

SEATTLE METRO SOFTBALL UMPIRES ASSOCIATION

BYLAWS

of the

SEATTLE METRO SOFTBALL UMPIRES ASSOCIATION

ARTICLE I

NAME, SEAL and OFFICES

SECTION 1. Name - The name of the corporation shall be the SEATTLE METRO SOFTBALL UMPIRES ASSOCIATION (sometimes abbreviated SMSUA)

SECTION 2. Seal - The seal of the corporation shall be in such form as the Executive Board shall from time to time prescribe.

SECTION 3. Offices - The registered office of the corporation shall be the address of the Treasurer thereof and shall be in the State of Washington.

SECTION 4. SMSUA is a group of independent contractors joined together and dedicated to the officiating of all softball played in the Greater Seattle area regardless of the sponsorship of said games.

ARTICLE II

MEMBERSHIP

SECTION 1. Condition and Duration - Membership shall be granted upon payment of the annual membership fee. Such membership shall extend for the duration of the membership year (the calendar year) unless canceled prior to that date

SECTION 2. Dues - Membership dues to be paid by each member shall be established by the Executive Board. Any proposal by the Executive Board which would increase membership dues must be approved by the General Membership. Members paying the required dues and complying with the minimum standards shall be deemed as being active members in good standing. Such membership is required before a member is eligible to officiate in league or tournament play or vote on a candidate for office.

SECTION 3. Structure - The membership of the corporation shall be structured as follows:

- A. New Members - New members must pass the appropriate umpires test(s) with a 70% minimum and pass the standard field requirements as established by the Executive Board prior to officiating any games and will not be assigned to games outside the Greater Seattle area. All new members shall be required to attend all appropriate pre-season indoor clinics and a minimum of outdoor clinics unless excused.
- B. Members - Members must have a minimum of one (1) year experience and pass the appropriate umpire test(s) with a 70% minimum and pass the standard field requirements established by the Executive Board. Such members must attend indoor and outdoor clinics as required by the Executive Board and be responsible for all rules and rules changes.
- C. Transfers - Transfers to this association must be in good standing with appropriate affiliated umpires association(s), verification of which shall be presentation of said transfer's identification card. If such identification card is not presented, transfer shall be

considered as a new member and must meet the new umpire requirements until verification is presented. Any member requesting a transfer from this association should submit a request a written transfer from the President and the Umpire in Chief.

- D. Inactive - Members who have been suspended, have requested a withdrawal from this association, and/or who are not in good standing shall be considered inactive until reinstatement by the Executive Board. Any member who is declared inactive shall not be reimbursed for any dues paid, shall not officiate any games and shall not be allowed to vote or hold office. Members who have not been classified active for one (1) or more years may be reinstated to member or new member status at the discretion of the Executive Board. All disciplinary action other than monetary fines must be appealed to the Executive Board in writing. The above policies shall be governed by the procedures Code of Conduct and Ejection procedures as published and/or amended by this association.
- E. Life Members - All Life Members shall receive all benefits of procedures membership without the payment of procedures dues including the power to vote at all General Membership meetings. All Life Members must be approved by the Executive Board and must continue to pay dues to the national office of the affiliation if they desire the benefits of that national affiliation.

SECTION 4. Resignation - Any member of this association may resign or withdraw in writing (letter or e-mail) to the president or secretary not less than seven (7) days prior to the effective date of resignation or withdrawal. Failure to notify shall be due cause for the Executive Board to take the action it deems necessary. Any member who resigns membership, upon proper notification, and who desires to rejoin procedures may do so as a new member, subject to Executive Board approval.

#### SECTION 5. Meetings of Members

A. Scheduled Meetings - The annual meeting of the membership of SMSUA shall be between Sept. 9th and 15th, inclusive. Four meetings shall be held between Jan. 1 and April 15th of each year for the purpose of conducting procedures business, clinics and other training as may be deemed necessary.

B. Special Meetings - Special meetings of the membership of the association may be called at the discretion of the president or Executive Board, or upon the written request of any three (3) Executive Board members, or a quorum of the general membership as detailed in Robert's Rules of Order. The secretary shall then call a special membership meeting not less than seven (7) days no more than thirty (30) days after receipt of the request. Should the secretary fail to act, any member of the Executive Board may call the meeting.

SECTION 6. Notice of Meetings - A notice of the time, place and purpose of meetings, including annual meetings, shall be given by the Secretary, or other person or persons so authorized to do so, to all members entitled to vote at such meetings at least seven (7) days prior to the day named for the meeting. Notice may be given by U.S. Mail, e-mail or telephone. Notice shall be posted on the SMSUA website. Life members are entitled to all notices of all meetings.

SECTION 7. Adjourned Meetings - Any meeting of this association, including general membership meetings, executive board meetings or any other meeting may be given in accordance with the prescriptions of Robert's Rules of Order.

