

CONSTITUTION

of the

**NORTHERN VIRGINIA
BASEBALL UMPIRES ASSOCIATION
(NVBUA)**

(Adopted February 7, 1996)

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Article I

Name

Section 1 - The name of this Association shall be the Northern Virginia Baseball Umpires Association (NVBUA).

Article II

Purpose and Objectives

Section 1 - The purpose of this Association is to recruit, train and develop baseball umpires, represent the umpires in officiating related matters, and establish a high standard of professionalism for baseball umpires.

Section 2 - The objectives of this Association include:

- (a) Provide opportunities for umpire development and advancement.
- (b) Develop officiating opportunities for umpires.
- (c) Uniform rules interpretation.
- (d) Study and improve baseball umpiring techniques.
- (e) Develop, promote and maintain the highest ideals of sportsmanship.
- (f) Exhibit the highest degree of professionalism in appearance, demeanor and on-the-field performance.

Article III

Membership

Section 1 - The admission, advancement, discipline, termination and assignment of members shall not be affected by race, color, creed, religion, ancestry, national origin, heritage, gender, sex, sexual orientation, age (except for the minimum age qualifications established below), disability, or marital status. Members shall be classified in one of the following membership classifications:

- (a) Applicant
- (b) Probationary/Transfer
- (c) Full
- (d) Life
- (e) Honorary

Section 2 - Hereinafter, the words "member" and "membership" apply to and include all membership classifications of umpires of this Association unless otherwise stipulated. The words "he" and "his" in reference to members shall refer to both male and female members.

Section 3 - A member in good standing is one who has attended prescribed meetings unless excused; is not delinquent in dues, fees or fines; and in all other respects has adhered to the Constitution.

Section 4 - Any person, other than a expelled member, may apply for admission, re-admission or reinstatement to membership in the Association by completing and submitting to the Board of Directors an application and supporting materials on a form prescribed by the Board of Directors, accompanied by payment of any fee(s) then in effect and any other sum(s) due.

Section 5 - Applications for membership in the Association shall be reviewed, and applicants shall be investigated and

evaluated, pursuant to qualifications and procedures adopted by the Board of Directors. Applicants will be accepted into Applicant classification by vote of the Board of Directors. Applicants with adequate prior umpiring training and experience as defined by those qualifications and procedures adopted by the Training Committee may be advanced into Probationary/Transfer classification at any point, by recommendation of the Training Committee. Those remaining as Applicant members will become Probationary members at such time as they have fulfilled the necessary requirements as prescribed by the Training Committee. Those in Probationary/Transfer classification, upon recommendation of the Board of Directors, may be accepted into, re-admitted into, or re-instated into regular member classification by vote of the majority of members voting at any meeting.

Section 6 - Members may officiate for any sport and/or offer their services to any Umpire Services Company (USC). A USC is defined as an organization which provides umpiring services to leagues, teams and schools.

Article IV

Qualifications for Membership

Section 1 - A person seeking active membership in this Association shall enter as an Applicant member, advance to Probationary/Transfer member classification, and then to Full member classification. The minimum time for serving as a Probationary member is one (1) year.

Section 2 - Applicant members must be at least 14 years of age. Previous umpiring experience is not necessary. Written application and payment of fee(s) are required. Prospective applicants shall be screened by the Training Committee and become Applicant members after approval by the Board of Directors.

Section 3 - The requirements for an Applicant member to become a Probationary member include passing written and field examination(s), satisfactory game performance, recommendation by the Training Committee and approval by the Board of Directors. Applicant members with adequate prior umpiring training and experience as recommended by the Training Committee may be advanced into Probationary/Transfer classification at any time. Applicant members without such training and experience will remain as Applicant members until they have fulfilled the necessary requirements as determined by the Training Committee.

Section 4 - The requirements for a Probationary/Transfer member to become a Full member include satisfactory game performance, and satisfactory meeting attendance according to policies and procedures adopted by the Board of Directors, as recommended by the Training Committee. Approval of the Association voting members are also required for advancement to Full member classification. A Full member must be at least 18 years of age.

Section 5 - At the same meeting for annual election of officers, the voting members shall vote on elevating Probationary members as recommended by the Board of Directors. Acceptance to Full membership requires a two-thirds (2/3) vote of the voting members participating.

