

BYLAWS OF THE US CHESS FEDERATION

Includes all changes passed at the 2005 Annual meeting.

Article I: Name

The name of the corporation shall be the United States Chess Federation (USCF) also known as the United States of America Chess Federation, commonly known as US Chess.

Article II: Purposes

Section 1. The purpose of the Federation shall be educational and instructional, to broaden and develop chess as art and recreation, as a significant element of culture in America. The Federation shall cooperate with schools, colleges, hospitals, military bases, community centers, recreation departments, and other groups and institutions, in teaching chess, conducting tournaments, and other activities. The Federation shall disseminate information through its publications and representatives, and the Federation shall select the official USA representatives in all international chess affairs. The Federation shall encourage and support chess programs for handicapped individuals and the participation of handicapped in chess activity, including, where feasible, the expansion of opportunities for meaningful participation by handicapped individuals in all chess competition.

Section 2. The Federation is pledged:

- A. To operate exclusively for educational, recreational, and social welfare purposes;
- B. That no part of its contributions, dues, or net income shall inure to the benefit of any individual, except that trophies or prizes awarded in the course of its educational and promotional program shall not be so construed;
- C. That the Federation is not operated for profit and that neither principal nor income of any of its funds may be used in any attempt to influence legislation;
- D. To promote the study and knowledge of the scientific game of chess;
- E. To foster the development of players and to help those who seek to become masters;
- F. To encourage the formation of chess groups, clubs, and associations;
- G. To hold a tournament no less often than once every two years for the Chess Championship of the United States and to confer upon the winner of such tournament the title "United States Chess Champion"; and
- H. To hold an open tournament every summer in the United States.

Article III: Membership

Section 1. Regular Membership. Any person may become a Regular Member of the Federation upon payment of \$49 which includes a commission of up to \$4,

\$90 for two years which includes a commission of up to \$5, or \$130 for 3 years which includes a commission of up to \$5. This may also be referred to as Full Adult Membership.

Section 2. Youth Membership. Any person under 20 years of age and a resident of the United States (or if he or she submits his or her membership through a USCF affiliate) may become a Youth Member of the Federation upon payment of \$25 which includes a commission of up to \$2, \$49 for two years which includes a commission of up to \$4, or \$70 for 3 years which includes a commission of up to \$5

Section 3. Scholastic Membership. Any person under 15 years of age and a resident of the United States (or if he or she submits his or her membership through a USCF affiliate) may become a Scholastic Member of the Federation upon payment of \$19 which includes a commission of up to \$2, \$35 for two years which includes a commission of up to \$2, or \$52 for 3 years which includes a commission of up to \$3. This membership includes a subscription to an appropriate publication.

Section 4. Special Membership. A blind person may become a Special Member of the Federation upon payment of 25% of the regular membership rate. Any person who is incarcerated in a penal institution of the United States may become a Special Member upon payment of 25% of the regular membership rate.

Section 5. Senior Membership. A person who has passed his or her 65th birthday (and who is a resident of the United States or if he or she submits his or her membership through a USCF affiliate) may become a Senior Member of the Federation upon payment of 75 % of the regular membership rate.

Section 6. Family Membership Plans.

Family Plan 1-- \$64, includes parents and their children under age 20 in the household (living at one address). Also includes any full-time college students up to age 24.

Family Plan 2--\$35, includes all children under age 20 in the household (living at one address).

Family Plan 1 & 2 includes 12 issues of ***Chess Life***

Section 7. Life Membership. Any person may become a Life Member of the Federation upon payment of \$1000 dues. Any person age 65 years or older may become a Life Member by payment of \$500 dues, or one half of the Life Member rate then in effect. Any blind person may become a Life Member upon payment of \$250 dues. The Federation may require reasonable confirmation of eligibility from time to time as a condition to continuation of Life membership.

Section 8. Sustaining Membership. Any person may become a Sustaining Member of the Federation upon payment of dues equal to twice the current rate for Regular Membership plus a surcharge of \$15. After 10 such timely payments, a Sustaining Member becomes a Life Member, except that the rate for Sustaining Member automatically changes with each dues change for Regular Members.

Section 9. Promotional Memberships. In order to facilitate the development of membership promotion, the Executive Board may authorize special promotional membership terms and rates for limited periods of time to determine their feasibility by trial; such terms and rates shall be subject to review annually by the Board of Delegates.

