

AMENDED BYLAWS
COLORADO STATE CHESS ASSOCIATION, INC.

These Amended Bylaws are hereby adopted and replace in full the previously adopted Bylaws of the Colorado State Chess Association, as revised September 4, 2016.

Article I: Name

The name of the organization is the Colorado State Chess Association, Inc., hereinafter referred to as the Association.

Article II: Purpose

The purpose of the Association shall be to broaden and develop chess as a significant element of cultural art in Colorado. The Association shall cooperate with chess clubs, schools, and other groups and institutions throughout Colorado in teaching chess and conducting tournaments. The Association shall be affiliated with the United States Chess Federation and shall select the official Colorado representatives in all affairs of the United States Chess Federation. The Association is pledged (a) to operate exclusively for educational purposes; (b) that no part of its contributions, dues, or net income shall inure to the benefit of any individual, except that the trophies or prizes awarded in the course of its educational and promotional activities shall not be so construed; and (c) that the Association is not operated for profit, and that neither principal nor income of any of its funds may be used in any attempt to influence legislation.

Article III: Membership

Any person or corporation may become a member by registering with the Association and paying the applicable dues. All members must agree to abide by the Articles of Incorporation, Bylaws, and other rules and regulations adopted by the Association.

1. *Membership dues:* Association dues shall be \$15 for one year. Juniors (under 21 years at date of membership expiration) and Seniors (age 65 or older) shall pay \$10 for a one year membership. A member's membership terminates on their renewal date, if they have not renewed their membership by paying the applicable annual dues. The Association is not required to give notice of

termination because of failure to pay dues. As long as a member has not been suspended or expelled by the Board of Directors under section 4 below, a membership terminated for failing to pay dues may be reinstated at any time by paying the dues for another one year membership. The Board of Directors shall have the authority to set up special non-voting memberships (e.g., one-tournament memberships, 6-month promotional memberships, etc.) at appropriate prices.

2. *Rights and Privileges:*

- a. Voting. Each member shall be entitled to participate and vote in all meetings of the membership. Members may also vote on changes to the Bylaws, or any other matter presented by the Board of Directors or the Membership in accordance with these Bylaws. This provision can not be amended.
- b. Tournaments. Members are entitled to participate in tournaments sponsored by the Association, except as otherwise noted in these Bylaws. Participation in United States Chess Federation rated tournaments that are sponsored by the Association shall require membership in good standing in both the United States Chess Federation and the Association. Whether participation in any unrated tournament or other event sponsored by the Association shall require membership in the Association shall be left to the discretion of the Board of Directors.

3. *Notice and Voting Procedures:*

- a. Bylaws Amendments. These Bylaws may be amended by a two-thirds vote of the members voting at any meeting of the membership, provided that notice was given to members at least 15 days in advance of the meeting and the exact wording of the amendment was sent to each member or posted on the CSCA website. Alternatively, at the discretion of the Board of Directors, these Bylaws may be amended by an e-mail or online ballot process established by the Board of Directors, provided notice is similarly given to the members at least 15 days in advance of voting and the exact wording of the amendment was sent to each member or posted on the CSCA website. In both cases, the proposed amendment will be adopted if two-thirds or more of the votes actually cast are in favor of approval of the amendment.
- b. Voting on any other issue presented to the membership by the Board or Directors, or by petition of the members, may be conducted through an e-mail or an online ballot process established by the Board of Directors on

such notice as determined by the Board with a majority vote determining the outcome.

- c. Notice. Notice to each member of any vote shall be given by sending a notice by email to the email address provided by the member in their application (or as updated by the member) and posting on the CSCA website. All members are required to maintain a current email address with the Association if they wish to exercise their right to vote. Notice to the last email address provided by a member shall be deemed sufficient notice for all purposes.
 - d. Record Date. The record date for determining the membership eligible to vote shall be, in the case of a meeting or special meeting, the date of the meeting. In the case of an e-mail or online ballot process, the record date for determining the membership eligible to vote shall be the date notice is given of the vote by email.
4. *Suspension and Expulsion*: The Board of Directors has the power to suspend or expel any member for cause after conducting a hearing. The member has the right to attend the hearing and to call witnesses on his or her behalf. If the member is aggrieved by the decision of the Board, the member has the right to submit a written appeal to the Board of Directors within ten days of the decision. The appeal will be considered at the next regular meeting or special meeting called for that purpose by the assembled membership.
 5. *Code of Conduct*: Given the educational purpose of the Association, it is essential that a civil and sportsmanlike atmosphere exist at all events. Chess players and observers will treat each other, tournament directors, and event organizers with the utmost respect and will not engage in any form of un-sportsmanlike or uncivil conduct to include any form of behavior disruptive to the chess playing environment. Violation of this code is good cause for suspension or expulsion. Adequate proof of cheating, as determined by the Board of Directors in the exercise of its sole discretion, at any United States Chess Federation rated tournament, or any tournament sponsored by the Association, shall also be grounds for suspension or expulsion.

