

**Bylaws  
of  
District 2 of the National Athletic Trainers' Association, Inc.**

**A Delaware nonprofit, nonstock corporation**

**Adopted January 10, 2021**

**Article 1.0 The District**

**1.1 Name:**

The name of the organization (hereinafter referred to as the “District” or “District 2”) shall be District 2 of the National Athletic Trainers' Association, Inc. District 2 is organized as a nonprofit, nonstock corporation under the General Corporation Law of the State of Delaware (“DGCL”).

**1.2 Geographic Boundaries:**

District 2 functions as a regional district of the National Athletic Trainers' Association, Inc. (“NATA”) and, accordingly, must conform with all policies and affiliation requirements set by NATA. Subject to Sections 5.1 and 5.2 of the Bylaws of NATA with regard to geographic boundaries and the division of the District into two or more Districts, District 2 shall operate and serve members of NATA within the State of New Jersey, State of New York, Commonwealth of Pennsylvania, and State of Delaware (“Member States”).

**Article 2.0 Purposes**

The purposes for which District 2 is organized are to assist in advancing the purposes of NATA, as set forth in its Certificate of Incorporation, as follows:

1. To enhance the quality of health care for the physically active.
2. To advance the profession of athletic training through education and research in the prevention, evaluation, management, and rehabilitation of injuries.
3. To safeguard and advance the interest of its Members by presenting the profession's
  - a. Viewpoints, concerns, and other important information to the media and to appropriate legislative, administrative, regulatory, and private sector bodies; and by
  - b. Developing a working relationship with appropriate governmental and private sector not-for-profit and for-profit entities.
4. To advance Members' body of knowledge through the collection, interpretation, and dissemination of information on subjects appropriate to the profession.

**Article 3.0 Membership**

**3.1 Membership Qualifications:**

A person shall be eligible for membership in District 2 upon receipt of official notification of membership from the NATA national office and provided they are members in good standing of NATA who live or work in one of the Member States. Members may not belong to more than one District of NATA at the same time. Members of District 2 shall pay dues in accordance with the policies and procedures of District 2 and NATA.

**3.2 Membership Classification:**

Membership classification shall be made according to the definitions, requirements, and specifications established by NATA. Membership in NATA is a prerequisite for membership in District 2. Only Certified Professional, Student, and Retired Members of NATA who are Members of District 2 shall be voting Members of District 2. All other Members of District 2 shall not have voting rights.

**3.3 Member Rights and Privileges:**

1. All Members may take part in discussion or debate and have the privilege of the floor during any Member meeting.

2. Voting Members of the District shall have voting rights and be entitled to make motions at Member meetings. Non-voting Members shall not have any voting rights and are not entitled to make motions at Member meetings.
3. Only Certified Professional and Certified Student Members of District 2 shall be entitled to hold elected office in District 2. Certified Retired Members of District 2 are not eligible to hold elected office in District 2.

#### 3.4 Membership Standards:

All Members must comply with the *NATA Code of Ethics* and *NATA's Membership Standards, Eligibility Requirements, and Membership Sanctions and Procedures*, as respectively amended from time to time.

#### 3.5 Termination of Membership:

Any Member may terminate his or her membership at any time by notifying NATA's membership department of his or her intent to terminate. Such termination, however, shall not relieve the terminating individual from the payment of dues for the expired portion of the Member's current billing cycle year or give any right to rebate of dues paid.

Membership in District 2 shall be automatically terminated if an individual's membership in NATA is terminated or expires for any reason. Further, membership in District 2 shall be automatically suspended or terminated, without any requirement of action by the Executive Council (as defined in Section 5.1), if a Member does not pay all required membership dues, fees, and/or assessments, in full, by the applicable due date established by the Executive Council or NATA.

