit upon how many terms any officer may serve.

Section 2. The President shall preside at all meetings of the OCA, enforce the provisions of the Bylaws, manage and direct all daily business of the OCA, appoint any necessary committees not otherwise provided for, settle any disputes or controversy including interpretation of the Bylaws (all decisions may be appealed through the Board of Trustees and then the general membership), call special meetings of the Board of Trustees, delegate authority to any representative (s)he shall name (in writing), serve as ex-officio member of all committees except election committees. (S)He shall appoint a Statutory Agent with the consent of the Board of Trustees. The President

may appoint a Membership Chairman to keep a complete and accurate record of the membership of OCA in lieu of the Secretary's maintaining these records. The Membership Chairman is subordinate to the Secretary. The President may countersign all checks with the Treasurer.

Section 3. The Vice-President shall assume all duties of the President should the President become unable to perform his duties. (S)He shall be coordinator for all standing and temporary committees except election committees.

Section 4. The Secretary shall keep a correct record of the functions of the OCA, read all documents when called to, and conduct the general correspondence of the OCA. (S)He shall file such correspondence for future reference. Any correspondence upon which action must be taken by the membership shall be brought to the attention of the membership, which action shall be the responsibility of the Secretary. (S)He shall keep a complete and accurate record of the membership of the OCA. The Secretary shall be responsible for filing a Statement of Continuing Existence with the Ohio Secretary of State in Columbus every five years beginning in 1980. If a Membership Chairman is not appointed by the President, the Secretary will assume those duties.

Section 5. It shall be the duty of the Treasurer to receive all dues and other income of the OCA for any fund and to give official receipt for the same. (S)He shall have charge of all financial records of the OCA. (S)He shall write all checks drawn on OCA funds and report, in writing, at the annual general meeting. This report shall include the amount of monies received and paid out during the previous fiscal year, and the remaining balances in the fund accounts of the OCA. The Treasurer shall deposit all collection, taking receipt for same, in such bank(s) as the officers may direct. If the Treasurer at any time becomes unable to perform his/her duty, the Books shall be checked by individuals of the OCA before a new Treasurer is appointed. When a Treasurer resigns, the President and/or Vice-President plus two other Trustees, must inspect the books.

Section 6. The Statutory Agent shall be a person upon whom any process, notice, or demand required or permitted by statute to be served upon OCA may be served. Such person shall be a resident of Ohio and a member of OCA.

Section 7. Any officer may be removed from office by a two-thirds vote of the entire Board of Trustees.

ARTICLE VIII. U.S.C.F. Delegates.

Section 1. A slate of Delegates and Voting Members to the following U.S.C.F. annual meeting shall be elected at the annual meeting of members. The President with the consent of the Board of Trustees shall appoint a nominating committee to submit names of members. Nominations may be made from the floor of the annual OCA General business meeting.

ARTICLE IX. Termination of Membership.

Section 1. Any member may be suspended or expelled by a two-thirds vote of the entire Board of Trustees for conduct unbecoming a member or harmful to the purposes of the Association, unless disagreed with by a majority vote of the members at the next annual special membership meeting. Until such a vote of the members is taken, the membership shall be considered to be under challenge and without membership privileges (except receiving the Ohio Chess Bulletin),

if the original vote of the Trustees was to suspend or expel. Before any member is suspended or expelled, written notice of the charges against him, and of the time and place of the meeting of the board at which they are to be considered, shall be mailed to him at his last known address at least twenty days before the meeting. He shall be given an opportunity to defend and the decision of the Board shall be final.

ARTICLE X. Ohio Chess Bulletin.

Section 1. The official organ of the OCA shall be the Ohio Chess Bulletin. The editor shall be elected by the Board of Trustees for a one-year term expiring at the annual meeting of the Board of Trustees.

ARTICLE XI. Notices to Members.

Section 1. The Secretary shall review the minutes of the yearly Ohio Chess Association meeting and Trustees' meeting and notify any officer, Trustee, or any specifically named person who is affected by any resolution or decision so that this person may respond accordingly.

Section 2. Official notices to the membership may be given in such manner as the Board of Trustees may determine and may include publication other than by direct mail.

Section 3. The preferred notice shall be the Ohio Chess Bulletin.

ARTICLE XII. Amendments.

Section 1. These Regulations may be repealed or amended by a vote of two-thirds of the members present in person at any annual or special meeting of the membership, OR by the affirmative vote of seven or more trustees after posting on the OCA web site two weeks prior to a final vote.

Article XIII. TRUSTEE DISTRICTS AND DUTIES

(a) Pursuant to Article VI of the Regulations the Trustee Districts shall be:

1. The counties of Williams, Fulton, Lucas, Ottawa, Defiance, Henry, Wood, Sandusky and Erie with a major chess center in Toledo.
2. The counties of Lorain, Cuyahoga, Lake, Ashtabula, Geauga with a major chess center in Cleveland.
3. The counties of Paulding, Putnam, Hancock, Van Wert, Allen, Hardin, Mercer, Auglaize, Logan and Union with a chess center in Lima.
4. The counties of Seneca, Huron, Wyandot, Crawford, Richland, Ashland, Marion, Morrow, Knox and Delaware with chess centers in Marion and Mansfield.

5. The counties of Medina, Summit, Portage, Trumbull, Wayne, Stark, Mahoning, and Columbiana with chess centers in Akron, Canton and Youngstown.
6. The counties of Darke, Shelby, Champaign, Miami, Clark, Preble, Montgomery and Greene with chess centers in Dayton and Springfield.
7. The counties of Madison, Franklin, Licking, Fayette, Pickaway and Fairfield with a major chess center at Columbus.
8. The counties of Holmes, Coshocton, Tuscarawas, Carroll, Jefferson, Harrison, Muskingum, Guernsey, Belmont, Noble and Monroe with chess centers at Steubenville and Zanesville.
9. The counties of Butler, Warren, Clinton, Hamilton, Clermont, Brown, Highland and Adams with chess centers at Cincinnati, Hamilton and Middletown.
10. The counties of Ross, Hocking, Vinton, Perry, Morgan, Washington, Athens, Pike, Jackson, Meigs, Scioto, Lawrence and Gallia with a chess center at Portsmouth.