



***CALIFORNIA BASEBALL UMPIRES ASSOCIATION, INC.***

# **California Baseball Umpires Association Bylaws of Governance**

Adopted January 28, 2006

**Executive Council**  
Frank Villar – President

**Member Units:**

Channel Coast  
Coachella Valley  
Foothill/Citrus  
Inland Valley  
Kern County  
Long Beach  
Los Angeles

Mojave Desert  
North Channel Coast  
Orange County  
San Gabriel Valley  
San Fernando Valley  
South Bay  
Victor Valley/Barstow

Bylaws Committee:  
Steve Brink – Chairman  
Paul Fraijo  
Bruce Grubaugh  
Chuck Eskew

# BYLAWS

## CALIFORNIA BASEBALL UMPIRES ASSOCIATION

### ARTICLE I

#### NAME

##### Section 1.     *Name*

The name of this corporation shall be the California Baseball Umpires Association, a Not-For-Profit Corporation of the State of California, hereinafter referred to as the “Corporation.”

##### Section 2.     *Purposes*

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

1. Uphold, encourage, and promote high ethical standards among the intuitions, spectators, participants, coaches, and officials involved in baseball.
2. Provide a high quality instructional program in the training, preparation, and development of 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.**     *Definition*

This Corporation shall be comprised of the Presidents, Instructional Chairmen, 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.

## **ARTICLE III**

### **DIRECTORS-MANAGEMENT**

#### **Section 1.**     *Powers*

Subject to the limitations, if any, in these Bylaws, all Corporation powers shall be exercised by or under authority of, and the business and affairs of this Corporation shall be controlled by a Board of Directors, to be referred to as the "Executive Council." This Executive Council will choose six members to serve on an Executive Board. The elected officers shall serve with the Executive Board, 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 2.**     *Number*

The authorized number of Executive Council Directors shall be three (3) from each member unit 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.**     *Tenure of Office*

Each Executive Council 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 IV

### MEMBERSHIP

#### Section 1.     *Eligibility*

Membership in this Corporation shall be available to groups of baseball umpires who are interested officiating baseball contests provided they fulfill the following obligations of membership:

1.     Be an organized group of baseball umpires organized with its own officers, Constitution and/or Bylaws. It may be incorporated or unincorporated.
2.     Apply for formal recognition by this Corporation.
3.     Not be organized with overlapping boundaries of similar umpiring units who are members of this Corporation.
4.     Have a Constitution and/or Bylaws that may be more stringent, but not less stringent than the requirements set forth in the Corporate Constitution and Bylaws.
5.     Acknowledge and abide by these Bylaws and to all Articles governing the Unit's relationship to the Corporation.
6.     Maintain payment of established dues at the time and in the amounts as dictated by the Executive Board.
7.     Use and provide for its members, the instructional materials as provided by the Executive Council and as distributed through the Instructional Chairman of the Corporation. Each unit's instructional program must include an on field clinic prior to the first federation sanctioned practice games.
8.     Have at 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 Corporation. 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.

## ARTICLE V

### 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 places determined by the Executive Council.

#### Section 2.     *Special Meetings*

A special meeting of the Executive Council may be called at any time by the President, Executive Board or by two or more member unit representatives.

If a special meeting is called by member unit representatives, the request shall be in writing, specifying the time of such a meeting and the general nature of business proposed to be transacted and shall be delivered personally or sent by registered mail or by telegraphic or other facsimile transmission to the President, President Pro-Tempore, or the Secretary-Treasurer of the Corporation. 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 five (5) and no more than ten (10) days after the receipt of the request. If the notice is not given within ten (10) days after receipt of the request, the person or persons requesting the meeting may give notice.

#### Section 3.     *Special Meetings Notice*

The notice of special meetings shall be sent by first class mail to the President of all member units at the address of that unit appearing on the books of the Corporation. The notice shall specify the place, date, and hour of the meeting and the 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 times, separate from the Executive Council, 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 Corporation. These meetings are open to any member of the Executive Council and to any member of any member unit. The President may call a meeting and inform the Secretary-Treasurer to inform all the members of the Executive Board and Executive Council. The President shall be the Chairman of the Executive Board. The President Pro-tempore 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 all active member units 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 such 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 members.

Section 6.     *Adjourned Meeting*

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.

