

KANSAS CHESS ASSOCIATION BY-LAWS

Section 1. Not For Profit status

- a. The Kansas Chess Association shall continue to operate as Not-For-Profit Limited Liability Corporation under the laws of the state of Kansas and the federal Internal Revenue Service.
- b. As soon as practical, the Kansas Chess Association (herein after the "KCA") shall apply for IRS 501(c)(3) status and once that status is obtained, shall take all steps necessary to keep that IRS designation in effect.
- c. The KCA is organized exclusively for charitable, religious, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, and all corresponding section(s) of any future federal tax code.

Section 2. Place of Business

- a. The principal place of business of the Kansas Chess Association (and the specified "registered office" at which the Association's records are required to be maintained under the Kansas Not for Profit Corporation law) shall be any location within the state of Kansas designated by the President. At the time of approval of these By-Laws the registered office is located at 8013 West 145th Street, Overland Park, Kansas, 66223.
- b. When the registered office is changed from time to time, the President shall direct that the Treasurer file all prescribed forms with the appropriate governmental authorities.

Section 3. Bylaws

- a. The general operations of the KCA shall be governed by the Kansas Chess Association Bylaws read in conjunction with the Kansas Chess Association Constitution.
- b. Establishment and approval of Bylaws, and the amendments of Bylaws, shall be made by the Policy Board.
- c. Votes on Bylaws may occur at any Policy Board meeting provided at least 30 days notice of the proposed vote is provided to all Policy Board

members unless the President determines an emergency exists requiring a Bylaw amendment in which case 24 hours notice shall be provided.

Section 4. Membership and Fees

- a. There shall be five membership classes
 - i. Regular adult membership
 - (1) Open to all persons over the age of 18;
 - (2) Term of membership is one year from date of purchase. Purchase of a one-year membership entitles the member to participate in one KCA annual tournament during year of membership. Entry fees will be required.
 - (3) Membership fee shall be \$_____
 - ii. Junior membership
 - (1) Open to all persons under the age of 18;
 - (2) Term of membership is one year from date of purchase. Purchase of a one-year membership entitles the member to participate in one KCA annual tournament during year of membership. Entry fees will be required.
 - (3) Membership fee shall be \$_____
 - iii. Family membership
 - (1) Families are defined as three persons residing at the same residence;
 - (2) Options to add persons to a "family membership" shall be available for an additional membership fee of \$_____ p e r person;
 - (3) Term of membership is one year from date of purchase. Purchase of a one-year membership entitles the members to participate in one KCA annual tournament during year of membership. Entry fees will be required.
 - (4) Membership fee shall be \$_____
 - iv. Patron membership
 - (1) Term of membership is two years from date of purchase. Purchase of a two-year membership entitles the member to participate in two KCA annual tournaments during years of membership. Entry fees will be required.
 - (2) Membership fee shall be \$_____

- v. Contributor membership
 - (1) Term of membership is one year from date of purchase. Purchase of a one-year membership entitles the member to participate in one KCA annual tournament during year of membership. Entry fees will be required.
 - (2) Membership fee shall be \$ _____
- b. Adjustment of Membership Fees.
 - i. The cost of the memberships shall be determined by the Policy Board by and with the approval of the membership at the annual membership meeting.
 - ii. All increases in cost of membership shall go into effect immediately following the annual meeting where the increase is approved.
 - iii. All membership fees paid at a tournament are to be forwarded to the proper officer of KCA within ten days of the conclusion of a tournament.
- c. Voting rights.
 - i. All membership categories, with the exception of a Junior Membership and Contributor Membership, shall have voting rights.
 - ii. Each member with voting rights shall have one vote.
 - iii. Each member of a family and part of a Family Membership, over the age of 18, shall have one vote.
 - iv. There shall be no proxy voting.

Section 5. Membership privileges.

- a. A member has the right to play in all tournaments in Kansas requiring KCA membership.
- b. A member can receive issues of the KCA newsletter, *Plains Chess*, if and when printed.
- c. A member shall have rights of access and use of all KCA social media.

