

BYLAWS

OF THE

Oklahoma Athletic Trainers' Association

ARTICLE I CORPORATION DEFINED:

- 1.1 Name. The name of the not for profit corporation is Oklahoma Athletic Trainers' Association, (hereinafter referred to as "OATA").
- 1.2 Purpose. The purpose of OATA is to advance the athletic training profession by enhancing professional and leadership abilities and by providing encouragement, mentorship and improvement of opportunities in the profession of athletic training in the State of Oklahoma.
- 1.3 Tax Exempt Status. OATA is a not-for-profit membership corporation, organized under the laws of the State of Oklahoma. As a business league, OATA is exempt from federal and state income tax under Section 501 (c)(6) of the Internal Revenue Code. OATA may do all things and perform all acts permitted for a not for profit corporation under the laws of Oklahoma in furtherance of the above purposes within the requirements set forth under Section 501(c)(6) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- 1.4 Tax Year. OATA will utilize the Calendar Year as its tax year.

ARTICLE II LOCATION:

- 2.1 Principal Office. OATA shall locate its Principal Office within Oklahoma. OATA may change said Principal Office from one location to another, notifying the Internal Revenue Service and the Oklahoma Secretary of State of such change.
- 2.2 Registered Office. The registered office of OATA will be maintained in the state of Oklahoma and may be, but need not be, identical with the Principal Office. A change of the Registered Office shall be filed with the Oklahoma Secretary of State.

ARTICLE III MEMBERSHIP:

- 3.1 Memberships. Individuals must reside or work in the State of Oklahoma to be a member of OATA. The Membership classifications of OATA shall be those of the National Athletic Trainers' Association, (hereinafter referred to as "NATA"). Changes in such classifications at NATA will be automatically adopted by OATA.
- 3.2 Dues. Membership dues will be established by the OATA Board of Directors, (hereinafter referred to as "the Board"). Dues will be collected by NATA and

distributed to OATA in accordance with NATA policies. The Membership will be notified of any changes in the dues structure. OATA may provide for additional dues to be paid directly to OATA upon approval of the Membership. A change in dues structure at OATA shall not become effective until sixty (60) days after such change has been provided to the Membership to allow any fifteen (15) Members to call for a Virtual Ballot Vote pursuant to Section 4.3 to reverse the decision of the Board.

3.3 Membership Duties and Rights.

- a) Members must abide by the policies and procedures of NATA and OATA;
- b) Members must remain in good standing with NATA to remain in good standing with OATA and be entitled to membership benefits including voting rights;
- c) Members must maintain current dues with NATA and OATA, if additional dues are required, to be entitled to membership benefits including voting rights;
- d) Members must be in good standing with the Board of Certification and the Oklahoma Board of Medical Licensure and Supervision;
- e) Members must abide by the Bylaws of OATA; and
- f) Members have the right to vote on the following:
 - i. Elect and/or remove the Directors and Officers of OATA;
 - ii. Make amendment(s) to the Certificate of Incorporation;
 - iii. Make amendment(s) to the Bylaws;
 - iv. Effectuate a dissolution or merger; or
 - v. Determine the sale of assets other than in the regular course of activities;

3.4 Membership Application. Applications must be filed with NATA. Approval of the NATA application will result in Membership in OATA for an individual who resides in the State of Oklahoma. However, OATA may deny membership to a member of NATA if OATA revokes the Member for reason of an ethical, professional, or judicial nature.

3.5 Membership Term. The Membership Term shall be the same as the Calendar Year. Membership belongs to the individual and is not transferrable or assignable.

3.6 Termination of Membership. A Member will be automatically removed upon the loss of a license as provided by the Board of Certification or the Oklahoma Board of Medical Licensure and Supervision. A Member will be automatically removed upon a loss of Membership in NATA.

All Members are to maintain a level of professionalism conducive to the practice of athletic training in all matters affecting the Membership. Any Member may be

removed for failure to maintain such level of professionalism or failure to abide by the policies and procedures of either OATA or NATA.