SECTION 8. Waiver of Notice - Notice of any meeting may be waived by any member entitled to receive notice.

SECTION 9. Action Without Formal Meeting - Any action which under any provision of the Laws of the State of Washington, Articles of Incorporation, or these Bylaws may be taken at a meeting of members may be taken without a meeting if authorized by a writing signed by all of the members who would be entitled to notice of a meeting for such purpose.

SECTION 10. Voting - Every member, unless otherwise herein provided, shall have the right at every membership meeting to one (1) vote per issue, motion or nominated office. Members may vote at all meetings in person. Proxy votes will be allowed at the General Membership election meeting, for any member in good standing. No member shall possess more than one proxy vote. The proxy as directed by the member via e-mail or other written form.

SECTION 11. Quorum – At any meeting of the membership of the association, twenty-five percent (25%) of the registered members, in good standing, of the General Membership, in person, shall constitute a quorum of which a simple majority vote is required for approval of business therein conducted. Any and all business of the association may transacted at any duly organized meeting and the members present at any such meeting may continue to do so until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum.

SECTION 12. Conduct of Meetings - Roberts Rules of Order shall be observed and shall govern all membership meetings unless otherwise herein provided.

### ARTICLE III EXECUTIVE BOARD

SECTION 1. Structure - procedures shall be governed by an Executive Board of not less than eight (8) elected officers. Advisory board members need not be members of this association. The structure of the Executive Board shall be:

A. Elected Officers:

1. President – Two (2) Year Term – Elected on Even Numbered Years
2. Vice President – Two (2) Year Term – Elected on Odd Numbered Years
3. Secretary – Two (2) Year Term – Elected on Odd Numbered Years
4. Two (2) Members at Large - Two (2) Year Term – Elected on Even Numbered Years
5. Two (2) Members at Large - Two (2) Year Term – Elected on Odd Numbered Years
6. One (1) Member at Large - Less than two (2) years in this association and less than two (2) years as a registered umpire - One (1) year Term.

B. Advisory Representatives:

1. Affiliated Umpire(s)-in-Chief
2. Assignor
3. Treasurer
4. Immediate Past President
5. Other advisors as deemed necessary by the President or Executive Board

SECTION 2. Election and Term - The elected officers of the Executive Board shall hold office for a term of two (2) years with the exception of the exception of the 1<sup>st</sup> or 2<sup>nd</sup> year umpire

position. Special and advisory representatives shall remain on the Executive Board as long as they remain in their special or advisory capacities.

Officers shall be chosen by simple majority ballot, at the annual meeting of the membership and shall take office 14 days after the election.

If three (3) or more persons seek the same office, and one does not receive a majority of ballots cast, a runoff election shall be conducted before the adjournment of the Annual Meeting between the two (2) people receiving the highest numbers of votes until one of the two candidates receives a majority.

No member may serve more than two consecutive terms in any one office on the executive board except in an advisory capacity.

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SECTION 3. Meetings - The Executive Board shall meet no less than six (6) times per calendar year. Meetings, including special meetings, may be called by the president or any three (3) voting members of the Executive Board.

SECTION 4. Notice of Meetings - Notice of all Executive Board meetings, shall be given to the Board Members by mail, telephone or e-mail with no less than 24 hours' notice. Meetings of the Executive Board may be held at any such place as the Executive Board may desire.

SECTION 5. Adjournment and Quorum - Quorums, adjournments and other business conducted by the Executive Board shall be conducted according to Roberts Rules of Order.

SECTION 6. Action Without Formal Meeting - Any action which, under the Laws of the State of Washington, Articles of Incorporation, or these Bylaws, may be taken at a meeting of the Executive Board, may be taken without a meeting if authorized by a writing (including e-mail) signed by all Executive Board members who would be entitled to vote at a meeting for such purpose.

SECTION 7. Voting - Every Executive Board member, except the President and advisory representatives, shall have the right at every meeting to one (1) vote per issue. Advisory representatives may make motions, second motions and participate in other board action but shall not be entitled to vote on matters brought before the Executive Board. The President shall have the power to vote only in the event of a tie. In case of the absence of the the president, the presiding officer of the meeting shall be entitled to vote on every issue for which the question is called.

SECTION 8. Removal - Any board member may be removed from office by a two-thirds vote of the general membership at any meeting. Notice of the posposed removal of an elected Executive Board member must be given to said board member no less than 24 hours prior to the meeting. Such notice shall state the cause for the proposed removal.

SECTION 9. Absences from Meetings - Unexcused absence from two (2) Executive Board meetings shall be cause for the removal of that member from the Executive Board.

