

By-Laws of the South Jersey Umpires Association



Presented by the Bylaws Committee

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Revised and adopted April 1, 2008 by a unanimous vote during a duly authorized meeting with a quorum of members present.

ARTICLE I - NAME

Section 1. NAME. The name of this corporation shall be The South Jersey Umpires Association, Inc., a Not-For-Profit Corporation of the State of New Jersey.

Section 2. OFFICE. The corporation may have offices at such places as the Executive Board may from time to time determine, C/O the Secretary or the Assignor.

ARTICLE II - PURPOSES

Section 1. MISSION STATEMENT: The South Jersey Umpires Association, Inc., a non-profit organization, formed in 1940, will provide baseball and softball umpiring services.

Section 2. PURPOSES. The purposes for which this corporation is organized include, but are not limited to, the following:

- A. To provide umpires for scholastic, recreational baseball and/ or softball in the Burlington County and surrounding areas.
- B. further the interest of amateur sports officials;
- C. maintain the highest standards of sports officiating;
- D. promote the welfare of amateur sports, its' players, administrators, fans, the media, and amateur sports officials;
- E. encourage the spirit of fair play and sportsmanship;
- F. work with organizations and associations connected with sports to further amateur sports and all persons involved with amateur sports;
- G. provide educational materials to advance the skills of amateur officials;
- H. work with sports administrators to provide qualified sports officials to officiate amateur sports.

Section 3. GOALS. The goal of this corporation and each individual member is to:

- A. Always strive to provide the best-qualified, most thoroughly trained umpires for the baseball and softball communities.
- B. Provide exceptional customer service to its leagues, commissioners, fellow umpires and players within the reasonable bounds of the game and as humanly possible.
- C. Respect and uphold the honor of the game by being punctual, professional in all interactions with the games' participants, respectful and mindful of proper conduct.
- D. Elicit the best sportsmanship and professionalism from all umpires, players and coaches.
- E. Ensure mastery of the rules and mechanics, quality, impartiality, fairness and dignity from all concerned, now and into the future.

ARTICLE III - MEMBERSHIP

Section 1, MEMBERSHIP. This corporation shall be comprised of the following persons within the following classes of membership:

- A. **Active:** Comprised of individuals who are duly qualified sports officials who have complied with all the membership requirements of this corporation, who are in good standing, and who officiate athletic contests.
- B. **Inactive:** Comprised of individuals who were formerly duly qualified sports officials (Umpires) who were in good standing when they ceased to be Active Members and who now no longer officiate athletic contests. Inactive members are full SJUA dues only, paying members of this organization who choose not to participate as an umpire.
- C. **Affiliate:** Comprised of individuals or business entities who are not Active or Inactive Members, but who have a special interest in the purposes of this corporation.
- D. **Honorary:** Comprised of individuals upon whom this corporation desires to confer such status according to criteria to be established by this corporation. Criteria are as follows:
 - 1. Has been a member in good standing (Defined as SJUA dues up to date, meeting attendance if not inactive) and has retired from active umpiring.
 - 2. Must have distinguished himself on the field of baseball/softball.
 - 3. Must have distinguished himself in the service of this organization.

Section 2. MEMBERSHIP RESPONSIBILITIES. This corporation may accept individuals for active membership pursuant to criteria established by this corporation, see Section 4,5 and 7. Such applications for membership shall be accepted or rejected by a majority vote of the Executive Board.

- A. Members are independent contractors and will receive no direct payment from this organization while in performance of their duties or otherwise, see Article 12, Section 6. Exception is that officers will receive a stipend for service to the corporation as denoted in Article V, Section 11. Members may be reimbursed overpayments of dues and fees from the corporation.
- B. Members agree by joining the SJUA that they can in no way, hold the officers, membership at large or the corporation liable for any and all injuries; both mental and physical sustained in the performance of their duties as umpires. This includes, but is not limited to, injuries both mental and physical sustained at all SJUA events, travel to and from said events, board functions, or otherwise.
- C. Agree to maintain an active email address for the purpose of communication with the assignor, executive board and membership at large. This listing is considered confidential and not to be distributed to outside entities.
- D. Member agrees to keep his/her schedule updated via computer. Updating should be done on a regular basis as to prevent turn-back of assigned games.
- E. Member agrees to submit a written record of any ejection or on field incidents to executive board within twenty-four (24) hours of the incident. The member will submit the reports to the proper authorities in the time specified as per the NJSIAA regulations. The Secretary will compile these ejection reports.
- F. Agree to abide by these bylaws and submit themselves to disciplinary action if so warranted as outlined in these bylaws.

