

BY-LAWS

OF

GATEWAY CHESS LEAGUE, INC.

**Effective As
Of: March 2, 2020**

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BYLAWS
OF
GATEWAY CHESS LEAGUE, INC.

Article I

NAME AND OFFICES

Section 1.1 Name. The name of the Corporation shall be Gateway Chess League, Inc. (the "Corporation"). The Corporation may also be referred to herein as the "league."

Section 1.2 Principal Office. The principal office of the Corporation in the State of Missouri shall be located in the City of St. Louis or any other place within the State of Missouri as agreed to by a majority vote of the Board of Directors. The Registered Office of the Corporation required by the Missouri Nonprofit Corporation Act to be maintained in the State of Missouri may be, but need not be, identical with the principal office in the State of Missouri, and the address of either office may be changed from time to time as agreed to by a majority vote of the Board of Directors.

Section 1.3 Other Offices. The Corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

Article II

PURPOSES AND RESTRICTIONS

Section 2.1 Purposes. The Corporation shall be organized as a private foundation exclusively to support charitable, educational, religious, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code including, without limitation, to promote interscholastic chess in the St. Louis Metropolitan Area through sponsored competitions.

Section 2.2 Restrictions. No part of the net earnings or other assets of the Corporation shall inure to the benefit of, be distributed to or among, or revert to any Director, Officer, contributor or other private individual having, directly or indirectly, any personal or private interest in the activities of the Corporation, except that the Corporation may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of the non-profit purposes stated in the Articles of Incorporation.

Article III

MEMBERSHIP

Section 3.1 General. The Corporation shall not be a membership association.

Article IV

BOARD OF DIRECTORS; ELECTIONS AND MEETINGS

Section 4.1 Management. The affairs of the Corporation shall be managed, supervised and controlled by a Board of Directors consisting of up to seven (7) persons elected as set forth below. The Board of Directors shall be the “Officers” of the Corporation and hold the duties of Officers prescribed in Article IV.

Section 4.2 Term and Election of Directors. The initial Board of Directors shall consist of four (4) members, who are Sam Kassis, Gabriel Boyd, Howard Granok, and Thomas Rehmeier. Each additional director shall be elected as set forth in Section 4.13. Directors shall hold office until such person’s successor shall have been duly elected and qualified, or if before the expiration of such term, until such person’s death, or until he shall resign or be removed. The Board of Directors may consist of up to a limit of five (5) Full Term Directors and two (2) Directors at Large for a total of seven (7) total members. Full Term directors shall serve two (2) year terms and Directors at Large shall serve a term of one (1) year.

Section 4.3 Removal. Any director may be removed by a majority of the Board of Directors at any time with or without cause.

Section 4.4 Vacancies. A vacancy on the Board of Directors because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors until the following annual meeting in which event the position will be filled by a vote as set forth in Section 4.13. Any Director may succeed himself or herself indefinitely if elected pursuant to Section 4.13

Section 4.5 Annual Meeting. The annual meeting of the Corporation shall be held in September each year before the first Gateway Chess League event occurs, at such time and place as the Board of Directors may determine. Written notice of the annual meeting stating the time and place shall be sent via electronic mail at least seven (7) days before the meeting to each director. Members of the Board of Directors, members of any committee designated by the Board of Directors, or coaches and sponsors as set forth in Section 4.13 may participate in a meeting of the Board of Directors by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at the meeting. At the annual meeting, qualified coaches and sponsors shall elect the Officers and shall transact such other business as the Board of Directors deems appropriate. If, for any reason, the annual meeting is not held, as above provided, a special meeting may be held in lieu of and for the purposes of the annual meeting.

Section 4.6 Special Meetings. A special meeting of the Board of Directors shall be held whenever called by the President or by request in writing by not less than a majority of directors in office. Any and all business may be transacted at a special meeting. Each call for a special meeting shall be in writing and signed by the person or persons making the call, addressed and delivered to the Secretary, and shall state the time and place of such meeting.

Section 4.7 Notice of Special Meeting. Notice of the time and place of each special meeting of the Board of Directors shall be electronically mailed to each director at his or her last known address at least three (3) days prior to the time of such meeting.

Section 4.8 Waiver. Any director may waive notice of any annual or special meeting either before or after such meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except when a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any annual or special meeting of the Board of Directors need be specified in the waiver or notice of such meeting.

Section 4.9 Quorum. Two-thirds ($\frac{2}{3}$) of the incumbent members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 4.10 Manner of Acting. The act of the majority of the directors present at the meeting of the Board of Directors at which a quorum is present shall be the act of the Board of Directors unless a greater number is required under any applicable laws of the State of Missouri.