### **Article 4.0 Member Meetings**

#### 4.1 Time, Location, Notification:

Member meetings shall be held at least twice annually at times and places determined by the Executive Council. Typically, one meeting will be held at the annual Eastern Athletic Trainers Association ("EATA") meeting or at a designated yearly District 2 meeting and the other will be held at the annual NATA Clinical Symposia & AT Expo. Other meetings may be called as required or permitted by the DGCL. Notice of any annual or special meeting of the Members shall be received by each Member by mail, overnight courier, telecopier, electronic mail, or other mode of written transmittal, not less than ten days nor more than sixty days before the time set for such a meeting, and shall include the time, date, and place for such meeting, as well as the means of remote communications, if any. Notice of any special meeting shall also include the purpose or purposes for which the meeting is called. Members may waive notice of any meeting by written waiver either before or after such meeting. Attendance at a meeting shall constitute a waiver of notice of such meeting, except when the person attends the meeting solely for the purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Without restricting the generality of the foregoing, the location and time of the Member meetings may also be published in advance of the meeting in appropriate District 2, State, and/or NATA publications.

#### 4.2 Purposes:

The Member meetings shall be held for any lawful purposes, which may include the purposes of announcing the District's financial status, for delivery of the District Director's report, for delivery of District committee reports, and for the transaction of such other business as may lawfully come before such meeting.

#### 4.3 Parliamentary Authority:

1. All meetings and proceedings will be conducted in accordance with the latest edition of Robert's Rules of Order to the extent not inconsistent with the DGCL or other applicable law, the Certificate of Incorporation, or these Bylaws.
2. Minutes of each meeting shall be kept.

#### 4.4 Quorum and Manner of Acting:

A quorum for the transaction of business at any meeting of the Members shall be the presence of at least 1% of the total number of voting Members of the District. The affirmative vote of a majority of the Members eligible to vote and present in person at a meeting at which a quorum is present shall be the act of the Members, unless the vote of a greater number is required by the DGCL, by the Certificate of Incorporation, or by these Bylaws. Where and in the manner authorized by the Board, any action required to be taken at a meeting of the Members or any action which may be taken at a meeting of the Members may be conducted by electronic mail ballot, or any other method of voting provided for by the DGCL. Such voting shall be subject to the same quorum and notice requirements as a meeting held in person. Proxy voting by Members is prohibited and a Member shall not vote by proxy.

## **Article 5.0 District Executive Council**

### **5.1 Members:**

The Executive Council of District 2, which for purposes of the DGCL is the Board of Directors of District 2 (the "Executive Council"), shall have seven members and will, subject to the qualifications below, be composed of the District Director, District Secretary, District Treasurer, and the Presidents of the Delaware Athletic Trainers Association, Inc., Athletic Trainers Society of New Jersey, Inc., Pennsylvania Athletic Trainers' Society, Inc., and New York State Athletic Trainers' Association Inc. All members of the Executive Council shall serve as directors *ex officio* and shall hold office in such capacity for so long as he or she or they hold the specific office that gives him or her or them the right to be a director of District 2.

All members of the Executive Council must be a Certified Professional or Certified Student Member of NATA. Certified Retired Members of NATA are not eligible to serve on the Executive Council. If a President of the Delaware Athletic Trainers Association, Inc., Athletic Trainers Society of New Jersey, Inc., the Pennsylvania Athletic Trainers' Society, Inc., and New York State Athletic Trainers' Association Inc. is not a Member of NATA, then such person is ineligible to serve, and the governing body of the Delaware Athletic Trainers Association, Inc., Athletic Trainers Society of New Jersey, Inc., Pennsylvania Athletic Trainers' Society, Inc., and New York State Athletic Trainers' Association Inc., as applicable, must designate another representative who is a Certified Professional or Certified Student Member of NATA to serve on the Executive Council.

### **5.2 Purpose:**

The business of District 2 shall be managed by the Executive Council in a manner not inconsistent with the Bylaws and policies of NATA, and subject to the restrictions in the DGCL, the Certificate of Incorporation, or these Bylaws. Without limiting the responsibilities of the Executive Council imposed by law, the duties of the Executive Council include to review District matters, to offer recommendations and advise the District Director, and to fill any District officer vacancies according to Section 6.6 of these Bylaws.

### **5.3 Meetings:**

1. There shall be at least two meetings of the District 2 Executive Council each year. All meetings shall be called by the District Director or a majority of the Executive Council.
2. Members of the District 2 Executive Council may participate in a meeting by conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other and in turn speak. Such participation in a Meeting shall constitute presence at the meeting.
3. Each member of the Executive Council shall have one vote. For the avoidance of doubt, the District Director, District Secretary, District Treasurer, President of the Delaware Athletic Trainers Society, Inc., President of the Athletic Trainers Society of New Jersey, Inc., President of the New York State Athletic Trainers' Association Inc., and President of the Pennsylvania Athletic Trainers' Society, Inc. shall each have the right to cast one vote on each matter brought for a vote of the Executive Council.
4. A simple majority of the Executive Council members then in office shall constitute a quorum. The affirmative vote of a majority of the Executive Council members present at a meeting at which a quorum is present shall be the act of the Executive Council, unless the vote of a greater number is required by the DGCL, the Certificate of Incorporation, or by these Bylaws.