Section 3. INITIAL UMPIRE CERTIFICATION. All new members (cadets), who desire to umpire baseball, must:

- A. complete, as a minimum, the chapter's four to six (4 - 6) week preparation course before being scheduled to umpire. Course curriculum will include the study of Federation rules, regular baseball rules, field mechanics, and the opportunity to take an Umpire Qualification Test after 1 year of service and continue to be a member in good standing.
- B. In order for a new member to be considered to be in good standing and officiate sub-varsity level Federation games, he/she must complete, as a minimum, the above training curriculum and attain a score of 80% on the umpire qualification test. Additionally, a minimum of one (1) "on-field" scrimmage is mandatory prior to umpiring any regular season game.

Section 4. INITIAL VARSITY CERTIFICATION. Any member who is good standing with the chapter and desires to officiate at varsity level baseball must:

- A. As a minimum, complete the chapter's Umpire Development Program (Cadet Class).
- B. Complete one season as a sub-varsity official, attend a minimum of four (4) chapter meetings to include the chapter's rules interpretation meeting.
- C. Provide a least two (2) references attesting to his/her character.
- D. Successfully pass the National Federation Rules Examination or other comprehensive examination approved by the NJSIAA.
- E. Attend the UANJ (Umpire Association of New Jersey) Federation Umpire Clinic sponsored by the NJSIAA. Cost of the clinic to be borne (paid) by the member.

Section 5. VARSITY RE-CERTIFICATION. Yearly re-certification is required for all Varsity officials. Re-certification is accomplished by attending the chapter's annual rules interpretation meeting (or any NJSIAA conducted rules interpretation meeting/clinic) and successful completion of an annual written rules examination as approved by the NJSIAA. A score of 80% is required to pass. Re-certification is accomplished under the supervision of the chapter's Supervisor of Umpires and will involve completing either Part 1 of the previous year's NHFSA baseball exam or the previous year's NJSIAA state certification exam. The re-certification test must be completed prior to the beginning of the high school baseball season each year. Varsity officials, who fail to take the test and/or score below 80% on Part 1 of the NHFSA examination, will be required to complete Part 2 of the NHFSA. Additionally, varsity officials who do not successfully re-certify will not be scheduled to umpire any varsity level games and will not be permitted to do so until successful re-certification is accomplished.

Section 6. RESIGNATION OF MEMBERS. Any member may resign by filing a written resignation with the Secretary, which resignation shall be presented to the Executive Board by the Secretary at the first meeting after its receipt of the obligation to pay any dues, assessments, or other charges previously accrued and unpaid prior to the receipt of such resignation. Resignations must have an effective date. Once the date of the resignation has passed, the member may not rescind the resignation.

Section 7. REINSTATEMENT OF MEMBERS. Upon written request signed by a former member and filed with the Secretary, the Executive Board may, by affirmative vote of the majority of the Executive Board, reinstate such former member to Active Membership status. Any arrears dues or other financial obligations must be paid in full prior to reinstatement.

Section 8. DUTIES OF MEMBERS. The duties of the individual members are as follows:

- A. Pay all dues and assessments on time and in full. Failure to do so will cause the member to be charged a late fee, lose voting privileges and/or be open to further disciplinary action.
- B. Maintain a professional attitude on and of the field of play.
- C. Keep and maintain a working knowledge of the rules.
- D. Attend meetings.
- E. Support your officers and fellow officials.
- F. Subject themselves to disciplinary action as outlined within this document.
- G. Follow the goals of this organization as outlined in Article II, Section 3.
- H. Submit all paperwork in a timely manner.
- I. Attend the NJSIAA rules meeting or the mandatory SJUA Rules interpretation meeting.

