

BYLAWS

OF

WEST CENTRAL-FLORIDA UMPIRES ASSOCIATION, INC. (WCUA, INC.)

D.B.A.

WEST COAST UMPIRES ASSOCIATION (WCUA)

ARTICLE I

Name

The name of this corporation is WEST CENTRAL FLORIDA UMPIRES ASSOCIATION, INC. (WCUA).

ARTICLE II

Purposes

The purposes for which WCUA is organized are as follows:

1. To establish and maintain an organization dedicated to providing competent baseball and softball umpires that will assist in the educational and athletic development of young athletes.
2. To provide competent, well-trained and unbiased baseball and softball umpires for youths that are participating in youth leagues, junior high, junior varsity, freshman, high school, and college athletic contests.
3. To promote through the actions, attitude and leadership of its members the ideals of good sportsmanship and respect for players, coaches, spectators, students, administrative personnel and baseball and softball umpires.
4. To sponsor, coordinate and promote programs that will provide training and continuing education to umpires in order to improve their judgment, game management, knowledge of the rules, conditioning and opportunities for advancement.
5. To encourage and provide an equal opportunity for all its members with respect to contest assignments, advancement, ratings and selection for leadership positions, regardless of sex, national origin, race, age, disability or religion.
6. To enhance the recruitment of a diversity of members that reflects the community that WCUA serves, including, but not limited to, minority and female members.
7. To coordinate WCUA's activities, purposes, policies, and functions with the rules, regulations and policies adopted by the Florida High School Activities Association (FHSAA).
8. To disseminate the aims and activities of WCUA to the general public in a manner intended to evoke public involvement and support.
9. To collect membership dues from its members in furtherance of WCUA's objectives, to prudently expend all funds received and disburse the net interest and other earnings that may be received in satisfaction of its operating expenditures and expenses and in support of meritorious projects which may further its objectives.

10. To perform all other acts and carry on and conduct all other activities necessary or useful in connection with or incidental to the accomplishment of any of the purposes set forth herein to the full extent permitted by the laws of the State of Florida.

11. To operate exclusively in any manner for the promotion of social welfare as will qualify WCUA as an exempt organization under Section 501(c)(4) of the Internal Revenue Code of 1986, as amended, or under corresponding provision of any subsequent federal tax laws.

ARTICLE III

Corporate Records; Authority to Act

Section 1. Records. WCUA shall maintain at its principal place of business accurate and complete records of its activities and policies, including a record of its members and minutes of the proceedings of its members, Board of Directors and committee meetings.

Section 2. Inspection. All records required by applicable laws or regulations to be maintained by the corporation shall be open for inspection by the membership at all reasonable times.

Section 3. Seal. The corporation shall own a corporate seal which shall be circular in form and have inscribed thereon its name and the date and state of its incorporation.

Section 4. Contracts. The Board of Directors may by resolution authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of or on behalf of the corporation, and such authority may be general or confined to specific instances; but absent the grant of such authority no individual, other than the President, shall have power to bind the corporation under any contract, pledge its credit or render it liable for any purpose or in any amount.

Section 5. Payments. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed or endorsed by such person or persons in such manner as shall be determined by resolution of the Board of Directors.

ARTICLE IV

Membership

Section 1. Eligibility and Powers. Any person paying dues and agreeing to be bound by the Bylaws and by such rules and regulations as WCUA may from time to time adopt shall be eligible for membership in the corporation, subject to filing a written application on a form prepared by the corporation for such purpose or in accordance with such other procedures as may be adopted by the Board.

The Board of Directors of the corporation shall have the power to open membership to others and to create separate classes of membership so as to include other forms of participation in WCUA's affairs, or to create advisory positions or bodies to ensure such representation as the Board finds to be appropriate, such separate classes, positions or bodies to hold such powers and responsibilities and be subject to such restrictions as may be designated by the Board.

