

**BYLAWS OF  
NEW BRITAIN CHESS CLUB, INC.**

Adopted November 1, 2023

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NEW BRITAIN CHESS CLUB, INC.

ARTICLE I  
*General*

**Section 1.1 Bylaws.** These bylaws (“*bylaws*”) are intended to implement applicable provisions of law and of the Certificate of Incorporation (the “*Certificate of Incorporation*”) of New Britain Chess Club, Inc. (the “*Corporation*”) d/b/a New Britain Chess Club.

**Section 1.2 Charitable Purposes and Corporate Powers.** The Corporation is a non-profit corporation and shall be operated exclusively for ‘educational’ and ‘fostering national or international amateur sports competition’ purposes (within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code) in relation to chess. The Corporation shall have all powers enumerated under Section 33-1036 of the Connecticut Revised Nonstock Corporation Act which may further such charitable purposes within the discretion of the board of directors.

ARTICLE II  
*Offices*

**Section 2.1 Offices.** The principal office of the Corporation shall be located within the state of Connecticut, at such place as the board of directors shall from time to time designate. The Corporation may maintain additional offices at such other places as the board of directors may designate. The Corporation shall continuously maintain within the state of Connecticut a registered office at such place as may be designated by the board of directors.

ARTICLE III  
*Membership*

**Section 3.1 Eligibility.** The Corporation shall have one (1) class of members. Any person who meets any uniform conditions that may be prescribed by the board of directors may become a member of the Corporation. Membership will be granted upon (i) compliance with any uniform conditions prescribed by the board of directors and (ii) payment of any required membership dues. Membership in the Corporation shall not be transferable unless otherwise provided in the Corporation’s Certificate of Incorporation.

**Section 3.2 Term of Membership; Removal of Members.** With the exception of any member who has a lifetime membership, or such other honorary membership status as may be bestowed by the board of directors under eligibility policies prescribed by the board of directors, the term of office of any member who remains in good standing shall be one (1) fiscal year of the Corporation (or, if enrollment or re-enrollment occurs after the initial date of the fiscal year, then the remainder of the fiscal year), or until voluntary resignation or removal pursuant to these bylaws. The board of directors may remove a member who fails to adhere to

uniform standards established by the board of directors. Any member may resign at any time by mailing or delivering written notice to the secretary of the Corporation (any resignation to take effect when such notice is delivered unless the notice specifies a later effective date).

**Section 3.3 Annual Meeting.** An annual meeting of the members shall be held in the fourth quarter of the fiscal year of the Corporation for the election of directors and officers and the transaction of other business as may properly come before the members.

**Section 3.4 Regular Meetings.** Regular meetings of the members may be held as determined by resolution of a majority of the members or of the board of directors.

**Section 3.5 Special Meetings.** Special meetings of the members may be called at any time by the board of directors. Such meetings may also be convened by a majority of the members entitled to vote at such meeting. Only business within the purpose or purposes described in the meeting notice may be conducted at a special meeting of the members.

**Section 3.6 Place and Time of Meetings.** Meetings of the members may be held at such place, within the state of Connecticut, and at such hour as may be fixed in the notice of the meeting.

**Section 3.7 Notice of Annual, Regular and Special Meetings.** Notice of each meeting of the members shall be given by the secretary and shall state the date, time, and place of the meeting and, if it is a special meeting, shall indicate the purpose or purposes for which the meeting is being called. Notice of any annual or regular meeting need not indicate the purpose or purposes for which the meeting is being called, except that, unless stated in a written notice of such a meeting, (i) no adoption, amendment, or repeal of the Certificate of Incorporation or these bylaws, and (ii) no matter, other than the election of directors at an annual meeting, may be brought up which expressly requires the vote of members pursuant to the Connecticut Revised Nonstock Corporation Act.

Notice of any meeting shall be given to each member entitled to vote at such meeting. Unless otherwise provided herein or required by law, notice may be communicated in person, by mail or other method of delivery, or by telephone, voicemail, email, or other electronic means not less than ten (10) days but no more than ninety (90) days before the date of the meeting.