Section 9. GOOD STANDING. A member in good standing is:

- A. An active member who has met the meeting attendance requirements, timely paid the dues, passed the requisite tests, timely paid any fines, penalties and assessments, and has observed and complied with the by-laws of the corporation and all other requirements established by the corporation.
- B. An inactive member in good standing is an inactive member who has paid his SJUA Dues in a timely manner.

Section 10. TRANSFERS. A person may transfer from another organization into the SJUA at the Varsity level provided they can prove Varsity status from the transferee's former association. The transferee must comply with all NJSIAA, SJUA and other requirements as necessary.

ARTICLE IV - MEMBERSHIP MEETINGS

Section 1. MEETINGS OF MEMBERS.

- A. The corporation shall hold no less than ten (10) regular meetings during each fiscal year. There shall be one (1) annual business meeting included in the ten (10).
- B. Special meetings: The Secretary, upon request by any member, may call special meetings of the members from time to time. Such a request for a special meeting shall be written and state the purpose(s) of the proposed meeting. Written notice of a special meeting of the members, stating the time, place, and purpose may be mailed or electronically sent to each member at such address as appears on the books of the corporation, no less than fourteen (14) days before such meeting.
- C. The President and Executive Board will notify members, through the Secretary, of the days and dates of all scheduled meetings. The Executive Board will also notify the members of special "Interpretation and mechanics Meetings." Agendas for all meetings will be issued to the membership. Special instructional classes and recruitment programs will also be prepared for all members' awareness and participation.

Section 2. VOTING. The presence of Fifty percent (50%) of the active membership constitutes a quorum. A majority vote of such members where a quorum is present is necessary to make a decision, except where some other number is required by these by-laws. Neither proxy voting nor mail voting is permitted.

Section 3. MEETING REQUIREMENTS. Each member shall be required to attend the annual SJUA rules interpretation or the NJSIAA Rules Interpretation meeting, mechanics meeting, and three (3) additional regular meetings for a total of five (5). Failure to do so may result in disciplinary action.

ARTICLE V - EXECUTIVE BOARD

Section 1. EXECUTIVE BOARD COMPOSITION. The South Jersey Umpires Association Executive Board shall be comprised of the President, Vice-President, Secretary, Treasurer, Assignor, and the most recent Past President who has served his full elected term. This board shall serve in lieu of a Board of Trustees by making and carrying out policies of the organization.

Section 2. GENERAL POWERS AND DUTIES. The property, business, and affairs of the corporation shall be managed by its Executive Board, The Board may exercise all such powers of the corporation which are not by law, or by the Articles of Incorporation, or by these by-laws, directed or required to be exercised by the members.

Section 3. LENGTH OF TERM. Length of Executive Board term – One two (2) year, alternating as follows: President, Treasurer in one year and Vice President, Secretary, Assignor in the next. Fiscal Year – September 1st to August 31st.

Section 4. NOMINATIONS. Nominations will be taken from the floor. Nominations will open the first (1st) meeting in April and will close the third (3rd) meeting in April.

Section 5. ELECTION OF EXECUTIVES.

- A. Following the expiration of the terms set forth in Section 3 of this Article. Executives will thereafter be elected by the active members of the corporation at the first business meeting in May of those members present, in attendance and in good standing. Newly elected officers will assume office on September 1st.
- B. Election of officers of the Executive Board shall be held annually with all classes of members receiving a written or verbal notice thirty (30) days prior to such election, if possible for the purpose of correcting any deficiencies in their membership status (i.e. settling all delinquent accounts). Notification shall include, but not be limited to, the date of such election, candidates nominated for each office, and the voting status of the member, and deadline for establishing voting eligibility.

