

Meeting Minutes CSCA Directors Meeting

Date: December 5, 2020

Location: Online through Zoom

Meeting called to order at 1:14 P.M. by President Jan van de Mortel.

Pursuant to Section 3 of the CSCA Bylaws Mr. Van de Mortel reads the Board Meeting Opening Statement: "The Board and the Directors will act in the best interest of the Association, its membership and the Connecticut chess community."

Directors present (7) are: Alexander Lumelsky (Vice President; arrived at 1:18 P.M.), Bryant Mercado (Treasurer), Erin Striff, Suhas Kodali, Alexander Palvinski, Norman Burtness and Fred Townsend (unable to join with video and microphone; listens in on the Zoom audio and participates in the Zoom polls; participates in discussions by phone through Mr. Van de Mortel's speaker phone).

Directors absent (3) are: Jennifer Hogrefe (Secretary), Rick Cheung, Nevena Lanzo.

Also present for most of the meeting is CSCA member Rick Bauer.

Motion 20-1 to postpone approval of the CSCA Board Meeting Minutes of 5/19/19 and 10/20/19 to 2020 Annual Meeting. (Mr. Van de Mortel, second: Mr. Lumelsky).

Motion **passed** with 6 in favor, 0 against and 0 abstain.

Motion 20-2 to postpone reports to 2020 Annual Meeting. (Mr. Van de Mortel, second: Mr. Lumelsky).

Motion **passed** with 7 in favor, 0 against and 0 abstain.

Unfinished Business from 10/20/19

Motion 20-3 to postpone below motions referred to e-mail vote at CSCA Annual Meeting 10/20/19 to 2020 Annual Meeting. (Mr. Van de Mortel, second: Mr. Lumelsky).

- **Motion 19-4** to amend the Bylaws to remove the "Tournaments Coordinator" as an elected officer mandated by the Bylaws (Mr. Lumelsky, second: Mr. Palvinski).
- **Motion 19-5** to amend the Bylaws to remove the "Database Secretary" as an elected officer mandated by the Bylaws (Mr. Lumelsky, second: Mr. Palvinski).

Motion **passed** with 7 in favor, 0 against and 0 abstain.

New Business

Motion 20-4 to hold the 2020-21 Annual Meeting of the CSCA online via computer

Means per requirements of Connecticut Governor Ned Lamont's Executive Order 71. (Mr. Van de Mortel, second: Mr. Lumelsky).

Motion **passed** with 7 in favor, 0 against and 0 abstain.

Motion 20-5 to adopt 'Online Format for the 2020-21 CSCA Annual Meeting' per requirements of Connecticut Governor Ned Lamont's Executive Order 71. (Mr. Van de Mortel, second: Mr. Lumelsky).

Mr. Burtness suggests changing the protocol regarding manner of voting for Directors: first, all

members will vote for the 2025 Directors using a Zoom poll. Immediately after, all the voting members will send an email to CTStateChessAssociation@gmail.com to confirm their vote for verification purposes. Mr. Van de Mortel suggests that as long as the Board has determined presence of all the voting Directors, Directors will not have to have their camera turned on in order to vote. Both changes are accepted by the Board. Both changes are accepted as amendments to the protocol.

Amended motion 20-5 to adopt 'Online Format for the 2020-21 CSCA Annual Meeting' per requirements of Connecticut Governor Ned Lamont's Executive Order 71. (Mr. Van de Mortel, second: Mr. Lumelsky).

Amended motion **passed** with 7 in favor, 0 against and 0 abstain.

Motion 20-6 to suspend the 2020-21 tournament cycle and all CSCA tournaments, events and activities due to COVID-19 circumstances until the Board deems it reasonable to resume such activities. (Mr. Van de Mortel, second: Mr. Lumelsky).

Motion **passed** with 7 in favor, 0 against and 0 abstain.

Motion 20-6a to designate national nominees by rating for the 2020-21 tournament cycle unless decided otherwise in the future. (Mr. Lumelsky, second: Mr. Van de Mortel).