When an annual, regular, or special meeting is adjourned to a different date, time or place, notice need not be given of the new date, time or place if the new date, time or place is announced at the meeting before adjournment.

**Section 3.8 Waiver of Notice.** A member may waive any notice required by law, the Certificate of Incorporation or these bylaws before or after the date and time stated in the notice. The waiver shall be in writing, shall be signed by the member entitled to such notice, and shall be delivered to the secretary of the Corporation for inclusion in the minutes of the meeting or filing with the corporate records. Attendance at a meeting: (1) waives objection to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and (2) waives objection to

consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

**Section 3.9 Record Date.** The board of directors shall, by resolution, fix a record date for the purposes of determining the members entitled to notice of the following: a meeting of the members, to demand a special meeting, to vote, or to take any other action. Such record date may not be more than seventy (70) days before the meeting or action requiring determination of members.

**Section 3.10 Members' List or Record for Meeting.** After the board of directors has fixed a record date for the meeting, the secretary shall prepare an alphabetical list of the names and addresses of all the members who are entitled to notice of the meeting. The members' list so prepared shall be made available for inspection by any member entitled to vote at the meeting, beginning two (2) business days after the notice of the meeting is given for which the list was prepared and continuing through the meeting, to be made available electronically via email or posting on the website, or in such other manner as the member and the board agree to.

**Section 3.11 Proxies.** By notice given to the members, the board of directors may, in its discretion, with respect to a particular meeting or meeting of the members or generally with respect to all meetings of the members, permit every member entitled to vote in person at such meeting or meetings to authorize another person or persons to vote on behalf of such member at such meeting or meetings by proxy. Every proxy appointment form must be signed by the member or such member's duly authorized attorney-in-fact. An appointment of a proxy becomes effective when received by the secretary of the Corporation or other officer or agent authorized by the board of directors to tabulate votes. A proxy shall be valid for eleven (11) months from the date of its execution unless a longer period is expressly provided in the proxy appointment form. Every proxy shall be revocable at the pleasure of the member executing it, except as may be otherwise provided by law. Notwithstanding the foregoing, if a member is below age eighteen (18), then their proxy shall only be appointed by their parent or guardian.

**Section 3.12 Quorum.** A minimum of twenty percent (20%) of the number of members (present in person or by proxy) listed on the Members' List prepared for the meeting shall constitute a quorum for such meeting. Once a member is represented for any purpose at a meeting, the member is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless a new record date is or must be set for that adjourned meeting.

**Section 3.13 Vote.**

(a) **General provisions.** Each member shall have one (1) vote on each matter voted on at a meeting of members. Wherever action (other than the election of directors and officers or amendment or repeal of these bylaws) is to be taken by vote of the members, it shall, except as otherwise required by law or the Certificate of Incorporation, be authorized if approved by a majority of the votes cast. If a member is below age eighteen (18), then their vote shall only be cast by their parent or guardian. In the event of a tie, the president shall cast a deciding vote.

(b) Manner of voting. Rules of order (including but not limited to member voting and the manner of voting) shall be maintained in accordance with Section 10.5 below.

**Section 3.14 Presiding Officer and Secretary**. At any meeting of the members, if neither the president, the vice president, nor any person designated by the board of directors to preside at the meeting shall be present, the members present shall appoint a presiding officer for the meeting. If the secretary of the board of directors is not present, the appointee of the person presiding at the meeting shall act as secretary of the meeting. The president shall determine the order of the meeting.

**Section 3.15 Action Without a Meeting**.

(a) Any action permitted to be taken at a meeting of the members may be taken without a meeting if all members entitled to vote on the action consent in writing to the action. The action shall be evidenced by a written consent describing the action taken or to be taken, signed by all of the members entitled to vote on the action, and delivered to the secretary for inclusion in the minutes of the meetings of the members.

