

American Go Association, Inc.

Unanimous Written Consent in Lieu of Organizational Meeting of Board of Directors

ARTICLES OF INCORPORATION

Pursuant to the provisions of Section 405(b) of the Not-for-Profit Corporation Law of the State of New York, the undersigned, being all the members of the Board of Directors of American Go Association, Inc., a not-for-profit corporation (the "Corporation"), hereby consent to the adoption of the following resolutions by written consent in lieu of a meeting of the Board of Directors of the Corporation:

Resolved, that the By-laws attached hereto as Exhibit A are hereby approved as the By-laws of the Corporation.

In order to give the operations of the former, unincorporated American Go Association correct legal form and status under the new American Go Association, Inc., it is resolved that:

1. For the purpose of managing the Corporation, AGA chapters and members are divided into three geographic regions: Eastern, Central, and Western.
 - a) The Eastern Region includes the following states and territories: ME, RI, VT, NH, CT, MA, NY, PA, NJ, DE, MD, VA, NC, SC, GA, FL, Washington DC, Puerto Rico, and the Virgin Islands.
 - b) The Central Region includes the following states and territories: WV, IA, AR, OH, IL, IN, MI, WI, MN, ND, SD, MT, ID, WY, CO, NV, NB, TN, OK, KS, UT, MO, MS, LA, AL, TX, NM, KY, and AZ.
 - c) The Western Region includes the following states and/or territories: WA, OR, CA, AK, HI, and Guam.

The Board of Directors shall develop policy and guidelines for AGA international membership, procedural and operational issues, e.g. enfranchisement through chapter representation. The Board of Directors, with the consent of the Chapter Representatives Assembly, may modify the regional structure.

2. The AGA Board of Directors shall be an elected body. All AGA officer and committee chair positions are to be filled through appointments by the Board.

3. *Standing Committees.* The Board of Directors shall establish standing committees to carry out the purposes and functions of the Corporation, and the membership of each committee shall be filled by appointment of the Board, or by the President, if delegated by the Board.

4. The Board of Directors shall fill any vacancy among appointed officers if the

remaining term to be filled is greater than one year, except in the case of the President's position, which should be filled if the remaining term is more than six months. All potential candidates shall provide a statement in writing that they have read the AGA By-Laws, and that they are now, and have been, full AGA Members and residents of the U.S. (Region in the case of Regional Vice Presidents) for at least one year.

5. For the purposes of authorizing the Corporation to do business in any state, territory or dependency of the United States or any foreign country in which it is necessary or expedient for the Corporation to transact business, the Board of the Corporation are hereby authorized to appoint all necessary agents or attorneys for service of process, to designate and change the location of all necessary statutory offices and to make and file all necessary applications, certificates, reports, powers of attorney, and other instruments as may be required by the laws of such state, territory, dependency or country to authorize the Corporation to transact business therein.

6. The following Officers will serve until their successors are properly appointed and qualify:

President, Roy Laird
Western Vice President, Lawrence Gross
Central Vice President, Michael Peng
Eastern Vice President, Chen-Dao Lin
Secretary, Susan Weir
Treasurer, Ulo Tamm
Membership Secretary, John Goon
Clubs Coordinator, William Cobb
Publications Coordinator, Chris Garlock
Youth Coordinator, None Redmond
Education Coordinator (vacant)
Tournament Coordinator, Michael Bull
Ratings Coordinator, Paul Matthews
Congress Liaison, Chris Kirschner
Membership Database Manager, Sam Zimmerman
International Go Federation Director, Chen-Dao Lin
Rules Coordinator, Terry Benson
Nomination Committee, Sam Zimmerman

The Board has the discretion to leave the offices of Regional VP vacant.

