

**BYLAWS  
OF  
ALABAMA CHESS FEDERATION, INC.**

**ARTICLE ONE  
PURPOSE, OFFICES, FISCAL YEAR, REQUIREMENTS AND PROHIBITIONS**

1.01. Definition of Bylaws. These Bylaws constitute the code of rules adopted by **ALABAMA CHESS FEDERATION, INC.** (the "ACF") for the regulation and management of its affairs.

1.02. Purpose. This Nonprofit Corporation will have the purposes or powers as may be stated in its Articles of Incorporation and such powers as are now or may be granted hereafter by law.

The primary purpose of this Nonprofit Corporation is to operate for scientific, literary, or educational purposes, including scholarships and grants, or to foster national or international amateur sports competition.

The A.C.F. shall promote adult and scholastic chess competition within the State of Alabama, and the study of chess for educational purposes.

1.03. Principal and Branch Offices. The principal place of business of the ACF is in Etowah County and will be located at **96 Graham Drive, Boaz, Alabama 35956**. In addition, the ACF may maintain other offices either within or without the State of Alabama as its business requires.

1.04. Registered Office. The location of the initial registered office of the ACF is at **96 Graham Drive, Boaz, Alabama 35956**. Such an office shall be continuously maintained in the State of Alabama for the life of the ACF. The Executive Board may from time to time change the registered agent and the address of its registered office by duly adopted resolution and filing the appropriate statement with the Secretary of State.

1.05. Fiscal Year. The fiscal year of the ACF shall be October 1 through September 30.

1.06. Undistributed Income. The ACF shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code (hereinafter the "Code") or the corresponding provision of any subsequent federal tax law.

1.07. Self-dealing prohibited. The ACF shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Code, or the corresponding provision of any subsequent federal tax law.

1.08. Excess business holdings. The ACF shall not retain any excess business holdings as defined in Section 4943(c) of the Code or the corresponding provision of any subsequent federal tax law.

1.09. Investments. The ACF shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code or the corresponding provision of any subsequent federal tax law.

1.10. Taxable Expenditures. The ACF shall not make any taxable expenditures as defined in Section 4945(d) of the Code or the corresponding provision of any subsequent federal tax law.

1.11. Books and Records. The ACF shall keep correct and complete books and records of account, and minutes of the proceedings of its Members, Executive Board, and Committees. The ACF will keep at its registered office a membership register giving the names and addresses and showing classes and other details of the membership of each, and the original or a copy of its Bylaws including amendments to date certified by the Secretary of the ACF.

1.12. Inspection of Books and Records. All books and records of the ACF may be inspected by any Member, or his or her agent or attorney, for any proper purpose at any reasonable time on written demand under oath stating such purpose.

1.13. No dividends. The ACF shall not have or issue shares of stock. No dividend shall be paid, and no part of the income of the ACF shall be distributed to its Executive Board Members, Officers, or Trustees.

1.14. Loans prohibited. The ACF shall make no loans to any of its Executive Board Members, Trustees or Officers or to any of its other management, personnel, employee or any member of the immediate family of such persons.

1.15. ACF Assets.

(a) No donor, Executive Board Member, Trustee or Incorporator may have any vested right, interest, or privilege of, in, or to the ACF's assets, functions, affairs, or franchises, or any right, interest, or privilege that may be transferable or inheritable, or that will continue if his or her membership ceases, or while he or she is not in good standing.

(b) Upon dissolution of the ACF, any ACF assets remaining after the payment or discharge of all ACF liabilities may only be distributed and shall be distributed to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, or the corresponding provision of any subsequent federal tax law, as the Executive Board shall determine.

## **SECTION II**

### **MEMBERS AND AFFILIATES**

2.01. Membership and Affiliation. Any individual or organization interested in Chess may become, respectively, a Member or an Affiliate upon payment of annual dues. There shall be five classes of individual membership and one class of affiliate membership.

(a) Regular Membership. Any individual 19 years of age or older may become a Regular Member upon payment of annual dues in an amount determined by the Executive Board from time to time.

(b) Life Membership. Any individual may become a Life Member upon one time payment of dues in an amount determined by the Executive Board from time to time.

(c) Scholastic Membership. Any individual 19 years of age or older (the “designated parent or guardian”) may purchase a Scholastic Membership for the benefit of any specified individual who is below the age of nineteen (19) years, and for whom they are a parent or guardian.