Any Member may voluntarily terminate his/her Membership in OATA at any time by submitting a written notice of withdrawal to the Secretary of the Board. Any Member may be terminated with or without cause by a two-thirds (2/3) majority vote of a quorum of Directors at any meeting of the Board. Any Member may appeal a termination by filing a written request with supporting information to the Membership for review. An appeal will not reinstate voting rights or other benefits.

Any Member who is delinquent on dues shall be provided a written or virtual notification concerning such delinquency and such Member shall have sixty (60) days from the date of the notification notice to remedy the delinquency. Voting or other benefits shall not be available until the delinquent dues are paid.

- 3.7 Reinstatement of Membership. After termination by the Board, any Member may be reinstated by a majority of vote of either the Membership or the Board at any meeting of either the Membership or the Board. The Membership's decision after review of the appeal shall be final with no further appeal process.
- 3.8 Membership List. No Member or individual, with the exception of the Board, shall use the Membership List of OATA without prior approval of the Board. The Membership List may consist of multiple parts including, but not limited to current dues paying Members entitled to voting rights; all prior members which have paid dues in the past but are not current; all organizations or individuals requesting to be placed on OATA's mailing list; and, all individuals wishing to receive information from OATA.

ARTICLE IV MEETINGS OF THE MEMBERSHIP:

- 4.1 Meetings. The Board shall designate the time and place of the annual meeting of OATA. At this meeting, reports on the affairs of OATA for the preceding year will be given by the Officers of OATA. A special meeting may be called by the Board or by the written petition of ten (10) percent of the Membership. Only business contained in the notice of a special meeting may be acted upon by the Membership. Special meetings shall be held at any place designated by a majority vote of a quorum of the Board.

At any meeting of the Membership, a request to vote by written ballot may be made by any three (3) Directors or by any fifteen (15) Members. Procedures for vote by written ballot shall be determined by the Vice-President or any two (2) Officers present if the Vice-President is not available. The President of OATA shall preside over meetings of the Membership unless determined otherwise by a vote of the Membership.

- 4.2 Notice of Meetings. All notices may be provided via written virtual transmission, including via OATA's website. Notice of the annual meeting shall be provided to

the Members not less than sixty (60) days prior to the holding of the annual meeting. Additional notices may be provided as determined by the Board. Notice of special meetings shall be provided to the Members not less than seven (7) days prior to the holding of the special meeting. If a Member does not receive notice of a meeting, but attends the meeting, he/she shall be deemed to have waived notice of the meeting. Notice of virtual ballot voting shall take place in accordance with Section 4.3.

4.3 Virtual Ballot Voting. In the case of an emergency, unusual circumstance, or elections to encourage participation of the entire Membership, virtual ballot voting may take place. For virtual ballot voting to represent an action of the Membership, all of the following conditions must be met:

- a) All Members must have access to a ballot;
- b) The ballot shall set forth each proposed action and provide for a vote for or against each proposed action;
- c) The votes cast will constitute a quorum and a majority of a quorum will determine all issues unless specifically stated otherwise in these Bylaws or in the laws of the State of Oklahoma.
- d) The ballot must be received within the voting period established on the ballot which shall not be less than three (3) days and not more than fourteen (14) days;
- e) Receipt of a ballot shall be acknowledged by a Committee, Officer, or designee as determined by the Board;
- f) A ballot must be submitted by a Member;
- g) All ballot results shall be made public; and,
- h) All ballots results shall be maintained with the corporate records.

OATA shall implement reasonable measures to verify that each ballot cast was from a Member.

4.4 Quorum. A quorum of the Membership at meetings of the Membership shall consist of the Members present. All business brought before the Membership will be conducted by a quorum unless specifically stated otherwise in these Bylaws or in the laws of the State of Oklahoma.

4.5 Procedures. Conflicts in procedures shall be resolved in accordance with the current edition of *Robert's Rules of Order* as a procedural guide unless determined otherwise in these Bylaws, written policy or state law.

4.6 Voting. Only Certified Members and Retired Members as determined by NATA shall have voting rights in OATA. Each Certified Member and each Retired

Member may have one vote on OATA matters. A Member must be current on dues to be entitled to voting rights. Proxies may not be used.