7. The Board may establish one or more committees, in addition to the standing committees, if the Board deems that they are necessary to develop, implement, and manage long or short term functions, projects, or plans for the Corporation. Each committee so designated shall have their membership stated by the Board in terms of numbers of members, their required status, if any, and length of terms, and, to the extent provided in an organizational document and not restricted by law, shall have and exercise the authority delegated to them by the Board. Designation of such committees and the delegation thereto of authority shall not operate to relieve the Directors of any

responsibility imposed upon them by law. Membership of each committee, unless prescribed by the Board, may include the President and any other AGA members who are deemed suitable by the Board. The Board may delegate authority to the President to form any Committee besides the standing committees. The Board reserves the authority to direct the President to take any lawful and appropriate action regarding the membership or performance of any committee or committee member.

Term of Office. Each member's term shall be defined in the original act of appointment, but shall not exceed two years in any case. Each member of a committee shall continue in office, unless the committee shall be terminated, or unless such member is removed from such committee, or ceases to qualify as a committee member, or such member resigns with appropriate notice.

Rules. Each committee may adopt rules for its own governance not inconsistent with these By-Laws or with rules prescribed by the Board of Directors.

8. Rights of members are defined and limited as follows:

- a) Limited Member. Limited Membership includes participation in the AGA National Computer Rating System and in all AGA-sanctioned tournaments subject to other qualification conditions that might be imposed by tournament organizers.
- b) Full Member. Full Membership shall confer all the benefits of Limited Membership. In addition, Full Members receive a copy of all "full-members-only" publications, may become candidates for U.S. representation in international tournaments, and may become AGA Directors or officers.
- c) Chapter Membership. Chapter Membership shall include a copy of all "full-members-only" publications, which the Chapter Club may circulate to all its AGA or non-AGA members. Chapter Member clubs will also receive an advance copy of the agenda for each Assembly Meeting and an open invitation to attend. Chapters with five or more AGA Full Members are entitled to vote on all major policy matters, whether in person, by proxy, or by mail ballot. Only chapters shall be authorized to sell Limited Memberships.
- d) Membership types, requirement criteria, rights, privileges, and obligations of membership may be revised as provided in the by-laws.

9. The Articles of Incorporation may be amended by the affirmative mail vote of the Individual Members. Counting all votes received within 45 days of ballot mailing, a two-thirds majority of those votes shall constitute adoption.

10. Any and each of the officers of the Corporation is hereby authorized and directed to pay all fees and expenses incident to and necessary for the organization and incorporation of the Corporation. The officers of the Corporation hereby are authorized to file the registration forms required by the New York State Department of Law and New York Department of State, and such other registration forms as may be required by any agency of the State.

11. The officers of the Corporation hereby are authorized and directed to do or cause to

be done any and all such acts and things and to execute and deliver any and all such further documents and papers as such officer may deem necessary or appropriate to carry into effect the full intent and purpose of the foregoing resolutions.

The Board of Directors may separately execute this unanimous consent in two or more counterparts.

2001 AGA Directors

Barbara Calhoun

Jeff Shaevel

Keith Arnold

Lawrence Gross

Terry Benson

Ernest Brown

Roger White

Chen-Dao Lin

EXHIBIT A
By-Laws, American Go Association, Inc.
(Jan 1, 2002)

ARTICLE I: Purposes

The Corporation shall be organized exclusively as a nonprofit, tax-exempt organization under Section 501(c)(4) of the U.S. Internal Revenue Code of 1986, as amended, and shall be operated exclusively for the following exempt purposes: to foster knowledge and appreciation of the *game and* art of "go" (also called "wei chi", "baduk", and "igo") in the United States of America through publicizing the game; to encourage and assist in game activities and education; to promote tournaments, seminars, professional tours, congresses, and improvement of individual game skills throughout the nation; and to encourage intercultural and international goodwill through related activities.

ARTICLE II: Members

Section 1. *Types of Membership.* There shall be two primary classes of membership:

- a) Individual - This membership class shall be open to all persons interested in the purposes of the Corporation. It is further sub-divided into Full Memberships and Limited Memberships, whose entitlements are contained in section 8 of the Articles of Incorporation.
- b) Chapter - Any club or group of players which professes to support the purposes of the Corporation may become a Chapter Member. Each Chapter with five or more Full Members shall designate at least one Chapter Representative, hereinafter referred to as "Representative."

