

**BY-LAWS OF THE
GOLDEN ISLES SCHOLASTIC CHESS ASSOCIATION (GISCA)
December 15, 2006**

Section 1

Name, Purposes, Location, and Fiscal Year

1.1 Name and Purposes. The name of the Federation shall be known as the "GOLDEN ISLES SCHOLASTIC CHESS ASSOCIATION" (herein designated as GISCA). The mission of GISCA is to bring the benefits of a chess education to children. GISCA promotes the study of chess as an educational tool for primary, elementary, middle, and high schools students. GISCA organizes tournaments for those students who are attracted to the competitive aspect of chess in order to spur them to higher levels of intellectual achievement.

1.2 Location. The principal office of GISCA shall be the mailing address of the current president until such time as a permanent location has been established. The Executive Board may change the location of GISCA in the State of Georgia effective upon filing a certificate with the Secretary of State.

1.3 Fiscal Year. The fiscal year of the corporation shall, unless otherwise decided by the Executive Board, end on June 30th in each year. GISCA's tournament season shall correspond to the fiscal year – beginning on July 1st of one year and ending on June 30th of the following year.

Section 2

Members

2.1 Membership. GISCA membership is obtained through the following means:

- a. Chess players 18 years or age and older residing within the state of Georgia obtain automatic membership beginning on the date of the first tournament of the GISCA tournament season in which they competed.
- b. Parent(s) or legal guardian(s) of chess player(s) under 18 years of age residing in the state of Georgia obtains automatic membership beginning on the date of the first tournament of the GISCA tournament season in which their child competed.
- c. Board-approved individuals or organization providing services obtain automatic membership beginning on the date of the first tournament of the GISCA tournament season in which they provided services.

2.2 Length of Membership. GISCA memberships terminate through the following means:

- a. Membership for chess players 18 years or age and older residing within the state of Georgia shall expire on the date of the first tournament of the successive GISCA tournament season. If the player competes in the first tournament of the successive GISCA tournament season, their GISCA membership is automatically renewed for the successive tournament season.
- b. Membership for parent(s) or legal guardian(s) of chess player(s) under 18 years of age residing in the state of Georgia shall expire on the date of the

first tournament of the successive GISCA tournament season. If the child(ren) competes in the first tournament of the successive GISCA tournament season, the parent(s) or legal guardian(s) membership is automatically renewed for the successive tournament season.

- c. Membership for Board approved individuals or organization providing services shall expire on the date of the first tournament of the successive GISCA tournament season. If the individual or organization continues to provide Board authorized services in the first tournament of the successive GISCA tournament season, the membership is automatically renewed for the successive tournament season.

2.3 Powers and Rights. In addition to the rights vested in the by-laws elsewhere and the articles of organization, the members shall have such other powers and rights as the Executive Board may designate.

2.4 Privileges.

- a. Competition. A member or member(s') child(ren) shall be permitted to compete in any such event held by the organization, subject to such rules and regulations as may govern that event.
- b. Agenda and minutes. A member may receive a single copy of any minutes, agendas to Executive Board meetings, and proposed amendments to the articles of organization and by-laws upon request to the GISCA treasurer and secretary.
- c. Service Providers. Individuals and/or organization shall be permitted to provide services in accordance with any conditions or stipulations of the Board.

2.5 Annual Meetings. The location and date of the annual meeting shall be specified by the Executive Board. If an annual meeting is not held as herein provided, a special meeting of the members may be held in place thereof with the same force and effect as the annual meeting, and in such cases all references in these by-laws, except in the Section 2.5 to the annual meeting of the members, shall be deemed to refer to such special meeting. Any such special meeting shall be called and notice shall be given as provided in Section 2.7 and 2.8.

2.6 Regular Meetings. Regular meetings of the members may be held at such places within Georgia and at such times as the members may determine.

2.7 Special Meetings. Special meetings of the members may be held at any time and at any place within Georgia. Special meetings of the members may be called by the president or by the Executive Board and notices shall be sent by the secretary, or in the case of the death, absence, incapacity or refusal of the secretary, by any other executive officer, upon instruction by the president.

2.8 Call and Notice

- a. Annual and Regular Meetings. The call or notice for annual or regular meetings of members shall be sent to all members. The call or notice must list either contracts or transactions of the corporation with interested persons, amendments to the Articles of organization or to these by-laws (as adopted

- by the Executive Board or otherwise), or other items as required by law, the articles of organization, or these by-laws.
- b. Special Meetings. Reasonable notice of the time and place of special meetings of the members shall be given to each member. Such notice must specify the description of the matter or matters for which the meeting is called.
 - c. Reasonable and Sufficient Notice. Except as otherwise expressly provided, it shall be reasonable and sufficient notice to a member to send notice by mail or e-mail at least 10 days before the meeting, or to mail a newsletter at least 30 days before the meeting, addressed to the member at the member's usual or last known business or residence address or to give notice to the member in person or by telephone at least 10 days before the meeting; provided, however, notice hereunder shall be given not more than sixty (60) days before the meeting date.

