

# Calgary Area Baseball Umpires Association

## Bylaws

(Updated Nov 1, 2013)

### 1. Name

The name of the association shall be the Calgary Area Baseball Umpires Association, hereinafter referred to as CABUA. Reference to the male gender shall also mean female where appropriate and the singular shall mean plural and plural shall mean singular where appropriate.

### 2. Operation:

CABUA will operate throughout the City of Calgary and surrounding area.

### 3. Seal of the Society

- a) CABUA will operate without an official Seal of the Society.

### CABUA

### 4. Membership:

- a) Membership to CABUA shall be open to all interested individuals, in good standing, who intend to be qualified and accept umpire assignments through CABUA.
- b) Associate Membership in CABUA may be granted to individuals who wish to participate in the social and/or organizational aspects of the association but who do not wish to become qualified and accept umpire assignments from CABUA in the current year. Such individuals may include retired umpires, league representatives, or umpires-in-training. Application for Associate Membership must be presented to the Executive for approval. Associate members will have the same rights and privileges as other members.
- c) Honorary lifetime memberships may be granted by the Executive to deserving individuals who have made outstanding contributions to the benefit of the Association and/or the Calgary umpiring community. The vote of the Executive must be unanimous in granting this honour. Lifetime members will have the same rights and privileges as other members and will not be required to pay annual dues or fees.
- d) Membership shall be valid from April 1st to March 31st of the following year.
- e) Members may withdraw their membership by written notice to the Executive via the Secretary.

### 5. Officers and Directors:

- a) The Executive Officers of CABUA shall be the President, Vice President, Secretary, Treasurer and two (2) Members-At-Large elected at the Annual General Meeting. The term of office for all Officers shall be two (2) years. Elections are to be held in even years. Elected Officers, with the exception of the treasurer, may serve in the same capacity for a maximum of two consecutive terms.
- b) The Office of the Commissioner shall be appointed by the incoming CABUA Executive for a two (2) year term.
  - i) The Commissioner shall be empowered to receive and consider appeals against any action or decision regarding eligibility, affiliations, fines, suspensions or any such matter, which involves the alleged denial or violation of an Umpire's rights.
  - ii) The Commissioner must consult with the Executive on any appeals with serious consequences for CABUA or an individual member; however, the Commissioner's decision on any appeal shall be final, binding and will be enforced as required by the Executive.
  - iii) The Commissioner may attend Executive Meetings, and has the right to vote.

- iv) The Commissioner is to be treated with the utmost courtesy and respect at all times.
- v) If the Commissioner is, at any time and for any reason including conflict of interest, unable to attend to his duties, the President shall act temporarily in his stead.
- vi) The Commissioner shall not act, at any time, in a capacity that might prejudice his ability to hear an appeal with impartiality.
- c) The Executive shall have the authority to remove any Officer for any just cause by unanimous vote of the remaining Officers. Vacancies shall be filled by executive appointment until the next General Meeting.
- d) If an Executive Officer misses three (3) meetings without notice and/or due cause, the Officer may be removed from the Executive with no right of appeal.
- e) The President shall preside at all meetings of CABUA, and shall be an ex-officio <sup>1)</sup> member of all Committees. In addition to the powers conferred upon him by the Bylaws, he may exercise all the duties and powers of the Executive at his discretion, and in case of emergency, with the understanding that such actions must be in accordance with the approved Bylaws and must be referred to the Executive at the next scheduled meeting for ratification or disapproval. He shall have the power to suspend the membership of any individual for conduct detrimental to CABUA. Such suspensions to be confirmed rejected or altered at the next scheduled meeting of the Executive. The president will have custody and use of the seal of the association. Any such use to be authenticated by his signature.
- f) The secretary will attend all General, Special General and Executive meetings and keep accurate minutes of these. In case of the absence of the Secretary, one Officer will be assigned to discharge his duties. The Secretary will have charge of all correspondence and will keep a complete record of past and present members of the association and their addresses. The Secretary will send out announcements of all meetings as required.
- g) CABUA will not have any director positions.