Section 2. *Members' Rights and Responsibilities.* At an Annual Assembly of the Chapter Representatives, known as the Assembly, the Representatives may establish such other criteria for membership or categories of membership, including a schedule of dues, as they deem appropriate, including the rights of the Members in general.

Section 3. *Meetings.* The Assembly shall be held yearly at the U.S. Go Congress. If there is no Go Congress, the Assembly shall meet at an alternative place, time, and date fixed by the Board.

Section 4. *Notice of Meetings.* Notice of the place, date, and hour of the Assembly shall be given to each Chapter Representative by first class mail or by personal delivery, not less than thirty nor more than fifty days before the date of the meeting. Such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid.

Section 5. *Conduct of Meetings.* The President of the Corporation shall preside at all meetings of the Chapter Representatives or, in the absence of the President, an officer appointed by the Board for that purpose. The Secretary of the Corporation shall act as Secretary at all meetings of the Chapter Representatives and all members may attend. The Secretary shall circulate an Agenda approved by the Board to all Chapter Representatives and Officers at least 30 days in advance of such meeting. Robert's

Rules of Order shall govern the conduct of business. If any four Chapter Representatives jointly request Board consideration of a proposal at least 30 days in advance of such meeting, it shall be placed on the next Meeting Agenda.

Section 6. *Quorum.* At all meetings of the Chapter Representatives, a one-fourth majority of the Representatives, weighted by the number of Individual Members of their Chapters, along with any two Board members, whether present in person, by letter, or by proxy, shall constitute a quorum for the transaction of business.

Section 7. *Voting.* At any meeting of the Chapter Representatives, each Representative of a Chapter present shall be entitled to one vote. Chapters will receive additional votes at the ratio of one vote for each ten additional Full Members of their Chapter (rounded to the nearest ten, e.g. 5 to 14 Members - 1 vote, 15 to 24 Members - 2 votes, etc.) Voting by proxy shall be permitted. Upon demand of any person entitled to vote, any vote upon any question before the meeting shall be by ballot.

ARTICLE III: Directors

Section 1. *Powers and Number.* The number of Directors constituting the entire Board shall be not more than nine. If the number of Directors falls below seven, the remaining Directors shall elect replacement(s) within 30 days. The Board shall have the responsibility to appoint as quickly as practicable an interim director to fill vacancies caused by resignation, removal, or death.

Section 2. *Designation and Term of Office.*

a.) Except for the election immediately following adoption of this article, Directors shall be elected individually for a term of two years by weighted vote of Chapter Representatives at the Assembly. Each region shall have two Directors on the Board, and there shall be at least one at-large Director (having no regional affiliation). Regional Directors shall serve staggered terms of two years each, such that one seat is up for election each year. Regional representatives shall be elected only by Chapters within their regions. At-large representatives will be elected by all Chapters.

b.) Each calendar year, nominations shall be made by no later than June 15th. Ballots shall be sent out by no later than July 1st. If there is no US Go Congress or Assembly, the ballots shall be mailed in for counting by no later than August 15th. Directors shall take office on the following January 1st.

For the first election following adoption of this article, the following procedures will apply:

c.) Seven Directors shall be elected by a weighted vote of chapter representatives. These positions shall be filled as follows: two from each region and one at-large position. Starting in January 2003, the top vote getter from each region shall serve a two-year term as a Director. The next top vote getter from each region shall serve a one-year term as a Director. The top vote getter for the at-large position shall serve a two-year term as a Director. Directors shall be at least eighteen years of age and need not be residents of New York State.

d.) In case of a tie between regional contenders in the first election, the following tie-break procedures shall be employed. For subsequent elections the Board is

authorized to adopt whatever tie break procedures are deemed suitable.

- e.) If only two candidates were on the ballot for that region, they shall draw lots during the first Board meeting to decide between them which will serve for two years and which will serve for one year.
- f.) If two candidates tie in a region where more than two candidates are on the ballot, there shall be a recount of weighted chapter votes cast, weighing each vote in proportion to chapter membership.
- g.) Re-weighting of regional votes will also be the preferred tie break method in the at-large election.