SECTION 10. Vacancies - Any vacancy in the Executive Board occuring during the year may be filled for the unexpired portion of the ter m and until a successor is elected and qualified either:

- A. At the next annual meeting of the general membership or at any special meeting duly called for that purpose, or

- B. By appointment by the President with concurrent approval of the remaining voting members of the Executive Board, provided there is not less than one (1) remaining qualified member to act.

SECTION 11. Powers - All the corporate powers, except such as are otherwise provided for in the Articles of Incorporation, by these Bylaws, or the Laws of the State of Washington, shall be and are hereby vested in and shall be exercised by the Executive Board of this association, including adoption of policies and procedures of procedures.

#### ARTICLE IV APPEAL BOARD

SECTION 1. Structure - An Appeal Board shall be composed of five (5) members and two (2) alternates who have been members of SMSUA for at least two (2) years. The 5 members shall choose one member to act as chair and preside over all hearings of the Appeal Board.

SECTION 2. Election and Term - The members and alternates of the Appeal Board shall be chosen by the general membership of the association at the Annual Meeting of the membership, by ballot, and the five (5) candidates named on the most ballots shall be the members and the next two (2) shall be the alternates. The Appeal Board members and alternates shall hold such position for a term of one (1) year, and shall take office effective the first (1<sup>st</sup>) day of November of that current year. There shall be no limit upon the consecutive terms that any Appeal Board member or alternate may hold.

SECTION 3. Capacity and Purpose - Any member of the general membership who has had disciplinary action in the form of a monetary fine taken against him by the Executive Board has the right to appeal the decision to the Appeal Board only. The appeal must be in writing, must state the reason why the Executive Board decision is in error, must have a copy of the fine notice attached, and must be received by the fines officer of this association and the Chairman of the Appeal Board thirty (30) days following the date of the appellant's notice. Failure to so timely request an appeal shall be deemed a waiver of the right, and the decision of the Executive Board shall be final. During the pendency of appeal, the decision of the Executive Board shall remain binding, and the president of this association may submit a written memorandum to the Appeal Board supporting the decision of the Executive Board. The decision of the Appeal Board shall be final.

SECTION 4. Meetings - Meetings of the Appeal Board shall be held as quickly as possible following the receipt by the chairman of the written appeal. At minimum, the Appeal Board shall meet every 60 days. Three (3) members of the Appeal Board must be present before any action can be taken.

SECTION 5. Notice of Meetings - Notice of all Appeal Board meetings shall be given to all Appeal Board members and the President by the Chairman of the Appeal Board either by mail, e-mail or telephone. Meetings of the Appeal board may be held at such place as the Appeal Board may appoint.

SECTION 6. Conduct of all meetings - Robert's Rules of Order shall be observed and shall govern all Appeal Board meetings except as herein otherwise provided.

SECTION 7. Voting - Every Appeal Board member shall be entitled to one (1) vote per issue presented at the meeting. The chair shall have the power to vote only in the event of a tie or if necessary to establish a quorum. Proxy votes will not be allowed.

SECTION 8. Removal - Any elected Appeal Board member or alternate may be removed from office by a two-thirds (2/3) vote of the membership at any regular or special meeting of the membership of the association. Notice of the proposed removal of an Appeal Board member must be given to such member prior to the date of the meeting at which such removal is to be voted upon. Such notice must state the cause for the proposed removal.

SECTION 9. Absences From Meetings - Unexcused absence from two (2) meetings of the Appeal Board by any of the five (5) elected members shall be due cause for the removal of that Appeal Board member. Should an alternate be unexcused and absent from two (2) meetings of the Appeal Board when called upon by the chairman, said absences shall be cause for removal of the alternate.

SECTION 10. Vacancies - Any vacancy in the Appeal Board occurring during the year may be filled for the unexpired portion of the term and until a successor is elected and qualified by the appointment from the general membership by the Appeal Board chairman with the approval of a simple majority of the Appeal Board.

#### ARTICLE V OFFICERS

SECTION 1. Officers - The officers of the corporation shall be no less than eight (8) elected members of the Executive Board, each of whom shall be elected at the annual meeting of the membership. No elected officer shall hold more than one (1) elected office or Appeal Board position. In the event an Appeal Board member is appointed to a position on the Executive Board, he shall be deemed to have surrendered his previous position on the Appeal Board.

Any officer may resign by mailing a notice of resignation to the President or Secretary. To the extent permitted by law, the resignation shall become effective at the time designated in the notice, but in no event earlier than its receipt by the president or secretary.

The president, vice president and treasurer shall be authorized to execute all banking instruments on behalf of the association. The vice-president shall be authorized to execute said instruments only in the absence or disability of the president or treasurer and until such time as their successor has been elected or appointed.

SECTION 2. President - The president of the SMSUA shall supervise all activities of the association, preside at all meetings of the Executive Board and of the association, call such meetings of the Executive Board and membership as necessary, appoint all committees with concurrent Executive Board approval, work with all affiliated softball associations, work in cooperation with all contracted agents, in cooperation with the affiliated umpire(s) in chief and their deputies, and perform the duties necessary for the day to day operation of procedures.

