

CONSTITUTION OF THE OLD DOMINION UMPIRE'S ASSOCIATION

ARTICLE I: NAME

The name of this organization is **OLD DOMINION UMPIRE'S ASSOCIATION**.

ARTICLE II: OBJECTIVES and PURPOSE

It shall be the purpose of this Association to:

1. Furnish competent umpires for all games, and to protect the mutual interest of all members.
2. Study and improve the technique of umpiring and to promote the uniform interpretation and administration of the rules.

ARTICLE III: MEETINGS

1. There shall be at least two membership meetings per year, one in January and one in September. At the January meeting, the initial order of business by the voting membership shall be to vote on the acceptance of members to move into higher membership classifications and to accept new probationary members. At the September meeting, the initial order of business by the voting membership shall be to vote on the Board of Directors positions up for election that year.
2. Regular meetings of the Association will be held as needed and as otherwise provided herein, and shall satisfy the requirements of the VHSL and any other organizations with which the Association relates. The first meeting of the year shall be advertised by such means deemed appropriate by the Executive Board and may include email and any on-line medium used for assigning games. At the first meeting of the year, a schedule of meetings shall be distributed to the members and that shall constitute notice for all meetings so scheduled. Any changes to the schedule may be advertised by email and any on-line medium used for assigning games.
3. Members, other than Honorary members, Associate members, and Student members, are expected to attend all meetings of the Association. Fines shall be assessed as shown in the Penalties section of Policies and Procedures as determined by the Board of Directors.
4. Special meetings may be called by the President or by the Executive Board, and notice of such special meeting shall be given in writing either by mail or by other reliable means, including email and any on-line medium used for assigning games at least 5 days before the scheduled date.
5. Any five members may request the President to call a special meeting of the membership. Within two weeks after receiving the fifth request, the President shall call a special meeting of the membership to be held as soon thereafter as facilities may be reserved and notice can be given. Notice of all special meetings shall be given in writing either by mail or by other reliable means, including email and any online medium used for assigning games at least 5 days before the scheduled date.
6. The President shall preside at all meetings. In his absence, the Vice President shall preside. In the absence of both the President and the Vice President, a designated member of the Executive Board will preside.

7. The rules contained in *Robert's Rules of Order* shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with the by-laws of this Association. A Parliamentarian shall be appointed by the President to serve the same term as the President to settle any disputes on procedure. The Parliamentarian shall not be a member of the Board of Directors.

8. A quorum shall be composed of all members who are in attendance at any regular or special meeting of the Association.

9. Any member not in attendance at a meeting may submit to another member for inclusion in the vote a written proxy for any office or matter known to be on the agenda for that meeting. Any dispute as to the actual meaning of the written proxy shall be resolved by the Nominating Committee.

ARTICLE IV: OFFICERS

1 The elected officers of the Association shall be as follows: President, Vice President, Secretary, four Members-at-Large. They shall be elected to serve a two-year term and may succeed themselves in the same office or may be elected to another office. The terms of newly elected officers shall begin upon their election. Beginning in 2010 the terms of officers shall be staggered. The President and Secretary will stand for election in odd numbered years and the Vice President shall stand for election in even numbered years. Two Members-at-Large will be elected for two year terms at each election meeting. For the year 2010 the two elected Members-at-Large receiving the highest vote total shall serve for two years and the next two highest vote totals shall serve for one year. There shall also be a Commissioner/Treasurer who will be a voting member of the Board of Directors and an officer of the Association. The Commissioner/Treasurer will be contracted to fulfill the duties enumerated in Article VII. The Board of Directors will contract an independent contractor to fill the position and the Commissioner/Treasurer shall not be an employee of the association but will be a full member with all rights and privileges accorded active members as set forth in Article X.

2. The appointed officers of the Association shall be the Rules Interpreter and the Director of Umpire Development. They shall be appointed by the President with the approval of the other elected members of the Executive Board. They may be appointed from the elected officers of the Association, and may be removed by the Executive Board.