Section 10. Rights and Privileges. Each Life, Sustaining, Regular, Senior, Special, and Youth member shall be entitled to receive a regular copy of Chess Life. Each Scholastic member shall be entitled to receive an appropriate USCF Publication. Economy memberships do not include a subscription to any publication. Each member shall be entitled to have his or her tournament play officially rated, to participate in the Annual Membership meeting, and to enjoy all other rights and privileges of membership not herein enumerated. Members and Affiliates with mailing addresses outside the United States may be charged an additional fee to cover extra costs.

Section 11. Revocation of Membership. The Executive Board, subject to the provisions of Article III, Section 12, may revoke or suspend the membership of any member for good cause. The USCF Ethics Committee may recommend suspending or revoking the membership of any person by applying the procedures established by the Board of Delegates in the USCF Code of Ethics.

Section 12. Revocation of Membership or Affiliation. In the event that the Executive Board shall revoke or suspend the membership of an individual or affiliate pursuant to Article III, Section 11, or Article VIII, Section 5, it shall, prior to taking such action, give to the individual or affiliate 30 days written notice of the proposed action. Within said time said individual or affiliate may submit in writing to the Executive Board reasons why such actions should not be taken. The Executive Board may thereafter, if it sees fit, act upon the written suggestion or set a date for a hearing to be held at or prior to the next Annual Meeting of the Federation, but before the meeting of the Board of Delegates. Any person or affiliate aggrieved by any action of the Executive Board may appeal to the Board of Delegates at the said Annual Meeting if the action is taken at the said meeting, or at the next meeting of the Board of Delegates. The Board shall affirm, reverse, or modify the action of the Executive Board. Only Delegates present in person may vote on any such appeal. If the Ethics Committee recommends the suspension or revocation of a member through application of the USCF Code of Ethics, the appeals procedure established in the Code of Ethics shall be applicable, and the remaining provisions of this section shall not be applicable to that case.

Section 13. Annual Membership Meeting. The President shall call and preside at an annual meeting of the membership, held in conjunction with the U.S. Open tournament, for the purpose of hearing reports and making suggestions to the

Board of Delegates. Twenty-five members present in person shall constitute a quorum. The Secretary shall publish in *Chess Life* advance notice of the meeting. Participation and voting by members at the Annual Membership Meeting shall be limited to those members physically present. Participation through the use of conference telephone or other communications equipment shall not be permitted.

Section 14. The actual dollar amount of all other membership dues categories shall be calculated according to the factors indicated in Sections 4, 5, 8, and 10, with the “regular” membership dues as the base amount from which all other dues amounts are determined. All dues amounts shall be rounded to the nearest dollar, with 50 cents being rounded up the next higher dollar amount.

Article IV: Voting Members

Section 1. Responsibility. The Voting Members are responsible for electing the Executive Board and the Delegates and Alternate Delegates that represent their state. An insert containing nominees and voting instructions shall be inserted in an appropriate issue of *Chess Life*.

Section 2. Definition. Any current member residing in the USA who is 16 years of age or older as of the time of an election is a Voting Member. For a regular or special election, the membership must be current through the last day of the month in which balloting is to begin and the member must have reached 16 years of age by **May 31 in the year in which the election is being held.**

Members not receiving *Chess Life* who are 16 years of age or older at the time of a regular or special election may request a ballot by sending a self-addressed stamped envelope to the current USCF office address before the 15th day of the month in which balloting is to begin. Members not receiving *Chess Life* who wish to vote must furnish their date of birth to the USCF office.

Article V: Board of Delegates

Section 1. Responsibility. The Board of Delegates is responsible for the management of the USCF. It shall formulate general policy, adopt the annual budget, and write the Bylaws.

Section 2. Number. The Board of Delegates shall be composed of the Executive Board members, the Delegates at Large, and 125 Delegates, apportioned among the states in proportion to their resident USCF membership as of November 1 of the year prior to Delegate elections, except that each state with thirty or more members must have at least one Delegate. Each state with 1000 or more USCF members must have at least two Delegates. In addition, any Executive Board member-elect who is not already a Delegate becomes a Delegate immediately upon certification of the election result.

Section 3. Alternate Delegates. There shall be 125 Alternate Delegates, with each state having one Alternate Delegate for each Elected Delegate. All Life

Voting Members under previous editions of these Bylaws shall automatically become Additional Alternate Delegates if they are not elected as Delegates.