- d. Any Kansas resident member over the age of 18 will be allowed to hold office in the KCA.
 - i. An exception in the residency requirement will be made for any non-Kansas resident who has been an active member of the KCA for a minimum of two previous years.
 - ii. A non-resident relying on this exception may only hold office for one year following termination of Kansas residency.
 - iii. A member may not have his membership revoked, except through a unanimous vote of the Policy Board.

Section 6. Member Bill of Rights¹

- a. To be informed of the KCA's mission, of the way the KCA intends to use donated resources, and of its capacity to use donations effectively for their intended purposes.
- b. To be informed of the identity of those serving on the KCA's Policy board, and to expect the Policy Board to exercise prudent judgment in its stewardship responsibilities.
- c. To have access to the KCA's most recent financial statements.
- d. To be assured their gifts will be used for the purposes for which they were given.
- e. To receive appropriate acknowledgment and recognition.
- f. To be assured that information about their donation is handled with respect and with confidentiality to the extent provided by law.
- g. To expect that all relationships with individuals representing KCA will be professional in nature.
- h. To be informed whether those seeking donations are volunteers, employees of the KCA or hired solicitors.

¹Taken virtually verbatim from the Saint Louis Chess Club.

- i. To have the opportunity for their names to be deleted from mailing lists that KCA may intend to share.
- j. To feel free to ask questions when making a donation and to receive prompt, truthful and forthright answers.

Section 7. Officers.

a. The President.

- i. The President shall be elected at the Annual Meeting by a simple majority of those votes cast.
- ii. The duties of the President shall be:
 - (1) To conduct and manage day-to-day decisions necessary for the operation of the KCA.
 - (2) To work with the Treasurer in the management and control of the KCA bank account.
 - (3) To preside over Policy Board meetings.
 - (4) To preside over the KCA Annual Meeting.
 - (5) To arrange for KCA publications;
 - (6) To account for KCA funds directly or through appointment.
 - (7) To insure that this Constitution and these By-Laws are followed.
 - (8) To assign duties to other officers as is necessary for the efficient operation of the KCA.
 - (9) To appoint members to the Policy Board to fulfill any vacancy that may occur for whatever reason.
 - (10) To keep the Policy Board informed of all decisions.
 - (11) To serve as official KCA liaison with the USCF.

- (12) To appoint the Tournament Clearinghouse position to the elected officer best qualified.
- (13) To be responsible for recruiting new members or to appoint an officer to take that responsibility.
- (14) To appoint the Webmaster, Delegate, Alternate Delegate, and Renaissance Festival Coordinator, and any other positions that may become necessary in the opinion of the President.

b. The Vice-President.

- i. The Vice-President shall be elected at the Annual Meeting by a simple majority of those votes cast.
- ii. The duties of the Vice-president shall be:
 - (1) To preside over meetings in the absence of the President.
 - (2) Any other duties deemed necessary by the President.
 - (3) To fulfill the duties of the President should that position be vacated during the term of office.
 - (4) To act as KCA historian.

Section 8. The Secretary.

- i. The Secretary shall be elected at the Annual Meeting by a simple majority of those votes cast.
- ii. The duties of the Secretary shall be:
 - (1) To keep the minutes of all Annual and Policy Board meetings.
 - (2) Any other duties deemed necessary by the President.

- b. Treasurer.
 - i. The Treasurer shall be elected at the Annual Meeting by a simple majority of those votes cast.
 - ii. The duties of the Treasurer shall be:
 - (1) To keep financial records of all KCA activities.
 - (2) To coordinate with the President in the management of the KCA bank account or accounts.
 - (3) To file all tax returns and annual reports required by the Kansas Secretary of State and the United States Internal Revenue Service.
 - (4) Any other duties deemed necessary by the President.
- c. Social Media and Publications Manager.
 - i. The Social Media and Publications Manager shall be appointed by the President.
 - ii. The duties of the Webmaster shall be:
 - (1) to maintain the KCA website.
 - (2) To be responsible for maintaining "Plains Chess" in some format.
 - (3) To maintain the KCA image on all social media.
 - (4) To address any public relations needs that arise in consultation and cooperation with the President.
- d. USCF Delegate.
 - i. The Delegate shall be appointed by the President.
 - ii. The duties of the Delegate shall be:

- (1) To represent the KCA at the annual USCF Board of Delegates meeting at the U.S. Open.
 - (2) Any other duties deemed necessary by the President.
- e. Alternate USCF Delegate.
 - i. The Alternate USCF Delegate shall be appointed by the President.
 - ii. The duties of the Alternate Delegate shall be:
 - (1) To fulfill the duties of the UCSF Delegate should the UCSF Delegate be unable to attend the annual Board of Delegates meeting.
 - (2) Any other duties deemed necessary by the President.
- f. Tournament Supervisor.
 - i. The Tournament Supervisor shall be a Policy Board member selected to serve in this role by the President.
 - ii. The duties of the Tournament Supervisor shall be:
 - (1) To be responsible for scheduling of tournaments for the purpose of eliminating date conflicts.
 - (2) To be liaison with neighboring states for the purpose of eliminating major tournament date conflicts.
- g. The term of office for all officers and members of the KCA Policy Board shall be from one annual membership meeting until the next.
- h. Any KCA officer may be removed from office for malfeasance or failure to perform required duties by a unanimous vote of the Policy Board. Any such vote shall be conducted at a Policy Board meeting called pursuant to procedures set forth in Section 10 of these Bylaws.
- i. Any officer may resign at any time by giving written notice to the Policy Board, and such resignation shall take effect upon receipt of such notice or at such later time as may be specified in such notice. The acceptance of such resignation shall not be necessary to make it effective. The

resignation of an officer shall not affect the officer's rights as a Member and shall not constitute a withdrawal of a Member.

Section 9. Payments to Officers

- a. All officers of the Kansas Chess Association shall serve without pay.
- b. In the event officers conduct business on behalf of the Kansas Chess Association and incur and pay costs in the course of such conduct, all reasonable expenses incurred shall be reimbursed pursuant to the following:
 - i. Receipts and records of all expenditures must be provided all with an explanation of the costs incurred prior to any approval required for reimbursement.
 - ii. The President may approve reimbursement for any expenses incurred that are less than \$500.
 - iii. Any expense over the amount of \$500 shall be approved by the KCA Policy Board.
 - iv. When possible and practical, approval for any expenses to be incurred over the amount of \$500 shall be obtained in advance.
- c. Except as expressly provided in these By Laws, no member of the Policy Board may receive any fees, salary or other compensation for the rendition of services to the KCA, or any monies from the KCA treasury, with the following exceptions:
 - i. Reimbursement for expenses incurred for the good of KCA and with Policy Board advance approval;
 - ii. When a Policy Board member is selected to serve as the Delegate or Alternate Delegate to a United States Chess Federation annual Board of Delegates meeting, and financial assistance is fiscally possible, the Policy Board member may receive an amount determined by the Policy Board as contribution towards the expenses of representing the KCA at the USCF meeting.
 - iii. If a Policy Board member incurs expenses related to travel to a national invitation tournament to which he/she or their dependent

is invited, they may be reimbursed at the same rate as agreed to by the Policy Board for non-officer invitees.

Section 10. KCA Policy Board.