(d) Family Membership. Any individual 19 years of age or older (the “designated family member”) may purchase a Family Membership for the benefit of himself or herself, and his or her immediate family.

(e) Honorary Membership. The Executive Board or the membership-at-large may designate certain individuals Honorary Members of the ACF.

(f) Affiliate. Any organized group of chess players may become an Affiliate upon payment of annual dues in an amount determined by the Executive Board from time to time.

2.02. Length of Membership. All Regular and Affiliate Memberships, except Life Memberships, expire in the next calendar year on the last day of the month in which the Member joined. Life and Honorary Memberships expire upon the Member's death or resignation. Affiliate Memberships may be extended by majority vote of the Executive Board. No membership may be sold, transferred, bequeathed, gifted or otherwise transferred.

2.03. Privileges of ACF Membership.

(a) Competition. A member shall be permitted to compete in any event held by the ACF, subject to rules and regulations as may govern the event. The member's membership must be valid throughout the entire event.

(b) Subscriptions. All Members and Affiliates shall receive annual subscriptions to an official publication. Members may receive different publications. For

example, Members under a certain age may receive a different publication than adult members, as determined by the Executive Board from time to time.

2.04. Annual Meeting. The locations, date, and time of the annual meeting shall be specified by the Executive Board and published in the issue of an official publication immediately preceding the State Championship Tournament. Members shall receive at least ten (10) days notice in such publication of the annual meeting.

2.05. Regular Meetings. Regular meetings of the members may be held at such places within the State of Alabama and at such times as the members may determine.

2.06. Special Meetings. Special meetings of the members may be held at any time and at any place within the State of Alabama. Special meetings may be called by the President, by the Executive Board, or by written application of twenty (20) or more voting Members.

2.07. Required Notice of Meetings.

(a) Annual and Regular Meetings. The notice for annual or regular meetings of the Members shall be published in an official publication of ACF at least ten days prior to the meeting.

(b) Special Meetings. Notice of the date, time, and place of special meetings shall be published in an issue of an official publication of ACF at least ten days prior to the meeting.

2.08. Quorum. At any meeting of the members, five (5) Members present in person shall constitute a quorum. Any meeting may be adjourned to such date or dates, not to exceed three (3) days after the first session of the meeting, by a majority of the votes cast on a question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

2.09. Action by Vote. Each Regular or Life Member shall have one vote. For a Scholastic Membership, the Designated Parent or Guardian for the Scholastic Membership shall have one vote. For a Family Membership, the Designated Family Member shall have one vote. Thus, each Regular, Life, Scholastic and Family Membership Interest shall have one vote per Membership. When a quorum is present at any meeting, a majority of the votes properly cast by voting Members present in person shall decide the question, including election to any office, unless otherwise provided by the By-Laws or the rules of order.

### **SECTION III** **SPONSORS, BENEFACTORS, CONTRIBUTORS, AND ADVISORS**

3.01. Honorary Designations. The Executive Board or the membership-at-large may

designate certain persons or groups of persons as sponsors, benefactors, contributors, advisors, or such other title as they deem appropriate. After due recognition, these persons shall become Honorary Members.

#### **SECTION IV** **EXECUTIVE BOARD**

4.01. Executive Board Members. The Executive Board shall consist of the Executive Officers: President, Vice President, Secretary, Treasurer, and Scholastic Vice President. The Executive Board may also be known or referred to as the “Board of Directors.”

4.02. Tenure. Each Executive Board Member shall hold office until replaced by annual vote of the Members, or until such Executive Board Member dies, resigns, is removed, or becomes disqualified. Each individual elected to be an Executive Officer is by the same vote elected to serve on the ACF’s Executive Board. The term of office for the Executive Board shall coincide with ACF’s fiscal year.

4.03. Powers. The affairs of the ACF shall be managed by the Executive Board which shall have and may exercise all the powers of the ACF, except those powers reserved to the members by these By-Laws.

4.04. Suspension or Removal. An Executive Board member may be suspended or removed from office: (a) with or without cause by a majority vote of the ACF Members or (b) with cause by vote of a majority of the Executive Board. For purposes of such vote, the Executive Board Member whose removal is sought shall be entitled to vote on such matter. An Executive Board Member may be removed with cause only after reasonable notice and opportunity to be heard.

