

**BYLAWS OF THE
NATIONAL ATHLETIC TRAINERS' ASSOCIATION
BOARD OF CERTIFICATION, INC.**

ARTICLE I

CORPORATE INFORMATION

Section 1. Name

The name of the organization shall be the National Athletic Trainers' Association Board of Certification, Inc. ("BOC"), a nonprofit corporation incorporated in the State of North Carolina.

Section 2. Registered Agent and Principal Office

The principal office of the BOC shall be in Omaha, Nebraska. The BOC may have such other offices within or without the State of North Carolina as the Board of Directors ("Board") may from time to time determine.

ARTICLE II

PURPOSES

The BOC's purpose is that of public protection, and is accomplished through the:

- (1) Establishment and promulgation of standards and procedures for educational requirements needed for eligibility to undertake the BOC exam;
- (2) Public recognition of those candidates who successfully complete the BOC exam and of those Athletic Trainers who fulfill continuing competency and certification maintenance requirements established by the BOC;
- (3) Establishment of programs that promote and support reliance on the BOC's credentials by regulatory bodies and oversight boards responsible for the practice of Athletic Trainers;
- (4) Establishment and implementation of Standards of Professional Practice including, but not limited to, credentialing, review of credentials, and discipline for BOC Certified Athletic Trainers;
- (5) Provision of exceptional credentialing programs for healthcare professionals;
- (6) Performance of any other activities that may be approved by the Board, so long as they are for purposes as described by Sections 501(c)(3) or 501(c)(6) of the Internal Revenue Code as it may be amended and are in compliance with the requirements of the North Carolina Non-profit Corporation Act, Chapter 55A of the North Carolina General Statutes, provided, however, that no part of the net earnings of the BOC shall be for the benefit of any officer or director of the BOC.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Authority and Responsibility

Pursuant to the Articles of Incorporation, the BOC has no members. The BOC shall be governed by the Board, comprised of directors whose duty it is to carry out the purposes and objectives of the corporation.

The Board may adopt such rules and regulations for the conduct of its business as it shall deem advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to the Chief Executive Officer (“CEO”) of the BOC.

Section 2. Compensation

- (1) Directors and officers (as defined below), other than the President, shall not receive any compensation for their services, but by resolution of the Board may be reimbursed for the expense of attendance at meetings and other functions of the Board.
- (2) In consideration for the time required for the fulfillment of the obligations and duties as President, the President may be provided such reasonable compensation as determined by resolution of the Board. In addition, by resolution of the Board, the President may be reimbursed for the expense of attendance at meetings and other functions of the Board. Such compensation and reimbursement may be provided to the President directly or to the employer of the President, as determined by the Board.

Section 3. Indemnification

The Board shall indemnify all officers, directors, committee members and employees of the BOC to the full extent permitted by the North Carolina Non-profit Corporation Act, and shall be entitled to purchase insurance for such indemnification to the full extent as determined from time to time by the Board.

Section 4. Number and Term

The number of directors shall be 9 and each director shall serve for a term of 3 years, unless appointed for a second successive term pursuant to Section 9 of this article.

Section 5. Composition

Six directors shall be BOC Certified Athletic Trainers (“Athletic Trainer Director”). One director shall be a Physician (“Physician Director”). One director shall be a member of the public (“Public Director”) and one director shall be a member of the corporate or educational community (“Corporate/Educational Director”).