Section 7.     *Record date for members notice, voting, and giving consents*

For the purpose of determining the active member units entitled to notice of any meeting or to vote, the record date for determining said eligibility shall be the date in which the member unit has paid their dues and become a member in good standing.

**ARTICLE VI**

OFFICERS and their DUTIES

Section 1.     *Officers*

The Officers of the Corporation shall consist of a President, Secretary-Treasurer, and the Executive Board. The Corporation also may 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 this Article.

Section 2.     *Tenure of Office*

The Officers of the Executive Board shall hold office for a period of three years until he or she shall be removed or otherwise be disqualified to serve or his or her successor shall be elected. The President shall be elected in accordance with the provisions of Article VII, Section 1. Officers may be elected for successive terms to the same position. The Secretary-Treasurer shall be appointed by the Executive Board and may be elected to successive terms.

Section 3.     *Subordinate Officers*

The Executive Board may appoint other such officers as the business of the Corporation 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 4.     *Removal and Resignation*

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

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

Any officer may resign at any time by giving written notice to the Executive Council, the President, President Pro-Tempore, the Executive Board, or to the Secretary-Treasurer of the Corporation. 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 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 shall be appointed by the President, with approval of the Executive Board, and may be made as a provisional appointment.

Section 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 Corporation. 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 and each biannual meeting, a report concerning the business of the Executive Board and the Corporation.

Section 7.     *President Pro-Tempore*

The Executive Board shall choose a President Pro-Tempore 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 President Pro-Tempore shall have other such powers and perform such other duties as may be prescribed by the Executive Council and the Executive Board.

Section 8.     *Secretary-Treasurer*

The Secretary-Treasurer shall serve as the Chief Financial Officer of the Corporation. The Secretary-Treasurer shall keep and maintain or cause to be kept and maintained, adequate and correct accounts of the business transactions of the Corporation, 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 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 Corporation 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 Corporation with such depositories as may be designated by the Executive Board.

He or she shall disburse the funds of the corporation 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 hers transactions as Chief Financial Officer and of the financial condition of the Corporation 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 least once a year to have his or hers 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 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, or the and Bylaws.

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

## ARTICLE VII

### 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 run 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.

The Current Vice-President will assume the office of President and serve for the remainder of his term which is June, 2008.

#### Section 2.     *Elections*

Elections shall occur by roll call vote or by ballot, 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 Executive Council. In case of a tie vote for officers, voting must be made by ballot.

#### Section 3.     *Term of Office*

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

In the first election of the Executive Board, which shall be done by ballot, the two members receiving the highest number of votes, or the first receiving a majority vote, shall serve the entire three year term. The next two members receiving the next highest number of votes, or the first receiving a majority vote, shall serve two years, and the following two members receiving sufficient votes shall serve one year.

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

These new officers shall assume office at the end of the meeting.

## **ARTICLE VIII**

### **SALARIES**

**Section 1.**     *Officers, Instructors, and Assistants*

The Secretary-Treasurer and Instructional Chairman shall receive remuneration for his/her services. Any assistants to the Secretary-Treasurer and the Instructional Chairman assistants from time to time, with approval of the Executive Council, may receive remuneration for their services. The amounts of these remunerations and who shall receive them shall be determined by the Executive Board at the Spring meeting each year. A majority vote of The Executive Council shall determine receipt and in what amount.

**Section 2.**     *Executive Council Representatives*

Unit representatives to the Executive Council shall not receive any remuneration for their service.

**Section 3.**     *Outside Services.*

Additional reimbursement may be arranged for other services such as mileage for attending meetings and other matters as may be determined by the Executive Board.

## **ARTICLE IX**

### **CORPORATION RECORDS AND REPORTS – INSPECTION**

**Section 1.**     *Maintenance and Inspection of Bylaws*

The Corporation shall keep at the residence of the Secretary-Treasurer the original or a copy of the Bylaws as amended to date, which shall be open to inspection by the Executive Council representatives. The Corporation Secretary-Treasurer shall provide to each member unit's Secretary-Treasurer an updated version of these Bylaws and a copy to any new member unit's Secretary-Treasurer. The Chairman of the Bylaws Committee shall also have a copy as well as the Corporation's website.

Section 2.     *Maintenance and Inspection of Records*

The record and minutes of proceedings of the Corporation, the Executive Board, the Executive Council and any committees of the Corporation shall be kept at such place or places designated by the Executive Council. The minutes shall be kept in written form. The minutes and records shall be open to inspection upon the written demand of any member if any member unit at any reasonable time. The minutes and records shall be open to inspection upon the written demand of any member of any unit at any reasonable time. Upon leaving office, the incumbent Secretary-Treasurer shall see that all of these minutes and records are passed to the incoming Secretary-Treasurer.

