

OSCA BYLAWS

Ocean State Chess Association is the Official R.I. State Affiliate of the United States Chess Federation

AMENDED AND RESTATED BYLAWS OF OCEAN STATE CHESS ASSOCIATION (EFFECTIVE AS OF April 18, 2025)

ARTICLE I: NAME

Section 1.1: Naming of Corporation

The name of the non-profit corporation is the Ocean State Chess Association (OSCA).

ARTICLE II: PURPOSE

Section 2.1: Exempt Purpose

Ocean State Chess Association is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The organization's primary objective is to promote, support, and develop the game of chess as an educational and competitive activity within the State of Rhode Island and the surrounding areas.

Section 2.2: Activities to Fulfill the OSCA Mission

OSCA may engage in various activities to fulfill its mission, including but not limited to:

- Organizing and hosting chess tournaments of diverse formats and skill levels, catering to players of all ages and abilities.
- Promoting chess through outreach programs, public events, and collaboration with other organizations.
- Developing educational resources and initiatives to enhance chess knowledge and skills within the community.
- Supporting chess programs in schools and other settings, contributing to the growth and accessibility of chess education in Rhode Island.
- Establishing and maintaining a competitive and engaging chess league specifically for students in Rhode Island, promoting the benefits of chess in academic and social development for all ages.

Section 2.3: Prohibited Activities

OSCA shall not engage in any activities inconsistent with its 501(c)(3) tax-exempt status, including:

- No part of the net earnings shall ensure the benefit of any private individual, board member, or trustee, except for reasonable compensation for services rendered.
- The organization shall not engage in substantial lobbying or attempt to influence legislation beyond what is allowed under Section 501(c)(3).
- The organization shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE III: MEMBERSHIP

Section 3.1: Membership Eligibility

Membership in OSCA is open to any individual interested in the organization.

Section 3.2: Membership and Voting Rights

We welcome everyone who loves chess to join OSCA. Members who are located within Rhode Island and have played in or directed in at least two Ocean State Chess Association tournaments within the past year have rights as Voting Members. Voting Members shape the direction of OSCA by electing board members and Officers.

Individuals under the age of 16 cannot vote on their own but can have their parents or legal guardians vote on their behalf, but each individual child must meet the requirements on their own.

Voting Members who have actively contributed to the organization by playing in or directed in at least four OSCA tournaments in the past year are eligible to run for the Board of Directors (See Section 4.2).

All Board of Directors are Voting Members.

All other members are considered Non-Voting Members. Non-voting members are an important part of our community. They may participate in OSCA events, programs, and volunteer opportunities but do not have voting rights and may not hold officer or board positions. Non-voting members are encouraged to become more involved if they are interested in earning voting status.

Section 3.3: Membership Contributions

OSCA does not currently require dues for membership. However, we welcome voluntary donations to support our programs and operations. A suggested annual contribution of \$20 helps us build an open, inclusive, and sustainable chess community. Contributions are treated as charitable donations.

The Board may vote to implement required dues in the future, with appropriate notice and explanation to members. Dues would come with benefits commensurate with the payment. If you'd like to support OSCA in other ways—such as volunteering or in-kind contributions—please reach out. We value your involvement in any form.

Section 3.4: Annual Membership Meeting

OSCA shall hold an annual membership meeting, either virtually or in person, at a time and place designated by the Board of Directors. Notice of the meeting, including the agenda, shall be provided to all voting members at least five (5) days in advance. Notice may be sent via email and/or posted on the OSCA website.

At the meeting, voting members in good standing have the opportunity to:

- Vote in elections for the Board of Directors and Officers.
- Discuss proposed amendments to the bylaws submitted by members or the Board
- Hear reports from officers and committees
- Review and discuss the organization's annual budget
- Make recommendations to the Board of Directors
- Appoint or suggest advisory committees
- Ask questions and raise concerns

Section 3.5: Special Membership Meetings

Sometimes important conversations cannot wait until the annual meeting. If at least 10% of Voting Members in good standing sign a written request explaining why a meeting is needed, the Board of Directors will call a special membership meeting.

The request must clearly state the purpose of the meeting so all members understand what will be discussed. The Board will provide at least five (5) days' notice to all Voting Members, by email and/or by posting the details on the OSCA website. This notice will include the meeting's date, time, location (or virtual link), and the agenda.

Only matters listed in the notice and related to the original request may be discussed or acted upon during the special meeting.