Section 6. Qualifications

- (1) All Directors
 - (a) A person shall be eligible for appointment as a director who:

- (1) Does not hold elected or appointed office on a state, provincial or national regulatory board, and;
 - (2) Does not serve on the CAATE Commission, NATA, Inc. or NATA Foundation, Inc. Board of Directors, and;
 - (3) Demonstrates experience with oversight boards (e.g., NATA, CAATE, state athletic training organization)
- (2) Any BOC Certified Athletic Trainer shall be eligible for appointment as an Athletic Trainer Director who:
- (a) Has been certified as an Athletic Trainer by the BOC for at least 5 years prior to appointment, and;
 - (b) Is in good standing with the BOC, and;
 - (c) Who, if the state of his or her residence or practice regulates the profession of athletic training, maintains current state license or equivalent credential in good standing.
- (3) Any person shall be eligible for appointment as a Physician Director who:
- (a) Is licensed as a Medical Doctor or Doctor of Osteopathic Medicine, and;
 - (b) Is currently recognized in good standing by the governmental authority responsible for licensure of his/her profession, and;
 - (c) Demonstrates interest in health and safety through a willingness to be a Physician medical advocate for consumers of athletic training services.
- (4) Any person who is not qualified to be an Athletic Trainer Director or Physician Director shall be eligible for appointment as a Public Director who:
- (a) Demonstrates interest in health and safety through a willingness to be a public advocate for consumers of athletic training services.
- (5) Any person shall be eligible for appointment as a Corporate/Educational Director who:
- (a) Is presently or formerly responsible for the employment of or direction of BOC Certified Athletic Trainers, and/or;
 - (b) Has a present or former corporate relationship with the athletic training profession, and/or;
 - (c) Is presently or formerly a member of the academic community, and/or;
 - (d) Demonstrates interest in health and safety through a willingness to be a corporate/educational advocate for consumers of athletic training services.

Section 7. Exclusions

No Public, Physician or Corporate/Educational Director shall practice as a BOC Certified Athletic Trainer

as his or her primary means of employment. No director shall have any familial or supervisory relationship with any other director or staff member.

Section 8. Nomination

(1) Nomination Process

In accordance with the procedures approved by the Board, the Nominating Committee shall put forward the names of at least 2 candidates for each director position as vacancies occur.

- (a) The Board shall appoint, by written ballot, the directors as vacancies occur. A majority of the eligible directors is required.
- (b) The board of director election process shall be the first item of an October Board business meeting/conference call. A director may participate and cast a vote if present on the call. For purposes of these bylaws, 'present' means in person, by telephone conference call or via similar communication method that allows real-time participation by which all persons participating in the meeting can hear each other. Each director shall have one vote and may not vote by proxy or absentee ballot.

A quorum must be present to conduct business. A majority vote is necessary to pass any action/motion unless otherwise stated in the bylaws or required by law. Officers shall be elected by confidential ballot.

In the event that there is only 1 candidate for an election, and there is no objection, that candidate shall be recognized by acclamation and be appointed by declaration of the Board.

In the event there are 3 or more candidates on the ballot, the Instant Runoff Voting (IRV) method will be utilized as defined in the Board Governing Policies Manual, Appendix A.

Section 9. Reappointment of Directors

In the event a director wishes to serve a second term, the director shall so inform the CEO after the March Board meeting/conference call or March 31st of the second year of their term, whichever is later. The director's reappointment to a second term will be determined by a vote of the current Board.

- (1) The Board shall reappoint by written ballot. A majority of the eligible directors is required for the appointment for an additional term. Any director standing for reappointment is not eligible to vote in their reappointment ballot.
 - (a) If a majority fails to exist, the director shall not be reappointed. The procedure for nomination or appointment of a new director in section 8 (1) (a) of this article shall be used to fill the vacancy at the end of the director's term.

Section 10. Vacancies and Removals

- (1) Vacancies, as they occur on the Board by resignation, death, incapacity, removal and the like, shall be filled for the remainder of the term thereof by an individual upon recommendation of the Nominating Committee to the Board and a majority vote of the entire Board. Vacancies must be filled by the second consecutive face-to-face meeting following the vacancy.

- (2) Any director may be removed from office with or without cause by a two-thirds vote (i.e., 6) of the entire Board.

