

BYLAWS

of the Virginia Chess Federation, Inc.

**Adopted by the Membership on September 2, 2023,
At the Annual Membership Meeting in Glen Allen, VA,
with an Effective Date of October 1, 2023**



Table of Contents

Article 1. Name of the VCF	1
Article 2. Mission Statement.....	1
Article 3. Membership.....	1
Section 1. Membership and Dues	1
Section 2. Rights, Privileges and Duties of Membership.....	1
Section 3. Annual Meeting of the Membership and State Championships	2
Section 4. Special Meetings of the Membership	3
Section 5. Quorum.....	3
Section 6. Voting Age and Eligibility.....	3
Section 7. Compensation and Expenses.....	4
Article 4. Governance.....	4
Section 1. Composition of the Board of Directors (BOD).....	4
Section 2. Authority and Duties of the Board of Directors.....	4
Section 3. Appointed Positions.....	6
Section 4. Board of Directors Meetings.....	7
Section 5. Removal of a Member of the Board of Directors	8
Section 6. Resignation of a BOD Member or a Person in an Appointed Position.....	8
Section 7. Compensation	8
Article 5. Miscellaneous	8
Section 1. Fiscal Year.....	8
Section 2. Agents and Representatives.....	8
Section 3. Conflict of Interest (COI).....	8
Section 4. Committees Appointed by the Board of Directors.....	9
Section 5. Amendments	9
Section 6. Non-Profit Status & Exempt Activities Limitation.....	9
Section 7. Prohibition Against Sharing Corporate Earnings.....	9
Section 8. Authorization to Administer Contracts.....	9
Section 9. Bank Accounts.....	10
Section 10. Affiliation.....	10
Section 11. Interstate Relations	10
Section 12. Indemnifications	10
Article 6. History and Ratification of these Bylaws.....	11
Section 1. History	11
Section 2. Ratification.....	11
Article 7. Appendices.....	11
Appendix A: Certificate of Incorporation (August 10, 1989).....	i
Appendix B: IRS Tax Exempt Status (November 3, 1972).....	ii
Appendix C: VCF's Employer Identification Number (January 15, 2009).....	iii
Appendix D: VCF Conflict of Interest (COI) Policy.....	v

Subject: VCF Bylaws (approved Sept. 2, 2023, effective Oct. 1, 2023)

BYLAWS VIRGINIA CHESS FEDERATION, INC.

Article 1. NAME OF THE VCF

The name of the corporation shall be the Virginia Chess Federation, Inc. (VCF). The corporation also does business as “Virginia Chess.”

Article 2. MISSION STATEMENT

The VCF is organized exclusively for educational purposes, including:

- Promotion of the play of chess and tournament chess;
- Promoting and encouraging the study and play of the game of chess as a means of developing the intellectual powers;
- Disseminating information relative to the history and science of chess; teaching and cooperating with others in the teaching of the fundamentals of chess to persons of all ages without discrimination;
- Donating chess equipment to schools, colleges, hospitals, military installations, community centers, and similar institutions;
- Sponsoring, supervising, and conducting chess tournaments for junior players as a means of recreation and of combating juvenile delinquency;
- Sponsoring, supervising and conducting chess tournaments for members of the armed services of the United States;
- Cooperating with the United States Chess Federation (hereafter, “US Chess”) in selecting, training and improving the caliber of candidates representing the United States in international competition, and assisting in financing their participation in such competitions; and,
- Making distribution to organizations that qualify as exempt organizations under the Section 501(c)(3) of the Internal Revenue Code or corresponding section of the future Tax Code.

Article 3. MEMBERSHIP

Section 1. Membership and Dues

Any person may become a member of the VCF for one (1) year by payment of fifteen (\$15) dollars annual dues for those 18 years of age and older, and eight (\$8) dollars annual dues for those who under 18 years of age at the projected expiration of their membership. The period of membership begins on the date the members pay their dues, and it ends on the last day of the month of purchase one or two years later (depending on the length of time for which the member purchased a membership). If a player renews their membership before it expires, then the player’s new membership shall expire at the end of the month one year after the original expiration date. Players may purchase memberships for multiple years by multiplying the single year price times the number of years. Junior memberships cannot be extended beyond a player’s 18th birthday.

The VCF may award free honorary life memberships for outstanding service to chess.

Section 2. Rights, Privileges and Duties of Membership

A. Members and chess clubs sponsored by schools, colleges and universities in Virginia are eligible to receive instructional, organizational, and promotional assistance upon request and as authorized by the President or Board of Directors.

B. Members who are residents of Virginia, and eligible to vote as described in Section 6 of these Bylaws, shall be entitled to vote in all regular and special VCF membership meetings and to hold office. Members are entitled to refer to VCF any matter affecting their individual performance in

Subject: VCF Bylaws (approved Sept. 2, 2023, effective Oct. 1, 2023)

competition play or their rights and privileges as members. The rights of a member cease on termination of their membership.

C. The VCF shall observe the definition of a “resident” as provided by the Virginia Department of Taxation, including members of the military stationed in the Commonwealth for a period of 6 months or more or whose ‘Home of Record’ is Virginia, and students attending a college or university in the state on full time status as defined by the college/university being attended.

Section 3. Annual Meeting of the Membership and State Championships

A. The VCF Annual Meeting of the members of the corporation shall be held at the site of and during the State Chess Championship (the “Virginia Closed”) for the purpose of: 1) electing the President and other members of the Board of Directors; 2) receiving reports of Officers and committees; and, 3) any other business that may arise. The meeting also may be held completely online within 60 days before the start date of the Virginia Closed. Quorum requirements for the Annual Meeting are covered in Section 5 of these Bylaws.

If any part of the meeting is to be held online, the Board of Directors must move and vote that this happens at least 30 days before the intended date of the online Annual Meeting. The motion requires a two-thirds majority vote or greater (e.g., at least 4 out of 5 directors voting in favor). If an extreme act of nature or mankind affects the Commonwealth and prevents or substantially hinders the online or onsite meeting from being held on its intended date, the Board of Directors shall vote to schedule a new online Annual Meeting date and provide at least 14 days of advance notice to the membership.