Mr. Burtness brings up that since there have been almost no in-person tournaments the rating system would essentially be almost a year old. Mr. Burtness suggests having some sort of playoff to determine national nominees. Mr. Van de Mortel raises the issue that in the 2019-20 tournament cycle US Chess refused to provide top rating lists by age of grade for the state because of privacy issues and that it was difficult to determine the rating candidate for the 2020 National Nominations Candidates Tournament. Mr. Lumelsky suggests we could have a registration system where players are invited to submit their names for consideration. Mr. Van de Mortel offers to reach out to US Chess again for those top rating lists before the Board takes a decision and moves to postpone the motion to the 2020 Annual Meeting. Mr. Bryant seconds the motion.

Motion to postpone motion 20-6a to the 2020 Annual Meeting. (Mr. Van de Mortel, second: Mr. Bryant).

Motion **passed** with 6 in favor, 1 (Mr. Lumelsky) against and 0 abstain.

Motion 20-7 (contingent on the Board's approval and adoption of Motion 20-6), Motion to adopt the following extension of membership provision for the 2020-21 tournament cycle: all members' memberships current as of 12/5/20 will be extended by one year. (Mr. Van de Mortel, second: Mr. Lumelsky).

Motion **passed** with 7 in favor, 0 against and 0 abstain.

Motion 20-8 to establish a standing Resource Committee funding and resources for the CSCA. (Mr. Lumelsky, second: Mr. Van de Mortel). Appointment of committee chair and members postponed to Annual Meeting.

Motion **passed** with 7 in favor, 0 against and 0 abstain.

Meeting adjourned at 3:00 P.M.

CSCA Directors Meeting

Date: Saturday December 5, 2020
Location: Virtual on Zoom
Time: 1:00 – 4:00 P.M.

Agenda

- I. Call to order and opening statement by the President: “The Board and the Directors will act in the best interest of the Association, its membership and the Connecticut chess community.”
- II. Roll call
- III. **Motion 20-1**, Motion to postpone approval of CSCA Board Meeting Minutes of 5/19/19 and 10/20/19 to 2020 Annual Meeting (Mr. Van de Mortel, Mr. Lumelsky)
- IV. **Motion 20-2**, Motion to postpone reports to 2020 Annual Meeting. (Mr. Van de Mortel, Mr. Lumelsky)
 - President's Report (CSCA President Mr. Van de Mortel)
 - Treasurer's Report (CSCA Treasurer Mr. Mercado)
 - US Chess Delegate's Report (CSCA VP, US Chess Delegate Mr. Lumelsky)
 - NECA Delegate's Report (CSCA VP, NECA VP Mr. Lumelsky)
 - Censure Committee's Report (CSCA Ombudsman Mr. Cheung)
 - Needs Program Report (CSCA President Mr. Van de Mortel)
 - TD Program (CSCA President, Senior TD Mr. Van de Mortel)
 - Organizers Committee Report (Chair, CSCA VP Mr. Lumelsky)
- V. Unfinished Business

Motion 20-3, Motion to postpone below motions referred to e-mail vote at CSCA Annual Meeting 10/20/19 to 2020 Annual Meeting (Mr. Van de Mortel, Mr. Lumelsky):

 - **Motion 19-4**. Amend the Bylaws to remove the “Tournaments Coordinator” as an elected officer mandated by the Bylaws (Mr. Lumelsky, second: Mr. Palvinski).
 - **Motion 19-5**. Amend the Bylaws to remove the “Database Secretary” as an elected officer mandated by the Bylaws (Mr. Lumelsky, second: Mr. Palvinski).
- VI. New Business
 1. **Motion 20-4**, Motion to Hold the 2020-21 Annual Meeting of the CSCA online via computer means. (Mr. Van de Mortel, Mr. Lumelsky). Pursuant to Connecticut Governor Ned Lamont’s Executive Order 71, due to pandemic circumstances, Connecticut corporate entities may conduct annual meetings online via computer means in lieu of in-person meeting. EO 71 requires that the corporate entity’s Board adopt and approve, in advance of holding an online Annual Meeting, a provision or declaration to hold said meeting online. Because the CSCA cannot conduct an in-person Annual Meeting for the 2020-21 cycle, it is requested that the Board approve this motion for an online Annual Meeting.
 2. **Motion 20-5**, Motion to Adopt the 'Online Format for the 2020-21 CSCA Annual Meeting'.

