

# 2024 WVCA Business Meeting Minutes

September 14, 2024

## Welcome

President Elijah Schultz welcomed all to the annual WVCA Business Meeting and called the meeting to order.

Secretary-Treasurer Benjamin Good read the meeting minutes from the 2023 WVCA Business Meeting. Bob Greer moved that the meeting minutes be accepted as read. Markle Butcher seconded the motion and it passed unanimously.

Secretary-Treasurer Good read a financial report. John Boylin moved that it be accepted as read. David Hundley seconded the motion and it passed unanimously.

## Old Business

The 2024 Chess Camp in Huntington was canceled due to scheduling conflicts. No donations were made. No plans for a 2025 camp were presented.

Secretary-Treasurer Good gave a report on the attempts to obtain a checking account for the WVCA. United Bank refused to open an account due to a lack of documentation showing that the organization was in good standing with the State of West Virginia and the Internal Revenue Service. Upon further research, it was found that the WVCA had not filed necessary yearly documents with the IRS and that the EIN we had would have been revoked.

Jim Sutherland, a WVCA member and retired accountant, suggested the following course of action:

1. Dissolve the WVCA as a corporation
2. Reconstitute the WVCA as an Unincorporated Nonprofit Association
3. Replace the WVCA Constitution with Articles of Association, replacing any references to the Constitution with Articles of Association
4. Adopt a fixed fiscal year
5. File appropriate applications and documents with the WV Secretary of State for a new Unincorporated Nonprofit Association
6. Prepare a letter designating the Secretary-Treasurer, Benjamin Good, as the person for service of process
7. File for a new EIN from the IRS after completion of the above process
8. Authorize the Secretary-Treasurer and Trustees to close and open any new bank accounts as necessary

## New Business

Bob Greer moved that the WVCA be disbanded as a corporation, reformed as an Unincorporated Nonprofit Association called the West Virginia Chess Association, that the constitution be replaced with Articles of Association (see appendix), the existing Bylaws be kept as-is, and that the officers are charged with filing the necessary applications with the Secretary of State and Internal Revenue Service, with Secretary-Treasurer Benjamin Good designated as the person for service of process. Elijah Schultz seconded the motion and it passed unanimously.

Bob Greer moved that the WVCA Secretary-Treasurer and Trustees be authorized to obtain new savings or checking accounts and close the existing savings account if necessary. David Bruner seconded the motion and it passed unanimously.

Benjamin Good moved that the WVCA sponsor a memorial event to honor Mike Price in the Parkersburg area and that the WVCA will fund the costs for the playing site, even if they exceed the \$130 received in donations. Markle Butcher seconded the motion and it passed unanimously.

## **Election of Officers (WVCA Corporation)**

There was a short discussion regarding the proper election of officers due to the dissolving of the WVCA as a corporation and reformation as an Unincorporated Nonprofit Association. The decision was to hold elections for the officers of the existing entity and hold a separate election for the new entity. The following were the elections for the Corporation.

### **President**

Benjamin Good nominated Elijah Schultz. Charles Adams seconded the motion and it passed unanimously.

Benjamin Good moved that the nominations be closed. David Bruner seconded the motion and it passed unanimously.

There being only one nominee, Elijah Schultz was declared elected by acclamation.

### **Vice President**

Benjamin Good nominated Bob Greer. Elijah Schultz seconded the motion and it passed unanimously.

Benjamin Good moved that the nominations be closed. Elijah Schultz seconded the motion and it passed unanimously.

There being only one nominee, Bob Greer was declared elected by acclamation.

## **Election of Officers (WVCA Unincorporated Nonprofit Association)**

### **President**

Benjamin Good nominated Elijah Schultz. Bob Greer seconded the motion and it passed unanimously.

Benjamin Good moved that the nominations be closed. Markle Butcher seconded the motion and it passed unanimously.

There being only one nominee, Elijah Schultz was declared elected by acclamation.

### **Vice President**

Benjamin Good nominated Bob Greer. Elijah Schultz seconded the motion and it passed unanimously.

Benjamin Good moved that the nominations be closed. David Bruner seconded the motion and it passed unanimously.

There being only one nominee, Bob Greer was declared elected by acclamation.

### **Secretary-Treasurer**

Elijah Schultz nominated Benjamin Good. Luke Garlick seconded the motion and it passed unanimously.

Elijah Schultz moved that the nominations be closed. Markle Butcher seconded the motion and it passed unanimously.

There being only one nominee, Bob Greer was declared elected by acclamation.

## Delegates to the USCF (Primary/Alternate)

Lewis Sanders was nominated as the primary delegate by Bob Greer, seconded by Luke Garlick.

John Boylin was nominated as the alternate delegate by Bob Greer, seconded by Elijah Schultz.