Section 4. Nomination. Members may be nominated for Delegate from the state in which they reside by submission of either a nomination from the official State Chapter to the **Election Committee** postmarked on or before February 1st of an Election Year, or a petition bearing the signatures of 10 USCF members who are residents of their state postmarked on or before April 1st of an Election Year. State Chapters shall submit an ordered list of nominees and the ballots shall list the State Chapter nominees in that order. Ballots shall indicate which candidates were nominated by their state chapter and they shall appear ahead of other nominees. A candidate petition may nominate only one candidate, who must consent to nomination by either signing the petition or by notifying the Secretary. State Chapters shall obtain the consent of all candidates they nominate.

Section 5. Election. Delegates and Alternate Delegates for each state shall be elected by the Voting Members of their state. **At the discretion of the Executive Board,** ballots for that purpose **shall either be mailed directly or** included in an issue of Chess Life **and** mailed prior to June 10. Ballots to be returned no later than July 20 of a year in which there is an election so that the ballots can be counted no later than August 1. Ballots shall be authenticated by use of official mailing labels provided with the ballots. Candidates nominated by their state chapter shall be designated as such on the ballot. Electronic voting may be used in addition to the ballot in **Chess Life**.

Voting Members are allowed to vote for up to the designated number of Delegates for their state or voting district. An ordered list shall be created listing candidates in the order of votes received, highest first. A candidate must receive at least one vote to appear on this list. From this list, the designated number of Delegates shall be elected from the top of the list and the designated number of Alternate Delegates elected from the remaining candidates on the list.

Once the list of Delegates and Alternates has been certified by the Board of Delegates (pending the breaking of any ties by the State Chapter as described below), any vacancies resulting from the death or resignation of an elected Delegate or Alternate shall be filled by the State Chapter as specified in Article V, Section 6A of the Bylaws.

The ordered list of candidates shall also serve as the initial ordered list for filling vacancies at any meeting of the Board of Delegates' Meeting as specified in Article V, Section 6A.

Delegates shall serve a term of two years commencing at the conclusion of the Delegates meeting at which their election is certified. Ties shall be broken by the President of the State Chapter in which the tie occurs. If the President of the State Chapter has not responded by October 1st, or if the President is involved in the tie, the other officers in the State Chapter shall be contacted and asked to break the tie. The response received by November 1st from the highest ranking Officer (in order, Vice-President, Secretary, Treasurer, members at large) shall break the tie. If no response is received, any other official contacts for the State

Chapter as provided on their latest affiliate renewal shall be contacted and asked to break the tie. If no response is received by December 1st, the tie shall be broken by the Executive Board. Elections for Delegates shall be held every even-numbered year starting in 2000. A member may not cast more than one vote for any person. Upon resolution of the Board of Directors of a State Chapter, communicated in writing to the USCF Secretary prior to April 1st of an Election Year, a state may be divided into two voting districts for the purpose of ensuring geographic representation. The resolution must specify how the division is to be made and how many Delegates and Alternate Delegates will be allocated to each district. The allocation shall be roughly proportional to the USCF membership in each district. Only voters from a district can vote for the Delegates and Alternate Delegates from that district.

Section 6. Miscellaneous

A. Vacancies. If one or more Delegates from any state are not present or are unable to attend the Annual Meeting, the ordered list for that state is used to fill the Delegate vacancies for that meeting. The regularly elected Delegates continue in office for the remainder of their term.

The state president or senior state officer present may add names to the end of the ordered list for the purpose of seating Delegates at the Annual Meeting of the Board of Delegates. If a Delegate dies or resigns during the term of office, the vacancy shall be filled for the duration of the term of office in accordance with the ordered list. If a Delegate or Alternate Delegate moves from the state of residence, that person shall be deemed to have resigned as Delegate unless the State Chapter indicates otherwise.

Vacancies in the position of Delegate or Alternate Delegate for any state chapter, including those resulting from the promotion of an Alternate Delegate to Delegate, may be filled by the state chapter for the remainder of the term, provided that such appointments are placed at the end of the ordered list for that state chapter.

If no Delegates or Alternate Delegates are elected by a state, vacancies exist which can be filled by the State Chapter.

B. Executive Board Members as Delegates. Any Executive Board member who completes his or her term without re-election to the Executive Board, remains a Delegate until the conclusion of the Annual Meeting of the Board of Delegates in the year following the completion of the Board term, except that if he has Delegate status for that period under another provision of these Bylaws, this provision shall not apply. Any former Executive Board member receiving Delegate status by the provisions of the preceding sentence shall not be a Delegate on the ordered list of any state, and shall not be replaced if he dies or resigns the position.

