

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

BYLAWS
VIRGINIA CHESS FEDERATION, INC.

Article I: Name

The name of the corporation shall be the Virginia Chess Federation, Inc. (VCF).

Article II: Purpose

The VCF is organized exclusively for educational purposes, including promotion of the play of chess and tournament chess; promoting, stimulating 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 and particularly, but not by way of limitation, to students, members of the armed services of the United States, underprivileged persons, Senior Citizens, prisoners, and hospitalized and physical handicapped persons; donating chess equipment to schools, colleges, hospitals, military installations, community centers, and similar institutions, sponsoring, supervising, and conducting chess tournaments for Juniors 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 Government in selecting, training and improving the caliber of candidates representing the United States in international competition, and assisting in financing the participation of candidates representing the United States in such competitions; and, in addition, the making of 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 III: Membership

Section 1. Membership and Dues: Any person may become a member of the VCF by payment of ten (\$10.00) dollars annual dues for those 18 years of age and older, and five (\$5.00) dollars annual dues for those under 18 years of age, the period of membership to extend from the date of issuance of the membership card. Membership terminates upon the membership expiration date shown on the membership books. 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 shall each receive free of charge, the official VCF chess periodical, all other educational material, and to the extent available, instructional and promotional assistance as needed.

B. Members resident in Virginia shall be entitled to vote in all regular and special VCF membership meetings, to hold office, and to refer to VCF any matter affecting their individual performance in competition play or their rights and privileges as members of VCF. The right of a member to vote and all of his other rights in the corporation

shall cease on termination of membership.

C. No member shall be entitled to share in the distribution of the corporation assets upon the dissolution of the corporation as provided for in the Articles of Incorporation.

Section 3. Membership Meetings:

A. The annual meeting of the members of the corporation shall be held at the site of the State Chess Championship on the first day of the State Chess Championship for the purpose of electing officers and receiving reports of officers and committees, and for any other business that may arise.

B. Notice of the time, place and purpose of the annual meeting may be included in the announcement for the State Chess Championship and shall be served, either personally or by mail, not less than ten (10) days before the meeting upon each person who appears upon the membership books of the corporation.

C. Rules of order at the regular 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 vote of the majority of those 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 instate 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.

Section 4. Special Meeting: Special meetings of the members, other than those regulated by statute, may be called at any time by the President or Chairman of the Board or two (2) Directors and must be called by the President or Chairman of the Board upon receipt of a written request by fifteen (15) percent of the members of the corporation. Notice of a special meeting stating the time, place and purpose shall be served personally or by mail upon each member in the same manner and to the same extent with the same requirements as notices for the annual meeting.

Section 5. Quorum: At any meeting of the members of the corporation, the presence of five (5) percent of the members residing in Virginia shall be necessary to constitute a quorum for all purposes except as otherwise provided by law, and the act of 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. For the purpose of this section all members having joined at the Virginia State Championship at which the regular meeting is held, will be considered members of VCF, and all those who joined at the last Virginia State Championship and not having renewed their membership since shall no longer be considered members. Voting by proxy shall not be accepted. 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 shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 6. Voting: At every meeting of members, each member resident in Virginia shall be entitled to vote on all matters before the membership. Each member resident in Virginia and present at the meeting shall be entitled to one vote. The vote for elected officials and the vote upon any question before the meeting, upon the demand of a majority of members present, shall be by written ballot. All elections shall be had and all questions decided by a majority vote of the members resident in Virginia present unless otherwise noted in these Bylaws.

Section 7. Compensation and Expenses: Members shall not receive any stated salary for their services as such. The Board of Directors shall have power in its discretion to contract for and pay for members rendering unusual and special services to the corporation compensation appropriate to the value of their services.

Article IV: Governance

Section 1. Elected Officers:

A. The elected officers of the VCF shall be a President whose term of office shall be one (1) year and four (4) Directors whose term of office shall be two (2) years. The Directors shall serve staggered terms. These five (5) elected officers shall comprise the Board of Directors (BOD) of the VCF.