5. Minutes and records of each Executive Council meeting or actions without a meeting shall be kept as part of District 2's permanent corporate records.

#### 5.4 Action Without Meeting:

Any action required or permitted to be taken at any meeting of the Executive Council may be taken without a meeting if all members of the Executive Council consent thereto in writing or by electronic transmission, and the writing or electronic transmission is filed with the records of the meetings of the Executive Council.

#### 5.5 Ballot Voting:

Any action required to be taken at a meeting of the Members or any action which may be taken at a meeting of the Members may be taken without a meeting and by written ballot, provided that (i) District 2 delivers a ballot to every voting Member, and (ii) the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. Such ballots may be submitted to, and returned by, voting Members electronically, provided that any such electronic transmission must either set forth or be submitted with information from which it can be determined that the electronic transmission was authorized by the voting Member. All solicitations for votes by ballot must set forth each proposed action, the number of responses needed to meet the quorum requirements, the percentage of approvals necessary to approve each matter other than the election of directors, and the date and time by which the ballot must be received by District 2 in order to be counted. For each proposed action, the ballot must provide the opportunity to vote for, vote against, or abstain. The Executive Council shall set a final date for receiving ballots, which shall be no more than 60 days from the date of the submission of such ballots to the voting Members.

### **Article 6.0 Election, Removal, and Replacement of District Officers**

1. Unless otherwise provided in these Bylaws, in accordance with the latest edition of Robert's Rules of Order, the rule of preferential voting shall be in effect for all elections where there are more than two candidates for a single position.
2. A list of nominees shall be published by the Nominations and Elections Committee and distributed to the voting membership at least one month prior to the deadline for distribution of ballots. Ballots may be distributed either by mail or electronic means in accordance with Section 5.5 of the Bylaws.
3. Elections shall be conducted by either mail ballot or electronic means in accordance with Section 5.5 of the Bylaws. The preferential ballot shall afford the voting Member an opportunity to rank the candidates in order of preference. After the initial vote, the candidate receiving the majority of the returned ballots shall be the winner. In the event no candidate receives a majority of the first-preference votes cast after the initial vote, instant runoff voting as described by the latest edition of Robert's Rules of Order will be utilized.
4. A candidate may run unopposed for District 2 offices. The rule of majority shall be in effect for uncontested elections.
5. No District 2 elected official may concurrently hold another elected office within District 2, the EATA, or any of the state athletic training organizations. If such a situation arises, the individual must relinquish one of their positions before the start of the second position. When necessary, District 2 will replace the individual in accordance with established bylaw procedures.
6. An individual shall run for only one office during any election cycle.

#### 6.1 Election of District Director:

The District Director shall be elected by a majority vote of all Certified Members of District 2. The term of office of the District Director shall be three years, followed by a two-year term if re-elected. The District Director is eligible to serve subsequent terms after a one-year hiatus. The term of office shall begin in June following the completion of the sitting Director's term and shall continue until a successor has been elected and qualified.

### 6.2 Election of District Secretary:

The District Secretary shall be elected by a majority vote of all Certified Members of District 2. The term of office shall be two years. The District Secretary may not serve more than two consecutive terms of office. The term of office shall begin at the conclusion of the District's Member meeting held during the course of the National Annual Meeting and Clinical Symposium of the NATA, and shall continue until a successor has been elected and qualified.

### 6.3 Election of District Treasurer:

The District Treasurer shall be elected by a majority vote of all Certified Members of District 2. The term of office shall be one four-year term. The term of office shall begin at the conclusion of the District's Member meeting held during the course of the National Annual Meeting and Clinical Symposium of the NATA, and shall continue until a successor has been elected and qualified. The District Treasurer may not serve consecutive terms.

