

**THE UNITED STATES AUSTRALIAN FOOTBALL
LEAGUE
UMPIRES ASSOCIATION**

**BYLAWS
and
REGULATIONS**

NAME

1. The name of the Association is the United States Australian Football League Umpires Association.

DEFINITIONS

2. (a) The "Association" shall mean the United States Australian Football League Umpires Association as constituted.

(b) The "League" shall mean the United States Australian Football League.

(c) "Umpire" shall mean any person who is appointed by the League to umpire and shall include Field, Boundary and Goal Umpires.

(d) "Membership" as defined in these Bylaws shall be from November 1 to the following October 31.

OBJECTS

3. The objects of the Association shall be:

(a) to foster, encourage and promote Australian Football in conjunction with the League;

(b) to foster, encourage and promote Australian Football umpiring; and

(c) to foster the good fellowship, and further the interest of, Umpires generally.

POWERS

4. The Association shall have the following powers:

(a) to purchase, take on or lease or in exchange hire or otherwise acquire and maintain any real or personal property and any rights and privileges in relation thereto;

- (b) to construct, maintain and alter buildings or works necessary or convenient for any of the objects of the Association;
- (c) to accept any gift, whether subject to a special trust or not, for any one or more of the objects of the Association;
- (d) to sell, exchange, lease, mortgage, hire, dispose of, turn to account or otherwise deal with all or any part of the real and personal property of the Association;
- (e) to borrow or raise money or secure the payment of money in such manner as the Association thinks fit with power to issue debentures, grant mortgages, charges or any other class of security on or charging all or any of the property real or personal (both present and future) of the Association and to redeem or pay off any existing or future security;
- (f) to invest and deal with the moneys of the Association not immediately required for the purposes of the Association in such manner as may from time to time be determined;
- (g) to amalgamate, cooperate, officiate and enter into reciprocal arrangements with any other club or association having objects wholly or in part similar to those of the Association;
- (h) to appoint, employ and pay officers and servants and to dismiss or suspend any officer or servant;
- (i) to apply for, receive and administer any grant or loan made to the Association under any Federal, State or municipal legislation or from individuals or private associations or foundations;
- (j) to acquire books, journals, literature, films, tapes, photographs and other equipment relating to umpiring;
- (k) to publish and print newspapers, periodicals, books, leaflets or other documents;
- (l) to make, amend and rescind bylaws and regulations not inconsistent with these rules for the regulation of the internal affairs of the Association and the conduct of members;
- (m) to exercise all powers conferred on the Association by law; and
- (n) to do all such other things as are incidental or conducive to the attainment of its objects.

MEMBERSHIP

5. There shall be three (3) grades of membership namely, Active Member, Life Member and Honorary Member.

(a) Active Member- every person who is appointed to act as an umpire by the League, subject to section and to payment of dues in accordance with section 15 of these bylaws shall become a member of this Association.

(b) Life Member- Life Membership may be granted to any person in accordance with section 17 of these bylaws. Life Members shall not pay any Membership Fees but shall have all rights and privileges of Active Members.

(c) Honorary Member - Honorary members who provide such services as physiotherapy or other ancillary services to Umpires during the membership year and any other person(s) approved by the Board of Directors.

(e) The Association shall keep an up-to-date register of members in respect of each class of membership. The register must be continually available for inspection at the request of any Active or Life Member of the Association.

AFFILIATION

6. (a) The Board of Directors may, in its discretion, grant affiliation to any umpiring body.

(b) Upon affiliation, each such umpiring body shall be provided with a copy of the Association's Bylaws and Regulations and shall have the opportunity of sending two accredited representatives to meetings of the Association as observers who may speak but shall have no vote thereat.

(c) The Board of Directors may, in its discretion, cancel the affiliation of any Affiliated body.

BOARD OF DIRECTORS

7. (a) The business and affairs of the Association shall be under the management and control of a Board of Directors. The Board of Directors may, subject to the decisions made at general meetings, exercise all the powers of the Association and do all such acts and things as may be done by the Association or which it considers necessary or expedient to carry out the objects of the Association.

(b) The Board of Directors shall consist of a minimum of four (4) to a maximum of eight (8) persons namely a:

President

Vice President

Secretary

Treasurer

(Hereinafter called "the office bearers")

Up to four (4) at large members of the Association.

(c) The Executive Committee shall consist of the President, Vice President, Secretary and Treasurer.