Section 4.11 Action Without a Meeting. Any action that is required to be or may be taken at a meeting of the Board of Directors, or of any committee of the Directors, may be taken without a meeting if consent in writing, setting forth the actions so taken, are signed by all of the members of the Board of Directors or of the committee as the case may be. The consent shall have the same force and effect as a unanimous vote of a meeting duly held, and may be stated as such on any certificate or document. The Secretary shall file the consents with the minutes of the meetings of the Board of Directors or of the committee as the case may be.

Section 4.12 Committees. The Board of Directors may, by resolution adopted by a majority of the Board of Directors in office, establish one or more committees.

Section 4.13 Qualified Coaches and Sponsors Vote at Annual Meetings. . At the annual meeting, schools sponsoring one (1) or more students who compete in one (1) or more of the Corporation's events are eligible to vote for the Board of Directors. A participating school may designate one (1) voting member to represent the school at the league sponsor meeting. Each member in attendance is limited to one (1) vote at the Annual Meeting. Home schooled students may be represented by one (1) parent or coach, provided the student lives in a school district that does not already have a sponsored team in the league. If the school district does not permit home schooled student to participate in school events, then the parent or coach of that student may be considered a voting member. Schools shall retain voting rights for two (2) years,

renewable indefinitely subject to the following sentence. Schools will lose voting rights should the school fail to compete in league events for two (2) consecutive years. Schools may reapply for voting rights following resumption of participation at the next annual meeting. If a sponsor changes schools, the previous school retains its voting rights but must designate a new sponsor. The sponsor who moved, may only vote at the new school if this school is eligible under the terms of this Section 4.13.

Article V

BOARD OF DIRECTORS; DUTIES AS OFFICERS

Section 5.1 Number and Election. The members of the Board of Directors will hold the following Officer positions of the Corporation: President, Vice President, Secretary, Treasurer, and Head Tournament Director. These Officers will serve for the term of a Full-Term Director as set forth in Section 4.2. Additionally, there may be one or more additional Officers who shall serve as Directors at Large as set forth in Section 4.2. All Officers shall be elected at the annual meeting of the Board of Directors by a majority vote of all present individuals or entities eligible to vote under the terms of Section 4.13, including newly elected members. Where a vacancy occurs in an office, it shall be filled by the Board of Directors until the next annual meeting whereby voting will take place to fill the position as set forth in Section 4.13. Any two (2) or more offices, except the offices of President and Secretary of the Board of Directors may be held by the same person.

Section 5.2 President. The President (also may be called the Chairman of the Board) shall be the chief executive officer, executive director and president of the Corporation. The President shall preside at all meetings of the Board of Directors, shall have the power to transact all of the usual, necessary and regular business of the Corporation as may be required and, with such prior authorization of the Board of Directors as may be required by these Bylaws, to execute such contracts, deeds, bonds and other evidences of indebtedness, leases, and other documents as shall be required by the Corporation; and, in general, the President shall perform all such other duties incident to the office of President and chief executive officer and such other duties as may from time to time be prescribed by the Board of Directors. The President shall have the authority to approve payment by the Treasurer of routine expenses related to tournaments, such as: facilities and equipment rental; security; hiring the tournament director, referees, scorekeepers, and technical support staff; purchasing awards; and updating computer systems. The President shall have the authority to approve additional unplanned expenditures that do not exceed \$500. Such expenses in excess of \$500 shall require the approval of at least one (1) additional member of the Board of Directors.

Section 5.3 Vice President. The Vice President shall execute the duties of the President when the President is unable to serve and perform such other duties as assigned by the Board or the President on its behalf. The Vice President shall act as chief executive officer in the absence of the President and, when so acting, shall have all of the power and authorization of the President.

Section 5.4 Secretary. The Secretary shall record and preserve the minutes of the

meetings of the Board of Directors and all committees of the Board of Directors, shall cause notices of all meetings of the Board of Directors and committees to be given, and shall perform all other duties incident to the office of Secretary or as from time to time directed by the Board of Directors or by the President.

Section 5.5 Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds of the Corporation, shall deposit such funds in such bank or banks as the Board of Directors may from time to time determine, and shall make reports to the Board of Directors as required by the Board. The Treasurer shall see that an accounting system is maintained in such a manner as to give a true and accurate accounting of the financial transactions of the Corporation, that reports of such transactions are presented properly to the Board of Directors, that all expenditures are presented properly to the Board of Directors on a regular basis, that all expenditures are reported to the league sponsors in a Treasurer's Report prepared and provided each fall at the Annual Meeting, that all expenditures are made to the best possible advantage, and that all accounts payable are presented properly for payment. The Treasurer shall further perform such other duties incident to the office of and as the Board of Directors or the President may from time to time determine.

