

BY-LAWS OF
ROCKY MOUNTAIN ATHLETIC
TRAINERS' ASSOCIATION, INC.
AN ARIZONA NON-PROFIT CORPORATION

ARTICLE I

NAME AND GEOGRAPHIC AREA

The name of this corporation, in accordance with the requirements of the laws of the state of incorporation, shall be ROCKY MOUNTAIN ATHLETIC TRAINERS' ASSOCIATION, INC. The geographic area from which the membership of the corporation shall be drawn includes the states of Arizona, Colorado, New Mexico, Utah, and Wyoming, which is also the geographic area known as District 7 of the National Athletic Trainers Association, Inc. (NATA). Throughout these By-Laws and in any and all official records, documents, correspondence, and publications of the corporation, the organization may be variously referred to as "the Corporation," "the Association," "the District," or "RMATA," all of which designations shall be synonymous. For the most part, throughout these By-Laws the organization shall be referred to as "the Association."

ARTICLE II

PRINCIPAL OFFICE

The principal office for the transaction of the business of the Association is hereby fixed and located at 113 West Michelle Drive, Phoenix, Arizona 85023. The Board of Directors may at any time change the location of the principal office from one location to another within the State of Arizona, and may also designate places outside the State of Arizona where other offices may be established and maintained for the transaction of Association business.

ARTICLE III

SEAL

The seal of the corporation shall be in the form of a circle and set forth the name of the corporation and shall have inscribed thereon the words: "Rocky Mountain Athletic Trainers' Association, Inc.", graphic image of the five states which make up the geographic area of the Association, and the year of incorporation. Such seal may be engraved, lithographed, printed, stamped, impressed upon or fixed to any contract, conveyance or other instrument executed by the corporation.

ARTICLE IV

PURPOSE AND MISSION

The purpose and mission of the Rocky Mountain Athletic Trainers' Association, Inc. shall be:

- (a) To function as an autonomous, self-sustaining professional organization which provides quality services to meet the total needs of its members of all categories, recognizing issues in athletic health care unique to the Rocky Mountain region.
- (b) To provide specific means (including meetings, clinics, symposia, publications, etc.) for continuing education, which facilitate professional improvement and fulfillment of certification requirements.
- (c) To provide information and promote free exchange of ideas and concerns relating to all issues affecting the athletic training profession and its individual members.
- (d) To enhance the opportunities and professional atmosphere for the practice of athletic training in the Rocky Mountain region.
- (e) To properly address the particular needs of affiliated state associations and their members.
- (f) To promote and reward excellence in athletic training.
- (g) To facilitate a continuing network of support for individual members to address their specific needs and concerns.

ARTICLE V

MEMBERSHIP

The corporation shall be a voluntary membership Association. Voting members must be voting members of the NATA in good standing.

(a) Classifications. There shall be a minimum of four (4) classifications of membership as listed below with other non-voting classifications as adopted by the Board of Directors. An individual shall not be eligible for more than one class of membership at a given time.

1. Certified
2. Retired Certified
3. Student
4. Honorary

(b) The definition of each class of membership shall be the same as set forth in the By-Laws of the NATA. The Board of Directors shall establish policies and procedures for membership in the Association. Such policies and procedures shall be distributed in writing to all members of the Association.

(c) Rights and Duties.

(1) Each voting member shall have the same rights and duties as are provided for voting members of the NATA by its By-Laws. Voting members shall also have the right to vote in all elections and other business matters of the Association, and the duty to advance the interests and support the By-Laws of the Association.

(2) All other members shall have such rights and duties as are established by resolution of the Board of Directors of the Association.

(d) Application for Membership.

(1) All persons who are members of the RMATA at the time these By-Laws are adopted, are automatically deemed members of the same classification in the incorporated Association.

(2) All persons who are accepted as members in the NATA who reside within the geographic area of the Association shall be members of the Association.

(3) Members of the NATA in good standing of any classification who relocate into the geographic area encompassed by the Association shall be included on the Membership rolls of the Association.

