

NATIONAL ATHLETIC TRAINERS' ASSOCIATION, INC.TM
(A Texas Nonprofit Corporation)

BYLAWS

Revised May 2009

ARTICLE 1

NAME, OFFICES AND AGENT

The name of the corporation is National Athletic Trainers' Association, Inc. (NATA). NATA shall have a registered office and such other offices and a registered agent as required under the laws of the State of Texas.

ARTICLE 2

PURPOSES

The purposes for which NATA is organized and shall be operated are as follows:

- (a) To enhance the quality of health care provided by athletic trainers.
- (b) To advance the athletic training profession.
- (c) To safeguard and advance the interests of its members by presenting the profession's viewpoints, concerns, and other important information to the media and to appropriate legislative, administrative, regulatory, and private sector bodies and by developing a working relationship with appropriate governmental and private sector not-for-profit and for-profit entities.
- (d) To advance members' levels of knowledge through the collection, interpretation, and dissemination of information on subjects appropriate to the profession.
- (e) To engage in any lawful act or activity for which a corporation may be organized under the Texas Non-Profit Corporation Act.

ARTICLE 3

MEMBERSHIP

3.1 Classes of Members. NATA shall have the following classes of Members. The Board of Directors may create categories within each class.

- (a) **Certified Members.** Certified members possess current National Athletic Trainers' Association Board of Certification, Inc. (BOC) certification (ATC) and are in good standing with the BOC.
- (b) **Certified-Retired Members.** Certified-Retired Members have resigned certification with the BOC and met the *Policies and Procedures Manual* requirements for Certified-Retired status.
- (c) **Other Members.** Individuals who do not possess BOC certification.

3.2 Application for Membership. Applications for membership shall be made to the NATA membership department and must include payment of the applicable national and district dues.

3.3 Membership Standards. Members must comply with the NATA Code of Ethics and NATA's Membership Standards, Eligibility Requirements, and Membership Sanctions and Procedures. Copies of these documents shall be made available to all Members.

3.4 Membership Rights and Privileges.

- (a) **Certified Members.** Each Certified Member shall have the right to one (1) vote on any matter coming before the Members and the right to attend the Annual Meeting and Clinical Symposia, the Annual Members' Meeting, and other national meetings of NATA. Only Certified-Regular Members and Certified-Student Members shall be eligible to serve as Directors and Officers of NATA. Certified Members may serve on Committees, Councils and task forces and as liaisons. Certified Members shall have the right to exercise such other privileges prescribed by the Board of Directors and set forth in these Bylaws and the Policies and Procedures Manual.
- (b) **Certified-Retired Members.** **Certified-Retired members shall have the right to one (1) vote on any matter coming before the Members and the right to attend the Annual Meeting and Clinical Symposia, the Annual Members' Meeting, and other national meetings of NATA. Certified-Retired members shall pay no dues and have other rights and privileges prescribed by the Board of Directors and set forth in these Bylaws and the Policies and Procedures Manual.**
- (c) **Other Members.** Other Members shall have the right to attend the Annual Meeting and Clinical Symposia, the Annual Members' Meeting, and other national meetings of NATA, but shall have no voting rights and shall not be eligible to serve as Directors or Officers of NATA. Such Members shall have other rights and privileges prescribed by the Board of Directors and set forth in these Bylaws and the Policies and Procedures Manual.

3.5 Membership Dues.

- (a) **National Dues.** National dues for classes of membership shall be determined by the Board of Directors after consultation with the membership and are non-refundable. National dues for the initial year of membership shall be prorated. No dues shall be charged for any retired or honorary membership categories.
- (b) **District Dues.** Where applicable, district dues shall be prescribed by the Districts and shall not be prorated.
- (c) **Payment.** Procedures for payment of dues are approved by the Board of Directors and included in the Policies and Procedures Manual.

3.6 Nontransferability. Membership in NATA shall not be transferable from one Member to another Member or proposed Member.

ARTICLE 4

ANNUAL MEMBERS' MEETING

4.1 Time, Location, Notification. An Annual Members' Meeting of NATA shall be held in conjunction with NATA's Annual Meeting and Clinical Symposia. The location and time of the Annual Members' Meeting shall be published in advance in appropriate NATA publications.

4.2 Purposes. The Annual Members' Meeting shall be held for the purpose of announcing NATA's financial status based on its current audited financial statements, for the delivery of the President's Annual Report, and for the reporting of other information and the conduct of such other business as the Board of Directors may determine is important to NATA and its Members.