- (d) Urgent matters that arise between meetings may be decided by the agreement of three (3) members of the Executive Committee.
- (e) All matters dealt with at an Executive Committee Meeting must be ratified at the next Board of Directors Meeting.
- (f) For appointment to the Board of Directors, persons must be a Life Member or be an Active Member of the Association. Nomination of any person who is not an Active Member or Life Member of the Association, in accordance with this subsection, for any position on the Board of Directors must be by the recommendation of the Board of Directors and be approved by members at the Annual General Meeting or at a Special General Meeting.
- (g) The Board of Directors shall meet as often as may be required to conduct the business of the Association. A quorum of not less than Fifty percent (50%) of the current board members or a minimum of three (3) if there is a total of four (4) Board Members shall be required. The President or three (3) members of the Committee shall have the power to call a meeting of the Management Committee. Meetings may be held by such methods including, but not limited to, electronic communication as the Board of Directors may from time to time prescribe.
- (h) In the event of an equal number of votes for any Board action, the presiding officer of the Meeting shall have a casting vote.
- (i) Any members of the Board of Directors who absent themselves from two consecutive meetings of the Board without furnishing satisfactory explanation may be removed from office by the Board of Directors who shall be entitled to place other members in their stead.
- (j) Should any vacancy occur in the Board of Directors or office bearers of the Association other than in the normal course of elections, the Board of Directors shall appoint a member to fill such vacancy until the next Annual General Meeting.
- (k) Any member of the Association shall be permitted to attend the Board of Directors Meetings as an observer, but shall have no vote. Said member shall not speak unless invited to do so by the President.
- (l) The Board of Directors shall maintain a Register of members in which shall appear the name and address of each member.

ELECTION OF BOARD OF DIRECTORS

8. (a) All nominations for the election of members to the Board of Directors at the time of the Annual General Meeting shall be submitted in writing signed by the member standing for election and their proposer, who must be an Active or Life Member of the Association. All nominations shall be in the hands of the Secretary at least FOURTEEN (14) days before the Annual General Meeting. Notwithstanding the foregoing, at any meeting called for the purpose of establishing the Association and ratifying these Bylaws and Regulations, the Chair of such meeting may call for and accept nominations from the floor for election to the Board of

Directors. Until the President of the Association is elected as such meeting, the Umpiring Director of the League shall preside as Chair.

(b) Voting shall be by secret ballot. Notwithstanding the foregoing, the presiding officer at the Annual General Meeting may request unanimous consent for election to the Board of Directors.

(c) Subject to clause 8(c)(i) and (ii) below, Members of the Board of Directors shall serve for two years and shall be eligible for reelection.

(i) Vice President, Treasurer, and Members At Large ##3 and 4 shall be elected at the 2015 Annual General Meeting.

(ii) President, Secretary, and Members at Large ##1 and 2 shall be elected at the 2016 Annual General Meeting.

(d) If a lesser number of members than is required nominate for any position, those nominated shall be declared elected and the vacancies filled by the members at the Annual General Meeting.

(e) All offices shall be honorary except that the Treasurer may receive an honorarium at the discretion of the Board of Directors, subject to the Members' approval at the Annual General Meeting.

DUTIES OF OFFICE BEARERS

9. (a) The President shall Chair all meetings of the Association and shall on all ceremonial occasions represent the Association.

(b) In the absence or resignation of the President, the Vice President shall Chair all meetings of the Association and represent the Association on all ceremonial occasions.

(c) The Secretary shall carry out duties under the direction of the Board of Directors and keep a true and correct record of all Minutes of all meetings, attend to correspondence, issue notices for meetings, keep records and carry out such duties as the Board of Directors may from time to time direct.

(d) The Treasurer shall receive all moneys payable to the Association, give receipts for same and keep proper books of account for all moneys received and disbursed and maintain an assets register. The Treasurer shall present at each Committee Meeting and Annual General Meeting a balance of the finances of the Association. The financial year of the Association shall be from the November 1 to the next following October 31 inclusive. All moneys received for and on behalf of the Association shall be paid to the credit of the Association into such bank as the Board of Directors may determine and all moneys paid by or on behalf of the Association shall be paid by check drawn against the funds of the Association on such bank and be signed by any two (2) of the President, Secretary, and Treasurer.

NOTICES

10. All notices which are required to be given to a Member may be sent by prepaid mail in an envelope addressed to the Member at his address appearing in the Register of Members of the Association and such notice shall be deemed to be received by the member at the expiration of forty-eight (48) hours after mailing thereof. Notwithstanding the foregoing, the Board of Directors may from time to time prescribe that notices under this section may be communicated to members electronically. The Certificate of the Secretary or Treasurer of the Association stating that a notice was duly posted on a certain day and at a certain time shall be conclusive evidence thereof.

MEETINGS

11. (a) There shall be an Annual General Meeting of members which shall be held in conjunction with the USAFL National Championships and such Ordinary General Meetings which shall be held from time to time as deemed necessary by the Board of Directors.

(b) A Special General Meeting may be called at any time by the Board of Directors or on the written request of no fewer than twenty (20) or 20% of members, whichever is the lesser, and stating the matters to be considered at such meeting is required.

(c) Seven (7) days notice in writing of each Annual General Meeting, Ordinary General Meeting and Special General Meeting shall be given to every member.

(d) Unless specified otherwise in these Rules, Roberts Rules of Order shall govern all Association meetings.

VOTING

12. (a) At meetings of the Association no Honorary Member shall be entitled to vote.

(b) At all meetings of the Association each Active Member and each Life Member either in person or by proxy shall have only one vote.

(c) Voting by proxy shall only be permitted in accordance with Clause 13.

(d) Postal voting shall not be permitted except that the Association may receive notice by post of proxies appointed in accordance with Clause 13.