Section 11. Term of Office

Directors may not serve more than 2 consecutive terms, unless said director's seat cannot be filled at the appropriate time by an appointed replacement and only until such time that a replacement can be appointed. A majority of the eligible directors is required for special reappointment of the director. Each director shall take office at the conclusion of the calendar year and serve a term of 3 years except in cases addressed by Article III, Section 10. The directors' terms of office shall be staggered.

Section 12. Confidentiality and Conflicts of Interest

At the commencement of his or her term of office, and annually thereafter, each director shall sign an agreement stating that the director will not disclose any confidential information. If a question is raised as to the confidentiality of certain information, confidentiality will be determined by a vote of the directors. Each director will further agree to fully and promptly disclose to the Board any existing or potential conflict of interest the director may have, whether personal, professional, business or financial in nature. After full disclosure, the Board shall determine whether or not the director shall be recused from voting on any matter involving the conflict. If the director is also an officer, see Article V, Section 4.

ARTICLE IV

MEETINGS

Section 1. Business Meeting

The annual business meeting of the Board shall be held at a location determined by the Board.

Section 2. Agenda

Any director who wishes to place items on the agenda of any regular meeting of the Board shall send the items to the CEO for receipt no later than 10 calendar days before the meeting date. If a director wishes to place an item on the agenda after the stated time period, the agenda item would require the consent of the President.

Section 3. Notice

Notice of any meeting of the Board shall be given to each director by written or oral notice.

If notice is given by writing, it shall be signed by the President, or by the CEO with the permission of the President and shall be sent to each director. If mailed, such notice shall be given at least 14 days before such meeting and deemed to be delivered when deposited in the United States mail addressed to the director at his or her address as it appears on the corporate records with postage thereon prepaid.

If the notice is sent by overnight mail, fax or email, notice shall be given at least 4 days before such meeting. If given in person or by telephone, it shall be given at least 48 hours in advance of such meeting. In either case, notice shall be deemed to be delivered when transmitted to the director at his or her email address as it appears on the corporate records or a message is left at the telephone number and/or answering system as it appears on the corporate records.

Notwithstanding the foregoing provisions of this section, if the President determines that due to the urgency of a matter a meeting must be held without notice described above, such meeting may be called if actual notice is left for the director at the address, telephone, fax number or email address supplied for such purposes by the director to the CEO. An agenda of the business to be transacted at any meeting of the Board shall be included with the notice thereof.

Any director may waive notice of any meeting. Whenever any notice whatsoever is required to be given under the provisions of the Non-profit Corporation Act of the State of North Carolina or under the provisions of the Articles of Incorporation or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Section 4. Quorum

At all meetings of the Board, a quorum shall consist of the participation of at least 5 directors, 3 of whom must be Athletic Trainer Directors. One of the participants must be the Chair as defined in Article V, Section 5.

Section 5. Voting

At any meeting of the Board, a director may participate and cast a vote only if present. For purposes of these bylaws, 'present' means in person, by telephone conference call or via similar communication method that allows real-time participation by which all persons participating in the meeting can hear each other. Therefore, if not present for participation in a meeting, a director may not vote by proxy or absentee ballot. Each director shall have one vote. A two-thirds vote of the entire Board (6) is required to enact or revise board policies, to revise certification requirements, to revise professional standards or to remove a director from the board. All other actions require a majority vote of the directors who are present. *Note that voting procedures for the election of officers is located in Article V Section 2.*

Apart from meetings, action on matters of administrative acknowledgement, but not matters of policy or initiative, may be taken by consent of the Board and shall be reported at the next regular meeting of the Board.

Section 6. Rules of Order

When questions of parliamentary procedure arise the current edition of *Robert's Rules of Order* shall be used to resolve the question.

ARTICLE V

OFFICERS

Section 1. Officers

The officers of the BOC shall be a President, a Vice President and a Treasurer (the "officers"). The CEO shall serve as the recording secretary of the Board and be an ex officio officer, with no vote on any BOC

matter.

