

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

ARTICLE I - NAME, GEOGRAPHIC AREA AND OFFICE

This corporation is an autonomous, self-sustaining professional association named the ROCKY MOUNTAIN ATHLETIC TRAINERS' ASSOCIATION, INC. (Association). The area from which the membership of the Association shall be drawn includes the states of Arizona, Colorado, New Mexico, Utah, and Wyoming, which is also the area known as District 7 of the National Athletic Trainers Association, Inc. (NATA). The Association shall have a registered office and a registered agent as required under the laws of the State of Arizona.

ARTICLE II - MISSION

The mission of the Association is to develop and promote the professional practice of athletic training. In doing so the Association shall:

- (a) Promote the core aspects of the athletic training profession.
- (b) Educate members on current issues and standards of care.
- (c) Encourage networking among athletic training professionals.

ARTICLE III - MEMBERSHIP

(a) Voting Members

(1) Qualifications: Voting members shall possess Board approved national certification in athletic training or state licensure in athletic training. Those who have possessed national certification or state licensure and retire may be voting members if they meet the qualifications set by the Board. The Board may establish policies creating sub-sets of the voting members.

(2) Rights: Each voting member shall have the right to one (1) vote on any matter coming before the members and the right to attend the Annual Clinical Symposia, the Annual Members' Meeting, and all other meetings of the Association. Voting members shall have the right to exercise such other privileges as may be prescribed from time to time by the Board.

- (b) Non-voting Members. The Board may adopt policies creating non-voting member categories.
- (c) Dues for categories of membership shall be determined by the Board.
- (d) Membership Policies. The Board may adopt policies regarding application for membership, dues payment methods, and suspension and termination of membership.

ARTICLE IV - DIRECTORS

(a) Number of Directors. The Board of Directors, referred to as the Board throughout these By-Laws, shall consist of seven (7) persons: the President and Secretary and one representative from each of the five (5) states which make up of the Association.

(b) Election and Term of Office. The President and Secretary shall be elected and serve in accordance with the provisions of Article V. The state representatives shall be selected 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 voting member of the Association in good standing.

(c) Powers of Directors. All corporate powers and the business and affairs of the Association shall be conducted and controlled by the Board, 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;
- (2) To adopt, make, and use a corporate seal, provided such seal shall at all times comply with the provisions of law.
- (3) To establish committees to fulfill the mission of the Association. The Board may not delegate to a committee the responsibility for taking any final action in behalf of the Board or the Association.

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

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

(6) To establish policies and procedures for implementing these By-Laws and conducting the business of the Board and the Association, which shall be made available to all members of the Association.

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

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

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

(2) Determination of the 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 temporary replacement for a state representative shall be a voting member of the Association in good standing, residing and professionally employed in the state represented.

(e) Advisory Members. The Board may appoint advisory members to the Board. Advisory members shall be non-voting members of the Board and may be excluded from Executive Session.

(f) Meetings of the Board.

(1) Annual Meeting. The annual meeting of the Board 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 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 to all members of the Board not less than thirty (30) 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 the President and notice thereof shall be given to all members of the Board not less than fifteen (15) days prior to the scheduled meeting. Such a meeting may be conducted by electronic means as long as all participants can hear all other participants.

(4) Special Meetings. Special meetings of the Board may be called by the President or by any two voting members of the Board 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 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. Such a meeting may be conducted by electronic means as long as all participants can hear all other participants.

(g) Quorum. The presence at any meeting of the Board of four voting (4) members shall constitute a quorum for the transaction of 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 Board members present may discuss Association business but no action may be taken.

(i) Executive Session. At any meeting of the Board the Board may adjourn into Executive Session. 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, 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. Directors may be reimbursed for their expenses incurred in attendance at meetings of the Board or in carrying out their duly assigned responsibilities as Board members.

ARTICLE V - OFFICERS

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

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

(1) The President, District Director, and Secretary shall have been voting members of the Association for a period of not less than five (5) 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 ballot of the entire voting membership shall be conducted with a majority vote required for election to the office. Only voting members of the NATA may vote for District Director.

(c) Appointment. Any officer(s) established by the Board, shall be appointed by the President with the approval of the Board. All appointed officers shall be voting members of the Association in good standing.

(d) Terms of Office.

(1) The term of office of the President and Secretary shall be two (2) years, commencing at the annual business meeting of the Association next following their election and continuing until the annual business meeting of the Association two 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 the District Director shall be as established in the NATA Bylaws.

(3) The term of office of any appointed officer shall be determined by the Board.

(e) Vacancies. The Board shall establish policies and procedures for selection of a replacement for a vacated elected office.

(f) Compensation. Officers shall receive no compensation for their services as officers of the Association. Officers may be reimbursed 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 VI - POWERS AND DUTIES OF OFFICERS

(a) President.

- (1) To serve as official spokesperson for the Association.
- (2) To chair meetings of the Board.
- (3) To preside over meetings of the Association.
- (4) To make appointments as are called for by these By-Laws or determined by the Board.
- (5) Review and sign, or authorize the signing of, all contracts entered into by the Association.

(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 and Association.
- (4) To chair meetings of the Board and preside over meetings of the Association at which the President is not in attendance.
- (5) To facilitate all correspondence of the Association, including meeting notices.

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

(7) To facilitate, oversee, and assure the maintenance of an accurate record of all financial matters of the Association.

ARTICLE VII - REMOVAL FROM OFFICE

Policies and procedures adopted to implement this Article 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 or the interests of the Association.

(b) Any action by the Association to remove an elected officer, or other voting member of the Board, shall require formal impeachment proceedings to be undertaken by the Board 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 noticed for that purpose, which meeting shall be open to the membership.

(2) Any trial on the impeachment charges shall take place only in an annual or semi-annual meeting of the Association, scheduled and noticed in accordance with Article VIII, 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, 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 the meeting of the membership at which the impeachment proceeding takes place, 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 V (e).

(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.

ARTICLE VIII - MEETINGS OF THE MEMBERSHIP

(a) Annual Meeting. The annual meeting of the Association shall be conducted during the annual clinical symposium of the Association.

(1) Notice of the exact time and place of the annual meeting shall be given 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 not less than one week prior to the date of the meeting. At that time the agenda shall also be made available, upon 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 notification thereof shall be distributed in accordance with the requirements of Article VIII(a), except that 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. 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 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 meeting notice.

(d) Quorum. Attendance at any meeting of the Association by twenty (20) percent of the voting 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. A voting member may authorize another voting member, by written proxy, to vote on their behalf. Each written proxy shall be counted in determining a quorum.

ARTICLE IX - ARBITRATION OF GRIEVANCES

(a) Any grievance of any member of the Association toward the Association or the Board 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 Policies and Procedures 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) Arbitration proceedings shall 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 Association.

(2) The Board 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 by the arbitrators.

ARTICLE X - AMENDMENT OF THE BY-LAWS

(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, the proposed change and reasons shall be provided 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 vote of the entire voting membership shall be conducted, with a two-thirds (2/3) majority of those voting required to adopt such an amendment.

ARTICLE XI - DISSOLUTION OF THE CORPORATION

If the Corporation (Association) should be dissolved, all assets remaining after the payment of outstanding debt, shall be transferred to an organization meeting the mission of the Association as recommended by the Board and approved by the voting membership. Any such vote shall be taken at meeting of the Association, scheduled and noticed in accordance with Article VIII, 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.