Section 6. BALLOTING. Balloting shall be by secret ballot of those active members who are in good standing as of the first meeting in May of each calendar year. Balloting shall take place at the first meeting in May. The Chairman of the Election Committee must receive all ballots. If a tie vote occurs, there shall be another secret ballot immediately by those present at the business meeting. If a tie vote results on this second balloting, the Executive Board shall break the tie by majority vote. In order to ensure the proper quorum should a tie vote occur during initial balloting, the business meeting will not be adjourned and members are to remain present until it is determined that a second ballot is not required. Written notice will be provided to all members informing them of the final election results regardless of how they are determined.

Section 7. REMOVAL OF EXECUTIVE BOARD. Any Executive may be removed by a two thirds vote of the active membership present and on proper notice of a meeting, whenever, in their judgment, the best interests of the corporation will be served thereby. Situations where the Executive may be removed are, but not limited:

- A. Failure to maintain membership in good standing
- B. Criminal act

Section 8. RESIGNATIONS. Any Executive may resign from the Board at any time by giving written notice to the President or Secretary of the corporation. Such resignation shall take effect at the time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. All resignations must have an effective date. An executive may not rescind the resignation once the effective date has passed. A member may resign from the Board and still hold active membership in the association provided he meets all the requirements of a member in good standing.

Section 9. VACANCIES. Vacancies may be filled at the discretion of the Executive Board, unless otherwise noted in this document. If the position is an elected position, except for President, an Active member in good standing from the general membership will be appointed by the Executive Board to finish the term and the position will be subject to the nomination procedures the following year. Current office holders of elected board positions may not be appointed to other elected board positions (No dual office holding) should a vacancy occur.

- a. In the event of a vacancy in the office of the President, an election will be held at a special or regular meeting, whichever is sooner.

Section 10. INFORMAL ACTION. Any action required to be taken at meeting of the Executive Board may be taken without a meeting if agreed to by the Executive Board members. The Board understands that the informal actions are limited and cannot do the following without membership approval.

- A. Dissolve the corporation.
- B. Go into or incur debt.
- C. Major purchases.
- D. Consolidate or merge.
- E. Buy or sell real property.

Section 11. COMPENSATION OF THE EXECUTIVE BOARD.

The Executive Board shall be compensated for their service to the organization in the following manner (See Article VI, Section 10):

- A. To include a cash stipend, association dues, fees and assessments.
- B. All stipends shall be set by the board and approved by the membership by a majority vote of those present.
- C. Appointed Board members (Non-voting) may receive a stipend or other compensation. The Elected Board must approve all appointed board compensation.

ARTICLE VI - OFFICERS

Section 1. ELECTED OFFICERS. The elected officers of this corporation shall be a President, Vice-President, Secretary, Treasurer, and Assignor; to be elected bi-annually by the active members at the first business meeting in May. Each officer shall hold office until the next annual election of the officers or until his/her death, resignation, or removal prior to thereto. Office of the President and Treasurer shall be on one year (Even year) and the office of the Vice President, Assignor and Secretary shall be in the following year (Odd year).

Section 2. QUALIFICATION FOR ELECTED OFFICERS. Only Active members in good standing of the corporation are eligible for nomination and serve as officers.

Section 3. PRESIDENT. The President shall be the Chief Executive Officer of the corporation and shall be responsible for all management functions. He will have executive authority to see that all orders and resolutions of the Executive Board are carried into effect and, subject to the control vested in the Executive Board by statute, by the Article of Incorporations, or by these by-laws, shall administer and be responsible for the overall management of the business affairs of the corporation.

Section 4. VICE-PRESIDENT. There shall be one (1) Vice-President who will be responsible for: Such duties as are individually assigned to him by the Executive Board or by the President of the corporation.

- A. Will assume the President's responsibilities in the President's absence as necessary for the good of the corporation.
- B. Upon the removal, resignation or death of the President, the Vice President shall assume the office of President until an election can be held at a special or regular meeting, whichever will be sooner.