These meetings allow members to help shape OSCA's direction and bring shared concerns, ideas, or opportunities to the full community.

Section 3.6: Special Membership Meeting Quorums

A quorum shall consist of 5% of voting members in good standing for special membership meetings.

ARTICLE IV: MEETINGS OF THE BOARD OF DIRECTORS

Section 4.1: Annual and Regular Meetings

The Board of Directors shall hold an annual meeting with an agenda distributed at least 5 days in advance.

The Board shall determine dates and times of regular meetings.

Section 4.2: Special Meetings of the Board

Special meetings of the Board of Directors may be called by the Chair or by any two (2) members of the Board. The purpose of the meeting shall be stated in the notice. In accordance with Rhode Island law § 7-1.2-809, special meetings require at least two (2) days' written notice specifying the date, time, location, and purpose of the meeting. Attendance constitutes a waiver of notice, except for members attending solely for the purpose of objecting to the meeting.

Section 4.3: Place of Meetings

Meetings may be held within or outside the state, as permitted by Rhode Island law § 7-1.2-809.

Section 4.4: Remote Participation

Board members and guests may participate remotely via conference call, provided that all participants can hear each other.

Remote conference calling, through audio or video-based means, constitutes presence at the meeting.

ARTICLE V: OFFICERS

Section 5.1: Board Composition

The Board of Directors shall consist of seven (7) voting members:

- President
- Vice President
- Secretary
- Treasurer
- Director
- Two (2) Members-at-Large

The Board may also include non-voting directors as outlined in Section 5.7.

Section 5.2: Powers and Duties of the Board of Directors

The Board of Directors shall have full power to manage and oversee the affairs, funds, property, and operations of OSCA, consistent with the organization's mission and bylaws. This includes setting policy, approving the budget, hiring contractors or staff, creating committees, and amending bylaws in accordance with Article VI.

Section 5.3: Powers and Duties of Officers

The President shall provide leadership, preside at meetings, represent OSCA publicly, and ensure effective Board functioning.

The Chair of the Board shall preside at meetings and ensure effective Board functioning. The Chair shall be elected by the Board from among its voting members and may be the President or another Board member.

The Vice President shall support the President and assume duties in their absence.

The Secretary shall maintain records, prepare meeting minutes, and conduct official correspondence.

The Treasurer shall oversee financial records, prepare budgets, and report on OSCA's finances.

Section 5.4: Elections and Terms

To promote continuity and shared leadership, OSCA uses a staggered election model:

- Elected positions shall be elected for two-year terms.

- Elections are held at the Annual Membership Meeting.
- If a Board member resigns or is otherwise unable to complete their term, the remaining Board members may appoint a qualified replacement to serve out the remainder of that term.

Section 5.5: Board Nominations

Any voting member in good standing may run for a seat on the Board. To appear on the ballot, a candidate must be nominated by a petition signed by at least 5 voting members. The petition must be submitted to the Secretary at least 14 days before the Annual Membership Meeting or, if later, within two weeks after notice of the meeting has been posted.

Once the nomination deadline passes, the full list of nominees will be shared with all voting members and posted on the OSCA website.

Section 5.6: Fiduciary Duties

Board members must act in the best interests of OSCA and uphold the following towards OSCA's mission.

- **Duty of Loyalty:** Board members must prioritize the organization's well-being over personal interests. They must avoid conflicts of interest and disclose any potential conflicts promptly.
- **Duty of Care:** Board members are expected to make decisions responsibly and in an informed manner. This includes attending meetings, reviewing materials, and actively participating in discussions.
- **Duty of Obedience:** Board members must ensure their actions and decisions align with OSCA's bylaws, policies, and applicable laws and regulations.

Section 5.7: Non-Voting Directors

The Board of Directors may appoint non-voting directors to contribute valuable expertise and diverse perspectives to OSCA's work. These individuals may participate in Board discussions and serve on committees but do not vote on official motions or decisions.

Section 5.8: Appointment and Term of Non-Voting Directors

Non-voting directors shall be appointed by a majority vote of the Board. The Board may designate a specific term or invite individuals to serve on an ongoing basis, depending on their expertise and the needs of the organization. Non-voting directors may be removed by a majority vote of the Board at any time.

Section 5.9: Establishment of Committees

The Board may establish standing or ad hoc committees as needed to carry out the work of the organization. Committees shall be appointed by the Board or by the President with Board approval. The creation of new standing committees requires majority Board approval and must be recorded in the meeting minutes.