Benjamin Good moved that the nominations be closed. Elijah Schultz seconded the motion and it passed unanimously.

There being only one nominee for each position, Lewis Sanders was declared primary delegate and John Boylin was declared secondary delegate by acclamation.

## Trustees and Appointments

Benjamin Good moved that the current trustees and appointed positions be retained from the WVCA corporation. These appointments are as follows:

Grand Prix Coordinator:	Benjamin Good
Scholastic Coordinator:	Bob Greer
Senior Coordinator:	David Bruner
Webmaster:	Benjamin Good

Elijah Schultz seconded the motion and it passed unanimously.

## Bids for 2025 Championship Tournaments

### State Championship

John Boylin offered to host a 2-day, 5-round event in Huntington.

Benjamin Good moved that the nominations be closed. Elijah Schultz seconded the motion and it passed unanimously.

There being only one bid, the Huntington bid was accepted.

### Action Championship

Benjamin Good offered to host a 6-round event in Grafton, possibly at Tygart Lake State Park.

Markle Butcher moved that the nominations be closed. David Bruner seconded the motion and it passed unanimously.

There being only one bid, the Grafton bid was accepted.

## Dismissal

Benjamin Good moved that the meeting be adjourned. Bob Greer seconded the motion and it passed unanimously.

Respectfully submitted,

Benjamin Good  
WVCA Secretary-Treasurer

# 2024 Financial Report

September 14, 2024

Previous funds available as of September 9, 2023 \$ 5,723.08

## Receipts

Regular Memberships	\$ 946.45
Family Memberships	\$ 38.11
Junior Memberships	\$ 506.34
Donations	\$ 130.00
Interest	\$ 2.78

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**Total** **\$ 1,623.68**

## Disbursements

Grand Prix	\$ 630.00
Website	\$ 55.15
USCF Affiliate	\$ 40.00
WV Business License	\$ 25.00

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**Total** **\$ 750.15**

## Present Funds Available

United Bank Savings Account	\$ 6,496.61
PayPal	\$ 100.00

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**Total** **\$ 6,596.61**

**Net Change** **\$ 873.53**

# Proposed WVCA Articles of Association

## ARTICLE I: NAME

The name of this organization shall be the West Virginia Chess Association, known as the WVCA. It operates as an Unincorporated Nonprofit Association under the laws of the State of West Virginia. It also operates under the provisions of IRS 501(c)(7). Specifically, the Association is organized as a hobby club for recreation, does not provide significant activities to non-members, has no significant unrelated business income, does not discriminate, and all funds are spent to advance the interest of its tax-exempt purposes.

## ARTICLE II: PURPOSE

Its purpose shall be to promote acquaintance, understanding, and fellowship among chess players of West Virginia. It will also conduct state Chess Championships and other chess events the Board of Directors deem appropriate.

## ARTICLE III: MEMBERSHIP AND MEETINGS

1. Membership shall consist of all interested in the game of chess.
2. There shall be the following classes of membership:
  - a. Regular: One year membership for those 21 years of age or older at the beginning of the term.
  - b. Junior: One year membership for those under age 21 at the beginning of the term.
  - c. Family: One year membership for multiple family members in one household.
  - d. Life: Membership for the life of the member.
  - e. Honorary Life: A life membership granted by the members at a Business Meeting.
3. All memberships include full voting privileges.
4. Membership dues are payable in advance. Membership can begin at any time during the Fiscal Year.
5. The Fiscal year shall begin on September 1 of each year and end on August 30 of the following calendar year.
6. Residence outside the state is not a bar to membership; however, it is a bar to holding the title of State Champion. Military personnel and college students who are home on annual leave or summer vacation are eligible for the title so long as prior to their enlistment or enrollment they were residents of the state.
7. There shall be an annual business meeting held, preferably during the State Championship tournament, for the purpose of electing officers and transacting association business. Members are entitled to vote in person.
8. The quorum for the annual business meeting shall be 10 percent of the current membership, excluding Junior Members.

## ARTICLE IV: OFFICERS AND OTHER POSITIONS

1. Officers of this association shall be the President, Vice-President, and Secretary-Treasurer duly elected at the annual business meeting. All terms are for one year with the exception of the Secretary-Treasurer who retains office for 3 years.
2. Only members that are residents of West Virginia and over the age of 17 shall be eligible to hold office or Board memberships. Committee positions can be filled by any member with no requirement on age.
3. The President shall preside at all business meetings, appoint committees, and act as chairman during any meeting of the Board of Directors. The president will call special meetings if needed according to the procedures contained within.
4. The Vice-President shall preside in the absence of the President or act as a designate when requested by the President. The Vice-President shall assume the office if the President if the President resigns or dies, is removed from office for misconduct, or is prevented from executing the duties of that office as a result of disability.
5. The Secretary-Treasurer shall:
  - a. Handle correspondence for the association.
  - b. Record minutes of all meetings (Business, Board, and Special).
  - c. Keep the minutes of the association's business meetings on file.