B. Notice of the date, time, and venue for the Annual Membership Meeting shall be listed in the Tournament Life Announcement for the State Chess Championships, emailed to all current members and members whose membership has expired within the past 3 years, and posted on the VCF website no later than (NLT) thirty (30) days before the Annual Meeting. Members who propose items for discussion under New Business shall provide their topics to any member of the Board of Directors NLT two weeks (14 days) before the meeting when the meeting is being held online. The Agenda for the Annual Meeting shall be posted NLT ten (10) days before the meeting date. When there are materials for members to review before the meeting, those documents shall be posted on the VCF website and/or distributed by mail or email to the members at least five (5) days before the meeting.

C. Rules of Order at the Annual Meeting. No motion shall fail for the lack of a second. Debate may be cut off at any time by a majority vote of those members present and voting. All motions shall be submitted in writing prior to the calling of new business on the agenda, unless the said motion relates to old business. This requirement may be waived only on affirmative majority vote members present and voting. All motions, except insofar as otherwise set forth in these Bylaws, shall require a majority of those present and voting, and the President shall not vote except for the purpose of breaking ties. The President shall be empowered to install such procedural rules as he deems necessary to the fair and efficient conduct of the meeting, except that no rule shall be imposed over the objections of a majority of those present and voting.

D. State Championships.

1) Only the VCF can authorize a state championship event.

2) The Virginia Closed Chess Championship shall be organized by the VCF and held annually during Labor Day weekend. This tournament is a “closed” event, conducted over-the-board only, and with participant eligibility open only to residents of the state of Virginia as defined in Article 3, Section 2C of these Bylaws.

a. If an emergency prevents holding the tournament on this date, then the Board shall advertise an alternate date at least thirty (30) days before the re-scheduled event.

Subject: VCF Bylaws (approved Sept. 2, 2023, effective Oct. 1, 2023)

b. When re-scheduling becomes impractical due to an emergency, the Board of Directors has the authority to vote that the Virginia Closed be held online. When this occurs, the online VA Closed is NOT a state championship event, but it remains a tournament open only to residents of the state of Virginia as defined in Article 3, Section 2C of these Bylaws. Further, the reigning champion from the prior year's over-the-board VA Closed Championships shall retain the title as State Champion until the next over-the-board VA Closed.

3) The Virginia Scholastic and College Chess Championship shall be sanctioned by the VCF and held annually in the month of February or March. It is a "closed" event, with participant eligibility open only to residents of the state of Virginia as defined in Article 3, Section 2C of these Bylaws and the rules for the event.

4) The VCF may organize or sanction other 'state championships' as authorized by the Board of Directors.

Section 4. Special Meetings of the Membership

A. Special Meetings of the members, other than those regulated by statute, may be called at any time by the President, Vice President, or any two (2) Directors.

B. A Special Meeting must be called by the President or Vice President NLT thirty (30) days after receipt by the Board of a written request signed by at least fifteen percent (15%) of the voting age members of the corporation. The number of signatures needed to achieve 15% shall be determined by the Membership Secretary using the VCF membership rolls as of midnight, eastern time, seven (7) days before the membership sent the Special Meeting request to the Board.

C. Notice of a Special Meeting stating the time, place and purpose shall be posted prominently on the VCF website and sent by email to the membership NLT fourteen (14) days before the meeting. When there are materials for members to review, those documents shall be posted on the VCF website and/or distributed by mail or email at least five (5) days beforehand.

Section 5. Quorum

A. At any meeting of the members of the corporation, whether face-to-face or online, the presence of five percent (5%) of the voting age members residing in Virginia shall be necessary to constitute a quorum for all purposes except as otherwise provided by law, and the act of a majority of the members present at any meeting at which there is a quorum shall be the same as the act of the full membership except as may be specifically provided by statute or by these Bylaws.

B. To be counted as part of the quorum, members who attend online must have a simultaneous audio and video connection with the Annual Meeting. Online attendees shall maintain their online attendance status for the duration of the Annual Meeting.

C. The number of members present to constitute a quorum shall be calculated by the Membership Secretary as of midnight, eastern time, seven (7) days before the meeting requiring a quorum. In the absence of a quorum, or when a quorum is present, the meeting may be adjourned from time to time by vote of a majority of members present, without notice other than by announcement at the meeting and without further notice to any absent member. At any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted in accordance with the agenda for the original meeting.

Section 6. Voting Age and Eligibility

The voting age for members during meetings of the corporation is sixteen (16) years old as of the date on which a quorum is taken for the meeting in accordance with Section 5 above. At every meeting of members, each voting age member resident in Virginia and present at the meeting shall be entitled to one vote. Upon the demand of a majority of members present, the vote for elected officials and the vote upon any question before the meeting shall be taken by written ballot. All elections shall be held and all questions

Subject: VCF Bylaws (approved Sept. 2, 2023, effective Oct. 1, 2023)

decided by a majority vote of the voting age members resident in Virginia present unless otherwise noted in these Bylaws. Voting by proxy shall not be accepted.

Section 7. Compensation and Expenses

Members shall not receive any stated salary for their services. The Board of Directors shall have power in its discretion to contract for and compensate members rendering unusual and special services to the corporation. The amount of said compensation shall be appropriate to the value of the services as determined by The Board.

Article 4. GOVERNANCE

Section 1. Composition of the Board of Directors (BOD)

A. The VCF BOD shall be comprised of five (5) elected Officers—the President and four (4) Members-at-Large. Each year, at the Annual Meeting of the Membership, the membership shall elect the President and two (2) Directors. Following the annual election, the members of the BOD decide in closed session who shall serve as Vice President, Executive Secretary, and two (2) Directors designated as Members-at-Large.

B. When the Annual Meeting of the Membership occurs before the annual Virginia Closed, the BOD members who have been voted into positions by the members shall assume their responsibilities at noon on the first day of the Virginia Closed.