#### **6. Treasurer:**

- a) The Treasurer shall be accountable for receiving and proper distribution of all CABUA funds.
- b) The Treasurer and any other person handling CABUA monies and accounts shall deposit all funds received in a Chartered Bank or Federally Bonded Trust Company to the credit of Calgary Area Baseball Umpire Association or CABUA
- c) Withdrawal of monies shall be by cheque only, requiring the signature of the Treasurer and one of the following, President or Vice President.
- d) CABUA signing authorities shall have the power to execute documents on behalf of CABUA subject to the approval of the Executive.
- e) CABUA fiscal year shall be October 1st to September 30th.

#### **7. Assignor and Webmaster**

- a) The assignor will be considered a CABUA member. The assignor is appointed at the pleasure of the executive. The assignor will assign members to umpire games as per section 16.
- b) The webmaster shall be in charge of administering, updating and managing the official CABUA website at the direction of the executive.

#### **8. Auditing**

- a) The books, accounts and records of CABUA shall be audited once every year internally by two members appointed by the Executive. The auditors must not be Officers.
- b) The Treasurer at the Annual General Meeting of CABUA shall submit a complete and proper Financial Statement for the year.

- c) Each member of CABUA may inspect the books and records of the association at the Annual General Meeting or at any time upon giving reasonable notice and arranging a time and place satisfactory to the Officer having charge of same. Executive members shall at all times have access to the books and records of the association.

## **9. Committees**

- a) The Executive of CABUA shall appoint Committee Chairmen for the following Standing Committees:
  - 1) Umpire Development
  - 2) Governance
  - 3) Finance
  - 4) Social
  - 5) Recognition and Scholarship
- b) Each Committee Chairman shall have the responsibility for selecting his committee members and shall work jointly with the Executive and consult with the membership to determine specific tasks, projects, priorities and resources that may be available to undertake initiatives to benefit the membership consistent with CABUA's Statement of Purpose.

## **10. Meetings**

- a) The Annual Meeting of CABUA shall be held in the fall. Agenda at the Annual Meeting shall specifically include the Executive Reports, Approval of Budget and Financial Statement for the preceding year.
- b) Four voting Officers shall constitute a quorum at all Executive and General meetings. A minimum of 10 members in good standing shall constitute quorum at General and Special General Meetings. The Executive of CABUA shall conduct Executive Meetings as needed.
- c) Each Officer shall be allowed one (1) vote at Annual, Semi-Annual, Executive, Special General and General meetings.
- d) Members of CABUA who are in good standing in the Association shall be entitled to one (1) vote each at the Annual, Semi-Annual, Special General and General meetings.
- e) Persons nominated for any Office on the Executive of CABUA shall be in attendance or have signified in writing their willingness to stand for office.
- f) Notice of the Annual, Semi-Annual, Special General or General meetings shall be sent in the form of an announcement at least 28 days in advance of the Meeting to all current members where possible. Delivery by electronic communication (such as but not limited to e-mail) shall be considered sufficient. Posting of a notice on the official CABUA website shall also be considered sufficient notification.
- g) To be elected, an Officer must receive fifty percent plus one of the votes cast. In case of a tie, another ballot shall be conducted. Ballots must be submitted by private ballot, written or printed on a slip of paper, and counted by three impartial members. One (1) member to record the count and the other two (2) to count and double-check and ensure all ballots are destroyed. If more than two (2) candidates are nominated for an elected position, the candidate with the least number of votes cast will be eliminated, and elections will be held until a candidate receives a majority of votes. Counting of hands will not be permitted as the "counting of ballots".
- h) Voting on motions will normally be by show of hands; however, any member present may demand either a formal recorded vote or a secret ballot on any specific motion. Proxy voting is not permitted.
- i)

## **11. Order of Business:**

At the Annual, Semi-Annual, Special General or General meeting of CABUA, the following shall be the Order of Business.

