

Metrowest Chess Club
Minutes of Board Meeting

January 14, 2000

The MCC Board of Directors met on Sunday, January 14, 2001 to continue work on the agenda begun at its November 16, 2000 meeting and advanced at its December 14, 2000 meeting. The agenda for the December 14 meeting was as follows:

1. Approval of Minutes of November 16 Meeting
2. 2001 Election Process (continued from previous meeting)
3. Club Charter Review (continued from previous meeting)
4. Pro-Rating Entry Fees
5. Report on Club's Tax Status
6. Free Entry for Tournament Directors
7. Player of the Year Revision Proposal (continued from previous meeting)
8. Team Play in Metropolitan Chess League

Mark Kaprielian, President, called the meeting to order at 1:22 pm. In attendance were Mark Kaprielian, Mike Barry, John Chamberlain, Jim Krycka, and Alan Hodge.

1. Approval of Minutes of November 16 Meeting

Minutes of December 14 meeting were approved without emendation.

2. 2001 Election Process

The Board reviewed the election procedure and nomination and ballot forms, which had been revised to incorporate changes agreed upon at the last Board meeting. There was brief discussion about whether email voting should be allowed, and a consensus was reached that we would allow email voting in the upcoming election, which will serve as an opportunity to evaluate how well it works and related issues. This will serve as the basis for deciding whether the Club's policies and procedures will be formally changed to allow email voting. A few other emendations to the proposed election procedure and forms were adopted.

After discussion Mike moved that:

The election procedure as revised be approved for the annual election of Directors.

Jim seconded the motion.

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

Mike then moved that:

The nomination and voting forms and process proposed for the February 2001 election be approved as revised.

Jim seconded the motion.

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

The approved procedure and forms are appended to these minutes.

3. Club Charter Review

The Board resumed its review of the proposed revisions to the Club's charter. Editorial revisions made to changes agreed upon at the December 16 meeting were approved. The Board then continued the review the charter, discussing and agreeing on additional revisions.

When the review of the Charter was concluded, Mike moved that:

The proposed Charter for the MetroWest Chess Club be approved as revised.

John seconded the motion.

Because the Charter requires a vote of three-fourths of the Directors to approve amendments to the Charter, Mark called Harvey Reed, who was not able physically to attend the meeting. After reviewing the issue with both Mark and Alan by telephone, Harvey voted to approve the proposed Charter as revised. The motion therefore passed with a vote of six in favor and none opposed.

A copy of the Charter reflecting the revisions agreed upon is appended to these minutes.

4. Pro-Rating Entry Fees

As background for this topic, Mark explained that a member had suggested that the Club pro-rate the tournament entry fee in situations where a player had missed or would miss some number of rounds. Certain players appear to be disadvantaged by having to pay the entire entry fee even though work or other demands made it impossible for them to play all rounds; in effect, they were paying a premium for the games they play at the Club.

The Board discussed the merits of offering players the opportunity to play "a la carte" — meaning that they could pay only for rounds they showed up to play, at the rate of \$5 per round. Variations of this idea, such as different schemes to discount entry fees for players entering an event late and for players taking byes, were discussed, as well as the likely impact of such a policy on Club attendance and the tournament structure of our events. The following points were made during the discussion:

- (i) We might increase attendance by attracting players who are not yet willing or able to commit to attending the club regularly, especially new players who are primarily just checking the Club out.
- (ii) Such players are likely to be casual or marginal players, however, most of whom are unlikely to become regularly involved in tournament chess.
- (iii) Attendance could decrease as a result of players adopting an attitude that they can play or not on any given Tuesday rather than being committed to an entire tournament.
- (iv) Letting players enter events "a la carte" could be disruptive to pairings and increase the likelihood that players who had played in earlier rounds might be paired out as a result of a late entry into the tournament.
- (v) It is not inherently unfair, however, that a player gets paired out as a result of a late entry because, assuming the late entry paid the same entry fee as the player paired out, both players have the same standing in the tournament with respect to being paired or paired out. Being paired out has more to do with winning games than with entering the tournament early or later.

- (vi) As an alternatives to entering players late, they could be paired in a side game, possibly with a tournament player who was paired out of the tournament. They could also simply be advised that a new tournament will start in one or two (or three) weeks.
- (vii) A point was raised about how to proceed when several players show up to enter at a late round and the order in which they show up. For example, take a situation where the pairings are even in a section and one individual shows up to enter that section, and afterwards two other people come in together to enter the same section. To keep the pairings even, only two players can be entered. If they are allowed to enter in order of appearance, the first person and one of the two later people would be allowed to enter. But if the two later people came together and will enter the event only if both enter, then should they be allowed to enter and the first person not be allowed, even though he was there earlier? Or, assuming that the first person had been entered (making the pairings uneven), can and should his entry be “rescinded” – or should he be given a forced bye – when the later two are entered, to make the pairings even again, on the basis that he wasn’t really entered because he hadn’t yet played a game in the event. The discussion clarified that a player was entered in the tournament as soon as the TD accepted an entry fee from him and had him added to a section for pairing purposes, whether or not he had yet played a game in the tournament.
- (viii) It was suggested that when it was necessary not to enter one person so as to keep the pairings even, the lowest rating would determine who is not allowed to enter. A possible alternative remedy is to give the player the option of entering a higher section than the one he would otherwise choose to enter, provided that doing so evened the pairings in the higher section.
- (ix) It was agreed that once a player was entered in a section, he was in that section for the remainder of the tournament; and it was recognized that allowing a player to enter at round x because it evens the pairings for round x is no guarantee that later rounds will not have uneven pairings.

A suggestion that it be left to the discretion of the tournament director(s) how to deal with late entries was rejected on two grounds: (i) the current practice of making *ad hoc* decisions was resulting in inconsistent decisions, and (ii) in view of the increased number of active TDs currently, the Board agreed that it was preferable to have a defined guideline for deciding such situations.

The Board reached consensus that the Board should maintain the Club’s focus on tournament play and preserve the integrity of its multiple-round events, and the following motions were accordingly approved.

Mike moved that

The Club will not pro-rate entry fees for any tournament event.

Mark seconded the motion.

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

Alan then moved that:

A player will be permitted to enter an event after round 3 has been played only if this does not result in an already-entered player being paired out. A player entered on this basis will pay the entire member or non-member (as applicable) entry fee for the event and will remain in the section he enters for all subsequent rounds of the event. The player will have the right to take byes on the same basis as every other player entered in

the event, including the right to half-point byes for earlier rounds not played in accordance with the rules for the particular event. The player will have the right to be paired and the risk of being paired out on the same basis as every other player entered in the event.

Mike seconded the motion.

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

5. Report on Club's Tax Status

Mike shared a letter received from the IRS indicating that the Club's tax status had been terminated and giving instructions for what action to take if the Club wanted the status renewed. The Board agreed that complying with these instructions would be a great deal of work and that renewing the old tax status is unnecessary in view of the Club's current initiative to become incorporated. If the Club wanted to maintain the non-renewed status, no action was required. The Board agreed to take no action in response to this letter.

John then gave a brief status update on his drafting of articles of organization. Since the Board completed its review of the MCC Charter, the revised Charter was now available formally for John to use as a basis for the articles of organization.

6. Free Entry for Tournament Directors

Mark explained that it was currently the practice of the Club to give tournament directors free entry to play in events at which they are also working as TD, and that an informal understanding of the required duties had been developed among the currently active TDs. In addition to the usual adjudication responsibilities during games, these duties fall essentially into early-shift responsibilities such as room set-up, registration, dealing with people walking in to get information, getting phone messages, announcements, pairing, etc., and late-shift responsibilities such as clean-up, results entry, wall chart and standings preparation, projected pairings, and closing up the building. The Club had not adopted a formally policy for this practice, however.

Mark noted that five TDs represent five entries out of an average of more than 50 entries. It was also noted that since Alan has played in very few tournaments over the past year or more, in actuality the TDs represented only four entries, and sometimes even fewer. Jim pointed out that the work of the TDs effectively means that the Club operates at a weekly administrative cost of \$20-25, which is very cheap.

After discussion Mark moved that

Tournament directors will be given free entry for an MCC event for each event they work as a TD.

Jim seconded the motion.

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

7. Player of the Year Revision Proposal

Jim outlined a proposal for the Player of the Year Program. This proposal involves dividing the Club players into three classes based on rating; the break points between classes is a matter for further discussion, but he suggested by way of example over 1800, 1400 to 1800, and under 1400. In each class

there would be two prizes, one for tournament results (most points scored in games played in MCC tournament events during the year), and one for largest increase in rating among players playing at least a minimum number of games, such as 24, which would represent participation in half of the tournaments in a year, more or less.

Alternative prizes were suggested, including free Club membership for a year, free entry into one or more events, and cash prizes on the order of \$50 per prize. A consensus was reached that cash prizes would have the greatest impact and be most welcomed by the players.

Jim will formalize and distribute a proposal for the Board's consideration.

8. Team Play in Metropolitan Chess League

John reported that he had discussed MCC's participation with Bernardo, who runs the chess league, and he continues to work on this initiative.

Mike moved that "this fabulously productive" Board meeting be adjourned. The motion was generally seconded, and by a vote of five in favor and none opposed, the meeting was adjourned at 4:55 pm.

The following procedure for the annual election of Directors was approved by the Board of Directors on January 14, 2001. It corresponds to Article V, Governance, Section A, Board of Directors, paragraph 5 of the proposed revised Policies and Procedures whose review by the Board of Directors is pending.

5. The Board of Directors is elected in November of each year. The Board determines the specific procedures for the annual election as required. These procedures incorporate the following provisions:
 - a. Only current members of the Club may nominate and vote for candidates for the Board of Directors. Any Club member who satisfies the requirements for candidacy may nominate himself or herself as a candidate for the Board.
 - b. To stand as a candidate for the Board, a person must (i) be a current member of the Club, (ii) be 18 years of age or older, and (iii) have routine access to email.
 - c. Nominations to Board positions will be solicited during October, and voting, if required, will be conducted during November .
 - d. If no positions are contested, there will be no voting. In this event the election of the new Directors will be confirmed by acclamation at the next Regular Annual Meeting of the general membership.
 - e. With respect to each person nominated, the Club President will (i) verify that the person submitting the nomination is a current member of the Club, (ii) verify that the nominee satisfies the requirements for candidacy, and (iii) confirm that the nominee is willing to serve on the Board if elected. If all these conditions are met, that nominee will be included on the election ballot.
 - f. The Board will adopt reasonable procedures to ensure that every Club member has the opportunity to nominate and vote for candidates, for example, by enabling members to submit nominations and votes in person, by mail, or by email.
 - g. The Board will adopt reasonable procedures to ensure that only those votes are tallied that were cast by members eligible to vote. With respect to votes cast by email, the Board will assume definitively that if the vote was sent from an email address that the Club's records show as belonging to a Club member, then the vote was cast by that member.
 - h. The Board will take reasonable measures to preserve the anonymity of each ballot received in person or by mail; however, the Board does not and cannot guarantee the anonymity of votes cast by email. Members choosing to vote by email acknowledge thereby that votes cannot practically be cast anonymously by email.
 - i. The Board will appoint a person, to be overseer of the election. This overseer may be a member of the Board and preferably will not be a candidate in the election. This person will validate all ballots received against criteria established by the Board and will make necessary and appropriate arrangements for counting them. Ballots determined to be invalid will not be included in the vote tally.

NOTICE OF MCC ANNUAL ELECTIONS

The MetroWest Chess Club (“the Club”) is conducting the election of its Board of Directors for the year 2001. This involves a two-step process: first, soliciting nominations to Board positions, and second, voting to elect the new Board; however, if no positions are contested, there will be no voting. The transition to the new Board will be effected during the Regular Annual Meeting of the general membership, which is scheduled for Tuesday, March 13, 2001, prior to the start of round 2 of the March tournament.

Eligibility to Participate in This Election

Only current Club members may *nominate* or *vote for* candidates for Board positions. Former members whose membership has expired may participate upon renewing their membership. Non-members may participate upon joining the Club.

Only current Club members may *be* candidates for Board positions. Additionally, candidates must be 18 years of age or older, and have routine access to email.

Nominations for Board of Directors

If you are currently a member of the Club, you may nominate candidates for as many positions as you like. Write the name(s) of your nominee(s) next to the Board position(s) on the form accompanying this notice. If you satisfy the requirements for candidacy indicated above and would like to run for the Board, please list yourself as a nominee for the office of your choice. Sign the nomination form and return it to any current Board member or tournament director, or mail it to: MetroWest Chess Club, PO Box 1182, Framingham, MA 01701. Nominations may also be submitted by email; see the instructions pertaining to email below.

Whether returned in person, by mail, or by email, ***nominations must be received no later than Tuesday, February 6, 2001.*** Nominations received after February 6, 2001 will be disregarded. The Club President will confirm that each person nominated satisfies the requirements for candidacy and that he or she is willing to serve on the Board if elected. If so, that person’s name will be included on the election ballot.

Submitting Nominations by Email

Nominations may be submitted by email to Info@MetroWestChess.org. A simple statement in the form “I nominate x for President, y for Program Director, z for Treasurer, a, b, c, and d for Members-at-Large” is all that is required. (It is not required, of course, that you nominate a candidate for every position.)

With respect to nominations submitted by email, the Board will assume definitively that if the nomination was sent from an email address that the Club’s records show as belonging to a Club member, then the nomination was submitted by that member. Nominations sent from an address not associated with a member in the Club’s records will be disregarded. Members considering using email to nominate (or vote) for candidates should confirm their email address with the Club. If two or more Club members share a single email address and want to make different nominations, then the email note must clearly indicate the nominations of each: “Member A nominates x ...Member B nominates z”

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Directors' Responsibilities

The Directors are responsible for participating in discussions regarding the direction of the Club, issues of policies, and any other Club business that needs to be dealt with. They are expected to represent the interests of the general membership to the best of their abilities and to take more responsibility than the general membership for the health and maintenance of the Club. The Directors meet in person at least once during the year (and more often at their discretion), but as a matter of convenience, they conduct much Board business by email. As there are only seven positions on the Board, active participation by all Directors is essential. Bylaws, policies and procedures guide the Board's deliberations. Directors must maintain their Club membership throughout their tenure.

Special Provision for This Election Only

The Board has decided (subject to approval by the general membership) to make the term of the Directors coincide more closely with the calendar year. Beginning in 2002 Directors will take office in January rather than in March, as has been the case in the past. Therefore the Directors elected now will serve a shortened term of only ten months, from March 2001 to January 2002, to accommodate this adjustment. If the general membership rejects this change, the Directors elected now will serve for 12 months as in the past, their term expiring in March 2002.

Voting

Voting will be conducted only if at least one Board position is contested. If voting is necessary, ballots listing the full slate of candidates will be available to members by February 13, 2001. Complete instructions for voting will accompany the ballots.

MCC 2001 Election Nomination Form

*For a Term in Office from March 2001 to January 2002**

<u>MCC Board Position</u>	<u>Nominee</u>
President	_____
Program Director	_____
Treasurer	_____
Member at Large (1)	_____
Member at Large (2)	_____
Member at Large (3)	_____
Member at Large (4)	_____

Your name (please print): _____

Your signature: _____

Remember: Only current members of the MetroWest Chess Club may nominate and vote for candidates for its Board of Directors. If your membership has expired, please renew it before submitting this nomination form. If you are not a Club member, we invite you to join and participate in this election.

*The Board has decided, subject to approval by the general membership, to make the term of the Directors coincide more closely with the calendar year and has accordingly shortened the term of the Directors to be elected in February 2001. If the general membership rejects this change, the Directors elected will serve for 12 months as in the past, their term expiring in March 2002.

