

CONSTITUTION OF THE ALAMO AREA ATHLETIC TRAINERS ASSOCIATION

ARTICLE I - NAME

The name of the organization shall be the Alamo Area Athletic Trainers Association.

ARTICLE II - PURPOSE

1. Purpose and Mission Statement

The Alamo Area Athletic Trainers Association is an educational, professional, and social non-profit organization dedicated to improving the communication, continuing education, and organization of the Greater San Antonio Athletic Training Community. The purposes include 1) promotion of educational and charitable opportunities for all high school and college student Athletic Trainers, 2) promotion, furtherance, improvement, and enhancement of the Athletic Training profession.

2. Objectives, Goals and Events

- a. Student Athletic Trainer workshop and other educational events
- b. Member communication
- c. Various social events
- d. Student scholarships
- e. Plaques, trophies and other methods of recognitions, honors, and awards
- f. Communicate employment opportunities and information
- g. Public service, cooperation with charities and support of Greater San Antonio's athletic community

3. Other Attributes

Notwithstanding the purposes set forth in sections 1 and 2, or any other provisions of these bylaws, AAATA shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under section 501(c)(6) of the code. By way of illustration and not limitation:

- a. No part of AAATA's net earnings shall incur the benefit of any private member or individual.
- b. AAATA shall not permit any practices which discriminate based on race, national origin, gender sexual orientation , or other basis prohibited of organizations describe in Code section 501(c)(6).

ARTICLE III - MEMBERSHIP

1. Classes of membership

a. Athletic Trainer

- i. Any Texas Licensed Athletic Trainer in good standing with the Texas Department of Licensing and Regulation and/or ATC in good standing with NATA-BOC.
- ii. Voting member

b. Associate

- i. Any person (Doctor, PT, Chiropractor, etc.) interested in advancement of the profession of Athletic Training.
- ii. Non-voting Member

c. Emeritus

- i. Any former Athletic Trainer or Associate Member that has been inducted into the Alamo Area Athletic Trainers' Association Hall of Fame.
 - ii. Non-voting Member
 - iii. Emeritus Athletic Trainers may still be active (voting) members if they choose by paying annual dues.
- d. Student
 - i. Any college level Athletic Training Student who is studying athletic training and is under the direct supervision of an Athletic Trainer member.
 - ii. Non-voting Member

ARTICLE IV - DUES

Dues will be thirty dollars (\$30.00) a year, which will include the annual clinic. High School Athletic Training Student Aides will be charged no fees or dues.

- 1. Dues will be paid upon application for membership at the annual workshop, and at subsequent workshops.
- 2. The amount of Membership dues will be proposed by the Executive Board, and ratified by a 2/3 vote of members at annual meeting
 - a. Athletic Trainer: Dues will thirty dollars (\$30.00) a year, which will include the annual clinic. Athletic Training Student Aides will be charged no fees or dues.
 - b. Associate Member: \$100.00
 - c. College Athletic Training Students: \$10.00
 - d. Member Emeritus: \$0

ARTICLE V - OFFICERS

- 1. Definition of Officers
 - a. There shall be a President, Vice President, Secretary, and Treasurer. These four members along with the immediate past President shall compose the Executive Board.
 - b. President: Any Athletic Trainer member in good standing with the Texas Dept of Health and/or NATA-BOC may serve as President for one (1) term immediately after serving as Vice President.
 - c. Vice President: Any Athletic Trainer member in good standing with the Texas Dept of Health and/or NATA-BOC who is elected by voting membership, serving this position for one (1) term prior to assuming the position of President.
 - d. Secretary: Any Athletic Trainer member in good standing with the Texas Dept of Health and/or NATA-BOC who is elected by voting membership.
 - e. Treasurer: Any Athletic Trainer member in good standing with the Texas Dept of Health and/or NATA-BOC who is elected by voting membership.
 - f. All Executive Board members shall be an Athletic Trainer employed in the Athletic Training profession.
 - g. In the event both the President and Vice President positions are vacated at the same time, the former President who is a member of the Executive Board assumes Presidential responsibilities.
- 2. Terms of Office
 - a. President: Term of office shall be two (2) years.
 - b. Vice President: Term of office shall be two (2) years.