C. The term of office for the President shall be one (1) year, while the term of office for each of the other four (4) Directors shall be two (2) years. The four (4) Directors shall serve staggered terms so that two (2) Directors are elected by the general membership each year.

D. The members of the BOD are elected to represent the interests of the membership across the Commonwealth of Virginia. As such, the BOD shall not consist of members who all live within 50 miles of each other.

E. When an elected Officer's position becomes vacant by death, resignation, retirement, disqualification, or any other cause, including any vacancy created by an increase in the number of Directors, the majority of the Directors then in office may elect a member to fill such vacancy. The new Officer so elected shall hold and serve until the next Annual Meeting of the Membership at which time the members shall vote on a candidate to fulfill the remaining term of the vacated position.

Section 2. Authority and Duties of the Board of Directors

A. The business, property and assets of the corporation shall be managed and controlled by the BOD. The BOD shall have general charge and supervision of the corporation including entering into employment and other legal contracts. All corporate powers, except as otherwise provided for by the Bylaws or the laws of the Commonwealth of Virginia, shall be vested in the BOD. All BOD members shall be required, on an annual basis, to sign a statement affirming their awareness of the VCF's Conflict of Interest Policy (Article 5, Section 3).

1) The BOD, by general resolution, may delegate to committees of their number, or to the offices of the corporation, such powers as they may see fit.

2) The BOD shall annually present to the meeting of members a Financial Report of the preceding fiscal year, verified by the President and Executive Secretary, or a majority of the Directors detailing:

a) The assets and liabilities, including trust funds, of the corporation as of the end of the fiscal year;

b) The principal changes in assets and liabilities, including trust funds, during the year immediately preceding the date of the report;

Subject: VCF Bylaws (approved Sept. 2, 2023, effective Oct. 1, 2023)

c) The revenue, receipts, expenses, and disbursements of the corporation, both unrestricted and restricted; and,

d) The number of members in the corporation as of the date of the report, together with a statement of increase or decrease of such number during the year immediately preceding the date of the report, and a statement of the place where the names and addresses of the current members may be found. The annual report of the Directors shall be filed with the records of the corporation and an abstract entered in the Minutes of the preceding of the annual meeting of members.

3) The BOD shall annually present other reports specified in the Agenda for the Annual Meeting of the Membership.

B. President. The President shall call and preside at all meetings of the membership or the BOD and shall report annually to the members on the progress of VCF objectives and on plans for the coming year. The President shall be responsible for coordinating chess activities including but not limited to tournaments, publications and scholastics. The President shall be responsible for VCF communications with US Chess including matters related to delegate and voting member appointment, as well as information about the VCF and Virginia's state champions. As authorized by the BOD, the President may sign any contracts or agreements in the name and on behalf of the corporation. The President shall perform other duties as may be assigned by the BOD.

C. Vice President. In the absence of the President, the Vice President shall preside at all meetings of the Membership or the BOD and shall perform such duties as may be assigned by the BOD. As authorized by the BOD, the Vice President may sign any contracts or agreements in the name and on behalf of the corporation.

D. Executive Secretary (ES). The ES shall have charge of the books, documents and papers as the BOD may determine. The ES ensures such books shall be open for inspection as prescribed by law. In addition, the ES:

1) Has the responsibility for custody or coordinating of all property and securities of the VCF subject to such regulations as may be imposed by the BOD, the Commonwealth of Virginia, and/or the federal government;

2) Attends and keeps the Minutes of the meetings of the BOD, the Annual Meeting, and Special Meetings when the BOD or President has not assigned this responsibility to another person;

3) In the absence of an appointed Membership Secretary, the ES maintains and appropriately secures a record containing the names, alphabetically arranged, of all persons who are members of the VCF, showing their place of residence, date of birth, and other point-of-contact information (email, phone);

4) Performs duties as Treasurer when this appointed position is vacant;

5) Signs with the President or Vice President in the name and on behalf of the corporation, any contracts or agreements authorized by the BOD;

6) When necessary, endorse on behalf of the corporation for collection checks, notes, and other obligations, and shall deposit the same to the credit of the corporation at such bank or depository as the BOD may designate; and may be required to give bond for the faithful performance of his duties in such sum with such surety as the BOD may require; and,

7) Perform such other duties as may be assigned by the BOD.

E. Members-at-Large. The two (2) Directors who serve in Member-at-Large positions shall perform duties as agreed upon with the other members of the BOD, which may include filling any of the Appointed Positions of the corporation as described in Section 3 of this Article.

Subject: VCF Bylaws (approved Sept. 2, 2023, effective Oct. 1, 2023)

Section 3. Appointed Positions

A. The President or BOD may appoint members of the corporation to assist the VCF with specific duties, projects, or committees. Members so appointed are expected to attend the Annual Meeting online or in person.

1) Except when the person is an elected member of the BOD, members who serve in appointed positions are not Officers of the corporation, do not vote when attending a BOD meeting, and do not have authority to execute business on behalf of the corporation except as specified by these Bylaws or authorized by the BOD. These persons serve in their appointed positions as volunteers, doing so indefinitely from their dates of appointment until they either resign or are otherwise replaced by the President or action of the BOD.

2) At a minimum, the President shall appoint a Treasurer, Membership Secretary, Scholastic Coordinator, Women's Chess Coordinator, Newsletter Editor, and Web Master. The President may appoint other positions as necessary to best execute the mission and activities of the corporation.

3) It is possible for one person to serve in more than one appointed position.

