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# CALIFORNIA BASEBALL UMPIRES ASSOCIATION

## BY-LAWS

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25 Feb 2021



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## **BY LAWS**

### **CALIFORNIA BASEBALL UMPIRES ASSOCIATION**

## **ARTICLE I: NAME**

### **Section 1. Name**

The name of the organization shall be the California Baseball Umpires Association (CBUA), an unincorporated non-profit association, hereinafter referred to as the "CBUA".

### **Section 2. Purpose**

The purposes for which CBUA is organized include, but not limited to, the following:

1. Uphold, encourage and promote high ethical standards among the institutions, spectators, coaches, and officials involved in high school baseball.
2. Provide a high quality instructional program in the training, preparation, and development of high school baseball officials.
3. Encourage a thorough knowledge of the rules among persons involved in baseball and promote high ethical, professional attitudes and standards among the members of the units.
4. Provide a forum for the member units at which they may air issues that may be peculiar only to that member unit, but may ultimately affect the Council as a whole, or any of the other member units individually.
5. Provide advisory support for member units whose particular problem may ultimately affect the Council, as a whole, or any of the other member units individually.
6. To advise and help member units in the recruitment, and retention of officials.

## **ARTICLE II: ORGANIZATION**

### **Section 1. Organization Definition**

This CBUA shall be comprised of the Presidents, Instructional Chairs, and Secretaries from those baseball units located in certain geographical areas within California recognized and formed for the purpose of providing an instructional program for increasing the proficiency in the knowledge of the rules and mechanics for officiating the sport of baseball.

### **Section 2. Definition of Positions and Duties**

#### Section 2.1 Officers

The Officers of the CBUA shall consist of a President, Secretary-Treasurer and the Executive Board. The CBUA may also appoint, at the discretion of the Executive Board, one or more assistant secretaries, one and other such officers as may be appointed in accordance with the provisions of Section 3 of the Article. One person may hold the office of Secretary and Treasurer. All Officers and appointees shall be a member in good standing with their prospective Units.

#### Section 2.2 Tenure of Office

The Officers of the Executive Board shall hold office for a period of three (3) years until he or she shall be removed or otherwise be disqualified to serve or his or her successor shall be elected. Officers may be elected for successive terms to the same position. The Secretary-Treasurer shall be appointed by the Executive Board and may serve successive terms.

#### Section 2.3 Subordinate Officers

The Executive Board may appoint other such officers as the business may require, which of whom shall hold office for and to have such authority and perform such duties as the Executive Board may from time to time determine necessary. They shall not be voting members of the Executive Council. They shall be an active member in good standing from one of the member units.

Section 2.4 *Removal and Resignation*

Any officer may be removed, with cause, by the Board of Directors at any regular or special meeting, by a two-thirds majority vote of the quorum.

Any member elected as a CBUA Officer shall execute a signed personal background document attesting to the standards as defined by Article IV, Section 6 of the CBUA Bylaws.

Any officer may resign at any time by giving written notice to the Executive Board, the President, Vice President, or to the Secretary-Treasurer of the CBUA. Any such resignation shall take effect at the date of this notice or any later specified time; and, unless otherwise specified, the acceptance of this resignation shall not be necessary to make it effective.

Section 2.5 *Vacancies*

A vacancy in any elected office shall be filled by appointment by the President with approval of the Executive Board and shall serve until the next election. Other vacancies not elected shall be appointed by the President, with approval of the Executive Board, and may be made a provisional appointment.

Section 2.6 *Duties of the President*

The President is subject to such supervisory powers as may be given to the Executive Council and Executive Board; The President shall have supervision, direction, and control of the business and officers of the CBUA. He shall preside at all Executive Council meetings and shall be an ex-officio member of all standing committees. He shall be impartial and a conscientious arbiter of discussion and debate. He shall insist on fairness in the actions of the member unit representatives. He shall submit, to the Executive Council at each biannual meeting, a report concerning the business of the Executive Board and the CBUA.

Section 2.7 *Vice President*

The President shall choose a Vice President, from the Executive Board, who in the absence of the President shall perform the duties of the President, and when so

acting, shall have all the powers of, and is subject to, all restrictions upon the President. The Vice President shall have other such powers and perform such other duties as may be prescribed by the Board of Directors and the Executive Board.

Section 2.8 Secretary-Treasurer

The Secretary-Treasurer shall serve as the Chief Financial Officer of the CBUA. The Secretary-Treasurer shall keep and maintain or cause to be kept and maintained, adequate and correct accounts of the business transactions of the CBUA, including accounts of assets, liabilities, receipts, disbursements, gains, losses, capital and surplus. The books of account shall be at all reasonable times open to the inspection by any member unit representative or officer. He or she shall submit at the request of the Executive Board, all bills for approval prior to issuing payments.