Section 5. SECRETARY. The Secretary will:

- A. Keep the minutes of the meetings of the regular membership and of the Executive Board.
- B. See that all notices are duly given in accordance with the provisions of these by-laws or as required by law.
- C. Have charge of membership records of the corporation.
- D. In general, perform all duties incident to the office of Secretary, and such other duties as provided by these by-laws and as from time to time are assigned to him by the Executive Board or President of the corporation.
- E. Be custodian of the seal of the corporation and the umpire number registry, if applicable.
- F. Handle all ejection reports and submit them to the proper authorities at the proper time.

Section 6. TREASURER. The Treasurer will:

- A. Receive and be responsible for the funds and securities owned or held by the corporation and, in connection therewith, among other things, keep or cause to be kept full and accurate records and account for the corporation; deposit or cause to be deposited to the credit of the corporation all money, funds, and securities so received in such bank or other depository as the Executive Board may from time to time establish; and disburse or supervise the disbursement of the funds of the corporation as may be properly authorized.
- B. Render to the Executive Board at any meeting when asked the financial and other appropriate records on the condition of the corporation.
- C. In general, perform all the duties incident to the officer of Treasurer and such other duties as from time to time may be assigned by the Executive Board or by the President of the corporation.
- D. Will collect from the assignor a report as outlined in Article 6, Section 7k,

Section 7. BASEBALL ASSIGNOR. The Assignor will:

- A. Satisfactorily complete and schedule all available members to games; use good judgment in the assignment of games.
- B. Contact all high schools and independent leagues for the purpose of coordinating assignments.
- C. Schedule and assign games to the membership after reviewing availability/ blocked calendar (using computer assigning software).
- D. Prepare assignment schedules for all members; attend all meetings where assignments are to be dispersed to members.
- E. Inform the Executive Board and members, if necessary, of any incident involving a particular team or fellow member; report all ejections of high school athletes or coaches to the Secretary for action.
- F. Be responsible for the collection of assessments from the leagues and umpires. Prepare written reports to be given to the Treasurer so he may fulfill the obligations set forth in Article VI, section 6.. Prepare and distribute monies for overpayment, travel and any other monetary issue dealing with assigning of games.
- G. Report to the Executive Board any problems with members on missed assignments and as to the reasons; complete other related duties as assigned by the Executive Board or by the President of the corporation.
- H. Communicate with the Treasurer and Secretary with regard to leagues that require umpires.
- I. Not assign officials to games where the league is in arrears of their financial responsibilities to this organization.
- J. Communicate with other organizations should a league be in arrears of their financial obligations to SJUA to inform them of such and try to prevent the offending league from attaining services elsewhere.
- K. Will make a full accounting report to the Treasurer of all assessment monies no later than the end of high school season (June 30th) and independent season (August 30th)

Section 8. PAST PRESIDENT (Ex-Officio). Will be the most recent Past President who completed his full elected term will sit on the board but have no voting privilege.

Section 9. OTHER EXECUTIVE BOARD MEMBERS (SUBORDINATES). The Executive Board may, appoint additional members to serve on the Executive Board, for a one (1) year period. These Executives are not elected by the Body of Members and may include, but are not limited to, the following titles listed below and may not collect a stipend or other benefits without elected board approval and will not have voting privileges:

- A. The Executives, appointed, must review and inform the Elected Officers of any proposed meetings, interpretations, mechanic sessions, or other related information to be discussed with members, recruits, etc., and to gain the full approval of the elected Executive Board.
 - 1 Interpreter(s)
 - 2 Cadet Supervisor(s)
 - 3 Supervisor of Officials
 - 4 Other personnel as deemed necessary by the President

Section 10. COMPENSATION OF OFFICERS. The Executive Board and above executives shall receive an stipend as stated in Article V, section 11 for service to the organization as elected officers as follows:

- A. This does not preclude an officer from serving the corporation in any other capacity and receiving compensation in that capacity. (Example; an Officer may umpire a game and get compensated for that game as an umpire)
- B. Elected executives shall receive all SJUA, Varsity, sub-varsity dues and all game fees/ assessments paid for by the corporation as a stipend. In the case where the Executive holds more than one varsity certification (for baseball and softball), the stipend shall cover both.
- C. The corporation shall pay for any and all forms of liability insurance to protect the board members from legal action. (See Article XI, section 6).