- c. Secretary: Term of office shall be three (3) years. Secretary may be re-elected to no more than two (2) consecutive terms and must be elected by membership vote for each term. The current Secretary Term is to begin 2011.
 - d. Treasurer: Term of office shall be three (3) years. The Treasurer may be re-elected to no more than two (2) consecutive terms and must be elected by membership vote for each term. The current Treasurer Term is to begin 2010.
 - e. No individual may serve more than one (1) office at a time.
 - f. All terms begin/end at the Annual meeting.
3. All nominations of officers will come from the floor of the annual business meeting.
4. Duties of Officers
- a. President: Responsible for administration of AAATA and policies enforcement according to AAATA constitution. The President shall be present at all official meetings of AAATA. The President shall appoint new officer(s) in event of resignation, removal, or replacement of Executive Board members. Appointed officers shall be valid until the next annual meeting and voting can occur to replace officer elect.
 - b. Vice President: Responsible for assisting the President with presidential duties. In absence of the President, VP shall preside at meetings including duties and responsibilities.
 - c. Secretary: Responsible for maintaining AAATA records, recording meeting minutes, and assisting the President as necessary in overall operations of AAATA.
 - d. Treasurer: Responsible for financial records. This may include disposition of membership dues, payment of bills, scholarship disbursement, etc. In addition to submitting annual report summarizing AAATA financial
5. Removal of Executive Board Member(s)
- a. An active member may petition, in writing, to the Executive Board an outline of why an Executive Board member(s) should be removed from their position on the Executive Board including, but not limited to, gross negligence; not carrying out their duties as assigned by Article V, Section 4; chronic absences that interfere with the operation of the Association.
 - b. With the acceptance of the petition, Article VIII will be followed. At the conclusion of the task force investigation, the task force will make a recommendation to the Executive Board for a decision.
 - c. Should the investigated Executive Board member(s) disagree with the Executive Board's decision, the person(s) involved may appeal to the membership in a manner acceptable to both parties within thirty days (30 days) of the decision. The voting by the attendant membership to decide shall be a simple majority and final.

ARTICLE VI - VOTING

- 1. Only current "Athletic Trainer" members of the Alamo Area Athletic Trainers Association can vote. An affirmative majority vote of eligible voting members at a meeting shall constitute action by the Executive Board.
- 2. Voting Options
 - a. Show of Hands
 - b. Written Ballot
 - c. Electronic (Email, Survey Monkey, Electronic Polling, Etc.)

3. The Executive Board has the option to convene a Special Session for voting purposes (30 days advance notice will be given to the membership both electronically and in writing. The information that will be voted on will be included for active members to review ahead of time.)

ARTICLE VII - ANNUAL MEETING

The site, date, and time of AAATA Student Athletic Trainer Workshop shall be discussed at the annual business meeting. If further discussion/investigation is required for this event, the Executive Board shall determine and notify membership in a timely manner.

ARTICLE VIII - COMMITTEES/TASK FORCE

1. Committees, chairperson and its members shall be appointed by the Executive Board.
 - a. Terms of service shall be two (2) years
 - b. Committee terms, chairperson/members shall be evaluated by the Executive Board for continuance or dissolution.
 - c. Committee chairs/members may resign at any time with a letter of explanation.
2. A Task Force may be appointed by the Executive Board to assist in AAATA administrative policies. Task Force Terms will be determined by the Executive board.

ARTICLE IX- AMENDING THE CONSTITUTION

1. The AAATA Constitution shall become valid and binding upon approval of 2/3 voting members at/on the day of annual business meeting.
2. Changes/ Amendments to Constitution
 - a. The Constitution may be amended, altered, or supplemented first upon submission of changes to the Executive Board.
 - b. Upon receiving proposed changes, the Executive Board shall notify membership of such via letter, email, and/or fax.
 - c. Opportunity for discussion of proposed changes will be given to voting membership at the next annual business meeting.
 - d. Upon approval of 2/3 voting membership, the changes become part of AAATA Constitution.
 - e. Grammatical corrections to the Constitution may be made by unanimous consent of the Executive Board, effective immediately, and communicated to membership.

