

Nassau Approved Umpires Association, Inc.
A Not-for-Profit Corporation of The State of New York

Jump To:

Article I - Name

Article II - Objectives

Article III - Membership

Article IV - Membership Privileges and

Article V - Officers

Article VI - Board of Directors

Article VII - Committees

Article VIII - Books and Records

Article IX - Dues

Article X - Discipline

Article XI - Indemnification of Officers, Directors, Committee Members and others
serving the Corporation

Article XII - Miscellaneous Provisions

APPENDIX A

APPENDIX B

APPENDIX C

Article I - Name

Section 1. - Name - The name of this organization shall be the Nassau Approved Umpires Association, Inc., a not-for-profit corporation of the State of New York.

Section 2. - Office - The Corporation may have offices at such places as the Board of Directors may from time to time determine.

Article II - Objectives

Section 1. - Objectives - The objectives of this organization are, but not limited to, the following:

- A. To further the interests of sports officials.
- B. Maintain the highest standards of sports officiating.
- C. Promote the welfare of amateur sports, its players and administrators, fans, and the press and sports officials.
- D. Encourage the spirit of fair play and sportsmanship.
- E. Work with organizations and associations connected with sports to further amateur sports and all persons involved with amateur sports.
- F. Provide educational programs to advance the skills of sports officials.
- G. Work with sports administrators to provide qualified sports officials to officiate amateur sports.
- H. Conduct programs to encourage public appreciation for the skill and professional competence of sports officials.

Article III - Membership

Section 1. - Membership - This corporation shall be comprised of the following persons within the following classes of membership.

- A. Active - Shall be those certified members who have complied with the rules laid down by this corporation; have passed the required tests and examinations, completed a probationary period of two (2) years, which includes attending the mechanics classes both years and received final endorsement by the interpreter and who have been voted

into active membership by the general membership.

B. Associate - Shall be any certified member who elects not to officiate high school baseball games. They must notify the Board of Directors in writing. They may attend meetings and have other privileges of the corporation except the officiating of high school baseball games. Associate members are required to pass the mandatory tests and examinations and are also required to attend the Rules Interpretation meeting. They may attend the annual dinner for a fee to be set by the Board of Directors.

C. Inactive - Shall be any member who elects not to officiate any NAUA baseball games. They may attend meetings and have other privileges of the corporation except the officiating of baseball games. They may attend the annual dinner for a fee to be set by the Board of Directors.

D. Probationary - Shall be candidates who have successfully passed all the requirements for membership as established by the Membership Committee and approved by the Board of Directors. They shall pay prescribed dues, attend meetings and have other privileges of the corporation.

E. Honorary - Shall be a past member and have been an active member of fifteen (15) years. Any active member in good standing may propose a candidate for Honorary membership. To be elected to such status, a candidate must be approved by a secret ballot consisting of a majority vote of seventy-five percent (75%) of the membership at the annual Business Meeting. Candidates must have been an officer, member of the Board of Directors or have chaired a committee and in so doing, have made a contribution to the corporation.

Note : Honorary members shall not vote or hold office, pay dues or be subject to assessment; but shall have other privileges of the corporation.

Section 2. - Qualified Membership - This corporation may accept individuals for membership pursuant to criteria to be established by this corporation. Such application for membership shall be accepted or rejected by a majority vote of the membership. There shall be a Membership Committee, chaired by the Executive Vice President and assisted by members to be selected by the chairperson. Applicants from recognized, state certified organizations who are seeking membership in the corporation, shall meet the requirements as recommended by the Membership Committee. All other applicants / candidates, must attend the association candidate's school and successfully meet all requirements (see appendix A).

Section 3. - Good Standing - An active member in good standing is a member who has met the meeting attendance requirements, has passed the uniform inspection, has paid dues on time, has paid all fines, penalties and assessments on time. Said member will have also observed and complied with the By-Laws of this corporation and all other requirements.

Section 4. - Resignation - Any member may resign by filing a letter of resignation with the Secretary. Said resignation shall be presented to the Board of Directors at the first meeting after its receipt.

Said resignation shall not relieve the resigning member of the obligation to pay any dues, assessments or other charges previously accrued and left unpaid prior to resignation.

Section 5. - Reinstatement - Upon filing a signed, written request with the Secretary, a former member may apply to the Board of Directors for reinstatement. With an affirmative majority vote of the Board of Directors, the Board may reinstate the former

member to membership status upon the completion of terms, as the Board may deem appropriate. If the resigned member requests reinstatement within a two (2) year period from the date of resignation, he/she must pass an approved test and fulfill all N.A.U.A. requirements. If the request is made after the two (2) year period has expired, the former member must attend the Candidate School, pass the approved test and fulfill all N.A.U.A. requirements.

