



SMTX Chess Club, Inc.

BYLAWS

Revision date: Nov 21, 2022

Adopted at the 1st Board of Directors meeting Nov 21, 2022

Article I. NAME

Section 1. The name of the corporation shall be The SMTX Chess Club Inc. commonly referred to as SMTX Chess.

Article II. PURPOSE

Section 1. The purpose of the SMTX Chess Club shall be educational and instructional, to broaden and develop chess as art and recreation, as a significant element of culture of Hays County. The SMTX Chess Club shall cooperate with schools, colleges, hospitals, community centers, recreation departments, and other groups and institutions, in teaching chess, conducting tournaments, and other activities. The SMTX Chess Club shall disseminate information through its publications and representatives, and The SMTX Chess Club shall select the official representatives in all chess affairs. The SMTX Chess Club shall encourage and support chess programs for individuals with disabilities and the participation of individuals with disabilities in chess activity, including, where feasible, the expansion of opportunities for meaningful participation by individuals with disabilities in all chess competitions.

Section 2. The SMTX Chess Club is pledged to:

- A.** To operate exclusively for educational, recreational, and social welfare purposes within the meaning of Section 501(C) (3) of the Internal Revenue Code of 1954;
- B.** Coordinate with schools, colleges, hospitals, military bases, community centers, and other groups and institutions in teaching chess, conducting tournaments and other activities;
- C.** That no part of its contributions, dues, or net income shall inure to the benefit of any individual, except that trophies or prizes awarded in the course of its educational and promotional program shall not be so construed;
- D.** That the SMTX Chess Club 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;
- E.** To promote the study and knowledge of the scientific game of chess;
- F.** To foster the development of players and to help those who seek to become masters;

Article III. MEMBERSHIP

Section 1. Membership. Any person may become a member of the SMTX Chess Club at any time free of charge for a period of one year via a registration link on the SMTX Chess Club website.

Section 2. Rights and Privileges. Each member shall be entitled to have their rated tournament play officially rated, to participate in the Annual Membership meeting, and to enjoy all other rights and privileges of membership in accordance with the membership terms and conditions.

Section 3. Annual Membership Meeting. The President shall call and preside at an annual meeting of the membership for the purpose of hearing reports and making suggestions. The Secretary shall be present to take meeting minutes. Participation and voting by members at the Annual Membership Meeting shall be limited to those members physically present. Participation through the use of conference telephone or other communications equipment shall not be permitted.

Section 4. Renewals. Renewals are free of charge and last for a period of one year. Renewals can be done via a registration link on the SMTX Chess Club website.

Article IV. BOARD OF DIRECTORS

Section 1. Composition: The Board of Directors shall consist of the President, Vice-President, Secretary and Treasurer, who shall be elected by the membership. The President shall be Chairman of the Board.

Section 2. Meetings of the Board: The Board of Directors shall meet at least twice per year, the day and place to be fixed by vote of that Board of Directors. Special meetings, including conference telephone calls or Internet conference meetings, may be called by the President or upon the written request of any three members of the Board of Directors. Reasonable efforts to notify all Board of Directors members of the meeting shall be made by mail, fax, telephone, e-mail, or other means approved by the Board of Directors. The Minutes of all Board of Directors meetings shall be posted on the SMTX Chess Club website within six weeks of each meeting. A quorum shall consist of a majority of the elected members of the Board of Directors present in person or participating in a conference telephone call or Internet conference meeting.

Section 3. Quorum and Voting for Meetings of the Board: A quorum consists of at least three (3) of the Board members. The affirmative votes of at least three different Board of Directors members will be required to approve any action, as long as there are at least four members on the Board of Directors. All open meetings of the Board of Directors, including conference calls, shall be recorded in their entirety with a clear record by a means determined by the Board of Directors and preserved for six years. All Board of Directors members shall receive copies of any recordings of meetings within two weeks of those meetings. Any person wishing to obtain copies of recordings may do so at cost. The public portion of the permanent record will be available on the website within a month of the meeting record. Board of Directors votes may be taken by email provided at least five days are allowed for discussion. As soon as all Board of Directors members vote, or the five days have passed, the Board vote is official.

Section 4. Transaction of Business by Mail Ballot, Telephone, or Electronically: In lieu of meetings, the Board of Directors may vote by mail, telephone, or electronically (for example, by email) on any matter of business relating to the SMTX Chess Club.

