

BYLAWS
OF
NORTHWEST ATHLETIC TRAINERS' ASSOCIATION- DISTRICT 10

ARTICLE 1 NAME AND OFFICES

1.1 Name. The name of this nonprofit Corporation is NORTHWEST ATHLETIC TRAINERS' ASSOCIATION- DISTRICT 10 ("Corporation").

1.2 Offices. The principal office of the Corporation shall be at 103 E. Indiana Ave. Suite A Spokane, WA 99207. The Corporation may also have offices at such other places as the Board of Directors may from time to time appoint or the purpose of the Corporation may require.

ARTICLE 2. MEMBERS

2.1 Membership. Application, qualification and eligibility for membership, conditions and obligations of membership, classes of membership are governed by the Bylaws of the National Athletic Trainers' Association, Inc. (NATA).

2.2 Voting Rights of Members. All Certified and Certified Retired Members in good standing shall be entitled to vote in any matter submitted to the Membership for Vote.

2.3 Member Meetings.

(1) Annual Meetings. The annual meetings of the Members shall be held each year in conjunction with the annual meetings of the Board of Directors. Written or electronic notice of the meeting shall be given to the Members thirty (30) days prior to the annual meetings. Notice shall be given in a manner to be determined by the Board of Directors. The purpose of the annual meeting is to conduct business that may be brought before the Members by the Board of Directors.

(2) Quorum. Twenty Five members of the Corporation entitled to vote represented in person, shall constitute a quorum at a meeting of the Members. If less than a quorum of the members entitled to vote is present at a meeting, a majority of the Members so represented may adjourn the meeting from time to time without further notice.

(3) Manner of Acting. The vote of the majority of the votes cast by mail electronically and by the Members voting in persona at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the Members, unless a greater percentage is required by applicable Washington law, the Articles of Incorporation or these Bylaws.

2.4 Membership Dues.

(1) The annual dues for membership in the Northwest Athletic Trainers' Association is seventy (\$70.00) dollars for all Certified membership categories as well as Associate memberships; and ten (\$10.00) for all student membership categories.

Certified and Associate membership breakdown of dues allocation:

- A. Five dollars (\$5.00) of each Certified and Associate membership fee will be designated toward the NATA Foundation.
- B. Twenty-five (\$25.00) of each Certified and Associate membership fee will be paid to the respective state association of the Member.
- C. Five dollars (\$5.00) of each Certified and Associate membership fee will support NWATA Governmental Affairs for state association legislative needs.
- D. Thirty-five (\$35.00) dollars of each Certified and Associate membership fee will be allocated to NWATA.

Student membership breakdown of dues allocation:

- A. Ten dollars (\$10.00) dollars of each Student Membership fee will be allocated to NWATA

(2) The amount of the annual dues may be changed by a majority vote of the voting Members casting votes in favor of a resolution proposing a change to the dues.

ARTICLE 3. BOARD OF DIRECTORS

3.1 Powers. The business and affairs of the Corporation shall be managed by a Board of Directors.

3.2 Number. There shall be nine (9) Directors of this Corporation. The Board of Directors shall consist of officers and directors as specified in Section 3.3 below.

3.3 Election, Term of Office, and Qualifications.

(1) Four of the Directors shall be the President, Past President, Secretary, and Treasurer of the Corporation. These Officers of the Corporation shall serve as Board Members for a term of office as set forth in Article 4 below.

(2) The President of each State Association of Athletic Trainers (Alaska, Idaho, Montana, Oregon, and Washington) shall serve as a member of the Board of Directors. Each state President shall serve a Board Member for a term that is determined by each respective State Association.

3.4 Board of Director Meetings. The Board of Directors shall hold two annual meeting for the purpose of transacting such business as may properly come before the meeting. The annual

meetings shall occur just prior to the Annual Business Meeting and Clinical Symposium of the Corporation and the second in concurrence with the meeting of the National Athletic Trainers' Association.

3.5 Other Board Meetings. The Board of Directors may hold special meetings, without notice, at their discretion, at the registered office of the Corporation or at such other place or places as they may designate from time to time. Special meetings of the Directors may be called at any time by the President or Secretary or by two (2) Directors.

The Directors may participate in a meeting of Directors by means of a conference telephone or similar communications equipment by means of which all persons participating can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

3.5 Notices of Board Meetings. Notices of annual and of regular meetings shall be provided to Board Members no less than thirty (30) days prior to the meeting. Such notices may be given by posting the same in the United States mail, by first class mail, or by private carrier with tracking capability, with postage prepaid, at the address that appears on the books and records of this Corporation, or such other address as shall have been specified by the Directors in a written request filed with the Secretary of this Corporation, or by transmitting the same electronically by facsimile or email transmission to an email address or phone number provided by the Director for such purposes.

