

THE BYLAWS

OF

CHESS JOURNALISTS OF AMERICA

Adopted: [Insert Date]

## ARTICLE I

### NAME

The name of this organization shall be Chess Journalists of America, also known as CJA.

## ARTICLE II

### PURPOSE

The purpose for which this organization is formed shall be to promote the study and knowledge of chess as a journalistic and scholarly endeavor among the people of the United States, and specifically to:

- A. Sponsor awards programs recognizing excellence in chess journalism;
- B. Expand awareness of chess journalism and its best practices;
- C. Promote the highest standards of ethical conduct in chess journalism;
- D. Encourage scholarship and research in chess; and
- E. Preserve the archives of chess history.

## ARTICLE III

### MEMBERSHIP

#### Section 1. Membership Classes

- A. Regular: Any person may become a Regular Member upon payment of \$10 for one year.
- B. Benefactor: Any person may become a Benefactor Member upon payment of \$40 for one year. A Benefactor shall be recognized as a generous supporter of chess journalism in the Hall of Honor, which shall be published in *The Chess Journalist* and on the website.
- C. Honorary: Every person upon whom the Chess Journalist of the Year award has been conferred shall be an Honorary Member for life.

#### Section 2. Additional Memberships

In addition to the membership classes established in these Bylaws, the Board of Directors may create other memberships on such terms as it deems appropriate. The terms of all memberships created hereunder shall be annually reported to the membership who may revise or revoke the same.

#### Section 3. Rights and Privileges

Every member shall have the right to participate in the annual awards program, subject to the payment of any entry fees, and to receive *The Chess Journalist* by email. All members shall be entitled to propose motions, nominate candidates, and vote at all membership meetings. Only members may hold office or committee seats and if said membership lapses and is not renewed within thirty days after notice thereof, the position held shall be vacated.

#### Section 4. Responsibilities

Members shall be responsible for upholding the purposes and ideals of the organization and conforming to the highest standards of journalistic ethics.

### ARTICLE IV

#### BOARD OF DIRECTORS

##### Section 1. Composition

The Board of Directors shall consist of the officers of the organization. Each officer shall have one vote even if an officer holds more than one office.

##### Section 2. Meetings

The Board of Directors shall meet at such times as the Board of Directors shall establish. Special meetings may be called by the President or any three officers and shall be held at such time as may be specified in the call of the meeting. Meetings shall be held by video conference unless the Board of Directors otherwise provides. Notice of meetings shall be emailed to all officers at least three days before the meeting unless all directors waive such notice. Three officers shall constitute a quorum to transact business.

##### Section 3. Written Consent

In lieu of a meeting, a majority of officers may transact business by email. If an officer objects to the proposed business, it may not be approved until five days have been allowed for discussion.

##### Section 4. Powers and Duties

The Board of Directors shall manage and supervise the business and affairs of the organization, subject to applicable law, the certificate of formation, these Bylaws, and the mandates of the membership.

### ARTICLE V

#### OFFICERS

##### Section 1. Offices

The officers of the organization shall be a President, Vice President, Treasurer, Secretary, Editor and Webmaster. Officers shall be subject to the will of the membership.

##### Section 2. Election

The officers shall be elected at the annual membership meeting on an alternating basis so that the President, Secretary and Webmaster are chosen in every odd-numbered year and the Vice President, Treasurer and Editor are chosen in every even-numbered year. Officers shall hold their offices for approximately two years after their election and until their successors have been chosen and have qualified. Vacancies may be filled by the membership at any meeting; provided that the Board of Directors may make temporary appointments until such vacancies shall be filled by the membership.

### Section 3. Removal

The Board of Directors may remove an officer for misconduct or neglect of duty by a four fifths vote, with the officer affected abstaining. Before an officer is removed, the officer shall be entitled to notice of the proposed action, including the nature and cause thereof, and shall have the opportunity for a hearing before the Board of Directors at which the officer may present evidence and be heard in defense.

### Section 4. Powers and Duties

A. President. The President shall preside at meetings of the Board of Directors and membership, report annually to the membership, and with the consent of the Board of Directors, appoint Judges of the annual awards program, research assistants and all staff whose positions shall be established by the Board of Directors. If the Board of Directors so provides, appointments of the President may be made without the consent of the Board of Directors.

B. Vice President. During the absence or incapacitation of the President, the powers and duties of the President shall devolve upon the Vice President.

C. Treasurer. The Treasurer shall keep the financial accounts of the organization, maintain its bank accounts, and report the financial condition of the organization at the annual membership meeting.

