

WASHINGTON ELEMENTARY CHESS CHAMPIONS BYLAWS

ARTICLE I. NAME OF ORGANIZATION

As stated in Article 1 of the Articles of Incorporation of Washington Elementary Chess Champions (Articles of Incorporation) the name of the corporation is "Washington Elementary Chess Champions"; hereafter referred to as WECC or Corporation.

ARTICLE II. CORPORATE PURPOSE

Section 1. Nonprofit Purpose

As stated in Article 3 of the Articles of Incorporation this Corporation is organized exclusively for charitable and educational, purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2. Specific Purpose

As stated in Article 3 of the Articles of Incorporation, WECC promotes the learning and playing of chess among children of elementary school age.

The specific objectives and purpose of this organization shall be:

- a. To promote the education of children in home, school, community, and place of worship, via teaching and promoting analytical thinking skills obtained by learning and playing chess.
- b. To promote a desire in children, "to learn to play chess well", by providing opportunities to participate in chess tournaments.
- c. To bring opportunities to children to learn chess in their local schools by supporting the creation of Kindergarten through 6th grade chess clubs, and providing aid to volunteers to help them create or expand chess clubs at their local schools.
- d. To receive gifts, endowments, devises, and bequests that will be used to carry out the purposes and objectives of this Corporation.
- e. To carry on any activities necessary to achieve the objects and purposes of this Corporation.

ARTICLE III. MEMBERSHIP

The membership of the Corporation shall consist of the members of the Board of Directors.

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ARTICLE IV. BOARD OF DIRECTORS

Section 1. General Powers

As stated in Article 4 section 4.1 of the Articles of Incorporation these Bylaws shall prescribe the number of Directors, qualifications, term of office, manner of election, time and place of meetings, and powers and duties. The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation.

Section 2. Number, Tenure, Requirements, and Qualifications

The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than four (4) nor more than fifteen (15) including the following officers: the President, the Vice-President, the Secretary, and the Treasurer.

The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties. All members of the Board of Directors must be approved by a majority vote of the members present and voting. No vote on new members of the Board of Directors shall be held unless a quorum of the Board of Directors is present as provided in Section 5 of this Article.

As of the date of the initial ratification of these Bylaws no two members of the Board of Directors related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may serve on the Board of Directors at the same time.

Starting on the date of the initial ratification of these Bylaws but excluding any prior service prior to this date, each member of the Board of Directors shall hold office for a three-year term.

At the conclusion of the three-year term, members of the Board of Directors may serve additional three year terms. With the exception that in 2022 the position of President and most senior at large Board of Directors member will serve 1 additional, VP and treasurer 2 additional, and all others 3 additional year terms. In this way their terms shall be staggered so that at the time of each annual meeting starting in 2023, the terms of approximately one-third (1/3) of all members of the Board of Directors shall expire.

Each member of the Board of Directors shall be at least 18 years old and shall attend at least two-thirds (2/3) of the regular meetings of the Board per year or forfeit their position at the conclusion of the current fiscal year or sooner if they desire to relinquish their position.

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Section 3. Regular and Annual Meetings

An annual meeting of the Board of Directors shall be held at a time and day in the month of June of each calendar year and at a location designated by the Executive Committee of the Board of Directors. The Board of Directors may provide by resolution the time and place, for the holding of regular meetings of the Board. Proposed future meeting dates shall be indicated during each meeting and recorded in the meeting minutes. Final notice of these meetings shall be sent to all members of the Board of Directors no less than two (2) days, prior to the meeting date.

Section 4. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any two members of the Board of Directors. An impromptu meeting may be called when a quorum of members is present, and any actions or votes, recorded as an appendix to the prior Board of Directors meeting minutes.

Section 5. Notice

Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance of the meeting by telephone, facsimile or electronic methods or by written notice. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 6. Quorum

The presence, of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 7. Forfeiture

Any member of the Board of Directors who fails to fulfill any of his or her requirements as set forth in Section 2 of this Article by the annual meeting shall automatically forfeit his or her seat on the Board. The Secretary shall notify the Director in writing that his or her seat has been declared vacant, and the Board of Directors may forthwith immediately proceed to fill the vacancy. Members of the Board of Directors who are removed for failure to meet any or all of

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the requirements of Section 2 of this Article are not entitled to vote at the annual meeting and are not entitled to the procedure outlined in Section 13 of this Article in these Bylaws.

Section 8. Vacancies

Whenever any vacancy occurs in the officers of the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors.

Section 9. Compensation

Members of the Board of Directors shall not receive any compensation for their services as Directors.

Section 10. Informal Action by Directors

Any action required by law to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing (email acceptable), setting forth the action so taken, shall be approved by majority of all of the Directors following notice of the intended action to all members of the Board of Directors.