Article IV: Meetings

1. *Annual Meetings*: The President shall call an annual meeting of the membership, held in conjunction with the Colorado Open tournament, for the purpose of hearing reports, electing and installing officers, and considering other Association business.

2. Special Meetings: The President shall call special meetings of the membership at such times as may be expedient for the purpose of considering any Association business. Upon the petition of twenty members of the Association, the President shall call a special meeting of the membership for the reason stated in the petition, and the meeting shall be only for the discussion of the petitioned reasons.
3. Quorum: Ten members present in person shall constitute a quorum at any meeting of the membership.
4. Notice: The Secretary shall give notice of each special meeting. The notice shall include an agenda. Business transacted at special meetings will be limited to only those items noted in the notice for that meeting. This notice may be given through by email and posting on the CSCA website as described above in *Notice and Voting Procedures*.

Article V: Officers

1. At each annual meeting the members shall elect a President, a Vice-President, a Secretary, and a Treasurer. All officers must be at least 21 years of age at the date of election. All elected officers shall be members of the Board of Directors. No individual may hold more than one office.
2. Terms: The term of each officer shall begin with the annual meeting at which elected, and continue until the next annual meeting and thereafter until a successor is elected
3. Books: The Association shall keep correct and complete records of account, and shall keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at its registered office or principal office in this state a record of the names and addresses of the members entitled to vote. All books and records of the Association may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time.

Article VI: Duties of Officers

1. President: The President shall call and preside at all meetings of the membership, represent the Association officially on occasion, report annually to the membership, and carry out all requirements of these Bylaws. He shall appoint such additional officers and committees as may advance the Association's purposes, including the representatives of the association in all affairs of the United States Chess Federation.

2. Vice-President: The Vice-President shall assist the President and carry out assignments received from him. He shall execute the duties of the President when the President is unable to serve.
3. Secretary: The Secretary shall (1) keep minutes of all meetings of the membership; (2) maintain records of membership in the Association and receive and process new and renewing memberships; and (3) carry out duties prescribed by these Bylaws and such other duties as the President may assign. The Secretary shall preside at meetings of the membership if the President and Vice-President are unable to attend.
4. Treasurer: The treasurer shall (1) keep records of all funds collected and disbursed by the Association; (2) make financial reports at the Membership Meeting and at other appropriate times; and (3) carry out other duties prescribed by the Bylaws or assigned by the President.
5. Appointees: Other Association officials such as the Editor, Manager of the Web page, and coordinators of Scholastic chess, Prison chess, and the Colorado Chess Tour shall be volunteers appointed by the Board. These people may or may not also be members of the Board.

Article VII: Board of Directors

1. At each annual Membership Meeting the members shall elect in addition to the Officers of the Association, described above, one or more Junior Members (under age 21) and one to four Members at Large, all joining the Officers as members of the Board of Directors. All members of the Board, except Junior Members must be at least 21 years of age. Members at Large shall be full voting members of the Board. Junior Members voting at a Meeting of the Board of Directors shall share proportionally one vote.
2. Any officer elected or appointed may be removed from office for cause. This can be done by election at a special membership meeting, or by a vote of the Board under the following conditions:
 - a. The officer under impeachment shall be notified of the meeting at which the vote will be taken. Every reasonable effort should be made to have this meeting at a time and place such that this officer can attend.
 - b. A motion to remove an officer must pass by a majority of at least 80% of those voting, excluding the vote of the officer under impeachment.

3. If a vacancy should occur on the Board of Directors, including any seats available for Members at Large or Junior Members that were not elected at the annual meeting, the remaining members of the Board are empowered to fill the vacancy for the balance of the term.
4. A majority of voting Board members shall constitute a quorum for conducting business.
5. The Board may not overrule a decision of a Membership Meeting that is legal and in conformity with the Bylaws.

Article VIII: Procedure

Robert's Rules of Order, as revised, shall be used at all meetings of the membership. Meetings and votes of the members, and the meetings and votes of the Boards of Directors, may be conducted in any manner in accordance with the Colorado statutes governing the operation of Nonprofit Corporations, the Articles of Incorporation and these Amended Bylaws.

Article IX: Compensation

No officer, director, or member shall receive any compensation or other benefits from the Association, except for reimbursement of reasonable expenses. This restriction will not include the waiver of CSCA dues for board members, payments to members providing specific services or the payment of a reasonable fee for directing a CSCA tournament.

We certify that these Amended Bylaws were adopted by vote of the Membership effective December _____, 2025

President

Secretary