C. USCF Membership requirement. To serve as a Delegate, an individual must have a current membership as of the first day of the Delegates' Meeting.

D. Current USCF employees may not serve as Delegates. USCF employees are accorded the right to speak at the annual Delegates' Meeting.

Section 7. Annual Meeting. The President shall call and preside at an annual meeting of the Board of Delegates, held in conjunction with the U.S. Open tournament, for the purposes of hearing annual reports, installing officers, and considering other USCF business. A quorum shall consist of one third of the whole Board of Delegates present in person. The Secretary shall publish in Chess Life advance notice of the meeting and shall mail to each Delegate, between thirty and forty days before the Annual Meeting, a notice of the meeting and an agenda. Only those certified as Delegates, including any Alternates who have been elevated to Delegate through the death or resignation of a Delegate, may submit motions for the advance agenda. Motions not having a Delegate present as a sponsor or co-sponsor when reached in the meeting shall be deferred to the end of the meeting. Chairs of Delegate or Executive Board appointed committees may submit motions on behalf of their committees. Sponsors are encouraged to add their rationale to Advance Delegate Motions.

Section 8. Special Delegates Meeting. Special Delegates meetings can be called by the President or by more than half the members of the Executive Board. Notice of a meeting and its purposes and an agenda must be sent by mail to all delegates and alternate delegates at least 30 days before the meeting. Additional notification may be provided by e-mail or FAX. The notice and agenda shall also be placed on the USCF website at least 30 days in advance of the meeting. The special Delegates meeting has authority to act upon advance agenda items but does not have the authority to take action unrelated to the advance agenda items.

All Executive Board members shall have at least 7 days advance notice before the notice of the meeting is sent. Items can only be placed on the advance agenda by the President or any two Executive Board members.

A quorum shall consist of one third of all Delegates and Delegates will be certified in the same manner as at the Annual Delegates Meeting.

If the meeting notice so provides, the meeting can take place by teleconference at advance designated sites announced in the call of the meeting. Delegates must be present in person at a meeting site.

Section 9. Delegates at Large. Delegates at Large shall consist of the following:

A. All USCF Presidents who have served at least **two** consecutive years, upon completion of their term and are so elected by a majority of the Board of Delegates.

B. Those individuals who have rendered distinguished service to chess and who are elected by at least a 3/4 vote of the Board of Delegates at two consecutive Annual Meetings by a motion on the advance agenda for both meetings. The number of individuals in this category shall not exceed twenty.

The term of the Delegates at Large shall commence at the Annual Meeting at which they achieve Delegate at Large status and continue for three more Annual Meetings. A Delegate at Large whose term is expiring or has expired may be elected to a new term.

Article VI: Executive Board

Section 1. Composition. The Executive Board shall consist of seven members elected for staggered terms of four years. The Executive Director serves as a non-voting member of the Executive Board, with the right to debate and make motions, but without the right to vote. All Executive Board members are national officers of the USCF.

Section 2. Functions. The Executive Board shall manage the affairs of the Federation, including employment and other contracts, between meetings of the Board of Delegates and shall perform other duties as specified in these Bylaws. The Executive Board shall be subject to the authority of the Board of Delegates, and none of its acts shall conflict with actions taken by the Board of Delegates. The Executive Board's direction to the staff shall generally be given by the USCF President.

Section 3. Meetings. The Executive Board shall meet at least twice per year, the day and place to be fixed by vote of that Executive Board. Special meetings, including conference telephone calls or Internet conference meetings, may be called by the President or upon the written request of any three members of the Executive Board. Reasonable efforts to notify all Executive Board members of the meeting shall be made by mail, fax, telephone, e-mail, or other means approved by the Executive Board. The minutes of the Executive Board shall be sent to all USCF Delegates and Alternate Delegates, and posted on the USCF's Internet web site, within six weeks of each meeting. A quorum shall consist of a majority of the elected members of the Executive Board present in person or participating in a conference telephone call or Internet conference meeting. The affirmative votes of at least three different Executive Board members will be required to approve any action, as long as there are at least four members on the Executive Board.

All meetings of the Executive Board, including conference calls, shall be recorded in their entirety with a clear, permanent record by a means determined by the Executive Board. All Executive Board members shall receive copies of any audio tapes or video tapes of meetings within two weeks of those meetings. Any person wishing to obtain copies of audiotapes may do so at cost. The public portion of the permanent record will be available on the web-site within a month of the meeting record.

