

BY-LAWS OF ORWUA, A NOT-FOR-PROFIT CORPORATION

ARTICLE I ORGANIZATION

1. The name of the organization shall be Oak Ridge Woodlands Umpire Association, hereinafter referred to as ORWUA.
2. The organization may at its pleasure by a vote of the membership body change its name.

ARTICLE II PURPOSES

The following are the purposes for which this organization has been Organized:

- a. Consolidate group of individuals to umpire local area Little League organizations.
- b. This organization provides umpires to be trained for Little League games.
- c. To follow the Little League Rules book along with the local chapter's rules for which the individual(s) will be working for.
- d. The consolidate group will adhere to the contract that is given to each chapter for a specific date range.

ARTICLE III MEMBERSHIP

Membership in this organization shall be open to all who are 16 years of age or older by March 1st of the year of membership, and wish to umpire Little League baseball games for the ORWUA. Each member will pay membership dues before each season (Fall and Spring). Membership dues are set by the current board members. Any person paying dues and is in good standing, which includes one year of service with ORWUA, will be considered a member, and shall have all the rights and privileges of membership.

Member Responsibility:

Each umpire shall wear applicable protective equipment during the performance of their duties, and each shall be responsible for the procurement of his, or her, own equipment, unless supplied by ORWUA. The supplied equipment is not inspected for safety so it is recommended that the person obtains his own equipment. Each umpire will carry their own medical and liability insurance.

Suspension or Termination of Membership:

Membership may be terminated by resignation or action of the Board of Directors.

- 1) The Board of Directors, by a majority vote, shall have the authority to discipline or suspend or terminate the membership of any member when conduct of such a person is considered detrimental to the best interest of ORWUA, which includes defamation of character.
- 2) Any member charged with a felony
 - a) A prior conviction of a state or federal felony offense
 - b) An arrest on a pending state or federal felony charge
 - c) Deferred adjudication for other deferred sentencing for a state or federal felony offense
- 3) Any member terminated from the membership will not have their dues refunded.

4) Any person not in good standing.

ARTICLE IV MEETINGS

The annual membership meeting of this organization shall be held on the on a given Sunday within 60 days after the ending of the Spring season for the purpose of receiving reports and for the transaction of business as may properly come before the meeting.

The President shall cause to be mailed (or emailed) to every member in good standing at his address as it appears in the membership roll book in this organization a notice telling the time and place of such annual meeting.

Regular meetings of this organization shall be held at least ONCE during the Fall and Spring Season prior to each season starting.

Special meetings of this organization may be called by the president when he deems it for the best interest of the organization. Notices of such meeting shall be mailed to all members at their addresses as they appear in the membership roll book at least ten (10) days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom it was called.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

ARTICLE V VOTING

At all meetings, except for the election of officers and directors, all votes shall be by voice by a member. For election of officers, maybe by ballot or by voice by a member. If done by ballots, ballots may be provided and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot.

At any regular or special meeting, if a majority so requires, any question may be voted upon in the manner and style provided for election of officers and directors.

At all votes by ballot the chairman of such meeting shall, prior to the commencement of balloting, appoint a committee of one who shall act as "Inspector of Election" and who shall, at the conclusion of such balloting, certify in writing to the Chairman the results and the certified copy shall be physically affixed in the minute book to the minutes of that meeting.

No inspector of election shall be a candidate for office or shall be personally interested in the question voted upon.

Absentee Ballot:

To accommodate a regular member in good standing who cannot be in attendance at the annual meeting, can voice his/her vote via phone or proxy. If done by proxy, a letter must state as such and will be notarized.

ARTICLE VI ORDER OF MEETINGS

1. Roll Call.

2. Reading of the Minutes of the preceding meeting.
3. Reports of Committees.
4. Reports of Officers.
5. Old and Unfinished Business.
6. New Business.
7. Adjournments.

ARTICLE VII BOARD OF DIRECTORS

The business of this organization shall be managed by a Board of Directors consisting of [3] members.

The ORWUA directors to be chosen for the ensuing term shall be elected at the annual meeting, following the spring season, and shall serve for a term of three years. A simple plurality of the votes being needed to elect a director. Each director's position expires every three years with the UIC position expiring at the conclusion of the first year that the By-Laws are passed, followed by the Vice President in the following year, with the president's position expiring at the conclusion of the third year. This allows the board to have two directors remaining each year providing continuity in management of the organization and subsequent negotiations that may be ongoing from the prior year. Each term will start in August of that the year in which the director is elected.

The Board of Directors shall have the control and management of the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its chairman after due notice to all the directors of such meeting.