(Mr. Van de Mortel, Mr. Lumelsky). Pursuant to EO 71, the corporate entity's Board is required to adopt such a format in advance of holding an online Annual Meeting. The 2020-21 CSCA Annual Meeting will include the election of two 2025 Directors, the Offices of President, Vice President, Secretary and Treasurer, as well as other traditionally elected but not Bylaws mandated or specified positions.

3. **Motion 20-6**, Motion to suspend the 2020-21 tournament cycle and all CSCA tournaments, events and activities due to COVID-19 circumstances until the Board deems it reasonable to resume such activities. (Mr. Van de Mortel, Mr. Lumelsky).
4. **Motion 20-7** (contingent on the Board's approval and adoption of Motion 20-6), Motion to adopt the following extension of membership provision for the 2020-21 tournament cycle: all members' memberships current as of 12/5/20 will be extended by one year. (Mr. Van de Mortel, Mr. Lumelsky).

Reasoning: Depending on the duration and effect of the pandemic, it is possible that the CSCA may not be able to commence tournament activity and the induction of new and renewed members until well after March 8, 2021, when most of current members' membership will have expired. Because 95% of current CSCA membership acquires membership through such activity, if no tournaments are held in 2020-21, the CSCA may have no membership for the better part of the coming year, including at the next Annual Meeting, with the exception of any life members.

5. **Motion 20-8**, Motion to establish a standing fundraising committee to raise funds for the CSCA. (Mr. Lumelsky, Mr. Van de Mortel).

VII. Adjourn

Online Meeting Format for 2020 CSCA Annual Meeting

Pursuant to Connecticut Governor Ned Lamont's Executive Order 71 and the CSCA Bylaws, available at http://chessct.org/csca/Uploads/CSCA_Bylaws_May_2019.pdf, the Board approves an online Annual Meeting and adopts the following meeting procedures:

The Annual Meeting will be scheduled pursuant to notice requirements of the Connecticut corporate entity statutes, and all CSCA Bylaws meeting requirements practicable and reasonable for online inclusion will be met.

"The Board and the Directors will act in the best interest of the Association, its membership and the Connecticut chess community."

The meeting will commence with the Membership meeting portion of the Annual Meeting.

Election of 2025 CSCA Director seats by CSCA Membership:

- Pursuant paragraph 3 of the CSCA Bylaws, "Each year, at the annual meeting, the adult CSCA members present shall elect Directors.";
- Wherein "Voting rights of each Member do not take effect until ten days after acquiring membership. This rule does not apply to (1) parents of scholastic members who have acquired membership through tournament play outside of this period and (2) renewals of current memberships." (paragraph 6, CSCA Bylaws);
- A list of current CSCA members is available at <http://chessct.org/csca/cscagen.php?u=cscacscamembers.php&l=cscacscal.m&c=cscacscalog>;
- "In order to be nominated, the nominee must indicate his willingness to serve in writing or in person." (paragraph 3, CSCA Bylaws);
- Two Director seats expiring in 2020 with five year terms to end in 2025 will be subject to election at the 2020 CSCA Annual Meeting;
- Nominations will take place at the meeting. Nominations may be made by any member present. Nominations do not require a second. Nominees need not be present, however absence may affect election results. Nominees need not be CSCA members;
- A list of candidates will be established at the meeting, based on the nominations made;
- Candidates will be provided a brief opportunity to speak or present a written statement to membership ahead of election vote;
- All adult CSCA members who attend the meeting, whether voting or not, have to be present at the meeting with their camera turned on and with their first and last name provided on their Zoom video feed;
- Each voting adult CSCA member must have their own connection to the Zoom meeting;
- "No proxies or proxy votes are permitted." (paragraph 10, CSCA Bylaws);
- All adult (17 years and older) CSCA members will get to vote for no more than two candidates from the list of candidates;
- The election of Directors will take place by means of a "poll" on Zoom, where each adult CSCA member will get two votes and can vote for no more than two candidate;
- Immediately after, and in the allotted time frame as indicated by the Chair, each adult CSCA member who voted will have to confirm their vote(s) by sending an email to