Section 2. Election, Term of Office and Qualification

The officer election process shall be the first agenda item of the July Board business meeting/conference call. A director may participate and cast a vote if present. For purposes of these bylaws, 'present' means in person, by telephone conference call or via similar communication method that allows real-time participation by which all persons participating in the meeting can hear each other. Each director shall have one vote and may not vote by proxy or absentee ballot.

A quorum must be present to conduct business. A majority vote is necessary to pass any action/motion unless otherwise stated in the bylaws or required by law. Officers shall be elected by confidential ballot.

In the event that there is only 1 candidate for an election, and there is no objection, that candidate shall be recognized by acclamation and be appointed by declaration of the Board.

In the event there are 3 or more candidates on the ballot, the Instant Runoff Voting (IRV) method will be utilized as defined in the Board Governing Policies Manual, Appendix A.

Each officer of the BOC shall be a current director. The term of office for the President is 2 years with the possibility of a 1-year term extension for a maximum term of 3 years. All directors with at least 2 years remaining in their term shall be eligible to hold the office of President.

The term of office for the Vice President and Treasurer shall be 1 year.

The CEO shall be responsible for the supervision of the officer elections and be monitored by the Executive Assistant.

Section 3. Officer Nominations

The nomination period shall begin immediately after the March Board meeting/conference call and shall end May 31st. All nominations shall be submitted in writing to the CEO.

At the close of the nomination period, the CEO shall ascertain whether each candidate accepts the nomination for office and, thereafter, shall prepare a written or electronic ballot listing the candidates' names for each office.

A director may only accept the nomination for one officer position during any one election.

Section 4. Vacancies and Removal

In the event that the office of President becomes vacant during a term of office, the Vice President shall assume the remainder of the term.

If the position of Vice President or Treasurer becomes vacant during a term of office, the CEO shall notify the Board in writing of the vacancy and open nominations for the position for 30 calendar days. At the close of nominations, the CEO shall have 5 business days to ascertain if the nominee(s) will accept the nomination. Upon acceptance of the nomination by the candidate(s) the CEO shall prepare a written or electronic ballot for an election to be held 10 business days after the candidate(s) accept the nomination(s). In the event that there is only 1 candidate for an office, that candidate shall be appointed by declaration of the Board.

Section 5. Duties of Officers

The President will preside as Chair over the meetings of the Board. If the President is not available, the Vice President will preside as Chair. If the Vice President is not available, the Treasurer will preside as Chair. If the Treasurer is not available another designee will preside as Chair as appointed by the President.

The duties of the officers shall be such as outlined in the BOC officer job descriptions, and as usually attach to such offices and, in addition thereto, such further duties as may be designated from time to time by the Board.

Section 6. Execution of Contracts

The officers of the BOC may prospectively or retroactively authorize any officer, employee or agent, in the name of the BOC, 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.

ARTICLE VI

CHIEF EXECUTIVE OFFICER

Section 1. Chief Executive Officer Appointment, Authority and Duties

The Board shall appoint a CEO, who shall report to the Board. The CEO shall be an employee of the BOC and be responsible for the supervision and management of the BOC in its administrative, business, financial and other operational affairs, consistent with these bylaws and corporate policies including the Board/Management Delegation and Management Parameter policies. The CEO shall serve without vote as an ex officio member of the Board. Unless otherwise specified in these bylaws, the CEO shall serve as an ex officio member of all Board and BOC committees, task forces, councils and working groups.

Section 2. Authority and Responsibility

The CEO, as chief staff officer of the BOC and of the Board, shall manage and direct all operational and administrative activities of the BOC and is delegated by the Board's full authority to carry out such duties. These actions and the accompanying delegated authority include but are not limited to the execution of contracts, the purchase of supplies, equipment, services and other goods and services, and the payment thereof within approved budget, employment and termination of staff and consultants (except the auditor and legal counsel), management of office operations, development of certification information, liaison to other associations, general management of the operational and administrative activities of the BOC within the approved budget, and other activities subject to policies of the Board.

