

MINUTES OF SPECIAL MEETING OF THE BOARD OF DIRECTORS
OF
NORTH CAROLINA CHESS ASSOCIATION

At the request of President Victor Beaman and pursuant to Article VI, Section 2 of the By-Laws, a special meeting of the Board was called and held on September 26, 2009.

All the Directors participated, namely: Victor Beaman, Gary Newsom, Jessica Martin, Gerben Hoekstra and Randy Wheelless, each having waived notice of the date of this meeting. NCCA attorney Wilder Wadford also participated in the meeting in an advisory capacity. All of the Directors took part in the meeting and the following proceedings were had:

By unanimous vote, it was decided as follows: Victor Beaman was elected Chairman of the meeting and presided.

The following topics were discussed and a summary of the comments were:

1. President Beaman, for personal reasons, announced that he would resign as President and as a Director, effective September 28, 2009.

2. Wilder Wadford advised the Board that the By-Laws provide that whenever a vacancy occurs on the Board during a term, then the Board, by majority vote, may fill vacancy with a member. He also advised that historically the First Vice-President assumed the office of the President but that the By-Laws do not provide for this. He suggested that there be an amendment which specifically provides for this so long as a majority of those qualified to vote on the Board approve. The following amendment to Article V, Section 8 was offered to the Directors:

“8. Vacancies. Except for the office of the President, whenever any vacancy shall occur in the Board of Directors/Officers, the same may be filled by a majority vote of the remaining members of the Board at any meeting which shall be called for that purpose. The person so elected shall hold office until a successor shall have been elected by the members in accordance with these By-laws. In the event of deadlock, the Chairman shall be entitled to an additional vote to break the deadlock. If the office of the President becomes vacant, then the First Vice-President, with majority approval by the remaining Directors qualified to vote, shall hold the President’s office until a successor shall have been elected by the members in accordance with these By-laws. Directors qualified to vote on filling the vacancy of the office of the President with the First Vice President shall be the Second Vice-President, the Secretary/Treasurer and the special Director. In the event of deadlock, the special Director shall be entitled to an additional vote to break the deadlock. If the First Vice-President shall refuse to assume the office or if the Directors qualified to vote shall disapprove, then the office shall be filled by a majority vote of all Directors except for the member who was or is holding the office of the President and if there is deadlock then the special Director shall be entitled to an additional vote to break the deadlock.”

Mr. Wadford suggested that this amendment, if approved, not take effect until September 29, 2009.

3. Gerben Hoekstra nominated Gary Newsom to assume the office of the President and Second Vice-President seconded that nomination. No other nominations were made. By unanimous vote of the Board, Gary Newsom was elected successor President.

4. It was suggested by Mr. Newsom that no vote be made on his successor as First Vice-President at this time and that the Board make that decision at or closely after the NC Open. This would give the Board time to carefully select a successor and also give members an opportunity to make suggestions.

5. Old business was addressed with respect to the legitimacy of Jessica Martin holding the office of Second Vice President and Director. At the time of her election she was the only candidate for the office. According to the By-Laws, the six months residency requirement cannot be waived. At the time of her election she was living in North Carolina. Further mitigating circumstances were the facts that at the time of her election she had moved to North Carolina with intent to be a resident, she was employed in the State, had significant contacts with the State's scholastic players, was registered to vote in the State, had a driver's license in this State and a continuous dwelling in this State. The Board does not wish to revise the six month requirement. However, it was agreed unanimously by the Board by informal action that Jessica Martin be appointed as an authorized agent of the Board to carry out the duties of the Second Vice-President as the de facto officer by that title for the period of time from the election until the six month residency was achieved February 10, 2009. It was agreed that on that date that she be officially appointed and recognized as the Second Vice-President de jure by the Board's power contained in the By-Laws and by virtue of her election by the membership at the 2008 annual meeting. All members of the Board unanimously approved with Jessica Martin abstaining.

6. Wilder Wadford pointed out that the minutes of the meeting are not required by law to be published to the membership but there is a requirement that on any joint resolution or decision which affects the rights of the membership or any organizational change, then the resolution and the decision only be published. The Board waived this privilege in this particular instance and consented to publish the minutes and the decisions made at this special meeting for a period of 30 days.

By unanimous vote the Board decided as follows:

1. The Board accepts the resignation of Victor Beaman effective September 28, 2009.
2. The Board approved the amendment offered for Article V, Section 8 of the By-Laws. The amendment is effective September 29, 2009 and the Secretary/Treasurer shall amend the By-Laws accordingly and post them on the NCCA website.
3. Gary Newsom is certified as the successor President and Chairman of the Board effective September 28.

4. The Board will hold open the appointment of the successor First Vice-President until the NC Open or as soon thereafter as practicable.

5. The Board officially ratifies its previous informal actions appointing Jessica Martin acting Second Vice-President and as acting Second Vice-President by right.

6. The Secretary/Treasurer shall publish these minutes on the NCCA website for a period of 30 days.

There being no further business before the Board, by unanimous vote, the meeting was adjourned.