Section 3.     *Inspection by Unit Representatives*

Every unit representative shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind of the Corporation. This inspection by a unit representative includes the right to copy make extracts of documents.

**ARTICLE X**

DISCIPLINE OF UNITS

Section 1.     *Grounds for Discipline*

For failure to comply with the Bylaws, and the established authority or regulations of this Corporation, or for delinquency in payment of authorized dues, fines, penalties or assessments, or for any other conduct conclusively established to the contrary to the best interests of the Corporation, a member unit may be fined, placed on probation or suspended for not more than a year, or may be expelled. The Judicial Committee shall review the charges brought against any Member Unit.

Section 2.     *Notification of Charges*

A charged, as agreed upon by majority vote of the Judicial Committee, unit shall receive written notice, from the Judicial Committee, by certified mail, return receipt requested, of the charges against the unit. This notice shall indicate the alleged violation with the specific reference to the provision, rule, or regulation it has allegedly violated. All information relative to the conduct of the unit shall be included at this time. The unit shall also be provided with information and referred to sub-section 3 of this section with respect to their procedural rights.

Section 3.     *Right of Hearing*

A member unit charged with any violation shall have the right to be heard in person or by written statement made by the unit in their own defense before the Judicial Committee (as defined in Article XI, Section 2 of the Bylaws). Such right shall be afforded prior to the imposition of any fine, penalty or other disciplinary action.

The unit may seek a personal hearing if requested by written notice to the President within fourteen days of the date of notice of the charges. At the hearing, the person or entity bringing the charges shall be present and both sides may present any information or documents.

Each party may ask questions of the other party and the other party's witnesses. Legal counsel may be present and fully participate if the Corporation is notified at least three days prior to the date of the hearing so it can have its legal counsel present. The hearing shall be audio recorded and all documents retained.

A written decision shall be made and sent to both parties by certified mail, return receipt requested, within thirty days of the hearing date. A majority vote of the members of the Judicial Committee shall determine its decision.

Section 4.     *Appeal*

Any member unit fined, placed on probation, suspended, or expelled by the Judicial Committee shall have the right of appeal by giving the President of the Council, written notice within seven days of the receipt of the decision.

A quorum of the Executive Council, at a duly called special meeting or at one of the regular meetings, shall decide on appeal on the record and on its review of any further written arguments to be submitted by both parties and received by the President no later than forty-five days before the date of the oral argument. Legal counsel may participate.

A written decision shall then be made by a majority vote of the quorum of the Executive Council hearing the appeal and sent by certified mail, return receipt requested, within thirty days of the date on which oral argument was heard.

Section 5.     *Disciplinary Action – Meeting Attendance*

Units failing to attend the biannual meetings shall be placed upon probation for one year (one year is defined as a period which covers two biannual meetings) and notified as described in Article X. The matter shall be referred to the Judicial Committee for review to determine whether any additional action or if an assessment of fines is necessary. Fines imposed because of a unit's attendance record, if any, shall not exceed \$2.00 for each member kit distributed to that unit or membership dues paid to the Corporation.

Units failing to attend a biannual meeting while on probation shall be subject to immediate review by the Judicial Committee to determine whether the unit should be fined, suspended, or expelled. If

the committee recommends suspension or expulsion, because of the unit's attendance record, then the decision will automatically be appealed to the next regular meeting of the Executive Council. The appeal shall be decided as described in Article X, Section 4.

A unit will be fined a minimum of \$100 for failure to conduct the on field clinic as required in Article IV of these Bylaws. For twice failing to conduct this clinic, a member unit may be expelled from the Executive Council.

A member unit's disciplinary action that violates these Bylaws or the Corporation's prescribed policies and procedures may lose the right and opportunity to officiate CIF Section playoff games, up to and including Section semi-finals and Finals contests.

#### Section 6. *Moral Turpitude*

If any unit representative or officer of this Corporation is found guilty of a crime involving moral turpitude or any other criminal act that reflects unfavorably upon this Corporation, the Corporation may take disciplinary action against said party.