ARTICLE VI

IMPOSITION OF DISCIPLINARY MEASURES

The Board of Directors shall establish policies and procedures for disciplining of membership, to include suspension and termination of membership and may include other less stringent measures, the appeal process pertaining thereto, and reinstatement of membership following suspension or termination. Such policies and procedures shall be distributed in writing to all members of the Association, and shall incorporate and be subject to the following guidelines:

(a) For any voting member, suspension or termination of ones membership in the NATA shall automatically result in the same effect upon one's membership in the Association.

(b) For non-voting members, suspension or termination of one's membership in the NATA shall constitute grounds for consideration of the same effect upon one's membership in the Association.

(c) In suspending or terminating any membership, the Association shall follow principles of due process and fundamental fairness.

(d) For voting members, the final decision to terminate one's membership in the Association (except for termination of membership by the NATA), or to rescind termination upon appeal therefrom, shall rest with the voting membership of the Association. Such issues will be voted upon only at a regularly scheduled business meeting of the Association and shall require a two-thirds (2/3) majority roll-call vote of the members present at such meeting with a quorum not necessary to conduct the vote.

(e) Upon any suspension or termination of membership, and pending decision upon appeal of such action (or other reinstatement of membership), the voting privileges of the member shall be suspended.

(f) As to non-voting members, the final decision as to suspension or termination of membership (except for suspension or termination of membership from the NATA) shall rest with the Board of Directors. Such decisions shall be made only at a regularly scheduled meeting of the Board and require a two-thirds (2/3) majority vote.

ARTICLE VII

DUES

(a) Dues shall be paid by all members of the Association with the exception of Honorary and Retired Certified members.

(b) Member dues shall be determined by the Board of Directors.

(c) Member dues may be paid simultaneously with NATA dues in accordance with the By-Laws of the NATA.

ARTICLE VIII

VOTING PRIVILEGES

The voting members shall be Certified and Retired Certified members of the Association in good standing. Each voting member shall be entitled to one vote on each matter submitted for a vote of the membership.

ARTICLE IX

DIRECTORS

(a) Number of Directors. The Board of Directors shall consist of seven (7) persons, namely, the President and Secretary as defined below, and one representative from each of the five (5) states which make up the geographic area of the Association.

(b) Election and Term of Office. The President and Secretary shall be elected and serve terms of office in accordance with the provisions of Article X below. The state representatives shall be elected by the members of their respective state associations in accordance with terms, conditions and methods established by those state associations; provided, however, that each state representative must be a Certified member of the NATA and RMATA in good standing.

(c) Powers of Directors. Subject to the powers of directors as provided by law, and as established by the By-Laws of the Association, all corporate powers of the Association shall be exercised, and the business and affairs of the Association shall be conducted and controlled by the Board of Directors, which shall have the following powers:

(1) To change the principal office for the transaction of the business of the Association from one location to another; to fix and locate additional offices for conducting the business of the Association; to adopt, make, and use a corporate seal and to alter the form thereof from time to time, provided such seal shall at all times comply with the provisions of law.

(2) To establish, and appoint members to, such committees as may be appropriate or necessary to fulfill the purpose and mission of the Association.

(3) To act as a medium of information exchange between the NATA and the membership of the RMATA, and to provide information to the general membership of the RMATA concerning actions of the Board of Directors.

(4) To review meeting agendas of the Board of Directors of the NATA in order to determine how the RMATA District Director shall represent the Association upon that Board of Directors.

(5) To establish policies and procedures for conducting the business of the Board and the Association, which policies and procedures shall be distributed in writing to all members of the Association.

(6) To take any other action necessary to fulfill the purpose and mission of the Association and serve the interests of the members.

(d) Vacancies. If for any reason a vacancy should occur on the Board of Directors, the Board shall appoint a replacement to fill the vacated position until such time as a replacement is selected by the membership through the designated electoral process.