B. Treasurer. The Treasurer shall maintain the financial records of the VCF and render a financial report at the Annual Meeting of the Membership. The Treasurer may not further allocate his duties or responsibilities to other persons without BOD approval. The Treasurer shall:

1) Ensure the VCF's financial books are open for inspection as prescribed by law;

2) Maintain the books of the corporation in a manner that ensures full and accurate accounting for all monies and obligations received, paid, or incurred for or on account of the corporation and shall exhibit such books at all reasonable times as any Officer or member on application to the offices of the corporation;

3) Keep and render an account of all chess and membership related income and expenses;

4) Sign all checks for and to the corporation and all bills of exchange and promissory notes issued by the corporation, except when signing and execution is expressly designated by the BOD or by these Bylaws to some other office or agent of the corporation;

5) Sign all receipts and vouchers and, together with such other Officer or Officers, if any, as shall be designated by the BOD; and,

6) Annually prepare State and Federal tax documents for the corporation, present them to the BOD for review and approval, then submit them to appropriate offices in a timely manner.

C. Membership Secretary. The Membership Secretary shall safeguard and process all membership correspondence and maintain the official membership records of the corporation. At the annual Meeting of the Membership, the Membership Secretary shall provide the Board an alphabetical list of voting age VCF members who are resident in Virginia and shall advise the Board on the number of members required to constitute a quorum in accordance with Article 3, Section 5 of these Bylaws.

D. Scholastic Coordinator. The Scholastic Coordinator facilitates scholastic chess activities across the various regions of the Commonwealth—e.g., northern Virginia, Roanoke and western Virginia, central Virginia, the Tidewater Area, etc. The chief responsibilities of the chairperson are to: 1) advise the BOD on matters relevant to scholastic chess; 2) establish the date for Virginia's annual Scholastic and College Chess Championships (SCCC); 3) organize the annual SCCC, or coordinate with regional scholastic chess organizations to organize the SCCC; 4) maintain the rules for the SCCC; 5) ensure the Commonwealth is represented by qualified players in prestigious national events such as the Denker Tournament of High School Champions, the Barber Tournament of K-8 Champions, the National Girls Tournament of

Subject: VCF Bylaws (approved Sept. 2, 2023, effective Oct. 1, 2023)

Champions, etc.; 6) assist schools and scholastic chess clubs in acquiring chess equipment to support their chess activities; and, 7) advise local and state officials and educators on the benefits of chess to learning.

E. Women's Chess Coordinator. The Women's Chess Coordinator (WCC) facilitates chess activities for female players throughout the Commonwealth. The chief responsibilities of the WCC are to: 1) advise the BOD on matters relevant to women's chess; 2) recommend to the BOD where, when and how the VCF selects top female players in the state to represent Virginia in national-level, women-only events; 3) assist schools and chess clubs in attracting and retaining more female players; and, 4) represent the interests of the VCF and the state's female players in US Chess initiatives and programs.

F. Newsletter Editor. The Editor of the VCF Newsletter shall prepare and publish the newsletter on a bi-monthly basis (e.g., 6 times per year). The content of the Newsletter is under the control of the editor, but at a minimum shall: 1) showcase the accomplishments of members in local, regional, national and international tournaments; 2) provide information about future VCF and other tournaments of interest to the membership; and, 3) disseminate information about new clubs and provide a forum for clubs to highlight their activities. The editor has the authority to solicit and include relevant advertisements in the newsletter in order to help reduce publication costs. The editor also shall coordinate with the VCF Web Master to post back-issues of the Newsletter on the VCF website. Costs for producing, publishing, and mailing the Newsletter shall be borne by the VCF. The Editor shall, on a regular basis, present to the Treasurer for reimbursement the appropriate receipts documenting costs for production, publication, and mailing.

G. Web Master. The VCF Web Master is responsible for the appearance, functionality, relevance, and content of the VCF website. At a minimum, the website shall include: 1) information about the governance of the VCF (e.g., Bylaws, members of the BOD, minutes of meetings, announcements of future membership meetings); 2) a list of all current members of the corporation and a link for membership renewal; 3) information, or links to information, about future VCF and other tournaments of interest to the membership including non-VCF events; 4) digital copies of back-issues of the VCF Newsletter; 5) information about chess clubs across the state; 6) VCF Cup standings; and, 7) links to other chess sites of interest (e.g., US Chess, state associations of adjacent states). The Web Master will ensure the website does not disclose personal information about members (e.g., email addresses, home / mailing addresses, phone numbers, dates of birth) except where specifically authorized by the member (e.g., as part of an advertisement).

H. Youth Representative (YR). The YR is a VCF member who advises the BOD on matters related to chess for the state's school-age players. The YR must be attending grade-school—public, private, or home-school—in the Commonwealth of Virginia in grades 7 or above and be an active tournament player (e.g., at least 20 rated games in the previous VCF business year). There may be more than one YR. For example, a boy and a girl, regional representatives from various areas of the state, etc.

Section 4. Board of Directors Meetings

A. At all meetings of the BOD, a majority of the Officers (e.g., 3 BOD members) shall be sufficient to constitute a quorum for the transaction of business.

B. The BOD may conduct any business of the corporation except permanent changes to these Bylaws.

C. Immediately after the end of the Annual Meeting of the Membership, and providing a quorum of BOD members is present, the BOD shall meet in closed session to: 1) decide who shall serve as Vice President, Executive Secretary, and Members-at-Large; and, 2) transact other business. The BOD may delay the place and time of their first meeting until a later time and/or date upon consent of a quorum of the BOD members.

D. Meetings of the BOD may be called by the President, Vice President, or upon the request of any two other board members. Notice of all BOD meetings, except in urgent circumstances or as mutually

Subject: VCF Bylaws (approved Sept. 2, 2023, effective Oct. 1, 2023)

agreed by a majority of BOD members, shall be given by mail or email at least five (5) days before the meeting. The BOD may conduct meetings virtually using telephone conferencing or similar capabilities.

E. When the President and Vice President are absent from a BOD meeting, the remaining three (3) BOD members present shall select an acting President from among themselves to preside over the meeting.