Section 11. Advisory Council

An Advisory Council may be created whose members shall be elected by the members of the Board of Directors annually but who shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the Board. Advisory Council members may attend said meetings at the invitation of a member of the Board of Directors. Members of the Advisory Council shall possess the desire to serve the community and support the work of the Corporation by providing expertise and professional knowledge..

Section 12. Parliamentary Procedure

Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order.

Section 13. Removal.

Any member of the Board of Directors or members of the Advisory Council may be removed with or without cause, at any time, by vote of 2/3 of the members of the Board of Directors if in their judgment the best interest of the Corporation would be served thereby as stated in Article 4 Section 4.4 of the Articles of Incorporation. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the

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proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

Members of the Board of Directors who are removed for failure to meet the minimum requirements in Section 2 of this Article in these Bylaws automatically forfeit their positions on the Board pursuant to Section 7 of this Article, and are not entitled to the removal procedure outlined in this section.

ARTICLE V. OFFICERS

The officers of this Board shall be the President, Vice-President, Secretary and Treasurer. All officers must have the status of active members of the Board.

Section 1. President

The President shall preside at all meetings of the Board of Directors. The President shall have the following duties:

- a. He/She shall preside at all Board of Directors meetings unless delegated in advance of the meeting.
- b. He/She shall have general and active management of the business of the Board meetings.
- c. He/She shall provide an agenda for the Board meeting.
- d. He/She shall have general superintendence and direction of all other officers of this Corporation and see that their duties are properly performed.
- e. He/She shall be Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the President.

Section 2. Vice-President

The Vice-President shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter. The Vice-Presidents duties are:

- a. He/She shall have the duty as may, from time to time, be determined by the Board.
- b. He/She shall submit a report of the operations of this Corporation for the fiscal year to the Board at their annual meetings, and from time to time, may report a summary of corporate activities for the current fiscal year to date.
- c. He/She shall be Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the President when the president is unavailable.
- d. He/She shall administer the Conflict of Interest Policy as outlined in Article VII of these Bylaws.

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Section 3. Secretary

The Secretary shall attend all meetings of the Board of directors and will act as a clerk thereof, but may delegate on occasion of his excused absence. The Secretary's duties shall consist of:

- a. He/She shall record all votes and minutes of all proceedings in files to be kept for that purpose. He/She in concert with the President shall make the arrangements for all meetings of the Board of directors, including the annual meeting of the Corporation.
- b. He/She shall verify an agenda is sent or send notices of all meetings to the members of the Board of directors and shall make reservations for the meetings when not located at a Board of Directors member's house.
- c. He/She shall perform official correspondence from the Board as may be prescribed by the Board of directors or the President including distribution of meeting minutes to the Board of Directors members and approved meeting minutes to the website or webmaster.

Section 4. Treasurer

The Treasurer's duties shall be:

1. Record all expenditures and deposits.
2. Reconcile financial statements.
3. Track income and expenses related to chess tournaments and provide summary reports to the Board, tournament hosts, and other interested parties.
4. Periodically transfer tournament entry fee and donations from PayPal to bank accounts.
5. Submit invoices to school districts or other organizations for tournament entry fees.
6. Submit budget and investment recommendations to the Board for their consideration.
7. Submit necessary IRS and State of Washington yearly reports.

Section 5. Election of Officers

The Board shall discuss candidates and submit at the meeting prior to the annual meeting the names of those persons for the respective offices of the Board. Nominations may also be received from the floor from advisory personnel and visitors. The election shall be held at the annual meeting of the Board. Those officers elected shall serve a term of three (3) years, commencing at the next meeting following the annual meeting.

Officers of the Executive Committee shall be eligible to succeed themselves in their respective offices for five (5) terms only (commencing with the initial ratification of these Bylaws).

Section 6. Removal of Officer

The Board of Directors with the concurrence of 2/3 of the members voting at the meeting may remove any officer of the Board of Directors and elect a successor for the unexpired term. No

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officer of the Board of Directors shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the member in writing twenty (20) days prior to the meeting at which motion shall be presented, setting forth the reasons to the Board of Directors for such expulsion.

Section 7. Vacancies

The Board of Directors shall also be responsible for nominating persons to fill vacancies which occur between annual meetings, including those of officers. After some discussion and a statement of willingness to serve from the potential nominee a motion may be made to vote immediately or postpone the vote to the next meeting. If a vote is moved, seconded and approved it may proceed in the current meeting so as to fill the position as quickly as possible. The persons so elected shall hold membership or office for the unexpired term in respect of which such vacancy occurred.

ARTICLE VI. COMMITTEES

Section 1. Committee Formation

The Board may create committees as needed, such as fundraising, public relations, data collection, state tournament, etc. The Board of Directors will vote to appoint a committee its chair. The chairman of the committee may then recruit members as needed and report back to the secretary the committee members to be recorded in the meeting minutes.