Section 3. Meetings.

- a) The Board of Directors shall meet on at least four separate occasions each calendar year, at times and places fixed by the Board (phone meetings may count for this purpose), provided that one of its yearly meetings must be its Annual Meeting which shall be held yearly at and during the U.S. Go Congress. If the Congress is not held for any reason, the Board shall decide by majority vote on an alternative location and hold its Annual Meeting during the month of August, or as soon thereafter as practicable.
- b) *Special meetings.* At any time, unscheduled directors meetings may be called by the Board Chair, or on the written request of not less than two other sitting Directors, or as may otherwise be permitted by law, and notification of such meetings will be sent by the Secretary to the remaining directors and the President. Such notice must include the name of the persons who called the meeting and the stated purpose of the meeting. Any request for such meeting shall state the purpose or purposes of the proposed meeting. Meetings may be held by telephone or video conference call or any other agreed upon electronic means, as directed by the Board of Directors and stated in the notice of meeting.
- c) At the Assembly meeting, the Board shall report to the Assembly the state of affairs of the Association including but not limited to a financial status report, new committee appointments, international agreements, plans for the following year, and such other business, as the Board deems appropriate. Members of the Association whether present at the Assembly or not, may send written inquiries to the Board and the Board shall provide the requested information on a timely basis.
- d) Immediately after the election of any new Directors at the Assembly, the Directors present shall, by simple majority, elect one Director to be the Board Chair who shall serve for one year or until a successor is elected, whichever is later. The Board Chair shall lead and set agendas for all business meetings, as well as be responsible for the overall operations of the Board. A Board Chair may be reelected without limit so long as he/she continues to be reelected as a Director.

Section 4. Notice of Meetings. Notice of the place, date, and hour of the annual meeting shall be given by the Secretary to each Director, Officer, and chapter representative by mail, e-mail, or by personal delivery, not less than ninety nor more than one hundred fifty days before the date of the meeting.

Notice of the place, date, and hour of other meetings shall be given by the Secretary to each Director, Officer, and chapter representative by mail, e-mail, or by personal delivery, not less than fourteen nor more than ninety days before the date of the meeting. Notice of special meetings shall indicate the purpose for which they are called and the person or persons calling the meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

Section 5. *Quorum.* At all meetings of the Board where official decisions are made, a simple majority of the Directors then in office shall be the minimum number required to make official decisions. The Directors may be present in person, by letter, or by proxy. Valid Board meetings may also be held at which fewer than the said majority are present, to otherwise discuss, review, and propose business matters.

Section 6. *Conduct of Meetings.* The Board Chair shall preside at all Board meetings and in his/her absence, the attending Directors shall appoint one person amongst them by simple majority vote to act as Board Chair for that meeting. The Secretary of the Corporation shall carry out that function at all meetings of the Board, but in his/her absence, the presiding Board Chair may appoint any person to act as Secretary of the meeting. All Members may attend Annual Meetings of the Board; all Officers may attend other meetings of the Board.

Section 7. *Voting.* Voting by proxy shall be permitted.

Section 8. *Action by the Board.* If and when the Directors shall severally or collectively consent in writing to any action to be taken by the Corporation either before or after the action is taken, such action shall be as valid a corporate action as though it had been authorized at a meeting of the Directors and the written consents shall be filed with the minutes of the proceedings of the Board of Directors. A Director may participate in a meeting of Directors by a conference telephone or similar communication equipment by which all persons participating in the meeting may hear each other if all participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants. Participation in a meeting pursuant to this Section constitutes presence in person at the meeting.

Section 9. *Compensation.* Directors shall not receive any wage, commission, or salary, except that the Directors may receive reimbursement of expenditures reasonably incurred on behalf of activities for the benefit of the Corporation.