(1) The electoral process for selecting a replacement for the offices of President and Secretary is set forth in Article X below.

(2) Determination of the electoral process for selecting a replacement for state representatives to the Board shall be the responsibility of their respective state associations.

(3) A person appointed by the Board as a replacement for a state representative shall be a Certified member of the Association in good standing, residing and professionally employed in the state represented.

(e) Advisory Members. The Board shall establish policies and procedures for the appointment of advisory members to the Board of Directors. These may include, but are not limited to, past Presidents and/or past representatives of the Association to the NATA Board of Directors (District Directors). Advisory members shall be non-voting members of the Board of Directors and may be excluded from Executive Session.

(f) Meetings of the Board.

(1) Annual Meeting. The annual meeting of the Board of Directors shall be held in conjunction with, and at the location of, the annual clinical symposium of the Association. The time and place of the annual meeting shall be established by the President, and notice thereof shall be given in writing by the Secretary to all members of the Board not less than sixty (60) days prior to the annual meeting.

(2) Semi-annual Meeting. A semi-annual meeting of the Board shall be held in conjunction with, and at the location of, the annual clinical symposium of the NATA. The time and place of the meeting shall be determined by the President and notice thereof shall be given in writing by the Secretary to all members of the Board not less than sixty (60) days prior to the semi-annual meeting.

(3) Other Regular Meetings. Other regular meetings of the Board may be held at such times and places as may be designated by resolution of the Board, or by written consent of all members of the Board. The exact time and place of such regular meetings shall be determined by the President, and notice thereof shall be given in writing by the Secretary to all members of the Board not less than thirty (30) days prior to the scheduled meeting. Upon resolution or written consent of a majority of the Board, and provided the notice requirement is met, any such meeting may be conducted by telephone conference call.

(4) Special Meetings. Special meetings of the Board of Directors may be called by the President or by any two members of the Board of Directors for any purpose(s). The time and place of the meeting shall be determined by the President, or the two Board members calling the meeting, and written notice of the time, and place and purpose(s) of any such special meeting shall be given in writing by the Secretary, or the Board members calling the meeting, to each Board member not less than ten (10) days prior to the date of the special meeting. The business conducted at any such meeting shall be limited to the purpose(s) indicated. If the special meeting is attended by all members of the Board, the notice requirements and limitations as to purpose(s) may be waived by a majority vote of the Board. Written acknowledgment of such waiver by those voting in favor thereof shall be made a part of the minutes of the meeting. Upon resolution

or written consent of a majority of the Board, and provided the notice requirement is met, any such meeting may be conducted by telephone conference call.

(g) Quorum. The presence at any meeting of the Board of four (4) members shall constitute a quorum for the transaction of any and all business; provided, however, that a Board member entering in the minutes a written notice of protest of the meeting for reasons of inadequate notice, shall not be included in the numerical determination of the presence of a quorum.

(h) Adjournment. In the absence of a quorum at any meeting, the majority of the Board present, may adjourn the meeting to another time and place. Written notice of the time and place of rescheduling an adjourned meeting shall be given by the Secretary to all members of the Board not less than thirty (30) days prior to the adjourned meeting.

(i) Executive Session. At any meeting of the Board, including those adjourned for lack of a quorum, the Board may adjourn into Executive Session. The Board shall establish written policies and procedures pertaining to the conduct of Executive Sessions. Unless minutes of the Executive Session are recorded, a summary of the matters discussed at Executive Session shall be entered into the minutes of the next meeting of the Board of Directors, subject to such protections of confidentiality and privilege as may be deemed necessary by a majority of the participants in the Executive Session.

(j) Compensation. Directors shall receive no compensation for their services as members of the Board of Directors; provided, however, that the Board may adopt policies and procedures, which shall be distributed in writing to members of the Association, providing for reimbursement of Directors for their expenses incurred in attendance at meetings of the Board or in carrying out their duly assigned responsibilities as Board members.