Section 5. Removal of a Member of the Board of Directors

Any member of the BOD may be removed from office for nonfeasance, malfeasance, or misfeasance, for conduct detrimental to the interest of the corporation, or for refusal to render reasonable assistance in carrying out the purposes of the corporation. Such removal from the BOD is contingent upon the affirmative vote by two-thirds of the general membership present at the Annual Meeting or a Special Meeting, providing a quorum of members is present as defined in Article 3, Section 5, of these Bylaws. Any BOD member proposed to be removed shall be entitled to at least seven (7) days of notice in writing from the President or Vice President before the meeting of the membership at which such removal is to be voted upon. The BOD member shall be entitled to appear before and be heard by the members at such meeting. Notice to the BOD member shall be sent by the President or Vice President using certified US mail. Notification solely by email or telephone is not permitted.

Section 6. Resignation of a BOD Member or a Person in an Appointed Position

A BOD member or a person serving in an Appointed Position may resign at any time by giving notice in person, by mail, by email, or by other voice or written communication to any other member of the Board of Directors. The resignation is effective immediately or takes effect on the date specified by the resigning member.

Section 7. Compensation

BOD members, people who serve in Appointed Positions, and committee members shall not receive any stated salary for their services. By resolution of the Board, a fixed reasonable sum or expenses shall be allowed for services rendered. The BOD shall have the power, exercised with discretion, to contract for and to pay appropriate, special compensation to BOD members, persons in Appointed Positions, or committee members who render unusual and exceptional service to the corporation.

Article 5. MISCELLANEOUS

Section 1. Fiscal Year

The fiscal year of the corporation shall commence on September 1st of each year and shall end on August 31st of the next calendar year.

Section 2. Agents and Representatives

The Board of Directors may appoint agents and representatives of the corporation with powers to perform acts and duties on behalf of the corporation as the Board of Directors may see fit, so far as may be consistent with these Bylaws, and to the extent authorized by law. The BOD is specifically authorized to employ legal counsel to render opinions and to provide such services as are necessary to carry out the functions and purposes of the corporation.

Section 3. Conflict of Interest (COI)

Neither the VCF nor any BOD member shall enter into any transaction or arrangement that involves an actual, potential, or apparent conflict of interest. All BOD members owe a duty of loyalty to the VCF. The duty of loyalty requires BOD members to exercise their powers in good faith and in the best interests of the VCF, rather than in their own interests or the interests of another entity or person. A conflict of interest arises whenever the interests of the VCF come into conflict with a competing financial or personal interest of a BOD member, or otherwise whenever a BOD member's personal or financial interest could be reasonably viewed as affecting their objectivity or independence in fulfilling their duties to the VCF.

During the Annual Meeting of the Membership all BOD members shall provide the Executive Secretary with a signed copy of their COI Questionnaire and Affirmation. When a new officer is appointed to fill a

Subject: VCF Bylaws (approved Sept. 2, 2023, effective Oct. 1, 2023)

vacancy on the BOD, the new officer shall provide the Executive Secretary with a signed copy of their COI Questionnaire and Affirmation NLT fourteen (14) days after said appointment.

The COI Policy of the VCF is detailed in Appendix D of these Bylaws.

Section 4. Committees Appointed by the Board of Directors

The VCF BOD may create and appoint from its number, or from among such persons as the Board may seem fit, one or more committees, and at any time may appoint additional members to such committees. The members of any such committees are volunteers who shall serve at the pleasure of the BOD. Such committees shall advise and aid the BOD in all matters designated by the BOD. Committees shall establish their own procedures for the call and conduct of committee meetings and other matters relating to the committee's internal processes. Committees shall not appoint subordinate committees or groups without BOD approval.

Section 5. Amendments

These Bylaws may be altered, amended, or repealed by any meeting of the members of the corporation by a two-thirds majority vote of all members if a quorum is present. All proposed amendments to these Bylaws must be submitted in writing.

Section 6. Non-Profit Status & Exempt Activities Limitation

The VA Chess Federation is a Virginia non-profit corporation recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code. Notwithstanding any other provision of these Bylaws, no member of the VCF, member of the Board of Directors, employee, representative of the corporation, or other private person shall take any action or conduct any activity by or on behalf of the corporation not permitted to be taken or performed by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and Regulations as they now exist or as they may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer or member, or other private person, except that the corporation shall be authorized and empowered by the BOD to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

Section 7. Prohibition Against Sharing Corporate Earnings

No Director, Officer, member, employee or representative of the corporation, or other private person shall be entitled to share in the distribution of any of the corporation's assets upon the dissolution of the corporation. All members of the corporation shall be deemed to have expressly consented and agreed that upon dissolution of the affairs of the corporation, whether voluntary or involuntary, the assets of the corporation, after all debts have been satisfied, then remaining in the hands of the BOD, shall be distributed in such amounts as the BOD may determine or as may be determined by a Court of common jurisdiction upon application of the BOD, exclusively to charitable, scientific, or educational organizations as provided for in the Articles of Incorporation and by the Internal Revenue Code and its regulations as then and now exist or as they may be amended.

Section 8. Authorization to Administer Contracts

The BOD, except as these Bylaws otherwise provide, may authorize any Officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to its specific instance; and no Officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement, pledge its credit, or render it liability particularly for such purposes or to any amount.

Subject: VCF Bylaws (approved Sept. 2, 2023, effective Oct. 1, 2023)

Section 9. Bank Accounts

Within the context of this section, general funds are funds related to chess tournaments, the VCF Newsletter and website, special projects authorized by the Board of Directors, monetary donations to the VCF, and membership operations. All general funds shall be deposited in a local bank, in the VCF's name. Disbursements shall be made by check or through other accounts authorized by the BOD. Special project funds are funding lines created from the general fund by the BOD to support specific initiatives approved by the BOD (e.g., financial support for a VCF player to represent Virginia at the annual Denker Tournament of High School Champions, the purchase of chess sets for schools or clubs, etc.). Special project funds are disburseable only by the Board of Directors or the Board's designee.

Section 10. Affiliation

The VCF shall be affiliated with US Chess and is the official US Chess State Affiliate for the Commonwealth of Virginia. The Board of Directors shall control use of the VCF US Chess Affiliate ID Number and account.