Section 2. Membership Categories. The following three categories of membership are established:

a. Probationary Member. This category includes any member that has not been certified by the Board of Directors, regardless of whether he or she has been a previous member of WCUA. This category also includes any member with prior membership in WCUA that has extended his or her leave of absence for more than one calendar year.

b. Certified Member. This category includes any member that has completed a term as a probationary member and has been certified by the Board of Directors. Any previously certified official

that has filed a written leave of absence with FHSAA and WCUA, provided that such leave of absence does not exceed one calendar year, shall also be deemed to be a certified member.

c. Honorary Member (previously Lifetime Member). This category includes any individual that is appointed by the Board for such honor and has performed outstanding and distinctive services to WCUA. Such member shall not be required to pay any annual dues or fees, but shall enjoy all other privileges of membership.

The Board of Directors will evaluate each probationary member at the completion of the annual season for such sport and decide whether probation status will be extended or lifted. Except for any honorary members that have been selected by the corporation, each member in the corporation must annually renew his or her membership in the corporation.

Section 3. Termination of Membership.

a. Resignation. Any member may resign from membership in WCUA at any time by written resignation delivered or mailed to the Secretary of the corporation, which resignation shall be effective upon receipt thereof. A member's death shall be treated as his or her resignation.

b. By Board of Director Action. Membership may also be terminated by a two-thirds majority vote of the Board of Directors, but only after giving the subject member a right to learn of the cause of such proposed termination and to be heard at a Board meeting held for such purpose on written notice delivered or mailed to the member at least fifteen (15) days before such meeting, and only then upon a termination the result of which is entered in the minutes of the meeting specifically finding that continuation of the membership in question would be detrimental to the best interests of WCUA or the FHSAA. Such termination shall be effective upon the mailing of a written notice thereof to the member whose membership is so terminated. Any member whose membership is terminated by Board action may appeal such decision to the EO Committee. For member officials, final appeal may be made to the FHSAA, whose decision shall be binding on the member and WCUA.

Section 4. Voting. Each member of the corporation shall have one vote on any matter on which members are granted a voting privilege under the Articles of Incorporation, Bylaws, or applicable state law. Only FHSAA member officials will vote on matters associated with sanctioned FHSAA local officials associations business. There shall be no cumulative voting permitted for the election of officers or on any other matter and no membership voting by proxy.

ARTICLE V Registration and Dues

Section 1. Dues and Assessments. No member shall be liable to the corporation for any dues, subscriptions or assessments of any kind except as he or she may agree to at such time as an annual membership application is filed with the corporation. Each member shall pay annual dues as established by the Board of Directors. Members may also be held responsible for fines that are established from time to time by rules, regulations or policies adopted by the FHSAA or by the Board of Directors. Dues become payable January 1 and must be paid on or before the conclusion of the first WCUA sports meeting of that membership year.

Any member that renews his or her membership after the delinquent date shall also be required to pay a delinquent fee as established by the Board of Directors in addition to annual dues paid.

Section 2. Membership Year. The membership year shall begin annually on the later of January 1 or the date dues are paid and will end December 31 (calendar year).

Section 3. Membership Application. Each application for membership shall be submitted in writing to the WCUA on a form furnished by WCUA. Members shall be required to pay an initiation fee (for new members)

and annual dues as designated by the Board of Directors, returnable if such application is rejected, at such time as they submit an application form. A current photograph may be required by WCUA to be kept on file with each membership application.

Section 4. Renewal Memberships. An application for renewal of membership will be mailed to all members in good standing at their last known address prior to January 1 of each year. All renewals, accompanied by the payment of annual dues, will be returned to WCUA on or before the delinquent dates established by the Board.

Section 5. Delinquent Dues. Any member that renews his or her membership after the delinquent date shall also be required to pay a delinquent fee as established by the Board of Directors in addition to regular dues paid.

ARTICLE VI
Board of Directors

Section 1. Power and Responsibility. Subject to the limitations imposed by the Articles of Incorporation or these Bylaws, all corporate powers and responsibilities shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by, the Board of Directors. In addition to the powers and responsibilities set forth above, the Board of Directors shall be responsible for:

- a. studying, evaluating and acting upon complaints initiated by the schools and/or leagues that it serves, any matters relating to its members and the FHSAA;
- b. making recommendations for the vote of the membership;
- c. approving all expenditures of funds and operating budgets;
- d. acting as a final court of appeals for all decisions made by any committee, including the EO Committee, if applicable;
- e. annually appointing the E.O. Committee and Chairperson, if applicable;
- f. annually undertaking to have an audit, compilation or review conducted of WCUA's financial records; and
- g. appointing a Booking Commissioner and, if it deems it to be necessary, an Assistant or additional Booking Commissioner.