MetroWest Chess Club

ANNUAL ELECTION OF DIRECTORS For the Term March 2001-January 2002*

OFFICIAL VOTING INSTRUCTIONS

Voting by Paper Ballot Form

The Board positions to be elected and the candidates for each are listed on the other side of this notice. Please complete and return your ballot in accordance with the following instructions.

1. You need not identify yourself on the ballot itself. The enclosed return envelope identifies you and lets us know that you have voted.
2. Vote for a candidate by clearly marking the box next to his or her name in accordance with the instructions indicated for each office. Blank lines are provided to accommodate write-in votes.
3. Fold the ballot, insert it into the return envelope provided, and seal the envelope.
4. Return the sealed envelope in person to any current Board member or tournament director, or mail it to MetroWest Chess Club, PO Box 1182, Framingham, MA 01701.

Voting by Email

Votes may be submitted by email to Info@MetroWestChess.org. A simple statement in the form "I vote for x for President, y for Program Director, z for Treasurer, a, b, c, and d for Members-at-Large" is all that is required.

With respect to votes submitted by email, the Board will assume definitively that if the vote was sent from an email address that the Club's records show as belonging to a Club member, then the vote was submitted by that member. Votes sent from an address not associated with a member in the Club's records will be disregarded. Members considering using email to vote for candidates should confirm their email address with the Club. If two or more Club members share a single email address and want to vote by email, then the email note must clearly indicate the votes of each: "Member A votes for x ...Member B votes for z"

Please be aware that votes cast by email will not be anonymous. If you want your vote to be anonymous, please vote by means of the paper ballot form according to the instructions above.

Deadline for Voting

Whether returned in person, by mail, or by email, *votes must be received* by a designated Club recipient *no later than Tuesday, March 6, 2001*, prior to the beginning of round 1 of the March tournament. Round 1 begins when the Tournament Director announces that the players may start their clocks, whether or not all entered players are in attendance at that time.

Criteria for Invalidating Ballots

A ballot will be excluded from the vote tally if any of the following is true:

- (a) It is not returned in the return envelope provided.
- (b) It is returned in an envelope that is not sealed or has apparently been tampered with.
- (c) It was sent from an email address not associated with a member in the Club's records.
- (d) It was received from someone who is not a member or whose membership in the Club has lapsed (i.e., has expired and has not yet been renewed) when the ballot was received.
- (e) It is received after the beginning of the round on Tuesday, March 6, 2001.
- (f) Another valid ballot or email vote was previously received from the same member.

*The Board has decided, subject to approval by the general membership, to make the term of the Directors coincide more closely with the calendar year and has accordingly shortened the term of the Directors to be elected in February 2001. If the general membership rejects this change, the Directors elected will serve for 12 months as in the past, their term expiring in March 2002.

Charter of the MetroWest Chess Club

as amended by actions of the Board and vote of the Membership

Approved by the Board of Directors on January 14, 2001

Approval by the general membership is pending

The MetroWest Chess Club (“the Club”) is established as a non-profit organization for cultural development, to enable its members to engage in chess play both informally and in organized competition, to provide instruction and entertainment, and to promote the dissemination and enrichment of the game of chess.

AFFILIATION

The Club shall be affiliated with the United States Chess Federation (USCF) and may affiliate with the USCF state affiliate within whose jurisdiction the Club operates.

USCF membership shall be required for participation in USCF-rated events.

MEMBERSHIP

Membership shall be open to all persons who pay the applicable membership dues or qualify as life members, and who have not had their membership revoked. The Club shall not discriminate against any person because of race, religion, national origin, gender, sexual preference, or political affiliation.

The Club recognizes two categories of membership: regular membership and life membership.

- Regular membership shall be subject to the annual payment of dues and shall be for a term of twelve calendar months, beginning with and inclusive of the month during which applicable membership dues are paid to the organization. Membership shall expire on the last day of the membership term.
- The Club shall recognize as life members all persons who satisfy the qualifications for life membership established by its Board of Directors. Life membership shall not be subject, once the applicable qualifications have been satisfied, to expiration or to any further payment of membership dues. A life member may terminate his or her life membership at will.

The membership of any individual may be revoked on the grounds of misconduct by a two-thirds vote of the Club’s current incumbent Directors.

Membership in the Club may be required for participation in Club-sponsored events as determined by the Club’s Board of Directors.

ORGANIZATION

Board of Directors

Executive authority of the Club shall be vested in a Board of Directors (“the Board”), which shall formulate the program and policy of the organization. Only members of the Club may serve on its Board, and members of the Board shall maintain their membership in the Club throughout their tenure on the Board. The Board may stipulate additional requirements for Board membership.

The Board shall comprise the following Director positions:

- President
- Program Director
- Treasurer
- Members-at-Large

The Board, by a two-thirds vote of the current incumbent Directors, may increase or decrease the number of Director positions that will constitute the Board effective as of the next election of Directors; however, the Board shall not include fewer than seven (7) nor more than eighteen (18) positions at any time.

At least annually the Board shall approve the organization’s budget, and the schedule, location, and format of events and activities.

The Board may create subordinate to itself appointive officers and standing or *ad hoc* committees and delegate to them responsibility for specific affairs.

Meetings of the Board of Directors

The Board of Directors shall meet physically at least once each year. Meetings of the Board shall be called by the President or a majority of the Directors with at least ten days’ notice.

A quorum shall consist of a majority of incumbent Directors but in no case fewer than four Directors.

Permanent records shall be kept of all Board meetings and must be made accessible to any Club member upon request.

Election of Officers

Officers shall be elected annually during the month of November by the membership at large. The Board of Directors shall define a procedure for the election of officers and publish it to the membership at least one month prior to the election to which it shall apply.

Members of the Board must be current Club members at the time of their election or their election shall be deemed nullified.

Members of the Board may succeed themselves.

Tenure

Directors' tenure of office shall begin upon the announcement of the election results at the Regular Annual Meeting of the general membership scheduled for the third Tuesday in January following their election and shall terminate during the Regular Annual Meeting of the general membership held the following year.

Resignation, Suspension, or Removal of Board Members

Any member of the Board may resign his or her position by notifying the Board of Directors to that effect.

Any member of the Board who fails to maintain his or her Club membership continuously while in office shall be suspended from the Board as of the date on which his or her membership expires and until such time as it is renewed. Any member of the Board may be suspended from his or her duties for other cause by unanimous vote of the remaining Board members.

Suspension or temporary incapacitation shall not be construed as creating a vacancy on the Board, though the President may make temporary delegation of duties thus affected.

Members of the Board may be removed from office without cause by a vote of two-thirds of the members present at any meeting of the general membership properly convened in accordance with the requirements stipulated in this charter.

Vacancies

Vacancies on the Board may be filled through appointment by the Board. An individual so appointed shall exercise all the rights and perform all the functions of that office to which he or she is appointed for the remainder of the current term.

DUTIES OF MEMBERS OF THE BOARD OF DIRECTORS

The President

- Shall be the chief executive officer of the Club.
- Shall exercise general supervision over the welfare of the organization, subject to the Board.
- Shall call Board meetings as necessary.
- Shall preside over meetings of the Board and the general membership.
- Shall appoint non-elective officers with the advice and consent of the Board, and delegate other duties as necessary.
- Shall appoint and exercise general supervision of all committees.

- Shall be an ex-officio member on all committees.
- Shall receive reports as required from other officers.
- Shall, personally or by delegation, keep the minutes of the meetings of the Board and the general membership.
- Shall conduct and receive the official correspondence of the organization, oversee the archives of the Club's correspondence, and maintain all other records of the Club except those maintained by the Treasurer and the Program Director.
- Shall have and exercise as required signature authority for all Club business and financial transactions.
- Shall transmit Club records to his or her successor as appropriate.