ARTICLE X - DISSOLUTION OF ASSOCIATION

- Upon dissolution of AAATA, all outstanding bills will be paid, and its remaining assets shall be distributed exclusively to one or more organizations which:
- a. is described in section 501(c)(3) of the Internal Revenue Code ("Code"), or the corresponding section of any future federal tax code, which organizations:
 - b. shall have favorable determinations from the Internal Revenue Service in effect that they are described in Code section 501(c)(3), and
 - c. shall be listed in Internal Revenue Service Publication 78 or any successor publication as organizations which are described in Code section 501(c)(3) to which contributions may be deductible under Code section 170.
 - d. no part of the net earnings thereof is permitted to inure to the benefit of any private member or individual.

- e. shall not permit any practices which discriminate based on race, national origin, gender, sexual orientation, or other basis prohibited of such organizations
- f. Any such asset not so disposed of shall be disposed of according to the terms of an order of the Court of Common Pleas of the county in which the principal office of AAATA is then located, which order shall specify that the assets shall be disposed of exclusively to organizations described in the preceding sentence, or for purposes permitted of organizations described in the preceding sentence.

ARTICLE XI- CONFLICT OF INTEREST POLICY

1. Purpose

The purpose of the conflict-of-interest policy is to protect Alamo Area Athletic Trainers' interest when it is contemplating entering a transaction or arrangement that might benefit the private interest of an officer or director of Alamo Area Athletic Trainers Association 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 interest applicable to nonprofit and charitable organizations.

2. Definitions

a. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

b. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- i. An ownership or investment interest in any entity with which Alamo Area Athletic Trainers Association has a transaction or arrangement,
 - ii. A compensation arrangement with Alamo Area Athletic Trainers Association or with any entity or individual with which Alamo Area Athletic Trainers Association has a transaction or arrangement, or
 - iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Alamo Area Athletic Trainers Association is negotiating a transaction or arrangement.
- Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

3. Procedures

a. 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 governing board delegated powers considering the proposed transaction or arrangement.

b. 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 governing board 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.

c. Procedures for Addressing the Conflict of Interest

- i. An interested person may make a presentation at the governing board 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.
- ii. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- iii. After exercising due diligence, the governing board or committee shall determine whether Alamo Area Athletic Trainers Association 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.
- iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in Alamo Area Athletic Trainers Association'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 the transaction

d. Violations of the Conflicts of Interest Policy

- i. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- ii. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

4. Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall 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 governing boards 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.

XII. Compensation

1. A voting member of the governing board who receives compensation, directly or indirectly, from Alamo Area Athletic Trainers Association for services is precluded from voting on matters pertaining to that member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from Alamo Area Athletic Trainers Association for services is precluded from voting on matters pertaining to that member's compensation.
3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from Alamo Area Athletic Trainers Association, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

XIII. Annual Statements

Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

1. Has received a copy of the conflicts of interest policy,
2. Has read and understands the policy,
3. Has agreed to comply with the policy, and
4. Understands Alamo Area Athletic Trainers Association is charitable and to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

XIV. Periodic Reviews

To ensure Alamo Area Athletic Trainers Association operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensatory arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.

XV. Use of Outside Experts

1. Whether partnerships, joint ventures, and arrangements with management organizations conform to Alamo Area Athletic Trainers Association's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in immurement, impermissible private benefit or in an excess benefit transaction.
2. When conducting the periodic reviews as provided for in section VII, Alamo Area Athletic Trainers Association may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.
 - a. Articles: I, II, V, IX, X approved by Executive Board and by 2/3 membership vote on 11/24/10 in accordance with IRS guidelines

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