

CHARTER of the  
NORFOLK-MIDDLESEX CHESS ASSOCIATION  
(including the FRAMINGHAM CHESS CLUB)

Preamble

The Norfolk-Middlesex Chess Association is hereby created 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.

Article I--Affiliation

The Norfolk-Middlesex Chess Association shall be affiliated with the United States Chess Federation and the Massachusetts Chess Association.

Article II--Membership

2.1) Membership shall be open to all persons upon payment of membership dues. The Norfolk-Middlesex Chess Association shall not discriminate against any person on account of race, religion, national origin, sex or sexual preference, or political affiliation.

2.2) United States Chess Federation (USCF) membership shall be required only for participation in USCF-rated events. USCF membership is, however, strongly recommended for all members.

2.3) If so designated by the Board of Directors, certain special organization-sponsored activities may be open to non-members.

2.4) Membership may be revoked for any individual judged by three-quarters of the membership to be guilty of misconduct.

2.5) Membership shall expire on the last day of the

month the specified number of months after receipt of membership dues.

### Article III--Organization

3.1) Board of Directors. Executive authority of the Norfolk-Middlesex Chess Association shall be vested in a Board of Directors, which shall formulate the program and policy of the organization. At least annually, the Board shall approve the budget and the schedule, location, and format of events and activities. The Board of Directors shall comprise a President, Vice-President, Executive Director, Treasurer, and two Members-at-Large. Individuals may hold more than one position on the Board, but shall have no more than one vote. The Board may create subordinate to itself appointive officers and standing or ad hoc committees and delegate to them responsibilities for specific affairs.

3.2) Meetings of the Board of Directors. Meetings of the Board shall be called by the President or by a majority of the Directors; a quorum shall be two-thirds of the Board's membership. Permanent records shall be kept of all Board meetings and must be made accessible to any member upon request.

3.3) Election of Officers. Officers shall be elected at the regular annual meeting of the general membership. Election shall be by majority of votes cast; should no majority be attained on the first ballot, only the two leading candidates shall remain on the second and succeeding ballots. Officers may succeed themselves.

3.4) Tenure. Tenure of office shall terminate at the conclusion of the next regular annual meeting at which officers are elected.

3.5) Resignation, Suspension, or Removal of Officers. Officers may resign their position by submitting written notice to the Board of Directors. Officers may be suspended from their duties by unanimous vote of the remaining Board.

Suspension or temporary disqualification shall not be construed as creating a vacancy, though the President may make temporary delegation of duties thus affected. Officers shall be removed from office if judged guilty of misconduct by two-thirds of the general membership.

3.6) Vacancies. Vacancies on the Board of Directors shall be filled through appointment by the Board. The individual selected shall exercise all functions of that office for the unexpired remainder of the term.

#### Article IV--Officers

4.1) President. The President shall be the chief executive officer of the Norfolk-Middlesex Chess Association. Subject to the Board of Directors, he shall exercise general supervision over the welfare of the organization. He shall call Board of Directors meetings as necessary, and shall preside over meetings of the Board and of the general membership. He shall appoint non-elective officers with the advice and consent of the Board, and delegate other duties as necessary. He shall appoint, serve as an ex officio member on, and exercise general supervision of, all committees. He shall receive reports as required from other officers.

4.2) Vice-President. The Vice-President shall have powers and duties as the Board of Directors shall determine. He shall exercise all powers and duties of the President during the President's absence or inability to act.

4.3) Executive Director. The Executive Director shall arrange, coordinate, and direct the activities of the Norfolk-Middlesex Chess Association. At least annually, he shall prepare and submit to the Board of Directors a program of events and activities. He shall be a USCF-certified tournament director, and shall be responsible for the rating of USCF events held under Norfolk-Middlesex Chess Association auspices. The Executive Director shall also be responsible for promotion and public relations, and shall organize all instructional activities. The Executive Director shall be the ranking executive officer during the absence or disability of the President and Vice-President.