ARTICLE 5

DISTRICTS

5.1 Number and Geographic Boundaries. For purposes of the election of NATA's President and Board of Directors, and subject to the provisions of Section 5.2 of these Bylaws, NATA shall be divided into ten (10) Districts. Each voting Member of NATA may only be a Member of one (1) District. These Districts are:

- District 1: Connecticut, Maine, Massachusetts, New Hampshire, Rhode Island, Vermont.
- District 2: Delaware, New Jersey, New York, Pennsylvania.

- District 3: Maryland, North Carolina, South Carolina, Virginia, West Virginia, District of Columbia.
- District 4: Illinois, Indiana, Michigan, Minnesota, Ohio, Wisconsin.
- District 5: Iowa, Kansas, Missouri, Nebraska, North Dakota, Oklahoma, South Dakota.
- District 6: Arkansas, Texas.
- District 7: Arizona, Colorado, New Mexico, Utah, Wyoming.
- District 8: California, Nevada, Hawaii, Guam.
- District 9: Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, Tennessee, Puerto Rico, U.S. Virgin Islands.
- District 10: Alaska, Idaho, Montana, Oregon, Washington.

5.2 Division of a District into Two Districts. If (for at least twelve (12) consecutive months) the voting Members of a District constitute twenty percent (20%) or more of the total voting Members of NATA, that District may, by majority vote at a District meeting, call for a ballot of its voting Members on the question of whether to split itself into two (2) Districts. The ballot shall specify the geographic boundaries that each of the two new Districts would have. If two-thirds (2/3) of the votes cast are in favor of subdividing the District, that District may submit a request to subdivide into two (2) Districts to the NATA Board of Directors. If the Board of Directors, at a meeting at which a quorum is present, accepts the request by a majority vote, the District shall be subdivided into two (2) Districts on the first day of January following the vote of the NATA Board of Directors. The District Director of the original District shall serve as representative of both new Districts until the new Districts shall hold District meetings and elect new District Directors.

ARTICLE 6

BOARD OF DIRECTORS

6.1 General Powers. Management and conduct of the affairs of NATA shall be vested in and controlled by its Board of Directors. The Board of Directors shall possess, and may exercise, any and all powers granted under the Texas Non-Profit Corporation Act and NATA's Articles of Incorporation.

6.2 Qualifications of Directors. Certified-Regular Members and Certified-Student Members of NATA in good standing shall be eligible for election to the Board of Directors. A Director who ceases to meet the qualifications for Certified-Regular Member or Certified-Student Member status shall automatically cease to be a Director. A Director who ceases to be a voting Member of the District that elected such Director shall automatically cease to be a Director except as provided in Section 5.2.

6.3 Number of Directors. Each District shall elect one (1) Director to serve on the NATA Board of Directors. In addition, the President shall serve as a member of the Board of Directors, but shall have only the voting rights prescribed in Sections 9.1 and 12.2 of these Bylaws.

6.4 Term of Office. The term of office of a Director starts in June following the Director's election and shall be two (2) years, once renewable. Terms shall be staggered. A Director who serves a partial term may then serve two (2) additional terms. A Director is eligible to serve again after a one year hiatus (except for interim Director as provided in Section 6.8).

6.5 Election of Directors. Each District shall be responsible for conducting the election of its Director. Only voting Members of NATA may participate in the Director elections.

6.6 Removal. The voting Members of a District may remove their Director from office at any time, in accordance with such District's own rules, regulations or other procedures, so long as such rules, regulations or procedures are not in conflict with the NATA Articles of Incorporation, Bylaws, or Policies and Procedures Manual. District voting Members may, at the same time they remove a Director, elect a replacement Director, so long as only voting Members of NATA participate in each vote.

6.7 Resignations. Any Director may resign at any time by notifying the President in writing of such Director's resignation. Such resignation shall take effect at the time therein specified.

6.8 Vacancies. In the event of the death, resignation, retirement, removal or disqualification from office of a Director, an interim replacement Director will be appointed in accordance with the District's rules, regulations or other procedures until a new Director is elected.

6.9 Meetings. There shall be an Annual Meeting of the Board of Directors which shall be held in conjunction with the NATA Annual Members' Meeting. Other meetings of the Board of Directors may be called at any time by the President or at the request in writing of a majority of the number of Directors then in office. Minutes of all Board meetings shall be taken.

6.10 Electronic Meetings. Members of the Board of Directors may convene using technology rather than an in person meeting as long as there is an audio component whereby participants can hear each other.

6.11 Notice of Meeting. Notice of the time and place of every meeting of the Board of Directors shall be given to each Director. For regularly scheduled meetings, Directors shall be given at least fourteen (14) days notice, and notices shall be delivered by generally accepted means to an address supplied by the Director. If the President or Executive Director determines an extraordinary meeting is needed due to exigent circumstances, notice must be given to Directors at least twenty-four (24) hours in advance. An agenda of the business to be transacted at any meeting of the Board of Directors shall be included with the notice.