- d. Collect the dues and monies owed the association.
  - e. Pay all accounts of indebtedness that have been certified for payment.
  - f. Submit a financial report of the association at the annual business meeting.
6. There are a few positions that shall be selected by the board. These positions shall be WVCA Archivist, Webmaster, Grand Prix Coordinator, Scholastic Coordinator, and the Senior Coordinator. These positions can be held by any active member, elected officers not excluded.
- a. The archivist shall keep the WVCA archives, which includes almost all of the WVCA Bulletins, photos and other publications. The archivist shall work closely with the Webmaster to help disseminate some of the historic information contained within. This position length should be for an indefinite period of time.
  - b. The Webmaster shall be responsible for the upkeep and maintenance of the WVCA Website, which includes continued registration of the WVCA domain name: wvchess.org.
  - c. The Grand Prix Coordinator shall run the West Virginia Grand Prix cycle. The Grand Prix Coordinator shall designate Grand Prix events according to the guidelines set in the WVCA Bylaws and tabulate points accordingly. The Grand Prix Coordinator shall be responsible for the prize allocation. This position should be for a full cycle of the Grand Prix.
  - d. The Scholastic Coordinator will organize the WV Scholastic Championship every year.
  - e. The Senior Coordinator will organize a WV Senior Championship every year.
  - f. There is no restriction on any member holding multiple appointed positions.

#### **ARTICLE V: BOARD OF DIRECTORS**

1. The Board of Directors shall consist of the President, Vice-President and Secretary-Treasurer.
2. The Board of Directors shall be charged with the responsibility of running the association meetings. In addition, the Board of Directors shall have authority to:
  - a. Act on issues concerning the WVCA. If an issue comes before the Board, in lieu of consensus among the members, a vote shall be taken. The results of the vote are to be given to the Secretary-Treasurer, who will record them and then submit them to the Webmaster for publication.
  - b. Purchase any items it deems necessary if the value of the items does not exceed \$100. Purchase of any items above this limit would require membership approval at a business meeting. The (1) sponsorship of the State Championship and the WVCA Grand Prix and (2) maintenance of the WVCA Website are the only exceptions to this prohibition.
  - c. Warn, suspend, or expel any member for conduct unbecoming a member or harmful to the purposes of the Association. No member may be expelled except by affirmative vote of two-thirds of the members of the Board of Directors present at a special meeting. Before any member is suspended or expelled, written notice of the charges against him, and of the time and place of the meeting of the board at which they are to be considered, shall be mailed to him at his last known address at least twenty days before the meeting. He shall be given an opportunity to defend and the decision of the Board shall be final.
  - d. Removal of any officer with a two-third vote of the Board of Directors. This shall be done in accordance with provision (c).
  - e. Perform any and all other acts necessary for the operation of the WVCA not specifically denied by this Constitution and its Bylaws.

#### **ARTICLE VI: RULES**

All applicable United States Chess Federation (USCF) rules and current laws of chess shall govern the play at all WVCA tournaments and the issuing of prizes.

#### **ARTICLE VII: AMENDMENTS**

1. The Articles of Association shall be amended by a two-thirds vote by the membership at the annual business meeting. There must be enough members to satisfy a quorum present in order to amend the Articles of Association.
2. The Bylaws shall be amended by the following procedure:
  - a. An amendment to the Bylaws must be approved by a two-thirds majority of the membership at the annual business meeting of the WVCA.
  - b. There must be enough members to satisfy a quorum present in order to amend the bylaws.

#### **ARTICLE VIII: TRUSTEES**

Two trustees are to be elected who will be authorized to sign checks and withdraw funds from WVCA accounts in emergency situations. The term of each trustee is five years. If a trustee must vacate his position before his term expires, a new trustee shall be elected for the rest of the unexpired term at the next business meeting. Trustees must maintain WVCA membership throughout their term.

#### **ARTICLE IX: SPECIAL MEETINGS**

1. Special meetings of the WVCA Board may be called by the President as the need arises with the written agreement of the other members of the Board of Directors. All members of the Board of Directors must be notified of the time and place of the meeting in writing at least one week prior to the meeting. The notice of the meeting will clearly set out an agenda for the meeting. No action will be taken at the said meeting that is not related to an item on said agenda.
2. The Secretary-Treasurer shall take Minutes at all meetings. Copies of the minutes shall be furnished to the Webmaster for public distribution to the membership of the organization.

*Revised: September 14, 2024*