ARTICLE V BOARD OF DIRECTORS:

- 5.1 Directors. The Board will consist of not less than five (5) and not more than nine (9) Directors. The Officers as set forth in Section 8.1 shall be included in the total number of Directors thereby allowing for up to four (4) At-Large Directors. The Officers and A-Large Directors will be collectively be known as the “Directors” or as the “Board”.
- 5.2 Duties. The Board shall have all powers and authority which may be granted to a Board of Directors of a corporation under the laws of Oklahoma except for those reserved for the Members in Section 3.3. The duties of the Directors include the following:
- a) Exercise a duty of obedience to OATA’s central purpose in guiding all decisions;
 - b) Exercise due care and act in good faith in all dealings and interests with OATA;
 - c) Exercise a duty of loyalty to OATA by avoiding and/or managing conflicts of interest;
 - d) Represent the Board, the Membership and OATA in a professional and in an ethical manner;
 - e) Develop, approve, periodically review and/or amend organizational policies which may include duties in addition to those designated in these Bylaws;
 - f) Maintain a board manual containing approved policies and contemporaneous minutes and records of all meetings;
 - g) Ensure OATA is adequately funded;
 - h) Submit an annual financial report to the Membership;
 - i) Approve the annual budget and oversee the financial administration of OATA;
 - j) Review Form 990 and associated schedules prior to submission to the IRS or authorize the Treasurer to perform such duty.
 - k) Review and approve all contractual agreements or authorize a Director(s) to execute such agreements in accordance with the financial policies and conflict of interest policy;
 - l) Sit on a minimum of one committee unless excused from such duty by a vote of the Board;
 - m) Maintain confidentiality in accordance with the confidentiality policy and, not publically disparage the Board; and,

n) Perform such other duties as prescribed by the Board.

5.3 Composition. A two-thirds (2/3) majority of Directors must be an active certified member of NATA for no less than five (5) years, an active certified member of OATA for no less than three (3) years, and hold a valid and current National Provider Index (NPI) number. OATA will strive to have Directors with areas of expertise relevant to the needs of OATA. An employee, if any, of OATA may not serve as a voting or non-voting member of the Board. The remaining one-third (1/3) may be, but need not be, community leaders with skills relevant to the needs of OATA.

5.4 Nominations. The Governance Committee shall prepare a slate of potential candidates for Directors in accordance with Sections 5.1, 5.3 and 7.3. The slate shall be provided to the Members at least thirty (30) days but not more than sixty (60) days prior to the election.

5.5 Elections. Directors and Officers shall be elected by the Membership at OATA Annual Meeting. Elections shall be determined by a majority of the votes cast by the Members present. The Membership's vote to elect Directors and Officers shall take place at the Annual Meeting. Newly elected Directors and Officers will begin their respective terms following the Annual Meeting. Should elections take place via Virtual Ballot Voting, the newly elected Directors or Officers will begin their respective terms as set forth on the ballot. OATA shall implement reasonable measures to verify that each ballot cast is from a Member and the Board will assign a committee to collect, tally, and report the result of the ballots the end of the election process. Additional procedures for elections shall be determined by the Board.

In the event of a tie, a second election will take place between the top two candidates. Should only two candidates exist, the tie shall be broken by a vote of the Board with the candidate receiving the majority of votes of the Directors being elected.

5.6 Term of Office and Term Limits. A Director shall serve for a term of three (3) years. Any Director may serve two (2) consecutive terms. Any individual, who has served two (2) consecutive terms, may be eligible for re-election as a Director after a period of one (1) year. A Director shall serve no more than a total of five (5) terms. Such term limits may be waived by a vote of the Board up to allow the Officer to complete their terms of office as provided for in Section 8.2. Partial terms shall not count toward term limits.

Upon resignation, removal or vacancy of a Director, the respective successor shall serve the remainder of the term whereby a partial term shall not be considered as a full term when determining term limits. Service of an individual prior to the adoption of these Bylaws shall not be counted toward term limits.