Section 10. *Removal of Directors.* Any Director may be removed for malfeasance, dereliction of duty or irreconcilable conflict of interest by:

- a) An affirmative vote of two thirds of the Directors at a Board meeting in which the vote for removal was included as an agenda item in the announcement of the meeting at least two weeks prior to the meeting or
- b) a vote of at least 60% of all weighted Chapter Representatives. Such vote may be initiated by petition of at least 6 chapter representatives.

Elections may be called to elect a replacement Director for the remainder of the term of the Director removed if there is more than 12 months remaining. If less than 12 months,

the Board may appoint an interim Director until the next election.

Section 11. *Conflict of Interest.* In order to avoid a conflict of interest or the appearance thereof, anyone in a policy or decision making position in the AGA shall recuse himself or herself from any discussion where his or her personal, business, or commercial interests may conflict with the interests of the AGA. Policy and decision-makers may be so instructed by the Board of Directors, with cause, and must provide the Board with information it may request in order to make such a determination. Anyone nominated for such a position in the AGA will inform the Board of any potential sources of such conflicts of interest when they accept nomination. Potential nominees will cooperate with reasonable inquiries the Board may make in order to reach a decision. The Board will render judgment on possible conflicts of interest within 21 days of receiving a written response to any such inquiry. Anyone in such a position within the AGA must inform the Board of Directors of any potential sources of such conflicts of interest whenever such potential sources of conflict arise.

- a) Family members of AGA policy/decision makers may seek AGA employment, subject to Board approval, guidance, and control.
- b) Board members shall recuse themselves from a conflict of interest deliberation if they have an involvement, or apparent involvement, in the case.
- c) The Board of Directors is the sole authority within the Corporation to determine whether a conflict of interest exists and, if so, the appropriate remedy
- d) The Board shall write and publish its policies and requirements regarding the provisions of this section.

ARTICLE IV: Officers

Section 1. *Officers*

- a) The Board appointed officers of the Corporation shall be President, Treasurer, and Secretary.
- b) The Board may appoint such other operating officers to fulfil various duties of the Corporation, including Regional Vice Presidents, as may be needed. Officers whose authority and duties are not prescribed in these by-laws shall have the authority and perform the duties prescribed, from time to time, by the Board. Any two or more offices may be held by the same person, except the offices of President and Secretary and President and Treasurer.

Section 2. *Removal or Resignation of Appointed Officers.* Any appointed officer may be removed from duty by a simple majority vote of the entire Board of Directors. An officer may resign by written notice to the Board. The resignation shall be effective upon its receipt or at a subsequent time specified in the notice of resignation. The Directors shall have power to fill any vacancies in any appointed office occurring for whatever reason.

Section 3. *Compensation.* The President, Vice-Presidents, and Treasurer shall not receive any wages, commissions, or salaries. With the explicit consent of the Board of Directors, the other appointed officers of the Corporation may receive wages, commissions, or salaries for their services. All officers may receive reimbursement of expenditures reasonably incurred on behalf of activities for the benefit of the

Corporation.

Section 4. *President.* The President shall have the powers delegated by the Board to control and manage the affairs and property of the Corporation in accordance with the purposes and limitations set forth in the Certificate of Incorporation. The President shall see that the resolutions and directives of the Board of Directors are carried into effect except in those instances in which responsibility is assigned to some other person by the Board of Directors; and, in general, shall discharge all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors. In those instances in which the authority to execute is expressly delegated by the Board of Directors, the President may execute for the Corporation any contracts, deeds, mortgages, bonds, or other instruments which the Board of Directors has authorized to be executed, and may accomplish such execution either under or without the seal of the Corporation and either individually or with the Secretary, any Assistant Secretary, or any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument.

Section 5. *Vice Presidents.* Vice Presidents are appointed at the discretion of the Board and shall perform such duties as the Board of Directors may prescribe. Should the President be absent or unable to perform his/her duties, the Board may appoint a Vice President as Acting President until a new President is formally appointed by the Board, or it may reassign some or all of the President's tasks or duties to the Vice presidents, or to any other appointed officer that the Board deems capable.