2.9 Quorum. At any meeting of the members, one-tenth of the members entitled to vote shall constitute a quorum. Any meeting may be adjourned to such date or dates not more than three days after the first session of the meeting by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

2.10 Action by Vote. Each member 18 years of age or older shall have one vote. When a quorum is present at any meeting, a majority of the votes properly cast by members present in person shall decide any question, including election to any office, unless otherwise provided by law, the articles or organization, these by-laws or the rules of order. On any tie vote no action shall be taken.

2.11 Compensation. General members shall be not be entitled to receive compensation for their services as we are a volunteer organization. However, the Executive Board may hire a Tournament Director to run all tournaments if needed and other special professional services such as auditors and accountants as needed. Members shall not be precluded from serving the organization in any other capacity and receiving compensation for any such services.

Section 3

Sponsors, Benefactors, Contributors, Advisers, and Friends of the Organization

The Executive Board may designate certain persons or groups of persons as sponsors, benefactors, contributors, advisers or friends of the organization or such other title as they deem appropriate. Such persons shall serve in an honorary capacity and, except as the Board shall otherwise designate, shall in such capacity have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no other rights or responsibilities.

Section 4

Executive Board of Directors

4.1 Membership. The Executive Board of Directors shall consist of persons elected to the following three (3) executive offices: president, vice president, and treasurer & secretary; and if possible two (2) members-at-large for a total of five (5) members.

4.2 Tenure. Executive Board members shall hold office for two years; the terms should be staggered as such: 1st year - president and 1st member at large; 2nd year – vice president, treasurer & secretary, and 2nd member at large. Members shall serve until the member's successor is elected and qualified or until the member sooner dies, resigns, is removed or becomes disqualified. An Executive Board member shall be suspended during the lapse of the member's membership in the organization.

4.3 Powers. The affairs of the organization shall be managed by the Executive Board which shall have and may exercise all the powers of the organization, except those powers reserved to the members by law, the articles of organization, or these by-laws.

4.4 Committees. The Executive Board may elect or appoint one or more committees and may delegate to any such committee or committees any or all of their powers. Any committee to which the powers of the Executive Board are delegated shall consist solely of Executive Board members. Unless the Executive Board otherwise designates, committees shall conduct their affairs in the same manner as is provided in these by-laws for the Executive Board. The members of any committee shall remain in office at the pleasure of the Executive Board.

4.5 Suspension or Removal. An Executive Board member may be suspended or removed without cause by an affirmative vote of a majority of the corporate members entitled to vote at any special meeting called for that purpose.

4.6 Resignation. An Executive Board member may resign by delivering his written resignation to an executive officer, to a meeting of the members or the Executive Board or the corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless it so states.

4.7 Vacancies. Any vacancy in the Executive Board may be filled by the members of the Executive Board. Each successor shall hold office for the unexpired term or until the successor sooner dies, resigns, is removed or becomes disqualified. The Executive Board shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

4.8 Regular Meetings. Regular meetings of the Executive Board may be held at any place within Georgia and at such times as the Executive Board may determine.

4.9 Special Meetings. Special meetings of the Executive Board may be held at any place within Georgia when called by the president or by three or more Executive Board members.

4.10 Call and Notice.

- a. Regular Meetings. No call or notice shall be required for regular meetings of the Executive Board, provided that reasonable notice

- i. of the first regular meeting following the determination by the Executive Board members of the times and places for regular meetings shall be given to absent members,
 - ii. specifying the purpose of a regular meeting shall be given to each Executive Board member if either contracts or transactions of the corporation with interested persons or amendments to these by-laws are to be considered at the meeting, or
 - iii. shall be given as otherwise required by law, the articles or organization, or these by-laws.
- b. Special Meetings. Reasonable notice of the time and place of special meetings of the Executive Board shall be given to each Executive Board member. Such notice need not specify the purposes of a meeting, unless otherwise required by law, the articles or organization or these by-laws or unless there is to be considered at the meeting
- i. contracts or transactions of the organization with interested persons,
 - ii. amendments to these by-laws, or
 - iii. removal or suspension of an Executive Board member.
- c. Reasonable and Sufficient Notice. Except as otherwise expressly provided, it shall be reasonable and sufficient notice to an Executive Board member to send notice by mail or e-mail at least 10 days before the meeting addressed to the member at the member's usual or last known business or residence address or to give notice to the member in person or by telephone at least 10 days before the meeting.

4.11 Quorum. At any meeting of the Executive Board, one half of the Executive Board members shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present.

