

THE GREATER UNION COUNTY



NEW JERSEY SOFTBALL UMPIRES ASSOCIATION, INC.

CONSTITUTION AND BY LAWS

ADOPTED MAY 1993
AMENDED APRIL 1998

ARTICLE I – NAME

SECTION 1. NAME; THE NAME OF THIS CORPORATION SHALL BE THE GREATER UNION COUNTY NEW JERSEY SOFTBALL UMPIRES ASSOCIATION, INC., A NOT-FOR-PROFIT CORPORATION OF NEW JERSEY.

SECTION 2. OFFICE; THE CORPORATION MAY HAVE OFFICES AT SUCH PLACES AS THE BOARD OF DIRECTORS MAY FROM TIME TO TIME DETERMINE.

ARTICLE II - PURPOSE

SECTION 1. PURPOSES; THE PURPOSES FOR WHICH THIS CORPORATION IS ORGANIZED INCLUDE, BUT ARE NOT LIMITED TO, THE FOLLOWING:

- A. FURTHER THE INTERESTS OF SOFTBALL UMPIRES;
- B. MAINTAIN THE HIGHEST STANDARD OF ASA SOFTBALL UMPIRING;
- C. PROMOTE THE WELFARE OF SOFTBALL, ITS PLAYERS, ADMINISTRATORS, FANS, THE PRESS AND SOFTBALL UMPIRES;
- D. ENCOURAGE THE SPIRIT OF FAIR PLAY AND SPORTSMANSHIP;
- E. WORK WITH ORGANIZATIONS AND ASSOCIATIONS CONNECTED WITH SOFTBALL TO FURTHER AMATEUR SOFTBALL AND ALL PERSONS INVOLVED WITH AMATEUR SOFTBALL;
- F. PROVIDE EDUCATIONAL PROGRAMS TO ADVANCE THE SKILLS OF SOFTBALL UMPIRES;
- G. WORK WITH SPORTS ADMINISTRATORS TO PROVIDE QUALIFIED UMPIRES TO UMPIRE SOFTBALL GAMES;
- H. CONDUCT PROGRAMS TO ENCOURAGE PUBLIC APPRECIATION FOR THE SKILL AND PROFESSIONAL COMPETENCE OF SOFTBALL OFFICIALS;
- I. TO HAVE A SOUND KNOWLEDGE OF THE RULES;
- J. TO UMPIRE WITHIN THE SPIRIT AND INTENT OF THE RULES;
- K. TO ALWAYS DISPLAY GOOD MECHANICS, TECHNIQUES AND JUDGMENT;
- L. TO ALWAYS DISPLAY THE PROPER UNIFORM OF AN UMPIRE;
- M. TO DISPLAY PROPER ETHICS TO YOUR ORGANIZATION AND LEAGUES YOU WORK;
- N. REMEMBER LAST AND MOST OF ALL, UMPIRING ITS AN AVOCATION (FOR LOVE OF), NOT A VOCATION (FOR MONEY OF).

ARTICLE III - MEMBERSHIP

SECTION 1. MEMBERSHIP; THIS CORPORATION SHALL BE COMPROMISED OF THE FOLLOWING PERSONS WITHIN THE FOLLOWING CLASSES OF MEMBERSHIP:

- A) **ACTIVE:** COMPRISED OF INDIVIDUALS WHO ARE DULY QUALIFIED REGISTERED ASA SOFTBALL UMPIRES WHO HAVE COMPLIED WITH ALL MEMBERSHIP REQUIREMENTS OF THIS CORPORATION, WHO ARE IN GOOD STANDING, AND WHO OFFICIATE ATHLETIC CONTESTS;
- B) **INACTIVE:** COMPRISED OF INDIVIDUALS WHO WERE FORMERLY DULY QUALIFIED SOFTBALL UMPIRES WHO WERE IN GOOD STANDING WHEN THEY CEASED TO BE **ACTIVE** MEMBERS AND WHO NO LONGER OFFICIATE ATHLETIC CONTESTS;
- C) **AFFILIATE:** COMPRISED OF INDIVIDUALS OR BUSINESS ENTITIES WHO ARE NOT **ACTIVE** OR **INACTIVE** MEMBERS, BUT WHO HAVE A SPECIAL INTEREST IN THE PURPOSE OF THIS CORPORATION;
- D) **HONORARY:** COMPRISED OF INDIVIDUALS UPON WHOM THIS CORPORATION DESIRES TO CONFER SUCH STATUS ACCORDING TO CRITERIA TO BE ESTABLISHED BY THIS CORPORATION;

