

The Pittsburgh Chess Club, Inc.

# Bylaws

Amended by the Board of Directors: October 21, 2017.

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## 1 Article I. Membership

1. Anyone interested in chess shall be eligible for membership. There shall be six (6) classes of members:
  - 5 a. **Regular members** (18 to 64 years) shall pay dues as established by the Board of Directors and shall be eligible to vote at membership meetings and to hold all Club offices.
  - b. **Affiliate members** (Members of a Registered Affiliate Club) shall pay dues as established by the Board of Directors and shall be eligible to vote at membership meetings and to hold all Club offices.
  - 10 c. **Senior members** (65 years and older) shall pay dues as established by the Board of Directors and shall be eligible to vote at membership meetings and to hold all Club offices.
  - d. **Junior members** (under 18 years) shall pay dues as established by the Board of Directors and shall be eligible to vote at membership meetings and to hold any Club offices other than President, Vice President or Treasurer.
  - 15 e. **Honorary members** shall not be required to pay dues but shall be eligible to vote at membership meetings but not to hold any Club offices.
  - f. **Associate members** shall pay dues as established by the Board of Directors but shall not be eligible to vote at membership meetings or to hold any Club offices. Qualification for Associate membership shall be determined by the Board of Directors.
- 20 2. Application for membership shall be subject to approval by majority vote of the Board of Directors. In addition, the Board shall have the power to censure, suspend or expel any member for conduct unacceptable to the Club, but such action may be taken only by a two-thirds (2/3) vote of the entire Board.
- 25 3. The term “enfranchised member” as used in these By-Laws shall denote all members in categories Regular, Affiliate, Senior, Junior and Honorary of Section 1 of this Article who are not currently suspended from membership.

## 2 Article II. Administration

1. Administration of the Club and its activities shall be vested in an elected Board of Directors composed of nine (9) Club members eligible by the provisions of Article I.
- 30 2. The Board of Directors shall elect from its membership immediately following the annual membership meeting, and at other times in the event of a vacancy, a President, Vice President, Secretary and Treasurer, who are eligible by the provisions of Article I and who shall perform

the duties ordinarily incident to their respective offices. The President shall serve as Chairman of the Board and Chief Executive Officer of the Club.

- 35 3. As an essential factor in maintaining its nonprofit status, it is the policy of the Club to prevent conflicts of interest in the operation and management of its activities and programs.
4. On all matters in which a board member or his/her family have a financial interest the affected board member shall abstain from voting.
5. The President shall, with Board of Directors approval, appoint from the Club membership, including Directors, such other officials as are required to implement the program of the Club.
- 40 These officials include the General Manager, authorized to set opening and closing hours and security procedures, and to make routine expenditures, as specified in the Policies and Procedures document.
6. Regular meetings of the Board of Directors shall be scheduled every month. At any such meeting, a majority of the current membership of the Board shall constitute a quorum.
- 45 7. During the interim, the officers and the General Manager shall be empowered to conduct Club business. Expenditures may be made, subject to limitations as described in the Policies and Procedures document. A special meeting of the Board may be convened by the President, after giving notice to all members of the Board. At such a meeting a two-thirds of the Board constitutes a quorum. A special meeting may be conducted by telephone or by e-mail with the
- 50 consent of all members wishing to attend. Actions taken at a special meeting shall be in effect unless reversed at a future regular meeting of the Board of Directors. Such actions shall be communicated to the entire membership of the Board of Directors in a timely manner.
8. Motions may also be brought to the Board by e-mail, provided that the entire Board is notified of the motion and has reasonable opportunity to discuss the motion prior to the vote. Any
- 55 motion voted upon by e-mail must have its results recorded in the minutes of the prior Board meeting.
9. Vacancies on the Board of Directors shall be filled by a majority vote of the entire remaining Board until the next annual election of Directors, at which time the remainder of any unexpired term shall be filled according to the provisions of Article IV.
- 60 10. Members of the Board of Directors are expected to keep their club membership current. If the PCC membership of any Board member lapses by more than 90 days, with the member having been sent at least two renewal notices, then his or her position on the Board shall be revoked.
11. Any Director who fails to fulfill the duties of his office may be removed by a three-fourths (3/4) vote of the entire Board.
- 65 12. Proxy voting shall be permitted for any decision of the Board requiring a vote of the entire Board.
13. The "entire Board" as the term is used in these By-Laws shall be comprised by all elected members currently sitting on the Board. Any unfilled seats are not counted as part of the "entire Board".

### 70 3 Article III. Membership Meetings

1. The President shall call an annual membership meeting for conduct of Club business on any date during October, to be held at the Club quarters. In addition, upon the affirmative vote of a majority of the entire Board of Directors, the President shall call such special membership meetings as may be required.
- 75 2. At least fourteen (14) days before the date selected for the annual or any special membership meeting, the Secretary shall mail to each enfranchised member a notice and agenda for that meeting. Alternatively, provided that the fourteen (14) day advance notice requirement is met, publication of such notice and agenda in the Club newsletter shall suffice.
3. Only individuals whose memberships are paid up in full seven calendar days before the annual

- 80 membership meeting shall be eligible to execute their voting privileges at the meeting. The Club will consider all dues postmarked seven days in advance of the meeting as paid in full.
4. At any membership meeting, fifteen (15) percent of the current enfranchised members shall constitute a quorum.
  5. Membership meetings shall be conducted in accordance with Robert's Rules of Order.

## 85 4 Article IV. Elections

1. Directors shall be elected at the annual membership meeting for a term of three (3) years in such a way that the terms of one-third (1/3) of the Directors shall expire each year.
2. Nominations for membership on the Board of Directors shall be made by a Nominating Committee of at least three (#) Club members appointed by the President and chaired by a  
90 Director whose term does not expire during the current year. This committee shall, by August 15, report its slate of nominees in writing to the President. In addition, candidates may be nominated from the floor at the annual membership meeting.
3. The Secretary shall include, with the notice and agenda of the annual membership meeting, the slate of candidates named by the Nominating Committee.

## 95 5 Article V. Amendments

1. Amendments to these By-Laws may be made by a two-thirds (2/3) vote of the entire Board of Directors, provided notice of intent to amend is given to the Club membership, either by mail or by posting on the Club bulletin board, at least twenty-one (21) days in advance of the Board of Directors meeting at which the amendment is to be voted upon. Any Club member  
100 shall have the right to attend such a meeting and to speak for or against such a proposed amendment.

## 6 Article VI. Policies and Procedures Document

1. There shall be a document called the "Policies and Procedures", maintained by the Board of Directors, and made available to all members. This document shall set forth, in once place, the  
105 relevant sections of the Constitution and Bylaws, the policy and procedures set by the Board of Directors for nominations and elections, and the policy and procedures set by the Board of Directors for spending not explicitly authorized by the Board. Modifications to the document may be made by a majority vote of a duly constituted quorum of the Board of Directors.