4.05. Resignation. An Executive Board Member may resign by delivering his written resignation to an Executive Officer, or to the ACF at its principal office, or by tendering his resignation at a meeting of the members of the Executive Board. Such resignation shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless it so states. Any resignation by an Executive Board Member also terminates his position as an Executive Officer of the ACF.

4.06. Vacancies. Any vacancy in the Executive Board may be filled by the majority vote of the remaining members of the Executive Board. Each successor shall hold office for the unexpired term of the predecessor in office or until the successor sooner dies, resigns, is removed, or becomes disqualified. The Executive Board shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

4.07. Regular Meetings. Regular meetings of the Executive Board may be held at

any place within the State of Alabama and at such times as the Executive Board may determine.

4.08. Special Meetings. Special meetings of the Executive Board may be held at any place within the State of Alabama when called by the President or by three (3) or more Executive Board Members.

4.09. Notice of Executive Board Meetings.

(a) Regular Meetings. No call or notice shall be required for the regular meeting of the Executive Board which shall take place at the State Championship Tournament in September of each year.

(b) Special Meetings. Written or printed notice stating the place, day, and hour of any special meeting of the Executive Board will be delivered to each Executive Board Member not less than ten (10) calendar days before the date of the meeting, either personally, by first class mail, by facsimile transmission or by acknowledged e-mail, by or at the direction of the Secretary or the Executive Board Members calling the meeting. If mailed, such notice will be deemed to be delivered when deposited in the United States mail addressed to the Executive Board Member at his or her address as it appears on the records of the ACF, with postage prepaid. Such notice need not specify the purposes of the meeting, unless otherwise required by these By-Laws or unless there is to be considered at the meeting: (1) amendments to the By-Laws, or (2) removal or suspension of an Executive Board Member. Special meetings may be held via telephone conference call, or other electronic methods, upon the unanimous consent of the Executive Board.

4.10. Attendance. Attendance of an Executive Board Member at any meeting of the Executive Board will constitute a waiver of notice of such meeting, except where such Executive Board Member attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

4.11. Waiver of Notice. Whenever any notice is required to be given under the provisions of the law, the Articles of Incorporation, or these Bylaws, a waiver of such notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, shall be deemed equivalent to the giving of such notice.

4.12. Quorum. At any meeting of the Executive Board including the President or the Vice President, and a total of three (3) Executive Board Members (including the President and/or Vice President) shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present.

4.13. Action by Vote. When a quorum is present at any meeting, a majority of the

Executive Board Members present and voting shall decide any matter before the Board unless otherwise provided for in these By-Laws.

4.14. Action by Consent. Any action required or permitted to be taken at any meeting of the Executive Board may also be taken by the unanimous written consent of the Executive Board. Such action by consent shall have the same effect as action by vote, without requirement of a meeting.

## **SECTION V** **OFFICERS**

5.01. Number and Qualification. The Officers of the ACF shall be Executive Officers: President, Vice President, Secretary, Treasurer, and Scholastic Vice President.

5.02. Election. The Executive Officers shall be elected annually at the annual membership meeting held during the State Championship, by a majority of those voting.

5.03. President. The President shall be the Chief Executive Officer of the ACF and, subject to control of the Executive Board, shall have general charge and supervision of the affairs of the ACF and shall be responsible for the ACF's general welfare. The President shall preside at all meetings of the Members and at all Executive Board meetings, except as the Members or the Executive Board otherwise determine. The President shall be an ex-officio member of all committees and commissions.

5.04. Vice President. The Vice President shall have such duties and powers as the Executive Board shall determine. The Vice President shall have and may exercise all powers and duties of the President during the absence of the President or in the event of the President's inability to act. The Vice President shall be a member of the Board of Trustees, and shall serve as the Chairman of the Board for the Board of Trustees.

5.05 Secretary. The Secretary shall be in charge of the ACF's valuable papers and shall keep full and accurate records thereof. The Secretary may have other powers and duties as designated by the Executive Board or the President. The Secretary shall record and maintain records of all proceedings of the membership-at-large and Executive Board meetings in a book or series of books kept for that purpose, which book or books shall be kept within the State of Alabama at the principle office of the ACF or its registered agent. Such book or books shall also contain records of all meetings of incorporation, and the original or attested copies of the Articles of Organization and the names of all Executive Board members and appointed officers and the addresses of each. If the Secretary is absent from any meeting of the membership or Executive Board, a temporary secretary chosen at the meeting shall exercise the duties of the Secretary at that meeting.