(b) **Option for Email Voting**. At the discretion of the board of directors, where directors or officers are to be elected by members or any other action is to be voted upon by members, such elections may be conducted, and such actions may be voted upon, by email. A description of the elections to be conducted or actions to be voted upon, as the case may be, shall be emailed to the members entitled to vote thereon not less than ten (10) days prior to the date on which the votes are to be counted. The secretary shall count the votes returned by email and report the result of such elections or such vote by email to the members and the directors. A vote submitted under this subsection shall have the same force and effect as a vote of the member at a meeting duly held and may be stated as such in any certificate or document filed pursuant to the Connecticut Revised Nonstock Corporation Act. Whenever the Certificate of Incorporation, these bylaws, or the Connecticut Revised Nonstock Corporation Act requires a designated proportion of voting power of members, such proportion shall be determined from the total number of members who vote by email, rather than from members entitled to vote. Approval by ballot pursuant to this section is valid only when the number of votes cast by ballot equals or exceeds the quorum required in Section 3.12, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

**Section 3.16 Dues, Assessments**. The Corporation may levy dues and assessments as determined by the board of directors.

**ARTICLE IV**  
***Board of Directors***

**Section 4.1 Power of Board and Qualification of Directors**. Except as otherwise stated herein or in the Certificate of Incorporation, all corporate powers shall be exercised by or under the authority of, and the activities, properties and affairs of the Corporation shall be managed by or under the direction of, the board of directors. A director need not be a resident of

the state of Connecticut. A director must be either a member of the Corporation or the parent or guardian of a member under the age of eighteen (18). A director must be at least age eighteen (18).

**Section 4.2 Number of Directors.** The number of directors constituting the entire board of directors shall be not fewer than three (3) nor more than seven (7). The number of directors constituting the board of directors shall be the number prescribed by the directors within the foregoing range or, if no such number has been prescribed, shall be the number of directors then in office. The number of directors may be increased or decreased by action of the board of directors.

**Section 4.3 Election and Term of Directors.** The board of directors shall consist of one (1) group of directors. At each annual meeting of the members, the members shall elect or re-elect directors to replace those directors whose terms are expiring, each director thereafter to serve a term of one (1) fiscal year of the Corporation. Directors shall be elected by a plurality of the votes cast by the members entitled to vote at a meeting at which a quorum is present or by email, as set forth in Section 3.15(b) hereinabove.

**Section 4.4 Removal of Directors.** Except as may otherwise be provided in the certificate of incorporation, any one or more of the directors may be removed with or without cause at any time by action of either the board of directors or the members of the Corporation entitled to vote for the election of directors.

**Section 4.5 Resignation.** Any director may resign at any time by delivering written notice to the board of directors, the president, or the vice president of the Corporation. Such resignation shall take effect when such notice is so delivered unless the notice specifies a later effective date.

**Section 4.6 Vacancies.** Vacancies occurring in the board of directors for any reason may be filled by the board of directors. In the event that a vacancy or vacancies in the board of directors results in a board of fewer than three (3) directors, the members shall elect or re-elect directors to replace such vacancies in order to bring the number of directors to at least three (3). Any director elected pursuant to this Section 4.6 shall serve until the remainder of the vacated term.

**Section 4.7 Meetings of the Board of Directors.** An annual meeting of the board of directors shall be held each year at such time and place as shall be fixed by the board of directors, for the election of officers and for the transaction of such other business as may properly come before the meeting. Regular meetings of the board of directors may be held at such times as may be fixed by the board of directors. Special meetings of the board of directors may be called at any time by the president of the board of directors or by a majority of the directors.

Regular and special meetings of the board of directors may be held at any place in the state of Connecticut or electronically. Regular meetings of the board of directors may be held without notice of the date, time, place or purpose of the meeting. Special meetings of the board

of directors shall require five (5) days written notice given in person, by mail or other method of delivery, or by telephone, voicemail, email, or other electronic means.

Notwithstanding anything contained herein, unless stated in a written notice of the meeting, no vote on the removal of a director or the adoption, amendment, or repeal of these bylaws or the Certificate of Incorporation may occur. Notice of each special meeting of the board of directors shall include the date, time, and place of the meeting and shall be given in person, by mail or other method of delivery, or by telephone, voicemail, email, or other electronic means not less than two (2) days before the date of the meeting and shall state the purpose or purposes for which the meeting is called.