ARTICLE VII

FINANCE

Section 1. Budget

The Board of Directors shall adopt an annual operating budget covering all activities of the BOC.

Section 2. Audit

The accounts of the BOC shall be audited at least annually by a Certified Public Accountant who shall be retained by and provide a report to the Board.

ARTICLE VIII

COMMITTEES

Section 1. Board Committees

- (1) Finance Committee – Chaired by the Treasurer with at least 2 other directors appointed annually by the President. The Finance Committee will oversee and make recommendations on financial matters to the Board.
- (2) Governance Committee – Chaired by Vice President, or a Board member appointed by the President, plus at least 2 additional Board members appointed by the President each year. The Governance Committee will oversee the review of the organization’s bylaws and governance policies and the orientation of new Board members.
- (3) CEO Compensation Committee – Comprises the President, Treasurer and at least 1 other director appointed by the President. This committee will make recommendations for Board consideration regarding adjustments to the CEO’s compensation (and benefits) to be presented to the Board in a timely manner to allow final action to be taken by March of each year. The CEO does not serve as liaison on this committee.

Section 2. Standing Committees

- (1) The Board shall appoint Chairs to the following standing committees:
 - (a) Professional Practice and Discipline
 - (b) Exam Development
- (2) The Board shall appoint individuals to the Nominating Committee:
 - (a) The Chair of the Nominating Committee shall be a former member of the Board.
 - (b) The Nominating Committee shall submit at least 2 candidates for the position of Chair of the Nominating Committee.
 - (c) The Chair of the Nominating Committee shall be elected by a majority of votes cast of the current chairs of the BOC standing committees and those directors of the Board who have completed their service in good standing during the past 6 years, by a written ballot. In the event of a tie vote, the Board will break the tie.
 - (d) A Board member appointed by the President shall serve as the liaison to the Nominating Committee.

Section 3. Other Committees, Task Forces, Councils and Working Groups

The Board may establish other committees, task forces, councils or working groups whose authority is limited to assisting the Board. The President will designate chairs of these groups and communicate the selection with the entire Board. The committees shall be governed by the rules provided in the Board Policy Manual and BOC Operational Policies and Procedures Manual except as specifically provided in this Article VIII. Operational committees, task forces, councils or working groups are delegated to the oversight of the CEO.

Section 4. Creation and Dissolution of Committees

The CEO shall monitor the actions of all committees, task forces, councils or working groups and shall recommend to the Board on a regular basis the creation, dissolution and consolidation of these groups. The Board may at any time dissolve or restructure in any manner, any committee, task force, council or working group other than a Board committee or the Nominating Committee.

ARTICLE IX

AMENDMENTS TO BYLAWS

An amendment to or a repeal of these bylaws may be proposed by any director. Amendments to or a repeal of these bylaws shall be adopted by the Board after approval by a two-thirds affirmative vote of the entire Board at a regularly scheduled or other meeting of the Board called for the purpose of bylaw revision, provided: (i) written notice of proposed change has been sent to the CEO for receipt not less than 30 days prior to such meeting and (ii) the CEO has distributed the proposed changes to each director for receipt by not less than 15 days prior to the meeting at which the proposed changes are considered by the Board. Directors must be present to vote upon a proposed amendment to or repeal of these bylaws.

Approved - February 28, 1997

Amended 2/27/1999, 2/27/2000, 7/15/2000, 7/28/2001, 3/2/2002, 7/19/2003, 7/29/2004, 3/5/2006, 7/14/2007, 7/11/2009, 7/10/2010, 5/25/2011, 11/30/2011, 7/14/2012, 7/13/2013, 7/18/2014, 8/26/2015, 12/16/2015, 7/15/2017, 12/20/2017, 8/22/2018, 4/24/2019, 9/25/2019