Section 6. - Lapsed Membership - A member who has allowed their membership to lapse for a period of one (1) year shall, at the discretion of the Board of Directors, be required to pass an approved test and fulfill all N.A.U.A. requirements to reinstate his/her membership. A member, who has allowed their membership to lapse for a period of two (2) or more years, shall be treated as a new member. Prior to reinstatement, said member must pay all past dues and penalties that may have been assessed and are owed to the corporation.

Section 7. - Change in Membership Status - Upon filing a signed, written request with the Secretary, a member may apply to the Board of Directors for a change in their membership status.

Associate / Inactive Status to Active Status: If a member has been an Associate or Inactive member, for a period of less than two (2) years, he/she may request a change in status to full ACTIVE membership. Upon approval, he/she must pay the difference in dues to Active membership. After the two (2) year period has expired, said member must, pay the difference in dues and must attend the Candidates School, pass the approved test and fulfill all N.A.U.A. requirements.

Section 8. - Dropped from the roll - Any member who has not fulfilled the requirements of the organization will receive a certified letter at the end of the fiscal year to determine the member's intentions. If said member does not respond, either in writing or by telephone, within thirty (30) days of mailing, they will be dropped from the roll.

Article IV - Membership Privileges

Section 1. - Membership Meetings

A. Membership Meetings - The corporation shall hold seven (7) membership meetings during each fiscal year; one of which shall be the annual Business meeting and one shall be the annual Rules Interpretation meeting, which is a mandatory meeting. Special meetings of the membership may become necessary from time to time. Any such meeting will be called by the Secretary at the written request of a majority of the Board of Directors and said request shall state the reason and/or purpose of the meeting.

B. Notice of Membership Meetings - Written notice of all membership meetings, stating the time and place shall be placed onto the corporation's website and e-mailed or mailed at least fourteen (14) days prior to the first membership meeting to each member at such address as it appears on the membership's roster. Postal mailings of all correspondence to the membership will only go to those members who lack access to the website or e-mail and have advised the Board of Directors of said lack of access.

C. Voting - The presence of twenty percent (20%) of the active membership constitutes a quorum. A majority of such members where a quorum is present is necessary to make a decision except where a greater representation of the membership is required by law or these By-Laws. Proxy voting and/or mail in voting are not permitted.

D. Meeting Requirement - All active and associate members must attend the annual Rules Interpretation meeting and three (3) additional meetings to be certified for the following

fiscal year. To receive credit for any meeting, a member must remain until the end of the interpretation portion of the meeting.

E. Order of Business - Robert's Rules of Order shall govern the proceedings of all meetings, except where there is a conflict with these By-Laws. The order of business at meetings shall be at the discretion of the President or presiding officer. However, the recommended agenda shall include the following: Roll Call of Officers, Acceptance of the Minutes, Reading of Correspondence, Reports of Standing Committees, Unfinished (Old) Business, New Business, Miscellaneous Business and Adjournment.

Section 2. - Rules Books, Exams and Liability Insurance - The corporation, under the direction of the Board of Directors shall provide Rule Books, Exams and Liability Insurance.

Section 3. - Contractual Relationship of Members - Each member of the corporation agrees, by becoming a member, that these By-Laws and all other rules, regulations and policies of the corporation constitute a valid contract between the member and the corporation.

Section 4. - Policies - Members are expected to carefully read and observe the policies and requirements set forth in these By-Laws and abide by the Five (5) Point Plan as set forth by the New York State Public High School Athletic Association. (see appendix A)

Section 5. - Uniform - All members are to wear the official N.A.U.A. uniform while working games. Members not in proper uniform shall be subject to penalties. (see appendix B)

Section 6. - Other Umpire Associations - There shall be no restrictions upon members as to where they may function or work within the territory of this corporation (Nassau County). Members of this association may be members of other officiating groups, as well as, the Nassau Approved Umpire's Association. No umpire, while working for another association or group, may wear the official patch or insignia of this association. Any member found in violation of this section, shall be subject to penalties. (see appendix B)

Section 7. - Tobacco and Alcohol - No official shall use any tobacco or alcoholic product on or near a playing field. Violation of this section shall make the offender liable to disciplinary action.

Section 8. - Status of Members - All members of this corporation are independent contractors in their officiating capacities and not employees of the corporation or of any officer or assignor(s) of the games of the corporation or of any person or entity for whom the member works as an official and as such, no deduction of any taxes will be taken from any payments made for services rendered. A member may elect to accept or reject game assignments within the regulations of the Section VIII contract with OCC. All members of the corporation recognize this status and understand that the corporation, its officers and assignor(s) of games, are NOT employers and therefore, the members may not be able to collect Worker's Compensation from the corporation or any other person or entity for injuries sustained while performing or traveling to and from officiating, assigning or officiating related or assigning related work. Each member should obtain and maintain disability insurance.