Section 2. Number and Composition. The persons which shall constitute the entire Board of Directors shall consist of the following members:

- a. President or Chairman;
- b. First Vice President;
- c. Second Vice President, if FHSAA member;
- d. Secretary;
- e. Treasurer
- f. Equal Opportunity Chairperson; and

- g. Immediate Past President.

The President shall serve as the Chairman of the Board of Directors and shall preside at all meetings of the Board.

Section 3. Election and Term.

- a. Time of Election. Directors shall be elected or, in the instance of the EO Chairperson appointed, in the manner set forth in Article VII, Section 1 and Article VII below and shall hold office until their respective successors shall have been elected and qualified or until their earlier death, resignation or removal from office.
- b. Term of Office. The term of office of each Officer/Director, exclusive of the EO Chairperson, whether elected at a general or other membership meeting, shall be for a period of two years. The term of the EO Chairperson shall be for a one year period.
- c. Consecutive Terms. Each Director may serve on the Board for consecutive terms of office.

Section 4. Vacancy. Any vacancy occurring in the Board of Directors, excluding any vacancy created by reason of an increase in the number of directors, may be filled by the affirmative vote of a majority of all remaining Directors, even if less than a quorum, and a Director so chosen shall hold office until the normal expiration of the term of the Director whose absence creates the vacancy. The members may at any time elect a director to fill any vacancy not filled by the Directors, including one created by an amendment of the Bylaws authorizing an increase in the number of directors.

Section 5. Removal. At a meeting of members called expressly for that purpose by a quorum of general membership, any Director may be removed by vote of two-thirds majority of the voting members present for such applicable membership meeting, but only following a specific finding that each such Director has failed to perform the material duties of his or her office.

Section 6. Quorum and Voting. A majority of the number of Directors fixed in the manner prescribed in this Article VI, Section 2 of these Bylaws shall constitute a quorum for the transaction of business. The action of a majority of the Directors present at any meeting at which there is a quorum, when legally assembled, shall be deemed to be a valid corporate action.

Section 7. Director Conflicts of Interest.

- a. No Director shall participate in or vote on any matter which involves a conflict of interest.
- b. Whenever a Director has cause to believe that a matter to be voted upon involves a possible conflict of interest, he or she shall announce the conflict and abstain from both participating in and voting on such matter. The question of whether an actual conflict exists shall be decided by a majority vote of the Directors other than the individual announcing the possible conflict and director who has similarly announced a possible conflict of interest with respect to the same issue.
- c. Any member may raise a question of possible conflict of interest with respect to any Director.

Section 8. Committees.

- a. By resolution adopted by a majority of the entire Board of Directors, there may be designated from among its members committees each of which, to the extent provided in such resolution, shall exercise all authority delegated by the Board, except with respect to those matters which by law, the Articles of Incorporation or these Bylaws that may be precluded from being delegated to a committee.

b. Each committee (including the members thereof) shall serve at the pleasure of the Board and be appointed by the Board and shall keep minutes and report the same to the Board. The Board may designate one or more Directors as members of any committee. In the absence or upon the disqualification of a member of a committee, the Board shall appoint a successor thereto.

c. A majority of all members of a committee shall constitute a quorum for the transaction or business, and the vote of a majority of all the members of a committee present at a meeting at which a quorum is present shall be the act of the committee. Each committee shall adopt whatever other rules of procedure it determines appropriate for the conduct of its activities.

Section 9. Place of Meeting. Meetings of the Board of Directors may be held at any location specified in the call of the meeting or as agreed to by the Directors.