- a. The Policy Board shall consist of seven members: President, Vice-president, Secretary and four other volunteers appointed by the President.
- b. All members of the Policy Board must be current members, with all dues obligations paid up-to-date, who retain their membership during their term of office.
- c. Whenever possible, there shall not be more than two members of the Policy Board from the same metropolitan area.
- d. The immediate past president shall serve on the Policy Board, unofficially only and without a vote, during the first year after the president has left office provided the past president remains a Kansas resident. The immediate past president shall not be considered one of the seven members constituting the Policy Board.
- e. Policy Board meetings shall be called by the President at any time for any purpose provided at least 30 days notice is provided. In any situation deemed an emergency by the President, Policy Board meetings may be called with 24 hours notice.
- f. All members attending a Policy Board meeting after appropriate notice shall constitute the quorum necessary to conduct business at that meeting.
- g. At the discretion of the President, Policy Board meetings may be held either in person in one location in Kansas selected by the President, or by electronic media (i.e., Facetime, Zoom, Webex, Go to Meeting, or a similar web-based service) to be selected by the President.
- h. The number of members attending a meeting when a vote on any issue is required shall constitute a quorum for that meeting.
- i. Decisions requiring a vote of the Policy Board shall be made by a simple majority of the votes cast. In the event of a tie vote, a measure proposed will be deemed to have failed.

- j. In the event a Policy Board member abstains from voting on any issue, that Policy Board member shall be considered as absent from the meeting for that vote and the abstention will not be considered in counting votes on the issue for which the Policy Board member abstained as only “votes cast” shall be considered in determining voting results.
- k. The Policy Board shall make sure the KCA abides by all United States Chess Federation directives.
- l. Rather than managing day-to-day operations, Policy Board members shall provide foresight, oversight, and insight for the general operations of the KCA.
- m. The Policy Board has three primary legal duties known as the “duty of care,” “duty of loyalty,” and “duty of compliance.”
 - i. Duty of Care: Take care of the KCA by working with the President to establish policies that ensure prudent use of all assets, including facility, people, and good will;
 - ii. Duty of Loyalty: Ensure that the KCA's activities and transactions are, first and foremost, advancing its mission; Recognize and disclose conflicts of interest; Make decisions that are in the best interest of the KCA and not in the best interest of the individual board member (or any other individual or for-profit entity).
 - iii. Duty of Compliance: Ensure that the KCA obeys applicable laws and regulations; follows its own bylaws; and that the nonprofit adheres to its stated corporate purposes/mission.
- n. In the event of a vacancy in any elected office of the KCA, the Policy Board shall conduct a special meeting as soon as possible after learning of the vacancy and shall elect, by a majority of votes cast by the existing members of the Policy Board attending the special meeting, an interim officer to serve until the regular annual meeting when the general membership shall elect new officers.

Section 11. Books, Records and Tax Returns

- a. The Treasurer shall coordinate and work with the President to keep or cause to be kept complete and accurate records and books of account for the KCA in accordance with generally accepted accounting principles.
- b. The fiscal year of the KCA for both accounting and income tax purposes shall be the calendar year.
- c. The KCA shall report its operations, net income and net losses in accordance with the methods of accounting selected by the President.
- d. The President may employ on behalf of the KCA and at the expense of the KCA such firm of certified public accountants as the President in his sole discretion deems appropriate to serve as the KCA 's accountants.
- e. The President shall furnish to the Members at the annual meeting, an annual report of the KCA which shall include a balance sheet as of the end of such fiscal year; a profit and loss statement of the KCA for such fiscal year; and, other relevant financial details for Members' review.
- f. The President shall direct the Treasurer to prepare or cause to be prepared all federal, state and local income tax and information returns required by law for the KCA, and shall cause such tax and information returns to be filed timely with the appropriate governmental authorities.
- g. A listing of names of the President, officers, Policy Board members, and all dues-payment members shall be listed on the Kansas Chess Association web page.

Section 12. Bank Accounts

- a. All funds of the KCA shall be deposited in the KCA 's name in such bank account or accounts as shall be designated by the President.
- b. Withdrawals from any such bank accounts shall be made only in the regular course of business of the KCA and shall be made upon such signature or signatures as the President from time to time may designate.