(e) No member may vote at any meeting who is not a paid up financial member.

PROXIES OF MEMBERS

13. An Active Member and Life Member (in this clause called “the appointing member”) may appoint in writing another member who is a natural person to be the proxy of the appointing member and to attend and vote on behalf of the appointing member at any Ordinary, Special or Annual General Meeting.

NON PROFIT

14. The income and property of the Association, whenever derived, shall be applied solely towards the promotion of the objectives of the Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Association, provided that, nothing herein shall prevent the payment in good faith of remuneration to any officer or servant of the Association, or to any member of the Association in return for any services actually rendered to the Association; or reasonable and proper rent for premises let by any member of the Association.

DUES

15. The annual dues for Membership shall be fixed at each Annual General Meeting and shall be payable in the case of an Active Member immediately on notification of appointment as an Umpire and in all other cases no later than October 31 each year.

AUDITOR

16. Members may elect at each Annual General Meeting of the Association an Honorary Auditor of the Association who shall not be a member of the Committee but shall submit an audited report of the Treasurer's accounts at the subsequent Annual General Meeting.

LIFE MEMBERS

17. (a) Life Membership will be granted to any current or former Active Member who has rendered meritorious service to umpiring.

(b) The Board of Directors shall consider and propose policies and rules for the election of Life Members and shall propose such policies and rules to the first Association Annual General Meeting.

COMPLAINTS AND DISPUTES

18. Members who feel aggrieved regarding any matter in connection with the Association's administration may submit their complaint of grievance in writing to the Secretary, who shall refer them to the Board of Directors. The Board of Directors shall convey its decision to the next General Meeting of the Association, which after giving the aggrieved member a right to state their case shall accept or reject the finding of the Board of Directors. The complainant shall be advised in writing as soon as practicable after a decision is reached.

POWERS OF BOARD OF DIRECTORS

19. (a) Should any matter or issue arise which is not provided for in these rules, or as to the interpretation thereof, the matter shall be referred to the Board of Directors for decision. The Board of Directors may seek an outside opinion on any matter so raised. The Board of Director's decision may be ratified or rejected by a General Meeting.

(b) The Board of Directors shall deal with members guilty of:

(i) Adverse comment on the ability or skill of a fellow member acting as an umpire in any match in any grade if such comment is made in public or made to anyone outside the members of this Association.

(ii) Conduct which is likely to bring discredit to this Association.

(iii) Any breach of the Constitution and/or of any Rules of this Association from time to time.

(iv) Who are delinquent in the membership dues and remain so for thirty (30) days.

INDEMNITY

20. Every member of the Board of Directors of the Association and every auditor and other officer or servant of the Association shall be indemnified from the funds of the Association against all damages and costs that may be recovered against them or any one or more of them in any legal proceedings that may be instituted against them or any one or more of them in consequence of the performance of their duties and also against all costs that may be incurred by them or any one or more of them in defending such proceedings.

ALTERATION TO BYLAWS

21. No alteration or amendment to these Bylaws or Rules shall be made except by a three quarters (3/4) majority of Active and Life Members present at the Annual General Meeting of the Association or at a Special General Meeting called for the purpose.

DISSOLUTION OF THE ASSOCIATION

22. (a) The Association shall be deemed to have dissolved if a resolution in favor of dissolution shall be carried by a three quarters (3/4) majority of the Association specially convened for the purpose of considering such resolution.

(b) If upon dissolution of winding up of the Association there remains after satisfaction of all debts and liabilities any property whatsoever, the same shall not be paid or distributed among members of the Association but shall be given or transferred to such other association or institution having objects similar wholly or in part to the objects of the Association (which shall prohibit the distribution of its or their income and property among its or their members) or to

some other charitable object or objects determined by the members of the Association at or before the time of dissolution or winding up. If effect cannot be given to such determination then such payment or distribution shall be determined according to law.

REGULATIONS

The following Regulations represent the Code of Conduct applicable to all members of the USAFL Umpires Association.

1. The spirit of these Regulations is to promote a professional image for umpires of Australian football and to foster good fellowship and mutual respect amongst members of the USAFLUA.
2. Behavior:
 - (a) A professional standard of behavior and conduct is expected of all members both on and off the field;
 - (b) All members of this Association shall be considered equal and each member is required to respect and uphold the rights of other members;
 - (c) Umpires shall conduct themselves in an impartial manner and shall uphold the laws of the game and the reputation of the USAFLUA;
 - (d) A professional standard of attire is required at all matches and all members shall equip themselves with such uniform and equipment as the Association shall require;
 - (e) All umpires are expected to familiarize themselves with The Laws of Australian Football and the USAFL Umpires Association Bylaws and Regulations;
 - (f) Members shall respect and adhere to directions from the Coaching Staff and other officials appointed by the USAFL or other controlling bodies or Commissions. The only exceptions permitted from this regulation shall be in the instance of decisions endorsed by the Board of Directors or the membership of the USAFLUA;
 - (g) Written complaints regarding alleged breaches of these regulations may be lodged with the Board of Directors which may then exercise its powers in accordance with clause 19 of the Bylaws.