Section 5.6 Head Tournament Director. . The Head Tournament Director shall be responsible for managing and directing the tournaments. The Head Tournament Director shall maintain active United States Chess Federation ("USCF") tournament director status and ensure that the Corporation's events are running according to USCF standards and the Corporation's standards. The Head Tournament Director shall be responsible for organizing, staffing, formatting, maintaining and following rules, and running the USCF tournaments sponsored by the Corporation. In the event that the Head Tournament Director is unavailable for a particular tournament, the President shall designate a suitable USCF certified tournament director for that event. The Head Tournament Director shall ensure that all tournament results have been duly recorded and submitted for rating by the USCF.

Section 5.7 Certification of Amendments to Articles of Incorporation. The President, Secretary and Treasurer, in such order, shall be authorized to prepare, execute and record amendments to the Articles of Incorporation on behalf of the Corporation, and the Secretary shall be authorized to certify said amendments.

Section 5.8 Removal and Resignation. Any Officer or agent may be removed by the Board of Directors with or without cause. Any Officer may resign at any time by giving written notice to the Board of Directors, the President or the Secretary. Any such resignation shall take effect at the time specified therein; and unless otherwise specified therein, the acceptance of resignation shall not be necessary to make it effective.

Section 5.9 Conflict of Interest Policy. Please see the attached Exhibit A.

Article VI

POWERS AND DUTIES OF DIRECTORS

Section 6.1 Generally. The Board of Directors shall manage the business and affairs of the Corporation and shall have all the powers and duties of a Board of Directors under Missouri law. The Board of Directors may from time to time, to the extent permitted by law, delegate any of its power and duties to committees, Officers, attorneys or agents of the Corporation, subject to such limitations as the Board of Directors may impose.

Section 6.2 Powers. Without limiting the general powers of the directors as set forth in Section 1 above, the Board of Directors shall have the power:

- (a) to conduct, manage, and control the affairs and business of the Corporation and to make rules and regulations for the guidance of the Officers and the management of the affairs of the Corporation.
- (b) to appoint and remove at pleasure all agents and employees of the Corporation, prescribe their duties, fix their compensation, and require from them, if advisable, security for faithful services.
- (c) in regard to the Officers, to prescribe their duties, fix their compensation, and require from them, if advisable, security for faithful services, and to appoint interim Officers if there is a vacancy.
- (d) to select or authorize the selection of one or more banks to act as depository of the funds of the Corporation and to determine the manner of receiving, depositing, and distributing the funds of the Corporation and the form of checks and the person or persons by whom same shall be signed, with the power to change such banks, person, or persons signing such checks and the form thereof at will;
- (e) to incur such indebtedness, to pledge such property of the Corporation as collateral and to act as guarantor or surety for others as shall be deemed necessary or appropriate to further the purposes of the Corporation;
- (f) to invest the funds of the Corporation in such manner deemed necessary or appropriate to further the purposes of the Corporation;
- (g) to determine, by majority vote, the per event compensation to be paid to the tournament director, referees, scorekeepers, technical support and any other person working at each tournament whom the Board of Directors desires to compensate.

Section 6.3 Duties. Without limiting the general duties of the directors as set forth in Section 1 above, the Board of Directors shall have the duty:

- (a) to keep a complete record of all its acts and of the proceedings of its meetings and to present a statement at the annual meeting showing the condition

of the affairs of the Corporation;

(b) to supervise all Officers, agents and employees, and to see that their duties are properly performed and that all Officers and employees who handle funds are adequately bonded, if the Board of Directors deems it appropriate;

(c) to cause to be installed or maintained, or both, a system of bookkeeping that shows the receipts, disbursements and operations of the Corporation; and

(d) to authorize the execution by the Corporation of all contracts and other agreements.

(e) to report all expenditures of the Corporation to the Treasurer on a timely basis.

Article VII

CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 7.1 Contracts. Except as otherwise provided or restricted in these Bylaws, the Board of Directors may authorize any Officer or Officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances; and, unless so authorized, no Officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable pecuniarily for any purpose or any amount unless in the ordinary course of business.

Section 7.2 Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 7.3 Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such Officer or Officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by a resolution of the Board of Directors.