B. Two (2) Directors and the President shall be elected at the regular meeting of members each year. The elected Director and President's term shall begin at the conclusion of the annual meeting. No person shall serve more than two consecutive terms as President.

C. In case an elected office of the corporation 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, although less than a quorum, may elect an officer to fill such vacancy, and the officer so elected shall hold and serve until the next meeting of the members of the corporation or until election and qualification of his successor as provided for heretofore.

Section 2. Appointed Officers: The President shall appoint a Vice President, Membership Secretary, and Treasurer and may appoint others to assist him in special projects, committees and the like.

Section 3. Duties of Officers:

A. Board of Directors: The business, property and assets of the corporation shall be managed and controlled by the Board of Directors. The Board shall determine from among their membership a Chairman, Vice Chairman and Executive Secretary and such other positions deemed appropriate by the Board. The Board shall have general charge and supervision of the corporation including entering into employment and other legal contracts.

B. Chairman of the Board. The Chairman of the Board shall preside at all meetings of the Board of Directors and shall perform such duties as may be assigned by the Board of Directors. The Chairman may sign in the name and on behalf of the corporation, any contracts or agreements authorized by the Board of Directors.

C. Vice Chairman. At the request of the Chairman or in the event of his absence or disability, the Vice Chairman shall perform the duties of the Chairman. The Vice Chairman shall perform such other duties as may be

assigned by the Board of Directors.

D. Executive Secretary. The Executive Secretary shall have charge of the books, documents and papers as the Board of Directors may determine and shall have the custody of the corporation seal. The Executive Secretary shall have the responsibility for custody or coordinating of all funds, property, and securities of the VCF subject to such regulations as may be imposed by the Board of Directors; shall attend and keep the Minutes of the meetings of the Board of Directors; shall be responsible for the keeping of a record, containing the names, alphabetically arranged, of all persons who are members of the VCF, showing the place of residence and such books shall be open for inspection as prescribed by law.

The Executive Secretary shall sign all receipts and vouchers and, together with such other officer or officers, if any, as shall be designated by the Board of Directors; shall sign all checks to the corporation and all bills of exchange and promissory notes issued by the corporation except in case of signing and execution shall be expressly designated by the Board of Directors or by these Bylaws to some other office or agent of the corporation shall make such payments as may be necessary on behalf of the corporation; shall enter regularly the books of the corporation to be kept for the purpose of full and accurate account of 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 Director or member on application to the offices of the corporation.

The Executive Secretary may sign with the Chairman or Vice Chairman in the name and behalf of the corporation, any contracts or agreements authorized by the Board of Directors and when so authorized or ordered by the Board of Directors, may affix the seal of the corporation; when necessary, may 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 Board of Directors may designate; and may be required to give bond for the faithful performance of his duties in such sum with such surety as the Board of Directors may require. The Executive Secretary shall, in general, perform all the duties incident to the office of Executive Secretary subject to the control of the Board of Directors and shall do such other duties as may be assigned by the Board of Directors.

E. President. The President shall call and preside at all meetings of the membership 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 contact with the United States Chess Federation (USCF) including matters related to State Affiliate Support Program (SASP), delegate and voting member appointment and State Chapter and Virginia Champion information.

F. Vice President. The Vice President shall assist the President and carry out such duties when the President is unable to serve.

G. Membership Secretary. The Membership Secretary shall keep minutes of the annual membership, safeguard and process all membership correspondence, and maintain the official membership records. The Membership Secretary shall be responsible for providing an alphabetical list of current VCF members resident in Virginia at the annual membership meeting.

H. Treasurer. The Treasurer shall maintain the financial records of VCF and render a financial report at the annual membership meeting. The Treasurer or

his designee shall sign all checks for VCF related to operational chess activities; and the Treasurer shall keep and render an account of all chess and membership related income and expenses at the annual membership meeting.