SECTION 1A. BENEFITS OF MEMBERSHIP; AS AN **ASSOCIATION** MEMBER, YOU WILL RECEIVE:

- A. UMPIRE'S MASTER LIST;

- B. PROTECTION THROUGH SUPPORT AGAINST UNRULY PLAYERS, TEAMS AND LEAGUES;
- C. GREATER OPPORTUNITY TO GET ASSIGNMENTS TO LEAGUES AND TOURNAMENTS THROUGH ASSOCIATED ASSIGNORS;
- D. RULES CLINIC AND PHONE HOTLINES FOR RULE AND SITUATION INTERPRETATIONS;
- E. DISCOUNTS ON UNIFORMS AND EQUIPMENT WHEN AVAILABLE;
- F. FOOD AND BEVERAGE SERVED AT EVERY MEETING, NO CHARGE;

SECTION 2. QUALIFIED MEMBERSHIP; THIS CORPORATION MAY ACCEPT INDIVIDUALS FOR MEMBERSHIP PURSUANT TO CRITERIA TO BE ESTABLISHED BY THIS CORPORATION AND SUCH APPLICATIONS FOR MEMBERSHIP SHALL BE ACCEPTED OR REJECTED BY A MAJORITY VOTE OF THE **BOARD OF DIRECTORS**.

SECTION 3. RESIGNATION; ANY MEMBER MAY RESIGN BY FILING A WRITTEN RESIGNATION WITH THE **SECRETARY**, WHICH RESIGNATION SHALL BE PRESENTED TO THE **BOARD OF DIRECTORS** BY THE **SECRETARY** AT THE FIRST MEETING AFTER ITS RECEIPT, BUT SUCH RESIGNATION SHALL NOT RELIEVE THE MEMBER SO RESIGNING OF THE OBLIGATION TO PAY ANY DUES, ASSESSMENTS OR OTHER CHARGES PREVIOUSLY ACCRUED AND UNPAID PRIOR TO THE RECEIPT OF SUCH REGISTRATION.

SECTION 4. REINSTATEMENTS; UPON WRITTEN REQUEST SIGNED BY THE FORMER MEMBER AND FILED WITH THE **SECRETARY**, THE **BOARD OF DIRECTORS** MAY, BY THE AFFIRMATIVE VOTE OF THE MAJORITY OF THE **DIRECTORS**, REINSTATE SUCH FORMER MEMBERS TO MEMBERSHIP UPON SUCH TERMS THE **BOARD OF DIRECTORS** MAY DEEM APPROPRIATE.

ARTICLE IV – MEMBERSHIP MEETINGS

SECTION 1. MEETINGS OF MEMBERS; THE CORPORATION SHALL HOLD NO LESS THAN THREE (3) REGULAR MEETINGS DURING THE FISCAL YEAR. THERE SHALL BE ONE ANNUAL BUSINESS/DINNER MEETING IN ADDITION TO THESE THREE (3) OTHER MEETINGS. SPECIAL MEETINGS OF THE MEMBERS MAY BE CALLED FROM TIME TO TIME BY THE **SECRETARY** AT THE REQUEST IN WRITING OF A MAJORITY OF THE **BOARD OF DIRECTORS**. SUCH A REQUEST FOR A SPECIAL MEETING SHALL STATE THE PURPOSE OF THE PROPOSED MEETING.

SECTION 2. NOTICE OF MEETINGS OF MEMBERS; WRITTEN NOTICE OF A MEETING OF THE MEMBERS, STATING THE TIME, PLACE AND OBJECT, SHALL BE MAILED TO EACH MEMBER AS SUCH ADDRESS APPEARS ON THE BOOKS OF THE CORPORATION OF THE CORPORATION, NO LESS THAN FOURTEEN (14) DAYS BEFORE SUCH MEETING.

SECTION 3. VOTING; THE PRESENCE OF TWENTY PERCENT (20%) OF THE ACTIVE MEMBERSHIPS CONSTITUTES A QUORUM, A MAJORITY VOTE OF SUCH MEMBERS WHERE A QUORUM IS PRESENT IS NECESSARY TO MAKE A DECISION, EXCEPT WHERE SOME OTHER NUMBER IS REQUIRED BY THESE **BY-LAWS**. NEITHER PROXY VOTING NOR MAIL IN VOTING IS PERMITTED.