Section 11. Interstate Relations

The VCF shall promote inter-state competition and foster comradeship and mutual assistance with other state, regional and national non-profit chess organizations. For non-Virginia residents who participate in VCF-sponsored tournaments, the organizer and tournament directors shall honor memberships in all State Chapter federations or associations.

Section 12. Indemnifications

Pursuant to the provisions of Title 13.1, Sec. 962.1, Code of Virginia (1950 as amended), there shall be no liability against any Director or Officer of the Virginia Chess Federation, Inc., in any proceeding brought against a Director or Officer stemming from execution of duties as a Director or Officer.

Continues on next page ...

Subject: VCF Bylaws (approved Sept. 2, 2023, effective Oct. 1, 2023)

Article 6. HISTORY AND RATIFICATION OF THESE BYLAWS

Section 1. History

These Bylaws were adopted at a regular meeting of the VCF in Glen Allen, VA, at the Hilton Garden Inn, on Saturday, September 2, 2023, with an effective date of October 1, 2023. These Bylaws supersede all editions of the Bylaws from previous regular and special meetings, including:

- The regular meeting of the VCF in Richmond, Virginia, September 4, 2021
- The regular meeting of the VCF in Richmond, Virginia, September 2, 2017
- The regular meeting of the VCF in Richmond, Virginia, September 2, 1990
- The business meeting in January 1978
- The special meeting in January 1975
- The regular business meeting in August 1974
- The continued special meeting of the VCF in Fredericksburg, Virginia in January 1974

Section 2. Ratification

Witness the signatures of the President and Members of the Board of Directors of the VCF in attestation thereof.

<u>Adam Chrisney</u> President	<u>Michael Callaham</u> Vice President	<u>Michael E. Hoffpauir</u> Executive Secretary
<u>Robby Jackson</u> Member-at-Large	<u>Todd Hammer</u> Member-at-Large	

Article 7. APPENDICES

- Appendix A: Certificate of Incorporation
- Appendix B: IRS Tax Exempt Status
- Appendix C: VCF's Employer Identification Number
- Appendix D: VCF Conflict of Interest Policy

Subject: VCF Bylaws (approved Sept. 2, 2023, effective Oct. 1, 2023)

Appendix A: Certificate of Incorporation (August 10, 1989)

Commonwealth of Virginia



STATE CORPORATION COMMISSION

Richmond, August 10, 1989

This is to Certify that the certificate of incorporation of
VIRGINIA CHESS FEDERATION, INC.

*was this day issued and admitted to record in this office
and that the said corporation is authorized to transact its
business subject to all the laws of the State applicable to the
corporation and its business.* EFFECTIVE DATE: August 10, 1989



State Corporation Commission

George W. Bryant, Jr.
Clerk of the Commission

Subject: VCF Bylaws (approved Sept. 2, 2023, effective Oct. 1, 2023)

Appendix B: IRS Tax Exempt Status (November 3, 1972)

Feb 23 09 02:18p

J Allen Hinshaw

804-272-3000

p.1

Address any reply to: 31 Hopkins Plaza, Baltimore, Md. 21201

Department of the Treasury

District Director

Internal Revenue Service

Date: NOV 3 1972 In reply refer to: ARI:PAL:1130:IK

Employer Identification No:

23-7222648

Virginia Chess Federation
1707 Grove Avenue, Apt. 3
Richmond, Virginia 23220

Address Change Effective 1/80:
Virginia Chess Federation
1306 Camrose Road
Richmond, Virginia 23229



EIN replaced in 2009,
See Appendix C

Gentlemen:

Based on information supplied, and assuming your operations will be as stated in your application for recognition of exemption, we have determined you are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code.

We have further determined you are not a private foundation within the meaning of section 509(a) of the Code, because you are an organization described in section 509(a)(2).

You are not liable for social security (FICA) taxes unless you file a waiver of exemption certificate as provided in the Federal Insurance Contributions Act. You are not liable for the taxes imposed under the Federal Unemployment Tax Act (FUTA).

Since you are not a private foundation, you are not subject to the excise taxes under Chapter 42 of the Code. However, you are not automatically exempt from other Federal excise taxes.

Donors may deduct contributions to you as provided in section 170 of the Code. Bequests, legacies, devises, transfers, or gifts to you or for your use are deductible for Federal estate and gift tax purposes under sections 2055, 2106, and 2522 of the Code.

If your purposes, character, or method of operation is changed, you must let us know so we can consider the effect of the change on your exempt status. Also, you must inform us of all changes in your name or address.

If your gross receipts each year are normally more than \$5,000, you are required to file Form 990, Return of Organization Exempt From Income Tax, by the 15th day of the fifth month after the end of your annual accounting period. The law imposes a penalty of \$10 a day, up to a maximum of \$5,000, for failure to file a return on time.

You are not required to file Federal income tax returns unless you are subject to the tax on unrelated business income under section 511 of the Code. If you are subject to this tax, you must file an income tax return on Form 990-T. In this letter we are not determining whether any of your present or proposed activities are unrelated trade or business as defined in section 513 of the Code.

You need an employer identification number even if you have no employees. If an employer identification number was not entered on your application, a number will be assigned to you and you will be advised of it. Please use that number on all returns you file and in all correspondence with the Internal Revenue Service.

Please keep this determination letter in your permanent records.


Sincerely yours,

G. L. Muhlbachler

Acting District Director

Subject: VCF Bylaws (approved Sept. 2, 2023, effective Oct. 1, 2023)

Appendix C: VCF's Employer Identification Number (January 15, 2009)

 **IRS** DEPARTMENT OF THE TREASURY
INTERNAL REVENUE SERVICE
CINCINNATI OH 45999-0023

Date of this notice: 01-15-2009

Employer Identification Number:
26-4047512

Form: SS-4

Number of this notice: CP 575 B

VIRGINIA CHESS
ERNEST W SCHLICH GEN PTR
1370 S BRADEN CRES
NORFOLK, VA 23502

For assistance you may call us at:
1-800-829-4933

IF YOU WRITE, ATTACH THE
STUB AT THE END OF THIS NOTICE.