ARTICLE X

OFFICERS

(a) Officers. The officers of the Association shall be a President, District Director, Secretary, and such other officers as the Board of Directors may determine by resolution. The same person may not hold any two offices, except for President and District Director.

(b) Election. The President, District Director, and Secretary shall be elected by the general membership of the Association in accordance with the following provisions, terms and conditions:

- (1) The President, District Director, and Secretary shall have been Certified members of the NATA for a period of not less than five (5) years immediately prior to their nomination, shall have resided and practiced professionally within the geographic area encompassed by the Association for a period of not less than two (2) years immediately prior to their nomination.

(2) Nominations for the offices of President, District Director, and Secretary may be submitted in writing prior to, or received from the floor during, the annual business meeting of the Association for the year prior to the year of completion of the current term of office of the persons holding such offices.

(3) Following the submission of nominations, a written ballot of the voting membership shall be conducted by mail with a majority vote required for election to the office.

(4) The Board shall establish policies and procedures for conducting elections, which shall be distributed in writing to all voting members.

(c) Appointment. Any officer(s) established by resolution of the Board, shall be appointed by the President with the approval of the Board. The Board shall establish policies and procedures for the appointment of officers, which policies and procedures shall be distributed in writing to all members of the Association, provided that all appointed officers shall be Certified members of the Association in good standing, and shall reside and practice professionally within the geographic boundaries of the Association.

(d) Terms of Office.

(1) The term of office of the President and Secretary shall be three (3) years, commencing at the annual business meeting of the Association next following their election and continuing until the annual business meeting of the Association three years later. The term of office of the District Director shall be three (3) years, commencing at the annual meeting of the NATA next following the election, and continuing until the annual meeting of the NATA three (3) years later. The same person may be elected to not more than two (2) successive terms of the same office.

(2) The term of office of any appointed officer shall be determined by the policies and procedures established by the Board.

(e) Vacancies. The Board shall establish policies and procedures for selection of a replacement for the remainder of that term of office, should the office of President, District Director or Secretary be vacated before completion of a term. Such policies and procedures shall be distributed in writing to the members of the Association.

(f) Compensation. Officers shall receive no compensation for their services as officers of the Association; provided, however, that the officers may adopt policies and procedures, which shall be distributed in writing to members of the Association, providing for reimbursement of officers for their expenses incurred in attendance at meetings of the Board of the Association or in carrying out their duly assigned responsibilities as officers.

ARTICLE XI

POWERS AND DUTIES OF OFFICERS

(a) President.

- (1) To serve as official spokesperson for the Association.
- (2) To chair all meetings of the Board of Directors. The President shall abstain from voting on all matters relating to determination by the Board of the manner in which the President, as District Director, shall represent the Association.
- (3) To preside over all meetings of the Association.
- (4) To make such appointments as are called for by the By-Laws of the Association, or determined by resolution of the Board.

(b) District Director.

- (1) To represent the Association on the Board of Directors of the NATA.
- (2) Pursuant to direction from the President or the Board of the Association, to serve as a spokesperson for the Association in matters relating to the NATA, the NATA Board of Certification, Inc., or of otherwise national significance.
- (3) To carry out such other reasonable duties in support of the Association and its members as may be directed by the President with approval of the Board.

(c) Secretary.

- (1) To represent the Association on any NATA committee requiring the Secretaries' membership.
- (2) To serve as custodian of all records and documents of the Association.
- (3) To record and distribute minutes of meetings of the Board of Directors.
- (4) To record and distribute minutes of meetings of the Association.
- (5) To chair meetings of the Board and preside over meetings of the Association at which the President is not in attendance, in which event the Secretary shall assign to another member of the Board of Directors of the Association the responsibility for recording the minutes of such meeting.
- (6) To facilitate preparation and transmittal of all correspondence of the Association.

(7) To maintain an accurate and current mailing list of the membership of the Association.

(8) To facilitate and oversee the preparation, distribution, receipt, and tabulation of ballots in all elections and other votes of the membership conducted by ballot.