D. Secretary. The Secretary shall have custody of the corporate seal, preserve the records of the organization, maintain the membership list, prepare minutes of each meeting of the membership and Board of Directors, and send renewal notices to expiring members.

E. Editor. The Editor shall be responsible for the publication of *The Chess Journalist*. The Editor shall appoint the Assistant Editor and all other staff associated with such publication.

F. Webmaster. The Webmaster shall maintain the organization's website.

## ARTICLE VI

### MEMBERSHIP MEETINGS

#### Section 1. Annual Meeting

An annual membership meeting shall be held in conjunction with the U.S. Open at such time and place as the Board of Directors shall determine. Members may participate in person or by video conference.

#### Section 2. Winter Meeting

A membership meeting shall be held in February of every year at such time as the Board of Directors shall determine. Members may participate by video conference only.

#### Section 3. Special Meetings

A special membership meeting shall be held when authorized by the President, the Board of Directors or a petition signed by one-tenth of all members. The special meeting shall be confined to subjects specified in the advance agenda of the meeting. Items may be added to the advance agenda by any two officers and any petition demanding that the meeting be held. Special meetings shall be held at such time as the Board of Directors shall provide, but when the

meeting is demanded by members, it shall be held no later than two months after receiving the petition. Members may participate by video conference only.

#### Section 4. General Procedures

Notice of membership meetings shall be posted on the website and emailed to all members with valid email addresses at least three weeks before the meeting is held. Advance motions shall be submitted to the Secretary at least two weeks before the meeting. An advance agenda shall be posted on the website and emailed to all members with valid email addresses at least one week before the meeting. Five members shall constitute a quorum to transact business.

## ARTICLE VII

### COMMITTEES

#### Section 1. Audit Committee

Upon the demand of five members, an Audit Committee consisting of no fewer than three nor more than five members shall be elected by the membership. The committee shall review any questions described in the demand, conduct such other investigations as it thinks proper and report to the membership. The majority of committee members shall not be officers and in no case shall the Treasurer be a member of the committee.

#### Section 2. Bylaws Committee

The Bylaws Committee shall consist of at least three members elected by the membership. The committee shall review the Bylaws at least once every four years and recommend revisions to the membership as necessary. It shall also advise the membership concerning all proposed amendments to these Bylaws on the advance agenda of any membership meeting and resolve all disputes involving the meaning and application of these Bylaws, but all cases decided by it may be appealed to the membership.

#### Section 3. Other Committees

The Board of Directors and the membership may create other committees.

#### Section 4. General Provisions

Unless the membership otherwise provides, committee chairs shall be chosen by each committee and serve at its pleasure. The term of committee members shall be one year, or if the committee is ad hoc, for the duration of the committee. Vacancies shall be filled by the Board of Directors for the unexpired term.

## ARTICLE VIII

### MISCELLANEOUS PROVISIONS

#### Section 1. Amendments

These Bylaws may be amended by a two-thirds vote at a membership meeting; provided that proposed amendments must be submitted for the advance agenda at least two weeks before the meeting.

#### Section 2. Parliamentary Authority

The current edition of Robert's Rules of Order Newly Revised shall govern the organization in all cases in which it is applicable and not inconsistent with applicable law, the certificate of formation, these Bylaws, and any special rules of order the organization may adopt.

### Section 3. Fiscal Year

The fiscal year of the organization shall commence on August 1 and end on July 31.

### Section 4. Publication

The official publication of the organization shall be *The Chess Journalist*, which shall be issued at least four times a year. Among other things, *The Chess Journalist* shall publish the minutes of membership meetings, summaries of financial statements, official notices to members and reports of officers and committees.

### Section 5. Indemnification

Every officer of this organization shall be indemnified by the organization against all claims and liabilities arising out of service as an officer of the organization if a majority of disinterested officers or special counsel appointed by them determine that the officer acted in good faith, reasonably believed that his conduct was in the best interests of the organization, and in the case of criminal proceedings, had no reasonable cause to believe his conduct was unlawful. Indemnification shall be payable under this section only to such extent as a majority of disinterested officers determine is reasonable and does not endanger the solvency of the organization, except as otherwise required by law.

### Section 6. Savings

Nothing in these Bylaws shall be construed as authorizing the organization to act or fail to act in any manner that jeopardizes its exemption from tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the corresponding provisions of future tax codes.

### Section 7. Severability

If a court of competent jurisdiction declares any provision of these Bylaws to be unlawful or unenforceable, the remainder of these Bylaws shall be unaffected.