3. All officers shall be Active members in good standing in the Association.

4. All elected positions provided for in this Article and the contracted Commissioner/Treasurer shall be members of the Executive Board. Appointed Officers are not members of the Board and only the President, Vice President, Secretary, Commissioner/Treasurer, and four Members-at-Large will have voting rights on the Board and the President shall only vote when there is a tie in the voting.

5. Any vacancy of any elected or appointed office shall be filled for the unexpired term by the Executive Board. The member appointed to fill the vacant office shall be a voting member of the Executive Board for the duration of their term.

ARTICLE V: ELECTION AND VOTING PROCEDURE

1. Election of the President, Vice President, and Secretary, shall be by a majority vote of the voting members present. If there are more than two candidates for an office and no candidate receives a majority, another vote shall be held to select between the two candidates with the most votes, with the winner being the person receiving the majority of the votes.

2. Election of the four Members-at-Large shall be by plurality vote of the voting members present.

3. All other votes shall be made by voice vote or by show of hands unless a motion for a written ballot is passed on the matter.
4. Written ballots shall be counted by the Nominating Committee and will include all proxy ballots received in good order.

ARTICLE VI: DUTIES OF PRESIDENT, VICE PRESIDENT, and SECRETARY

1. The President shall be the chief executive officer of the Association. He shall preside at meetings of the Executive Board and at meetings of the membership. He shall be the primary spokesman for the Association in regard to public announcements, consistent with the policies adopted by the Executive Board and/or the membership. He and the Commissioner/Treasurer shall serve as liaison between the Association and the various leagues and organizations served by the Association. He shall perform the other duties stated in this document and such other duties as designated by the Executive Board. In the event of the Commissioner becoming incapacitated the President shall appoint a de facto Commissioner until the Board can meet.
2. The Vice President shall preside over meetings of the Executive Board and of the membership in the absence of the President, and shall perform such other duties as designated by the President or by the Executive Board.
3. The Secretary shall prepare and maintain the minutes and all other papers of the Association, other than those maintained by the Commissioner/Treasurer, and shall maintain a record of attendance at meetings. At the initial meeting of the year, the Secretary shall provide to each member a copy of the current Constitution, Rules, and By-Laws, which may be done by email or through any on-line medium used for assigning games. He shall provide to the membership copies of proposed amendments to the Constitution, Rules, and By-Laws, which may be done by email or through any on-line medium used for assigning games.

ARTICLE VII: DUTIES OF THE COMMISSIONER/TREASURER

1. He shall make all assignments of scrimmages and games. This may be done by means of any online medium adopted by the Executive Board for use by the Association.
2. He and the President shall serve as liaison between the Association and the various leagues and organizations served by the Association.
3. He shall have the care and custody of all dues and moneys of the Association and shall keep an accurate record of all financial transactions.
4. He shall bill and collect all fees owed to the Association by all organizations using the services of the Association.
5. He shall establish procedures and written documentation to account for games worked by members, by which documentation members are paid for services rendered.
6. He shall receive from each member a percentage of the assigned game fees for his services, as determined by the Executive Board.
7. He shall provide each member with a list of the names, addresses, email addresses, telephone numbers, and any other contact information deemed appropriate by him of each member of the Association no later than the first scheduled ball game. Such may be provided by email or through any on-line medium used for assigning games.
8. He shall perform such other duties as designated by the Executive Board.

ARTICLE VIII: DUTIES OF THE RULES INTERPRETER and DIRECTOR of UMPIRE DEVELOPMENT

1. The Rules Interpreter shall be responsible for determining the application by the Association of the rules of each league or organization served by the Association and shall disseminate

information to the members in order to provide for uniform interpretation of the rules by all members.

2. The Director of Umpire Development shall be responsible for administering training to all members of the Association no less than annually in order to provide for uniform and professional service by the members of the Association. All Probationary and Student members shall attend training organized for their benefit, which may be together with or in addition to training for Active members. The Director of Umpire Development shall be the Chairman of the Evaluation Committee and shall be responsible for the evaluation of umpires within the Association with the input of the Evaluation Committee.