ARTICLE V – OFFICERS

SECTION 1. ELECTED OFFICERS; THE ELECTED OFFICERS OF THIS CORPORATION SHALL BE A **PRESIDENT**, A **VICE PRESIDENT**, A **SECRETARY**, A **EXECUTIVE SECRETARY**ⁱ, A **TREASURER**, AND A **INTERPRETER**. TO BE ELECTED BY THE ACTIVE MEMBERS AT THE ANNUAL BUSINESS MEETING.

SECTION 2. QUALIFICATIONS FOR ELECTED OFFICERS; ONLY ACTIVE MEMBERS OF THE CORPORATION IN GOOD STANDING ARE ELIGIBLE TO BE ELECTED AS OFFICERS.

SECTION 3. PRESIDENT; THE **PRESIDENT** SHALL BE THE CHIEF EXECUTIVE OFFICER OF THE CORPORATION, AND SHALL BE RESPONSIBLE FOR ALL MANAGEMENT FUNCTIONS. HE/SHE SHALL HAVE THE EXECUTIVE AUTHORITY TO SEE THAT ALL ORDERS AND RESOLUTIONS OF THE **BOARD OF DIRECTORS** ARE CARRIED INTO EFFECT, AND SUBJECT TO THE CONTROL VESTED IN THE **BOARD OF DIRECTORS** BY STATUE, BY THE **ARTICLES OF**

INCORPORATION, OR THESE **BY-LAWS** SHALL ADMINISTER AND BE RESPONSIBLE FOR THE OVERALL MANAGEMENT OF THE BUSINESS AFFAIRS OF THE CORPORATION.

SECTION 4. SUBORDINATE OFFICERS; THE PRESIDENT MAY APPOINT SUCH **ASSISTANT SECRETARY, ASSISTANT TREASURER, CONTROLLER** AND OTHER OFFICERS AND SUCH AGENTS AS THE BOARD OF DIRECTORS MAY DETERMINE, TO HOLD OFFICE FOR SUCH A PERIOD AND WITH SUCH AUTHORITY AND TO PERFORM SUCH DUTIES AS THE **BOARD OF DIRECTORS** MAY FROM TIME TO TIME DETERMINE TO BE REQUIRED.

SECTION 5. VICE PRESIDENTS; THERE SHALL BE ONE **VICE PRESIDENT** WHO SHALL BE RESPONSIBLE FOR SUCH DUTIES AS ARE INDIVIDUALLY ASSIGNED TO HIM/HER BY THE **PRESIDENT**.

SECTION 6. EXECUTIVE SECRETARY; THE **EXECUTIVE SECRETARY** SHALL;

- A) KEEP THE MINUTES OF THE GENERAL MEETINGS AND OF THE **BOARD OF DIRECTORS** MEETINGS;
- B) SEE THAT ALL NOTICES ARE DULY GIVEN IN ACCORDANCE WITH THE PROVISIONS OF THESE **BY-LAWS** OR AS REQUIRED BY LAW;
- C) BE CUSTODIAN OF THE RECORDS AND THE SEAL OF THE CORPORATION AND SEE THE SEAL OR FACSIMILE OR EQUIVALENT OF WHICH ON BEHALF OF THE CORPORATION UNDER SEAL IS DULY AUTHORIZED;
- D) HAVE A CHARGE OF MEMBERSHIP RECORDS OF THE CORPORATION; AND,
- E) IN GENERAL, PERFORM ALL DUTIES INCIDENT OF THE OFFICE OF **SECRETARY**, AND SUCH OTHER DUTIES AS ARE PROVIDED BY THESE **BY-LAWS** AND FROM TIME TO TIME ASSIGNED TO HIM/HER BY THE **PRESIDENT** OF THE CORPORATION.

SECTION 6A. SECRETARY. THE **SECRETARY** SHALL;

- A) ASSIST THE EXECUTIVE SECRETARY IN ALL DUTIES AS REQUIRED BY THE **EXECUTIVE SECRETARY**;
- B) PERFORM SUCH OTHER DUTIES AS THE PRESIDENT MAY ASSIGN FROM TIME TO TIME.

