

**BY-LAWS OF THE
ARIZONA ATHLETIC
TRAINERS' ASSOCIATION, INC.**

AN ARIZONA NON-PROFIT CORPORATION

ARTICLE I

NAME

The name of this corporation, in accordance with the requirements of the laws of the state of incorporation, shall be ARIZONA ATHLETIC TRAINERS' ASSOCIATION, INC. The membership of the corporation shall be drawn from the state of Arizona. 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," or "AzATA," 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. (Location shall change as deemed necessary by the BOD) 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.

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: "Arizona Athletic Trainers' Association, Inc.," the year of incorporation, and such other graphic symbols as the Board of Directors may determine. 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 OBJECTIVES

The purpose and objectives of the Association shall be:

- (a) The enhancement of the health care of the athletic population.
- (b) Dissemination of athletic health care information to athletic trainers, administrators, coaches, athletes, allied health care professionals, parents and general public.
- (c) Promotion and advancement of the discipline of athletic training throughout the State of Arizona.
- (d) Promotion of the professional growth and advancement of individual members of the Association.

ARTICLE V

MEMBERSHIP

- (a) The corporation shall be a voluntary membership Association. Each voting member must be an athletic trainer certified by the National Athletic Trainers Association Board of Certification (NATA-BOC) in good standing, or have been granted retired status by the Board of Directors.
- (b) Classifications. There shall be four (4) classifications of membership as listed below. An individual shall not be eligible for more than one class of membership at a given time.
 - 1. Certified
 - 2. Retired
 - 3. Student
 - 4. Honorary
- (c) Rights and Duties.
 - (1) Voting members shall have the right to vote in all elections and other business matters of the Association, and the duty to advance the interests of and support the Constitution of the Association.
 - (2) All other members shall have such rights and duties as are established by resolution of the Board of Directors.
- (d) Application for Membership. Rules for application for membership will be established by adoption of board policies and procedures.
 - (1)

ARTICLE VI

SUSPENSION AND TERMINATION OF MEMBERSHIP

- (a) The Board of Directors shall establish policies and procedures for suspension and termination of membership, the appeal process pertaining thereto, and reinstatement of membership following suspension or termination. Such policies and procedures shall be made available to all members of the Association, and shall incorporate and be subject to the guidelines below.
- (b)

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.

ARTICLE VIII

VOTING PRIVILEGES

Certified and Retired members of the Association in good standing, shall each be entitled to one (1) vote on all questions submitted for a vote of the membership.

ARTICLE IX

DIRECTORS

- (a) Number of Directors. The Board of Directors shall consist of persons, namely the President, Vice President, Secretary, Treasurer, and three (3) At-Large Representatives.
- (b) Election and Term of Office. Board members shall be elected and serve terms of office in accordance with the provisions of Article X below and the Constitution of the Association.
- (c) Powers of Directors. Subject to the powers of directors as provided by law, and as established by the Constitution 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 purposes and objectives of the Association.
 - (3) To establish policies and procedures for conducting the business of the Board and the Association, which policies and procedures shall be made available to all members of the Association.
 - (4) To take any other action necessary to fulfill the purposes and objectives of the Association, implement the Constitution and By-Laws of the Association, and serve the interests of the members.
- (d) Vacancies.
 - (1) If for any reason a vacancy should occur on the Board of Directors, the President shall appoint a replacement, with the consent of the Board, to fulfill the term of the office of the vacated position.
 - (2) The Vice President shall assume the office of President if such office is vacated.
- (e) Advisory Members. The Board shall establish policies and procedures for the appointment of advisory members to the Board of 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 the annual meeting of the membership. The President shall set the time and place of the meeting, 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 the semi-annual meeting of the membership. The President shall set the time and place of the meeting 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 made available 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 information regarding the time, and place and purpose(s) of any such special meeting shall be made available 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 each member 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 made available to all 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. (Needs to be incorporated into the Policy and Procedures)

ARTICLE X

OFFICERS

- (a) Officers. The officers of the Association shall be a President, Vice President, Secretary, three At-Large Representatives, Treasurer, and such other officers as the Board of Directors may determine by resolution. The same person may not hold any two offices.
- (b) Election. The President, Vice President, Secretary, Treasurer, and At-Large Representatives shall be elected by the general membership of the Association in accordance with the following provisions, terms and conditions:
 - (1) The President, Vice President, Secretary, Treasurer, and At-Large Representatives shall have been Certified members of the NATA for a period of not less than two (2) years immediately prior to their nomination, and shall have practiced professionally within the State of Arizona for a period of not less than one (1) year immediately prior to their nomination.
 - (2) Nominations for the offices of President, Vice President, Secretary, Treasurer, and At-Large Representatives may be submitted in writing prior to, or received from the floor during, the semi-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) At-Large Representatives shall be nominated and elected by those voting members employed in the setting represented by the At-Large Representatives.
 - (4) Following the submission of nominations, a written ballot of the voting membership shall be conducted by mail or email with a majority vote required for election to the office.
 - (5) The Board shall establish policies and procedures for conducting elections and establishing the settings to be represented by the At-Large Representatives, which shall be made available to all voting members.
- (c) Appointments. Any other 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 made available to all members of the Association, provided that all appointed officers shall be Certified members of the Association in good standing, and shall practice professionally in the State of Arizona.
- (d) Terms of Office.
 - (1) The term of office of the President, Vice President, Secretary, Treasurer, and At-Large Representatives 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 (3) years later. The same person may be elected to not more than three (3) successive terms of the same office.
 - (2) The term of office of any appointed officer shall be determined by policies and procedures established by the Board.
- (e) Vacancies.
 - (1) The Board shall establish policies and procedures for selection of a replacement for the remainder of that term of office, should the office of Vice President, Secretary, Treasurer, or At-Large Representatives be vacated before completion of a term. Such policies and procedures shall be made available to the members of the Association.
 - (2) The Vice President shall assume the office of President if that office should be vacated.