(9) To facilitate, oversee, and maintain accurate record of all financial matters of the Association, including the collection of membership dues.

(10) To advise the President and Board of Directors concerning matters of parliamentary procedure.

(11) To assure that meetings of the Board and of the Association are conducted in compliance with "Robert's Rules of Order."

(d) Appointed Officers. The powers and duties of appointed officers shall be determined by the policies and procedures established by the Board.

ARTICLE XII

STANDING COMMITTEES

The Board of Directors may establish standing committees to assist in fulfilling the purposes of the Association and serving the interests of the members. The Board shall establish specific policies and procedures governing the creation and implementation of standing committees, which policies and procedures shall be distributed in writing to all members of the Association; provided that the Board may not assign to a standing committee the final responsibility for making binding agreements, expending funds, or taking any other final action in behalf of the Board or the Association.

ARTICLE XIII

REMOVAL FROM OFFICE

The Board shall adopt specific policies and procedures for the removal from office of officers, directors, and appointees, which policies and procedures shall be distributed in writing to all members of the Association. Such policies and procedures shall incorporate principles of due process and fundamental fairness, and be subject to the following guidelines:

(a) Removal from elected office shall be by impeachment and conviction. The grounds shall be embezzlement, malfeasance in office, and actions contrary to or in violation of the By-Laws.

(b) Any action by the Association to remove an elected officer, or other voting member of the Board of Directors, shall require formal impeachment proceedings to be undertaken by the Board of Directors and conviction upon the impeachment charges by the voting members of the Association.

(1) The impeachment proceedings shall take place only in a regularly scheduled meeting of the Board of Directors noticed for that purpose, which meeting shall be open to the membership.

(2) Any trial on the impeachment charges shall take place only in a meeting of the Association, scheduled and noticed in accordance with Article XIV below, with a minimum of sixty (60) days notice to the membership that the trial on impeachment charges is an agenda item for the meeting. Action on the impeachment charges shall be determined by secret written ballot.

(3) Upon the return of impeachment charges by the Board of Directors, and pending the outcome of the trial, the officer or director charged shall be suspended from office and a replacement appointed by the Board to fill the office.

(4) Conviction shall require a two-thirds vote of the voting members in attendance at a meeting of the membership, with a quorum not necessary to conduct the vote.

(5) An officer convicted of impeachment charges may be barred from holding office in the Association by a two-thirds vote of the voting members at the meeting of the membership where the impeachment conviction takes place, with a quorum not necessary to conduct the vote.

(c) An officer removed from office by conviction on impeachment charges shall be replaced in accordance with Article X, (e) above.

(d) In addition to the foregoing, any state association may adopt its own policies and procedures for removal from office of its designated state representative to the Board of Directors of the Association.

(e) Removal of appointed officers shall be pursuant to the policies and procedures established by the Board.

ARTICLE XIV

MEETINGS OF THE MEMBERSHIP

(a) Annual Meeting. The annual meeting of the Association shall be conducted during the annual clinical symposium of the Association, to be held in or about March of each calendar year.

(1) Notice of the exact time and place of the annual meeting shall be given in writing by the Secretary to all members of the Association not less than sixty (60) days prior to the date of the meeting.

(2) The agenda of the annual meeting shall be determined by the President and distributed in writing to the Board of Directors not less than one week prior to the date of the meeting. At that time the agenda shall also be made available, upon written request, to any member of the Association.

(b) Semi-annual Meeting. A semi-annual meeting of the Association shall be conducted during the annual clinical symposium of the NATA. The time, place, and agenda of the semi-annual meeting shall be determined by the President and written notification thereof shall be distributed by the Secretary in accordance with the requirements of Article XIV, (a) above, except that written notice shall be given to the members thirty (30) days prior to the date of the meeting.

(c) Special Meetings. Special meetings of the Association may be called by the President or by a two-thirds (2/3) majority vote of the Board of Directors. Any special meeting shall be for a specifically designated purpose or purposes.