- 5.7 Removal or Resignation. Any Director who misses three (3) consecutive Board meetings may be deemed to have resigned as a member of the Board and cease to be a member thereof on the date of the third absence. At a meeting following the resignation, the Director may be reinstated by a majority vote of a quorum of the Board at the Director's request. A two-thirds (2/3) majority vote of a quorum of the Directors or a majority of the votes cast by the Membership may remove any Director, with or without cause, at any time. Directors who have resigned or have been removed may not be eligible for re-election for a period of two (2) years.

Any Director may resign at any time by giving verbal, written or verifiable virtual notice to the President or to the Secretary. Any resignation shall take effect upon receipt or at the time specified in the notice and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A verbal resignation shall be acknowledged by the President and recorded in the minutes. No Director may resign if OATA would then be left without a Director(s) in charge of its affairs, except upon notice to the Oklahoma Secretary of State and to the Internal Revenue Service.

- 5.8 Vacancies or Newly Created Directorships. The Governance Committee shall present to the Members candidates for vacancies resulting from term limits, resignation, removal, or newly created Directorships. A majority of the votes cast by the Members may elect Directors for such vacancies or newly created directorships at any time.

If, due to such vacancies, the number of Directors is less than five (5) as stated in Section 5.1, a majority vote of the total number of Directors may elect Directors to fill such vacancies at any meeting of the Board until a vote of the Membership is completed. Those elected by the Board shall assume their positions for the duration of the unexpired term.

- 5.9 Compensation. Directors shall serve without compensation. Directors may be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties at the discretion of the Board. Reimbursement of expenses shall be reported to the Membership. Payments for services rendered are subject to Article IX which addresses Conflicts of Interest.

ARTICLE VI MEETINGS OF THE BOARD:

- 6.1 Meetings. There shall be a minimum of four (4) meetings of the Board per year. Meetings of the Board may be held at such times as shall be determined by the President. Meetings of the Board shall be held at any place designated by a majority vote of a quorum of the Board. In the absence of such designation, meetings shall be held at the Principal Office of OATA.

Special meetings of the Board for any purpose(s) may be called at any time by the President, by any three (3) Directors or by any fifteen (15) Members. No business shall be considered at any special meeting other than the purpose(s)

mentioned in the notice of the meeting given to each Director. Special meetings of the Board shall be held at any place designated by a majority vote of a quorum of the Board.

- 6.2 Notice. Any regular meeting of the Board will require no notice if the time, date and location of such meeting were previously determined by the Board and distributed to the Directors. Directors not in attendance at the meeting setting forth the dates shall be given the dates, time and location of such meetings within ten (10) business days following the meeting. For any regular meeting where the date, time and location was not previously determined, notice shall be sent to the Directors as least ten (10) days but not more than thirty (30) days prior to the holding of the meeting. For any special meeting, notice shall be sent to the Directors not less than twenty-four (24) hours but not more than thirty (30) days, prior to the holding of the meeting.

Directors shall provide a virtual address if they wish to receive notice via virtual transmission and any notice of meetings sent to them at such address shall be valid notices thereof. If a Director does not receive notice of a meeting, but attends the meeting, he/she shall be deemed to have waived notice of the meeting.

- 6.3 Quorum. A majority of the total number of Directors shall constitute a quorum. All business brought before the Board will be conducted by a quorum unless specifically stated otherwise in these Bylaws or in the laws of the State of Oklahoma. In the absence of a quorum, a majority of the Directors present at any meeting may vote to adjourn the meeting to another place, date or time. Notice of any meeting adjourned and rescheduled in this manner shall be given as set forth in Section 6.2.

- 6.4 Procedures. Conflicts in procedures shall be resolved in accordance with the current edition of *Robert's Rules of Order* as a procedural guide unless determined otherwise in these Bylaws, written policy or state law.

- 6.5 Voting. Each Director shall have one vote. Routine business and elections shall be transacted by a majority vote of a quorum of the Directors, except when the law or these Bylaws require otherwise. Proxies may not be used. In the case of a tie, the President shall cast a second vote to break the tie.