Section 10. Time, Notice and Call of Meetings.

a. Regular Meetings. Regular meetings of the Board of Directors may be held periodically during each annual period with the President presiding as Chairman in accordance with such schedule as may be agreed to by the Board. The President may call additional meetings as necessary. No notice of the time or purpose of such regular meetings need be given.

b. Special Meetings. Special meetings of the Board shall be held from time to time upon call issued by the President, or by any four Directors. Written notice of the time and place of each special meeting shall be delivered personally to all Directors or sent to each by facsimile or letter, addressed to his or her address shown on the records of the corporation or as otherwise actually known by the Secretary. If notice is mailed or faxed, it shall constitute sufficient notice if it is delivered to the above address not less than twenty-four hours prior to the time of the holding of the meeting.

c. Adjournment. A majority of the Directors present, whether or not a quorum exists, may adjourn any meeting of the Board to another time and place. Notice of the time and place of holding such adjourned meeting need not be given if they are fixed at the meeting adjourned; otherwise, notice shall be given to all Directors in the manner directed in subsection b. above.

Section 11. Action Without a Meeting. Any action required or permitted to be taken by the Board or a committee thereof may be taken without a meeting if all members shall individually or collectively consent in writing to such action. Such written consent shall be filed in the minutes of the proceedings of the Board or Committee and shall have the same effect as a unanimous vote in favor of the action consented to.

Section 12. Compensation and Expenses. No Director shall receive compensation for services rendered to the corporation as Director, but this restriction shall not preclude any Director from serving the corporation in any other capacity for which compensation may properly be paid. Expenses incurred by Directors may be reimbursed to the extent authorized by the Board.

ARTICLE VII Officers and their Duties

Section 1. Composition and Term. The officers of the corporation shall consist of a President (Chairman), First Vice President, Second Vice President, Secretary, Treasurer, Immediate Past President and such other officers with such titles, duties and powers as may be approved by the membership from time to time. All such officers shall be elected by and serve at the pleasure of the membership. The EO Chairperson shall also serve as an officer of the corporation but will serve as an appointive position.

Section 2. Terms. The terms of all officers shall be two years, commencing on the first day of September following their election or until a successor is appointed. One-half of all elected officers shall be replaced by election on alternate years.

Section 3. Resignation or Removal. Any officer may resign by giving written notice to the Board of Directors, the President or the Secretary. Such resignation shall take effect upon receipt of the notice, or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any officer may be removed for failure to materially and substantially perform his or her duties, conviction of a crime, or as a result of engaging conduct that is a fundamental violation of WCUA or FHSA policies, in each instance by action of a two-thirds vote of the Board taken at any regular or special meeting of the Board. Any member of the Board of Directors that misses three scheduled meetings of such respective group during a calendar year may also be replaced by a two-thirds vote of the other members of the Board. In addition, any officer/director of the corporation may be removed by the general membership in accordance with the procedures set forth in Article VI, Section 5 hereof.

Section 4. Vacancy. A vacancy in any office shall be filled by action of the Board and its appointee shall hold office for the unexpired term or until his successor is elected and qualified.

Section 5. President. The President shall be the principal executive officer of the corporation and shall generally supervise the affairs of the corporation. He or she shall preside at all general membership meetings and of the Board of Directors, shall supervise all negotiations on behalf of WCUA and make every reasonable effort to further the policies adopted by the corporation. The President shall call meetings as deemed necessary to inform the membership of present recommendations for approval by the members and shall assign duties, and appoint committees as may be necessary and proper for the conduct of the business and affairs of the corporation. He or she shall be an ex-officio member of all committees appointed by the Board, other than the Election Committee, and shall have the general powers and duties customarily performed and exercised by the Chief Executive Officer of any not for profit corporation organized under the laws of Florida, as well as such additional powers or duties as may be prescribed by these Bylaws. The President shall be responsible for all negotiations with various schools and conferences served by WCUA. The President may not serve in the capacity of Booking Commissioner.

Section 6. First Vice President. The First Vice President shall assist the President in the performance of his or her duties. Any Vice President shall perform such other duties as from time to time may be assigned to him or her by the Board of Directors or President.

Section 7. Second Vice President. The Second Vice President shall assist the President in the performance of his or her duties. Any Vice President shall perform such other duties as from time to time may be assigned to him or her by the Board of Directors or President.