SECTION 7. TREASURER; THE **TREASURER** SHALL;

- A) RECEIVE AND BE RESPONSIBLE FOR ALL FUNDS OF AND SECURITIES OWNED OR HELD BY THE CORPORATION AND, IN CONNECTION THEREWITH, AMONG OTHER THINGS, KEEP OR CAUSE TO BE KEPT 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 **PRESIDENT** MAY FROM TIME TO TIME ESTABLISH; AND DISBURSE OR SUPERVISE THE DISBURSEMENT OF THE FUNDS OF THE CORPORATION AS MAY BE PROPERLY AUTHORIZED;
- B) RENDER TO THE OFFICERS AT ANY MEETING WHEN ASKED, FINANCIAL AND OTHER APPROPRIATE RECORDS ON THE CONDITION OF THE CORPORATION; AND,
- C) IN GENERAL, PERFORM ALL THE DUTIES INCIDENT TO THE OFFICE OF **TREASURER** AND SUCH OTHER DUTIES AS FROM TIME TO TIME MAY BE ASSIGNED BY THE **PRESIDENT** OF THE CORPORATION.

SECTION 8. INTERPRETER; THE **INTERPRETER** SHALL HOLD MEETINGS IN THE INTEREST OF UNIFORMITY AND STRICT INTERPRETATION OF THE RULES, MECHANICS, AND TECHNIQUES OF GOOD UMPIRING BEFORE AND DURING THE SEASON AS A MEANS OF EDUCATING UMPIRES, COACHES, PLAYERS AND OTHERS INTERESTED IN THE FUNDAMENTALS OF GOOD SOFTBALL UMPIRING.

SECTION 9. COMPENSATION OF OFFICERS; ELECTED OFFICERS SHALL NOT RECEIVE ANY DIRECT COMPENSATION FROM THIS CORPORATION FOR THEIR SERVICE AS OFFICERS, THIS DOES NOT PRECLUDE ANY OFFICER FROM SERVING THE CORPORATION IN ANY OTHER CAPACITY AND RECEIVING COMPENSATION IN THAT CAPACITY.

SECTION 10. ELECTIONS; ELECTION OF OFFICERS SHALL BE HELD AT OUR ANNUAL BUSINESS MEETING/DINNER, OR WITH ALL CLASSES OF MEMBERS BEING GIVEN AT LEAST THIRTY (30) DAYS WRITTEN NOTICE OF SUCH ELECTION MEETING AND THE CANDIDATES FOR EACH OFFICE.

SECTION 11. RE-ELECTION; NO MEMBER WHO HAS SERVED TWO (2) CONSECUTIVE TERMS IN THE POSITION OF **PRESIDENT** OR **VICE PRESIDENT** OF THE CORPORATION SHALL BE ELIGIBLE FOR ELECTION OR RE-ELECTION TO SUCH OFFICE UNTIL AT LEAST ONE (1) YEAR HAS ELAPSED.

SECTION 12. BALLOTING; BALLOTING SHALL BE BY SECRET BALLOT OR A SHOW OF HANDS, BY THOSE MEMBERS IN GOOD STANDING PRESENT AT THE ANNUAL BUSINESS MEETING. IF A TIE VOTE OCCURS, THERE SHALL BE ANOTHER BALLOT AT A MEETING TO BE HELD WITHIN FOUR (4) WEEKS OF THE ANNUAL BUSINESS MEETING TO BE CALLED BY THE **PRESIDENT** WITH MEMBERS RECEIVING THE MOST VOTES IN THE FIRST (1ST) BALLOTING INCLUDED IN THE SECOND (2ND) BALLOTING.

SECTION 13. RESIGNATIONS; ANY OFFICER MAY RESIGN AT ANY TIME BY GIVING WRITTEN NOTICE. SUCH RESIGNATION SHALL TAKE EFFECT AT THE TIME SPECIFIED THEREIN; UNLESS OTHERWISE SPECIFIED THEREIN, THE ACCEPTANCE OF SUCH RESIGNATION SHALL NOT BE NECESSARY TO MAKE IT EFFECTIVE.

SECTION 14. VACANCIES; ANY VACANCY OCCURRING IN ANY OFFICE SHALL BE FILLED BY A MAJORITY VOTE OF THE **BOARD**. EACH OFFICER SO APPOINTED SHALL HOLD THE OFFICE FOR THE UNEXPIRED TERM OF THEIR PREDECESSOR AND SHALL BE APPOINTED TO HOLD SUCH OFFICE UNTIL THE NEXT ELECTION OF OFFICERS OR UNTIL THEIR SUCCESSOR, IF ANY, SHALL BE SIMILARLY APPOINTED OR UNTIL THEIR DEATH, RESIGNATION OR REMOVAL.