A director may waive any notice required by law, the Certificate of Incorporation or these bylaws before or after the date and time stated in the notice. The waiver shall be in writing, shall be signed (or electronically consented to) by the director, and shall be delivered to the secretary of the Corporation for inclusion in the minutes of the meeting or filing with the corporate records. A director's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless at the beginning of such meeting, or promptly upon his or her arrival, such director objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

**Section 4.8 Quorum of Directors and Voting.** Unless a greater proportion is required by law or by the Certificate of Incorporation or these bylaws, a majority of the number of directors then in office, but in no event fewer than three (3), directors shall constitute a quorum for the transaction of business or of any particular business. Except as otherwise provided by law or by the Certificate of Incorporation or these bylaws, the affirmative vote of a majority of the directors present and voting at the meeting at the time of such vote, if a quorum is then present, shall be the act of the board of directors. Voting by proxy is not permitted. Abstention from voting is not permitted, but a director's recusal from a vote (e.g., due to conflict of interest) may be approved by the other directors. Voting via telephone or e-conference is permitted in accordance with Section 4.10 below.

**Section 4.9 Action without a Meeting.** Any action required or permitted to be taken at any meeting of the board of directors may be taken without a meeting if the action is taken by all members of the board of directors. Such action shall be evidenced by one or more written consents describing the action taken, shall be signed by each director and shall be included in the minutes or filed with the corporate records reflecting the action taken. A director may sign a written consent by expressing consent through email. Action taken under this Section 4.9 is the act of the board of directors when one or more consents signed by all the directors are delivered to the Corporation. The consent may specify the time at which the action taken thereunder is to be effective. A director's consent may be withdrawn by a revocation signed by the director and delivered to the Corporation prior to delivery to the Corporation of unrevoked written consents signed by all the directors.

**Section 4.10 Meetings by Conference Telephone or e-Conference.** Any one or more members of the board of directors may participate in or conduct any meeting of the board of directors by any means of conference telephone, Zoom, Microsoft Teams, or similar

communications equipment by which all directors participating in the meeting may simultaneously hear each other during the meeting. A director participating in a meeting by such means is deemed to be present in person at the meeting.

**Section 4.11 Adjournment.** A meeting of the board of directors may be adjourned. Notice of the adjourned meeting or of the business to be transacted there, other than by announcement at the meeting at which the adjournment is taken, shall not be necessary. At an adjourned meeting at which a quorum is present, any business may be transacted that could have been transacted at the meeting originally called. On a motion to adjourn a meeting, a majority of the directors present must agree to such adjournment and the details of the adjourned meeting.

**Section 4.12 Compensation of Directors.** No director shall receive compensation for services rendered to the Corporation in such capacity, but directors shall be entitled to reimbursement for reasonable and necessary expenses actually incurred in connection with the performance of his or her duties in the manner and to the extent that the board of directors shall determine, consistent with the requirements of Section 33-1092 of the Connecticut Revised Nonstock Corporation Act. Notwithstanding the foregoing, the Corporation shall provide no reimbursement for expenses or compensation other than those reasonable and necessary in furthering the Corporation's purposes. No director shall receive any service or benefit not provided to the general membership of the Corporation (other than the de minimis benefit of exemption from membership dues for their term). Directors may receive reasonable compensation for services performed in other capacities for or on behalf of the Corporation pursuant to authorization by the board of directors, subject, however, to Article VIII of these bylaws and to Sections 33-1127 through 33-1131 of the Connecticut Revised Nonstock Corporation Act.

**Section 4.13 Minutes.** The secretary of the Corporation shall record or arrange to be recorded the minutes of each meeting of the board of directors and upon adoption by the board of directors shall retain such minutes with the permanent records of the Corporation.

**ARTICLE V**  
***[RESERVED]***

**Section 5.1 [RESERVED]**

**ARTICLE VI**  
***Officers***

**Section 6.1 Officers; Eligibility.** At the annual meeting of members, the members shall elect from among the board of directors a president, vice president, secretary, treasurer, and such other officers as determined by the board of directors. The same director may hold any combination of secretary and/or treasurer if that is deemed appropriate by the board.