Article V - Officers

Section 1. - Officers - The officers of the corporation shall be: President, Executive Vice President, First Vice President and Secretary / Treasurer.

Section 2. - Elections - Election of officers shall take place at the annual business meeting to be selected by the Board of Directors and shall be conducted by a ballot and a majority vote shall elect.

Section 3. - Terms of Office - The terms of President, Executive Vice President and First Vice President shall be a two year term. The First Vice President will succeed to the office of Executive Vice President and the Executive Vice President will succeed to the office of President. The term of the office of Secretary / Treasurer, shall be a first term of four (4) years and a second term of three (3) years. No Officer shall serve more than two (2) terms consecutively. Any officer must wait for a period of one (1) year before running again for any office. Successful candidates shall assume their office at the annual dinner or until such time as their successors have been elected and qualified or until his resignation, death or removal from the Board.

Section 4. - Qualifications for Elected Officers - Only active members of the corporation are eligible to be elected as officers and must be an active member in good standing for a minimum of four (4) years.

Section 5. - Duties of the Officers

A. The President shall:

1. Be the Chief Executive Officer of the corporation.
2. Be responsible for all management functions.
3. Have executive authority to see that all orders and resolutions of the Board of Directors are carried out and is subject to the control vested in the Board of Directors by the statutes of the Articles of Incorporation or by these By-Laws.
4. Administer and hold responsibility for the overall management of the business affairs of the corporation.
5. Appoint a Rules Interpreter, subject to the approval of the Board of Directors. Shall appoint Chairpersons and any other persons as deemed necessary with the approval of the Board of Directors. If the chairperson is not approved by the Board of Directors, the President shall have seven(7) days to select a new chairperson. If the second selection is not approved by the Board of Directors, The Board of Directors will select a chairperson by majority vote.
6. Appoint a Sergeant at Arms with the advice of the Board of Directors. The Sergeant at Arms will be selected from the members of the Board of Directors.

B. The Executive Vice President shall:

1. In the absence of the President, assume the duties of that office.
2. Serve as the Membership Chairperson and Ratings Committee Chairperson

C. The First Vice President shall:

1. In the absence of the President and the Executive Vice President shall assume all duties for those offices.
2. Assist the Secretary / Treasurer as needed in maintaining the attendance sheet at every meeting, making certain that only members are permitted entrance to the meetings and that members remain for the entire meeting and shall refer all guests to the President for permission to attend the meeting.
3. Assist the Membership Committee as needed.
4. Assist the Sergeant-at-Arms and shall promote discipline and order at every meeting.

D. The Secretary / Treasurer shall:

1. Issue and maintain the minutes and records of the meetings of the membership and of the Board of Directors.
2. See that all notices are duly given in accordance with the provisions of these By-Laws or as required by law.
3. Be custodian of the records and of the seal of the corporation. Ensure that the seal or its equivalent is affixed to or reproduced on all documents and to make certain that the execution of the seal on behalf of the corporation is duly authorized.
4. Have charge of membership records of the corporation.
5. In the absence of the President, Executive Vice President and First Vice President, shall assume all the duties of those offices.
6. Receive and assume responsibility for all funds of and securities owned by the corporation and in connection with; keep and maintain full and accurate records and accounts of the corporation; Deposit or cause to be deposited to the credit of the corporation all money, funds and securities so received in such bank or other depository as the Board of Directors or an officer designated by the board may establish. Disburse or supervise the disbursement of the funds of the corporation as properly authorized.
7. Upon request, render to the Board of Directors, at any meeting, financial and other appropriate records on the condition of the corporation.
8. Furnish to the Chairman of the Financial Committee and the Board of Directors a balance sheet at the first Board of Directors meeting of the fiscal year. After its approval, a copy shall be sent to the membership with the December notice of meetings.
9. In general, perform all duties incident to the office of the Secretary / Treasurer and such other duties as are provided for in these By-Laws and as, from time to time, are assigned to him by the Board of Directors or by the President of the Corporation.

Section 5. - Compensation of Officers - Elected officers may receive stipends under certain circumstances. A stipend from this corporation does not preclude any officer from serving the corporation in any other capacity and receiving compensation in that capacity.

Section 6. - Removal of Officers - Any officer may be removed by a majority vote of the active members whenever, in their judgment, the best interests of the corporation will be served.

Article VI - Board of Directors

Section 1. - General Powers and Duties - The property, business and affairs of the corporation shall be managed by its Board of Directors and the Board may exercise all such powers of the corporation that are not covered by these By-Laws or the Articles of Incorporation as directed to or required by the membership.

Section 2. - Composition - The Board of Directors shall consist of the Officers, the immediate Past President, the Rules Interpreter (appointed by the President) and four (4) other Directors. Each officer shall hold his office until his successor has been elected and qualified or until death, resignation or removal.