Section 8. Secretary. The Secretary shall keep or cause to be kept at the principal office of the corporation or such other place as the Board of Directors may designate, a current membership record showing the names of all members and their addresses; and a record of all meetings conducted by the membership, directors or director committees, which record shall include the time and place of holding; whether regular or special meeting; and if special how authorized; the notice thereof given; the names of those present or represented at director or director committee meetings; the names of voting members present at membership meetings; and the proceedings thereof.

The Secretary shall give, or cause to be given, notice of all meetings of the general membership, sport meetings and of the Board of Directors required by the Bylaws or by law to be given, and shall keep the seal of the corporation and affix said seal to all documents requiring a seal. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

Section 8. Treasurer. The Treasurer may be compensated at an amount which must be within WCUA's annual budget and approved by the Board of Directors. The Treasurer shall receive all monies of the corporation; shall keep an accurate record of receipts and expenditures; and shall pay out funds only as authorized by the corporation. He shall present a current statement of accounts to the Board of Directors as requested, and a written annual financial statement to the Board of Directors. The treasurer shall prepare an

annual operating budget for WCUA and shall present such reports as the President may from time to time require. He shall deposit the operating funds of the corporation in one or more bank accounts selected by the Board of Directors and shall perform such duties as may be incidental to the office and shall furnish such bonds as the Board of Directors shall determine to be required for the faithful performance of his duties at the corporation's expense. The Treasurer need not be registered as a member of WCUA to serve in this capacity.

Section 9. E.O. Committee Chairman. The E.O. Committee Chairman shall coordinate the activities of the E.O. Committee to ensure that all members of the WCUA are equitably treated without regard to sex, color, age, race, religion or ethnic background. The E.O. Chairman shall also promote efforts to recruit minority membership in the WCUA, chair all meetings of the E.O. Committee, serve on the WCUA Board of Directors and perform all other duties prescribed by these Bylaws. He will also serve as the Chairman of the Grievance Committee should one be established.

Section 10. Director of Training. The Board of Directors may appoint a Director of Training that will be responsible for the preparation, presentation and conduct of clinic meetings for members and will obtain the list of new members from the Secretary and set up training sessions to aid new members in developing their officiating mechanics and knowledge of the rules. Throughout the sports season, the Director of Training will be responsible for the evaluation of each new member that has been classified as a probationary member. The Director of Training will also be responsible for supervising the recruitment of new members into WCUA and shall perform such other duties as delegated to him by the Board of Directors.

Section 11. Term. A member may serve consecutive terms in a single elected or appointed office.

ARTICLE VIII Election of Officers

Section 1. Election Committee. At the first annual general membership meeting of each calendar year the President shall appoint an Election Committee consisting of not less than three members nor more than five members to supervise the recruitment, nomination and election of the officers of WCUA.

Section 2. Presentation of Nominees. The Election Committee shall be required to publish its slate of nominees for elective office at either a general membership or sports meeting, as it may determine in its discretion, subject to review and approval of the Board of Directors. Each nominee shall have been contacted previously by the Committee to confirm that the member will accept the nomination and elective office position, if elected. At such time as the Election Committee announces its slate of nominees for elective office, the President shall entertain additional nominations from the floor, provided, however, that such floor nominees must have been contacted in advance of the call for floor nominations to confirm that the member will accept the nomination and position, if elected.

Section 3. Qualifications of Nominees and Voting Privileges. All nominees for elected office and voting members must be a member in good standing with the WCUA and FHSAA. A member is in good standing if all dues and fines, for which a notice has been submitted, are paid and not currently on probation or suspension of disciplinary reasons.

Section 4. No Duplicate Offices. No member may be nominated for or serve in more than one elective office.

Section 5. Ballots. Subject to the review and approval of the Board of Directors, the Election Committee shall establish the date and manner of conducting all elections. The Election Committee will be responsible for having a ballot presented at meeting or mailed to each member in good standing at his or her last known address on the corporation's records. All members will be entitled to vote for each officer of the corporation and for the Vice President(s) and Sports Representative(s) positions in each division that he is registered with according to WCUA's corporate records. The Election Committee shall be responsible for disseminating, collecting,

counting and validating all ballots received. The nominee with the highest number of valid votes for each office will be declared by the Election Committee to be the winner.

Section 6. Election Rules. The format of the election balloting procedures will be established by the Board of Directors.

