

Minnesota State Chess Association

Annual Membership Meeting
February 14, 2025

Proposed Changes to MSCA Constitution & By-Laws Sean Nagle, MSCA Board Member

Reference	Proposed Change(s) to MSCA Constitution or By-Laws
<p data-bbox="86 392 390 516">Constitution Article IV (Board of Directors)</p> <p data-bbox="86 568 390 692"><i>Requires 2/3rds of votes to be “yes” to change Constitution</i></p>	<p data-bbox="448 368 1812 492"><u>Proposed Amendments:</u> (i) eliminate references to officers, which will be moved to Article V pursuant to the following proposal; and (ii) add description of the Board’s duties that is currently located in Section 5 of Article V. <u>See Appendix 1.</u></p> <p data-bbox="448 545 1787 625"><u>Effect of Change:</u> Improves the organization of the document by discussing the Board in Article IV and officers in Article V.</p> <p data-bbox="448 678 1738 716"><u>Recommendation:</u> The Board recommends membership vote “yes” for this proposal.</p>
<p data-bbox="144 925 332 1049">Constitution Article V (Officers)</p> <p data-bbox="86 1102 390 1226"><i>Requires 2/3rds of votes to be “yes” to change Constitution</i></p>	<p data-bbox="448 792 1806 1139"><u>Proposed Amendments:</u> (i) eliminate description of the Board’s duties, which will be moved to Article IV pursuant to the preceding proposal; (ii) specify the required officers and the manner of their election and removal (currently addressed in Section 3 of Article IV); (iii) permit the Board to elect additional officers as deemed necessary in its discretion (e.g., Tech Coordinator, Scholastic Coordinator, Community Outreach Coordinator, etc.); (iv) provide that no officer other than the President is required to be a member of the Board in order to serve as an officer; and (v) clarify that any two or more offices may be held by the same person. <u>See Appendix 2.</u></p> <p data-bbox="448 1192 1700 1272"><u>Effect of Change:</u> Improves the organization of the document and more accurately describes director and officer roles in the modern-day MSCA.</p> <p data-bbox="448 1325 1738 1363"><u>Recommendation:</u> The Board recommends membership vote “yes” for this proposal.</p>

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Reference	Proposed Change(s) to MSCA Constitution or By-Laws
<p data-bbox="73 372 405 539">By-Laws Article VI, Section 6.2 (Nominating Committee)</p> <p data-bbox="57 594 421 715">Requires > 50% of votes to be “yes” to change By-Laws</p>	<p data-bbox="450 415 1702 496"><u>Proposed Amendment:</u> Replace an erroneous reference to “the annual election of officers” with “the annual election of directors.” <u>See Appendix 3.</u></p> <p data-bbox="450 551 1363 586"><u>Effect of Change:</u> Corrects a drafting error in the document.</p> <p data-bbox="450 636 1740 672"><u>Recommendation:</u> The Board recommends membership vote “yes” for this proposal.</p>

Appendix 1

ARTICLE IV – BOARD OF DIRECTORS

Section 1

The Board of Directors of the MSCA shall consist of five or seven members in good standing and elected at large by the membership.

Section 2

Election shall be by mail ballot or by ballot cast prior to the annual general membership meeting held in conjunction with the Minnesota Open State Chess Championship. Each member who is at least 16 years old and in good standing is eligible to vote.

Section 3

All elected Board members shall be inducted on to the MSCA Board at the adjournment of the annual general membership meeting. ~~Officers of the MSCA shall consist of President, Vice President, Secretary, and Treasurer elected by the Board of Directors at the earliest convenience of the board following the annual general membership meeting.~~

Section 4

Elected members of the Board will serve for a period of two years. Three or Four members are elected each year to fill expired terms and any additional unfinished terms currently vacant.

Section 5

The Board may remove a member of the Board for cause or for negligence of duty. Such removal requires 2/3 vote of the remaining Board members. A member of the Board may resign upon written notification to the Board. The remaining members of the Board may fill vacancies on the Board for the remainder of the term of that vacancy.

Section 6

The duties of the Board shall be to transact the business of the MSCA between general membership meetings, provided that none of its actions conflict with any action taken by the membership. The Board shall arrange for the tournaments and activities as shall promote the purpose of the MSCA. The Board shall vote to ratify membership of all committees.

Appendix 2

ARTICLE V – ~~DUTIES OF~~ OFFICERS

Section 1

Officers of the MSCA shall be elected by the Board of Directors at the earliest convenience of the Board following the annual general membership meeting and shall consist of a President, Vice President, Secretary, and Treasurer, and any other officers as may be deemed necessary by the Board in its discretion. The Board, by a resolution approved by the affirmative vote of a majority of the directors then in office, may remove an officer at any time, with or without cause. An officer may resign at any time upon written notification to the Board. Each officer shall serve until a successor is elected or until the earlier death, resignation, or removal of that officer. Vacancies or new offices shall be filled at the earliest convenience of the Board. Except for the President, no officer shall be required to be a member of the Board in order to serve as an officer. Any two or more offices may be held by the same person.

~~Section 1~~2

The President shall be the presiding officer at all meetings of the MSCA and of the Board. The President shall nominate such committees as shall be approved by the membership or the Board. The President shall exercise active and general supervision over the conduct of the affairs of the MSCA.

~~Section 2~~3

It shall be the duty of the Vice President to assist the President in the discharge of duties, and to perform the same in the absence of the President or the President's inability to perform duties.

~~Section 3~~4

It shall be the duty of the Secretary to keep the minutes of the proceedings of the MSCA and the Board of Directors and to cause all notices of meetings to be given.

~~Section 4~~5

It shall be the duty of the Treasurer to receive all monies and dues owing to the MSCA and to keep the accounts of the same, as well as monies disbursed. The Treasurer shall keep the accounts as the Board may direct and shall make a detailed report of the receipts and disbursements of the MSCA at all meetings.

~~Section 5~~

~~The duties of the Board shall be to transact the business of the MSCA between general membership meetings, provided that none of its actions conflict with any action taken by the membership. The Board shall arrange for the tournaments and activities as shall promote the purpose of the MSCA. The Board shall vote to ratify membership of all committees.~~

Appendix 3

ARTICLE VI – COMMITTEES OF THE MSCA

- 6.1 The President shall nominate committees. Those committees shall be ratified by the Board and duties assigned by the President and the Board.
- 6.2 Nominating Committee: A special committee for the purpose of presenting nominations to the membership for the annual election of ~~officers~~ directors. At a time reasonably in advance, the President shall appoint the committee, and that committee will submit names no later than December 31 preceding the annual meeting. The duty of this committee shall be to present nominees having previously secured agreement from the nominee that they will serve if elected.