Section 5. Powers and Duties: The Board of Directors shall have general management and supervision of the affairs of the SMTX Chess Club. All appointments and actions of the President shall be subject to review and approval by the Board of Directors.

Article V. OFFICERS

Section 1. Titles: The Officers of the Association are the President, the Vice-President, the Secretary, and the Treasurer. These officers shall perform duties as prescribed by these Bylaws and the parliamentary authority adopted by the SMTX Chess Club.

Section 2. Nominations: Nominations for the offices of President, Vice-President, Secretary, and Treasurer shall be submitted via the SMTX Chess Club website by the deadline laid out. Nominees must be members in good standing of the SMTX Chess Club. If there are no nominees for an office, the President-Elect may appoint any Resident Member to fill that office. If no appointment has been made after thirty days, the Board of Directors shall select an appointee.

Section 3. Elections.

- A.** Election of the officers of the Association shall be by electronic ballot. A paper ballot can be obtained by requesting it from the Secretary.
- B.** A ballot shall be prepared by the Secretary, or a designee of the Secretary, listing the nomination for each officer post. The Secretary will provide on-line ballots to all members with valid e-mail addresses and mail in ballots to any member so requesting.
- C.** The President shall appoint one or more voting members to validate the results of the election. The Secretary shall provide the vote tally to the membership at the Annual Membership meeting.

Section 4. Term: The terms of the Directors and Officers shall begin at the Annual Membership Meeting after the close of old business in the order of business items and continue for approximately two years.

Section 5. Duties and Responsibilities of Officers.

A. President

- 1.** The President shall be the Chairman of the Board and shall preside at all annual or special meetings of the membership and shall preside at meetings of the Board of Directors.
- 2.** The President shall call special meetings of the Board of Directors; appoint committees, and committee chairmen; appoint officers for positions in which there are no nominees; appoint members to fill any vacancy in any office for the unexpired term; appoint the Webmaster and Tournament Director. All Presidential appointments must be submitted to the Board of Directors and are subject to their approval.
- 3.** The President shall carry out all requirements of these Bylaws, represent the Association officially on occasion, report annually on the SMTX Chess Club to the Members, and shall have the authority to act as the Chief Executive Officer of the SMTX Chess Club.
- 4.** The President may authorize expenditures of up to \$199.99 or five percent (5%) of the bank account, whichever is less, without approval from the Board of Directors or the membership. The expenditure must be reported to the Board of Directors within five (5) working days.

B. Vice-President

1. During the absence or incapacitation of the President, the Vice-President shall assume and discharge all duties and responsibilities of that office.
2. The Vice-President shall act as the coordinator of all chess tournaments. As tournament coordinator, the Vice-president shall undertake full responsibility for notifying organizers of possible conflicts and to help organizers schedule non-conflicting tournaments. Close liaison shall be maintained between the Vice-President and with tournament coordinators.
3. The Vice-President shall regularly advise the President of all scheduled and proposed tournaments. The Vice-President shall also receive official tournament results, prize handouts, and cross tables of tournaments from organizers and submit said results to the United States Chess Federation.
4. The Vice-President shall be the chairperson of the Membership Committee, working towards adding more members.
5. In the event of a committee chairperson or Director vacating his position, the Vice-President shall take over the duties of the vacant position until a replacement is formally appointed.

C. Secretary

1. The Secretary shall be the recording officer of the SMTX Chess Club and the custodian of its records.
2. The Secretary shall maintain a current list of all members in good standing and complete minutes of the annual Membership Meeting, special meetings, and Board of Director meetings.
3. The Secretary shall transcribe all minutes of SMTX Chess Club meetings into a permanent minute book, which may be read at the Annual Membership Meeting, and shall maintain the official historical records of the SMTX Chess Club, including the names of the Directors and Officers, the names of major tournament winners, and the records of any other action or event deemed noteworthy. The Secretary shall make summaries of minutes and other SMTX Chess Club activities to the Webmaster within thirty (30) days after the meeting.
4. The Secretary shall maintain the affiliation of the SMTX Chess Club with the United States Chess Federation.