SECTION 15. GOOD STANDING; AN ACTIVE MEMBER IN GOOD STANDING IS AN ACTIVE MEMBER WHO HAS MET THE MEETING ATTENDANCE REQUIREMENTS, TIMELY PAID THEIR DUES, PASSED THE REQUISITE TESTS, TIMELY PAID ANY FINES, PENALTIES AND ASSESSMENTS, AND HAS OBSERVED AND COMPLIED WITH THE **BY-LAWS** OF THIS CORPORATION AND ALL OTHER REQUIREMENTS ESTABLISHED BY THIS CORPORATION.

ARTICLE VI – BOOKS AND RECORDS

SECTION 1. LOCATION; THE BOOKS, ACCOUNTS AND RECORDS OF THE CORPORATION MAY BE KEPT AT SUCH PLACES WITHIN THE **STATE OF INCORPORATION** AS THE OFFICERS FROM TIME TO TIME DETERMINE.

SECTION 2. INSPECTION; THE BOOKS, ACCOUNTS AND RECORDS OF THE CORPORATION SHALL BE OPEN TO INSPECTION BY ANY MEMBER OF THE OFFICERS AT ALL TIMES; AND OPEN TO INSPECTION BY THE ACTIVE MEMBERS AT SUCH TIMES, AND SUBJECT TO SUCH REGULATIONS AS THE OFFICERS MAY PRESCRIBE, EXCEPT AS OTHERWISE PROVIDED BY STATUE.

SECTION 3. CORPORATE SEAL; THE CORPORATION SHALL HAVE A CORPORATE SEAL, WHICH SHALL BE USED AS PRESCRIBED BY THE LAWS OF THIS **STATE**.

SECTION 4. AUDIT; THE ACCOUNTS OF THE CORPORATION SHALL BE AUDITED NOT LESS THAN ANNUALLY BY A CERTIFIED PUBLIC ACCOUNTANT WHO SHALL BE APPOINTED BY THE **PRESIDENT** WITH THE APPROVAL OF THE **BOARD** WHO SHALL PROVIDE A REPORT TO THE OFFICERS AND WHICH SHALL ALSO BE PROVIDED TO THE ACTIVE MEMBERS AT THE NEXT MEETING.

ARTICLE VIII – DUES

SECTION 1. ANNUAL DUES; THE BOARD OF DIRECTORS MAY DETERMINE FROM TIME TO TIME THE AMOUNT OF INITIATION FEE, IF ANY, ANNUAL DUES PAYABLE BY THE CLASSES OF MEMBERS OF THE CORPORATION, THE DATES WHICH PAYMENT IS DUE AND PENALTIES FOR NONPAYMENT OR FAILURE TO PAY IN A TIMELY MANNER.

ARTICLE VIII – DISCIPLINE OF MEMBERS

SECTION 1. GROUNDS FOR DISCIPLINE; FOR FAILURE TO COMPLY WITH THE **BY-LAWS**, ESTABLISHED AUTHORITY OR REGULATIONS OF THE CORPORATION, OR FOR THE DELINQUENCY IN PAYMENT OF AUTHORIZED CHARGES, FINES, PENALTIES OR ASSESSMENTS, OR FOR ANY OTHER CONDUCT CONCLUSIVELY ESTABLISHED TO BE CONTRARY TO THE BEST INTERESTS OF THE CORPORATION, A MEMBER MAY BE FINED, PLACED ON PROBATION OR SUSPENDED FROM THE CORPORATION FOR NOT MORE THAN A YEAR, OR MAY BE EXPELLED.

SECTION 2. NOTIFICATION OF CHARGES; A CHARGED MEMBER SHALL RECEIVE WRITTEN NOTICE BY **CERTIFIED MAIL, RETURN RECEIPT REQUESTED**, OF THE CHARGES AGAINST HIM/HER, INDICATING THE ALLEGED VIOLATION WITH SPECIFIC REFERENCE TO THE **BY-LAW** PROVISION, RULE OR REGULATION HE/SHE ALLEGEDLY VIOLATED, THE SPECIFIC ALLEGED VIOLATIVE CONDUCT, WHERE AND WHEN THE ALLEGED VIOLATIVE CONDUCT OCCURRED AND THE PERSON/PERSONS ENTITY WHO FILED THE CHARGE. SUCH MEMBERS SHALL ALSO BE PROVIDED AT THAT TIME WITH COPIES OF ALL DOCUMENTS RELATED TO THE CHARGES, WHICH MAY BE USED IN PROSECUTING THE CHARGES. HE/SHE SHALL ALSO BE REFERRED TO THE **BY-LAWS** WITH RESPECT TO HIS/HER PROCEDURAL RIGHTS.