Section 4. Nomination. Any USCF member not a current employee of the USCF is nominated for election to the Executive Board upon submission to the **Election Committee** of the following January 10 of an election year:

1. A valid nominating petition containing the signatures of thirty or more Voting Members. A nominating petition listing more than one candidate is not valid.
2. A filing fee of \$250 made payable to the USCF
3. A signed statement that they are running for the Executive Board and that they will serve if elected.

An employee of the USCF may not be nominated for election to the Executive Board.

The **Election Committee** shall have advertised a call for nominations in the issue of **Chess Life** published no later than November 20 of the year prior to an election year and shall publish a list of all duly-submitted nominations in the issue published not later April 10 of an election year.

Once a candidate is certified, the candidate may purchase labels of Voting Members at the same rate as affiliates. These labels may only be used for campaign purposes.

Section 5. Elections

A. Regular Elections. Executive Board members shall be elected by the Voting Members. **At the discretion of the Executive Board**, ballots for that purpose shall **either be mailed directly or** included in an issue of Chess Life, **and** mailed prior to June 10. **Ballots are** to be returned no later than July 5 of a year in which there is an election so that the ballots can be counted no later than July 20. Electronic voting may be used in addition to the ballot in **Chess Life**. Ballots shall be authenticated by use of official mailing labels provided with the ballots. The ballot shall list all duly submitted nominations. Each voting member may vote for as many persons as there are Executive Board positions to be filled. The persons receiving the largest vote totals shall be elected to the available Executive Board positions. The ballots shall be returned by mail to an independent agency, and counted by an independent agency, or by the **Election Committee, or by tellers appointed by the Election Committee** prior to the Annual Meeting of the Board of Delegates. Ties, if any, shall be broken by a secret ballot vote of the Delegates present in person at that year's Delegates meeting, taken at the time that election results are certified. The election of Executive Board members shall take place in odd-numbered years starting in 2003.

B. Special Elections. The **Election Committee will** decide the schedule for a Special Election for the Executive Board, using the deadlines and dates for a regular election as a guide for scheduling reasonable intervals for announcing the special election and calling for nominations, the date for candidate petition filings and **the date for mailing the ballots via Chess**

Life or direct mail. The requirement for candidate statements and election supplements may be reduced to having this information in a single issue of Chess Life. The Board may choose to waive any filing fees for a Special Election.

C. The **Election Committee**, shall by January 15 of an election year for a regular Executive Board election, choose a date on which ballot counting shall be performed, which date is to be no earlier than July 20 and no later than the Wednesday prior to the annual meeting of the Board of Delegates. For a special election, the **Election Committee** shall choose a date for ballot counting no later than 90 days prior to that date. Ballots shall be authenticated by use of voting member information to be provided with or printed on the ballots. All properly authenticated ballots that have been received by the date designated for counting the ballots shall be counted. The **Election Committee** shall designate an address for the return of ballots at the time the date of counting ballots is set.

Section 6. Election of Executive Board Officers. At an organizational meeting immediately following the conclusion of the Delegates' Meeting at which regularly scheduled Executive Board election results are certified, the Executive Board shall elect among itself the following officers: President, Vice President, Vice President for Finance, and Secretary. The term of each officer shall be for two years, except that upon a vote of 2/3 of its membership, the Executive Board may at any time meet in person or by teleconference and elect new officers. A vacancy in the office of President shall be immediately filled by the Vice President. A vacancy in another office elected by the Executive Board shall be filled by majority vote either temporarily until the Executive Board meeting following the next Delegates' Meeting or for the full unexpired portion of the office's term as the Executive Board shall choose.

Section 7. Terms of Office. The terms of office of the Executive Board members shall commence at their first meeting, which shall immediately follow the Annual Meeting, and shall continue for four years. except as provided in Section 9 of this article. The terms of the Executive Board officers shall commence at their first meeting, which shall immediately follow the Annual Meeting, and shall continue for two years. No individual shall serve more than eight consecutive years on the Executive Board. No person shall serve as USCF President more than four consecutive years.

Section 8. Duties

President. The President shall preside at all meetings of the membership, Board of Delegates, and Executive Board; carry out all requirements of these Bylaws, represent the Federation officially on occasion, and report annually to the Board of Delegates.

Vice President. The Vice President shall execute the duties of the President when the President is unable to serve and perform such other duties as are assigned by the Executive Board or the President on its behalf.