One hundred (100%) percent of the members of the Board of Directors shall constitute a quorum and the meetings of the Board of Directors shall be held regularly on a date prior to each season starting.

Each director shall have one vote and such voting may not be done by proxy.

The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year.

The President of the organization by virtue of his office shall be Chairman of the Board of Directors.

A board member must be in good standing with ORWUA, have five consecutive years with ORWUA and must be active in the organization.

A director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. A director may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules for this hearing as it may in its discretion consider necessary for the best interests of the organization.

ARTICLE VIII OFFICERS

The initial officers of the organization shall be as follows:

President:

Vice President:

UIC:

President:

The President shall preside at all membership meetings.

He/she shall by virtue of his office be Chairman of the Board of Directors.

He/she shall present at each annual meeting of the organization an annual report of the work of the organization.

He/she shall appoint all committees, temporary or permanent.

He/she shall see all books, reports and certificates required by law are properly kept or filed.

He/she shall be one of the officers who may sign the checks or drafts of the organization.

He/she shall have the discretion to appoint any person on the BOD to have the ability to sign on the checking account.

He/she shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

He/she shall be responsible for the contract between ORWUA and local Little League chapters in establishing payment for each age group on officiating such games.

He/she may accompany any member during hearings to the local chapters on issues that concerned the member.

He/she may assist the UIC in any assault charges being filed against the local chapter's manager/coach/player or parent.

Vice President:

The Vice President shall in the event of the absence or inability of the President to exercise his office become president of the organization with all the rights, privileges and powers as if he had been the duly elected President.

He/she shall keep the minutes and records of the organization in appropriate books.

He/she shall give and serve all notices to members of this organization.

He/she shall be the official custodian of the records and seal of this organization.

He/she shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies for the organization. He shall cause to be deposited in a regular business bank all monies received by membership, by chapter or by the contracted entity.

He/she must be one of the officers who shall sign checks or drafts of the organization.

He/she shall render at stated periods as the Board of Directors shall determine a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting.

Umpire In Chief:

The Umpire In Chief shall be responsible for training all members of the organization.

He/she will be required to facilitate two training sessions for the year. One prior to the Spring Season and the other prior to Fall Season.

He/she shall be knowledgeable with the Little League Rules Book and familiar with the Local Contracted Chapter's rules.

He/she will be the liason between each Contracted Chapter on issues that regard an Umpire's behavior.

He/she will be the liason on ejections between the umpire and chapter.

He/she will accompany any umpire to the Competition Board that a local chapter may have and require for such a hearing.

He/she will accompany any member if he/she would like to file an assault charge on a manager/coach/player/parent.

No officer shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director for receiving any compensation from the organization for duties other than as a director or officer.

ARTICLE IX Compensation

The Board of Directors shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary for the conduct of the business of the organization. Any person compensated for a job will not be entitled to a bonus at the end of a season.

ARTICLE X COMMITTEES

All committees of this organization shall be appointed by the Board of Directors and their term of office shall be for a period of one year or less if sooner terminated by the action of the Board of Directors.

ARTICLE XI DUES

The Spring and Fall dues of this organization shall be determined annually by a majority vote of the membership attending the annual spring meeting. The dues shall be payable prior to working any games with the chapter, or can be taken out of the first pay check of the umpire's wages.

ARTICLE XII AMENDMENTS

These By-Laws may be altered, amended, repealed or added to by a majority vote of the members.

ARTICLE XIII SCHOLARSHIPS

Any ORWUA member in good standing with at least one full year of active membership who will enroll and attend an accredited college, university, or trade school beyond high school within the calendar year, or is currently attending an accredited institution of higher education, may apply for the scholarship. The scholarship form must be filled out and submitted to the President prior to the end of the Spring Season. Any monies left in the

account shall be distributed to those applicants approved by the scholarship committee. Any monies remaining after the allocation of funds will be re-deposited in the scholarship fund or into the ORWUA operating expense fund at the discretion of the board of directors. The checking account shall have a minimum of \$500.00 remaining in the account at the close of the fiscal operating year which shall coincide with the director's annual term of office.

ARTICLE XIV EXPENSES

Any member incurring expenses, approved by the board, prior to obtaining the expense for the organization, must submit a receipt for the expense in order for the expense to be reimbursed. That expense must be paid out of the ORWUA bank account.

ARTICLE XV FINES

The Spring and Fall schedule of fines levied by the organization shall be determined by the board of directors. Fines will include cancellation or 'failure to show' on games made by the member, dress code violations at the ball park and on the field for those games for which the organization has been contracted.