SECTION 3. RIGHT OF HEARING; A MEMBER CHARGED WITH ANY VIOLATION SHALL HAVE THE RIGHT TO BE HEARD IN PERSON OR BY WRITTEN STATEMENT MADE BY HIM/HER IN HIS/HER OWN DEFENSE BEFORE THE **JUDICIAL COMMITTEE**. SUCH RIGHT SHALL BE AFFORDED PRIOR TO THE IMPOSITION OF ANY FINES, PENALTIES OR ANY OTHER DISCIPLINARY ACTION AND A MEMBER MAY SEEK A PERSONAL HEARING IF THIS IS REQUESTED BY A MEMBER WITHIN FOURTEEN (14) DAYS OF THE DATE OF WRITTEN NOTIFICATION TO HIM/HER OF A VIOLATION AND IF THE REQUEST IS MADE IN WRITING TO THE MEMBER WHO SENT THE NOTIFICATION. AT THE HEARING, THE PERSON OR ENTITY BRINGING THE CHARGES SHALL BE PRESENT AND BOTH SIDES MAY PRESENT ANY INFORMATION OR DOCUMENTS. EACH PARTY MAY ASK QUESTIONS OF THE OTHER PARTY AND THE OTHER PARTY'S WITNESSES. LEGAL COUNSEL MAY BE PRESENT AND FULLY PARTICIPATE IF THE CORPORATION IS NOTIFIED AT LEAST THREE (3) DAYS PRIOR TO THE DATE OF THE HEARING SO IT CAN HAVE ITS LEGAL COUNSEL PRESENT. THE HEARING SHALL BE **AUDIO TAPE-RECORDED** AND ALL DOCUMENTS RETAINED. A WRITTEN DECISION SHALL BE MADE AND SENT TO BOTH PARTIES BY **CERTIFIED MAIL, RETURN RECEIPT REQUESTED**, WITHIN SIXTY (60) DAYS OF THE HEARING DATE. A MAJORITY VOTE OF THE MEMBERS OF THE **JUDICIAL COMMITTEE** SHALL DETERMINE ITS DECISION.

SECTION 4. APPEAL; ANY MEMBER SUSPENDED BY THE **JUDICIAL COMMITTEE** SHALL HAVE THE RIGHT OF APPEAL TO THE OFFICERS BY GIVING THE **PRESIDENT** WRITTEN NOTICE WITHIN SEVEN (7) DAYS OF THE RECEIPT OF THE **JUDICIAL COMMITTEE'S** DECISION. THE OFFICERS SHALL DECIDE THE APPEAL ON THE RECORD BEFORE THE **JUDICIAL COMMITTEE** AND ON ITS REVIEW OF ANY FURTHER WRITTEN ARGUMENTS TO BE SUBMITTED BY BOTH PARTIES AND RECEIVED BY THE **PRESIDENT** NO LATER THAN FOURTEEN (14) DAYS PRIOR TO THE DATE SET FOR ORAL ARGUMENT. NOTICE OF THE FATE FOR ORAL ARGUMENT SHALL BE SENT BY THE **PRESIDENT**, NO LATER THAN FORTY-FIVE (45) DAYS BEFORE THE DATE OF ORAL ARGUMENT. LEGAL COUNSEL MAY PARTICIPATE. A WRITTEN DECISION SHALL THEN BE MADE BY MAJORITY VOTE OF THE OFFICERS AND SENT BY **CERTIFIED MAIL, RETURN RECEIPT REQUESTED**, WITHIN SIXTY (60) DAYS OF THE DATE ON WHICH THE ORAL ARGUMENT WAS HEARD.