Section 3. - Nominations - The Nominating Committee shall present to the Secretary one(1) nomination for each seat on the Board which is either vacant or is about to expire. The Secretary shall mail or e-mail those nominations to the active members, at least seven (7) days before the annual business meeting.

Section 4. - Removal of Directors - Any Director may be removed by a majority vote of the active members whenever, in their judgment, the best interests of the corporation will

be served.

Section 5. - Resignation - Any Director may resign at any time by giving written notice to the President or Secretary of the corporation. Resignations shall take effect at the time specified therein and unless otherwise specified therein, acceptance of the resignation shall not be necessary to make it effective.

Section 6. - Vacancies - Any vacancy occurring in the Board of Directors shall be filled by a member in good standing as appointed by the President with the approval of the Board of Directors. Each Director appointed to fill a vacancy shall hold office until the next election for members of the Board of Directors is held or until his successor, if any, has been elected or until his death, resignation or removal.

Section 7. - Regular Board Meetings - A minimum of four (4) regular meetings of the Board of Directors shall be held on dates that the President and the Board of Directors approve. These meetings will take place before the first membership meeting.

Section 8. - Special Meetings - Special meetings of the Board of Directors may be held at any time at the call of the President. All board members must be contacted. Special meetings may be requested, in writing, by a majority of the Directors.

Section 9. - Quorum - A majority of the initial Directors named in the Articles of Incorporation shall constitute a quorum for the transaction of business at any meeting of the Board of Directors until such time as the total Board of Directors has been elected. Following the election of the Board of Directors, a majority of the total number of Directors, as specified in the By-Laws, shall constitute a quorum for the transaction of business at any meeting of the Board. In the absence of a quorum, a majority of the Directors present may adjourn the meeting to a certain date and the Secretary shall notify those absent Directors, within seven (7) days, of the adjournment date. Then, the Directors present on the adjourned date shall constitute a quorum for the purposes of conducting business. At no time, may a quorum consist of less than one third of the entire Board of Directors.

Section 10. - Re-Election - No Director, who has served two (2) consecutive terms of three (3) years shall be eligible for re-election until one (1) year has elapsed from the conclusion of his/her term(s). Any Director who has filled a Director's vacated, un-expired term, shall be eligible to serve two (2) consecutive terms in addition to the completion of the vacated term.

Section 11. - Elected Directors - Shall hold office for a period of three (3) years. Shall assist in running the corporation and perform such duties as the President and Board of Directors shall determine.

Section 12. - Interpreter - The Interpreter shall hold meetings in the interest of uniformity and strict interpretation of the rules, mechanics and techniques of field officiating.

Meetings shall be held before and during the season as a means of educating officials, coaches, players and others interested in the fundamentals of proper officiating.

Section 13. - Voting - The presence of a quorum is required to hold a vote. A simple majority or fifty-one percent (51%) of that quorum is needed to pass any ruling by the Board of Directors. The President shall not vote unless a tie exists and in this case, the President shall have the tie-breaking vote.

Section 14. - Compensation of Board of Directors - The Board of Directors may receive stipends under certain circumstances. A stipend from this corporation does not preclude any director from serving the corporation in any other capacity and receiving

compensation in that capacity.

Article VII - Committees

Section 1. - Standing Committee - The following are Standing Committees of this corporation: Dinner, Ethics, Membership, Finance, Publicity, Rules, Candidate School, Awards, Catholic League, Official's Coordinating Council, Nominating, Summer League and Ratings . A chairperson of a committee must be a member of the Board of Directors and may select members in good standing to assist in performing his duties, unless otherwise noted.

Section 2. - Duties and Responsibilities of Committees and Chairperson

A. Dinner - Organize and coordinate all arrangements for the annual dinner, including: operation of the dinner, selecting the site location, hosting the dinner, guest list, hosting of guests, speakers, programs, menus, etc.

B. Ethics - Shall be a three member committee chaired by the immediate Past President. Two (2) members of the Board of Directors or former Past Presidents shall assist him. The purpose of this committee shall be to uphold the standards and values of this organization and to investigate problems between officials, officials and coaches, officials and schools or school personnel. This committee shall hear and decide the validity of all charges brought against any member. This committee shall report its findings to the President and the Board of Directors and to the Executive Director of Section VIII, where appropriate. This committee is also responsible for coordinating all facets of the official uniform, including enforcement of the uniform code.

C. Membership - The Membership Committee shall be chaired by the Executive Vice President and its duties include:

1. Membership Committee - The duties of the committee shall be to investigate the qualifications of all applicants for any status and provide counsel toward recommendation or rejection of applications for membership. Applicants from other recognized, certified organizations, shall meet the requirements stipulated by the Membership Committee. All other applicants must attend the association Candidate's School and must successfully pass the required written and field exams. The Membership Committee shall provide assistance to the Candidate School and shall report to the membership on its progress.

