

**Metrowest Chess Club
Minutes of Board Meeting
December 14, 2000**

The MCC Board of Directors met on Thursday, December 14, 2000 to continue work on the agenda begun at its November 16, 2000 meeting. The agenda for the December 14 meeting was as follows:

1. Approval of Minutes of November 16 Meeting
2. Purchase of New Club Computer
3. Report on Club Incorporation
4. 2001 Election Process
5. Player of the Year Revision Proposal
6. Club Charter Review (continued from previous meeting)

Mark Kaprielian, President, called the meeting to order at 7:47 pm. In attendance were Mark Kaprielian, Gatumba Abu, John Chamberlain, Jim Krycka, and Alan Hodge.

1. Approval of Minutes of November 16 Meeting

Minutes of November 16 meeting were approved without emendation.

2. Purchase of New Club Computer

The question of the need to purchase a new computer arose from the fact that the current computer failed to boot on Tuesday, December 12 (for the last round of the Stanley Crowe Memorial Tournament); pairings were done using the computer of one of the TDs present. Mark advised the Board that the current club computer was purchased in 1995 as a reconditioned machine, that it had required service previously, and that only one vendor was known in the Boston area who could provide the necessary service. The question of purchasing another computer as a back-up has been raised a few months ago, but no action was taken after a computer was donated to the Senior Center. However, Mark explained that using the Senior Center's computer as a back-up had proved not to be feasible because of reliability and performance concerns.

John offered the donation of a laptop computer to the club. Although this laptop could not be upgraded beyond its current 32 meg of RAM, this is entirely adequate for normal club use, and its speed (possibly 130 MHz). is believed to be faster than the current computer. The Board accepted the offered donation.

Jim Krycka suggested that the Board solicit the general membership for other donations of similar computers. In this context there was general discussion of the advantages of having a second operable computer available at the club, including use by the Study Group and by players wishing to enter their games for immediate "skittles" analysis.

In view of these actions the Board deferred its consideration of purchasing a new machine pending future need.

3. Report on Club Incorporation

The Board reviewed John's committee report on incorporation. There are two independent but related questions: (1) whether to incorporate and (2) the club's non-profit tax status. With respect to the latter, it appears that the club would qualify as either a 501(c)(3) or a 501(c)(7) organization. The principal difference is that a 501(c)(3) organization qualifies to accept charitable donations (tax deductible for the donor), which places a greater burden of scrutiny, record keeping, and other restrictions on the organization. The chief of these restrictions pertain to the sources and uses of the club's income.

The Board discussed at length the conditions that would qualify the club as a 501(c)(3) organization, and it was agreed that the likeliest case would be as an educational organization. Club activities involving the Study Group and sponsorship of scholastic events were seen as the best arguments for qualifying the club, while the sponsorship tournaments that are for established players and that pay money prizes was seen as a potentially significant counter-argument.

John reviewed the steps necessary to incorporate, which essentially involve filing Articles of Organization with the Secretary of State and paying a \$35 fee. There was extensive discussion of what the Articles of Organization must include, such as the purpose and governance of the organization, dissolution provisions, and a stipulated fiscal year. The Board also discussed

- the requirements around the dissolution of the predecessor organization and the transfer of its assets to the new organization,
- whether a physical address (as opposed to a mailbox) would be required, and
- whether the mailbox of the current organization could be transferred to the new organization (for continuity of mailing address).

The Board agreed on the following course of action:

1. Complete the revision of the club charter that is currently under way and use it as a basis for drafting Articles of Organization. John agreed to draft Articles for the Board's consideration, emphasizing the club's educational aspects.
2. Add any other provisions to the draft Articles of Organization that are necessary to comply with state filing requirements (e.g., fiscal year, dissolution).
3. Have the draft Articles of Organization reviewed by counsel to ensure their validity and acceptability for filing. Mark will investigate the cost of this and the possibility of *pro bono* service by one of the attorneys who are club members.
4. Following review by counsel, the Board will review the Articles of Organization and make a final decision regarding whether to incorporate.
5. If the decision is to incorporate, the Board will make the appropriate filings with the state.
6. Once the status of the new organization has been established, the Board will dissolve the old organization and transfer the assets to the new organization.

After incorporation (or a decision not to incorporate) the Board will make the necessary application for tax exempt status.

4. 2001 Election Process

The Board reviewed the election procedures drafted in connection with the revision of the club's policies and procedures (P&P). These were approved with the following emendations:

- A minimum age of 18 was stipulated for Board membership.
- Provision should be made for members to nominate and vote for candidates by email. It was acknowledged that in this situation the anonymity of votes cast by email could not be ensured.
- Since only club members may nominate candidates, the nomination process must be revised to include the identity of the nominating person, so that his or her membership status can be verified.
- A member of the Board could serve as overseer of the election.
- The provision relating to counting ballots was deleted as being more detailed than is necessary for the P&P document.
- The third Tuesday in January was fixed as the day for future annual general membership meetings.

The Board agreed to conduct the annual election of Directors in accordance with these procedures as amended. In view of the activity currently under way regarding the club's status, however, it was agreed that the term of the next Board to be elected would be shortened to accommodate an adjustment to make the term of Directors more nearly coterminous with the calendar year, because the Board intends, if the club incorporates, to designate the calendar year as the club's fiscal year. As a result, Directors elected in February 2001 will serve only until January 2002, rather than until March 2002; and the next annual election will be conducted so that the new Directors will be elected no later than December 2001 in order to take office at the general membership meeting on the third Tuesday in January 2002. A copy of the revised draft provisions are appended to these minutes.

5. Player of the Year Revision Proposal

Alan explained that points are scored differently for Player of the Year (POTY) consideration than for tournament scores, and that POTY scores are computed in a spreadsheet into which all players and their game results are manually entered. Alan presented an analysis of data for January through October of this year comparing current POTY scoring against normal tournament scoring. His conclusion was that the current POTY system serves only to modify some players' scores in a way that has no impact on determining the player of the year and requires a great deal of work in proportion to the usefulness or interest of its output.

This led to a general discussion about how a player of the year, or players of the year, should be recognized, and the related prize. Various ideas were expressed, both about criteria (for example, most number of games played, most improved player) and scoring systems. John volunteered to write a program to take results data from Swis-Sys (or another pairing program, should the club use a different one) and automatically generate POTY scores according to whatever scoring system the Board adopts.

After discussion Alan moved that:

The current Player of the Year program will be suspended upon determination of the winner for the year 2000, and the Board will establish a committee to explore

alternatives and prepare recommendations for the Board's consideration. The committee will comprise John Chamberlain, chairman, Mark Kaprielian, and Jim Krycka.

Jim seconded the motion.

The motion passed with a vote of five in favor and none opposed.

6. Club Charter Review (continued from previous meeting)

The Board resumed its review of the proposed revisions to the club's charter. Editorial revisions made to changes agreed upon at the November 16 meeting were approved. The Board then continued the review the charter, discussing and agreeing on additional changes as far as the "Financial Organization" heading. A copy of the charter reflecting the revisions agreed upon to date is appended to these minutes.

The Board agreed to meet again on January 14, 2001 to conclude its review of the charter.

The meeting adjourned at 10:35 pm.