ARTICLE IX – INDEMNIFICATION OF OFFICERS, DIRECTORS, AND OTHERS SERVING IN A CORPORATE OR COMMITTEE CAPACITY

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 BECOME A PARTY TO ANY THREATENED, PENDING OR CONTEMPLATED ACTION, SUIT OR PROCEEDING, WHETHER CIVIL, CRIMINAL, ADMINISTRATIVE OR INVESTIGATIVE (OTHER THAN AN ACTION BY OR IN THE RIGHT OF THE CORPORATION) BY REASON OF THE FACT THAT HE/SHE IS OR WAS AN OFFICER, OR AGENT OF THE CORPORATION, OR IS OR WAS SERVING AT THE REQUEST OF THE CORPORATION AS AN 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/HER IN CONNECTION WITH SUCH ACTION, SUIT OR PROCEEDING IF HE/SHE ACTED IN GOOD FAITH AND IN A MANNER HE/SHE 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/HER CONDUCT WAS UNLAWFUL. THE TERMINATION OF ANY ACTION, SUIT OR PROCEEDING BY JUDGMENT, ORDER, SETTLEMENT, CONVICTION, OR UPON PLEAS OF NOLO CONTENDRE OR ITS EQUIVALENT, SHALL NOT, OF ITSELF, CREATE A PRESUMPTION THE PERSON DID NOT ACT IN GOOD FAITH AND IN A MANNER WHICH HE/SHE REASONABLY BELIEVED TO BE IN OR NOT OPPOSED TO THE BEST INTERESTS OF THE CORPORATION, AND, WITH RESPECT TO ANY CRIMINAL ACTION OR PROCEEDING HAS A REASONABLE CAUSE TO BELIEVE THEA HIS/HER CONDUCT WAS UNLAWFUL.

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 BY OR IS IN THE RIGHT OF THE CORPORATION TO PROCURE A JUDGMENT IN ITS FAVOR BY REASON OF THE FACT THAT HE/SHE IS OR WAS AN OFFICER, OR AGENT OF THE CORPORATION, OR IS OR WAS SERVING AT THE REQUEST OF THE CORPORATION AS AN OFFICER, OR AGENT OF ANOTHER CORPORATION, PARTNERSHIP, JOINT VENTURE, TRUST OR OTHER ENTERPRISE AGAINST EXPENSES, INCLUDING ATTORNEY'S FEES, ACTUALLY OR REASONABLY INCURRED BY HIM/HER IN FAITH AND IN A MANNER HE/SHE REASONABLY BELIEVED TO BE IN OR NOT OPPOSED TO THE BEST INTERESTS OF THE CORPORATION AND EXCEPT THAT NO INDEMNIFICATION SHALL BE MADE TO BE LIABLE FOR NEGLIGENCE OR MISCONDUCT OF THE PERFORMANCE OF HIS/HER 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 CIRCUMSTANCES OF TH3E CASE, SUCH PERSONS S FAIRLY AND REASONABLY ENTITLED TO INDEMNITY FOR SUCH EXPENSES WHICH THE COURT SHALL DEEM PROPER.

SECTION 3. ATTORNEY'S FEES; TO THE EXTENT THAT AN OFFICER, OR AGENT OF THE CORPORATION HAS BEEN SUCCESSFUL ON THE MERITS 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/SHE SHALL BE INDEMNIFIED AGAINST EXPENSES INCLUDING ATTORNEYS' FEES, ACTUALLY AND REASONABLY INCURRED BY HIM/HER IN CONNECTION THEREWITH.

SECTION 4. DETERMINATION OR 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 OFFICER OR AGENT IS PROPER IN THE CIRCUMSTANCES BECAUSE HE/SHE HAS MET THE APPLICABLE STANDARD OF CONDUCT SET FORTH IN **SECTION 1** OR **2**. SUCH DETERMINATION SHALL BE MADE:

- A) BY THE OFFICERS BY A MAJORITY VOTE OF A QUORUM CONSISTING OF OFFICERS WHO WERE NOT PARTIES TO SUCH ACTION, SUITE OR PROCEEDING;
- B) IF SUCH A QUORUM IS NOT OBTAINABLE, OR, EVEN IF OBTAINABLE A QUORUM OF DISINTERESTED OFFICERS SO DIRECTS, BY INDEPENDENT LEGAL COUNSEL IN A WRITTEN OPINION; OR,
- C) BY THE MEMBERS.

SECTION 5. EARLY PAYMENT OF EXPENSES; EXPENSES, INCLUDING ATTORNEYS' 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 OFFICER, OR AGENT TO REPAY SUCH AMOUNT UNLESS IT SHALL ULTIMATELY BE DETERMINED THAT HE/SHE 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 AN 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/HER AND INCURRED BY HIM/HER IN ANY SUCH CAPACITY OR ARISING OUT OF HIS/HER STATUS AS SUCH, WHETHER OR NOT THE CORPORATION WOULD HAVE THE POWER TO INDEMNIFY AGAINST SUCH LIABILITY UNDER THIS **SECTION**.

SECTION 7. MISCELLANEOUS; THE INDEMNIFICATION PROVIDED 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/HER OFFICIAL CAPACITY AND AS TO ACTION ANOTHER CAPACITY WHILE HOLDING SUCH OFFICE, AND SHALL CONTINUE AS TO A MEMBER WHO HAS CEASED TO BE AN OFFICER, OR AGENT AND SHALL INSURE TO THE BENEFIT OF THE HEIRS, EXECUTORS, AND ADMINISTRATORS, OF SUCH MEMBERS.