ARTICLE IX
Booking Commissioner(s)

Section 2. Booking Commissioner. The Booking Commissioner shall be an appointive position. The Booking Commissioner shall be appointed for a one year term on a part time basis pursuant to an independent contractor agreement, by the Board of Directors. Each Booking Commissioner may be compensated at an amount which must be within the annual budget approved by the Board of Directors. The Board of Directors shall be responsible for determining when applications for the position of Booking Commissioner shall be made available and may also determine whether an Assistant or additional Booking Commissioner shall be appointed. The Booking Commissioner(s) will be expected to meet with appropriate committee(s) and the Board of Directors as requested, but will not be a voting member of such committee. The Booking Commissioner will assign all games to members of the corporation in accordance with the Bylaws and contract requirements that are imposed on WCUA. All FHSAA bookings for contest assignments will be reviewed and approved by the FHSAA Assignment Committee in advance of release to the members of the corporation and schools that are served by WCUA.

ARTICLE X
Committees

Section 1. Equal Opportunity Committee ("EO Committee"). The EO Committee shall be composed of three members that represent the diversity of membership in WCUA.

All members of the EO Committee will be appointed to the Committee and will include, but will not exclusively be limited to, cultural minorities and women members of WCUA. Each member will serve for a one year term and may serve consecutive terms on the Committee. The Chairperson of the EO Committee will be appointed by the President of WCUA and approved by the Board of Directors. Members that are represented on the EO Committee will be appointed by President of WCUA and approved by the Board of Directors.

The EO Committee shall be authorized to promulgate policies and advise the Board of Directors on issues that affect opportunities for advancement, and recognition for cultural minorities and women. In addition to any other general and implied duties that may be delegated to the EO Committee by the Board, the EO Committee shall be authorized to:

- a. advise the Board of Directors on policies, programs and special assignments that promote a non-discriminatory environment for all WCUA members regardless of race, color, age, sex, religion, disability or natural origin;
- b. advise the Board on methods to enhance the recruitment and advancement of minority members and women;
- c. assist the Board in the resolution of all alleged discrimination complaints that are presented to the Board; and
- d. assist the Board in any other matters requested from time to time.

Any action taken to address a discrimination complaint made by a WCUA member shall be based solely on any findings of facts made by the EO Committee. In the event that the EO Committee is unable to informally

resolve the complaint or request for remedial action the matter shall be referred to the Board of Directors for a final decision.

ARTICLE XI

Meetings

Section 1. Types of Meetings. Members shall be entitled to attend two types of meetings, in each instance referred to as a general membership or sports meeting.

Section 2. General Meeting. General membership meetings shall be open to all members of WCUA. General membership meetings shall be held at least twice during the membership year at a date, place, and time announced by the Board of Directors.

Section 3. Sports Meetings. For purposes of these Bylaws, a sports meeting is defined as a meeting in which all WCUA members are required to attend. Sports Meetings shall be held regularly during the sport's season at a date, place and time determined by the Board of Directors. General membership meetings may be held in conjunction with Sports Meetings.

Section 4. Other Meetings. Additional meetings shall be held at the call of the President or by written application by the lesser of twenty five (25) members or 25% of the general membership for the type of requested meeting.

Section 5. Attendance at Meetings. Attendance shall be taken and recorded at each sport meeting. Attendance records shall be kept on an annual basis and will be reported to FHSAA by the required date, as necessary. Attendance records shall reflect that a member was present, absent, or excused.

Section 6. Excused Absences. Any procedures for the authorization of excused absences shall be established by the Board of Directors.

ARTICLE XII

Ratings and Contest Assignments

Section 1. Contest Assignment Listing. The Board of Directors shall prepare an annual Contest Assignment Listing (CAL) for all members having a current FHSAA rating and that have completed their term as a probationary member. The CAL shall be presented to the membership at a sports meeting prior to the date of the state exam.