CTStateChessAssociation@gmail.com, including their first and last name and the candidate(s) they voted for;

- The Chair will receive and count the ballots for each of the candidates and announce the results of the vote for the newly elected 2025 Director seats. The Chair may delegate or request assistance in the effort in this process;
- The Membership meeting portion of the meeting will then conclude, and an open Board meeting will follow, where the Board will conduct CSCA business pursuant to the meeting agenda, including Election of CSCA Officers, Representatives, Agents and Administrators.

Election of CSCA Officers by the CSCA Board:

- The Board will be called to Order;
- With the new Board members seated, the election for President, Vice President, Treasurer and Secretary will commence;
- Pursuant paragraph 4 of the CSCA Bylaws, CSCA Officers “shall be elected by the Directors at a Board of Directors Annual Meeting for a term of one year, or until their successors are elected.”;
- “A nominee must signify his willingness to serve, either in writing or in person, before he is voted on for office.” (paragraph 4, CSCA Bylaws);
- The election of Officers will take place by means of a “poll” on Zoom, one position at a time. A separate poll will be created for each Officer position subject to election;
- Board members will nominate candidates for each Officer position, one position at a time, and nominees names will be entered into the poll for that Officer position;
- Candidates will have a brief opportunity to address the Board as to their candidacy;
- The poll will be administered by the host and Chair of the meeting;
- “No proxies or proxy votes are permitted.” (paragraph 10, CSCA Bylaws);
- **Election on positions with only a single nominee will be administered via unanimous consent;**
- Each Director present will get one vote each for each officer position;
- The poll will not be concluded until all Directors have had a reasonable opportunity to issue their vote;
- The Chair will assess the result of the vote and announce the result for each Officer position before proceeding to the election of the next position. The election of the President will be Chaired by the Vice President;
- The Board will decide whether to elect non-Bylaws mandates positions or defer such election to an appointment by the President. If election is to proceed, the Board will follow the above procedure for each additional elected position. Those positions are: Delegates and Alternate Delegates to U.S. Chess, NECA Representatives and other administrative positions traditionally included in CSCA leadership;
- Having concluded elections, the Board will proceed with the balance of the meeting agenda until adjournment.

BYLAWS OF THE CONNECTICUT STATE CHESS ASSOCIATION

1. NAME. The name of this organization shall be the "Connecticut State Chess Association" (CSCA).
2. PURPOSE. The CSCA shall be a non-profit organization affiliated with the United States Chess Federation ("USCF") as the official state chapter for the USCF in the State of Connecticut. As such, (1) the CSCA will pay its USCF affiliate membership dues when due and payable, (2) certify in writing to the USCF Secretary by November 1 the USCF Voting Members and Alternates from Connecticut and their method of selection, (3) sponsor and hold (or arrange for) an annual USCF State Championship, (4) have a formal organizational structure and bylaws with opportunity for USCF members to participate in the CSCA, (5) and any other duties and responsibilities of USCF State Affiliates mandated by the USCF.

Also, the CSCA shall encourage and promote chess in Connecticut, organize State-titled events, promote Scholastic and women's chess activities, co-ordinate chess tournaments, maintain a tournament calendar, maintain a directory of Connecticut chess clubs, and maintain a website (or disseminate a periodical).

3. DIRECTORS. The Board of Directors shall be composed of ten Directors who shall vote on CSCA matters. Each year, at the annual meeting, the adult CSCA members present shall elect Directors. In order to be nominated, the nominee must indicate his willingness to serve in writing or in person. All Directors shall serve five years or until their successors are duly elected. Vacancies shall be filled for their remaining terms at the next election.