2. Qualified Membership - This corporation may accept individuals for membership pursuant to criteria established by this corporation and such application for membership shall be accepted by a majority vote of the membership.

D. Finance - The Finance Committee shall be chaired by the First Vice President. Two (2) members of the Board of Directors shall assist him and/or Past Presidents and its duties include:

1. Perform an annual audit of the corporation's books, including: all expenses, disbursements and income. Report these results, in writing, to the Board of Directors at the Board's first meeting of the year.

2. Perform an annual Budget Review, including any and all budget recommendations and changes in finances, where needed.

E. Publicity - Responsible for getting information to news media concerning activities of the corporation including the Candidate School.

F. Rules - The Rules Committee shall be chaired by the Rules Interpreter and its duties include:

1. To coordinate all rules discussions/interpretations, attend the state/local rules interpretation meeting and organize rules clinics. To strive to gain consistency in mechanics and rules interpretations and to offer assistance on the technical portion of the rules, its usage and application.

2. The decisions and judgment of the Rules Committee shall be final.

G. Candidate School - The Candidate School will be chaired by the interpreter of the association. The Interpreter will be responsible for organizing and instructing candidates in a formal training program. The Interpreter will coordinate the testing and certification of new candidates in conjunction with the Membership Committee. School instruction will include: rules instruction, rules interpretation, mechanics and additional baseball and officiating information that may be deemed appropriate. *The Interpreter shall receive compensation as stated in Appendix C.*

H. Awards - Responsible for carrying out the awards program of the corporation, including: counting ballots, purchasing awards and the notification and invitation of award recipients to the awards presentations. Awards will be distributed for the following categories: sportsmanship, service, honorary awards and others as may be selected by the Board of Directors.

I. Catholic League - Coordinate all activities with Catholic and private schools including: rules coordination, schedules, assignment of officials, fees and communication with coaches and appropriate school personnel.

J. Official's Coordinating Council - One (1) member of the Board of Directors will be the corporation's representative at all meetings of the OCC for a period of three (3) years. Said representative shall attend all meetings of the OCC and if unable to do so, shall appoint an appropriate alternate to attend such meetings. The representative must consult with the President and the Board of Directors prior to any vote on a contract with Section VIII representatives.

K. Nominating Committee - The Nominating Committee shall invite suggestions from all active members for those offices which are vacant or are about to expire. The Nominating Committee shall then nominate candidates for the required offices of the corporation as provided in these By-Laws. The Nominating Committee shall conduct elections, count ballots and declare the winners of elections.

L. Summer League - The Summer League Committee will be responsible for coordinating all activities with leagues including: rules, schedules, assignment of officials, fees and communication with coaches and appropriate personnel. Prior to commitment to any contract or fees, the Committee must submit a report, in writing, to the Board of Directors for its approval.

At the conclusion of the season, a financial report shall be submitted to the Board of Directors.

M. Rating Committee - The Rating Committee shall be at least a four (4) person committee. The committee's duties shall be to tabulate all information the association receives from BOCES until completion. This committee will consist of the Executive Vice President of the association, who will be its Chairman, and at least three(3) members appointed by the Executive Vice President . Those members will be at least one other member of the Board of Directors and one (1) non-varsity assigned member with a

recommended five (5) years or more of continuous service in the association.

N. Special Committees - The President may, at his discretion or by order of the Board of Directors, appoint other committees. The placement of such committees shall not conflict with the provisions of these By-Laws. The President, subject to the approval of the Board of Directors, shall prescribe the duties of these committees.

Section 3. - Funds and Compensation - Funding will be available to committees for the purpose of completing their functions. Members of committees, unless specifically listed in these by-laws, shall not receive any direct compensation from the corporation for their service as a committee member. This does not preclude any committee member from serving the corporation in any other capacity and from receiving compensation in that capacity.

Article VIII - Books and Records

Section 1. - Location - The books, records and accounts of the corporation may be kept at such place or places within the State of Incorporation, as the Board of Directors may, from time to time, determine.

Section 2. - Inspection - The books, records and accounts of the corporation shall be open to inspection by any member of the Board of Directors at any Board of Directors meeting with the approval of the Board of Directors. They shall also be available to active members at such time and be subject to such regulations as prescribed by the Board of Directors, except where otherwise provided by statute.

Section 3. - Audit - The accounts of the corporation shall be audited not less than annually by the Finance Committee. This committee shall provide a written report to the Board of Directors at their first meeting of the fiscal year and to the membership with the first minutes.