Section 2. Designation of Umpires. The Contest Assignment Listing categories shall be as follows:

- a. Conditional (Number 1). New umpire with unknown capability. May be advanced to any higher category after an evaluation has been made.
- b. Accepted (Number 2). Capable of officiating games below varsity level.
- c. Approved (Number 3). Capable of officiating varsity games with selection of assignments. Selective assignments only.
- d. Qualified (Number 4). Capable of officiating most games assigned by WCUA. Some assignment restrictions.
- e. Superior (Number 5). Capable of officiating any game assigned by WCUA. No assignment restrictions.

In evaluating each member when preparing the annual CAL list the Board of Directors shall evaluate the member's FHSAA exam score, years of experience, meeting attendance, performance evaluations, game assignments and schedule, educational clinics and camps attended, and any other factors that it deems to be appropriate in determining the member's category assignment. The Board shall be authorized to change a member's category at any time that it deems such change to be in the best interests of the corporation; provided, however, that such member is informed of any change to his or her category rating.

Section 3. Appeal Rights. A member may appeal his or her CAL rating by appearing before the Board of Directors.

Section 4. Leave of Absence. Any member that has a written leave of absence on file with FHSAA, was previously a certified member of the corporation and furnishes evidence of such to WCUA shall be granted reciprocity consideration by the Board of Directors preparing the Contest Assignment List.

Section 5. Contract Obligations: FHSAA. The Board of Directors shall ensure that all WCUA contractual and FHSAA requirements are met in determining contest assignments for the corporation. It is also the responsibility of each individual member to ensure, to the best of their knowledge, that his or her personal contest assignments meet all WCUA contractual and FHSAA requirements. Each member shall be responsible for informing the Board if they do not.

ARTICLE XIII Violations and Disciplinary Actions

Section 1. Violations. Violations of these Bylaws shall be investigated by the Board of Directors. It is the responsibility of every member to report a violation or suspected violation as soon as possible to the Board of Directors. Disciplinary action may be taken by the Board of Directors based on relative merits or each violation.

Section 2. Missed Assignment. A member who misses a scheduled contest may be disciplined by the Board of Directors.

Section 3. Unauthorized Cancellations and Changes. Any member that cancels or revises an assignment for a contest without due cause, timely notification or consent of the Booking Commissioner after the assignment sheet has been published may be disciplined by the Board.

Section 4. Uniform Violations. The uniforms and officiating procedures for contest assignments handled by the corporation shall be as prescribed by the FHSAA, WCUA, any applicable contractual obligations that have been imposed on the corporation and as directed by the Board of Directors. Any member that violates proper uniform requirements as stated by FHSAA or required by WCUA may be disciplined by the Board.

Section 5. Performance Reports. Any member that receives an unsatisfactory performance report may be disciplined by the Board of Directors. (A category change is not considered disciplinary action).

Section 6. Disciplinary Action. Any disciplinary action taken against a member by the Board of Directors shall not exceed the following:

- a. A monetary fine and/or a two week suspension from any or all contests and/or probation for the remainder of the sport's season for violation of these Bylaws.
- b. Suspension for the remainder of the sport's season for flagrant or repeated violations of the Bylaws.

Section 7. Appeal Rights. Any member desiring to appeal disciplinary action taken shall be granted an appearance before the Board of Directors on or before the next scheduled Board meeting providing he or she submits a written appeal no later than two weeks after the disciplinary action was initially invoked.

ARTICLE XIV

Quorum

Section 1. General or Sports Meeting. A quorum at any sports or general membership meeting will be constituted by the presence of fifty percent (50%) of the membership applicable for that type meeting.

Section 2. Board of Directors or Committee A quorum at any Board of Directors or Committee meeting thereof will be constituted by the presence of a majority. Members may participate in such meetings by telephone. A decision on all subjects will be achieved by a majority vote.

ARTICLE XV

Parliamentary Procedures

Parliamentary procedures under the Bylaws of the Corporation shall be governed by Roberts' Rules of Order Revised.

ARTICLE XVI

Amendments to Bylaws

The corporation's Bylaws may be amended at any general meeting of WCUA by a majority vote, providing that the amendments have been submitted in writing to all members a minimum of seven (7) days prior to such meeting. Clarification or Typographical changes which do not create a material change will be made by the Board of Directors without formal amendment. FSHAA imposed changes will be cause for automatic adoption and/or amendment by the Board of Directors.

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