Section 11. CONFLICT OF INTEREST. Board members are cautioned that serving on league boards, school boards of education, college boards, recreation boards, while an SJUA board member may cause an actual or perceived conflict of interest with the organization in any business dealings.

ARTICLE VII - SPECIAL AND STANDING COMMITTEES

Section 1. SPECIAL COMMITTEES. The President, with the approval of the Executive Board, shall appoint such other committees, sub-committees or task forces as necessary to conduct organization business.

Section 2. JUDICIAL COMMITTEE (HARDSHIP, GRIEVANCE & ETHICS). The President shall appoint three non board members to serve as the Judicial Committee.

- A. This group shall hear and decide all charges brought against any member. The members shall serve a one-year term and appointed at the first business meeting of the year.
- B. This group will also hear cases of "Hardship" by members and report to the executive board. This is to be in the strictest confidence at all times.

ARTICLE VIII - BOOKS AND RECORDS

Section 1. LOCATION. The books, accounts, and records of the corporation may be kept at such place or places within the State of Incorporation as the Executive Board may from time to time determine.

Section 2. INSPECTION. The books, accounts, and records of the corporation shall be open to inspection by any member of the Executive Board at all times; and open to inspection by the Active members at such times, and subject to such regulations as the Executive Board may prescribe, except as otherwise provided by statute.

Section 3. CORPORATE SEAL. The corporation may, if the Executive Board decides, have a corporate seal, which shall be used as prescribed by the law of the State of New Jersey.

Section 4. AUDIT. The Treasurer shall audit or cause to have audit, the accounts of the corporation at least once a year and such results provided to the executive Board and made available to the Active members. The Executive Board may also request a certified public accountant to conduct the audit. This audit of all accounts must be completed annually and the report provided to the Active membership at a publicized meeting.

ARTICLE IX - DUES

Section 1. ANNUAL DUES. The Board will determine the amount of an initiation fee, if any, annual dues payable by the classes of members of the corporation as stated in Article III, with the Treasurer and Board approval.

- A. A member in good standing may bring in a prospective member to join the group. Should the prospective member take and complete the cadet program, join the organization and completes at least fifty (50) games cumulative and pays dues for the following season, the member that brought in the "New Member" shall:
 1. Have his SJUA dues paid for by the organization to the maximum of the SJUA dues in the second year. (Does not include Varsity or sub-varsity dues or game assessments)
 2. This is on a per season basis.
- B. All members must keep their current dues and fees up to date. Outstanding dues and fees will cause a late fee to be assessed as determined by the Executive Board and will be referred to the Grievance Committee for disciplinary action pursuant to Article X. Under no circumstances should any member have an outstanding negative balance (Money due the organization) after the last meeting of any year.

ARTICLE X - DISCIPLINE OF MEMBERS

Section 1. GROUND FOR DISCIPLINE. For failure to comply with these by-laws, established authority or regulation of the corporation, or for delinquency in payment of authorized charges, fines, penalties, or assessments, or for any other conduct conclusively established to be contrary to the best interest of the corporation, a member will be fined, placed on probation, or suspended from the corporation for not more than one (1) year, or may be expelled until all obligations financial or otherwise are met or satisfied.

Section 2. NOTIFICATION OF CHARGES. A charged member shall receive written notice by certified mail, return receipt requested, of the charges against his/her, indicating the alleged violation with specific reference to the by-laws provision, rule, or regulation he/she allegedly violated, the specific alleged improper conduct, where and when the alleged improper conduct occurred and the person or entity who filed the charge. Such member shall also be provided at the time with copies of all documents related to the charges, which may be used in prosecuting the charges. He/she shall also be referred to these by-laws with respect to his/her procedural rights.