D. Treasurer

1. The Treasurer shall be the officer entrusted with the custody of SMTX Chess Club funds.
2. The Treasurer shall handle the receipt of all dues and other funds received by the SMTX Chess Club and forward the current membership list to any Board member upon request.
3. The Treasurer shall provide the Officers with quarterly financial statements listing income, expenses, assets, liabilities, and net worth, and shall report the financial status of the SMTX Chess Club each year at the Annual Membership Meeting. The Treasurer shall forward the quarterly financial statements to the Webmaster for posting on the SMTX Chess Club website. The fiscal year of the SMTX Chess Club shall begin on January 1st and end on December 31st.
4. Any single expenditure in excess of \$199.99 that has not been approved by the SMTX Chess Club membership shall immediately be reported to the Board of Directors.

5. All funds of the SMTX Chess Club shall be deposited in a national bank, in a checking account and/or savings account(s). Funds not required for the regular maintenance of the Association shall be allocated to a separate savings account.

Section 6. Duties and Responsibilities of Non-Officers

- A. Webmaster: The Webmaster shall maintain a website for the SMTX Chess Club. The website shall be updated as soon as possible with financial data and minutes provided by Board members.
- B. Tournament Director: The tournament director shall oversee all SMTX Chess Club tournaments in accordance with the United States Chess Federation rules.

Article VI. MEMBERSHIP MEETINGS

Section 1. Annual Membership Meeting

- A. The annual membership meeting shall be held the first Wednesday after each Labor Day. The Tournament Director shall make available a free period of approximately one hour.
- B. **Order of Business: The Order of Business may be as follows:**
 - 1. Reading of the minutes of the previous meeting by the Secretary.
 - 2. Financial report by the Treasurer.
 - 3. President's Report
 - 4. Old Business
 - 5. New Business
- C. **Quorum for Annual Membership Meeting:** A quorum shall consist of the voting Members present at the time of the meeting.
- D. **Voting at the Annual Membership Meeting**
 - 1. For the amendment of these Bylaws, an affirmative vote of at least two-thirds of the voting Members shall be required. Motions to amend these Bylaws have to be submitted to the Webmaster for publication on the website.
 - 2. For the transaction of other business, a majority vote of the voting Members shall be required

Section 2. Special Membership Meetings

- A. The President shall call special membership meetings to coincide with any major Association tournament, and notice of any special membership meeting shall be published on the SMTX Chess Club website at least thirty days prior to the meeting, if:
 - 1. The Board of Directors has authorized a special membership meeting; or
 - 2. At least twenty voting Members have petitioned for a special membership meeting. The petition shall state the specific object of the meeting and the matters to be considered.
- B. The quorum and voting at special membership meetings shall be the same as prescribed for the Annual Membership meeting.

Section 3. Emergency Membership Meetings

- A. The President may call Emergency Membership Meetings when deemed necessary. No notice to the Membership will be necessary, but a quorum will still be required if business is to be transacted. Any motions of a non-legal nature passed at an Emergency Membership Meeting will be submitted for the SMTX Chess Club website within 30 days.
- B. The quorum and voting at Emergency Membership Meetings shall be at least three elected officers.

Article VII. COMMITTEES

Section 1. Auditing Committee

- A. The President or the Board of Directors may appoint an Auditing Committee composed of three voting Members.
- B. The President or Board of Directors shall designate one member of the Auditing Committee as Chairman.
- C. The Committee shall have the duty to examine the financial records of the Treasurer and make any other investigations requested by the President or Board of Directors.
- D. A voting Member may move for the immediate nomination and election of three voting Members to an Auditing Committee with specific instructions as to their duties and responsibilities at the annual membership meeting. The Chairperson will then be elected by the membership.

Section 2. Ethics Committee

- A. The President or the Board of Directors may appoint an Ethics Committee composed of three voting Members.
- B. The President or Board of Directors shall designate one member of the Ethics Committee as Chairman.
- C. The Committee shall have the duty to review any possible ethical violations by members or officers.
- D. The Committee will report their findings at the Annual Membership meeting, Special Meeting, Emergency Meeting as needed.