Section 4. Board of Director Meetings: Immediately after each annual election, the Board of Directors may meet for the purpose of organizing and electing officers and transacting other business and, if a quorum of the Directors be then present, no prior notice of such meeting shall be required to be given. The place and time of such first meeting may, however, be fixed by written consent of all Directors.

Section 5. Special Board of Director Meetings and Notices: Special meetings of the Board of Directors may be called by the Board Chairman or Vice Chairman and must be called by either of them at the written request of any member of the Board. Notice of all Directors' meetings, except as otherwise provided, shall be given by mail at least five (5) days before the meeting to the usual residence address of the Director, but such notice may be waived by any Director. Regular meetings of the Board of Directors may be held without notice at such time and place as shall be determined by the Board. Any business may be transacted at any Directors' meeting. At any Directors' meeting at which a quorum is present, any business may be transacted.

Section 6. Absence at Board of Director Meeting: At all meetings of the Board of Directors when the Board Chairman or Vice Chairman is absent, a Chairman chosen by the Directors present shall preside. At all meetings of the Board of Directors, a majority of the Directors shall be sufficient to constitute a quorum for the transaction of business and the acting majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors except as may be otherwise specifically provided for by these Bylaws.

Section 7. Director Removal: Any Director may be removed from office by the affirmative vote of two-thirds of the members at any regular or special membership meeting called for that purpose, 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. Any officer proposed to be removed shall be entitled to at least seven (7) days notice in writing by mail of the meeting of the membership at which such removal is to be voted upon and shall be entitled to appear before and be heard by the members at such meeting.

Section 8. Director Resignation: Any Director may resign at any time by giving written notice of his resignation to the Board of Directors.

Section 9. Compensation: The Directors shall not receive any stated salary for their services, but by resolution of the Board, a fixed reasonable sum or expenses shall be allowed to any Director for services rendered. The Board of Directors shall have the power, in its discretion, to contract for and to pay to Directors rendering unusual and exceptional services to the corporation special compensation appropriate to the value of such services.

Section 10. Board of Directors Authority: All corporate powers, except such as are otherwise provided for by the Bylaws or the laws of the Commonwealth of Virginia, shall be vested in the Board of Directors. The Board of Directors, by general resolution, delegate to committees of their number, or to the offices of the corporation, such powers as they may see fit. The

Board of Directors shall annually present to the meeting of members a report, verified by the Chairman 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 immediately preceding the annual meeting which shall not be more than four months prior to such meeting;
- B. The principal changes in assets and liabilities, including trust funds, during the year immediately preceding the date of the report;
- C. The revenue and receipts of the corporation, both unrestricted and restricted, to a particular purpose for the year immediately preceding the date of the report;
- D. The expenses or disbursements of the corporation, for other general and restricted purposes for the year immediately preceding the date of the report;
- E. 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.

Article V: Miscellaneous

Section 1. Agents and Representatives: The Board of Directors may appoint agents and representatives of the corporation with powers and 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 the Bylaws, to the extent authorized by law. The Board of Directors 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 2. Authorization to Administer Contracts: The Board of Directors, except as in these Bylaws otherwise provided, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name and on behalf of the corporation, and such authority may be general or confined to its specific instance; and unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liability particularly for such purposes or to any amount.

Section 3. Incidental Contracts and Services: The Directors and officers of the corporation may be interested directly or indirectly in any contract relating to or incidental to the operation conducted by the corporation and may freely make contracts, enter transactions, or otherwise act for and on behalf of the corporation, notwithstanding that they may also be acting as individuals, or as Directors of other corporations or as agents of other persons or corporations or be interested in such matters as Directors, officers or otherwise provided, however, that any contract, transaction or act on behalf of the VCF in a manner in which the Director or officers are personally interested shall be at arm's length and not in violation of the prescriptions of the Articles of Incorporation against the corporation use or application of funds, private benefits; and provided further that no

contract, transaction or act shall be taken on behalf of the corporation which will result in the denial of the tax exemption under the provisions of Section 503 or 507 of the Internal Revenue Code and its regulations as now exist or as may be amended. In no event, however, shall any person or other entity dealing with the Directors or officers be obligated to enter into and consummate any contracts, transactions or act.