"The Board and the Directors will act in the best interest of the Association, its membership and the Connecticut chess community." This statement will be included in every agenda and read at the beginning of every Board meeting.

4. OFFICERS. The offices of President, Vice President, Secretary, Treasurer, and Tournament Coordinator, shall be elected by the Directors at a Board of Directors Annual Meeting for a term of one year, or until their successors are elected. A nominee must signify his willingness to serve, either in writing or in person, before he is voted on for office.
5. DUTIES OF OFFICERS.

PRESIDENT. The President shall preside at meetings of the CSCA, enforce the Bylaws, call Board of Directors meetings when necessary, and sign papers and documents for the CSCA officers or appointees. The Vice President shall succeed the President if a vacancy occurs.

VICE PRESIDENT. The Vice President shall assume all meeting duties of the President when the President is absent, or when the President has to step down from the chair to debate an issue. The Vice President takes over the office of President if that office is vacated.

TOURNAMENT COORDINATOR. The Tournament Coordinator shall organize, or supervise organizers for all CSCA tournaments. Such organization includes selecting assistants, playing conditions and rules.

TREASURER. The Treasurer shall be responsible for keeping all the financial records of the CSCA, depositing and disbursing all funds, reporting on the financial status of the CSCA (including by preparing, not less often than annually, written financial reports, which shall be made available to the President, the Directors and the Members), making any investments, etc. Each of the Treasurer, the President and the Directors shall have access to all financial records of the CSCA, which shall be furnished no later than one month after the request.

Organizers winning bids for CSCA events are required to submit player dues in a timely fashion to the Treasurer upon conclusion of the event.

SECRETARY. The Secretary shall be responsible for keeping all the non-financial records of the CSCA; preparing the agenda, handling correspondence, sending notices of meetings, taking and recording the minutes, and performing other assigned administrative duties.

DATABASE SECRETARY. The Database Secretary shall maintain records of current and past members, including but not limited to Name, USCF ID, and Email address. The Database Secretary shall maintain records on all players that play in state titled events. Organizers winning a bid for state events are required to submit player registration information to the Database Secretary in a timely fashion upon conclusion of the event. Player records will be used by the Database Secretary to help promote future CSCA events.

6. MEMBERSHIP. Any person may become a member of the CSCA by
 1. participating in a CSCA event during a calendar year, allowing the player CSCA membership for the remainder of the calendar year;
 2. or by paying \$5 for one calendar year's dues;
 3. or by paying \$100 for a Lifetime Membership.

Voting rights of each Member do not take effect until ten days after acquiring membership. This rule does not apply to (1) parents of scholastic members who have acquired membership through tournament play outside of this period and (2) renewals of current memberships.

7. FISCAL YEAR AND MEMBERSHIP YEAR. The fiscal year shall be the calendar year, running from January 1 through December 31. The membership year starts on the day membership is acquired and ends on the same date one year after membership was acquired.
8. MEETINGS. The election of Directors shall constitute the Annual Meeting. A special meeting of the members shall be called by the President upon written request of one-tenth of the membership age 17 or older, or if considered advisable by the President or a majority of the Board. The President or a majority of the Board shall set time and place of all special meetings and Board of Director meetings, if not previously determined. Director Meetings shall be open to all CSCA members. At any Board of directors Meeting the Directors may vote to go into closed session.
9. QUORUM. A quorum for a Directors Meeting shall be five Directors, or shall be 50% of all current Directors. A quorum for any special membership meeting shall be ten percent of the CSCA members over age 17. There is no quorum requirement for the election of Directors.
10. RULES OF ORDER. Meetings shall be governed by Robert's Rules of Order, newly revised, on

points not covered by these By-laws. No proxies or proxy votes are permitted.

11. AMENDMENTS. These Bylaws may be repealed or amended at any meeting of this association by a two-thirds vote of the Board of Directors, voting in person or by absentee ballot.

Adopted May 20, 2000

Amended October, 2003

Amended September, 2007

Amended July, 2015

Amended April, 2018

Amended December, 2018

Amended May, 2019