

MEETING MINUTES

**CSCA Annual Board Meeting
Unfinished Business Continued from October 1, 2017**

Tuesday, October 31, 2017
New Britain Chess Club
1910 Stanley Street
New Britain, CT

This meeting/continued meeting was scheduled at the direction and request of the CSCA Board of Directors on the Board's exclusive executive authority, following the removal of the CSCA President Jim Celone on October 29, 2017, pursuant to Conn. Gen. Stat. § 33-1112.

The Board's memorandum of removal dismissed the President, effective immediately, and reopened the Annual Meeting of October 1, 2017, which was incorrectly adjourned ahead of the completion of the annual Director elections, which included the former President's election to the Board. The Board's memorandum appointed Director Norman Burtness as Interim Chair with authority to schedule, notice and preside over this meeting of the Board. The primary purpose of the meeting is to complete elections in a manner consistent with the CSCA By-laws and to preserve the integrity of the CSCA.

1. Call to order (New Britain Chess Club)

6:10 PM

2. Notice of Meeting (Mr. Burtness, Interim Chair)

Directors Present:

Norman Burtness
Gert Hilhorst
Alexander Lumelsky
Derek Meredith
IM Jan van de Mortel

Quorum established per Article 9 of the CSCA By-laws (5 Directors required for Quorum).

Directors Absent:

Glenn Budzinski
Jim Celone (expired term)
Bob Milardo (expired term)
CJ Gregory
Rob Roy

Also Present:

Bob Cyr, Historian
CSCA Membership (Luis Delgado, Laurent LaFosse, Suhas Kodali and Kevin Zimmerman)
NBCC Members/Players (non-CSCA members)

Also Absent:

Rick Bauer, Ombudsman

Meeting was called by Interim Chair after the removal of the former President by the Board pursuant to statute. Six Directors (Norman Burtness, Gert Hilhorst, Alexander Lumelsky, Derek Meredith, IM Jan van de Mortel and Rob Roy), a majority of the Board, concurred and authorized the removal of the President and appointed Norman Burtness, Interim Chair to schedule and preside over the meeting. Notice of the meeting was issued October 29, 2017 and posted on CSCA website, as well as emailed to a large portion of known Membership.

3. Reaffirmance and Adoption of Memorandum Removing President Jim Celone, pursuant to Connecticut General Statutes § 33-1112, dated October 29, 2017

Discussion:

Derek Meredith requests a discussion of the basis for removal.

Discussion by *the group* that the By-laws do not provide a removal method for officers and that Connecticut statute applies.

Alexander Lumelsky discusses the substance of Connecticut statute and when he believes it is applicable.

Norman Burtness discusses the need for the Board to step in and schedule the meeting, the procedural need to remove the President to allow the Board authority to schedule the meeting, and the former President's failure to present himself for Director election on October 1.

Mr. Celone's awareness of his Director term expiration is briefly debated by *Derek Meredith, Norman Burtness* and present *Members*.

Jan van de Mortel discusses the events leading up to removal with reference to the October 1 meeting, the former President's failure to hold Director elections, the discovery of the failure to hold elections, the former President's adoption of an "email meeting" without vote or accurate vote, the objections to the "email meeting", the failures to respond to requests for documents and information, the subsequent "email meeting", the former President's recusal, the Vice President's rules for the "email meeting" and "email elections", the exclusion of Membership, the 48 hours notice to Membership to make nominations without actual notice to Membership, the Vice President stepping down for former President to schedule a new meeting, subsequent venue and scheduling disputes between President and Directors to hold a fair election, and other email discussions. Contributions by *Derek Meredith* and *Norman Burtness*.

Derek Meredith states that he telephoned Jim Celone to discuss these and related circumstances with him and suggest or hint at a voluntary resignation by the former

President from his position and the Board for the sake of the Association, the Membership and the Connecticut chess community, but to no avail.

Norman Burtness requests that the Board's October 29, 2017 memorandum be read to Membership and into the meeting record.

Alexander Lumelsky reads Memorandum of Removal of President pursuant to Connecticut General Statutes § 33-1112 into the record before the assembly.

Motion and Vote to Reaffirm and Adopt Memorandum Removing Jim Celone as President:

Norman Burtness moves to reaffirm and adopt the memorandum on the record. *Jan van de Mortel* second.

The Board votes 5-0 to reaffirm and adopt the memorandum.

Present Directors sign the paper copy with concurring emails attached. (Copy attached hereto and made part hereof.)

4. Unfinished Business:

a) Election of Directors

Directors' seats expiring in 2022, which expired October 1, 2017.

Candidates:

Bob Milardo (incumbent)

Jim Celone (incumbent)

Jerry Aiyathurai (nominated by Gert Hilhorst, Director)

Discussion by the group as to Nominations:

Unclear from email trail if other Members were nominated for the Director positions and if any of those Members accepted the nomination. No emails accepting nominations other than the above three candidates were found or presented.

Norman Burtness requests other nominations from Membership. There are no other nominations.