He or she shall submit the financial records of the CBUA for review at the end of the season and for audit at the end of the fiscal year.

The Secretary-Treasurer shall deposit all dues and monies collected in the name, and to the credit of, the CBUA with such depositories as may be designated by the Executive Board.

He or she shall disburse the funds of the CBUA only as may be ordered by the Executive Board.

He or she shall render to the President, Executive Board and the Executive Council, whenever they request it, an account of his or her transactions as Chief Financial Officer and of the financial condition of the CBUA and shall have other powers and perform such other duties as may be prescribed by the Executive Board and Bylaws.

He or she shall submit for review an annual proposed budget at the Winter Executive Council Meeting and meet with the Audit Committee at the end of the year to have his or her records reviewed prior to the year-end report.

The Secretary-Treasurer shall keep, or cause to be kept a book of minutes of all meetings of the Executive Council and Executive Board. The time and place of

holding, whether regular or special, and if special, how authorized, the notice thereof given, the names present at meetings shall also be recorded.

The Secretary-Treasurer shall keep, a member register, or other duplicate member register, showing the names of the member units and all their numbers and their addresses.

The Secretary-Treasurer shall give or cause to be given, notice of all of the regular meetings of the Executive Council and perform such other duties as may be prescribed by the President, the Executive Board, the Executive Council, and/or the Bylaws.

The Secretary-Treasurer shall be present at committee meetings as prescribed by the Bylaws of the CBUA.

#### Section 2.9 Non-Voting Positions

Any positions appointed by the President and or the Executive Board are non-voting positions.

#### Section 2.10 Instructional Chairperson

The Instructional Chair shall be responsible for the procurement of the classroom training materials to be used by the member units in their respective training classes. He or she shall assist the member units in their instructional program if necessary. He/she shall answer inquiries addressed to the CBUA regarding umpiring mechanics, rules, or interpretation of rules.

He or she shall report to the Executive Board any information pertinent to the rules interpretation and on other matters closely connected to baseball. The Executive Board shall at all times have the final jurisdiction over procedure to be used in the Instructional Program for the CBUA.

The Instructional Chair shall be a member in good standing of a member unit and shall serve for a period of one year. He or she shall be appointed by the Executive Board and serve at the discretion of the Executive Board. He or she may serve for



successive terms. He or she shall be a subordinate officer as described in Article VI, Section 3 of the Bylaws

Section 2.11 Assistant Instructional Chairperson

The Executive Council may from time to time, determine a need for an assistant to the Instructional Chair. If so appointed, this assistant shall report to the Instructional Chair and assist him in all phases of the instructional program deemed necessary by the chairman. He shall serve for a period of one year and will be nominated by the Instructional Chair and approved by the Executive Board. He or she may serve for successive terms. He or she shall be a member in good standing of a member unit and shall be a subordinate officer as defined in Article VI, Section 3

Section 2.12 Assistant Secretary-Treasurer

The Executive Council may from time to time, determine a need for an assistant to the Secretary- Treasurer. If so appointed, this assistant shall report to the Secretary-Treasurer and assist him in such phases as the Secretary-Treasurer deems necessary by the Secretary-Treasurer or the Executive Board. The Executive Council and Executive Board shall at all times have the final determination in areas outside the responsibility of note and minute taking that this assistant shall undertake. He shall serve at the pleasure of the Executive Board and will be nominated by the Secretary-Treasurer and approved by the Executive Board. He or she may serve for successive terms. He or she shall be a member in good standing of a member unit and shall be a subordinate officer as defined in Article VI, Section 3.

**Section 3. DIRECTORS-MANAGEMENT**

Section 3.1 Powers

Subject to the limitations, if any, in these Bylaws, all CBUA powers shall be exercised by or under authority of, and the business and affairs of this CBUA shall be controlled by a Board of Directors. This Executive Council will choose six (6) members to serve on an Executive Board which shall exercise general supervision of the CBUA. The elected officers shall serve with this group and together they will

conduct the matters contained in these Bylaws. They shall promulgate Bylaws, Rules and Regulations under terms and provisions further contained in these Bylaws. The members of this Executive Board may serve as the Chair of the various standing committees.

Section 3.2 Number

The authorized number of members of the Board of Directors from each member unit shall be three (3) defined in Article II. In the event these directors are unable to attend the meetings of the Executive Council, members from the unit's board of directors shall be designated substitutes.

Section 3.3 Tenure of Office

Each Director shall be elected from his or her own baseball unit and shall hold office until the expiration of the term for which elected.

## **ARTICLE III: MEMBERSHIP**

**Section 1. Eligibility**

Membership in the CBUA shall be available to groups of high school baseball umpires who are interested in officiating high school baseball contests provided they fulfill the following obligations of membership.