The residence or office of the Secretary shall be the principal place of business of the ACF; normally the Registered Office of the ACF will be at that location also. Therefore, the Secretary must be a resident of the State of Alabama or maintain an office within the State of Alabama.

5.06. Treasurer. The Treasurer shall be the chief financial officer and the chief accounting officer of the ACF. The Treasurer shall be in charge of the ACF's financial affairs, funds, and securities, and shall keep full and accurate records thereof. The Treasurer may have other powers and duties as designated by the Executive Board or the President. The Treasurer shall also be in charge of the ACF's books of accounts and accounting records, and of its accounting procedures. The Treasurer shall report on the financial condition of the ACF at the membership and Executive Board meetings.

5.07. Scholastic Vice-President. The Scholastic Vice President shall be responsible for the organization of ACF sponsored scholastic individual and team events. The Scholastic Vice President shall also have the power and authority to: (1) develop, maintain, and oversee a scholastic chess program; (2) coordinate and assist chess education programs amongst the affiliates of the ACF and other organizations as may request help; and (3) develop educational and competitive chess programs in the schools within the State of Alabama and coordinate the advertising and distribution of the chess education program within Alabama school systems.

5.08. Suspension or Removal. An appointed officer may be suspended or removed, with or without cause, by vote of the majority of the Executive Board at any meeting of the Executive Board.

5.09. Resignation. An officer may resign by delivering their written resignation to a meeting of the members of the Executive Board, or to the principle office of the ACF. Such resignation shall be effective upon receipt (unless specified to be effective at another time) and acceptance thereof shall not be necessary to make it effective unless it so states. Any resignation by an Executive Officer also terminates his position as an Executive Board Member of the ACF.

5.10. Vacancies. Any vacancy of an Executive Officer may be filled by the majority vote of the remaining members of the Executive Board. Each successor shall hold office for the unexpired term of the predecessor in office or until the successor dies, resigns, is removed, or becomes disqualified, if such event occurs prior to the end of the term.

## **SECTION VI** **BOARD OF TRUSTEES**

6.01. Appointments. The Executive Board may appoint Trustees, who shall advise the Board of Directors on any matter relating to the Federation, and shall promulgate and decide by majority vote any advisory declaration request submitted to the Board of Trustees by the Executive Board. It is intended that the Board of Trustees shall consist of individuals of high

character and outstanding judgment who have provided service or support to chess in the State of Alabama.

6.02. Affiliates. Each ACF Affiliate shall be entitled to name its representative, who shall also serve on the Board of Trustees until the end of the ACF's fiscal year. Once an Affiliate has named its representative on the Board of Trustees for the year, the Affiliate may not alter its representative until the next fiscal year, except in the event that the representative resigns, dies, becomes incompetent or is otherwise unable to continue serving.

6.03. Number. The number of Trustees shall be set by the Executive Board, and may be altered by the Executive Board from time to time.

6.04. Term. Each Trustee will remain in office until the end of the ACF's fiscal year. Trustees may be reappointed by the Executive Board, or by an Affiliate for subsequent terms, in the discretion of the Executive Board or such Affiliate, for an unlimited number of terms.

6.05. Meetings. Written or printed notice stating the place, day, and hour of any meeting of the Board of Trustees will be delivered to each Trustee not less than ten (10) calendar days before the date of the meeting, either personally, by first class mail, by facsimile transmission or by acknowledged e-mail, by or at the direction of the Secretary. If mailed, such notice will be deemed to be delivered when deposited in the United States mail addressed to the Trustee at his or her address as it appears on the records of the ACF, with postage prepaid. Such notice need not specify the purposes of the meeting. Meetings may be held via telephone conference call, or other electronic methods, upon the unanimous consent of the Board of Trustees. Attendance of a Trustee at any meeting of the Board of Trustees will constitute a waiver of notice of such meeting, except where such Trustee attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

6.06. Waiver of Notice. Whenever any notice is required to be given under the provisions of the law, the Articles of Incorporation, or these Bylaws, a waiver of such notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, shall be deemed equivalent to the giving of such notice.

6.07. Quorum. No quorum shall be required for any meeting of the Board of Trustees.

6.08. Action by Vote. A majority of the Trustees present and voting shall decide any matter before the Board of Trustees. All Trustees, whether appointed by the Executive Board or by an Affiliate, shall have one vote on any matter before the Board of Trustees.