**Section 6.2 Election; Term of Office; Removal; Vacancies.** All officers shall be elected by a plurality of the votes cast by the members entitled to vote at a meeting at which a quorum is present or by email, as set forth in Section 3.15(b) hereinabove. Each officer shall hold office for one (1) fiscal year of the Corporation. There shall be no limit to the number of



times an officer can be re-elected to a particular office. Any officer may be removed by the board of directors at any time with or without cause. Any vacancy or vacancies occurring in any office of the Corporation may be filled by action of the board of directors until the next meeting of members at which officers are elected by action of the members.

**Section 6.3 Resignation.** Any officer may resign at any time by delivering written notice to the Corporation. Unless the written notice specifies a later effective time, the resignation shall be effective when the notice is delivered to the board of directors, its president, or the secretary of the Corporation.

**Section 6.4 Powers and Duties of Officers.**

A. *President.* The president shall preside at each meeting of the directors and shall have such powers and duties as usually pertain to the office of president and shall perform such other duties as may from time to time be assigned to him or her, or specifically required to be performed by him or her, by these bylaws, by the board of directors, or by law. In general, the president shall lead the board in its achievement of the mission of the Corporation.

B. *Vice President.* In the absence of the president or in the event of his or her inability or refusal to act, the vice president shall perform the duties of the president, and, when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The vice president shall perform such other duties and have such other powers as the board of directors may from time to time prescribe, or as the president may from time to time provide, subject to the powers and the supervision of the board of directors.

C. *Secretary.* The secretary shall be responsible for preparing and maintaining custody of minutes of all meetings of the board of directors and for authenticating and maintaining the records of the Corporation, and shall give or cause to be given all notices in accordance with these bylaws or as required by law, and, in general, shall perform all duties customary to the office of secretary.

D. *Treasurer.* The treasurer shall have the custody of, and be responsible for, all funds and property of the Corporation. The treasurer shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation, and shall deposit or cause to be deposited all monies and other valuable property of the Corporation in the name and to the credit of the Corporation in such banks, trust companies or other depositories as the treasurer may designate, subject to approval of the board of directors. Whenever required by the board of directors, the treasurer shall render a statement of accounts within a reasonable amount of time. Upon the reasonable request of any officer or director of the Corporation, the treasurer shall make the books and accounts of the Corporation available to such officer or director for inspection. The treasurer shall at all reasonable times exhibit the books and accounts to any officer or director of the Corporation, and shall perform all duties incident to the office of treasurer, subject to the supervision of the board of directors, and such other duties as shall from time to time be assigned by the board of directors.

**Section 6.5 Substitution.** In the absence of an officer (or such officer's substitute, if

any is provided for in Section 6.4 above) or in the event of his or her inability or refusal to perform his or her duties hereunder, the president may identify a substitute from among the other members of the board to perform those duties, and, when so acting, such substitute shall have all the powers of and be subject to all the restrictions upon the such position until such time as the position is filled by the board of directors or the officer resumes his or her performance.

## ARTICLE VII

*[RESERVED]*

Section 7.1 *[RESERVED]*.

## ARTICLE VIII

### *Directors' Conflicting Interest Transactions*

Section 8.1 Conflicts of Interest; Adoption of Policy. The Corporation shall adopt a conflict of interest policy to ensure that any potential "directors' conflicting interest transaction" as that term is defined in Section 33-1127 of the Connecticut Revised Nonstock Corporation Act, or any potential "excess benefit transaction" involving a "disqualified person," (including a director or officer of the Corporation) as those terms are defined in Section 4958 of the Internal Revenue Code, shall only be undertaken after the requisite disclosure, determinations and voting by directors as provided in Sections 33-1129 and 33-1130 of the Connecticut Revised Nonstock Corporation Act and under any relevant regulations of the Internal Revenue Service.