4.12 Action by Vote. When a quorum is present at any meeting, a majority of the Executive Board present and voting shall decide any question unless otherwise provided by law, the articles of organization, these by-laws, or the rules or order. On any tie vote no action shall be taken.

4.13 Compensation. Executive Board members shall not be entitled to receive compensation for their services any amount of money as this is a volunteer organization.

Section 5 Officers and Agents

5.1 Number and Qualification. The organization shall have the following executive officers: president, vice president, and treasurer & secretary, and two members-at-large (if possible), and the following officers (if possible) appointed by the Executive Board:

- Newsletter editor,
- Scholastic coordinator,
- Promotion coordinator,

- Membership coordinator,
- Publications coordinator,
- Fund raising coordinator, and
- Such other appointed officers, if any, as the Executive Board may determine.

The organization may also have such agents, if any, as the Executive Board may appoint. An executive officer must be an organization member and a Georgia resident. However, an appointed officer may but need not be an Executive Board member. A person may hold more than one office at the same time, but may not hold more than one Executive Board position at the same time. If required by the Executive Board, any officer shall give the organization a bond for the faithful performance of his duties in such amount and with such surety or sureties as shall be satisfactory to the Executive Board.

5.2 Election. The executive offices shall be elected during the annual meeting of the organizations membership. The election shall be by preferential voting as described in the rules of order.

5.3 Tenure. The executive officers shall each hold office until the end of the meeting at which the officer's successor is chosen and qualified, and each appointed officer shall hold office until the first meeting of the Executive Board following the next annual meeting of the members unless a shorter period shall have been specified by the terms of the appointed officer's election or appointment, or in each case until the officer sooner dies, resigns, is removed or becomes disqualified. Each agent shall retain his or her authority at the pleasure of the Executive Board.

(The following five items describe Executive Board positions first described in Section 4.1)

5.4 President. The president shall be the chief executive officer of the organization and, subject to the control of the Executive Board, shall have general charge and supervision of the affairs of the organization and shall be responsible for the organization's general welfare. The president shall be an ex-officio member of all committees and commissions. The president shall appoint the representatives of the organization in all affairs of the Georgia Chess Association and the United States Chess Federation.

5.5 Vice president. The 1st vice president shall have such duties and powers as the Executive Board shall determine. The 1st vice president shall have and may exercise all the powers and duties of the president during the absence of the president or in the event of his or her inability to act.

5.6 Treasurer. The treasurer shall be the chief financial officer and the chief accounting officer of the organization. The treasurer shall be in charge of its financial affairs, funds, securities and valuable papers and shall keep full and accurate records thereof. The treasurer shall have such other duties and powers as designated by the Executive Board or the president. The treasurer shall also be in charge of its books of account and accounting records, and of its accounting procedures. The treasurer shall report at the membership and Executive Board meetings on the financial position of the organization, trends of income and

expenses, and shall present a budget of income and expenses for the coming year at each annual meeting.

5.7 Secretary. The secretary shall record and maintain records of all proceedings of the members and Executive Board in a book or series of books kept for that purpose, which book or books shall be kept within the State at the principal office of the organization or at the office of its secretary or of its resident agent and shall be open at all reasonable times to the inspection of any member. Such book or books shall also contain records of all meetings of incorporators and the original, or attested copies, of the articles of organization and by-laws and names of all Executive Board members and appointed officers and the address of each. If the secretary is absent from any meeting of its members or Board, a temporary secretary chosen at the meeting shall exercise the duties of the secretary at the meeting.

5.8 Member-at-large. The member-at-large shall have such duties and powers as the Executive Board shall determine.

(Items 5.09 through 5.14 are appointed officers)

5.9 Newsletter Editor. The newsletter editor shall be responsible for gathering and editing the material for the GISCA newsletter on a schedule to be determined by the Executive Board.

5.10 Scholastic Coordinator. The scholastic coordinator shall be responsible for GISCA's sponsored scholastic individual and team events and shall aid in the development of educational and competitive chess programs and the advertising and distribution of chess educational materials in southeast Georgia schools.

5.11 Promotion Coordinator. The promotion coordinator shall develop and coordinate programs to provide GISCA and its activities, endeavoring to increase the visibility of and the participation in the game of chess.

5.12 Membership Coordinator. The membership coordinator shall coordinate the membership function of GISCA including recording memberships, compiling membership listings, and providing information as to the general welfare of the membership. The membership coordinator shall provide the voting membership list for all meetings and shall give the Executive Board notice of an Executive Board member's membership expiration.

5.13 Publication Coordinator. The publication coordinator shall manage and promote GISCA tournament information, GISCA tournament results, official newsletter and any other information or publications that the Executive Board may designate.

5.14 Fund Raising Coordinator. The fund raising coordinator shall seek donations and bequests for GISCA.

5.15 Suspension or Removal. Any officer whether executive or appointed may be suspended or removed without cause by the affirmative vote of a majority of the Executive Board entitled to vote at any special meeting called for such purpose or at any regular meeting.