Vice President for Finance. The Vice President for Finance shall obtain records of the financial affairs of the Federation, report to the Board of Delegates, and counsel and assist the Executive Board on financial affairs. The Vice President for Finance shall review and have the right to comment on all financial reports, including all financial information presented in interim and annual reports, prior to publication and release.

Secretary. The Secretary shall review Minutes of all Executive Board meetings, Delegates' meetings, and membership meetings. The Secretary shall post these minutes, after Executive Board review, on the USCF website and shall mail the Minutes to all Delegates and Alternate Delegates within six weeks of the meetings. The Executive Board shall determine a means of recording all meetings. The Secretary shall act as the custodian of the corporate seal, ensure that the annual report is filed with the Secretary of State of the state of Illinois, and perform such other duties as are prescribed by these Bylaws.

Members at Large. Members-at-Large of the Executive Board shall have such other duties as are assigned by the Executive Board or by the President on behalf of the Executive Board or as prescribed by these Bylaws.

Section 9. Vacancies. The **Election Committee will** decide the schedule for a Special Election for the Executive Board, using the deadlines and dates for a regular election as a guide for scheduling reasonable intervals for announcing the special election and calling for nominations, the date for candidate petition filings and **the date for mailing the ballots via Chess Life or direct mail.** The requirement for candidate statements and election supplements may be reduced to having this information in a single issue of Chess Life. The Board may choose to waive any filing fees for a Special Election.

Section 10. Candidate statements and advertising. Each duly nominated candidate who has met the requirements established in Section 4 is entitled to a 150 word statement plus photo in the issue of Chess Life published no later than April 10 of the election year, plus reasonable and equitable space on the USCF website. Election supplements shall accompany or be inserted in issues of Chess Life published no later than May 10 and June 10 of the election year. Each duly nominated candidate who has met the requirements established in Section 4 is entitled to one-half page of space in each election supplement. The purchase of additional campaign space in the election supplements or other USCF publications is prohibited.

Article VII: Other Officers ,Appointees, and Committees

Section 1. Officers appointed by the Executive Board. The Executive Board shall appoint an Executive Director and a Publications Director. The Executive

Board shall also give approval to the hiring of a chief financial officer (CFO) by the Executive Director.

Section 2. Duties of Appointees. The duties of Officers appointed by the Executive Board, Committee Chairs, and other Executive Board appointees shall be set forth in written memoranda by the Executive Board. Copies of said memoranda shall be added to the minutes for dissemination to the Delegates.

Section 3. Committees.

A) The Board of Delegates shall appoint the following Standing Committees:

1) Audit Committee. The Audit committee shall consist of 4 persons; one Exec. Board member, normally the Vice President for Finance appointed by the Exec. Board, and two members elected by the Delegates from among the Delegates and Alternate Delegates who are knowledgeable and, where possible, a Certified Public Accountant (CPA) or a Certified Management Accountant (CMA). The duties of the Committee shall be:

a) To advise the EB on the appointment of the External Auditors, the audit fee, the provision of any non-audit services by the External Auditors and any questions of resignation or dismissal of the External Auditors.

b) To discuss, if necessary, with the External Auditors before the audit commences the nature and scope of the audit.

c) To discuss problems and reservations arising from interim and final audits and any questions the External Auditors may wish to discuss (in the absence of management, where necessary.)

d) To consider and advise the EB on the establishment of the internal audit service and Head of Internal Audit, if any.

e) To review the internal audit plan, to consider major findings of internal audit investigations and management's response and to promote coordination between the Internal and External Auditors and to advise the EB and the Delegates accordingly.

f) To keep under review the effectiveness of internal control systems and, in particular, review the External Auditors' Management Letter, the Internal Annual Report and management responses and to advise the EB accordingly.

- g)** To monitor the performance and effectiveness of external and internal audit.
- h)** To consider, if necessary, the draft of the Audited Financial statements.
- i)** To monitor annually or more frequently, if necessary, the implementation of approved recommendations arising from internal audit reports, external audit reports and management letters and to advise the EB accordingly.
- j)** To oversee arrangements made by the Executive Board for the internal audit service and the External Auditors to examine the agency-wide financial statements.
- k)** To advise the Executive Director, as requested.
- l)** To report, as appropriate, to the Executive Board.
- m)** To advise the Delegates as requested and to report, as appropriate, to the Delegates

2) Bylaws Committee. The Bylaws Committee shall choose its own chair.