Section 6. *The Secretary.* The Secretary shall attend all meetings of the Board of Directors and the Chapter Representatives and record all votes and the minutes of all proceedings. The Secretary shall give, or cause to be given, notice of all meetings of the Directors and the Chapter Representatives for which notice may be required, and shall perform such other duties as may be prescribed by the President. The Secretary shall execute with the President all authorized conveyances, contracts, or other obligations in the name of the Corporation except as otherwise directed by the Directors.

Section 7. *The Treasurer.* The Treasurer shall have custody of the funds and securities of the Corporation and shall keep full and accurate accounts of receipts and disbursements in records which shall belong to the Corporation, and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall render to the President and Directors, at the regular meetings of the Directors, or whenever they may require it, an account of all his or her transactions as Treasurer of the financial condition of the Corporation. The Treasurer shall at all reasonable times exhibit the books and accounts to any officer or Director of the Corporation, and shall perform all duties incident to the office of Treasurer, and such other duties as shall from time to time be assigned by the President or the Board of Directors. Annually, at a meeting of the Board of Directors, the Treasurer shall present a report showing in appropriate detail: (1) the assets and liabilities of the Corporation as of a twelve month fiscal period terminating not more than six months prior to the meeting; (2) the principal changes in assets and liabilities during that fiscal period; (3) the revenues or receipts of the Corporation, both unrestricted and restricted to particular purposes, for that fiscal

period; and (4) the expenses or disbursements of the Corporation, for both general and restricted purposes, during said fiscal period. The report shall be filed with the minutes of a meeting of the Board. The report to the Board may consist of a verified or certified copy of any report by the Corporation to the Internal Revenue Service or to the Attorney General of the State of New York, which includes the information hereinabove specified. The Treasurer shall, if required by the Board of Directors, give the Corporation such security for the faithful performance of his or her duties as the Board of Directors may require.

Section 8. *Assistant Secretaries.* The Board may appoint an Assistant Secretary or Secretaries, and designate their duties. The Board may assign secretarial duties to any individual.

Section 9. *Assistant Treasurers.* The Board may appoint Assistant Treasurers who shall perform such duties as the Board may prescribe. In the event that the Treasurer is incapacitated, the Board may assign the Treasurer's duties to the Assistant Treasurers, or to any individual that the Board deems competent.

Section 10. *Employees and Other Agents.* The Board of Directors may *hire* from time to time such employees and other agents as the Board shall deem necessary, each of whom shall hold employment at the pleasure of the Board, and shall have such authority and perform such duties and shall receive such reasonable compensation, as the Board may from time to time determine.

ARTICLE V: Contracts, Checks, Bank Accounts, and Investments

Section 1. *Checks, Notes, and Contracts.* The Board of Directors is authorized to select the banks or depositories deemed proper for the funds of the Corporation. The Board of Directors shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts, or other orders for the payment of money, acceptances, notes, or other evidence of indebtedness, to enter into contracts, or to execute and deliver other documents and instruments.

Section 2. *Investments.* The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal, or otherwise, including stocks, bonds, or other securities, as to the Board may determine.

ARTICLE VI: Books and Records

The Corporation shall keep in New York State correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors, Chapter Representatives, and committees, and of the appointment of officers and other actions of the President.

ARTICLE VII: Fiscal Year

The fiscal year of the Corporation shall end on the last day of the month of February unless changed by the Board.

ARTICLE VIII

The corporate seal shall have inscribed thereon the name of the Corporation and the

words "Corporate Seal, New York."

ARTICLE IX: Waiver of Notice

Whenever any notice is required to be given under the provisions of the Act of the State of New York or under the provisions of the Articles of Incorporation or the By-Laws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X: Indemnification and Insurance

The Corporation may, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she, his or her testator or intestate, was a Director, officer, employee, or agent of the Corporation, against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorney's fees, and to purchase insurance therefore.

ARTICLE XI: Amendments

These by-laws may be amended by the affirmative mail vote of the Individual Members. Counting all votes received within 45 days of ballot mailing, a 2/3 majority of these votes shall constitute adoption. The By-Laws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation.