

Final Draft

Approved to be presented to the NCOA South Membership

(Final Draft Approved by the Board of Directors on December 27, 2009)

Northern California Officials Association South Section – Baseball Division Constitution

ARTICLE I – NAME

This organization shall be known as the Northern California Officials Association – South Section – Baseball Division, hereinafter referred to as "NCOA South."

ARTICLE II - OBJECTIVE

SECTION 1

The objective of the NCOA South is to develop, manage, and maintain high standards of baseball officiating throughout its area of jurisdiction for the California Interscholastic Federation - Sac-Joaquin Section - Southern Area, as prescribed by the articles set forth.

SECTION 2

To achieve this objective, the NCOA South will provide a supervised program under the rules, regulations and mechanics of the National Federation of State High School Associations (NFHS) and the California Interscholastic Federation. In accordance with Section 501-(c)-(3) of the Federal Internal Revenue Code, the NCOA South shall operate exclusively as a non-profit organization providing a supervised program of baseball officiating. No part of the net earnings shall inure to the benefit of any private shareholder or individual; no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation, and which does not participate in or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE III - MEMBERSHIP

SECTION 1

Eligibility. Any person sincerely interested in active participation to further the objective of the NCOA South may apply to become a Member. Membership applications will be accepted regardless of race, color, creed, religion, sex, marital status, national origin or sexual orientation. Persons not considered active members in good standing will not be allowed to umpire high school baseball games in the NCOA South territory.

SECTION 2

Membership Approval

Membership application approval will be based upon a check of the state and federal sex offender registry. The Board of Directors shall cause a check of the California and the federal sex offender registry before membership can be approved. Applicants who are registered sex offenders shall not be approved as members of the NCOA South.

SECTION 3

Classes. There shall be the following classes of Members:

- (a) **Qualified Members.** A qualified member shall have the right to vote, hold office, receive game assignments and enjoy all other privileges and benefits of membership in the NCOA South. Qualified members shall be those who meet the minimum requirements set forth below in this Constitution. Failure to meet these requirements will result in the member's status being designated as Nonqualified or as a Member Not In Good Standing.
 - (1) Pay the applicable dues and fees imposed by the Board of Directors of the NCOA South.
 - (2) Pass the NFHS baseball umpire exam with a minimum score of 80%
 - (3) Complete and/or pass all other required assignments as designated by the NCOA South Board of Directors
 - (4) Attend the required number of NCOA South meetings set by the Board of Directors;
 - i) Members who arrive late or leave early may not be given credit for attendance
 - (5) Attend a minimum of one qualifying umpire training clinic
- (b) **Nonqualified Members.** Nonqualified members have the right to vote and enjoy all benefits and

privileges of membership in the NCOA South, but shall not receive game assignments. Members will be assigned the membership level of Nonqualified Member for the following causes:

- (1) A member who has not passed the NFHS baseball umpire exam with a minimum score of 80%
 - (2) Fails to pass or complete other required assignments as designated by the NCOA South Board of Directors
 - (3) Failure to attend the minimum number of membership meetings as designated by the NCOA South Board of Directors
 - i) If unable to attend one of the regularly scheduled meetings, the member may submit, in writing, to the Board of Directors via the Secretary of the NCOA South, a valid excuse prior to the meeting or clinic, which the Board shall vote to approve or not approve the excuse.
 - (4) Failure to attend a minimum of one qualifying umpire training clinic.
- (c) Member Not In Good Standing. Members Not In Good Standing shall not participate in any game assignments or voting. Members will be assigned the membership level of Member Not In Good Standing for the following causes:
- (1) Fails to pay NCOA South dues and fees by the prescribed date.
 - (2) Engages in conduct detrimental to the welfare, reputation and objective of the NCOA South.
- (c) Honorary Life Members. Any person may be approved as an Honorary Life Member by the unanimous vote of all Directors present at any duly held meeting of the Board of Directors but shall have no rights, duties or obligations in the management of the NCOA South. Honorary Lifetime Members shall be those who;
- (1) Have been a qualified NCOA South member of twenty (20) years or more and are retired from the NCOA South. Any member may request and be granted life membership, which shall be honorary in nature. The Board of Directors may decide to grant life membership status to any retiring official having less than twenty (20) years of qualified membership if such member has rendered distinguished service to the NCOA South. A life member shall not hold office and shall not be eligible for game assignments, but shall have the right to vote and to otherwise enjoy the privileges and benefits of membership in the NCOA South without being required to pay dues.

SECTION 4

Membership versus Employment. Members of the NCOA South are not employees of the NCOA South. All members are independent contractors per Section 3352, Subsection (n) of the Labor Code. As such;

- (a) Payroll withholding such as taxes and contributions are not taken out of officials' game fees
- (b) The IRS has specific regulations concerning this type of income and how to report it. Officials shall make certain that they comply with the IRS reporting requirements.
- (c) Officials are not eligible for worker's compensation or other employment benefits as an independent contractor when accepting assignments from NCOA South and/or its assignor.
- (d) All monies for assigned games come from a third party assignor – not from the NCOA South.

SECTION 5

Other Affiliations.

- (a) Members shall not be required to be affiliated with another organization or group to qualify as members of the NCOA South.
- (b) Board of Director Members shall not be actively engaged in the promotion and/or operation of any other high school baseball umpire program that competes with the NCOA South.

SECTION 6

Discipline, Suspension or Termination. Membership may be terminated by resignation or be terminated or suspended by action of the Board of Directors, as follows.

- (a) Any member may resign their membership at any time. The member shall submit their resignation in writing. In lieu of a written resignation, the secretary of the Board of Directors shall verify the resignation via other means such as email, telephone or personal contact.
- (b) All membership terminations must be reviewed and approved by the Board of Directors at a duly constituted Board meeting
- (c) Any complaint, violation of the NCOA South regulations, rules, policies, or ethics violations deemed by any Board member to have merit to warrant an investigation and subsequent action by the Board of Directors shall be brought to the attention to all Board Members. The Board of Directors shall decide if the issue warrants an investigation. If so;
 - (1) The Board of Directors shall appoint a Board of Directors member to conduct the investigation and present

the facts to the Board of Directors.

- i) If the investigation involves the President, the Vice President shall act in the place of the President for the purposes of Article 3, Section 6 of this constitution.
- (2) The investigating Board Member shall furnish, to the Board of Directors, a written report of the investigation.
- (3) Upon completion of the investigation, the Board of Directors shall decide to conduct a special meeting to review the issue or to table it until the next regularly scheduled Board of Directors meeting.
- (4) The Member involved shall be notified of such meeting, informed of the general nature of the charges and given an opportunity to appear at the meeting to answer such charges.
- (5) The Board of Directors, by a two-thirds (2/3) vote of those present at any duly constituted Board meeting, including a special Board meeting, shall have the authority to discipline, suspend or terminate the membership of any Member of any class, including Board of Director members, when the conduct of such person is considered detrimental to the best interests of the NCOA South.

ARTICLE IV - DUES FOR MEMBERS

SECTION 1

Dues for Regular Members may be fixed at such amounts as the Board of Directors shall determine for a particular fiscal year. This information shall be documented in the Annual By-laws.

SECTION 2

Members who fail to pay their fixed dues by the second meeting of the NCOA South will be designated as a Member Not In Good Standing and will have all rights suspended as designated in this constitution – Article III, Section 3 (c). This deadline date shall be stated in the Annual Bylaws as designated by the Board of Directors.

ARTICLE V – NCOA SOUTH MEMBERSHIP MEETINGS

SECTION 1

Definition. Membership Meetings are any meeting of the membership of the NCOA South. A minimum of four per year is required. Training clinics and classroom instructional meetings can be approved as membership meetings by the Board of Directors.

SECTION 2

Notice of Meeting. Notice of each General Membership Meeting shall be delivered personally, electronically or by mail to each Member at the last recorded address at least 14 days in advance of the meeting, setting forth the place, time and purpose of the meeting.

SECTION 3

Quorum. There shall be no designated quorum for General Membership meetings. Business can be conducted with all members present at the membership meeting and all decisions will be considered binding.

SECTION 4

Rules of Order for General Membership Meetings. Robert's Rules of Order shall govern the proceedings of all General Membership Meetings.

SECTION 5

Voting. Only Qualified, Honorary and Non-Qualified members shall be entitled to make motions and vote at Membership Meetings. However, the Board of Directors may invite, admit and recognize guests for presentations or comments during General Membership Meetings.

SECTION 6

Absentee Ballot. For the expressed purpose of accommodating a qualified voting member who cannot be in attendance at any meeting where a vote will take place, an absentee ballot may be requested and obtained from the Secretary of the Board of Directors. The absentee ballot shall be properly completed, signed and returned in a sealed envelope to the Secretary prior to the start of the meeting where the vote will take place. The secretary shall present all absentee ballots and cause them to be counted at the meeting.

SECTION 7

Requirements at Annual Board of Directors Election Meeting.

At the annual Board of Directors Election Meeting, the membership shall receive a report, verified by the President and Treasurer, or by a majority of the Directors, showing:

- (a) A general summary of funds received and expended by the NCOA South for the previous year, the amount of funds currently in possession of the NCOA South, and the name of the financial institution in which such funds are maintained;
- (b) The names of the persons who have been admitted to regular membership in the NCOA South during such year.

ARTICLE VI – ANNUAL BOARD OF DIRECTORS ELECTIONS

SECTION 1

Election Date. The Annual Board of Directors Election Meeting shall be held during the last regularly scheduled classroom meeting of the NCOA South. This date shall be designated in the Annual Bylaws as approved by the Board of Directors.

SECTION 2

Number of Directors.

- (a) At the meeting prior to the Annual Board of Directors Election meeting, the members shall determine the number of Directors to be elected for the ensuing year and shall elect such number of Directors. The number of Directors elected shall be not less than six (6). If no motion is passed to change the number of members of the Board of Directors, that number shall remain the same as the previous year or until changed as specified in this constitution under Article VII, Section 2.
- (b) The Officers of the Board of Directors shall include, at a minimum, a President, a Vice President, Secretary/Treasurer, Rules/Instruction Chair, and a minimum of two At Large Members.

SECTION 2

Election Committee, Duties and Process.

- (a) The Secretary of the Board of Directors shall chair and direct the election process.
- (b) The election committee shall consist of the Secretary, one other Board Member as designated by the Board of Directors and one non-Board of Directors member, as selected by the membership.
- (c) One meeting prior to the meeting of the Election of the Board of Directors, the Secretary shall announce the upcoming election.
- (d) One meeting prior to the Election meeting, the Secretary shall call for nominations for all available positions.
 - (1) Nominations for the Board of Directors shall continue to be received and accepted by the election committee up to fourteen (14) days prior to the election. No nominations will be accepted after the fourteen (14) day cutoff, however this will not preclude any qualified member from being elected via write-in vote.
- (e) Ten days prior to the election, the Secretary will create a ballot that shall list all candidates by position.
 - (1) The Secretary shall also create one line under each position that shall allow for a write-in candidate.
- (f) Ten (10) days prior to the election date, the Secretary shall make absentee ballots available.
 - (1) The Secretary is responsible for control of all absentee ballots and shall account for all such issued absentee ballots. Only one absentee ballot shall be issued per member request.
- (g) Prior to the voting portion of the Annual Election of the Board of Directors meeting, all candidates, who so desire, will be allowed to speak on their own behalf.
- (h) At the Annual Election of the Board of Directors meeting, the secretary shall distribute a ballot to all qualified members.
- (i) The Election Committee shall count the ballot votes and shall announce the winners of each position prior to the end of the Annual Election of the Board of Directors meeting.

SECTION 4

Terms of Office.

- (a) The Board of Directors shall assume the performance of its duties on July 1 of each year.
- (b) The Board's term of office shall be as follows:
 - (1) President – 2 years
 - (2) Vice President – 2 years
 - (3) Secretary/Treasurer – 4 years
 - (4) Rules/Instruction Chair – 2 years
 - (5) Members at Large – 2 years
- (c) For the purposes of elections only, the Board of Directors' At Large Member positions will be designated as At-Large (A) and At-Large (B).
- (d) The terms of the Board of Directors shall be staggered to offer some continuity to the Board of Directors.

- (1) The election of the President shall occur every odd year beginning in 2011.
 - (2) The election of the Vice President shall occur every even year, beginning in 2010.
 - (3) The election of the Secretary/Treasurer shall be every four years beginning in 2013.
 - (4) The election of the Rules/Instruction Chairman shall be every two years beginning in 2010.
 - (5) The election of Member At-Large (A) shall be every two years beginning in 2011.
 - (6) The election of Member At Large (B) shall be every two years beginning in 2010.
- (e) Special transition terms for 2010 Election of the Board of Directors
- (1) President – There shall be no change to the President position, who was duly elected in 2009.
 - (2) Vice President – The Vice President, who was elected to a two year term in 2009, shall only serve a term of one year and the position will be subject to the election process in 2010 and every two years thereafter.
 - (3) Secretary/Treasurer – There shall be no change to the Secretary/Treasurer position, who was duly elected in 2009 and will serve for a period of four (4) years.
 - (4) Rules/Instruction Chairman – The Rules/Instruction Chairman, who was elected to a two year term in 2009, shall only serve a term of one year and the position will be subject to the election process in 2010 and every two years thereafter.
 - (5) For election purposes, Dave Auchard and Casey Den Ouden will be designated as At-Large Members (B) and those positions shall be subject to the election process in 2010 and every even year thereafter.
 - (6) For election purposes, William Soest and Don Precissi will be designated as At-Large Members (A) and those positions shall be subject to the election process in 2011 and every odd year thereafter.

ARTICLE VII - BOARD OF DIRECTORS

SECTION 1

Authority. The management of the property and affairs of NCOA South shall be vested in the Board of Directors.

SECTION 2

Increase in number, The number of Board of Directors so fixed at the Annual Board of Directors Election Meeting may be increased at any General Membership Meeting or Special Meeting of the Members. If the number is increased, the additional Directors may be elected at the meeting at which the increase is voted, or at any subsequent General Membership Meeting. All elections of additional Directors shall be by majority vote of all qualified voting members present or represented by a properly executed and signed absentee ballot filed with the Secretary prior to the election meeting.

SECTION 3

Vacancies. If any vacancy occurs in the Board of Directors, by death, resignation or otherwise, it may be filled by a majority vote of the remaining Directors at any regular Board meeting or at any Special Board Meeting called for that purpose.

SECTION 4

Board Meetings, Notice and Quorum. Regular meetings of the Board of Directors shall be following July 1 on such days thereafter as shall be determined by the Board.

- (a) The President or the Secretary may, whenever they deem it advisable, or the Secretary shall at the request in writing of three (3) Directors, issue a call for a Special Board Meeting. In the case of Special Board Meetings, such notice shall include the purpose of the meeting and no matters not so stated may be acted upon at the meeting.
- (b) Notice of each Board meeting shall be given by the Secretary personally, electronically or by mail to each Director at least 3 days before the time appointed for the meeting to the last recorded address or email address of each Director. For special meetings, the secretary must confirm that each board member has received notification of the meeting.
- (c) Sixty percent (60%) of the members of the Board of Directors shall constitute a quorum for the transaction of business. If a quorum is not present, no business shall be conducted.
- (d) Only members of the Board of Directors may make motions and vote at meetings of the Board of Directors. However, the Board of Directors may invite, admit and recognize guests for presentations or comments during Board meetings.

SECTION 5

Duties and Powers. The Board of Directors shall have the power to appoint such standing committees, as it shall determine appropriate and to delegate such powers to them as the Board shall deem advisable and which it

may properly delegate.

The Board may adopt such rules and regulations for the conduct of its meetings and the management of the NCOA South as it may deem proper, provided such rules and regulations do not conflict with this Constitution. The Board shall have the power by a two-thirds (2/3) vote of those present at any regular Board or Special Board Meeting to discipline, suspend or remove any Director or Officer or any member of the NCOA South in accordance with the procedure set forth in this constitution.

SECTION 6

Rules of Order for Board Meetings. Robert's Rules of Order shall govern the proceedings of all Board of Directors meetings.

ARTICLE VIII - DUTIES AND POWERS OF THE BOARD

SECTION 1

Appointments. The Board of Directors may appoint such other officers or agents as it may deem necessary or desirable and may prescribe the powers and duties of each. Appointed officers or agents shall have no vote on actions taken by the Board of Directors unless such individuals have been elected to the Board by the membership or have been elected to fill a vacancy on the Board.

SECTION 2

President. The President shall:

- (a) Preside at all meetings of the members of the NCOA South and the Board of Directors.
- (b) Schedule meetings of the Board of Directors
- (c) Establish committees and their chairs, to further the purpose of the NCOA South, with the approval of the Board of Directors.
- (d) Supervise and oversee the affairs of the NCOA South and execute the will of the NCOA South.
- (e) Recommend a fair and equitable system of rating or grading member officials which, in order to be valid, must be approved by the Board of Directors.

SECTION 3

Vice President. The Vice President shall:

- (a) Perform the duties of the President in the absence or disability of the President, provided he or she is authorized by the President or Board to so act. When so acting, the Vice President shall have all the powers of that office.
- (b) Perform such duties as from time to time may be assigned by the Board of Directors or by the President.
- (c) Perform the duties of the secretary when the secretary is absent or unavailable to conduct these duties.
- (d) Establish and maintain a program whereby liaisons are assigned to the leagues that the NCOA South officiates. The Vice president will chair this program and the program will be designed for communications with the leagues that the NCOA South officiates.

SECTION 4

Secretary/Treasurer. The Secretary/Treasurer shall:

- (a) Be responsible for recording the minutes of the meetings of the Board of Directors, any special meetings and the Annual Board of Directors Election Meeting of the Members.
- (b) Keep a record of any business transacted by the NCOA South.
- (c) Give notice of all meetings of the Board of Directors, special meetings and meetings of the NCOA South.
- (d) Maintain a current roster listing all members, including honorary members. The list shall designate the current member status and shall contain all appropriate contact information for each member.
- (e) Maintain an updated list of officials' ratings and upon request, issue the rating to individual officials.
- (f) Chair the annual board of director's election process, which shall include the nomination process, vote counting and announcing the results of the election. The counting of votes must follow the guidelines set forth in this constitution.
- (g) Issue all correspondence and notices on behalf of the Board of Directors and the NCOA South.
- (h) Issue, to each member, a detailed explanation of the rating system. The rating system will be established and approved by the Board of Directors annually.
- (i) Shall forward all funds received on behalf of the NCOA South.
- (j) Shall request the expenditure of such funds for the benefit of the NCOA South as directed by the Board of Directors.
- (k) Account for all funds to the NCOA South no less than the first membership meeting of each year and at the

last membership meeting of each year. This accounting of funds shall be in writing.

SECTION 5

Rules/Instruction Chair. The Rules/Instruction Chair shall:

- (a) Direct and supervise the program of instruction.
- (b) Organize and direct classroom groups and clinics.
- (c) Appoint qualified instructors for the purpose of training at NCOA South clinics.
- (d) Preside over all portions of meetings relating to baseball rules and baseball officiating mechanics.
- (e) Attend annual CIF Federation rules meeting and share that information with the NCOA South members.
- (f) Establish the ratings criteria for umpires, which shall be subject to the approval of the Board of Directors.

SECTION 6

Board Members At Large. The At Large Board Members shall:

- (a) Act as liaisons to the leagues that we serve and report all issues to the Vice President and the Board of Directors.
- (b) Perform such duties as assigned by the Board of Directors.

SECTION 7

Compensation. No Director or Member of the NCOA South shall receive, directly or indirectly, any salary or compensation from the NCOA South for services rendered as Director, Officer or Member for anything other than payment for game assignments. The Board of Directors shall reserve the right to pay designated members as umpire evaluators.

SECTION 8

Annual Bylaws. The Board of Directors shall, each year prior to the first membership meeting of the year, create and approve the annual bylaws. The Board of Directors shall not create any annual bylaw that conflicts with this constitution. The annual bylaws should be distributed by the first meeting of the membership each year and shall be distributed to the NCOA South membership by the second membership meeting each year or by the last day in January, whichever comes first. The annual bylaws shall, at a minimum, govern the following subjects:

- (a) Membership Fees
- (b) Number of membership meetings, not to be less than four (4).
- (c) Number of qualifying clinics, not to be less than two (2).
- (d) Schedule of membership meetings and qualifying clinics.
- (e) Date of the meeting for the Election of The Board of Directors, which shall be the last classroom membership meeting of the year.
- (f) Other requirements, if any, to become a qualified member as designated by Article III, Section 3 (a)(3) of this constitution.
- (g) Establish the umpire ratings criteria.

ARTICLE IX - AMENDMENTS

This Constitution may be amended, repealed or altered in whole or in part by a majority vote at any duly organized meeting of the Members provided notice of the proposed change is included in the notice of such meeting.

This Constitution was approved by the NCOA South Membership on _____(date).

President's Name (Print)	President's Signature	Date
Secretary's Name (Print)	Secretary's Signature	Date