The Program Director

- Shall arrange, coordinate, and exercise general supervision over the activities of the Club.
- Shall prepare and submit to the Board at least annually a program of events and activities.
- Shall be a USCF-certified tournament director.
- Shall obtain and supervise tournament directors for all Club events, and insure the proper rating of USCF-rated events sponsored by the Club.
- Shall be responsible for maintaining the records of the Club with regard to its chess program, including records of events held, ratings reports, and other event-related matters.
- Shall be the ranking officer during the absence or incapacitation of the President, and shall exercise all the powers and duties of the President during the President's absence or inability to act.
- Shall have and exercise as required signature authority for all Club business and financial transactions.
- Shall transmit Club records to his or her successor as appropriate.

The Treasurer

- Shall be the chief financial and accounting officer of the Club.
- Shall create and maintain the bank accounts and petty cash system of the Club, and collect, record, and deposit membership dues and other income.
- Shall make or authorize all disbursements.
- Shall prepare an annual budget and give periodic financial reports to the Board and the general membership.
- Shall be responsible for maintaining the Club's tax status.
- Shall conduct all other financial business of the Club.
- Shall keep all inventories and financial records.
- Shall maintain records of the Club's membership.
- Shall have and exercise as required signature authority for all Club business and financial transactions.
- Shall transmit Club records to his or her successor as appropriate.

Members-at-Large

- Members-at-Large shall serve with powers and duties to be determined by the Board.

MEETINGS OF THE GENERAL MEMBERSHIP

Regular Annual Meeting

A Regular Annual Meeting of the general membership shall be scheduled annually for the third Tuesday of January.

The meeting shall receive reports from the President, Program Director, and Treasurer, and shall discuss the policies and programs of the Club.

The meeting shall conclude the term of the outgoing Board and initiate the term of the newly elected Board.

Additional General Meetings

Additional meetings of the general membership may be called with at least ten days' notice to the Club members, either at the discretion of the Board or upon application of ten percent of the general membership.

Conduct of the Meetings of the General Membership

Thirty (30) current members in good standing shall constitute a quorum for a meeting of the general membership.

Standing rules and other motions may be passed, amended, or rescinded by majority vote of the members present.

Parliamentary procedure for the meetings shall be determined by the Board.

Records

A permanent record of the meetings of the general membership shall be maintained; these and copies of all standing rules shall be made accessible to all members.

FINANCIAL ORGANIZATION

Dues

The Board shall determine the membership dues of the Club. The Board may establish different dues for different classes of membership and may at its discretion authorize promotional memberships for specified periods.

The Board may require the payment of additional fees for participation in various activities.

The Board may impose additional surcharges on members as needed.

Capital Authorization

The Treasurer may make or authorize disbursements up to a limit set by the Board. Disbursements above this limit must have the additional approval of the President.

Tax Status

The business affairs of the Club shall be conducted in compliance with the Requirements of Section 501(c)(7) of the Internal Revenue Code of 1954 as amended.

Additional Accounts and Funds

The Board may create special trust funds and other accounts for the purpose of furthering specific goals of the organization.

SUBSIDIARY AND PREDECESSOR ORGANIZATIONS

Subsidiary Organizations

Subsidiary organizations may be created by the Board to effect the purposes of the Club. Executive authority for these organizations shall be vested with the Club's Board. Subsidiary organizations and the Club shall maintain a completely integrated fiscal structure.

Merger or Acquisition

To effect its purposes, the Club may merge with or acquire existing organizations, with the approval of the Club's Board and general membership and the management and general membership of the applicant organization.

The Club may not acquire or become part of any organization that conflicts with the non-profit character of the Club or its tax status.

Predecessor Organization

The MetroWest Chess Club (formerly known as the Framingham Chess Club) is the successor organization to the Norfolk-Middlesex Chess Association.

AMENDMENT

This Charter may be amended in whole or in part upon an affirmative vote with at least ten days' notice of two-thirds of the Board. Any act of amendment so approved by the Board must be confirmed by majority vote of the general membership at the next meeting of the general membership, or be considered rescinded.