WE ASSIGNED YOU AN EMPLOYER IDENTIFICATION NUMBER

Thank you for applying for an Employer Identification Number (EIN). We assigned you EIN 26-4047512. This EIN will identify you, your business accounts, tax returns, and documents, even if you have no employees. Please keep this notice in your permanent records.

When filing tax documents, payments, and related correspondence, it is very important that you use your EIN and complete name and address exactly as shown above. Any variation may cause a delay in processing, result in incorrect information in your account, or even cause you to be assigned more than one EIN. If the information is not correct as shown above, please make the correction using the attached tear off stub and return it to us.

Based on the information received from you or your representative, you must file the following form(s) by the date(s) shown.

Form 1065

04/15/2010

If you have questions about the form(s) or the due date(s) shown, you can call us at the phone number or write to us at the address shown at the top of this notice. If you need help in determining your annual accounting period (tax year), see Publication 538, *Accounting Periods and Methods*.

We assigned you a tax classification based on information obtained from you or your representative. It is not a legal determination of your tax classification, and is not binding on the IRS. If you want a legal determination of your tax classification, you may request a private letter ruling from the IRS under the guidelines in Revenue Procedure 2004-1, 2004-1 I.R.B. 1 (or superseding Revenue Procedure for the year at issue). Note: Certain tax classification elections can be requested by filing Form 8832, *Entity Classification Election*. See Form 8832 and its instructions for additional information.

A limited liability company (LLC) may file Form 8832, *Entity Classification Election*, and elect to be classified as an association taxable as a corporation. If the LLC is eligible to be treated as a corporation that meets certain tests and it will be electing S corporation status, it must timely file Form 2553, *Election by a Small Business Corporation*. The LLC will be treated as a corporation as of the effective date of the S corporation election and does not need to file Form 8832.

To obtain tax forms and publications, including those referenced in this notice, visit our Web site at www.irs.gov. If you do not have access to the Internet, call 1-800-829-3676 (TTY/TDD 1-800-829-4059) or visit your local IRS office.

Subject: VCF Bylaws (approved Sept. 2, 2023, effective Oct. 1, 2023)

Appendix D: VCF Conflict of Interest (COI) Policy

This COI Policy of the Virginia Chess Federation has been adopted by the Board of Directors (BOD) and is applicable to all current Directors/Officers (hereafter, “Covered Persons”), as well as other members or parties as deemed by the BOD.

A. General.

All Directors/Officers owe a duty of loyalty to the VCF. The duty of loyalty requires that they exercise their powers in good faith and in the best interests of the VCF, rather than in their own interests or the interests of another entity or person.

Conflicts between the interests of the VCF and the personal or financial interests of a Covered Person may arise from time to time. Some conflicts of interest are illegal or may subject the VCF or Covered Persons to liability. Some conflicts of interest may be legal, but also unethical or may create an appearance of impropriety. Some conflicts of interest may be in the best interests of the VCF so long as certain procedures are followed. This Conflict Policy is designed to assist Covered Persons in identifying conflicts of interest and in handling them appropriately.

Neither the VCF nor any Covered Person shall enter into any transaction or arrangement that involves an actual, potential, or apparent conflict of interest except in compliance with this Conflict of Interest Policy.

B. Conflict of Interest.

A conflict of interest arises whenever the interests of the VCF come into conflict with a competing financial or personal interest of a Covered Person or an affiliated party (as defined below), or otherwise whenever a Covered Person’s personal or financial interest could be reasonably viewed as affecting their objectivity or independence in fulfilling their duties to the VCF.

While it is not possible to anticipate all possible conflict situations, conflicts of interest typically arise whenever a Covered Person or any affiliated party has (directly or indirectly):

1. A compensation arrangement or other interest in a transaction with the VCF;
2. A compensation arrangement or other interest in or affiliation (subject to de minimis exceptions) with any entity or individual that: (a) sells goods or services to, or purchases goods or services from, the VCF; (b) competes with the VCF; or, (c) the VCF has, or is negotiating, or contemplating negotiating, any other transaction or arrangement;
3. Used his or her position, or confidential information or the assets of the VCF to his or her (or an affiliated party’s) personal advantage or for an improper or illegal purpose;
4. Solicited or accepted any gift, entertainment, or other favor where such gift might create the appearance of influence on the Covered Person (other than gifts of nominal value, which are clearly tokens of respect and friendship unrelated to any particular transaction);
5. Acquired any property or other rights in which the VCF has, or the Covered Person knows or has reason to believe at the time of acquisition that the VCF is likely to have, an interest;
6. An opportunity related to the activities of the VCF that is available to the VCF or to the Covered Person, unless the Board has made an informed decision that the VCF will not pursue that opportunity;
7. Been indebted to the VCF, other than for amounts due for ordinary travel and expense advances; or,

Subject: VCF Bylaws (approved Sept. 2, 2023, effective Oct. 1, 2023)

8 Any other circumstances that may, in fact or in appearance, make it difficult for the Covered Person to exercise independence, objective judgment or otherwise perform effectively.

C. Affiliated Party.

“Affiliated party” means a member of the Covered Person’s family including spouses and their siblings, lineal ancestors and descendants, spouses of lineal descendants, siblings (and their spouses and children), domestic partners, or any entity in which the Covered Person (or any affiliated party) has a beneficial interest of more than 5%.

D. Disclosure of an Actual, Potential or Apparent Conflict of Interest.

1. Conflict identification and analysis can be difficult and, therefore, Covered Persons are at all times expected to err on the side of caution and bring to the attention of the Board, a Board Member, or the VCF’s legal counsel all material facts of any matters that may involve conflicts of interest or be perceived by others to raise questions about potential conflicts even if the person does not believe that an actual conflict exists. Disclosures should be made in advance, before any action is taken on the matter.

