

# CHESS JOURNALISTS OF AMERICA

## Organizational Board Meeting

The organizational meeting of the Board of Directors of Chess Journalists of America was held on February 13, 2024, by video conference, pursuant to the call of Caleb S. Brown, organizer of the corporation. Notice of the meeting was waived by all directors. A quorum was present.

### **Attendees:**

- Caleb S. Brown
- Jon Edwards
- Joshua Anderson
- Mark Capron

### **Called to Order**

The meeting was called to order by the organizer at approximately 8:00pm (Central Time).

### **Temporary Officers**

Without objection, the directors agreed that the organizer would act as temporary chairman and temporary secretary of the meeting until the officers of the corporation were chosen and have qualified.

### **Certificate of Formation**

The organizer introduced the following resolution:

**RESOLVED**, that the certificate of formation of the corporation as filed with the Secretary of State of Texas and for which an acknowledgement of filing was issued on February 8, 2024, is hereby accepted, approved and ratified.

On this question, the yeas were four and the nays were zero. The resolution was adopted.

### **Adoption of Bylaws**

The organizer introduced the following resolution:

**RESOLVED**, that the proposed bylaws of the corporation as presented to the Board of Directors by the organizer for consideration at this meeting are hereby adopted.

The proposed bylaws had been reviewed and substantially agreed to by the directors well in advance of the meeting. The organizer reported that the final version of the bylaws as provided to the directors contained a small number of technical corrections but that no material change had occurred.

On this question, the yeas were four and the nays were zero. The resolution was adopted.

### **Election of Officers**

The organizer introduced the following resolution:

**RESOLVED**, that the following persons are hereby elected as the initial officers of the corporation and shall hold their offices until their successors are dully chosen and have qualified:

Joshua Anderson, President

Jon Edwards, Vice President

Mark Capron, Treasurer and Editor

Caleb S. Brown, Secretary and Webmaster

The directors discussed retaining expired members on the membership list. Joshua Anderson observed that there was disagreement on this issue. Jon Edwards noted that any expired members should not be listed as expired on the membership list so as not to mark them with a scarlet letter.

On this question, the yeas were four and the nays were zero. The resolution was adopted.

The directors accepted their offices and entered into their duties. The organizer relinquished the chair and reported that the President was now the presiding officer. The President assumed the chair.

### **Tax-Exempt Status**

The organizer introduced the following resolution:

**RESOLVED**, that the Secretary is hereby authorized to apply on behalf of the corporation for status as an organization exempt from tax under Section 501(c)(3) of the Internal Revenue Code and shall have full power and authority to transmit such notices, execute and deliver such instruments and take or omit such actions on behalf of the corporation as may in his sole and absolute discretion be necessary or desirable in connection with the application aforesaid.

The organizer noted that this issue had already been discussed greatly by the directors before the meeting and that the resolution would provide the Secretary with the necessary flexibility for this purpose.

On this question, the yeas were four and the nays were zero. The resolution was adopted.

### **Principal Office**

The organizer introduced the following resolution:

**RESOLVED**, that the principal office of the corporation shall be located at 275 Lost Hunters Canyon, China Spring, TX 76633.

On this question, the yeas were four and the nays were zero. The resolution was adopted.

### **Transitional Provisions**

The organizer introduced the following resolutions:

**RESOLVED**, that all persons who were regular or associate members of the nonprofit association known as Chess Journalists of America immediately before the organization of the corporation are hereby admitted as members of the corporation and shall have the rights and privileges of regular members, subject to the same expiration dates as they were subject under the association.

**RESOLVED**, that the appointments of committees which existed within the nonprofit association known as Chess Journalists of America immediately before the organization of the corporation are hereby affirmed and shall endure until the adjournment of the first annual membership meeting.

**RESOLVED**, that the rules and policies of the nonprofit association known as Chess Journalists of America as existed immediately before the organization of the corporation are hereby adopted for the purposes of the corporation.

Without objection, the directors agreed that these resolutions would be considered *en masse*.

On this question, the yeas were four and the nays were zero. The resolutions were adopted.

#### **Other Discussions**

The organizer reported that the organization of the corporation was complete. Mark Capron informed the directors that there was an error in the most recent issue of *The Chess Journalist* and that a revised version would be issued soon. Discussions were had concerning the safe storage of archives, especially regarding the American Chess Magazine Project, but no important developments arose from those discussions.

#### **Adjournment**

Joshua Anderson moved to adjourn. As the motion was unanimously approved, the President ordered the adjournment. Accordingly, the meeting adjourned at 8:19pm.