The president shall have the authority to temporarily suspend any member for misconduct or incompetence, providing Executive Board approval is obtained within seven (7) days following any such suspension.

SECTION 3. Vice President - The vice president of the SMSUA shall perform duties as assigned by the president. In the absence of the president, the vice president shall perform the duties of the president. If the president is incapacitated or resigns, the vice president shall serve as president. The Vice President shall have the authority to temporarily suspend the President for misconduct or incompetence, providing Executive Board approval is obtained within seven (7) days following any such suspension.

SECTION 4. Treasurer - The treasurer shall be appointed by the Executive Board. The treasurer shall keep all financial records of the association, receive and be accountable for all funds belonging to the association, pay all obligations incurred by procedures when payment is authorized by the Executive Board, render periodic financial reports, and perform duties as contracted. The treasurer may perform other such duties as the president and the Executive Board may direct.

SECTION 5. Secretary - The Secretary shall give notice of all general membership and Executive Board meetings. The Secretary shall take and keep all minutes for all meetings held and forward all specified mail and e-mail to the President, Executive Board and the general membership.

SECTION 6. Past President SMSUA - The Past President of SMSUA of the previous year shall: be a non-voting member of the Executive Board, act as an advisor to the Executive Board, and perform duties as the President or Executive Board may direct. In the event the Past President of the Seattle Metro Softball Umpires Association is unavailable or unqualified, the predecessors, in reverse order, shall assume this position.

SECTION 7. Affiliated Umpire(s)-in-Chief - Affiliated umpire(s)-in-chief and their deputies shall be non-voting member(s) of the Executive Board, act as advisor(s), preside at all pre-season umpire clinics, be the interpreter for the association of all rules and rules changes and advise the Executive Board of any programs beneficial to the goals of the association.

SECTION 8. Assignor - The assignor, or assignors, shall be appointed by the Executive Board, be a non-voting member, or members, of the Executive Board, and perform duties as contracted.

SECTION 9. Salaries - The salaries of any officer shall be fixed by the Executive Board and approved by a simple majority vote of the general membership and the fact that any such officer is receiving a salary shall not preclude him from voting on resolutions providing for the same whether such officer be a voting or non-voting member or an elected or appointed member of the Executive Board.

## ARTICLE VI ELECTIONS

SECTION 1. Time and Place - The election of officers of the association shall be held at the annual meeting of the membership, unless otherwise provided in these Bylaws, and shall be held at the customary meeting place as directed by the Executive Board.

SECTION 2. Election Board - Prior to any meeting held for the purpose of electing officers, the president shall appoint a disinterested committee of three (3) persons to act as the Election Board. The three shall choose one (1) of their number to act as chairman. The Election Board shall provide nominations, furnishing the proper ballots at the association's expense, count the ballots and report the outcome of the election to the membership prior to the adjournment of the general membership (also known as the "election") meeting.

SECTION 3. Candidates - At the election meeting, and prior to voting, each candidate shall be allowed to make a presentation, either oral or in writing through the candidate's designee, of up to two (2) minutes in length to the membership of their qualifications and reasons for seeking office.

ARTICLE VII  
ADOPTION - REPEAL - AMENDMENT OF BYLAWS

SECTION 1. By the Membership - The power to make, amend or repeal bylaws shall be in the members and bylaws may be made, repealed or amended (or, no action may be taken) at any membership meeting called for that purpose. The vote must represent a majority of the members present, and a quorum must be present for action to be taken. Any bylaw intended for adoption, amendment or repeal must be read to the membership at a meeting prior to the meeting at which the bylaw may be adopted, repealed or amended.

ARTICLE VIII  
POLICIES AND PROCEDURES

SECTION 1. The power to adopt and delete policies and procedures shall rest solely with the Executive Board.

SECTION 2. The Executive Board may include various advisors, including non-members of SMSUA, to write, amend and help establish policies and procedures as necessary.

SECTION 3. All members of Seattle Metro Softball Umpires Association are governed by each and every policy and procedure established by the Executive Board.

ARTICLE IX  
NON-DISCRIMINATION

SECTION 1. Policy - As a matter of policy, law and commitment, the Seattle Metro Softball Umpires Association does not discriminate on the basis of race, creed, religion, ancestry, national origin, sexual orientation or any sensory, mental or physical handicap.

The foregoing Bylaws and Amendments were regularly adopted by the membership of the association at the meeting held on the 11th day of March, 2013, and supercede all previous copies and editions of the bylaws and amendments of procedures.

CERTIFIED AS A TRUE AND EXACT COPY OF SAID BYLAWS

President, Seattle Metro Softball Umpires Association

Date

Secretary, Seattle Metro Softball Umpires Association

Date