Article IX - Dues

Section 1. - Annual Dues - The membership may determine the amount of annual dues paid by the varying classes of membership of the corporation. The Board of Directors will determine the dates upon which payments are due and any penalties and fines for nonpayment or failure to pay in a timely manner. (See appendix A.)

Article X - Discipline

Section 1. - Grounds for Discipline - For failure to comply with these By-Laws, established authority or regulations of the corporation or for delinquency in payment of authorized charges, fines, penalties or assessments or for any other conduct established to be contrary to the best interests of the corporation, a member may lose rating points, be fined, be placed on probation or suspended from the corporation for not more than one (1) year; or may be expelled for a minimum of two (2) years.

Section 2. - Notification of Charges - A charged member shall receive written notice by certified mail, return receipt requested of the charges filed against him. The notification shall indicate the alleged violation with specific reference to the By-Laws provision, rule or regulation violated including the specific acts, conduct, time and place where the violation occurred and the person or entity filing the charge. A charged member may request copies of any and all documents which may be used in prosecuting the charges. Members shall also be referred to these By-Laws with respect to procedural rights.

Section 3. - Right of Hearing - A member charged with any violation shall have the right to be heard in person before the Board of Directors, or by written statement prior to the enforcement of any disciplinary action, penalty or fine.

A. Said member must make any such request within thirty (30) days of receipt of written notification in writing to the Secretary of the corporation.

B. A member may be represented by legal counsel provided a request is made in writing to the Board of Directors, fifteen (15) days prior to the scheduled hearing to allow time for coordinating of legal representation for the corporation.

C. A majority vote of the members of the Board of Directors shall determine its decision.

D. A written decision shall be sent, by certified mail, return receipt requested, within thirty (30) days of the hearing date.

E. If charges are upheld, all costs incurred are to be paid by the member.

Section 4. - Right of Appeal - A member found in violation shall have the right of appeal to the Board of Directors by filing an appeal in writing along with a \$ 25.00 bond to the President within seven (7) days of receipt of the written decision. The Secretary shall send notification for the date of appeal no later than forty-five (45) days prior to that date. The Board of Directors shall decide the appeal on record upon review of any additional written arguments submitted by both parties and received by the President, no later than 15 days prior to the date set for appeal. A decision shall then be made by a majority vote of the Board of Directors. The member will be notified in writing, certified mail, return receipt requested, within thirty (30) days of the date of appeal.

Article XI - Indemnification of Officers, Directors, Committee Members and others serving the Corporation

Section 1. - Civil or Criminal Proceeding - 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 criminal, civil, administrative or investigative (other than an action by or in the right of the corporation) by reason that he is or was a director, officer or agent of the corporation; 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 in connection with such action, suit or proceeding if he acted in good faith and in a manner 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 no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by 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 conduct was illegal.

Section 2. - Negligence or Misconduct - The corporation shall have the power to indemnify any member who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit or in the right of the corporation, to procure a judgment in favor by reason that he is or was a director, officer or agent of the corporation or is serving or was serving at the request of the corporation as a director or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including attorney's fees, actually and reasonably incurred in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner 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 member shall have been adjudged to be liable for negligence or misconduct of the performance of his duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all indemnity for such expenses which such court shall deem proper.

Section 3. - Attorney's Fee - To the extent that a director, officer or agent of the corporation has been successful on the merit 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 shall be indemnified against expenses including attorney's fees actually and reasonably incurred by him 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 a determination that indemnification of the director, officer or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 1 or 2. Such determination shall be made.

A. By the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding.

B. If such a quorum is not obtainable or even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion; or

C. By a quorum of the total members.

Section 5 - Early Payment of Expenses - Expenses, including attorney's 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 director, officer or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this section.

Section 6 - Insurance - The corporation shall have the power to purchase and maintain insurance on behalf of any member who is or was a director, officer or agent of the corporation or is or was serving at the request of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under this section.

Section 7 - Coverage - The indemnification provided by this section shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of members or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding office and shall continue to be a member who has ceased to be a director, officer or agent and shall insure to the benefit of the heirs, executors and administrators of such member.

Article XII - Miscellaneous Provisions

Section 1. - Fiscal Year - The fiscal year of the corporation shall be August 1 to July 31.

Section 2. - Contracts and Other Instruments - Except as otherwise provided in these By-Laws, the Board of Directors 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 3. - Gifts - The Board of Directors may accept on behalf of the corporation, any contribution, gift, bequest or device for the general purposes or for any special purposes of the corporation.

Section 4. - Amendment of the By-Laws - These By-Laws may be amended or repealed by a two-thirds (2/3) vote of the active members in good standing present at a Nassau Approved Umpire Association official meeting. Notice of such proposed changes shall have been sent, in writing to the active members thirty (30) days before such meeting. Amendments may be proposed by the Board of Directors on its own initiative or upon petition of any twenty-five (25) active members, which shall be addressed and delivered, to the Board of Directors. The Board of Directors shall present all such proposed amendments to the active members, with or without recommendation.