Section 5.10: Quorum

For Board meetings, a quorum shall consist of a majority of the voting members of the Board.

ARTICLE VI: AMENDMENTS TO BYLAWS

Section 6.1: Authority to Amend

The power to amend these bylaws rests with the Board of Directors. Amendments may be adopted by a majority vote of the Board at any duly called meeting.

Section 6.2: Member Proposals

Voting members in good standing may propose changes to the bylaws by submitting a written petition signed by at least 10% of voting members.

The petition must include the full text of the proposed amendment and be submitted to the Secretary of the Corporation.

Section 6.3: Consideration and Response

All member-submitted proposals will be reviewed by the Board. The Board will vote to approve, revise, or reject the proposal and will provide a written explanation of its decision. This response will be shared with the membership and included in the minutes of the next membership meeting.

Section 6.4: Annual Meeting Discussion

Proposed bylaw amendments—whether submitted by members or developed by the Board—may be discussed at the Annual Membership Meeting. This is an opportunity for members to provide input and ask questions before the Board votes.

Section 6.5: Notice of Amendments

When an amendment is up for a Board vote, the meeting notice must include the full text of the proposed change and a brief summary of the reason for it.

Section 6.6: Filing of Amendments

Once adopted, amendments shall be recorded by the Secretary and filed with the appropriate state agency as required by law.

Section 6.7: Severability

If any provision of this Article or any amendment is found to be invalid, the remainder of the bylaws shall remain in effect.

ARTICLE VII: INDEMNIFICATION

Section 7.1: Indemnification

To the extent permitted by law, the corporation shall indemnify and hold harmless any director or officer of the corporation from and against any claim, liability, or expense incurred by such director or officer in connection with their duties to the corporation, except in the case of a breach of duty.

ARTICLE VIII: CONFLICT OF INTEREST

Section 8.1: Procedures for Handling Conflicts

In line with the Duty of Loyalty outlined in Section 5.6, any director, officer, or committee member who has a conflict of interest or financial stake in a transaction must disclose it to the Board of Directors. That person shall not participate in any discussion or vote on matters related to that transaction.

ARTICLE IX: GENERAL PROVISIONS

Section 9.1: Fiscal Year

The fiscal year of OSCA shall be January 1st through December 31st of each year.

Section 9.2 Reliance on Information

Directors and officers may rely on information provided by the corporation's officers, associates, or committees in good faith when making decisions.

Section 9.3: Principal Office

The principal office of the corporation shall be located in the State of Rhode Island, at a place designated by the Board of Directors.

Section 9.4: Conduct of Meetings

All OSCA meetings — whether of the Board of Directors or the general membership — shall be conducted in accordance with the current edition of Robert's Rules of Order, Newly Revised, unless otherwise provided by the bylaws or any special rules of order the corporation may adopt.

Section 9.5: Delegate to US Chess

The OSCA Delegate(s) to the United States Chess Federation (US Chess) shall be appointed by a majority vote of the Board of Directors at the Annual Board Meeting. The Delegate shall represent OSCA in accordance with US Chess policies and report back to the Board as appropriate.

Section 9.6: Non-Meeting Action

The Board may take action without a meeting if all voting Board members consent in writing (including via email). Such actions shall be recorded in the next official meeting minutes. Written consent shall not be used for matters requiring member input or major policy changes.

Section 9.7: Proxy Voting

Proxy voting is not permitted at any OSCA Board or membership meeting. All votes must be cast by the eligible individual in attendance, either in person or through an authorized remote format.

Section 9.9: Membership Suspension or Revocation

The Board may suspend or revoke a member's status for conduct inconsistent with OSCA's values or policies, including but not limited to harassment, fraud, or unethical behavior. Before a final decision is made, the member shall be notified in writing at least seven (7) days in advance and provided with an opportunity to respond.

At the member's request, the Board shall hold a hearing—either in person or virtually—where the member may present information, evidence, or testimony in their defense. Following the hearing, the Board's final decision shall require a two-thirds (2/3) vote and must be documented in the meeting records.

ARTICLE X: DISSOLUTION

Upon dissolution of the Ocean State Chess Association, all assets remaining after the payment of debts and liabilities shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Such assets shall be distributed to an organization organized and operated exclusively for charitable or educational purposes, or to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is located, exclusively for such purposes.