Section 13. Management

- a. The KCA will be managed by the President who is responsible for day-to-day control and shall devote such time and attention as the President deems necessary to the conduct and management of the business and affairs of the KCA.
- b. The President shall be responsible for selecting the site of the annual Kansas Open Championships and shall be responsible for contracting and coordinating all activities with support and assistance of all Policy Board members.
- c. The business and affairs of the KCA shall be conducted and managed by the President of the KCA in accordance with this Agreement, the rules and regulations of the USCF and the laws of Kansas.
- d. The President hereby is given sole power and authority to execute instruments on behalf of the KCA and to otherwise bind the KCA .
- e. No Member, other than the President or the President's designees, shall have the authority, or shall take any action as a Member, to bind the KCA.
- f. Notwithstanding any other provision of this Agreement, the President shall not, without the prior consent of the Policy Board sell, exchange, lease, assign or otherwise transfer all or substantially all of the assets of the KCA ; confess a judgment against the KCA ; or change the nature or character of the business of the KCA.
- g. The President may employ on behalf of the KCA , on such terms and for such compensation as the President may determine, any persons, firms or corporations, including accountants and attorneys, as the President, in his sole judgment shall deem desirable for the business and affairs of the KCA.
- h. The President's duty of care in the discharge of the President's duties to the KCA and the Members is limited to refraining from engaging in grossly negligent conduct, intentional misconduct, or a knowing violation of law. In discharging the duties of a President, the President shall be fully protected in relying in good faith upon the records of the KCA and upon such information, opinions, reports or statements by other persons as to matters the President reasonably believes are within such person's

professional or expert competence, including without limitation information, opinions, reports or statements as to the value or amount of the assets, liabilities, profits or losses of the KCA or any other facts pertinent to the existence and amount of assets from which expenditures on behalf of the KCA might properly be made.

- i. To the extent of the KCA 's assets, and to the extent permitted by law, the KCA shall indemnify and hold each officer harmless from and against all liability, claim, loss, damage or expense, including reasonable attorneys' fees, incurred by the officer by reason of any act or omission of the President made in good faith on behalf of the KCA .

Section 14. Member Meetings

- a. The KCA shall hold one annual meeting to be scheduled in conjunction with the Annual Kansas Open Championships.
- b. In the event there is to be no Kansas Open Chess Tournament for any reason, a time and date for an annual meeting shall be set by the Police Board.
 - i. Action on this matter shall occur at a special meeting the Policy Board called no later than May 1 of the year in which there is to be no Kansas Open Chess Tournament.
 - ii. Conduct of the Policy Board meeting shall be pursuant to the requirements of Section 10 of these Bylaws.
 - iii. The Policy Board shall schedule the annual meeting to be held in July of that year. In this event:
 - (1) Once an annual meeting date has been set by the Policy Board:
 - (a) Written, email, text or other electronic notice shall be provided to all members stating the place, day and hour of the annual meeting.
 - (b) Notice shall include: description of the purpose for which the meeting is called, a proposed agenda, and shall be delivered not less than 30 days before the

date of the meeting. Notice shall be effective once sent.

- iv. Attendance at all annual meetings shall be in person unless special circumstances justify a decision by the Policy Board to allow some other means of attendance.
 - v. There shall be no proxy voting at any annual meeting.
 - vi. No specific quorum for the Annual Meeting called under this paragraph shall be necessary and all decisions shall be made by a simple majority of votes cast by those attending the meeting.
 - vii. Every member qualified to vote shall have one vote.
- c. Notice of the annual meeting shall be included in all publicity for the Annual Kansas Open Championships.
 - d. No specific quorum for the Annual Meeting shall be necessary and decisions shall be made by a simple majority of votes cast by those attending the meeting.
 - e. There shall be no proxy voting.
 - f. Every member qualified to vote shall have one vote.

Section 15. Policy Board Meetings

- a. The Policy Board shall meet at the pleasure of the President.
 - i. At least 24 hours notice must be given by email, text or other electronic means for any Policy Board meeting. Notice shall be effective once sent.
 - ii. Policy Board meetings shall be conducted in accordance with the procedures set forth in Section 10 of these Bylaws.
- b. The President or his designee shall preside at all meetings.