6.09. Action by Consent. Any action required or permitted to be taken at any meeting of the Board of Trustees may also be taken by the unanimous written consent of the Board of Trustees. Such action by consent shall have the same effect as action by vote, without requirement of a meeting.

6.10. Removal. Any Trustee appointed to office may be removed by majority vote of the Executive Board, whenever in their judgment the best interests of the ACF will therefore be served. In the event that an Affiliate's representative is removed as a Trustee, the Affiliate shall have the power to name any individual, other than the removed individual, to serve as a successor Trustee until the end of the term.

## **SECTION VII** **TOURNAMENTS**

7.01. Tournament Organization. The ACF shall run or seek bids for such title Tournaments as the Alabama State Championship, the Alabama State Scholastic Championships, the Alabama State Scholastic Team Championships, and other such events as the Executive Board shall approve.

7.02. ACF Sponsored Events. An ACF sponsored event shall be approved in format by the Executive Board.

7.03. ACF Sanctioned Events. An ACF sanctioned event shall be recognized by the Executive Board and shall require ACF membership of each participant. The requirement of membership in ACF shall be waived for participants not residing in the State of Alabama.

7.04. Alabama State Championships. The ACF shall annually sponsor or sanction the Alabama State Championship, the Alabama State Scholastic Championship, and the Alabama State Scholastic Team Championship.

## **SECTION VIII** **ANNUAL ELECTION PROCEDURES**

8.01. Nominations. Nominations for all Executive Officers and Executive Board Members shall be submitted only by voting Members of the ACF. Nominees must be current Members of the ACF.

8.02. Announcement of Results. The Secretary shall announce the results of the voting immediately upon completion of the voting.

8.03. Multiple Officeholders. In any election of Officers, the Executive Board may

elect and appoint a single person to any two or more offices simultaneously, except that the President shall not hold the office of Secretary or Treasurer. Executive Officers shall be Members of the Executive Board of the ACF. However, any individual holding multiple positions as an Executive Officer shall have only one position on the Executive Board.

## **SECTION IX** **EXECUTION OF PAPERS**

9.01. Authorization to Bind the ACF. Except as the Executive Board may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, drafts, and other obligations made, accepted or endorsed by the ACF must be signed by the President and by the Secretary. Checks may be signed by either the President or Treasurer. Any recordable instrument purporting to affect an interest in real estate shall require execution in the name of ACF signed by the President and by the Secretary.

## **SECTION X** **PERSONAL LIABILITY**

10.01. Personal Liability. The Members, Executive Board Members and Officers of the ACF shall not be personally liable for any debt, liability, or obligation of the ACF. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against the ACF may look only to the funds and property of the ACF for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from ACF.

## **SECTION XI**

11.01. Rules of Order. Robert's Rules of Order, as revised from time to time, shall be the rules of order at all meetings of the Membership and Executive Board and its committees.

## **SECTION XII** **AMENDMENTS**

12.01. Amendment to Bylaws by the Executive Board. These Bylaws may be altered, amended or repealed in whole or in part by a two-thirds vote of those present and voting of the Executive Board except with respect to any provision thereof which by law, the Articles of Incorporation, or these Bylaws requires action by the Members, and providing that reasonable notice has been given. All Bylaw changes made by the Executive Board shall be voted on at least thirty (30) days prior to the next regularly scheduled membership meeting.

12.02. Amendment to Bylaws by the Membership. These Bylaws may also be amended by a two-thirds vote at any membership meeting provided such proposed amendments are submitted in writing to the Secretary at least 90 days before the membership meeting. Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member entitled to vote at such meeting by the Secretary within the time

and in the manner provided in these Bylaws for the giving of notice of meetings of members. The proposed amendment shall be adopted upon receiving at least two-thirds of the votes entitled to be cast by members present at such meeting.

12.03. Amendments to the Articles of Incorporation. Amendments to the articles of incorporation shall be made in the following manner:

The Executive Board shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of members entitled to vote thereon, which may be either an annual or a special meeting. Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member entitled to vote at such meeting within the time and in the manner provided in these Bylaws for the giving of notice of meetings of members. The proposed amendment shall be adopted upon receiving at least two-thirds of the votes entitled to be cast by members present at such meeting.

#### **ADOPTION OF BYLAWS**

Adopted by the Executive Board by resolution and vote of \_\_\_\_\_ on \_\_\_\_\_, 2010 implementing bylaw changes approved at the membership meeting on September 13, 2009.