Section 3. RIGHT OF HEARING. A member charged with any violation shall have the right to be heard in person or by written statement made in his/her own defense before the Judicial Committee. Such right shall be afforded prior to the imposition of any fine, penalty, or any other disciplinary action and a member may seek a personal hearing if this is requested by a member within fourteen (14) days of the date of written notification to him/her of a violation and if the request is made in writing to the member who sent the notification. At the hearing, the person or entity bringing the charges shall be present and both sides may present any information or facts pertinent to the allegation. Each party may ask questions of the other party and each other's witnesses. Legal counsel may be present and fully participate if the corporation is notified at least three (3) days prior to the date of the hearing so that the corporation can have its legal counsel present. The hearing shall be transcribed by the Secretary and audio tape may be used solely for the purpose of ensuring an accurate record of the proceedings. A written decision shall be made and sent to both parties by certified mail, return receipt requested, within fourteen (14) days of the hearing date. A majority vote of the three (3) member Judicial Committee shall determine the decision.

Section 4. FINES. Fines will be imposed on members for infractions of these by-laws and other specific violations such as, but not limited to, turning back games within forty-eight (48) hours of scheduled start time without just cause or missing games without a valid excuse. Monetary and punitive penalties are as follows:

- A. First Offense: Game Fee of game assigned
- B. Second Offense: Game Fee of game assigned
- C. Third Offense: Game Fee and one (1) week suspension from officiating
- D. Fourth Offense: Game Fee and suspension for remainder of season or one month whichever period is greater

For nonpayment of dues/assessments in a timely manner: Fees/ penalties as determined by the Executive Board.

Section 5. APPEAL. Any member suspended by the Judicial (Grievance) Committee shall have the right of appeal to the executive Board by giving its President written notice within seven (7) days of the receipt of the Judicial Committee's decision. The Executive Board shall decide the appeal on the record before the Judicial Committee and on its review of any further written arguments to be submitted by both parties and received by the President no later than fourteen (14) days prior to the date set for oral argument. Notice of the date for oral argument shall be sent by the President no later that thirty (30) days before the date for oral argument. A written decision shall then be made by majority vote of the Executive Board and sent by certified mail, return receipt requested, with in forty-five (45) days of the date on which the oral argument was heard.

ARTICLE XI - INDEMNIFICATION OF OFFICERS, DIRECTORS, AND OTHERS SERVING IN A CORPORATE OR COMMITTEE CAPACITY

Section 1. CIVIL OR CRIMINAL PROCEEDING. The corporation shall have the power to indemnify any member who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a President, Director, Officer, or agent of the corporation, or is or was serving at the request of the corporation as President, Director, Officer, or Agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses, including attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit, proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interest of the corporation, and, with respect to any criminal action or proceeding, had not reasonable cause to believe his/her conduct was unlawful.

Section 2. NEGLIGENCE OR MISCONDUCT. The corporation shall have the power to indemnify any member who was or is a party or is threatened to be made a party to any threatened, pending, completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he/she is or was a President, Director, Officer, Agent of the corporation, or is or was serving at the request of the corporation, partnership, joint venture, trust, or other enterprise against expenses, including attorney's fees, actually and reasonably incurred by him/her in connection with the defense or settlement of such action or suit if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such member shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expense which such court shall deem proper.

Section 3. ATTORNEY'S FEES. To the extent that a President, Director, Officer, or Agent of the corporation has been successfully on the merits or otherwise in defense of any action, suit or proceeding referred to in Article XI, Sections 1 or 2, or in defense of any claim, issue or matter, he/she shall be indemnified against expenses including attorney's fees, actually or reasonably incurred by him/her in connection therewith.

Section 4. DETERMINATION OF INDEMNIFICATION. Any indemnification under Article XI, Sections 1 or 2, unless ordered by a court, shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the President, Director, Officer, or an Agent is proper in the circumstances because he/she has met the applicable standard of conduct set forth in Article XI, Sections 1 and 2. Such determination shall be made:

- A. by the Executive Board by a majority vote of a quorum consisting of members who were not parties to such action, suit, or proceeding
- B. if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested member so directs, by independent legal counsel in a written opinion; or
- C. by the members.