2. In addition, each Covered Person who currently serves as a Director, or any person who has the ability to exercise substantial influence over the VCF, shall complete a Questionnaire Concerning Conflicts of Interest *each year, no later than the end of September*, of their affiliation with the VCF, disclosing any actual, potential or apparent conflicts, and affirming that they have read, understand, and have and will continue to adhere to this Conflict Policy. They shall also submit a new Questionnaire disclosing any relevant change in circumstances. Completed Questionnaires shall be reviewed by the Executive Secretary and President and shall be kept on file by the Executive Secretary for the duration of the Covered Persons term of service with the VCF.

E. Evaluation of an Actual, Potential or Apparent Conflict of Interest.

The Board, supplemented by Legal Counsel when necessary, shall evaluate conflict disclosures and make other necessary inquiries to determine the extent and nature of any actual or potential conflict of interest and, if appropriate, investigate alternatives to the proposed transaction or arrangement. After disclosure of the potentially conflicting interest and all material facts, and after answering any questions, the interested person shall recuse himself or herself from deliberations and voting relating to the matter and shall refrain from attempting to influence other decision-makers relating to the matter. However, as a member of the Board or committee, an interested Director may be counted in determining the establishment of the quorum at a meeting relating to the matter. When necessary, or when required by a majority vote of Board members, the Board shall seek Legal Counsel.

F. Resolution of an Actual, Potential or Apparent Conflict of Interest.

The VCF may enter into a transaction or other arrangement in which there is an actual or potential conflict of interest only if at a duly held meeting of the Board where a majority of those Directors (if a quorum is present at such time) who have no interest in the transaction or arrangement approve the transaction or arrangement after determining, in good faith and after reasonable inquiry, that:

1. Entering into the transaction or arrangement is in the best interests of the VCF, while considering the VCF’s mission and resources, and the possibility of creating an appearance of impropriety that might impair the confidence in, or the reputation of, the VCF (even if there is no actual conflict or wrongdoing);

2. The transaction or arrangement in its entirety, and each of its terms, are fair and reasonable to the VCF;

Subject: VCF Bylaws (approved Sept. 2, 2023, effective Oct. 1, 2023)

3. After consideration of available alternatives, the VCF could not have obtained a more advantageous arrangement with reasonable effort under the circumstances;

4. The transaction or arrangement furthers the VCF's mission and charitable purposes;

5. The transaction or arrangement is not prohibited under state law⁴ and does not result in private inurement, an excess benefit transaction or impermissible private benefit under laws applicable to tax exempt organizations.

G. Records of Conflict Disclosures and Proceedings.

The minutes of the Board or any committee meeting during which a potential or actual conflict of interest is disclosed or discussed shall reflect the name of the interested Covered Person, the nature of the conflict, and details of the deliberations of the disinterested Directors (such as documents reviewed, alternatives considered, comparative costs or bids, market value information and other factors considered in deliberations) and the resolution of the conflict including any ongoing procedures to manage any conflict that was approved. The interested person shall only be informed of the final decision and not of particular Directors' positions. In addition, certain related party transactions are required to be disclosed in the notes to the VCF's audited financial statements and its annual federal tax filing on Form 990.

H. Compliance.

If any member of the Board has reasonable cause to believe that a Covered Person has failed to comply with this Conflict Policy, they may make such further investigation as may be warranted in the circumstances and if they determine that a Covered Person has in fact failed to comply with this Conflict Policy, they shall take appropriate action which may include removal from office or termination.

I. Amendment.

This Conflict-of-Interest Policy may be amended only by ***a majority*** of the Board of Directors.

Enclosure: VCF Questionnaire Concerning Conflicts of Interest and Affirmation

Subject: VCF Bylaws (approved Sept. 2, 2023, effective Oct. 1, 2023)

Enclosure to VCF Conflict of Interest Policy

**VCF Questionnaire Concerning Conflicts of Interest and Affirmation
For Chess Year 20__ to 20__**

Have you or any affiliated party as defined in the VCF Bylaws had or engaged in, or do you know of any other Covered Person who has or engaged in, any of the following matters (other than matters already fully disclosed, evaluated, and resolved)? Place your initials under “Yes” or “No” below as appropriate.

<u>Area of Potential Conflict of Interest</u>	<u>Yes</u>	<u>No</u>
1. A compensation arrangement or other interest in a transaction with the VCF other than services such as a Tournament Director or Organizer;		
2. A compensation arrangement or other interest in or affiliation (subject to <i>de minimis</i> exceptions) with any entity or individual that: (a) sells goods or services to, or purchases goods or services from, the VCF; (b) competes with the VCF; or, (c) the VCF has, or is negotiating, or contemplating negotiating, any other transaction or arrangement;		
3. Used his or her position, or confidential information or the assets of the VCF to his or her personal advantage or for an improper or illegal purpose;		
4. Solicited or accepted any gift, entertainment, or other favor where such gift might create the appearance of influence on yourself, a Director, or Officer of the VCF (other than gifts of nominal value, which are clearly tokens of respect and friendship unrelated to any particular transaction);		
5. Acquired any property or other rights in which the VCF has, or you know or have reason to believe at the time of acquisition, that the VCF is likely to have an interest;		
6. An opportunity related to the activities of the VCF that is available to the VCF or to yourself, unless the Board has made an informed decision that the VCF will not pursue that opportunity;		
7. Been indebted to the VCF; or,		
8. Any other circumstances that may, in fact or in appearance, make it difficult for you to exercise independence, objective judgment or otherwise perform effectively as a Board Member or Officer of the VCF.		
<i>If yes to any of the above, please describe the relevant facts (attach a separate sheet if necessary):</i> _____ _____ _____ _____ _____ _____		

The answers to the above questions are stated to the best of my knowledge and belief. I also acknowledge that I have received, read, and understand the VCF Conflict of Interest Policy described in the VCF Bylaws and agree that I have and will continue to abide by such policy. Additionally, I understand that for the VCF to maintain its federal tax exemption status as a 501(c)(3) entity the VCF must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

After signing this document, please provide the Original to the VCF Executive Secretary and retain a copy for your personal records.

Date: _____

Your Signature: _____

Printed Name: _____