3) Election Committee. The Election Committee shall consist of four members appointed by the Delegates, except that members of the Executive Board may not be appointed to the committee. The Delegates may name who would replace any member of the committee who resigns or otherwise leaves the committee. The committee is responsible for the conduct of and shall preside over Federation elections. No member of the Election Committee may be a candidate for the USCF Executive Board during his or her service on the Election Committee or may campaign on behalf of or make an endorsement for or against any candidate for the Executive Board. The Committee shall choose its own Chair.

4) Ethics Committee. The Ethics Committee shall choose its own chair.

5) Life Member Assets Management Committee (LMAC). The LMAC is responsible for managing the Life Member Assets. The LMAC shall consist of the Vice President for Finance and six to eight others elected by the Delegates. The LMAC shall choose its own Chair and may appoint other committees to assist it in its work.

B) The Delegates may appoint any other committees as needed. The Executive Board may appoint such subcommittees of the Board or committees as it deems appropriate.

C) **Except as provided elsewhere**, in the event of a vacancy on a Delegate-appointed Committee, the committee and Executive Board may appoint a replacement. Such appointment requires a 2/3 majority of **each of** the remaining committee members and the Executive Board.

D) **No individual member can chair more than one of the following three committees at the same time: Audit, Finance, or LMA.**

E) **No individual other than the VP for Finance can serve on more than two of the following committees at the same time: Audit, Finance, or LMA.**

Section 4. Counsel. Legal Counsel shall be appointed by the Executive Board.

Section 5. Eligibility. None of the National Officers (including members of the Executive Board and Executive Director) shall be officers of other sports organizations recognized by the U.S. Olympic Committee as a national governing body.

Article VIII: Organizational Units.

Section 1. State Chapters. Every state (the District of Columbia being treated as a state for all Federation purposes and Northern and Southern California being treated as separate states for all Federation purposes) shall be entitled to have an affiliate designated as the State Chapter, provided that any state having more than 5000 members may have two state chapters divided along geographical lines. Credentials of affiliates applying for designation as State Chapters submitted before June 1 shall be presented by the Executive Board to the Board of Delegates with recommendations, if any, one month before the next Annual Meeting. Credentials submitted after June 1 shall be presented by the Executive Board to the Board of Delegates one month before the Annual Meeting of the following year.

Section 2. Functions. Each State shall guide the chess activity within the state in a manner that provides representation to all groups of chessplayers within its state. Each State Chapter shall nominate Delegates and Alternate Delegates as provided in Article V Section 4 of these Bylaws. Each State Chapter shall fulfill other responsibilities as the Board of Delegates may from time to time designate.

Section 3. Affiliates. Any organization of chessplayers may affiliate with the Federation upon payment of the fee of \$40 per year. Any organization of chessplayers who are exclusively scholastic players may affiliate with the Federation as a Scholastic Affiliate upon payment of the fee of \$40 per year. Any organization of chessplayers who are incarcerated in a penal institution may affiliate with the Federation as a Prison Affiliate upon the payment of the fee of \$15 per year. Affiliation does not constitute the affiliate as an agent of the USCF for any purpose.

Section 4. Rights and privileges. Each affiliate shall:

(a) Receive a subscription to Chess Life.

(b) be entitled to conduct USCF-rated tournaments in accordance with USCF tournament rules;

(c) be privileged to issue Federation memberships per Article III above, and to collect and forward to the USCF headquarters the membership application forms and associated dues amounts due therefrom.

Section 5. Revocation. The Executive Board may, subject to the provisions of Article III, Section 12, revoke or suspend the affiliation of any affiliate for good cause shown.

Article IX: Sundry Bylaws

Section 1. Authority. These Bylaws have been adopted by the Delegates under the authority of the charter issued to the United States of America Chess Federation by the State of Illinois.

Section 2. Amendment. These Bylaws may be amended by a majority vote of the Delegates present at an Annual or a Special Delegates' meeting except that any proposal not specifically included in the Delegates' advance agenda shall require a 2/3 majority vote to pass.

Section 3. Office. The registered office of the Federation shall be at such address in the State of Illinois as is designated by the Executive Board.

Section 4. International Affairs. The Federation is the official USA unit of FIDE and shall be represented officially in all FIDE affairs by a Permanent Delegate appointed by the Executive Board.

Section 5. Publications. *Chess Life*, a periodical, or its successor publication, is designated an official publication.

Section 6. Fiscal period. The Fiscal period shall be the year ended May 31.