Section 16. Meeting Records

- a. A record of all meetings, Annual, Policy Board, or others, shall be maintained by the Secretary or in the absence of the Secretary a person designated by the President to make a record of the proceedings.
- b. All records of all meeting shall be open for inspection by all members upon reasonable request.

Section 17. Covenant Not To Compete

- a. Each KCA officer covenants and agrees not to establish, open, be engaged in, nor in any manner whatsoever become interested, directly or indirectly, as employee, owner, partner, agent, stockholder, director, officer or otherwise, in any business, trade or occupation which competes directly with the business of the KCA during that officer's tenure in a KCA office.
- b. The foregoing covenant not to compete shall remain in full force and effect for all of the following time periods: During the entire time that such Officer holds an elected position in the KCA.
- c. The foregoing covenant not to compete shall be effective within the following geographical area: State of Kansas and Kansas City Metropolitan area.
- d. The President or any Policy Board member may apply to a court of equity or other court of competent jurisdiction for injunctive relief to enforce this Article and/or to obtain monetary damages by reason of a breach of this Article.

Section 18. Admission of New Members

- a. Any person willing to pay the required membership fee may become a member of the KCA.
- b. The KCA will not discriminate on the basis of age, race, sex, sexual orientation, religion, gender identify or expression, political beliefs, disability, national origin, or chess ability.
- c. All members of the KCA shall abide by its non-discrimination policy or membership shall be revoked by the Policy Board.

- d. In no event shall a new Member be admitted to the KCA if such admission would be in violation of applicable federal or state laws or would adversely affect the treatment of the KCA for income tax purposes.

Section 19. Withdrawal Events Regarding Members and Election to Continue the KCA

- a. In the event of the occurrence of any event which legally would terminate the continued operation of the KCA pursuant to the laws of Kansas the KCA shall terminate sixty days after notice to the Members of such Termination Event unless the business of the KCA is continued as hereinafter provided.
 - i. Notwithstanding a Termination Event, the KCA shall not terminate, irrespective of applicable law, if within aforesaid sixty day period the Policy Board shall elect to continue the business of the KCA.
 - ii. Each of the Policy Board members shall be required to within forty-five days after a Termination Event, to each consent, in writing, to continue the business of the KCA . The sole remedy for breach of a Policy Board Member's obligation to consent to continue the business of the KCA under this paragraph shall be forced termination of the Policy Board Member's position on the Policy Board.

Section 20. Dissolution and Liquidation

- a. The KCA shall terminate upon the occurrence of any of the following:
 - i. The election by the unanimous Policy Board to dissolve the KCA;
 - ii. The occurrence of a Termination Event and the failure of the remaining Members to elect to continue the business of the KCA;
 - iii. An election by the Policy Board to file a bankruptcy action on behalf of the KCA.

Section 21. Notices

- a. All notices, demands, requests or other communications which any of the parties to this Agreement may desire or be required to give hereunder shall be in writing and shall be deemed to have been properly given if sent by U.S. mail, email, or other electronic means.
- b. All notices shall be effective upon date of mailing or sending.

Section 22. Power of Attorney

- a. Each Policy Board member shall agree to execute, acknowledge, swear to, deliver, file, record and publish such further certificates, instruments and documents, and do all such other acts and things as may be required by law, or as may, in the opinion of the President, be necessary or desirable to carry out the intents and purposes of these Bylaws.
- b. Each Policy Board member shall, when required, appoint the President (including any successor President) the true and lawful attorney-in-fact of such Policy Board member, and empower and authorize such attorney-in-fact, in the name, place and stead of each Policy Board Member.

CERTIFICATION

I hereby certify and verify under penalty of perjury under the laws of the State of Kansas that the foregoing document is a true and correct representation of the Bylaws of the Kansas Chess Association as adopted during a duly called meeting of Policy Board on July _____, 2022.

Executed on July _____, 2022

Secretary of the Kansas Chess Association

These Bylaws having been approved by the KCA Membership on the __ day of July, 2022, are hereby enacted on this _____ day of July, 2022.

President