## **ARTICLE XI**

### **COMMITTEES**

#### Section 1. *Audit Committee*

The President shall appoint unit representatives to serve as the Audit Committee. They shall meet with the Secretary-Treasurer of the Corporation at the end of the fiscal year to review the closing financial statement of the Corporation as compiled by the Secretary-Treasurer. This committee, by its signature confirming review, shall make a recommendation to the Executive Council at the first meeting to accept or reject the closing financial statement of the Corporation. Committee members shall serve a one year term and may be appointed for successive terms.

#### Section 2. *Judicial Committee*

The President shall appoint member unit officers to serve as the Judicial Committee. These appointments shall be made at the start of the current season as at the first meeting. This committee shall hear and decide all charges brought against any member unit. The committee shall choose its own chairman. The Corporation's Secretary-Treasurer shall record the proceedings, but shall not be involved in the hearing. Committee members shall serve one year term but may be appointed continuously.

The Judicial Committee shall also serve as the Corporation's Ethics and Grievance Committee and may hear from time to time, any possible breach in ethics by a member unit in the Corporation, member units' officers, the Corporation and its officers by any member unit or member of any unit in good standing.

This Committee shall also hear any grievances against a member unit in the Corporation, member units' officers, the Corporation and its officers by any member unit or member of any unit in good standing.

The President shall not appoint any member unit which is involved in a hearing. The Secretary-Treasurer shall be replaced if his unit is involved in the hearing.

### Section 3.      *Communications Committee*

This committee shall serve as a liaison between the CIF offices and the Executive Council, acting as the on and off season link to information relevant to pending negotiations or matters under discussion between the CIF and the Executive Council. The committee also shall act as a forwarding agent for the member units for relaying information on local or Council level subject that the unit desires communicated with the CIF. This committee does not replace each member unit's right to communicate on their own with the CIF or any other agency.

The president shall appoint members in good standing from separate member units to serve on this committee. Geographical representation shall be given consideration when choosing members for this committee. Members may or may not be Executive Council Unit Representatives and may serve continuously.

### Section 4.      *Bylaws Committee*

This committee shall serve in an advisory capacity to the Executive Council for the purpose of analyzing and or reviewing any and all proposed amendments or proposed new Articles and Sections to these Bylaws. In addition, if requested by the President, the Executive Council, or a member unit; the Committee shall, for conformity to these Corporate Bylaws, review any and all bylaws, rules, and regulations of any member unit.

In the case of proposed amendments or new Articles and Sections to be added to these Bylaws, the Committee shall present to the Executive Council all such proposed amendments or new Articles and Sections with or without recommendation.

In the case of the review for conformity of a Member Unit's Constitution and Bylaws, or regulations, the Committee shall present their opinion after such a review to the President of the Corporation in writing. A copy of the finding shall be sent to the member unit. Should there be a conflict in conformance with the Corporate Bylaws; the President shall cause each member unit to be so notified of the potential conflict. If not resolved by the member unit with regard to the findings of the Bylaws Committee, the matter shall be set for discussion by the Executive Council at the next regularly scheduled meeting, or if deemed necessary, a special meeting may be called. Article X, Section 1 of these Bylaws may be invoked if necessary.

The chairman of this committee shall be appointed by the President and shall be selected from any member unit. Together with the recommendations from the Chairman, the President shall then appoint other members to this committee. Committee members shall be members in good standing and shall serve a one year term. They may be appointed for successive terms

#### Section 5.     *Media and Public Relations Committee*

This committee shall serve the Corporation and the member units in dealing with the media and shall help recruit officials by using the various media at their disposal. This committee shall also help serve as a focal point for those of whom that are interested in officiating baseball and direct them to the appropriate member unit.

The President or an official designate shall be the official spokesperson for the Corporation. The Instructional Chairman, or official designate, may also serve as an official spokesman on questions and comments concerning rules and mechanics and on-field situations that may from time to time needed to be addressed.

The chairman of this committee shall be appointed by the President and shall be selected from any member unit. Together with the recommendations from the Chairman, the President shall then appoint other members to this committee. Committee members shall be members in good standing and shall serve a one year term. They may be appointed for successive terms.

#### Section 6.     *Special Committees*

The President shall appoint such committees, sub-committees, or task forces as are necessary and which are not in conflict with other provisions of the Bylaws.

## ARTICLE XII

### INSTRUCTION AND EDUCATION

#### Section 1.     *Instructional Chairman*

The Instructional Chairman 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 or she shall answer inquiries addressed to the Corporation 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 procedures to be used in the Instructional Program for the Corporation.