1. Be an organized group of high school baseball umpires organized with its own officers, Constitution and/or Bylaws. It may be incorporated or unincorporated.
2. Apply for formal recognition by the CBUA.
3. Not be organized with overlapping boundaries of similar umpiring units who are members of the CBUA.
4. Have a Constitution and/or Bylaws that may be more stringent, but not less stringent than the requirement set forth in the CBUA Bylaws and Policy and Procedure Manual.
5. Acknowledge and abide by these Bylaws and to all Articles governing the Unit's relationship to the CBUA.

6. Maintain payment of established dues at the time and in the amounts as dictated by the Executive Board of the CBUA.
7. Use and provide for its members, the instructional materials as provided by the Board of Directors and as distributed through the Instructional Chair of the CBUA. Each unit's instructional program must include an on field clinic prior to the first federation sanctioned practice games. (P&P)
8. Have a least one director, or authorized substitute in attendance at each of the biannual meetings of the Executive Council.

## **Section 2. Withdrawal**

Any member unit may withdraw its membership by filing a written letter of withdrawal with the Secretary-Treasurer of the CBUA. Such withdrawal shall not relieve the member unit of the obligation to pay dues, assessments, or other charges previously accrued and unpaid prior to the receipt of such a withdrawal letter.

## **Section 3. Status of Member Units**

**ALL officials of their member units are independent contractors in their officiating capacities.** Neither units, nor the individuals in said units are employed by the CBUA or any officer of the CBUA.

All member units and individuals in said units recognize this status and understand that neither the CBUA, nor its officers, nor unit representatives are employers; and therefore, the individuals in said units may not collect worker's compensation from the CBUA or any person or entity for injuries sustained while officiating.

## **Section 4. Good Standing**

A member unit in good standing is a unit who has met the membership requirements of the CBUA, paid the dues before the official start of the current CIF season, timely paid any fines, penalties and assessments and has observed and complied with the Constitution and Bylaws of this CBUA and all other requirements established by the CBUA. The member unit is also to maintain accreditation in the CIF-State Officials Association Accreditation Program.

## **ARTICLE IV: MEETINGS**

### **Section 1. General**

Meetings shall be held by the Executive Council biannually prior to the baseball season (Winter meeting) and following the baseball season (Spring meeting) at times and locations determined by the Executive Board.

### **Section 2. Special Meetings**

A special meeting of the Executive Council may be called at any time by the President, Executive Board, or by a majority of the Executive Council.

If a special meeting is called by the Executive Council the request shall be in writing, specifying the time of such a meeting and the general nature of the business to be transacted and shall be delivered personally to or sent by registered mail or by electronic means to the President, Vice President, or the Secretary-Treasurer of the CBUA. The officer receiving the request shall cause notice to be promptly given to all member units currently in good standing that a meeting will be held at the time requested by the person or persons calling the meeting, not less than twenty (20) and no more than thirty (30) days after the receipt of the request.

### **Section 3. Special Meeting Notice**

The notice of special meetings shall be sent by electronic means to the President of all member units at the address of that unit appearing on the books of the CBUA. This notice shall specify the date, place and hour of the meeting and general nature of the business to be transacted. The notice of any special meeting at which officers are to be elected shall include the name of any nominees whom at the time of the notice, the Executive Council intends to present for election.

#### **Section 4. Executive Board Meetings**

The Executive Board shall meet at least two (2) times, separate from the Board of Directors, from its election in June until the next Winter Meeting of the Executive Council and any other time necessary, as called by the President, to conduct the necessary business of the CBUA. These meetings are open to any member of the Board of Directors. The Board of Directors may call a meeting and inform the Secretary-Treasurer to inform all members of the Executive Board and Executive Council. The President shall be the Chair of the Executive Board. The Vice President would act as the President if the President is unable to attend. The President would only vote in case of a tie.

#### **Section 5. Quorum**

The presence of fifty percent (50%) of the Board of Directors in good standing shall constitute a quorum for the transaction of business. A quorum shall be required for all meetings at which any vote is to be taken. A majority vote of the Board of Directors members where a quorum is present is necessary to make a decision unless otherwise specified herein.

A Quorum for an Executive Board Meeting would be four (4) members

#### **Section 6. Adjourned Meetings**

Any meeting, regular or special, whether or not a quorum is present, may be adjourned from time to time, by the vote of the majority of the members represented at that meeting. No other business may be transacted at that meeting.

## **ARTICLE V: ELECTION – OFFICERS**

### **Section 1. Nominations**

At the final meeting of the incumbent President's expiring term nominations for the President will commence with nominees from the several member units. All nominees shall be members in good standing in a member unit.