- 6.6 Physical Meetings. At any meeting of the Board, the Directors may vote by voice on all matters either in person or via virtual transmission, where the Director can hear and be heard. OATA shall implement reasonable measures to verify that each person deemed present at the meeting and permitted to vote at a meeting by means of virtual transmission is a Director. However, upon demand by a Director, the Directors shall vote by ballot. In such event, each ballot shall state the name of the Director and such other information as the Board may require under the procedure established for the meeting. Directors present via virtual transmission may send their ballot to the Secretary, or designee, provided that the virtual transmission shall set forth or be submitted with information from

which it can be determined that the virtual ballot was authorized by a Director. Ballots may be distributed and returned via email. If proper authorization cannot be determined the Director must mail or fax a signed ballot to the Secretary, or designee.

6.7 Virtual Meetings. Meetings may take place via any form of virtual medium. The Board may vote by voice, email or other virtual medium during virtual meetings. However, the President or any two (2) Officers may call for a virtual vote by written ballot. The Secretary shall implement reasonable measures to verify that each ballot cast was from a Director. For virtual ballot voting to represent an action of the Board, all of the following conditions must be met:

- i) All Directors must have access to a ballot;
- j) The ballot shall set forth each proposed action and provide for a vote for or against each proposed action;
- k) A majority of the total number of Directors must vote thereby ensuring a quorum of the Board has voted;
- l) The ballot must be received within the voting period established on the ballot which shall not be less than twenty-four (24) hours and not more than three (3) days;
- m) Receipt of a ballot shall be acknowledged by an Officer, or designee;
- n) A ballot must be submitted by a Director;
- o) All ballots shall be made public to the Board for one (1) year following the vote; and,
- p) All ballots results shall be maintained with the corporate records.

6.8 Action Taken Without Notice of a Meeting. Any action taken or approved at any meeting of the Board, whether physical or virtual, however called and noticed or wherever held, shall be valid if a quorum was present at such meeting and if either before or after the meeting, the total number of Directors sign a written waiver of notice or a written consent to holding such meeting. All such waivers or consents shall be filed with the corporate records or made a part of the minutes of the meeting.

ARTICLE VII COMMITTEES OF THE BOARD:

7.1 Committees. The Board shall have the power to create, revoke or modify any committee deemed necessary in addition to the Governance Committees established in Section 7.3. Standing and Special Committees may be directed by the Board to carry out the day to day functions of OATA as defined in policies and procedures as adopted by the Board.

Each Committee shall have a Director assigned to oversee the actions of the Committee. The Board shall elect Committee Chairs who need not be Directors. Each committee shall have a minimum of three (3) members. Non-Board members may serve as Committee members at the approval of the Board.

All committees shall report to the Board as the Board may require. Should the Board delegate any of its powers to a committee, such committee shall keep contemporaneous minutes of such committee meetings, file such minutes with the corporate records and report all actions to the Board. The Board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws. Each Director must sit on a minimum of one (1) committee unless excused from such duty by a vote of the Board.

- 7.2 Notice of Committee Meetings. Committees shall provide a minimum twenty-four (24) hour notice to the committee members. If a committee member does not receive notice of a committee meeting, but attends the committee meeting, he/she shall be deemed to have received notice of the committee meeting. Notice of such committee meetings may be given verbally or via virtual transmission. Committees with board delegated powers shall provide notice of committee meetings in accordance with Section 6.2.
- 7.3 Governance Committee. The Governance Committee shall be a standing committee of OATA. A Director as determined by the Board shall serve as the Chair of the Governance Committee. The Committee shall include a minimum of three (3) members with a minimum of one (1) member being a member of the Board. Directors or Members who are seeking re-election or election shall not serve on the Board Governance Committee unless requested to do so by the Board. The Committee shall:
- a) Research candidates for Directors and Officers to ensure all requirements as defined by the policies and procedures as adopted by the Board are met prior to placement on a slate for submission to the Members for a vote;
 - b) Provide a slate of Directors and Officers to the Membership not less than seven (7) days but not more than sixty (60) days prior to the election;
 - c) Rotate the Board terms to allow for approximately one-third of the Board to be slated for election each year;
 - d) Review and recommend changes to the Board and Members concerning amendments to the Certificate of Incorporation and Bylaws;
 - e) Develop and provide orientation and training for all Directors that addresses a Director's responsibilities; the organization's purpose, history, methods of operation, and organization activities; and, information concerning day-to-day operations;
 - f) Propose, as appropriate, changes in board structure and operation;