3.7 Waiver of Notice. A waiver of any notice required to be given, filed by the person or persons entitled to such notice, whether before or after the time stated therein for the meeting shall be the equivalent to the giving of such notice.

3.8 Quorum. A majority of the entire Board of Directors shall constitute a quorum for the transaction of business. However, when filling vacancies occurring in the Board of Directors, a majority of the existing Directors shall constitute a quorum. If, at any meeting, there is less than a quorum present, a majority of those present may adjourn the meeting from time to time without further notice to an absent Director.

3.9 Manner of Acting. The act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by these Bylaws.

3.10 Voting. Each member of the Board of Directors shall possess one vote in matters coming before the Board. All voting at meetings of the Board of Directors shall be by each member, in person, and voting by proxy shall not be allowed.

3.11 Action Without Meeting. Any action which may be taken at a meeting of the Directors

may be taken without a meeting if consent, in writing, setting forth the action so taken, is signed by all the Directors entitled to vote thereon. Such consent shall have the same force and effect as a unanimous vote and may be stated as such in any Articles or document filed with the Secretary of State.

3.12 Vacancies. Any vacancy occurring on the Board of Directors by reason of death, resignation, or removal of a Director who is also a President of a State Association shall be filled according to the terms of the governing instruments of the State Association. Any other vacancy shall be filled in accordance with Article 4.8.

ARTICLE 4. OFFICERS

4.1 Number and Offices. The Corporation shall have four officers; President, Immediate Past-President, Secretary and Treasurer.

4.2 President. The President of the Corporation shall supervise all activities of the Corporation; represent the interests of the Corporation on the NATA Board of Directors; execute all deeds, bonds, contracts, and other obligations, on behalf of the Corporation, with the Secretary, in the name of the Corporation; preside at all meetings of the Board of Directors and General Membership; and perform such other duties usually inherent in such office, except that such duties may be delegated as the President of the Corporation sees fit to so delegate.

4.3 Past President. The Past-President of the Corporation shall act for the President in his absence and perform such other acts and duties as the President may from time to time direct. The Past-President shall serve as the chairperson for the Nominating Committee.

4.4 Secretary. The Secretary of the Corporation shall have the duty to keep all records of the Board of Directors and of the Corporation, and to perform such other acts as the President may direct; shall sign, in the name of the Corporation, with the President, (or in the President's absence, with the Past-President), all deeds, bonds, contracts and other obligations on behalf of the Corporation; shall attend and keep the minutes of all the meetings of the Board of Directors of the Corporation; shall attend and keep minutes of all the meetings of the General Membership; and shall keep a record containing the names of all persons who are Directors of the Corporation, showing their places of residence, and such books shall be opened for inspection as prescribed by law.

4.5 Treasurer. The Treasurer shall receive and be accountable for all funds belonging to the Corporation, pay all obligations incurred by the Corporation when payment is authorized, maintain bank accounts in depositories designated by the Board of Directors, and render periodic financial reports. The Treasurer will also chair the investment committee of the Corporation.

4.6 Nomination and Election of Officers.

(1) The Board of Directors of the NWATA, as established in Articles 3.3.1 and 3.3.2, shall constitute the Nominating Committee. The Nominating Committee shall be chaired by the Past President of the Corporation. If a currently seated director is an eligible candidate, they shall choose a proxy to replace them on the Nominating Committee. The proxy should be in good standing with the Board of Certification (BOC); members of and in good standing with both the National Athletic Trainers' Association and Northwest Athletic Trainers' Association; have a National Provider Identification (NPI) Number.

(2) The Nominating Committee shall present to the Membership, a maximum of three (3) names for each office. These nominees will be from the membership of the Northwest Athletic Trainers' Association. All nominees must maintain certification with and be in good standing with the Board of Certification (BOC); members of and in good standing with both the National Athletic Trainers' Association and Northwest Athletic Trainers' Association; have a National Provider Identification (NPI) Number. Additionally, nominees must have demonstrated prior leadership experience at the local, state, district, or national athletic trainers' associations.

(3) The names of the nominees shall be presented on a ballot for popular vote of the voting members of the Corporation. The ballots shall be mailed or transmitted electronically to each voting member to his/her address of record at least (4) weeks prior to the meeting when the election will be held. The ballot must be returned to the Secretary and recorded within one week prior to that meeting.

(4) Persons elected to office, whether at the annual meeting or at any other time, or to fill any vacancies, shall hold office until their respective successors are elected and qualified.