- (f) Compensation. Officers shall receive no compensation for their services as officers of the Association; provided, however, that the Board may adopt policies and procedures, which shall be made available to all members of the Association, providing for reimbursement of officers for their expenses incurred in attendance at meetings of the Board 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.
 - (3) To preside over all meetings of the Association.
 - (4) To make such appointments as are called for by the Constitution and By-Laws of the Association, or determined by resolution of the Board.
- (b) Vice President.
 - (1) To chair meetings of the Board and preside over meetings of the Association at which the President is not in attendance.
 - (2) To serve as liaison between Committees of the Association and Board of Directors.
- (c) Secretary.
 - (1) To serve as custodian of all records and documents of the Association.
 - (2) To record and distribute minutes of meetings of the Board of Directors.
 - (3) To record and distribute minutes of meetings of the Association.
 - (4) To facilitate preparation and transmittal of all correspondence of the Association.
 - (5) To maintain an accurate and current mailing list of the membership of the Association.
 - (6) To facilitate and oversee the preparation, distribution, receipt, and tabulation of ballots in all elections and other votes of the membership conducted by ballot.
- (d) At-Large Representatives.
 - (1) To represent members of the Association employed in their setting in matters considered by the Board of Directors.
 - (2) To carry out such other reasonable duties in support of the Association as directed by the President with the approval of the Board.
- (e) Treasurer.
 - (1) To facilitate, oversee, and maintain an accurate record of all financial matters of the Association, including the collection of membership dues.

- (2) To maintain a current membership list with regard to payment of membership dues.
- (f)
- (e) Other Appointed Officers. The powers and duties of other appointed officers shall be determined by the policies and procedures established by the Board.

ARTICLE XII

COMMITTEES

The Board of Directors may establish 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 committees, which policies and procedures shall be made available to all members of the Association; provided that the Board may not assign to a 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 made available 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) Any action by the Association to remove an elected officer 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 charged shall be suspended from office and a replacement appointed by the Board to fill the office.
- (b) An officer removed from office by conviction on impeachment charges shall be replaced in accordance with Article X, (e) above.
- (c) Removal of appointed officers shall be pursuant to policies and procedures established by the Board.

ARTICLE XIV

MEETINGS OF THE MEMBERSHIP

- (a) Annual Meeting. The annual meeting of the Association shall be held in winter of each calendar year.
 - (1) Notice of the exact time and place of the annual meeting shall be made available 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 made available 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 in or about September of each year. The time, place, and agenda of the semi-annual meeting shall be determined by the President and made available to the membership 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 voting members of the Association in good standing shall constitute a quorum for conducting business at the meeting.

ARTICLE XV

BALLOT BY MAIL OR EMAIL

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

ARTICLE XVI

ARBITRATION OF GRIEVANCES

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 made available to the members of the Association and shall incorporate and be subject to the following guidelines:

- (a) There may be one or three arbitrator(s) and each party shall have equal voice in the selection. The arbitrator(s) shall need not be voting members of the Association.

- (b) The Board of Directors shall act for the Association in any arbitration.
- (c) 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.
- (d) Hearings shall be conducted informally. Judicial rules of evidence shall not be followed and oaths shall not be administered.
- (e) Parties shall be entitled to legal counsel at their own expense.
- (f) 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 45 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 Board may, in its discretion, direct the Secretary to make available copies of the proposed change and reasons to the membership of the Association.
 - (3) If the Board does not direct the Secretary to make available copies of the proposed change to the membership, it shall be the responsibility of the person(s) proposing the change to prepare adequate copies of the proposed change and reasons for distribution to those members in attendance at the meeting of the Association during which the change is to be considered.
 - (4) In addition to distribution of copies of the proposed change to the membership, the proposed 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.

ARTICLE XVIII

DISSOLUTION OF CORPORATION

If the Corporation (Association) should, for any reason, be dissolved, all assets remaining after the payment of outstanding debt, shall be transferred to the NATA, INC. Committee on Grants and Scholarships.