APPENDIX A

1. MEETINGS: If members are unable to attend the required number of meetings including the mandatory meeting(s), they must write a letter to the Board of Directors, addressed to the Secretary, explaining the reason. The Board of Directors will vote on the validity of the explanation and decide upon certification. A loss of points may be assessed from the member's final rating; two (2) points per absence, not to exceed 10 points.

2. CRITERIA for MEMBERSHIP: No member shall

A. Be less than eighteen (18) years of age.

B. Have been convicted of a sex felony or drug felony.

3. TRANSFERS: Applicants from recognized State Certified associations seeking a transfer of membership shall:

A. Meet the requirements as recommended by the Membership Committee.

B. Have submitted a letter of good standing from that organization's Secretary.

C. Pay membership dues.

D. Supply proof of passing the required certification test.

E. Be accepted by the membership.

4. THE FIVE POINT PLAN: The NYSPHSAA requires that all active members must comply with their Five Point Plan in order to be certified. Officials shall qualify for certification by completing the Five Point Plan.

1) Observe the constitution and by-laws of their local association and state officials' organization.

2) Attend Interpretation Meeting and clinics of the local organization each year.

3) Give satisfactory evidence of proficiency in the mechanics of officiating and of competent performance related to the specific sport.

4) Pass the National Federation, New York State, or other approved rules examination.

5) Be listed with the NYSPHSAA Executive Secretary.

Note: To insure quality, competitive experience, the selection and assignment of officials must provide priority to competent officials, i.e. those who have been trained and tested in the approved rules and regulations of the specific games to be officiated.

5. DUES: Annual dues for members will be as follows:

Active Members: Dues will be equal to the Junior Varsity fee for said year.

Associate Members: Dues will be Fifty dollars (\$ 50.00).

Inactive Members: Dues will be Fifteen dollars (\$ 15.00).

6. ADMINISTRATIVE FEES: The following is a list of administrative fees:

A. **BOUNCED CHECK FEES:** The N.A.U.A. must recover all costs involved on a bounced check. A fee of Twenty Five dollar (\$ 25.00) will be assessed on all returned checks.

B. **LATE FEES:** A late fee of Twenty Five dollars (\$ 25.00), will be assessed to all members who have not paid their dues by May 10th of that year.

Note: If a member has not paid their dues by May 31st, an additional Twenty Five dollar (\$ 25.00) fine will be imposed. If said member fails to pay dues prior to July 1st the penalty is equal to the annual dues fee. If a member has not paid their dues and/or late fees by October 1st, their name will be removed from the BOCES roster. If the dues and late fees are not paid by October 1st, they will not receive an availability sheet. After payment is received, their names will then be submitted to BOCES with the new Probationary member's names.

C. **FAILED CERTIFICATION EXAM:** If a member fails the certification exam with a grade below 80, a Twenty Five dollar (\$ 25.00) fee will be charged for administration of a retest of the exam. If said member fails the retest, he will be placed on suspension for one (1) year.

7. **LIGHTNING AND THUNDER:** Safety is our main concern. If lightning and/or thunder is observed or heard, the umpire shall call time and suspend the game. The umpire shall also notify the coaches to attend to the safety of their players. A mandatory waiting period of thirty (30) minutes, from the last bolt of lightning must be observed. The game may be resumed after waiting the mandatory thirty (30) minute time period.

8. **MOVEMENT of OFFICIALS:** Each year, ten percent (10%) of the Varsity roster, will be replaced by the highest rated lower level officials to meet the number of varsity officials required by BOCES. To accommodate this movement, ten percent (10%) of the lowest rated active Varsity officials will be moved to the lower level, if necessary.

9. **ASSOCIATION THIRTY (30) POINT RATING:** Points will be earned or penalized as follows;

A. **REQUIRED CERTIFICATION TEST (Part II Federation Exam)** - Tests must be returned to the Secretary prior to the start of the designated meeting for their return. A loss of 1 point will be assessed for each point below a score of eighty (80), up to a maximum of ten (10) points. Failure to turn in the test will result in a loss of ten (10) association points.

B. **MEETINGS** - Four (4) meetings are required. Failure to meet this requirement will result in a loss of two (2) points per meeting missed, up to a maximum of ten (10) association points. For additional meetings attended over the required four (4), the member can earn two (2) bonus points per meeting toward his account.

C. **UNIFORMS** - Failure to have the association uniform inspected and accepted by the Ethics Committee will result in a loss of ten (10) association points. Bonus points for attending additional meetings will not be applied toward the uniform inspection.