1. Roll call of Officers to establish quorum
2. Approval of the minutes of previous meeting
3. President's report
4. Vice President's report (required at Annual General Meeting only)
5. Treasurer's report and Financial Statement (required at Annual General Meeting only)
6. Commissioner's report
7. Committee Chairmen reports (required at Annual General Meeting only)
8. Assignor's report (required at Annual General Meeting only)
9. Resolutions and Amendments to the Bylaws
10. Election of Officers (required at Annual General Meeting only)
11. New Business
12. Adjournment

## **12. Expenses**

- a) All expenses incurred on behalf of CABUA must be pre-approved by the Executive.
- b) Persons incurring expenses on behalf of CABUA shall be entitled to reimbursement of actual expenses in accordance with a schedule to be determined annually by the Executive.

## **13. Amendments**

The Bylaws may be rescinded, altered or added to by Special Resolution <sup>2)</sup>.

## **14. Governing**

The Bylaws of CABUA will govern all members.

## **15. Documents and Fees**

- a) Each member of CABUA shall receive a copy of the Bylaws and a member's directory.
- b) All umpires officiating any games assigned by CABUA must be members of CABUA.
- c) A schedule of fees will be established by the CABUA executive and ratified by the membership.

## **16. Assignment Process**

- a) The Assignor will assign CABUA member umpires to scheduled games consistent with the agreements made between CABUA and the client leagues and per the instructions of the Umpire Development Committee.
- b) Where due to availability or time constraints it is impossible to assign a CABUA member umpire per our league agreement, the Assignor may utilize a non-member umpire on an emergency basis to cover up to four (4) games. Any deviation from this guideline will require prior approval by both the Umpire Development Committee Chair and Governance Committee Chair.
- c) Umpires requiring replacements shall first call the assignor as provided by CABUA.
- d) Umpires requiring routine replacements shall call the Assignor provided by CABUA to obtain a suitable replacement at least 48 hours before game time. The Assignor must confirm receipt of any routine request for replacement at least 24 hours before game time.

- e) If an emergency situation (within 48 hours of game time), the umpire must first call the assignor who will direct them to either find a suitable replacement himself or the assignor will take the responsibility to find a suitable replacement. If the assignor cannot be contacted, the umpire must take responsibility for finding a suitable replacement.
- f) The assignor must be notified of direct replacements. The replacement Umpire is responsible to notify the assignor of the picked up game.

## **17. Reports**

- a) All umpire reports shall be turned over to the CABUA Umpiring Development Committee Chairman within 24 hours.

## **18. Discipline**

- a) The Executive will have the authority to discipline its members for the violation of the Bylaws.
- b) The executive can, at its discretion, expel a member for, but not limited to, the following reasons:
  - 1. Violation of the CABUA bylaws
  - 2. Any action by a member which attempts to publically discredit, casts aspersions on or calls into question the reputation of CABUA or a CABUA member.
- c) A member who is expelled will be notified in writing not more than 20 calendar days after the expulsion is voted upon.
- d) Any expelled member will not be entitled to a refund of fees. All outstanding honourariums owing will be paid in full at next regular payment schedule.

## **19. Executive and Committee Chair Remuneration**

The Executive and Committee Chairs will not receive any remuneration for performing their duties.

## **20. Borrowing Powers**

The Executive members are not authorized to borrow money from any institution for any purpose on behalf of CABUA

**1. Ex-officio:** by virtue of office or appointment.

**2. Special Resolution:** per the Society Act 1 (d) "special resolution" means

- (i) a resolution passed
  - (A) at a general meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and
  - (B) by the vote of not less than 75% of those members who, if entitled to do so, vote in person or by proxy,
- (ii) a resolution proposed and passed as a special resolution at a general meeting of which less than 21 days' notice has been given, if all the members entitled to attend and vote at the general meeting so agree, or
- (iii) a resolution consented to in writing by all the members who would have been entitled at a general meeting to vote on the resolution in person or, where proxies are permitted, by proxy.