ARTICLE IX: DUTIES OF THE EXECUTIVE BOARD

1. The Executive Board shall organize, plan and execute matters pertaining to the Association.

2. All meetings of the Executive Board shall have at least five members present to constitute a quorum.

3. When the Executive Board cannot be convened, the President may act as the voice of the Association.

4. The Executive Board will set and award the contract for Commissioner/Treasurer. Any prospective Commissioner/Treasurer who is a member of the Board shall recuse himself from any discussions on the matter.

ARTICLE X: MEMBERSHIP

1. Any reference herein to "members" or "membership" shall include all levels of membership. Any reference to "voting members" or "voting membership" shall include Active and Honorary members in good standing, but not any other levels of membership.

2. There are five levels of membership within the Association:

a. **Probationary:** All new members or transfer members from any other association. The duration of probationary status is a minimum of one year unless reduced by the Executive Board. Probationary members may work any ODU game assigned by the Commissioner/Treasurer, who shall not assign them to any games unless he is convinced they have sufficient experience to properly handle the assignment. They have the responsibility of Active members to attend meetings, but cannot vote or hold office. They are required to pay full dues and fees.

b. **Student:** Members under the age of 18. They have the same standing as probationary members but cannot work high school games. Those under the age of 16 must provide proof of work eligibility (working papers) to the Secretary before the Commissioner/Treasurer may assign them to games. Student members will not have to pay VHSL fees and may have other fees waived if so determined by the Commissioner.

c. **Associate:** Members who primarily work for another high school association but who contract for games through ODU as well. They must pay full dues but are exempt from meetings and cannot vote or hold office.

d. **Active:** Eligible to work all games and leagues serviced by the ODU. Active members have full voting and office holding rights.

e. **Honorary:** The Executive Board may award this life membership status to all retired umpires and any other individual deemed worthy. Honorary members do not pay dues and may not hold office, but may vote and actively participate in all membership meetings.

3. Any Probationary or Associate member can apply for consideration for Active Membership by applying to the Director of Umpire Development no later than one month before the January meeting. The Director of Umpire Development in concert with the Evaluation Committee shall

prepare recommendations on each applicant for the voting membership to consider. Student members may apply for Active membership on reaching their eighteenth birthday.

4. Membership in good standing is recognized by the following:

- a. Payment of dues and fees as required by each level of membership.
- b. Conducting oneself in a professional manner both on and off the playing field.
- c. Avoiding any actions or activities which are in direct conflict with the best interests of this Association. See the Penalties section of Policies and Procedures for actions in the event of violations.

5. Any member, prior to being declared "not in good standing," shall be investigated by an Investigation Committee appointed by the President.

6. Any person who is convicted of a felony or any offense involving the sexual molestation or physical or sexual abuse or rape of a child shall be ineligible for membership and if already a member, shall by such conviction be removed from membership. Any games which have been assigned to that member shall be withdrawn from such former member and re-assigned.

Membership may be reinstated in the event that the sex offender status is reversed by the initial court, or overruled on appeal, or if the individual is pardoned, at the discretion of the Executive Board.

7. The voting membership has the power to overturn any decision or acts of the Board of Directors if a motion to do so is introduced and duly seconded. Such motion must be passed by a majority of the voting membership present.

ARTICLE XI: DUES and Disbursements

1. The annual dues for each member shall be established by the Executive Board and shall be deducted from the last school (High School, Middle School) paycheck of the year for the current year or for the ensuing year. If such does not occur, the Executive Board may require those dues to be paid within 30 days of the first meeting of the year or from the first paycheck, at the discretion of the Executive Board, but to be applied equally to all affected. Dues for new members shall be paid within 30 days after joining the Association.

2. Amounts due to members for umpiring shall be paid by the Commissioner/Treasurer at least two times per year, once at the end of the school year (late June or early July, dependent on collection of fees from the schools and other contracted parties), and once at the end of any other league schedules.

The Commissioner/Treasurer may make interim payments under special circumstances, at his discretion but shall not pay out any funds for assignments not already performed. The payment of such fees is subject to receipt of the specific funds from the parties contracted for the games being paid.

3. There may be contracted games where payment is made on site or directly to the umpire(s). Such payment may be subject to association fees and an adjustment to payments due.