D. **SPORTSMANSHIP BALLOT** - Failure to submit the annual Sportsmanship Ballot and/or meet the required deadline will result in a loss of five (5) association points.

E. **DINNER RESPONSE CARD** - Failure to submit a properly completed annual Dinner response card and/or meet the required deadline will result in a loss of five (5) association points.

F. **ETHICS** - Up to thirty (30) points may be assessed against a member for ethics infractions. The Board of Directors may levy this penalty after it has met all of the

requirements, as detailed in Article X; Discipline of Members NO MEMBER MAY BE CREDITED WITH MORE THAN THIRTY(30) ASSOCIATION POINTS

10. PLAYOFFS: In order to be on the approved list of officials for playoff games, a Varsity rated umpire must attend the three and four man mechanics clinic each year.

APPENDIX B

EFFECTIVE - 2001: The uniform of this association shall be:

A. Gray Trousers - Fechheimer Bros. Co. - Model # 68230 or Cliff Kleen, with or without pleats.

B. Cliff Keen Navy Blue / Micro-Mesh Shirt - Model # 126: With NYSBUA logo embroidered directly on the shirt pocket. The pocket may be a regular pocket, sewn on three sides, open top or an open pocket with a separate section for a pencil or pen.

C. Navy Blue Hat - All hats shall be fitted and must include the official NAUA lettering in white. Only base or 'combo' hats are allowed and no mesh or adjustable hats shall be permitted.

D. Navy Blue undershirt or turtleneck shirt.

E. Gray or Navy ball bag.

F. Black Shoes.

G. Black Socks.

H. Black Belt.

I. Official New York State windbreaker.

Any questions regarding the required uniform, must be addressed to the Ethics Committee.

OUT of UNIFORM - Over the course of a three (3) year period, if a member is found to be "Out of Uniform", fines and penalties will be levied for each offense as follows:

FIRST : Monetary fine of twenty five dollars (\$ 25.00).

SECOND : Monetary fine of fifty dollars (\$ 50.00) and a loss of five (5) points from the association's rating.

THIRD : Member shall be suspended for one (1) year.

PLAYOFFS : If a member is found to be "out of uniform" while working a playoff game, that member shall be suspended immediately for the remainder of the season. In the event the official has completed his playoff schedule, the suspension shall be served during the following year's playoffs.

UNIFORM RESTRICTIONS: Those portions of the official uniform that display the State and/or N.A.U.A. logo are to be worn ONLY for games assigned by or through the association or its assigning body. Any member wearing the association's logo or insignia, while working a non-sanctioned game, shall be subject to a monetary fine and disciplinary action. If, while wearing the N.A.U.A. logo, an incident occurs and results in a lawsuit, the member is responsible for any and all expenses to defend said suit.

CANDIDATE : A Candidate is a person who is attending the Candidates School for the purpose of passing the required exams and becoming a Probationary member. A Candidate must attend a minimum of fifty percent (50%) of the Candidate School's classes and must attend three (3) of the Mechanic School's classes. Candidates must pay the association dues for the current season, prior to the final exam. Candidates must abide by any and all rules set forth by the Board of Directors.

CANDIDATE SCHOOL : Will be given by the N.A.U.A. at a time and place to be decided by the Board of Directors. A fee will be collected from each Candidate who is

attending the school.

APPENDIX C

STIPENDS - A stipend for the officers and the members of the Board of Directors shall be voted on and approved by the general membership at the business meeting. Stipends to be paid are as follows:

PRESIDENT - Seventy Five Dollars (\$ 75.00)

EXECUTIVE VICE PRESIDENT - \$ 0.00

FIRST VICE PRESIDENT - \$ 0.00

SECRETARY / TREASURER - Will receive a stipend for each Active, Associate, Inactive, Probationary and Honorary member. Stipend shall be set at \$ 9.00 for the 2004 season.

INTERPRETER - One Hundred Dollars (\$ 100.00)

PAST PRESIDENT - \$ 0.00

BOARD of DIRECTORS - \$ 0.00

Each member of the Board of Directors shall receive a travel stipend of Five Dollars (\$ 5.00), for each Board of Director's Meeting attended.

The Board of Directors will approve a program for standard accounting procedures to be used by all committees.

CANDIDATE SCHOOL INSTRUCTOR - will receive a stipend equal to \$80 . Per candidate who are actively enrolled through the end of the sixth(6th) session of the candidate school. This stipend will include compensation for all classroom instruction and testing. The association will pay all additional costs associated with the school including but not limited to- the rule book, case book, umpire manual, and mechanics classes that the candidates take during the initial instruction of their first two years in the association. This may include additional instructors and /or helpers as needed. Maximum stipend of \$300.00 is allotted for any or all of these instructors. Any additional funds needed requires the approval of the Board of Directors.