4.7 Term of Office; Vote of Confidence; Term Limitation of Officers.

(1) - The President shall serve a three-year term which shall commence immediately following the expiration of previous President's term. If an officer determines to seek reelection for an additional two-year term, the Board of Directors will seek a vote of confidence which shall be conducted within five months of the expiration of the officers first term of office. The vote of confidence shall be conducted in the same manner as the election of Officers as set forth in Article 4.6 above. If a majority of the Members casting ballots affirm the officer, his or her term of office shall be extended two years from the expiration of the first tem. If an officer does not receive an affirmative vote of confidence, then an election for the Office shall be held at the time and in the manner set forth in Article 4.6 above.

(2) An individual shall not serve as President for more than two (2) consecutive terms

No President completing two (2) consecutive terms as the President shall be eligible to hold office as the President again until two (2) complete fiscal years of the Corporation after the date of retirement from Board service have passed. However, a President who served a partial term upon a vacancy occurring in the office of such President's predecessor may serve two (2) full terms in addition to the partial term.

(3) The immediate Past-President shall remain in that position until the current President is no longer serving in the capacity of President. At the completion of the term of President, the President shall become the immediate Past President.

(4) The term of office for the Secretary and the Treasurer shall be two (2) two year terms commencing immediately following election. No Secretary or Treasurer completing two (2) full two-year terms in their respective office shall be eligible to hold that office again until two (2) complete fiscal years of the Corporation after retirement from the office have passed, provided that the Secretary or Treasurer who served a partial term upon a vacancy occurring in the office of such officer's predecessor may serve two (2) full terms in addition to the partial term.

4.8 Vacancies. If any office becomes vacant, the remaining members of the Board of Directors shall by majority vote of the remaining Board select an interim officer to fill the vacancy. The interim officer shall serve in that capacity until the next annual meeting of the membership where an election for the office can be held providing for sufficient time to transmit and collect ballots in accordance with Article 4.6 above. The officer so elected by the membership to fill the vacancy shall serve for the remaining term of the vacated office.

4.9 Removal of Officer.

(1) Any officer of the Corporation may be removed from office on the following grounds: embezzlement, malfeasance in office, and actions contrary to or in violation of these Bylaws.

(2) Before impeachment proceeding can be instituted, a brief containing the charges shall be prepared setting forth the basis for the removal and presented by an officer of the Corporation to the Board of Directors at a business meeting. The aforementioned brief must then be adopted by the majority vote of the Board of Directors prior to the final presentation of the charges to the membership. A removal proceeding of any officer shall require a vote of two-thirds (2/3) of the voting membership casting ballots in the proceeding.

ARTICLE 5. AGENTS AND REPRESENTATIVES

The Board of Directors may appoint such agents and representatives of the Corporation with such powers and to perform such acts or duties on behalf of the Corporation as the Board of

Directors may see fit, so far as may be consistent with these Bylaws, to the extent authorized or permitted by law.

ARTICLE 6. CONTRACTS

The Board of Directors, except as in the Articles of Incorporation and these Bylaws otherwise provided, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the Corporation, and such authority may be general or confined to the specific instance; and unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or to any amount.

ARTICLE 7. ADVISORY COMMITTEES AND WORK GROUPS

The Board of Directors may appoint from their number, or from such other persons as the Board may see fit, one or more Advisory Committees or Work Groups and, at any time, may appoint additional members thereto. Such Advisory Committees or Work Groups shall advise with, and aid, the officers of the Corporation in all matters designated by the Board of Directors. Each such Committee or Work Group may, subject to the approval of the Board of Directors, prescribe rules and regulations for the call and conduct of the meetings of the Committee or Work Group and other matters relating to its procedure.

ARTICLE 8. FISCAL YEAR

The fiscal year of the Corporation shall be April 1- March 31 as is selected for Federal Income Tax purposes.

ARTICLE 9. PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No Director, officer, or employee of, or member of, a Committee of or person connected with this Corporation, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operation of the Corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effect in any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. All Directors of the Corporation shall be deemed to have expressly consented and agreed that, upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation then remaining, after all debts have been satisfied, shall be distributed, transferred, conveyed, delivered, and paid over in such amounts as the Board of Directors may determine, or as may be

determined by a court of competent jurisdiction upon allocation of the Board of Directors, exclusively to charitable, religious, scientific, literary, or educational organizations and in accordance with the Articles of Incorporation.

ARTICLE 10. INVESTMENTS

Except as is otherwise provided in the Articles of Incorporation, the Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investment which a Trustee is or may hereafter be permitted by law to make, or any similar restriction.

ARTICLE 11. INDEMNIFICATION

11.1 Grant of Indemnification. Each person who was or is made a party or is threatened to be made a party to or is involved (including, without limitation, as a witness) in any threatened, pending, or completed action, suit or proceeding, whether formal or informal, civil, criminal, administrative or investigative (hereinafter a “proceeding”), by reason of the fact that he or she is or was a director or officer of the Corporation or who, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of this or another Corporation or of a partnership, joint venture, trust, other enterprise, or employee benefit plan, whether the basis of such proceeding is alleged action in an official capacity as a director or officer or in any capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent permitted by applicable law, as then in effect, against all expense, liability and loss (including attorneys’ fees, costs, judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be director or officer and shall inure to the benefit of his or her heir, executors and administrators.