The Instructional Chairman 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 defined in Article VI, Section 3 of the Bylaws.

#### Section 2.     *Assistant Instruction Chairman*

The Executive Council may from time to time, determine the need for an assistant to the Instructional Chairman. If so appointed, this assistant shall report to the Instructional Chairman 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 Chairman 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.     *Assistant Secretary-Treasurer*

The Executive Council may from time to time, determine the 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.

## **ARTICLE XIII**

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

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

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 or she is or was a unit representative, officer, or agent of the Corporation or is or was serving at the request of the Corporation as a 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 or her in connection with such action, suit, or proceeding if he or she acted in good faith and in manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, 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 Corporation, 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 Corporation shall have the power to indemnify and unit member 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 Corporation 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 Corporation, or is or was serving at the request of the Corporation as a director, officer, or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses, including attorney's fees, actually and reasonably incurred by him or her in connection with the defense or settlement of such of such action or suit if he or 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 representative shall have been adjudged to be liable for negligence or misconduct of the performance of his or her duty to the Corporation 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.     *Attorney's Fees*

To the extent that a unit representative, officer, or agent of the Corporation 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 Corporation 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 Corporation 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 Corporation as authorized in this Section.

Section 6.     *Insurance*

The Corporation shall purchase and maintain insurance on behalf of the Corporation for any liability arising out of the function of the Corporation and or the liabilities asserted against the Officers of the Corporation. 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 a unit representative, officer, or agent, and shall inure to the benefit of heirs, executors, and administrators of said unit representative, officer or agent.

## ARTICLE XIV

### MISCELLANEOUS PROVISIONS

#### Section 1.     *Fiscal Year*

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

#### Section 2.     *Depositories*

The Executive Board shall appoint banks, trust companies, credit unions or other depositories in which shall be deposited from time to time the money or securities of the Corporation.

#### Section 3.     *Checks, Drafts, and Notes*

All checks, drafts, or other orders for payment of money and all note or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers or agent as shall from time to time be designated by resolution of the Executive Board.

#### Section 4.     *Contracts and Other Instruments*

Except as otherwise provided in the Bylaws, 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 Council and Executive Board may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

#### Section 6.     *Status of Member Units*

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

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

Section 7.     *Assignments*

Member units of this Corporation that do contract with Commissioners employed by one or more of the Sections in the California Interscholastic Federation (CIF) for high school assignments, that assignment commissioner is solely responsible for developing the procedure to which he uses to assign umpires to games.

This Corporation, the unit representatives and officers are not responsible for the procedure adopted by these assigners or the individual selections to each game. The member units will provide to the assigner the names of those officials who are eligible to officiate high school baseball contests as defined in that unit's Constitution and/or Bylaws, or Rules and Regulations governing eligibility. It is the sole responsibility of the CIF assigner for game placement.

Units using assignment coordinators who are not employed by the CIF, but in fact are compensated from that unit or its individual members, shall be responsible for the procedures to be used by such assigners. This Corporation, the unit representatives and officers are not responsible for the procedures adopted by the units for use by these assigners including, but not limited to, game selection.

NCAA, NAIA, Community College and/or any other type of league assignments are likewise, not the responsibility of this Corporation, its officers or unit representatives.

Section 8.     *Dues and Fees*

The dues for membership in the Corporation shall be established by the Secretary-Treasurer and shall be approved by the Executive Board at the first meeting of the year.

No member unit shall assess a fee to a non-unit member in order to accept out of unit assignments.

Section 9.     *Good Standing*

A member unit in good standing is a unit who has met the membership requirements of the Corporation; timely paid the dues, timely paid any fines, penalties and assessments, and has observed and complied with the Constitution and Bylaws of this Corporation and all other requirements established by the Corporation.

Section 10.    *Rules of Order*

*Robert's Rules of Order* of Parliamentary Procedure shall serve as a guide in the conduct of business for the Corporation, 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 XV**

### **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.

## **ARTICLE XVI**

### **CODE OF ETHICS**

Member units shall, at all times adhere to high standards by conducting themselves in a manner which will bring credit to the Corporation and avoid any action which would discredit the Corporation.

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ADOPTED:        JANUARY 29, 1989

AMENDED:        JUNE 10, 1990

REVISED:        JANUARY 28, 2006