Section 8.2 Disclosure; Annual Review of Policy. The conflict of interest policy shall be reviewed by the board of directors at least annually. At the time of his or her election or appointment, each director or officer of the Corporation may be asked to complete a disclosure statement identifying all related parties of the director or officer who have a conflicting interest with respect to any transaction between such person and the Corporation. These statements shall be kept on file at the Corporation's office. These statements shall be updated annually and any additions or other changes shall be made by the director or officer in writing as they occur.

## ARTICLE IX

### *Finances*

Section 9.1 Fiscal Year. The fiscal year of the Corporation shall be September 1 - August 31.

Section 9.2 Budget. The board of directors shall review the current fiscal year's budget annually and make resolutions for the next fiscal year as deemed appropriate by the board of directors.

Section 9.3 Annual Financial Summary. Before the annual meeting of members described in Section 3.3 above, the Treasurer shall prepare a summary of the finances of the

Corporation for distribution to the board of directors. Such a summary shall be presented to the members at the annual meeting of members described in Section 3.3 above.

**Section 9.4 Fiscal Policy.** In furtherance of the purposes of the Corporation, the board of directors may from time to time review the Corporation's fiscal policies and other significant aspects of the Corporation's fiscal operation. The board may make resolutions and/or recommendations based on that review.

**Section 9.5 Indemnification.** The Corporation may indemnify any party to the full extent permitted with respect to such party under the laws of the state of Connecticut and the Certificate of Incorporation.

**Section 9.6 Insurance.** The Corporation may purchase and maintain insurance on any party to the full extent permitted with respect to such party under the laws of the state of Connecticut and the Certificate of Incorporation.

## **ARTICLE X** ***Miscellaneous***

**Section 10.1 Checks, Notes and Contracts.** The board of directors shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments. As a default, the president and treasurer shall be authorized to execute documents under this Section 10.1.

**Section 10.2 Written Notice or Consent.** Any written notice or consent required hereunder may, without limitation, be issued by regular mail, hand delivery, electronic transmission, or facsimile.

**Section 10.3 Books and Records.** The Corporation shall keep correct and complete books and records of the accounts, activities and transactions of the Corporation, the minutes of the proceedings of the board of directors, and a current list of the directors and officers of the Corporation and their business addresses. Any of the books, minutes and records of the Corporation may be in written form or in any other form capable of being converted into written form within a reasonable time.

**Section 10.4 Amendments to Bylaws.** These bylaws may be amended, supplemented, or repealed in accordance with the Certificate of Incorporation and the Connecticut Revised Nonstock Corporation Act. Pursuant to the Certificate of Incorporation of the Corporation, the power to amend or repeal these bylaws is reserved exclusively to the members of the Corporation. Any such amendment or repeal of these bylaws shall be authorized if approved by a two-thirds (2/3) majority of the votes cast.

**Section 10.5 Meeting Procedures.** Except as otherwise provided by applicable law, the board of directors may establish meeting rules of order. The default rules of order and for any meeting conducted pursuant to these bylaws shall be the then-current edition of Robert's

Rules of Order.

**Section 10.6 Statement of Non-Discrimination.** The Corporation shall not discriminate against any person in the hiring of personnel, election of directors, provision of service to the public, the contracting for or purchasing of services or in any other way, on the basis of race, color, gender, gender identity, sexual orientation, national origin, disabling condition, age or any other basis prohibited by law. This policy against discrimination includes, but is not limited to, a commitment to full compliance with Title VI of the Civil Rights Act of 1964; Section 504 of the Rehabilitation Act of 1973; and the Age Discrimination Act of 1975, and any subsequent amendments to such statutes.

**Section 10.7 References.** Reference in these bylaws to a provision of the Internal Revenue Code is to such provision of the Internal Revenue Code of 1986, as amended, or the corresponding provision(s) of any subsequent federal income tax law. Reference in these bylaws to a provision of the Connecticut Revised Nonstock Corporation Act or any provision of Connecticut law set forth in such statutes is to such provision of the General Statutes of Connecticut, Revision of 1958, as amended, or the corresponding provision(s) of any subsequent Connecticut law.

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[SIGNATURE PAGE FOLLOWS]