11.2 Advancement of Expenses. The right to indemnification conferred by the Articles and by this section shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition, except where the Board of Directors shall have adopted a resolution expressly disapproving such advancement of expenses.

11.3 Right to Enforce Indemnification. If a claim for indemnification is not paid in full by the Corporation within 60 days after a written claim has been received by the Corporation, or if a claim for expenses incurred in defending a proceeding in advance of its final disposition authorized under Section 11.2 is not paid within 20 days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, to the extent successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim.

11.4 Nonexclusivity. The right to indemnification and the payment of expenses incurred in defending proceeding in advance of its final disposition conferred in this section shall be valid to the extent consistent with Washington law.

11.5 Indemnification of Employees and Agents. The Corporation may, by action of its Board of Directors from time to time, provide indemnification and pay expenses in advance of the final disposition of a proceeding to employees and agents of the agents of the Corporation on the same terms and with the same scope and effect as the provisions of this section with respect to the indemnification and advancement of expenses of directors and officers of the Corporation or pursuant to rights granted pursuant to, or provided by Washington law or on such other terms as the Board may deem proper.

11.6 Insurance and Other Security. The Corporation may maintain insurance, at its expense, to protect itself and any individual who is or was a director, officer, employee or agent of the Corporation or another Corporation, partnership, joint venture, trust or other enterprise against any liability asserted against or incurred by the individual in that capacity or arising from his or her status as an officer, director, agent, or employee, whether or not the Corporation would have the power to indemnify such person against the same liability under Washington Business Corporation Act. The Corporation may enter into contracts with any director or officer of the Corporation in furtherance of the provisions of this section and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this section.

11.7 Amendment or Modification. This section may be altered at any time as provided in these Bylaws, but no such amendment shall have the effect of diminishing the rights of any person who is or was an officer or directors or director as to any acts or omissions prior to the effective date of such amendment.

11.8 Effect of Section. The rights conferred by this section shall be deemed to be contract rights between the Corporation and each person who is or was a director or officer. The Corporation expressly intends each such person to rely on the rights conferred hereby in performing his or her respective duties on behalf of the Corporation.

ARTICLE 12. AMENDMENTS

These Bylaws and the Articles of Incorporation can be amended at any regular or special meeting of the membership by a majority vote of the voting Membership casting ballots pertaining to the amendment. Or via an electronic ballot to all eligible NWATA voting members, to be held no later than 2 weeks following the NWATA Annual meeting. Amendments so adopted shall take effect immediately.

These Bylaws shall not conflict with the Bylaws of the NATA. In the event of a conflict, the NATA Bylaws will take precedence and the District Bylaws will be amended accordingly.

ARTICLE 13. EXEMPT ACTIVITIES

Notwithstanding any other provision of these Bylaws, no Director, officer, employee or representative of this Corporation shall take any action or carry on any activity, by or on behalf of the Corporation, not permitted to be taken or carried on, without penalty, by an organization exempt from taxation, or by an organization whose contributions are deductible under federal income tax laws as they now exist, or as they should hereafter be amended.

The foregoing Bylaws were adopted by a vote of the voting members of the Corporation at a meeting of the Members of the Corporation duly called and held on the 27th day of April 2024

Director	<small>Signed by:</small> <u>Kasee Hildenbrand</u> <small>BD1B3938A93D498</small>	Date <u>9/10/2024</u>
Past Director	<small>Signed by:</small> <u>Tony Fitzpatrick</u> <small>A51CFFC59B11460...</small>	Date <u>9/9/2024</u>
Treasurer	<small>Signed by:</small> <u>Garth Babcock</u> <small>3EA98C8B3F6D4B5...</small>	Date <u>9/5/2024</u>

Alaska President	<small>DocuSigned by:</small> <u>Carolyn Black</u> <small>E0CB2656195649A...</small>	Date <u>9/17/2024</u>
Idaho President	<small>Signed by:</small> <u>Jess Kerns</u> <small>15AA2F393D5649A...</small>	Date <u>9/9/2024</u>
Montana President	<small>Signed by:</small> <u>Riley Ungaretti</u> <small>27E9FBEDA42D4FD...</small>	Date <u>9/5/2024</u>
Oregon President	<small>Signed by:</small> <u>[Signature]</u> <small>50A9E3C0C1FA4F9...</small>	Date <u>9/5/2024</u>
Washington President	<small>Signed by:</small> <u>Ciara Ashworth</u> <small>6B6419D8A72A495...</small>	Date <u>9/9/2024</u>