5.16 Resignation. An officer may resign by delivering his or her written resignation to an executive officer, to a meeting of the members or Executive Board, or to the organization at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless it so states.

5.17 Vacancies. If the office of an executive or appointed officer becomes vacant, the members of the Executive Board may elect a successor. The Executive Board shall elect the successor for an appointed officer vacating his office. Each such successor shall hold office for the unexpired term, and in the case of an executive officer until the officer's successor is elected and qualified, or in each case until the officer sooner dies, resigns, is removed or becomes disqualified.

Section 6 Tournaments

6.1 Tournament Organization. The organization shall run or seek bids for such title tournaments as the GISCA Grand Prix and any other such events that the Executive Board shall approve.

6.2 Corporate Events. An event recognized and sanctioned by the Executive Board shall require organization membership of each participant who resides within the State.

Section 7 Annual Election Procedures

7.1 Where. The election of the Executive Board of the organization shall take place at the annual meeting.

7.2 Action by Vote. Each member 18 years of age and older shall have one vote. The majority of the votes cast by a quorum shall decide the elections. The election shall be by preferential voting as described in the rules of order.

7.3 Nominations. Nominations for Executive Board seats up for election must be submitted to the secretary before the annual meeting.

7.4 Absentee Ballots.

- a. Any current GISCA member may request an absentee ballot from the time that the candidates are announced until 14 days before the election.
- b. The request should be made to the GISCA secretary in writing - either in person, by mail, or by e-mail.
- c. Upon verification of membership, which must be valid from the time of the request through the election date, the secretary will mail a ballot and a self-addressed envelope to the member. Both the address and the return address will be that of the GISCA. The member must affix postage. The envelope will be marked "ballot" so that when the envelope arrives, the secretary can differentiate it from other, unrelated, GISCA mail.
- d. The ballot must be received by three days before the election to be valid.

- e. The mailed out absentee ballot will have the secretary's signature for verification purposes. This will be the only way the absentee ballot will be different from the election day ballot. For this reason, only the original ballot will be accepted, not a photocopy.
- f. The secretary will not open the envelope. The mailed in envelopes will be provided to the officially designated counter(s) on election day. On years when the secretary is up for election, another board member will be designated to collect the GISCA mail during the election season, unless the secretary is running unopposed.
- g. The secretary will provide the membership coordinator a list of those who requested absentee ballots so that those individuals can be marked off the voter roll. Anyone requesting an absentee ballot will not be allowed to vote in person on election day.

Section 8

Execution of Papers

All deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the organization shall be signed by the president and by the treasurer, except as the Executive Board may generally or in particular cases authorize the execution thereof in some other manner.

Section 9

Rules of Order

Robert's Rules of Order, Current Edition, shall be the rules of order at all meetings of the membership and Executive Board and its committees with the following addition: no action taken by the Executive Board at one meeting and confirmed at a subsequent meeting may be subject to a motion to rescind until a new Executive Board takes office.

Section 10

Indemnification

Each person who is or was a director or officer of the Organization, and each person who is or was a director or officer of the Organization who at the request of the Organization is serving or has served as an officer, director, partner, joint venture or trustee of another Organization, partnership joint venture, trust or other enterprise shall be indemnified by the Organization, and entitled to advancement of expenses of litigation, to the fullest extent permitted under the Georgia Nonprofit Corporation Code against those expenses (including attorneys' fees), judgments, fines and amounts paid in settlement which are allowed to be paid, reimbursed or advanced by the Organization under the Georgia Nonprofit Corporation Code and which are actually and reasonably incurred in connection with any action, suit or proceedings, pending or threatened, whether civil, criminal administrative or investigative, in which such person may be involved by reason of his being or having been a director or officer of this Organization or of such other enterprise. Such indemnification shall be made only in accordance with the Georgia Nonprofit Corporation Code and subject to the conditions thereof.

As a condition to any such right of indemnification, the Organization may require that it be permitted to participate in the defense of any such action or proceedings

through legal counsel designated by the Organization and at the expense of the Organization.

The Organization may purchase and maintain insurance on behalf of any such persons, whether or not the Organization would have the power to indemnify such officers and directors against any liability under the Georgia Nonprofit Corporation Code. If any expenses or other amounts are paid by way of indemnification other than by court order or by an insurance carrier, the Organization shall provide notice of such payment to the members in accordance with these by-laws.

Section 11 Disillusion

In the event of disillusionment of the organization all remaining funds, after all bills and debts have been paid, shall be sent to the Georgia Chess Association or the U.S. Chess Trust, both of which are 501c3 organizations.

Section 12 Amendments

These by-laws may be amended by a two-thirds vote at any membership meeting provided such amendments are submitted to the secretary at least 60 days before the membership meetings.