Section 7.4 Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select or as may be selected by any Officer or Officers, agent or agents of the Corporation with whom such power may be delegated from time to time by the Board of Directors.

Section 7.5 General and Special Bank Accounts. The Board of Directors from time to time may authorize the opening and keeping of general and special bank accounts with such banks, trust companies or other depositories as the Board of Directors may select and may make such rules and regulations with respect thereto, not inconsistent with the provisions of the

Bylaws. Such accounts shall at a minimum, maintain sufficient funds to conduct the league's business. All accounts shall have at least two co-signatories, which shall include the President and the Treasurer.

Article VIII

INDEMNIFICATION

Section 8.1 Definitions. For purposes of this Article only, the following terms shall have the meanings set forth below.

- (a) "Expenses" include counsel fees.
- (b) "Liability" means the obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan), or reasonable expenses actually incurred with respect to a proceeding.
- (c) "Official" means an individual who is or was a director or Officer of the Corporation or an individual who, while a director or Officer of the Corporation is or was serving at the Corporation's request as director, officer, partner, trustee, employee, or agent of another foreign or domestic business or nonprofit Corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise. An official is considered to be serving an employee benefit plan at the Corporation's request if the official's duties to the Corporation also impose duties on, or otherwise involve services by, the official to the plan or to participants in or beneficiaries of the plan. Official includes, unless the context requires otherwise, the estate or personal representative of an official.
- (d) "Official Capacity" means: (i) when used with respect to a director, the office of director in the Corporation; and (ii) when used with respect to an Officer, the office in the Corporation held by the Officer. "Official capacity" does not include service for any other foreign or domestic business or nonprofit Corporation or any partnership, joint venture, trust, employee benefit plan, or other enterprise.
- (e) "Party" includes an individual who was, is or is threatened to be made a named defendant or respondent in a proceeding.
- (f) "Proceeding" means any threatened, pending, or completed action, suit or proceeding whether civil, criminal, administrative, or investigative and whether formal or informal.

Section 8.2 Authority to Indemnify.

- (a) Except as provided in subsection (d), the Corporation may indemnify an individual made a party to a proceeding because the individual is or was an official against liability incurred in the proceeding if the individual:

- (1) conducted himself or herself in good faith; and
- (2) reasonably believed:
 - (i) in the case of conduct in his or her official capacity with the Corporation, that his or her conduct was in its best interests; and
 - (ii) in all other cases that his or her conduct was at least not opposed to its best interests; and
- (3) in the case of any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful.

(b) The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the official did not meet the standard of conduct described in this Section.

(c) The Corporation may not indemnify an official under this section:

- (1) in connection with a proceeding by or in the right of the Corporation in which the official was adjudged liable to the Corporation; or
- (2) in connection with any other proceeding charging improper personal benefit to the official, whether or not involving action in his or her official capacity, in which the official was adjudged liable on the basis that personal benefit was improperly received by the official.

(d) Indemnification permitted under this section in connection with a proceeding by or in the right of the Corporation is limited to reasonable expenses incurred in connection with the proceeding.

Section 8.3 Mandatory Indemnification. The Corporation shall indemnify an official who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the official was a party because he or she is or was an official of the Corporation against reasonable expenses actually incurred by the official in connection with the proceeding.

Section 8.4 Advances for Expenses.

- (a) The Corporation may pay for or reimburse the reasonable expenses incurred by an official who is a party to a proceeding in advance of final disposition of the proceeding if:

- (1) the official furnishes the Corporation a written affirmation of his or her good faith belief that he or she has met the standard of conduct described in Section 8.2(a);
 - (2) the official furnishes the Corporation a written undertaking, executed personally or on the official's behalf, to repay the advance if it is ultimately determined that the official did not meet the standard of conduct; and
 - (3) a determination by the Board of Directors is made that the facts then known to the Board making the determination would not preclude indemnification under this Article.
- (b) The undertaking required by clause (a)(2) of this Section must be an unlimited general obligation of the official but need not be secured and may be accepted without reference to financial ability to make repayment.
 - (c) Determinations and authorizations of payments under this Section shall be made in the manner specified in Section 7.

Section 8.5 Court-Ordered Indemnification. An official of the Corporation who is a party to a proceeding may apply for indemnification to the court conducting the proceeding or to another court of competent jurisdiction. On receipt of an application, the court after giving any notice the court considers necessary may order indemnification in the amount it considers proper if it determines:

- (a) the officials are entitled to mandatory indemnification under Section 3, in which case the court shall also order the Corporation to pay the official's reasonable expenses incurred to obtain court ordered indemnification; or
- (b) the official is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not the official met the standard or conduct set forth in Section 8.2(a) or was adjudged liable as described in Section 8.2(d) of Article VIII but if the official was adjudged so liable indemnification is limited to reasonable expenses incurred.