### 6.4 Removal of District Officers:

The voting Members of District 2 or the Executive Council may remove any District officer from office at any time, with or without cause, pursuant to the procedures specified in the DGCL.

### 6.5 Resignation of Officers:

Any officer may resign at any time by notifying the Executive Council in writing of his or her resignation. If the District Director resigns, he or she also must notify the President of the NATA. Such resignations shall take effect at the time therein specified, or if no time is specified, at the time the resignation is tendered.

### 6.6 Vacancies:

The Executive Council shall select and appoint someone to fill the remaining unexpired portion of the term of a vacancy, however caused, in the positions of District Director, District Secretary, or District Treasurer.

## **Article 7.0 Duties of the Officers**

### 7.1 District Director:

1. To serve as the official spokesperson for the District and to act as the representative of the organization to allied associations and other organized bodies, or to appoint a representative to carry out this function.
2. To serve on the NATA Board of Directors.
3. To develop the agenda for and preside over all business meetings of the membership of the District.
4. To preside over all Executive Council meetings.
5. To implement the mandates and policies of the District.
6. To appoint, with approval of the Executive Council, all standing committees and other special or ad hoc committees that may be formed.
7. To transact all business for and on behalf of the District, subject to the Bylaws.
8. To commit the District to no obligation in excess of its available resources.
9. To serve on the EATA Executive Board.
10. To exercise all powers and authority ordinarily incident to the office of a chief executive officer of a corporation.

### 7.2 District Secretary:

1. To attend District meetings, record and distribute to Members the minutes of District meetings.
2. To maintain a file of the records and official correspondence of the District.
3. To conduct, in conjunction with the District Director, such matters as meetings, notices, election results, committee appointments, and all notices as required by these Bylaws.
4. To maintain, in cooperation with the national office, a current and accurate mailing list and an official record of the District membership.

5. To maintain a record of the District committee members and chairpersons.
6. To provide the District Director with a detailed order of business, including reports and announcements prior to each business meetings.
7. To serve on the District Secretaries/Treasurers Committee of the NATA.
8. To bring to each meeting copies of the NATA Bylaws, District 2 Bylaws, policy and procedures manual, voting membership rolls, a list of standing and special committees, and the latest edition of Robert's Rules of Order.
9. To serve on the District Executive Council.
10. To serve on the EATA Executive Board.

### 7.3. District Treasurer:

1. To receive dues monies from the national office.
2. To keep and maintain a permanent and accurate record of all receipts and disbursements of the District.
3. To handle the receipt and disbursement of all monies to and from the District.
4. To submit the official books for an annual audit or review by any committees tasked with auditing such books, or to the Executive Council upon request, to the extent determined by the Executive Council.
5. To provide an annual financial report to the Director and interim reports as requested by the Executive Council.
6. To serve on the District Secretaries/Treasurers Committee of the NATA.
7. To serve on the District Executive Council.
8. To serve on the EATA Executive Board.

## **Article 8.0 Finance**

### 8.1 Membership Dues:

1. District 2 membership dues will be remitted to the NATA with the annual dues assessed by that office. NATA shall forward District 2 dues to the District Treasurer.
2. Annual dues for membership in District 2 shall be established by the Executive Council for all membership categories in District 2.
3. Members who are delinquent in paying their dues shall be ineligible to vote or to hold office within the District until such delinquent dues and processing fees are paid.

### 8.2 Other:

District 2 may accept financial support from outside agencies or entities to help fund programs of the District consistent with limitations imposed by law and by NATA.

### 8.3 Checks, Drafts, Etc.:

All checks, drafts, or other orders for payment of monies, issued in the name of NATA District 2, shall be signed by such Officer or Officers of the District in such a manner as shall be determined from time to time by resolution of the District 2 Executive Council.

### 8.4 Deposits:

The funds of NATA District 2 shall be deposited in such depositories as the District 2 Executive Council selects.

### 8.5 Gifts:

The members of the Executive Council may accept, on behalf of District 2, without further authorization, any contribution, gift, bequest, or device, except any such gifts made with limitations or conditions imposed by the donor. These gifts may only be accepted by express authority of the Executive Council of District 2.

### 8.6 Fiscal Year:

The fiscal year shall be determined by resolution of the Executive Council.