- g) Provide ongoing counsel to the President and other Officers on enhancing board effectiveness;
- h) Take steps to recruit and prepare future Directors;
- i) Ensure the Conflict of Interest Policy set forth in Article IX is enforced; and,
- j) Have such other duties as determined by the Board.

7.4 Compensation. All Committee Chairs and Members shall serve without compensation. Committee Chairs and Members may be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties at the discretion of the Board. Reimbursement of expenses shall be reported to the Membership. Payments for services rendered are subject to Article IX which addresses Conflicts of Interest.

7.5 Advisory Council. The Board may provide for an Advisory Council consisting of providers and other individuals with extended service, contacts, and/or expertise to aid OATA or who work with in areas or fields deemed appropriate to further the mission of OATA. Councilmen/women shall be selected, and/or removed with or without cause, by a majority vote of a quorum of the Board. Such councilmen/women shall not have voting rights, be entitled to any other benefit provided to Directors, or be subject to term limitations or meeting requirements of Directors as set forth in these Bylaws. The Board may provide additional polices to establish duties or more levels of an Advisory Council.

ARTICLE VIII OFFICERS OF THE BOARD:

8.1 Officers. The Officers shall also be Directors as set forth in Section 5.1 and shall be elected by the Members of OATA. Officers shall be a President, a Vice-President, a Secretary, a Treasurer and a President-Elect or Immediate Past President. All Officers must be and remain in good standing with NATA, OATA, the Board of Certification, and the Oklahoma Board of Medical Licensure and Supervision for the duration of the term to continue to serve.

8.2 Term of Office. The President, Vice-President, Secretary, and Treasurer may serve for a three (3) year term or until the next succeeding election of Officers. The President-Elect may serve for a one (1) year term and the Immediate Past President may serve for a two (2) year term or until the next succeeding election of Officers. The same Director may hold various offices consecutively but may not hold the same office for two (2) consecutive terms. Upon resignation, removal or vacancy of an Officer, the respective successor shall serve the remainder of the term whereby a partial term shall not be considered as a term when determining consecutive terms.

8.3 Nominations. The Governance Committee shall prepare a slate of potential candidates for Officers in accordance with Section 5.4.

- 8.4 Elections. Officers shall be elected by the Members. Procedures for elections are set forth in Section 5.5.
- 8.5 President. The President, or designee, shall have the following duties:
- a) Act as the principal Officer and spokesperson of OATA, subject to the control of the Board;
 - b) Have general supervision and direction of the business and Officers of OATA;
 - c) Set the Board and Membership meeting agendas unless determined otherwise by the Board or Membership;
 - d) Preside at all meetings of the Board and Membership unless determined otherwise by the Board or Membership;
 - e) Sign the minutes of the meetings over which he/she presided;
 - f) Submit a complete report of the operations of OATA's affairs at Membership and Board meetings;
 - g) Report to the Board and Members all such matters coming to his/her attention and relating to the interest of the Board and Members;
 - h) Serves as an ex-officio non-voting member of each committee; and,
 - i) Have such other powers and duties as may be prescribed by the Board or these Bylaws.
- 8.6 Vice-President. The Vice-President shall have the following duties:
- a) In the absence or disability of the President, perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon the President;
 - b) Serve as the Legislative Committee Chair as set forth in policies of OATA;
 - c) Serves as parliamentarian of the Board;
 - d) Oversee elections; and,
 - e) Have such other powers and duties as may be prescribed by the Board or these Bylaws.
- 8.7 Secretary. The Secretary, or designee, shall have the following duties:
- a) Conducts the official correspondence of OATA including giving notice of all meetings of the Board and Membership, notification of committee appointments, and transactions between OATA and all other organizations;
 - b) Serve as custodian of all records, books, papers and documents belonging and pertaining to OATA including the maintain a record of the committee

chairs but with the exception of maintaining the financial records and, shall relinquish all such records to the Board as requested by the Board;