ARTICLE VII. – Conflict of Interest and Compensation

Section 1. Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Corporation's) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2: Definitions

1) Interested Person

Any director, officer, or member of a committee with Board of Directors delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

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2) Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a) An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,
- b) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
- c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3 of this Article, a person who has a financial interest may have a conflict of interest only if the Board of Directors decides that a conflict of interest exists.

Section 3. Procedures

- 1) **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board of Directors considering the proposed transaction or arrangement.
- 2) **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board of Directors while the determination of a conflict of interest is discussed and voted upon. The remaining directors shall decide if a conflict of interest exists.
- 3) **Procedures for Addressing the Conflict of Interest**
 - a) An interested person may make a presentation at the Board of Directors meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - b) The President shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

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- c) After exercising due diligence, the Board of Directors shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
- 4) Violations of the Conflicts of Interest Policy
- a) If the Board of Directors has reasonable cause to believe a director has failed to disclose actual or possible conflicts of interest, it shall inform the director of the basis for such belief and afford the director an opportunity to explain the alleged failure to disclose.
 - b) If, after hearing the director's response and after making further investigation as warranted by the circumstances, the Board of Directors determines the director has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings

The minutes of the Board of Directors shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board of Directors' decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 6. Annual Statements

Each member of the Board of Directors shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and

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- d. Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews

To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, the Board of Directors shall conduct an annual review during its Annual Meeting in June.. The review shall, at a minimum, include the following subjects:

- a. Review whether the annual statements for each director is current.
- b. Review any new conflicts by the directors to determine what upcoming decisions may be impacted.
- c. Review any decisions taken in the prior year that directors had a conflict to assure if the process outlined in these Bylaws were followed.

Section 8. Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE VIII. CONTRACTS, CHECKS, LOANS AND IDEMNIFICATION

Section 1. Contracts and other Writings

Except as otherwise provided by resolution of the Board of Directors, all contracts, deeds, leases, mortgages, grants, and other agreements of the Corporation shall be executed on its behalf by the treasurer or other persons to whom the Corporation has delegated authority to execute such documents in accordance with policies approved by the Board of Directors.

Section 2. Check, Drafts

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness including but not limited to debit cards, and PayPal accounts, issued in the name of the Corporation, shall be directed by or signed by an officer or officers of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

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Section 3. Deposits

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, credit unions, trust companies, or other depository as the Board of Directors may select.

Section 4. Loans

No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 5. Indemnification

1) General

To the full extent authorized under the laws of the state of Washington, the Corporation shall indemnify any director, officer, or agent, or former director, officer, or agent of the Corporation, or any person who may have served at the Corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

2) Expenses

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

3) Insurance

The Corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Corporation would have the power or obligation to indemnify such person against such liability under this Article.

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ARTICLE IX. BOOKS AND RECORDS

The Corporation shall keep complete records of account and minutes of the proceedings of the Board of Directors.

ARTICLE X. AMENDMENTS

Section 1. Articles of Incorporation

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each officer and Board of Directors member at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail. Any amendment to the Articles of incorporation shall require the affirmative vote of all officers then in office and an absolute majority of the entire Board of Directors.

Section 2. Bylaws

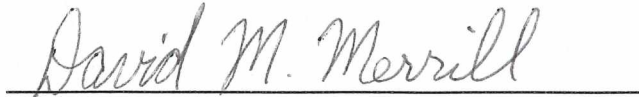
The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of the Board of Directors.

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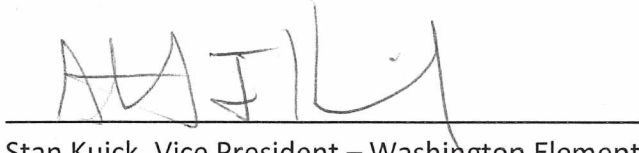
ADOPTION OF BYLAWS

We, the undersigned, are all of the officers and Board of Directors members of this Corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the 12 preceding pages, as the Bylaws of this Corporation.

ADOPTED AND APPROVED by the Board of Directors on this 11th day of September, 2019.



David Merrill, President – Washington Elementary Chess Champions



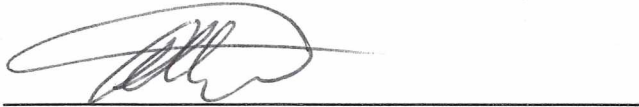
Stan Kuick, Vice President – Washington Elementary Chess Champions



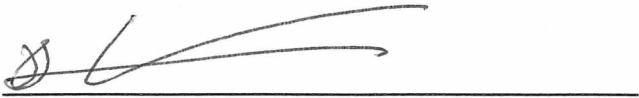
Doug Herigstad, Secretary - Washington Elementary Chess Champions



Michael Wilbricht, Treasurer – Washington Elementary Chess Champions



Alexander Corsten, Board Member – Washington Elementary Chess Champions



Danielle Craigen, Board Member – Washington Elementary Chess Champions


Craigen