Section 3. Bylaws Committee

- A. The President or the Board of Directors may appoint a Bylaws Committee composed of three to five voting Members.
- B. The primary responsibilities of this committee will be:
 - 1. To review the Bylaws periodically and recommend changes, which the President will report to the SMTX Chess Club membership;
 - 2. To act in an advisory capacity to the Board of Directors with regard to the interpretation and application of the Bylaws; and
 - 3. Work with the Secretary and Webmaster to assure that any Bylaw changes are promptly updated on the SMTX Chess Club Website.

Section 4. Tournament and Events Committee

- A. The President or the Board of Directors may appoint an Tournament Committee composed of three to five voting Members.

- B.** The primary responsibilities of this committee will be:
 - 1.** To act in an advisory capacity to the board with regard to organizing tournaments
 - 2.** Work with the Vice-President and fundraising committee for the development, organization, and funding of SMTX Chess Club tournaments
 - 3.** To act in an advisory capacity to the board with regard to organizing non-tournament related club events.

Section 5. Member Committee

- A.** The President or the Board of Directors may appoint an Organizers Committee composed of the Vice-President as the chairperson and two to four voting members for a total of three to five Members.
- B.** The primary responsibilities of this committee will be:
 - 1.** To add membership to the SMTX Chess Club
 - 2.** To act in an advisory capacity to the board with regard to adding membership.

Section 6. Fundraising Committee

- A.** The President or the Board of Directors may appoint a Fundraising Committee composed of three to five voting members.
- B.** The primary responsibilities of this committee will be:
 - 1.** To develop and run fundraising campaigns to meet our yearly budget needs.
 - 2.** To act in an advisory capacity to the board with regard to fundraising activities.

Section 7.

Article VIII. TOURNAMENTS

Section 1. Unrated tournaments

- A.** Barring unforeseen issues, an unrated tournament will be held on the fourth (4th) Wednesday of every month starting at 6:15pm.
- B.** The location of this tournament will be made public at the regular club meeting, on the SMTX Chess Club website and on the SMTX Chess Club social media outlets at least 30 days prior to the tournament.
- C.** The time controls of this tournament will be made public at the regular club meeting, on the SMTX Chess Club website and on the SMTX Chess Club social media outlets at least 30 days prior to the tournament.
- D.** This is an unrated tournament, but the United States Chess Federation tournament rules will still be in effect.

Section 2. Rated tournaments

- A.** Barring unforeseen issues, a United States Chess Federation rated tournament will be held at least four (4) times per year.

- B. The location of this tournament will be made public at the regular club meeting, on the SMTX Chess Club website and on the SMTX Chess Club social media outlets at least 30 days prior to the tournament.
- C. The time controls of this tournament will be made public at the regular club meeting, on the SMTX Chess Club website and on the SMTX Chess Club social media outlets at least 60 days prior to the tournament.
- D. This is a United States Chess Federation rated tournament and the United States Chess Federation tournament rules will still be in effect.

Section 3. Policies of the Conduct of Tournaments

- A. At an early stage of any SMTX Chess Club tournament, the organizer shall post a listing of prizes, whether cash, trophies, chess books, or other merchandise.
- B. If a money prize fund is guaranteed, no financial statement is required at any time. If the money prize fund is based on a number of players, it is required to post a financial statement during the tournament. This statement shall include the number based on number of players and the new prizes.
- C. There shall be no smoking in the playing room during a round of play at SMTX Chess Club tournaments. This includes e-cigarettes and any other form which produces smoke or vapor.
- D. A player must be a member in good standing of the SMTX Chess Club and a member of the United States Chess Federation in order to play in any rated SMTX Chess Club tournament.
- E. The organizer will submit all data to the Treasurer within two weeks after the end of the tournament.
- F. Organizers of SMTX Chess Club events involving scholastic players shall make a good faith effort to ensure every volunteer has complied with the normal vetting process employed by schools in the state of Texas.

Article IX. AMENDMENTS

Section 1. Submission of Amendments

- A. Any voting Member or Officer may present a proposed amendment to these Bylaws at any annual Membership Meeting or special meeting.
- B. Amendments shall be presented in written form.
- C. For adoption, a two-thirds vote of voting Members present and voting is required.

Section 2. Date of Effect

- A. An amendment to the Bylaws will normally take effect on January 1 of the following calendar year.
- B. In an emergency or unusual circumstance, the amendment may be declared to take immediate effect, upon a vote of two-thirds of the voting Members present and voting. A separate motion must be made, seconded, and passed for this procedure to occur.