- c) Brings to each meeting a copy of these Bylaws, role of the Membership and a current edition of *Robert's Rules of Order*;
- d) Keep a book of minutes of all meetings of the Board and Membership with the time and place of holding, whether annual, regular or special, and, if special, how authorized, the notice given, the names of those present at the meetings, the number present or represented at meetings, the proceedings thereof and, verification of those present via virtual transmission;
- e) Sign the minutes of the meetings and ensure such minutes are available for approval at the following meeting of the Board or Membership;
- f) Exhibit at all reasonable times, upon the request of a Director or Member, these Bylaws, Board Book, and the minutes of the proceedings of the Board or Membership;
- g) Keep, or cause to be kept, at the principal office all documents required for public inspection by the Internal Revenue Service;
- h) Keep, or cause to be kept, a record of the names of Directors, Officers and Members with the addresses at which such individuals/entities are to receive notice; and,
- i) Have such other powers and duties as may be prescribed by the Board or these Bylaws.

8.8 Treasurer. The Treasurer, or designee, shall have the following duties:

- a) May transact business on behalf of OATA as directed by the Board and may not financially commit OATA without approval of the Board;
- b) Prepares and presents the annual budget to the Board for approval;
- c) Ensure Membership Dues are receive in accordance with NATA policies;
- d) Keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of OATA;
- e) Ensure the books of account are open to inspection by any Director or Member at all reasonable times;
- f) Ensure a financial statement is provided to the Membership each year at the Annual Meeting;
- g) Provide a report of OATA's financial affairs at meetings of the Board and/or when requested by a Director or Member;
- h) Ensure appropriate oversight and implementation of the financial policies and procedures; and,

- i) Have such other powers and duties as may be prescribed by the Board or these Bylaws.
- 8.9 President-Elect. An election for the office of President-Elect shall take place in the second year of the President's term of office allowing the President-Elect to hold office for (1) year prior to automatically moving into the office of President. The President-Elect shall have the following duties:
- a) Shadow and observe the President; and
 - b) Have such other powers and duties as may be prescribed by the Board or these Bylaws.
- 8.10 Immediate Past President. The Immediate Past President shall have the following duties:
- a) Serve as an advisor to the President for two (2) years immediately following his/her term as President. Such service shall not be subject to the term limits set forth in Section 5.6; and
 - b) Have such other powers and duties as may be prescribed by the Board or these Bylaws.
- 8.11 Removal and Resignation. Any Officer may be removed, either with or without cause, by a vote of a majority of the total number of Directors at any annual, regular or special meeting. Removal as an Officer shall also be a removal from the Board. A two-thirds (2/3) majority vote of a quorum of the Directors or a two-thirds (2/3) majority of the votes cast by the Membership may remove any Officer, with or without cause, at any time. An Officer removed by the Board may be reinstated by a two-thirds (3/4) majority of the votes cast by the Membership.
- Any Officer may resign at any time by giving verbal, written or verifiable virtual notice to the President or to the Secretary. Any resignation shall take effect upon receipt or at the time specified in the notice and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A verbal resignation shall be acknowledged by the President and recorded in the minutes.
- 8.12 Vacancies. A vacancy in the office of the President shall be filled by the Vice-President. In the event of a vacancy in any office other than that of the President, such vacancy may be filled temporarily by appointment by the Board until an election can take by the Membership to fill such vacancies.
- 8.13 Delegation of Duties. In case of the absence or disability of any Officer of OATA or for any other reason that the Board may deem sufficient, the Board may by a vote, delegate the powers or duties of such Officer to any other Officer, Director or Member with such power of delegation valid for the remainder of the term or until the next election.

ARTICLE IX CONFLICT OF INTEREST:

9.1 Purpose. The purpose of the conflict of interest policy is to protect the tax-exempt status of OATA when contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of OATA or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interests applicable to nonprofit corporations.