Section 6 - The requirement for Life membership is active membership in this Association for at least twenty (20) years, either consecutive or cumulative as defined by policies and procedures adopted by the Board of Directors. At the last meeting of the calendar year in which the member reaches the 20th year of service, the Secretary shall advise the President of the candidate's eligibility. After the President presents the candidate to the membership, the voting members shall vote. A majority vote of the voting members participating is required to bestow life membership. Life members shall be granted full rights and privileges of this Association. Their annual dues and banquet fees are waived thereafter in perpetuity. Life members must continue to pay the State Association fee(s), Background Check fee(s), and any fee(s) and fine(s) for as long as they continue to actively umpire baseball games. Life members remain subject to any and all provisions of this Constitution, "Life" status notwithstanding.

Section 7 - Honorary members may be elected at any regularly scheduled meeting by a majority vote of the voting members participating.

Section 8 - Any former member who left this Association in good standing may be restored to membership by the Board of Directors. A member may be reinstated from suspension or an approved Leave of Absence by the Board of Directors only after payment of any delinquent dues and/or fines.

Section 9 - A former member who has been expelled may be restored to membership only by a two-thirds (2/3) vote of the voting members participating in the vote, provided restoration is requested in writing by the former member. Prior to a vote by the membership, the former member shall be interviewed by the Board of Directors which shall recommend, or decline to recommend, reinstatement. Prior to restoration, the former member must pay any delinquent due(s), fee(s) and/or fine(s).

Article V

Board of Directors

Section 1 – The Board of Directors shall be comprised of Full or Life members in good standing and shall hold the title of:

- (a) President
- (b) Vice President
- (c) Secretary
- (d) Treasurer
- (e) Member-at-Large (four)

Section 2 - All officers will be elected by a majority vote of those eligible members voting at the annual election.

Section 3 - The annual election of officers shall normally take place in November of each year. The annual election of officers must occur annually

Section 4 - Officers elected at annual elections shall take office on January 1. Board of Directors. If necessary, the term of any officer shall be automatically extended until a successor has been elected and actually takes office.

Section 5 – All board members, including the President, Vice President, Secretary, Treasurer and all At-Large members are elected for a term of two years. . Terms shall be staggered so that two Members at Large and two Officers are elected each year. The term of any President elected by a special election shall end on December 31 the year of their election.

Section 6 - If a President becomes unable, unwilling, to discharge his duties, or is removed from office, the Vice President shall serve as President until a special election can be held. However, if a President becomes unable or unwilling to discharge his duties between July 1 and December 31 of a calendar year, the Vice President shall serve as President until December 31 of that year, and a President shall be elected at the regularly scheduled annual election.

Section 7 - If an officer other than the President becomes unable or unwilling to discharge his duties, or is removed from office, the President shall appoint a member to complete that officer's term. However, if a Member at Large so appointed has more than one year remaining on his term, the appointment shall be confirmed by the membership (or a new Member at Large elected to complete the term) at the next annual election.

Section 8 - In the event both the President and the Vice President become unable or unwilling to discharge their duties, or are jointly removed from office, the remaining members of the Board of Directors shall select a member of the Board of Directors to serve as President until the next membership meeting, at which a special election shall be held to fill all vacant officer positions.

Section 9 - An Officer must be a member in good standing. No Member may be elected to the Board or continue to serve if there is any financial obligation due the Association that is more than thirty (30) days in arrears or if there is any violation of the Governing Documents that has not been remedied in the time permitted by the Association.

Section 10 - Officers may be recalled by a two-thirds (2/3) vote of the Board of Directors with the officer in question being ineligible to vote regarding his recall. The officer may appeal his recall to the membership at the next membership meeting, and a majority vote of the membership will overturn a recall of the Board of Directors. The recalled officer is not allowed to participate in Board of Directors functions pending his appeal.

Section 11 - The President is the principal administrative officer of the Association. He shall preside at all meetings, appoint committees as required and perform other such duties according to this Constitution or as voted by the Board of Directors or the membership. The President shall be an ex officio member of all committees, except the Standards and Policy and Nominating Committees, without vote except in case of a tie. He may initiate an audit of the Treasurer's records at any time. The President shall preside over all the meetings of the Board of Directors except those called under Section 10 above to consider the recall of the President. The Vice President shall preside at a meeting to recall the President. In meetings of the Board of Directors, the President shall vote only in case of a tie except at a meeting of the Board of Directors called to consider the recall of the President when he shall have no vote. The President shall be the primary point of contact for the Association. The President shall sign all contracts on behalf of the Association only after ratification by the Board of Directors. He may make emergency/temporary contract adjustments, all of which are subject to ratification by the Board of Directors at the next meeting.

Section 12 - The Vice President is the second ranking administrative officer of this Association and shall assume the duties of the President in the President's absence, and other duties as assigned by the President.