ARTICLE X – MISCELLANEOUS PROVISIONS

SECTION 1. FISCAL YEAR; THE FISCAL YEAR OF THE CORPORATION SHALL END ON THE 31ST DAY OF DECEMBER EACH YEAR.

SECTION 2. DEPOSITORIES; THE OFFICERS SHALL DESIGNATE A PERSON WHO SHALL APPOINT BANKS, TRUST COMPANIES, OR OTHER DEPOSITORIES IN, WHICH SHALL BE, DEPOSITED FROM TIME TO TIME THE MONEY OR SECURITIES OF THE CORPORATION.

SECTION 3. CHECKS, DRAFTS AND NOTES; ALL CHECKS, DRAFTS, OR OTHER ORDERS FOR THE PAYMENT OF MONEY AND ALL NOTES OR OTHER EVIDENCES OF INDEBTEDNESS ISSUED IN THE NAME OF THE CORPORATION SHALL BE SIGNED BY SUCH OFFICERS OR AGENTS AS SHALL FROM TIME TO TIME BE DESIGNATED BY AN OFFICER APPOINTED BY THE OFFICERS.

SECTION 4. CONTRACTS AND OTHER INSTRUMENTS; EXCEPT AS OTHERWISE PROVIDED IN THE **BY-LAWS**, THE OFFICERS MAY AUTHORIZE ANY OFFICER, AGENT OR AGENTS TO ENTER INTO 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 5. GIFTS; THE OFFICERS MAY ACCEPT ON BEHALF OF THE CORPORATION ANY CONTRIBUTION, GIFT, BEQUEST OR DEVISE FOR THE GENERAL PURPOSED OR FOR ANY SPECIAL PURPOSE OF THE CORPORATION.

SECTION 6. STATUS OF MEMBERS; ALL MEMBERS OF THE CORPORATION ARE INDEPENDENT CONTRACTORS IN THEIR UMPIRING CAPACITIES AND NOT EMPLOYEES OF THE CORPORATION, OR OF ANY OFFICER OF THE CORPORATION, OR OF ANY OTHER PERSON, AGENT OR ENTITY FOR WHOM THE MEMBERS WORK AS UMPIRES. ALL MEMBERS OF THE CORPORATION RECOGNIZE THIS STATUS AND UNDERSTAND THAT NEITHER THE CORPORATION, NOR ITS OFFICERS OR AGENTS ARE EMPLOYERS, AND THEREFORE, THE MEMBERS MAY NOT COLLECT WORKER'S COMPENSATION FROM THE CORPORATION OR ANY OTHER PERSON OR ENTITY FOR INJURIES SUSTAINED WHILE UMPIRING.

SECTION 7. LEGAL COUNSEL; THE LEGAL COUNSEL OF THE CORPORATION IS **ROBERT BRINKMAN, ESQUIRE**, WHO MAY BE CHANGED FROM TIME TO TIME BY A MAJORITY VOTE OF THE OFFICERS.

SECTION 8. AMENDMENT OF BY-LAWS; THESE **BY-LAWS** MAY BE AMENDED OR REPEALED BY A TWO-THIRDS (2/3) VOTE OF ACTIVE MEMBERS IN GOOD STANDING PRESENT AT ANY ANNUAL BUSINESS MEETING OF THE CORPORATION DULY CALLED AND REGULARLY HELD, NOTICE OF SUCH PROPOSED CHANGES HAVING BEEN SENT IN WRITING TO THE ACTIVE MEMBERS THIRTY (30) DAYS BEFORE SUCH MEETING. AMENDMENTS MAY BE PROPOSED BY THE OFFICERS ON ITS OWN INITIATIVE, OR UPON PETITION OF ANY TWENTY-FIVE (25) ACTIVE MEMBERS WHICH SHALL BE ADDRESSED AND DELIVERED TO THE OFFICERS. ALL SUCH PROPOSED THE OFFICERS SHALL PRESENT AMENDMENTS TO THE ACTIVE MEMBERS WITH OR WITHOUT RECOMMENDATIONⁱⁱ.

ⁱ NEW IN 1998

ⁱⁱ COPYRIGHT 1986 MELVIN S. NAROL, ESQUIRE; JAMIESON, MOORE, PESKIN & SPICER, PRINCETON, NEW JERSEY.