4.4) Treasurer. The Treasurer shall be chief financial and accounting officer of the Norfolk-Middlesex Chess Association. He shall create and maintain the bank accounts of the organization, and shall collect and deposit all dues and other income. He alone shall make disbursements, as authorized by the Board of Directors. He shall prepare an annual budget and give periodic financial statements to the Board and the general membership. He shall be responsible for maintaining the organization's tax status. He shall conduct all other financial business of the organization and shall keep all inventories and financial records.

4.5) Members-at-Large. Two Members-at-Large shall be elected to the Board of Directors with powers and duties to be determined by the Board.

#### Article V--Meetings of the General Membership

5.1) Regular Annual Meeting. A meeting of the general membership shall be held annually during the month of March. All members shall be notified and supplied with an agenda at least ten days in advance of the meeting. The meeting shall elect the officers of the organization, and shall receive reports from the President, Executive Director, and Treasurer.

5.2) Additional General Meetings. Additional meetings of the general membership may be called at the discretion of the Board of Directors or upon application of ten percent of the membership.

5.3) Conduct of the Meetings of the General Membership. No quorum shall be required. Standing rules and other motions may be passed, amended, or rescinded by majority vote. Parliamentary procedure for the meetings shall be determined by the Board of Directors, in accordance with equity and standard practice.

5.4) Records. A permanent record of meetings of the general membership shall be maintained and made accessible

to all members. Abstracts of all standing rules in effect shall be available to any member upon request.

#### Article VI--Fiscal Structure

6.1) Dues. The Board of Directors shall determine the membership dues of the Norfolk-Middlesex Chess Association. The Board may create differential dues for different classes of membership. The Board may require payment of additional fees for participation in special activities. The Board may impose additional surcharges on members as needed.

6.2) Capital Authorization. The Treasurer may make disbursements on his own authorization up to a limit set by the Board of Directors. Disbursement above this limit must have the approval of the Board.

6.3) Fiscal Year. The fiscal year of the Norfolk-Middlesex Chess Association shall terminate on the last day of February of each year.

6.4) Tax Status. The business affairs of the Norfolk-Middlesex Chess Association shall be conducted in compliance with the requirements of Section 501(c)(7) of the Internal Revenue Code of 1954.

6.5) Trust Funds. The Board of Directors may create special trust funds for the purpose of furthering specific goals of the Norfolk-Middlesex Chess Association.

#### Article VII--Subsidiary Organizations

7.1) The Norfolk-Middlesex Chess Association shall comprise one or more subsidiary organizations. These organizations shall form an integral and indissoluble part of the Norfolk-Middlesex Chess Association, and shall be bound by all clauses in this charter.

7.2) New subsidiary organizations may be created by the Board of Directors to effect the purposes of the Norfolk-Middlesex Chess Association.

7.3) Existing organizations may be acquired by the Norfolk-Middlesex Chess Association with the approval of

the Board of Directors and both the management and the general membership of the applicant organization.

7.4) Executive authority for subsidiary organizations shall be vested in the officers and Board of Directors of the Norfolk-Middlesex Chess Association. The Board may create at its discretion additional subordinate officers or managers for a subsidiary and delegate to them specific powers and responsibilities.

7.5) The Norfolk-Middlesex Chess Association shall maintain a completely integrated fiscal structure, and shall retain full authority over and responsibility for all assets, liabilities, and transactions of its subsidiary organizations.

7.6) Membership in the Norfolk-Middlesex Chess Association shall confer full membership privileges in each of the subsidiary organizations.

7.7) The subsidiary that shall form the initial unit of the Norfolk-Middlesex Chess Association shall be the Framingham Chess Club.

Article VIII--Amendment

This charter may be amended in whole or in part upon a vote of three-quarters of the general membership.

[Redacted Signature]

Mark Bond

[Redacted Signature]

Alex Sadowsky

[Redacted Signature]

Mark Kaprelian

[Redacted Signature]

Matthew Warnick

[Redacted Signature]

Warren Pinches

[Redacted Signature]

Tom Zuppa