6.12 Quorum. A majority of the number of Directors who are elected by the Districts and are then in office shall constitute a quorum at a meeting of the Board of Directors. Directors present at a meeting by proxy may not be counted toward a quorum.

6.13 Action by Majority Vote; Proxy Voting. Each Director shall have one (1) vote, except that the President shall have only the voting rights described in Sections 9.1 and 12.2 of these Bylaws. An affirmative majority vote of eligible voting Directors at a meeting where a quorum is present shall constitute action by the Board of Directors. A Director may vote in person or by proxy executed in writing by the Director. No proxy shall be valid after three (3) months from the date of its execution. Each proxy shall be revocable unless expressly provided therein to be irrevocable and unless otherwise made irrevocable by law. Only Certified-Regular Members or Certified-Student Members from the same District as the Director issuing the proxy may be named as proxies.

ARTICLE 7

COMMITTEES

7.1 Committees of the Board. Committees of the Board may be established at any time by the Board of Directors. The authority, responsibilities, and organization of each Board Committee shall be set forth in the NATA Policies and Procedures Manual.

7.2 Standing Committees.

- (a) **Presidential Nominating Committee.** The Presidential Nominating Committee is comprised of eligible presidential candidates not seeking nomination. This includes current and past Directors going back four years from the time of nomination. Those who declare candidacy shall not serve on the Nominating Committee and shall not vote. The immediate Past President will be asked to participate ex-officio on the Nominating Committee to cast a vote to be used in case of a tie.
- (b) **Finance Committee.** A Finance Committee will be appointed by the President to oversee the NATA budget and other financial matters as delegated by the Board.
- (c) **Other Standing Committees.** The Board of Directors may establish other Standing Committees from the membership of NATA.
- (d) **Organization and Procedure.** Standing Committee Chairs shall be appointed by the President and approved by the Board of Directors. Standing Committees shall be governed by the rules set forth in the NATA Policies and Procedures Manual except as specifically provided in this Article 7.

7.3 Other Committees. Ad Hoc Committees whose authority is limited to that of advising the Board of Directors shall be established by the President or the Board. Ad Hoc Committee Chairs shall be appointed by the President.

7.4 Notice of Meeting. Committee meetings may be called by the Chair of the Committee upon actual notice to each member by generally accepted means to an address supplied by the member for such purposes.

7.5 Quorum. A majority of the whole number of Committee members, but in any event not less than two (2) persons, shall be necessary and sufficient to constitute a quorum for the transaction of business at a Committee meeting.

ARTICLE 8

OFFICERS

8.1 Officers. NATA's Officers shall include a President, a Vice President and a Secretary/Treasurer.

8.2 President.

- (a) **Nomination.** If more than two (2) candidates choose to stand for election, the Presidential Nominating Committee shall (subject to qualifications contained in these bylaws) nominate two (2) candidates for President at the Annual Meeting one (1) year prior to the expiration of the current President's term. Each candidate must be a Certified-Regular Member or a Certified-Student Member, and must have been a Director during some portion of the four-year period prior to the nomination.
- (b) **Election.** Elections shall be conducted in an orderly, efficient, equitable and secure manner. A ballot shall be sent to each Certified Member. An election shall not be held if there is only one candidate. The candidate receiving the largest number of votes shall take office as NATA's President at the next Annual Members' Meeting.
- (c) **Term of Office, Re-election.** The term of office of the President shall be three (3) years. With the exception of a Vice President who advances to fill a partial term as President, the President may not serve more than one (1) term.

8.3 Vice President.

- (a) **Nomination.** Members of the Board of Directors shall nominate one (1) or more Directors for Vice President of NATA.
- (b) **Election.** The Board of Directors shall elect the Vice President by majority vote.
- (c) **Term of Office.** The term of office of the Vice President shall be one (1) year.

8.4 Secretary/Treasurer. The Chair-Finance Committee, who shall be appointed by the President pursuant to Section 7.2 (d) of these Bylaws, shall serve as the Secretary/Treasurer of NATA.

8.5 Vacancy, Resignation, and Removal.

- (a) **Vacancy and Resignation.**
 - (i) Voluntary. An Officer may resign at any time by notifying the Board of Directors or the Executive Director in writing.
 - (ii) Automatic. An Officer shall be deemed to have resigned and the Office shall be deemed to be vacant when such Officer: (A) resigns membership in NATA, (B) ceases to be a Certified Member in good standing of NATA, (C) dies, (D) ceases to be actively involved in the profession of athletic training, or (E) in the case of the Vice President, ceases to be a Director. If there is disagreement between an Officer and the Board of Directors with respect to whether one or more of these events has occurred, the Board shall decide the matter in the same manner as provided in Section 8.5 (b).