Any Executive Board members' term that expires will commence with nominees in a separate election. A member may run simultaneously for President and Executive Board, but may only be elected to one office. Only one member from any active unit may serve on the Executive Board.

### **Section 2. Elections**

Elections shall occur by roll call vote or by ballot (written or electronic), with those receiving a majority of votes elected. **Each unit shall have only one vote.**

Active member units in good standing shall be the only units entitled to vote at any meeting of the Board of Directors. In case of a tie vote for officers, the Executive Board will vote to break the tie using a ballot (written or electronic).

### **Section 3. Term of Office**

The Board of Directors President term shall be two (2) years, while the Executive Board Members terms shall be three (3) years. Members may be re-elected. Two Executive Board members shall be elected in each successive year unless vacancies occur. No more than one member from any unit may be on the Executive Board and as President.

### **Section 4. Assumption of Office**

These new officers shall assume office at the beginning of the next fiscal year.

## **ARTICLE VI: INDEMNIFICATION OF OFFICERS, DIRECTORS, AND OTHERS SERVING IN A CORPORATE OR COMMITTEE CAPACITY**

### **Section 1. Civil or Criminal Proceedings**

The CBUA 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 CBUA) by reason of the fact that he or she is or was a unit representative, officer, or agent of the CBUA or is or was serving at the request of the CBUA as a director, officer, or agent of another Corporation, partnership, joint venture, trust or other enterprise against expenses, including attorneys fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the CBUA, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

The termination of any action, suit, or proceeding by a judgment, order, settlement conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the CBUA, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was lawful.

### **Section 2. Negligence or Misconduct**

The CBUA shall have the power to indemnify and the unit representative who was or is a party or is threatened to be a party to any threatened, pending or completed action or suit by or in the right of the CBUA to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, or agent of the CBUA, or is or was serving at the request of the CBUA as a director, officer, or agent of

another corporation, partnership, joint venture, trust, or other enterprise against expenses, including attorneys fees, actually and reasonably incurred by him or her on connection with the defense or settlement of such action or suit if he or she reasonably believed to be in or not opposed to the best interests of the CBUA and except that no indemnification shall be made in respect of any claim, issue or matter as to which such representative shall have been adjudged to be liable for negligence or misconduct of the performance of his or her duty to the CBUA unless and only to the extent that the court in which such attention 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 expenses which court shall deem proper.

### **Section 3. Attorneys Fees**

To the extent that a unit representative, officer or agent of the CBUA has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 or 2, or in defense of any claim, issue or matter, he or she shall be indemnified against expenses including attorneys fees, actually and reasonably incurred by him or her in connection therewith.

### **Section 4. Determination of Indemnification**

Any indemnification under Section 1 or 2, unless ordered by a court, shall be made by the CBUA only as authorized in the specific case upon determination that indemnification of the unit representative, officer or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 1 or 2. Such determination shall be made:

By the Executive Council majority vote of a quorum consisting of unit representatives who were not parties to such action, suit or proceeding

### **Section 5. Early Payment of Expenses**

Expenses, including attorneys fees, incurred in defending a civil or criminal action, suit, or proceeding may be paid by the CBUA in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in Section 4 upon receipt of an undertaking by or on behalf of the unit representative, officer, or



agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the CBUA as authorized in this Section.

### **Section 6. Insurance**

The CBUA shall purchase and maintain insurance on behalf of the CBUA for any liability arising out of the function of the CBUA and or the liabilities asserted against the Officers of the CBUA, Such insurance, its coverage and cost, shall be approved by the Executive Board.

### **Section 7. Miscellaneous**

The indemnification provided by this Section shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of the Executive Council or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to unit representative, officer, or agent and shall inure to the benefits of heirs, executors, and administrators of said unit representative, officer or agent.

## **ARTICLE VII: MISCELLANEOUS PROVISIONS**

### **Section 1. Fiscal Year**

The fiscal year of the CBUA shall end on the 30th day of June in each year.

### **Section 2. Robert's Rules of Order**

*Robert's Rules of Order* of Parliamentary Procedure shall serve as a guide in the conduct of business for the CBUA, in all cases to which they are applicable and in which they are not inconsistent with the Constitution and Bylaws and special rules of order the Executive Council may have adopted.

## **ARTICLE VIII: AMENDMENTS**

These Bylaws may be amended, repealed, or revised by a two-thirds majority vote of the Executive Council represented by those units in good standing at any meeting duly called. Notice of such proposed changes must be sent, in writing, to the member units thirty (30) days before such meeting.

Amendments may be proposed by any member in good standing of any member unit in good standing on the Executive Council. Amendments may also be proposed by any group of unit representatives in good standing.

All such proposed amendments shall be reviewed by the Bylaws Committee prior to such amendment or amendments being voted on by the Executive Council.