8.7 Review of Financial Records:

Promptly after the close of each fiscal year, the District Treasurer shall, as appropriate, submit the District's financial records to an accountant selected by the Executive Council for auditing or review to the extent determined by the Executive Council. A written report summarizing District 2's financial status shall be made to the membership at each Member meeting.

8.8 Accountability:

The District 2 Director and District 2 Treasurer shall be accountable pursuant to their fiduciary duties for proper dispensation of all receipts and expenses for the District.

**Article 9.0 Committees**

There shall be three types of committees: Special Advisory Committees, Standing Advisory Committees, and Executive Council Committees.

9.1 Special Advisory Committees:

Special Advisory Committees shall not have or exercise the authority of the Executive Council in the management of District 2. Special Advisory Committees may be formed and managed by the District Director or Executive Council as needed or desired for the discharge of particular duties. They may exist for a limited duration or be limited to a specific project.

Special Advisory Committees shall be composed of a Chair appointed by the District Director or Executive Council. The District Director and Committee Chair shall recruit Members to serve on the committee. The Chair will report directly to the District Director and/or Executive Council.

The District Director shall charge each Special Advisory Committee with specific tasks and the Committee shall dissolve when its tasks have been completed, or if earlier terminated by the District Director and/or Executive Council.

9.2 Standing Advisory Committees:

The District Director or Executive Council may establish Standing Advisory Committees to assist and facilitate, among other things, the operations of District 2, discussions among Members, and program and policy development.

1. The Standing Advisory Committees of District 2 shall include but are not limited to:
  - a. Nominations and Election Committee
  - b. Web Site Committee
  - c. Newsletter Committee
  
2. The Chair of each Standing Advisory Committee will be appointed by the District Director with the approval of the Executive Council. The term of office will be for one year commencing with the end of the Annual NATA Members meeting or such other date fixed by the Executive Council, unless the committee shall be sooner terminated, or unless such Chair shall cease to qualify or shall be removed or shall resign as the Chair or as a member of the committee. Each member of a Standing Advisory Committee shall continue as such until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member shall cease to qualify or shall be removed or shall resign as a member of the committee. There are no limits on the number of terms a Standing Advisory Committee member may serve on or Chair a Standing Advisory Committee; an individual serving as Chair of a Standing Advisory Committee may be reappointed to serve as such with the approval of the Executive Council.

3. Any committee Chair or member may be removed from such position at any time by the affirmative vote of a majority of the Executive Council members present at a meeting at which a quorum is present, whenever in their judgment the best interests of District 2 would be served.
4. Any committee member may resign at any time by giving written notice to the Executive Council, District Director, or Standing Advisory Committee Chair. Such resignation shall take effect at the time specified in such notice, or, if no time is specified, at the time such resignation is tendered.
5. In the event of a vacancy in the membership or Chair of a committee, the District Director, with the approval of the Executive Council, will appoint a Member to fulfill the remainder of the unexpired term. Meetings of Standing and Special Advisory Committees shall conform to the standards for notice, quorum, voting, and manner and method of acting as may be established by the Chair of such Standing Advisory Committee, with the approval of the members of the Standing Advisory Committee, except as otherwise provided in these Bylaws or by resolution of the Executive Council. No proxy voting by committee members shall be permitted.
6. Each committee may adopt rules for its own governance not inconsistent with these Bylaws, rules adopted by the Executive Council, or any applicable law of the State of Delaware.

### 9.3 Executive Council Committees:

The Executive Council may, in the manner provided by the DGCL, establish one or more Executive Council Committees. Such Executive Council Committees shall consist exclusively of such number of Directors as may be specified, and to the extent provided by the Executive Council, shall have and exercise the authority of the Executive Council in the management of District 2, except as otherwise provided by law or reserved by these Bylaws to the Executive Council.

### **Article 10.0 Bylaw Amendments**

These Bylaws may be amended by a two-thirds vote of the voting Members present at a meeting of the membership, provided that the notice of the meeting specify that one of the purposes of the meeting is the consideration of Bylaws amendments and further provided that a copy of the proposed amendments be provided to Members prior to the meeting.

### **Article 11.0 Governing Authority**

These Bylaws shall not conflict with the Bylaws of the NATA. In the event of a conflict between these Bylaws and the NATA Bylaws, the provisions of the NATA Bylaws will take precedence.