THE BYLAWS

OF

CHESS JOURNALISTS OF AMERICA

Adopted: 2/13/24

Amended 5/30/24

# ARTICLE I

## NAME

The name of this 501(c)3 organization is the Chess Journalists of America, also known as CJA.

# ARTICLE II

## PURPOSE

The purpose for which this organization exists is to promote the study and knowledge of chess as a journalistic and scholarly endeavor among all peoples of the United States, and specifically to:

1. Sponsor awards programs recognizing excellence in chess journalism;
2. Expand awareness of chess journalism and its best practices;
3. Promote the highest standards of ethical conduct in chess journalism;
4. Encourage scholarship and research in chess; and
5. Preserve the archives of chess history.

# ARTICLE III

## MEMBERSHIP

Section 1. Membership Classes

1. Regular: Any person may become a Regular Member upon payment of $10 for one year.

B. Renewals: Should the Board decide, terms will be defined, and renewal membership offers will be extended.

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 cited in these Bylaws, the Board of Directors may create other types of membership crafted as deemed appropriate. The terms of all memberships created hereunder shall be annually reported to the membership committee who, upon a majority vote, may revise or revoke the same.

Section 3. Rights and Privileges

Every member has the right to participate in the annual awards program, subject to the payment of any entry fees, and to receive *The Chess Journalist,* ourquarterly publication, via email. All members are 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 per Article II. In the event of a tie, the President shall cast the deciding vote.

# 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 establishes. Special meetings may be called by the President or any three officers and shall be held at such time as is specified in the call of the meeting. Meetings will be held by video conference unless the Board of Directors otherwise provides. Notice of meetings will be emailed to all officers at least three days prior to the meeting date/time unless an officer(s) waives such notice. Three officers will 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 are President, Vice President, Treasurer, and Secretary,

Section 2. Election

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

Section 3. Removal

The Board of Directors may remove an officer for misconduct or neglect of duty by a three-fourths 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 will have the opportunity for a hearing before the Board of Directors at which time the officer in question may present evidence in defense of said conduct, etc.

Section 4. Powers and Duties

1. President. The President shall preside at meetings of the Board of Directors and Membership, report annually to the membership, and appoint judges of the annual awards program; research assistants and any and all staff positions shall be established by the Board of Directors.
2. Vice President. During the absence or incapacitation of the President, The Vice President shall assume the powers and duties of the President’s office.
3. 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.
4. Secretary. The Secretary (or an entity so designated by the board) shall have custody of the corporate seal, preserve the records of the organization, maintain the membership list, prepare minutes of all Membership and Board of Directors' Meetings, and e-send renewal notices to expiring members.

# ARTICLE VI

## MEMBERSHIP MEETINGS

Section 1. Annual Meeting

An Annual Membership Meeting will be held in conjunction with the U.S. Open. Members may participate in person or via video conference.

Section 2. Winter Meeting

A Membership Meeting will be held in February of every year. The Board of Directors will determine time/date.. Members may participate via video conference only.

Section 3. General Procedures

Notice of Membership Meetings will be posted on the website and e-sent to all members with a valid email address. Advance motions must be submitted to the Secretary at least two weeks prior to the meeting. An Advance Agenda will be posted on the website and e-sent to all members with a valid email address. Five members shall constitute a quorum to transact business.

# ARTICLE VII

## COMMITTEES

Section 1. Committees

The Board of Directors may establish whatever committees deemed necessary to best perform the functions per Article II. The Membership Committee can submit a proposal(s) of an idea(s) for a new committee(s). Said proposal(s) should be submitted to the Board of Directors for a vote.

Section 2. General Provisions

Unless the board provides, each committee shall choose its committee chairs and serve at its pleasure. The term of committee members shall be one year; 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.

Section 3. Hiring

Although CJA is a 50l(c)3 voluntary organization, The Board of Directors retains the right to hire–for-salary professional webmasters, editors-off-the-board, writers, and whatever other positions deemed necessary for optimal function per Article II.

# ARTICLE VIII

## MISCELLANEOUS PROVISIONS

Section 1. Amendments

These Bylaws may be amended by a majority vote by the Board of Directors.

Section 2. Parliamentary Authority

The current edition of *Robert’s Rules of Order Newly Revised* shall guide this organization in all cases when applicable and not inconsistent with applicable law, the certificate of formation, these Bylaws, and any special rules of order this organization might adopt.

Section 3. Fiscal Year

The fiscal year of the organization will commence on August 1 and end on July 31. Section 4. Publication

The official publication of this organization is *The Chess Journalist*, which will be issued at least four times a year. Among other things, *The Chess Journalist* will 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 granted under this section only when a majority of disinterested officers determines it is reasonable and does not endanger the solvency of the organization, except as otherwise required by law.

Section 6. IRS Compliance

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 Clause

If a court of competent jurisdiction declares any provision(s) of these Bylaws to be unlawful, void, or unenforceable, the remainder of these Bylaws will be unaffected.