- (b) **Removal.** An Officer may be removed by the Board of Directors under conditions set forth below. At an in-person meeting of the Board, the Officer whose removal is being considered will be given a full opportunity to discuss and respond. The Officer shall be removed if a four-fifths (4/5) vote of Directors not personally involved in the matter determines that one or both of the following has occurred:
- (i) Conflict of Interest. The Officer has entered into a relationship that creates a significant conflict of interest with the goals of the NATA or the rights and obligations of the Office.
 - (ii) Incompetence. The Officer is no longer able to fulfill the obligations of Office competently.

8.6 Filling a Vacancy. If the President resigns or is removed or if the Office of President becomes vacant due to another cause, the Vice President shall assume the Office of President for the remaining part of the President's term. If the Vice President is unable to assume the Office of President, a special election shall be held to fill the Office of President. In the interim, the Board will appoint a Chair to preside at board meetings and fulfill any necessary presidential duties. If the Vice President resigns or is removed or if the office becomes vacant due to any other cause, the Board may fill such vacancy in the manner provided in Section 8.3 (b). If the Secretary/Treasurer resigns or is removed or if such office becomes vacant due to any other cause, such vacancy shall be filled in the manner provided in Section 8.4.

ARTICLE 9

DUTIES OF OFFICERS

9.1 President. The President shall preside at all meetings of the Board of Directors, and shall cast the Board's tie-breaking vote. The President shall serve as an ex-officio member of all NATA Committees, except the Nominating Committee, and appoint Committee Chairs, subject to approval of the Board. The President shall have general charge of the business of NATA, and shall preside at and make a report to the membership at the Annual Members' Meeting.

9.2 Vice President. The Vice President shall act in the absence of the President, and shall perform such other duties as the Board of Directors may prescribe.

9.3 Secretary/Treasurer. The Secretary/Treasurer shall supervise the keeping of the general records of NATA, including the minutes of meetings of the Board of Directors and members, shall supervise the financial activities of NATA and submit reports to the Board of Directors regarding the same at each regular meeting, and shall perform such other duties as usually pertain to that Office or as shall be delegated by the President or prescribed by the Board of Directors.

ARTICLE 10

CONTRACTS, CHECKS, DRAFTS, BANK ACCOUNTS, ETC.

10.1 Execution of Contracts. The Board of Directors may prospectively or retroactively authorize any Officer, employee, or agent, in the name of NATA, to enter into any contract or execute or satisfy any instrument, and any such authority may be general, confined to specific instances, or otherwise limited.

10.2 Checks, Drafts, Etc. Checks, drafts, or other orders for the payment of money issued in the name of NATA shall be signed by such Officer or Officers, agent or agents of NATA, and in such manner as shall be determined by resolution of the Board of Directors, except as otherwise provided herein.

10.3 Deposits. The funds of NATA shall be deposited in banks, trust companies, and/or investment vehicles according to the Investment Policy approved by the Board of Directors.

10.4 Gifts. NATA Directors, Officers, employees and agents may accept, on behalf of NATA, without prior authorization, a contribution, gift, bequest, or device, unless the gift is made with donor limitations or conditions that require Board approval.

10.5 Fiscal Year. The fiscal year of NATA shall be determined by resolution of the Board of Directors.

10.6 Auditing of Books. At least one month prior to the Annual Members' Meeting, NATA's accounts shall be audited by a certified public accountant. A full statement of the finances shall be submitted to each Director at or before the Annual Members' Meeting. A report summarizing NATA's financial status shall be made to the membership at the Annual Members' Meeting.

ARTICLE 11

WAIVER OF NOTICE

Notice of meetings required in these Bylaws may be waived in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein. A waiver of notice is implied if no objection is raised by a person attending the meeting.

ARTICLE 12

AMENDMENTS

12.1 Substantive Changes. These Bylaws may be altered, amended, supplemented, or repealed after any such changes, approved by the Board of Directors, are submitted to each of the Districts' annual business meetings, and are approved by at least two-thirds (2/3) of the total number of Districts. Any changes so approved shall be resubmitted to the Board of Directors. If the Board of Directors then approves the changes by at least a two-thirds (2/3) vote of the number of Directors then in office (excluding the President), the changes shall thereupon become effective.

12.2 Technical Changes. Technical corrections to the Bylaws may be made by a unanimous vote of the Board of Directors, including the vote of the President. If the Bylaws are altered, amended or supplemented in this manner, the changes shall not become effective until 60 days after the Membership has been advised of the changes.