

THE RECORD OF BOARD ACTIONS

FOR FISCAL YEAR 23-24

Motion	Sponsor	Date	Method	Subject	Disposition
EB 24-01	Capron	08/07/2023	Email	Authorize contributor compensation	PASSED 4-0
EB 24-02	Brown	08/26/2023	Email	Authorize publication of Board actions	PASSED 4-0
EB 24-03	Brown	08/26/2023	Email	Declare certain committees vacant	PASSED 4-0
EB 24-04	Anderson	12/1/2023	Email	Appoint Dr. Jon Edwards as Vice President for the unexpired term	PASSED 3-0
EB 24-05	Brown	2/4/2024	Email	Approve incorporation in Texas	PASSED 4-0
EB 24-06	Brown	2/13/2024	Zoom	Ratify certificate of formation	PASSED 4-0
EB 24-07	Brown	2/13/2024	Zoom	Adopt bylaws	PASSED 4-0
EB 24-08	Brown	2/13/2024	Zoom	Elect initial officers	PASSED 4-0
EB 24-09	Brown	2/13/2024	Zoom	Authorize application for tax exempt status under 501(c)(3) of the IRC	PASSED 4-0
EB 24-10	Brown	2/13/2024	Zoom	Designate principal office	PASSED 4-0
EB 24-11	Brown	2/13/2024	Zoom	Provide for membership transition	PASSED 4-0
EB 24-12	Brown	2/13/2024	Zoom	Provide for committee transition	PASSED 4-0
EB 24-13	Brown	2/13/2024	Zoom	Provide for regulatory transition	PASSED 4-0
EB 24-14	Brown	2/24/2024	Email	Create a Social Media Administrator	PASSED 4-0
EB 24-15	Anderson	2/24/2024	Email	Confirm Laurel and Jack Aronian as Social Media Administrators	PASSED 3-0
EB 24-16	Brown	2/27/2024	Email	Extend membership expiration dates to the end of the expiration month	PASSED 4-0

EB 24-01 – CAPRON

Resolved, that the Executive Board hereby appropriates \$400 for the purpose of compensating contributors to the Chess Journalist. Compensation shall not exceed \$100 for any issue and shall be awarded at the discretion of the Editor.

Be it further resolved, that no member of the Executive Board shall be eligible for compensation authorized by this resolution for any submission received during his service on the Executive Board. Any compensation to be awarded to any family member or employee of the Editor must be approved by the Executive Board with the Editor abstaining from the decision.

EB 24-02 – BROWN

Resolved, that the Executive Board authorizes the publication of resolutions and other main motions approved by the Executive Board, except for business transacted in closed session of Board meetings and such other business as in the judgment of the Executive Board requires secrecy. For business transacted in open sessions of Board meetings, minutes shall be prepared as provided in the parliamentary authority of the association. For business transacted electronically in lieu of meetings, the text of motions, vote tallies and any explanatory statements shall be posted.

EB 24-03 – BROWN

Resolved, that the Awards, Bylaws, Elections and Ethics Committees are hereby declared vacant.

EB 24-04 – ANDERSON

Whereas the office of Vice President was vacated upon the resignation of Dr. Robert Irons as communicated to the Executive Board on November 23, 2023;

And Whereas, the Executive Board is empowered, under Article V of the CJA Constitution, to fill vacancies in offices for the unexpired term;

Now Therefore, be it resolved by the Executive Board that Jon Edwards be, and is hereby, appointed Vice President of Chess Journalists of America for the unexpired term.

EB 24-05 – BROWN

Whereas, the Executive Board has determined that it is in the best interests of Chess Journalists of America (hereinafter referred to as "the association") for the association to organize as a nonprofit corporation under the laws of Texas;

And Whereas, the Executive Board has reviewed the certificate of formation contained within the report presented to the Executive Board on January 27, 2024 and has found the same to be in good form and in conformity with the purposes of the association;

Now Therefore, be it resolved by the Executive Board that the Webmaster of the association be authorized to execute and deliver the certificate of formation, substantially in the form presented, to the Secretary of State of Texas for filing and generally to transmit such notices, execute and deliver such instruments, and take or omit such actions on behalf of the association as may in his sole discretion be necessary or desirable in connection with the organization of the association as a nonprofit corporation under the laws of Texas.

EB 24-06 – BROWN

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.

EB 24-07 – BROWN

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.

EB 24-08 – BROWN

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

Joshua Anderson, President

Jon Edwards, Vice President

Mark Capron, Treasurer and Editor

Caleb S. Brown, Secretary and Webmaster

EB 24-09 – BROWN

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.

EB 24-10 – BROWN

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

EB 24-11 – BROWN

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.

EB 24-12 – BROWN

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.

EB 24-13 – BROWN

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.

EB 24-14 – BROWN

Resolved, that the President be hereby empowered and directed to nominate, and with the consent of the Board of Directors, appoint a Social Media Administrator who shall be responsible for the development and management of the social media presence of the organization. The Social Media Administrator shall be an agent of the organization and shall have power to enter into contracts on its behalf for the exclusive purpose of creating and maintaining social media accounts, except that any expenditure of money shall require the consent of the Board of Directors. The Social Media Administrator shall serve at the direction of the President and shall be removable by him.

EB 24-15 – ANDERSON

Whereas, the Board of Directors has authorized the appointment of a Social Media Administrator by a resolution adopted on February 24, 2024;

And Whereas, the President submitted the nomination of Laurel Aronian and Jack Aronian to be Social Media Administrators to the Board of Directors for its consideration on February 24, 2024;

Now Therefore, be it resolved by the Board of Directors that the position of Social Media Administrator may be jointly vested in two or more persons, each of whom being empowered to exercise all the powers and authorities of the position without the consent of the other and each of whom being jointly and severally liable for the faithful discharge of the duties incumbent upon them as Social Media Administrators.

Be it further resolved that the Board of Directors hereby consents to the appointment of Laurel Aronian and Jack Aronian as Social Media Administrators.

EB 24-16 – BROWN

Resolved, that the Board of Directors, pursuant to the authority conferred by Article III, Section 2 of the Bylaws, hereby establishes a new class of membership to be known as administrative membership. A regular or benefactor member whose membership has expired shall be an administrative member from the day on which said membership expired until the last day of the month in which said membership expired. Administrative members shall have the same rights and privileges to which they were entitled immediately before such status was obtained. Membership dues shall not be required for administrative memberships. At the discretion of the Secretary, administrative members may be referred to as regular or benefactor members (the one or the other as was the case before the status of administrative member was obtained) in the membership list.