Section 4. Board Committees: The Board of Directors may 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 committee shall serve during the pleasure of such Board of Directors. Such committee shall advise with and aid the offices of the corporation in all matters designated by the Board of Directors. Each such committee may, subject to approval of the Board of Directors, prescribe rules and regulations for the call and conduct of meetings of the committee and other matters relating to its procedure.

The members of any committee shall not receive any stated salary for their services, but by resolution of the Board of Directors, a fixed reasonable sum or expense of attendance, if any, or both, may be allowed for attendance at each regular or special meeting of such committee. The Board of Directors shall have power, in its discretion, to contract for and pay to any member of a committee rendering unusual exceptional services to the corporation special compensation appropriate to the value of such services.

Section 5. Prohibition Against Sharing Corporate Earnings: No member, director, officer, or employee of, or member of a committee, or a person connected with the corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit of the operation of the corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the corporation effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporation assets upon the dissolution of the corporation. All members of the corporation shall be deemed to have expressly consented and agreed that upon such 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 Board of Directors, shall be distributed in such amounts as the Board of Directors may determine or as may be determined by a Court of common jurisdiction upon application of the Board of Directors, exclusive 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 6. Fiscal Year: The fiscal year of the corporation shall commence on September 1st of each year and shall end on August 31st.

Section 7. Amendments: The 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 present and voting. All amendments to the Bylaws must be submitted in writing.

Section 8. Non-Profit Status: Notwithstanding any other provision of these Bylaws, no member, director, officer, employee or representative of the corporation shall take any action or carry on any activity by or on behalf of the VCF to be taken or carried on by an organization exempt under Section

501(C)(3) of the Internal Revenue Code and its regulations as they now exist or as they may be amended, or by an organization's contributions to which the deductibility under Section 170(C)(2) of the Code and regulations as they now exist or as they may be amended.

Section 9. Bank Accounts: Within the context of this section, general funds are funds related to chess tournaments, membership operations and SASP allocations. All general funds shall be deposited in a local bank, in VCF's name disburseable only by check signed by the President, the Treasurer or the President's designee. Special project funds, non-general funds, are disburseable only by the Board of Directors or the Board's designee.

Section 10. Affiliation: The VCF shall be affiliated with the United States Chess Federation.

Section 11. Interstate Relations: VCF shall promote inter-state competition and foster comradeship and mutual assistance among national non-profit chess organizations. For non-Virginia residents, membership in all neighboring State Chapter federations or associations shall be honored at all VCF-sponsored activities where state championship title is not in contest.

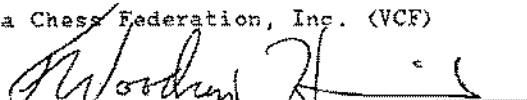
Section 12. Indemnifications: Pursuant to the provisions of Title 13.1, Sec. 962.1, Code of Virginia (1950 as amended), there shall be no liability against any Director or Officer of the Virginia Chess Federation, Inc., in any proceeding brought against a director or officer stemming from execution of duties as a director or officer. This section eliminates liability against directors or officers.

Bylaw Ratification: These Bylaws were adopted at a regular meeting of the VCF in Richmond, Virginia, September 2, 1990. They supersede all previous Bylaws adopted at previous regular and special meetings including: the business meeting January, 1978, the special meeting January, 1975, the regular business meeting in August, 1974 and the continued special meeting of the VCF in Fredericksburg, Virginia in January, 1974.

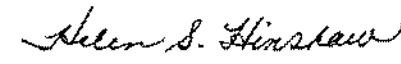
Witness the signatures of the President and the Executive Secretary of the VCF in attestation thereof.

Virginia Chess Federation, Inc. (VCF)

By:


F. Woodrow Harris, President

Attest:


Helen S. Hinshaw, Executive Secretary