Section 13 - The Secretary shall preside at any meeting in the absence of the President and Vice President. The Secretary shall keep the minutes of each membership meeting; keep a record of Board of Directors decisions; correspond with the membership; take attendance at each meeting; keep the Constitution and other records of the Association; and provide members with necessary publications and information, and any other duties as assigned by the President.

Section 14 - The Treasurer shall receive and keep all financial records and accounts; ensure that all appropriate documents are filed with the IRS and state taxing authorities; discharge all financial obligations upon being so authorized by the Board of Directors and/or the membership; present a Treasurer's report at the beginning of each year. At the expiration of his term in office, the Treasurer shall prepare a complete report and deliver it to his successor together with all Association records and monies. He shall ensure that appropriate dues, fees, and/or fines are collected. The Treasurer shall also carry out other duties as assigned by the President.

Section 15 - The four Members at Large shall perform duties as assigned by the President.

Article VI

Powers and Duties of the Board of Directors

Section 1 - The Board of Directors shall have the power to:

- (a) Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the Members by other provisions of law of the Governing Documents.
- (b) Establish and approve the Annual Budget.
- (c) Adopt, publish, and enforce, a policy for the collection of delinquent Dues, Assessment(s), and other Obligations to the Association. Suspend a Member's Association privileges for any period during which any assessment, charges, fees, or dues are more than thirty (30) days past due.
- (d) Suspend a Member's Association privileges for any period which any other infraction of the Governing Documents by the Member remains uncorrected after the last day of a period established for correction by the Association;

Section 2 - It shall be the power and duty of the Board of Directors to:

- (a) Cause to be kept a complete record of all its acts and affairs.
- (b) Supervise all officers, agents and employees of this Association and to see that their duties are properly performed.
- (c) Provide for the indemnification of and maintain liability insurance for its Officers, officers, employees, and agents, to include coverage for any expenses and fees incurred by any of them in defending any suit or settling any claim, judgment, or cause of action to which any officer or Officer shall have been made a party by reason of his services as an Officer or officer.
- (d) Maintain adequate insurance to cover the Association.
- (e) Enforce the Governing Documents
- (f) Govern the operation of the Association's website.
- (g) Provide fair representation for any umpire between the Association and any Assigner.

Article VII

Meetings of the Board of Directors

Section 1 - Regular meetings of the Board of Directors shall be held at least quarterly, at such place and time as may be fixed from time to time by resolution of the Board.

Section 2 - Special meetings of the Board of Directors shall be held when called by the President, or by a majority of the Board of Directors, after not less than three (3) days' notice delivered in person, by telephone, facsimile, electronic transmission or mail to each Board Member. In the event of an emergency, the Board of Directors shall give such notice as is reasonable under the circumstances.

Section 3 - Notice of the time, date and place, and in the case of special meetings, the purpose, of each meeting of the Board of Directors shall be posted where it is reasonably assumed to be available to a majority of the Members and shall be sent by first class mail or email to any Member requesting such notice.

Section 4 - All meetings of the Board of Directors, shall be open to all Members. The Board of Directors shall not use work sessions or other informal gatherings to circumvent open meeting requirements.

Section 5 - In the event of an emergency, the Officers shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written consent of all the Officers. Any action so approved shall have the same effect as though taken at a meeting of the Officers.

Section 6 - Drafted minutes of the Board of Directors meetings shall be open for inspection and copying (i) within sixty (60) days from the conclusion of the meeting to which such minutes appertain or (ii) when such minutes are distributed to Board members as part of the agenda package for the next meeting of the Board of Directors, whichever occurs first.

Section 7 - A majority of the number of Officers shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Officers present at a duly held meeting at which a quorum is present shall be regarded as an official act of the Board.

Article VIII

Committees

Section 1 – Committees shall be established by the Board of Directors and shall include, at a minimum:

- (a) Uniform Committee
- (b) Training Committee
- (c) Standards and Policy Committee
- (d) Nominating Committee
- (e) Evaluation and Ratings Committee

The duties of these committees shall be established by the Board of Directors. The President may appoint other committees as required.

Article IX

Authority on Parliamentary Procedure

Section 1 – All meetings will be conducted according to Robert's Rules of Order, unless suspended by the President for good cause or by the majority of members participating in a meeting. The President may appoint a parliamentarian who will advise the President during meetings regarding Robert's Rules of Order.

Article X

Amendments to the Constitution

Section 1 - An amendment to the Constitution can be introduced by any voting member. Proposed amendments shall be submitted in writing to the Secretary to be read (introduced) at a membership meeting.