Discussion of Nominees:

Gert Hilhorst discusses the identity and qualification of Jerry Aiyathurai.

Derek Meredith confirms Gert's presentation.

Norman Burtness, *Jan van de Mortel* and *Derek Meredith* discuss the identity and past contributions to the CSCA by Bob Milardo.

Alexander Lumelsky and *Bob Cyr* further discuss Bob's long standing with the Board and knowledge of history and past actions of the Association.

Alexander Lumelsky and *Derek Meredith* present the long service and contributions of Jim Celone as Association President of over 14 years.

Vote for Directors:

Voting Members present: 10. (Per By-laws and October 1 amended definition of Membership.)

Norman Burtness informs the assembly of voting method and rules. Voting Members can vote for Directors. The Nominees will be presented one at a time for a vote.

Members can only vote twice (in favor of only two Nominees). Nominees receiving a majority vote will be elected as Directors.

Membership votes as follows:

Jerry Aiyathurai receives 9 votes.

Jim Celone received 0 votes.

Bob Milardo received 8 votes.

Jerry Aiyathurai and Bob Milardo are elected Directors of the Board until 2022.

b) Election of Officers

Norman Burtness represents that Officer elections on October 1 were procedurally flawed, because Director elections were incomplete. The new Board has the right and responsibility to elect and appoint Officers.

(i) President

Alexander Lumelsky nominates *Jan van de Mortel* for President. *Norman Burtness* second. There are no other nominations for President.

Derek Meredith, Alexander Lumelsky, Luis Delgado, Norman Burtness, Gert Hilhorst and *Laurent LaFosse* discuss and request Jan to accept the nomination.

Jan van de Mortel accepts nomination.

Directors vote 5-0 to elect Jan van de Mortel as President.

(ii) Vice President

Gert Hilhorst nominates Glenn Budzinski for Vice President. *Alexander Lumelsky* second.

Member *Luis Delgado* nominates Suhas Kodali for Vice President. *Derek Meredith* second.

Discussion on whether non-Directors can be officers. *Alexander Lumelsky* suggests based on company structures that President of the CSCA would have to be a Director, but the other Officers do not have this requirement. A permanent absence of the President would require the election of the Vice President to the Board or the election of a new President. Consensus from the Directors present on the issue. The Board agrees that non-Directors can be Officers, with the exception of President.

Brief discussion of the nominees by the assembly, including Glenn Budzinski's role as Vice President in the "email meeting" attempted by former President Jim Celone. Further discussion by the assembly with several Members and Directors expressing their surprise and/or confusion as to Glenn's cooperation or collaboration with CSCA and Jim Celone after repeatedly expressing deep feelings of disapproval of Jim's CSCA leadership over the past several years.

Directors vote as follows:

Glenn Budzinski receives 1 vote.

Suhas Kodali received 3 votes.

Norman Burtness abstaining.

Suhas Kodali is elected Vice President.

(iii) Tournaments Coordinator

Norman Burtness nominates Alexander Lumelsky as Tournaments Coordinator. *Gert Hilhorst* second. There are no other nominees.

Brief discussion on the function of Tournaments Coordinator under former leadership and the original purpose of the position.

Directors vote 4-0 to reelect Alexander Lumelsky as Tournaments Coordinator. *Alexander Lumelsky* abstaining.

(iv) Treasurer

Derek Meredith nominates Gert Hilhorst for Treasurer. *Jan van de Mortel* second. There are no other nominees.

Brief discussion in support of Gert.

Directors vote 5-0 to elect Gert Hilhorst as Treasurer.

(v) Secretary

Derek Meredith nominates Laurent LaFosse for Secretary. *Norman Burtness* second.

Brief discussion of Secretary's duties, the importance of the position and an independent and active Secretary.

Directors vote 5-0 to elect Laurent LaFosse as Secretary.

(vi) Database Secretary

Jan van de Mortel nominates Rob Roy for Database Secretary. *Gert Hilhorst* second.

Brief discussion in favor of Rob, and his acceptance of the position on October 1.

Directors vote 5-0 to elect Rob Roy as Database Secretary.

c) Other Unfinished Business

(i) Treasurer's Report on transfer of financial records

Gert Hilhorst states nothing has been received from Bob Milardo, the former Treasurer. Treasurer is unable to perform his duties without records.

Matter continued to next meeting due to time constraints, and need for further attempt to resolve with Bob Milardo. Motion *Gert Hilhorst*. Second *Derek Meredith*. Vote: 5-0.

(ii) Delinquent Organizers of CSCA

Matter continued to next meeting due to time constraints. Motion *Derek Meredith*. Second *Jan van de Mortel*. Vote: 5-0.

6. Adjournment.

Derek Meredith motion.

Meeting adjourned 7:04 PM.

(Minutes prepared on 10/31/2017 and 11/01/2017 by Alexander Lumelsky, appointed Interim Secretary by and at the request of Norman Burtness, Interim Chair.)