

**AMENDED AND RESTATED BYLAWS  
OF THE  
SOUTHERN ARIZONA CHESS ASSOCIATION**

**I. BOARD OF DIRECTORS**

**A. Eligibility.** Members of the Association living in Southern Arizona are eligible to become Directors. The duties of the Directors will be to see that the business of the corporation is carried out.

**B. Elections and Terms.** The following Director and Officer positions are elected by the Members:

President  
Vice President  
Secretary  
Treasurer  
Four Directors At Large

Elections for Directors and Officers shall take place at the Annual Member Meeting and those elected shall take office immediately following the election. All Directors shall be elected annually for one-year terms.

**C. Prerogatives of the Board.** The Board may create additional Director positions as necessary to accomplish the goals of the Association, and may appoint persons to fill those positions for one year terms. The Board shall appoint an Editor who may be a Director. The Editor shall be in charge of printing and distributing Newsletters, Flyers, Cross Tables and any other printed material necessary for the operation of the Association.

**D. Vacancies.**

If, at any time, a vacancy shall occur in the office of President, Vice President, Secretary, Treasurer or Director At Large of the Board of Directors, such vacancy shall be filled by appointment of the Board of Directors.

**E. Removal of Directors.** Any Director may be removed for cause (any misconduct or dereliction of duty that would bring disrepute to or be detrimental to SACA or to chess in Southern Arizona). A vote of three-fourths of the members is required to remove a Director.

**II. DUTIES OF THE OFFICERS**

**A. President**

1. Preside at all meetings of the Board
2. Appoint all committees

**B. Vice President**

1. Assist the President
2. Preside at meetings in the absence of the President

**C. Secretary**

1. Send notices of the Board and Member meetings
2. Take the minutes of all Board and Member meetings
3. Carry on the correspondence of the Association
4. Maintain the list of Association Members

**D. Treasurer**

1. Collect dues and other payments to SACA
2. Deposit funds collected in bank selected by Board
3. Make disbursements as authorized by Board
4. Maintain accurate records of all financial transactions and furnish a financial report to the Board of Directors at regular meetings and at other times when requested by the Board

**III. DIRECTORS' MEETINGS**

**A. Notice.** The Board of Directors may meet at any time and at any place upon call of the President. The Secretary shall give written notice of the Board meeting at least two days prior to the date of the meeting. Notice may be given by U.S. Mail, facsimile, electronic mail or personal delivery.

**B. Quorum.** Four Directors or one-third of the members of the Board of Directors, whichever is less, shall constitute a quorum for all Board Meetings.

**IV. MEMBERS**

**A. Membership Categories.** The following types of Memberships will be issued:

1. **Regular Memberships.** Any person may become a member upon payment of the annual dues in an amount set by the Board.

2. **Junior Memberships** will be available to persons under 18 years of age upon payment of the annual junior member dues, in an amount set by the Board.

3. **Lifetime Memberships** will be awarded to deserving persons as a means of recognition. Only one of these may be issued in any calendar year. Lifetime Memberships will be considered for any person nominated by any Association member. The Board must unanimously vote in favor of any such nomination before the award can be made.

4. **Service Memberships** will be given to all elected and appointed Officers for the period they perform, to Tournament Directors on the TD staff and other persons providing a service to SACA. Service Memberships will be awarded by the Board of Directors. Memberships of persons receiving Service Memberships will be extended for the period of the Service Membership.

**B. Expulsion of Members.**

In the event that any member of the Association should be found to have engaged in conduct which shall tend to bring the Association or the game of chess into disrepute by three-fourths of the Directors, his membership may be revoked. A revoked membership may not be reinstated without approval of a majority of the Directors.

**V. ANNUAL MEMBER MEETING**

The Annual Meeting shall be held in July of each year, on a date to be determined by the Board. Written notice of each Annual Member Meeting shall be provided to Members no more than 60 but at least 10 days prior to the meeting via U.S. Mail, facsimile, electronic mail or personal delivery. Fifteen Members present at the Annual or any special meeting of the Association shall constitute a quorum for the conducting of business.

**VI. CONFLICT OF INTEREST TRANSACTIONS.**

No contract or other transactions between the corporation and its Directors or Officers or between the corporation and any other corporate firm, association or entity in which its Directors or Officers are members, directors or officers or are financially interested shall be either void or voidable because of the relationship or interest or because the Director or Officer is present at the meeting of the Board or of the committee of the Board that authorizes, approves or ratifies such contract or transaction or because his or their votes are counted for such purpose, if either of the following apply:

1. The fact of such relationship or interest is disclosed or known to the Board or committee thereof which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of the interested Directors; or

2. The contract or transaction is fair and reasonable to the corporation at the time the contract or transaction is authorized, approved or ratified in the light of circumstances known to those entitled to vote on the matter at that time.

Common or interested Directors or Officers may be counted in determining the presence of a quorum at a meeting of the Board or committee which authorizes, approves or ratifies the contract or transaction.

**VII. AMENDMENTS**

These Bylaws may be amended or added to by the unanimous approval of the Directors.

These Amended and Restated Bylaws were adopted by a majority of the Board of Directors at a meeting held on the \_\_\_\_\_ day of \_\_\_\_\_ 2000.

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Robert Giffords  
Secretary