Section 2 - A vote on any proposed amendment shall be taken at the next regularly scheduled meeting after introduction. A two-thirds (2/3) majority vote of the voting members participating shall be required for passage of the amendment. By majority vote of the voting members participating, the vote on the amendment may be deferred until a later meeting.

Article XI

Member Meetings and Quorum

Section 1 - Members of this Association who actively umpire baseball during a calendar year are expected to attend all regular membership meetings unless excused pursuant to procedures adopted by the Board of Directors. First-year Applicant members are encouraged to attend regular membership meetings but are not required to do so.

Section 2 - Regular membership meetings shall be held during the year. The number, time and place of meetings shall be designated by the President who shall inform the membership of the time, date, and place of such meeting by email, posting on the association website and/or other appropriate means. Regular meetings may include those for rules and mechanics clinics and examinations conducted by the sanctioning bodies of the States of Virginia, Maryland and other approved states. Meetings may take place in person, via webinar or via other electronic as specified by the Board of Directors.

Section 3 - Special meetings may be called by the President or by at least 10 Full and/or Life members in good standing. The membership will be notified of the date of the meeting and the subject matter to be discussed by email and posting on the association website or other appropriate means at least seven calendar days prior to the meeting date. Special meetings will be in-person meetings unless otherwise specified by the Board of Directors.

Section 4 - A Quorum shall be established in order to conduct business at an Association meeting. A Quorum shall be two-thirds (2/3) of voting members who are present in a scheduled meeting.

Section 5 - The President will set the agenda and determine the order of business at each meeting. Prior to adjournment, the President shall announce the time and place of the next meeting.

Article XII

Voting Privileges

Section 1 - Each Full and Life member in good standing is a voting member and entitled to one vote, but must be present at the meeting during which a vote will take place, except as provided in Section 2 of this Article or when voting through a process conducted via U.S. mail or a secure process conducted via the internet as authorized by the Board of Directors. Probationary members, Applicant members and Honorary members are not entitled to vote.

Section 2 - Members must vote according to the procedures established by the Board of Directors for that election, except as provided for below. A member provide another voting member with his written proxy to cast his vote in an annual or special election for which voting by U.S. mail or internet is not available. The following conditions shall apply to any proxy vote:

- (a) Written notification of a member's intent to use a proxy vote must be submitted to the Board of Directors at least 2 weeks prior to the election at which the proxy is to be exercised.
- (b) A member attending the election may hold a maximum of one (1) proxy vote.

Section 3 - In the case of a Webinar meeting where a vote is needed, that vote may take place via email, via the Webinar's internal polling function or via any other method where the identity of each voter can be positively established. Regardless of the voting methodology used, votes will be sent to the Association Secretary for tabulation and recording. The Secretary shall provide a complete accounting of the voting to the Board of Directors. Any group of 10 or more Regular and/or Life Members in good standing may petition the Board of Directors to release the accounting of the vote,

except that the names of those members voting and the results of their individual votes shall not be revealed. A reasonable deadline for the receipt of votes shall be announced at the same time as the vote is requested, and that deadline shall be repeated in the call for vote.

Article XIII

Fees, Dues and Assessments

Section 1 – An Annual Assessment for members shall be established by the Board of Directors. The Annual Assessment will include Association Dues charged to each member to cover the expenses of the Association. Any and all expenses will be paid by these dues with the exception of State and National umpiring association membership and insurance fees (VHSL, MPSSAA, Babe Ruth, etc.) which are paid by the individual members. Each member's Annual Assessment must be received in full by the Treasurer no later than the date specified by the Board of Directors in the announcement of that year's Annual Assessment. Any member who has not paid his Annual Assessment in full by that date is delinquent and no longer in good standing until such time as his Annual Assessment is received in full by the Treasurer.

Section 2 – Association dues are not charged to Honorary or Life members.

Section 3 - Other assessments may be voted into effect the voting members participating, on recommendation of the Board of Directors.

Section 4 - The general fund of this Association shall be maintained for payment of various operating and administrative expenses.

Article XIV

Dissolution of the Association

Section 1 - In the case of the Association's dissolution, none of the assets, if any, will go to the benefit of any individual in the Association. Such assets will be donated to a worthy charity or educational institution selected by the Board of Directors and ratified by the remaining members, if any.

Article XV

Severability

Section 1 – If any provision of this Constitution shall be deemed unenforceable by a Court or any other appropriate authority, the remaining provisions shall be unaffected and remain in force.