Section 7. Fund Depositories and Disbursements. All funds, other than Life Member Assets, shall be deposited in one or more federally insured depositories, or other vehicles approved by the Executive Board, disbursable only by withdrawal authorized by two or more of the following: President, Vice President for Finance, Executive Director, and such senior staff as the Executive Board shall designate. The Executive Board may authorize petty cash accounts, whose amounts may not exceed \$500.00, and disbursable only by check signed by one of the above, or any two employees approved by the Executive Board.

Section 8. Accountants. Early in each fiscal year the Executive Board shall engage properly qualified independent certified public accountants to review the Federation's accounts in accordance with generally accepted accounting

principles. The choice of accountants shall be subject to ratification by the Board of Delegates.

Section 9. Encumbrance.

A. No asset of the Federation may be encumbered without the approval of the Executive Board or Board of Delegates, except as provided in Section 10 below, and any mortgage, loan, or borrowing agreement must be signed by at least two of the following: President, Vice President for Finance, Executive Director.

B. The building and land cannot be encumbered, liened, or mortgaged in any fashion without action by the Delegates at a regular meeting or special meeting called for that purpose, except as provided in Section 10 below.

Section 10. Life Member Assets Management.

Borrowing of an aggregate of more than \$200,000 is possible only when:

1. The Executive Director certifies that there is a need for such borrowing.
2. The Executive Board approves of the borrowing.
3. The Life Member Assets Management Committee approves of such borrowing.
4. A report shall be made to the Delegates in the Annual Report describing the funds borrowed and repaid during the past year.

Section 11. The Federation will publish an annual report within four months of the end of the fiscal year. The report will contain, among other things, a complete presentation of the audited financial statements.

Section 12. Indemnification of Directors and Officers. Each member of the Board of Delegates, national officer (hereinafter "officer"), and employee of the corporation now or hereafter serving as such, shall be indemnified by the corporation against any and all claims and liabilities to which he or she has or shall become subject by reason of serving or having served as such director, officer, or employee or by reason of any action alleged to have been taken, omitted, or neglected by him or her as such a director, officer, or employee; and the corporation shall reimburse each such person for all legal expenses reasonably incurred by him or her in connection with any such liability, provided, however, that indemnification shall be limited to cases in which such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal act or proceeding, had no reasonable cause to believe his or her conduct was unlawful; and provided further, however, that as a member of the Board of Delegates such a person shall only be indemnified for his or her acts or

omissions at an Annual or Special Meeting of the Board of Delegates and not for any local or other activities.

To the extent that a director, officer, or employee of the corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding, or in defense of any action, suit, or proceeding, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

Any indemnification against any and all claims (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, or employee, is proper in the circumstances because he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. Such determination shall be made (A) by the Board of Delegates by a majority vote of a quorum consisting of directors who were not parties to such action, suit, proceeding, or claim, or (B) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

The right of indemnification herein above provided for shall not be exclusive of any rights to which any director, officer, or employee of the corporation may otherwise be entitled by law, and shall continue as to a person who has ceased to be a director, officer, or employee, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, or employee, or agent of the corporation, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability under the provisions of this article.

Section 13. Ratification of Voidable Acts. Any transaction questioned in any suit brought by any member on the grounds of lack of authority, defective or irregular execution, adverse interest of any director, officer, employee, or member, nondisclosure, miscomputation, or the application of improper principles or practices of accounting may be ratified before or after judgment by the Board of Delegates and, if so ratified, shall have the same force and effect as if the questioned transaction had been originally duly authorized, and said ratification shall be binding upon the corporation and its members and shall constitute a bar to any claim or execution of any judgment in respect of such questioned transaction.

Section 14. Reliance on Records. Each officer, member of the Board of Delegates, or employee shall in the performance of his or her duties be fully protected in relying in good faith upon the books of account or reports made to

the corporation by any of its officials, or by an independent Certified Public Accountant, or by an appraiser selected with reasonable care by the Board of Delegates, or in relying in good faith upon other records of the corporation.

Section 15. Parliamentary Authority. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall be used at all meetings of the membership, Board of Delegates, Executive 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 16. Eligibility for International Competition. Eligibility criteria for international competition may not be more restrictive than the eligibility criteria established by the internationally recognized Chess Federation.

Section 17. Non-Discrimination. Participation in chess shall be open to athletes, coaches, trainers, team captains, managers, seconds, and analysts without discrimination.

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