9.2 Definitions. *Interested Person:* any Director, Officer, or member of a committee with board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person. If a person is an interested person with respect to any entity in which OATA is a part or has a close connection with, he/she is an interested person.

Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment or family: (a) An ownership or investment interest in any entity with which OATA has a transaction or arrangement, (b) A compensation arrangement with OATA or with any entity or individual with which OATA has a transaction or arrangement or, (c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which OATA is negotiating a transaction or arrangement.

Compensation: Compensation includes direct and indirect remuneration as well as gifts or favors which are not insubstantial. A financial interest is not necessarily a conflict of interest. Under this article, a person who has a financial interest may have a conflict of interest if the board or applicable committee determines that a conflict of interest exists.

9.3 Procedures.

Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and members of committees with board delegated powers considering the proposed transaction or arrangement.

Determining Whether a Conflict of Interest Exists: After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board of Directors or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

Procedures for Addressing the Conflict of Interest: (a) An interested person may make a presentation at the Board of Directors or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(b) The President of the Board of Directors or Chairman of the committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. (c) After exercising due diligence, the Board of Directors or committee shall determine whether OATA can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. (d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors or committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in OATA's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

Violations of the Conflicts of Interest Policy: (a) If the Board of Directors or committee has reasonable cause to believe a Director or member has failed to disclose actual or possible conflicts of interest, it shall inform the Director or member of the basis for such belief and afford the Director or member an opportunity to explain the alleged failure to disclose. (b) If, after hearing the Director's or member's response and after making further investigation as warranted by the circumstances, the Board of Directors or committee determines the Director or member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

- 9.4 Record of Proceedings. The minutes of the Board of Directors and all committees with board delegated powers shall at a minimum contain: (a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board of Directors' or committee's decision as to whether a conflict of interest in fact existed. (b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.
- 9.5 Compensation. Board members shall serve without compensation for their service as a Director. However, should a Director ever receive compensation for services rendered, the following must be met: (a) A voting member of the Board of Directors who receives compensation, directly or indirectly, from OATA for services is precluded from voting on matters pertaining to that member's compensation. (b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from OATA for services is precluded from voting on matters pertaining to that member's compensation. (c) No voting member of the Board of Directors or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from OATA, either individually or

collectively, is prohibited from providing information to any committee regarding compensation.

- 9.6 Use of Outside Advisors. When conducting the annual reviews OATA may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring annual reviews are conducted.

ARTICLE X AMENDMENTS AND CONSTRUCTION:

- 10.1 Amendments to Bylaws. The Board may recommend changes to these Bylaws to the Membership. These Bylaws may be amended, altered, changed or repealed by the affirmative vote of a two-thirds (2/3) vote of a quorum of the Members at any meeting or by virtual ballot voting if notice of the proposed amendment, alteration, change or repeal was given at least ten (10) days prior to the meeting or vote at which the amendment is acted upon. In addition, such proposed alteration, amendment or revision may be further amended at the meeting upon the affirmative vote of two-thirds (2/3) vote of a quorum of the Members.

- 10.2 Construction and Terms.

- a) These Bylaws replace all prior bylaws. Therefore, if there is any conflict between the provisions of these Bylaws and any prior adopted bylaws these Bylaws shall govern. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding. All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1976 as amended from time to time, or to corresponding provisions of any future federal tax code.
- b) Should there be any conflict between the provisions of these Bylaws and any internal policies and procedures, the provisions of these Bylaws shall govern. However, internal policies and procedures approved by the Board may allow for additional or more stringent requirements to be placed on the Directors, Officers, Members and/or committee members.
- c) Should there be any conflict between the provisions of these Bylaws and the Certificate of Incorporation of OATA, the provision of the Certificate of Incorporation shall govern.

THESE BYLAWS OF OKLAHOMA ATHLETIC TRAINERS' ASSOCIATION ARE ADOPTED this _____ day of _____, 2015.

CJ Fedor, President

Leander Walker, Secretary