ARTICLE XII: CONFLICTING ASSIGNMENTS

1. Once a game assignment has been accepted, it may not be turned in to accept another game through another association or organization, except in the case of a college or professional level ball game.

2. A member may not accept games at two separate sites on the same day without approval of the Commissioner/Treasurer.

3. Games assigned by on-line medium shall be deemed accepted upon confirmation by the member of the assignment.

ARTICLE XIII: ALCOHOL and SUBSTANCE ABUSE

If any member is detected with the odor of, or is under the influence of, alcohol or any other performance altering substance, either before or during a scheduled game, the member shall be fined a varsity game fee and suspended for a minimum of one year. Such suspension shall begin with the date of the offense. Verification of the offense shall be done by an ad hoc committee appointed by the President and the length of the suspension shall be the responsibility of the Executive Board.

ARTICLE XIV: CONFLICTS OF INTEREST

Any member of the Association who is affiliated with a team or league shall not be assigned games within the league or with the team with which he is affiliated. The association will not contract games with umpires doing business with parties declared by the Board of Directors to be in direct competition with ODU. Direct competition does not apply to VHSL games assigned by a recognized VHSL assigning Commissioner. All members have a duty to the association and to their fellow members not to conduct themselves in a manner contrary to the benefits of the common good. The Board of Directors is granted broad authority in applying this clause and must consider the interest of the entire association ahead of the interest of any one party or sub-group.

ARTICLE XV: FITNESS REPORTS

The President and/or the Commissioner/Treasurer may, at any time, require a member to furnish him with a medical fitness report from a licensed physician.

ARTICLE XVI: STANDING COMMITTEES

During each year of the President's term, he will appoint the members of the following committees:

1. **Audit Committee** whose responsibility will be to audit the Association's records and procedures. The Audit Committee shall report its findings first to the Executive Board and then to the membership of the Association.
2. **Evaluation Committee**, the chairman of which shall be the Director of Umpire Development as described in Article VIII. It is the responsibility of the Evaluation Committee to assist in the ranking of all members of the association for game assignment consideration using standards set by the Board of Directors. Final ranking is the responsibility of the Commissioner/Treasurer after review of the Evaluation Committee recommendations. The number of members of the Evaluation Committee is not set but it should be comprised of members who work across the various levels of play and who have seen the game work of the membership.
3. **Judiciary Committee**, the members of the Judiciary Committee shall not be officers of the Association. The Judiciary Committee shall hear all appeals on fines and issues affecting the membership. Judiciary Committee decisions may be appealed to the Board of Directors and then to the Active voting membership.
4. **Nominating Committee** to prepare and count ballots and find candidates for office prior to scheduled elections.
5. Other standing committees may be established as deemed necessary.

ARTICLE XVII: I.R.S. QUALIFICATIONS

1. The Association is organized exclusively for charitable, educational, religious or scientific purposes, within the meaning of §501(c)(3) of the Internal Revenue Code (or corresponding section(s) of any future Federal code).

2. No part of the net earnings of the ODUA shall inure to the benefit of or be distributable to its members, trustees, directors, officers, or other private persons, except that the ODUA shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of §501(c)(3) purposes. No substantial part of the activities of the ODUA shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the ODUA shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

3. Notwithstanding any other provision of this document, the ODUA shall not carry on any other activities not permitted to be carried on (a) by a corporation/organization exempt from Federal income tax under §501(c)(3) of the Internal Revenue Code (or corresponding section(s) of any future Federal code); or (b) by a corporation/organization, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code (or corresponding section(s) of any future Federal code).

4. Upon dissolution of the ODUA, its assets shall be distributed for one or more exempt purposes *i.e.*, charitable, educational, religious or scientific, within the meaning of §501(c)(3) of the Internal Revenue Code, (or corresponding section(s) of any future Federal code) or shall be distributed to the Federal government, or to a state or local government for a public purpose.

ARTICLE XIII: AMENDMENTS

This Constitution, Rules and By-Laws may be amended only on approval of two-thirds of the voting members present at a regular or special meeting of the Association.

Amended by vote of the membership 1/11/2010