Section 5. EARLY PAYMENT OF EXPENSES. Expenses, including attorney's fees, incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action or proceeding as authorized in the manner provided in Article XI, Section 4 upon receipt of an undertaking by or on behalf of the President, Director, Officer, or Agent to repay such amount unless it shall ultimately be determined that he/she is entitled to be indemnified by the corporation as authorized in this section.

Section 6. INSURANCE. The corporation shall have the power to purchase and maintain insurance on behalf of any member who is or was a President, Director, Officer, or Agent of the corporation, or is or was serving at the request of another corporation, partnership, joint venture, trust or another enterprise against any liability asserted against him/her and incurred by him/her in any such capacity or arising out of his/her against such liability under this section.

Section 7 INSURANCE FOR THE MEMBERSHIP. The corporation shall have the power to purchase insurance for any and all members who are varsity and sub-varsity officials to protect them, players, leagues and the corporation in the due performance of their duties.

- A. Cadets who umpire are liable for the current and the following year dues; this is to pay for the current year and following year insurance premium and done so as a courtesy.
- B. Any member may purchase additional coverage at their own expense through their own private carrier or additional policy.
- C. Varsity members must keep their dues current in order to maintain proper insurance coverage.
- D. This is offered as part of the dues structure to the Association and done as a convenience to the membership and is not meant to form an employer/ employee relationship.

Section 8. MISCELLANEOUS. The indemnification provided by the Section shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote or members or disinterested Presidents, Directors, or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office, and shall continue as to a member who has ceased to be a President, Director, Officer, or Agent and shall inure to the benefit of the heirs, executors, and administrators of such member.

ARTICLE XII - MISCELLANEOUS PROVISIONS.

Section 1. FISCAL YEAR. The fiscal year of the corporation shall begin on September 1st and end on the 31th day of August in each calendar year.

Section 2. DEPOSITORIES. The Executive Board and an officer designated by the Executive Board shall appoint banks, trust companies, or other depositories in which shall be deposited from time to time the money or securities of the corporation.

Section 3. CHECK, DRAFTS, AND NOTES. All checks, drafts, or other orders for the payment of money and all notes or other evidences of indebted issued in the name of the corporation shall be signed by such officer(s) or agent of agents as shall from time to time be designated by resolution of the Executive Board or by an officer appointed by the Executive Board. All checks issued for payment will require 2 signatures; that of the President and Treasurer.

Section 4. CONTRACTS AND OTHER INSTRUMENTS. Except as otherwise provided in the by-laws, the Executive Board may authorize any Officer, Agent or Agents, to enter into any contract or execute and deliver any instrument in the name and on behalf of the corporation and such authority may be general or confined to specific instances.

Section 5. GIFTS. The Executive Board may accept on behalf of the corporation any contribution, gift, bequest or device for the general purposes or for any special purpose of the corporation.

Section 6. STATUS OF MEMBERS. All members of the corporation are independent contractors in their officiating capacities and not employees of the corporation, or of any Officer of the corporation, or of any other person or entity for which the members work as officials. All members of the corporation recognize this status and understand that the corporation, not its Officers, is the employer, and therefore, the members may not collect workman's compensation from the corporation or any other person or entity for injuries sustained while officiating.

Section 7. LEGAL COUNSEL. The legal counsel to the corporation can be selected and approved by the Executive Board. Legal counsel may be changed from time to time by a majority vote of the Executive Board.

Section 8. AMENDMENT OF BY-LAWS. These by-laws may be amended or repealed by a two-thirds vote of the active members in good standing present at annual business meeting of the corporation duly called and regularly held provided notice the proposed changes have been sent in writing or distributed to the active members thirty (30) days before such a meeting. Amendments may be proposed by the Executive Board on its own initiative, or upon petition of twenty-five (25) active members, which shall be addressed and delivered, to the Executive Board. The executive board shall present all such proposed amendments to the Active members with or without recommendation.

Section 9. PROCEEDINGS. All regular meetings and any discrepancies or omissions of this document is governed/ resolved in accordance of the latest edition of Robert's Rules of Order Revised.