(1) The time and place of the special meeting shall be determined by the President or by the two-thirds (2/3) majority vote of the Board calling the meeting. Notice of the time, place, and purpose(s) of the meeting shall be given in writing by the Secretary, or the two-thirds majority of the Board calling the meeting, to all members of the Association not less than thirty (30) days prior to the date of the meeting.

(2) No business shall be conducted at a special meeting other than directly pertaining to the purpose(s) set forth in the call and notice thereof.

(d) Quorum. Attendance at any meeting of the Association by twenty (20) percent of the Certified members of the Association in good standing shall constitute a quorum for conducting business at the meeting except as specifically provided in these By-Laws.

ARTICLE XV

BALLOT BY MAIL

Except as provided above and in addition to elections of officers, any matter of Association business may be submitted to a vote of the membership by mail ballot. The Board shall adopt policies and procedures for conducting such ballots, which policies and procedures shall be distributed in writing to all members of the Association.

ARTICLE XVI

ARBITRATION OF GRIEVANCES

(a) Any grievance of any member of the Association toward the Association or the Board of Directors shall be resolved only by arbitration proceedings, the results of which shall be final and binding.

1. A grievance may only be presented with respect to a final action of the Board or the Association. In cases of suspension or termination of membership, a grievance will lie only after an appeal has been made in accordance with the By-Laws and resolved against the interests of the member.
2. There shall not be any right of grievance relating to removal from elected office by impeachment and conviction.

(b) The Board of Directors shall establish policies and procedures for the arbitration of grievances of members of the Association. Such policies and procedures shall be distributed in writing to the members of the Association and shall incorporate and be subject to the following guidelines:

- (1) There may be one or three arbitrator(s) and each party shall have equal voice in the selection. The arbitrator(s) need not hold membership in the RMATA or NATA.
- (2) The Board of Directors shall act for the Association in any arbitration.
- (3) Each party shall be entitled to reasonable notice of the claims, allegations, and evidence to be presented by the other party, but judicial rules of discovery and other procedures shall not be employed.
- (4) Hearings shall be conducted informally. Judicial rules of evidence shall not be followed and oaths shall not be administered.
- (5) Parties shall be entitled to legal counsel at their own expense.
- (6) The cost of arbitration shall be fairly and reasonably apportioned.

ARTICLE XVII

AMENDMENT OF THE BY-LAWS

These By-Laws may be amended, altered, changed, supplemented or repealed only in accordance with the following provisions, terms, and conditions:

(a) Any proposed change to the By-Laws shall be set forth in writing, indicating the exact terminology of the change and the reasons for the change, and submitted to the President and Secretary not less than 90 days prior to a scheduled meeting of the Association.

(1) The President shall then include the proposed change on the agenda of the scheduled meeting.

(2) The Secretary shall distribute copies of the proposed change and reasons to the membership of the Association.

(3) In addition to distribution of copies of the proposed change to the membership, change and reasons shall be read to the members in attendance at the meeting of the Association during which the change is to be considered.

(b) Any change in the By-Laws shall require a two-thirds (2/3) majority vote of the voting members in attendance at the meeting of the Association during which the change is considered.

(c) If a quorum is not attained at the meeting the amendment is to be voted upon, then a mail vote of the voting membership shall be conducted, with a two-thirds (2/3) majority of those returning valid ballots shall be required to adopt such an amendment.

ARTICLE XVIII

DISSOLUTION OF THE CORPORATION

If the Corporation (Association) should, for any reason, be dissolved, all assets remaining after the payment of outstanding debt, shall be transferred to an organization meeting the purpose and mission of the Association as recommended by the Board of Directors and approved by the voting membership. Any such vote shall be taken at meeting of the Association, scheduled and noticed with Article XIV above, with a minimum of sixty (60) days notice to the membership that dissolution of the Corporation is an agenda item for the meeting, but a quorum shall not be necessary to vote on any dissolution issues.