Section 8.6 Indemnification of Employees and Agents. The Corporation may, in its discretion, indemnify and advance expenses under this Article to an employee or agent of the Corporation who is not an official, as that term is defined in these bylaws, to the same extent as to an official. The Corporation may also indemnify and advance expenses to an employee or agent who is not an official to the extent, consistent with public policy that may be provided by its articles of incorporation, bylaws, general or specific action of its Board of Directors, or contract.

Section 8.7 Determination and Authorization of Indemnification.

- (a) The Corporation may not indemnify an official under Section 8.2 of Article VIII unless authorized in the specific case after a determination has been made that indemnification of the official is permissible in the circumstances because the official has met the standard of conduct set forth in Section 8.2 of Article VIII.
- (b) The determination shall be made:
 - (1) by the Board of Directors by majority vote of a quorum consisting of directors not at the time parties to the proceeding;
 - (2) if a quorum cannot be obtained under subdivision (1), by majority vote of a committee duly designated by the Board of Directors (in which designation directors who are parties may participate), consisting solely of two (2) or more directors not at the time parties to the proceeding; or
 - (3) by special legal counsel:
 - (i) selected by the Board of Directors or its committee in the manner prescribed in subdivision (1) or (2);
 - or
 - (ii) if a quorum of the Board of Directors cannot be obtained under subdivision (1) and a committee cannot be designated under subdivision (2), selected by majority vote of the full Board (in which selection directors who are parties may participate).
- (c) Authorization of indemnification and evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that if the determination is made by special legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses shall be made by those entitled under subsection (b)(3) of Article VIII to select counsel.

Section 8.8 Insurance. The Corporation may purchase and maintain insurance on behalf of an individual who is or was an official or an employee, or agent of the Corporation, or who, while an official or an employee or agent of the Corporation, is or was serving at the request of the Corporation as a director, Officer, partner, trustee, employee, or agent of another foreign or domestic business or nonprofit Corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against liability asserted against or incurred by him or her in that capacity or arising from his or her status as a director, Officer, employee or agent, whether or not the Corporation would have power to indemnify the person against the same liability under these bylaws.

Section 8.9 Application to General Rights. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which any director, Officer, agent or employee may be entitled.

Article IX

LIQUIDATION

Section 9.1 Liquidation. The Corporation shall use its funds only to accomplish the objectives and purposes specified in these Bylaws. Upon the dissolution of the Corporation, assets shall be distributed to the Missouri Chess Association, provided that such organization complies with the requirements of Section 501(c)(3) of the Internal Revenue Code. To the extent such organization does not comply with such requirements or no longer exists, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article X

AMENDMENT

Section 10.1 Amendment. These Bylaws may be amended or new ones adopted by action of a majority of the Board of Directors.

Article XI

CORPORATE SEAL

Section 11.1 Corporate Seal. The Board of Directors may elect, but are not required, to adopt a corporate seal, which (if one is adopted) shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words "Corporate Seal."

Article XII

FISCAL YEAR

Section 12.1 Fiscal Year. The fiscal year of the Corporation shall begin July 1 and end June 30.

Article XIII

NON-PROFIT CORPORATION

Section 13.1 Non-Profit. This Corporation is a non-profit Corporation. While it may hire and pay employees and contract goods and services in the pursuit of its objectives, no part of its receipts shall be distributed. This Corporation shall conduct its affairs so as to qualify as a private foundation within the meaning of Code sections 509(a)(1), (2), or (3).

Article XIV

EXEMPT ACTIVITIES

Section 14.1 Exempt Activities. Notwithstanding any other provision of these bylaws, no director, Officer, employee or representative of this Corporation shall take any action to carry on any activities by or on behalf of the Corporation which is not permitted by the Code or the regulations thereunder with respect to private formulation. No such action may be taken as may violate the Code or the regulations thereunder.

Article XV

ANTIDISCRIMINATION CLAUSE

Section 15.1 Antidiscrimination Clause. No otherwise qualified individual shall be excluded from participation in, or denied the benefits of, or subjected to discrimination under any programs or activities of this Corporation solely by reason of race, color, creed, sex, national origin or handicap.

Adopted this 2 day of March, 2020.