

The Pittsburgh Chess Club, Inc.

Bylaws

Amended by the Board of Directors: March 11, 2020.

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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.
4. **Membership Data.**
 - 30 a. A Membership Registry (aka. Registry) shall be defined as any data source which can retain details about each Club member, including: name, contact details, membership status, membership expiration date, status of dues payment, and transactions.
 - b. New and renewing memberships shall be recorded into the Registry within at least (1) month of application acceptance.

- c. Access to the Registry shall be controlled, it's privacy safe-guarded, and it's availability ensured by the Club Officers.
- d. The Club shall maintain a Privacy Policy.
- 35 5. **Membership Notifications.**
 - a. A Membership Notification is a message from the Board of Directors, a Membership Director, or Membership Committee to one or more enfranchised members. The message type can vary between(depending on contact details available): email, U.S. Postal mail, phone call, SMS text message, or announcement on the Club Website
 - 40 b. Notifications shall be sent to individual enfranchised members whenever any of the following criteria is met (that applies):
 - i. New or renewing membership application has been accepted
 - ii. Membership expiration is within 30-days
 - iii. Membership expiration date has passed
- 45 6. **Membership Reporting.**
 - a. The status of Club Memberships shall be reported at every Board of Directors meeting. Specifically, the status shall include at minimum:
 - i. Count of active members, categorized by membership type
 - ii. Count of new/renewed memberships in last 30-days
 - 50 iii. Count of memberships that expired in the last 30 days
 - iv. Count of memberships expiring in the next 30 days
 - b. Club Officers shall have capabilities of generating the following reports on demand:
 - i. All membership details
 - ii. Membership mailing addresses
 - 55 iii. Names of current members
 - iv. Names of current members with payment issues
 - v. Names and expiration dates of lapsed memberships
 - vi. Transaction history for each member, including:
 - 1. Date(s) when a member's application was received
 - 60 2. Date(s) when a member's application was accepted
 - 3. Date(s) when En Passants were sent to the member
 - 4. Date(s) when acceptance notifications were sent to the member
 - 5. Date(s) when 30-day expiration warning notifications were sent to the member
 - 6. Date(s) when expiration notifications were sent to the member
 - 65 7. Last date of any notification sent to the member

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.
- 70 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.
- 75 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.

- 80 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.
- 85 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. If there is less than quorum in attendance, then a majority of those members in attendance may vote to adjourn the meeting and reschedule (1) or (2) weeks later.
- 90 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 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.
- 95 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 motion voted upon by e-mail must have its results recorded in the minutes of the prior Board meeting.
- 100 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.
- 105 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.
12. Proxy voting shall be permitted for any decision of the Board requiring a vote of the entire Board.
- 110 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”.
- 115 14. **Automatic Resignation.** Any Director or Executive who fails to attend (3) consecutive regular meetings of the Board of Directors meetings or who fails to attend (6) total regular meetings of the Board of Directors meetings within any twelve month period, without just cause, shall be deemed to have automatically resigned as a director, provided that the automatic resignation may be waived by resolution adopted by a majority vote of the remaining directors with the written consent of the resigned director, in which event said director shall remain on the Board. The resignation becomes effective (7) days after the last missed meeting.
- 120 15. **Sabbatical.** Any member of the Board of Directors or Committee may request a period of less than (3) months where they are excused from their duties and attendance. Approval must be voted by the entire board.

3 Article III. Membership Meetings

- 125 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.
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 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.

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 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.

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 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 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.

7 Article VII. En Passant

1. The Club shall publish a magazine, newsletter, or journal by the name of "En Passant" with a frequency no less than (4) times total within the calendar year. The En Passant shall:
 - a. Be managed by the Board of Directors, an elected Managing Editor, and/or a committee
 - b. Have regular reviews by the Board of Directors, a Managing Editor, and/or a committee.
 - c. Have it's status reported at every Board of Directors meeting. Specifically, the status shall include at minimum:
 - i. Number of pages in draft

- ii. Number of articles in draft
- 170 iii. Number of authors with submitted articles
- iv. Presentation of a draft copy
- v. Identification of any obstacles which could prevent timely publication
- d. The Minutes shall reflect all status to record progress and any obstacles

8 Article VIII. Conflicts of Interest

- 175 1. For purposes of this provision, the term “interest” shall include personal interest, interest as director, officer, or beneficiary of any concern and having an immediate family member who holds such an interest in any concern. The term “concern” shall mean any corporation, association, trust, partnership, limited liability entity, firm, person or other entity other than the Club.
- 180 2. **Duty of Loyalty:** A director or officer of the Club must discharge their duties in a manner they reasonably believe to be in or not opposed to the best interests of the Club.
- 185 3. No director or officer of the organization shall be disqualified from holding any office in the Club by reason of any interest in any concern. A director or officer of the Club shall not be disqualified from dealing, either as vendor, purchaser or otherwise, or contracting or entering into any other transaction with the organization or with any entity of which the organization is an affiliate. No transaction or operation of the Club shall be voidable by reason of the fact that any director or officer of the organization has an interest in the concern with which such transaction is entered into, provided:
 - a. The interest of such officer or director is fully disclosed to the board of directors.
 - 190 b. Such transaction is duly approved by the board of directors not so interested or connected as being in the best interests of the Club.
 - c. Payments to the interested officer or director are reasonable and do not exceed fair market value.
 - 195 d. No interested officer or director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting at which such transaction may be authorized.
 - e. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.