

**BY-LAWS  
DELAWARE ATHLETIC TRAINERS ASSOCIATION**

**ARTICLE I  
NAME**

- Section 1: Name. The name of this organization shall be the Delaware Athletic Trainers Association (“DATA”).
- Section 2: The DATA will follow the Non-Profit Laws of the State of Delaware.

**ARTICLE II  
PURPOSE**

- Section 1: This organization has been created and shall be operated solely for exempt purposes under 501(c)(6) of the Internal Revenue Code of 1986, including but not limited to the purposes set for in the following Sections of this Article II.
- Section 2: To ensure the quality of healthcare for the physically active in the state of Delaware.
- Section 3: To advance the profession of Athletic Training through education and research.
- Section 4: To provide quality continuing education for the membership
- Section 5: To safeguard and advance the interest of its membership.
- A. Presenting the profession's viewpoints, concerns, and other important information to the media, appropriate legislative, administrative, regulatory and private sector bodies.
  - B. Develop a working relationship with appropriate government and private sector entities.

**ARTICLE III  
Members**

- Section 1: Classes of Members. The Corporation shall have the following classes of members. No individual or individual representative of an entity shall be eligible for more than one class of membership at the same time. The classes of membership shall be
- A. Certified Member;
  - B. Certified Retired Member;
  - C. Advisory Member; and
  - D. Honorary Member.

- Section 2: Delaware Residents. Anyone who is a member in good standing of the NATA and list the State of Delaware as their mailing address shall be a member of the DATA.
- Section 3: Non-Delaware Residents. Anyone who is a member in good standing of the NATA but is outside of the State of Delaware may apply to the Executive Council for membership. The cost of such membership will be the same as in-State members in their membership category.
- Section 4: Advisory Members. Advisory Members must be recommended by a certified or retired certified member and approved by the Executive Council. Dues will be the same as Certified Members.
- Section 5: Honorary Membership. Honorary memberships must be recommended by a certified or retired certified member and approved by the Executive Council (and Honors and Awards Committee if we add this as a standing committee). There will be no dues for members in this category.
- Section 6: Voting Rights:
- A. Certified Members shall have the right to one (1) vote on any matter coming before the Members.
  - B. Certified Retired Members shall have the right to one (1) vote on any matter coming before the Members.
  - C. No other class of Members shall be entitled to vote on matters coming before the Members.
- Section 7: Annual Meeting. There shall be one (1) regular membership meeting annually, in the month of December.
- A. The December meeting shall be the Annual Business Meeting, which may or may not include a Continuing Education Program.
  - B. Additional meetings will be held at the National Athletic Trainers Association annual Conference and the Eastern Athletic Trainers Association annual conference at the discretion of the Executive Committee.
- Section 8: Adjunct Meetings. Adjunct meetings will be held as deemed necessary by the Executive Council.
- Section 9: Communications with Members. Information of importance to the profession and membership, including voting on items important to the Association can be communicated to the membership and voted on in manners described in the Policies and Procedures Manual.

- Section 10: Notice of Meetings. Whenever members are entitled to take any action at a meeting, notice of such meeting shall be given that shall state the place, if any, date and hour of the meeting, the means of remote communications, if any, by which members and proxy holders may be deemed to be present in person and vote at such meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called.
- A. Annual Meetings. Notice of each such meeting shall be given to each member of the corporation entitled to vote at the meeting in writing not less than ten (10) nor more than sixty (60) days before the date of the meeting. If mailed, such written notice shall be deemed to be given when deposited in the United States mail, postage prepaid, directed to the member at its address as it appears on the records of the corporation.
  - B. Special Meetings. Notice of each such meeting shall be given to each member of the corporation entitled to vote at the meeting either (i) in person, (ii) by telephone or telecopy, or (iii) in writing, at least forty-eight (48) hours (in the case of notice in person, by telephone or telecopy) or five (5) days (in the case of notice by mail) before the time at which the meeting is to be held.
- Section 11: Quorum. Except as otherwise provided by law, the certificate of incorporation or these by-laws, at each meeting of members the presence in person or by proxy of a majority of members entitled to vote at the meeting shall be necessary and sufficient to constitute a quorum. In the absence of a quorum, the members so present may, by majority vote, adjourn the meeting from time to time until a quorum shall attend.
- Section 12: Voting; Proxies. Each member of the corporation entitled to vote at any meeting of such members shall be entitled to one (1) vote with respect to each matter subject to a vote of the members.
- A. Voting at meetings of members of the corporation entitled to vote need not be by written ballot.
  - B. Executive Council Members shall be elected at any meeting of the members of the corporation entitled to vote called for that purpose, or at the annual meeting. At all meetings of members of the corporation entitled to vote, all questions submitted to vote by the members shall, unless otherwise provided by law, the certificate of incorporation or these by-laws, be decided by the unanimous vote of the members of the corporation, in person or by proxy, and entitled to vote at such meeting.
  - C. Each member entitled to vote at a meeting of the members or to express consent or dissent to corporate action in writing without a meeting may authorize another person or persons to act for such member by proxy, but

no such proxy shall be voted or acted upon after three (3) years from its date, unless the proxy provides for a longer period.

Section 13: Action by Consent of Members. Unless otherwise restricted by the certificate of incorporation, any action required or permitted to be taken at any annual or special meeting of the members may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members having a right to vote thereon were present and voted and shall be delivered (by hand or by certified or registered mail, return receipt requested) to the corporation by delivery to its registered office in the State of Delaware, its principal place of business, or an officer or agent of the corporation having custody of the book in which minutes of proceedings of meetings of members are recorded. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those members who have not consented in writing.

#### **ARTICLE IV EXECUTIVE COUNCIL**

Section 1: Members. President, Vice President/President Elect, Secretary, Treasurer and Past President shall serve as members of the Executive Council during their term of office for the Delaware Athletic Trainers Association.

Section 2: Governing Body. The Executive Council shall be the governing body of the Association.

Section 3: Liaisons. The Executive Council shall recommend and/or approve Certified Athletic Trainers to serve as liaisons or board members for outside organizations. This will be done at the request of the outside organization.

Section 4: Term. Each member of the Executive Council shall hold office until his or her successor is elected and qualified or until his or her earlier death, resignation, disqualification, or removal. Any Council Member may resign at any time upon written notice to the corporation.

Section 5: Meetings.

- A. Regular Meetings. Regular meetings of the Executive Council may be held at such places within or without the State of Delaware and at such times as the Executive Council may from time to time determine, and if so determined notices thereof need not be given.
- B. Special Meetings. Special meetings of the Executive Council may be held at any time or place within or without the State of Delaware whenever called by the President, any Vice President, or the Secretary upon the request of two (2) or more members of the Executive Council stating the

purposes of such meeting. Notice of a special meeting of the Executive Council stating the time, place and purpose of such meeting shall be given by the person or persons calling the meeting to each member of the Executive Council at least twenty-four (24) hours before the special meeting.

- Section 6: Telephonic Meetings Permitted. Members of the Executive Council, or any committee designated by the Executive Council, may participate in a meeting thereof by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this by-law shall constitute presence in person at such meeting.
- Section 7: Quorum; Vote Required for Action. At all meetings of the Executive Council all members of the Executive Council shall constitute a quorum for the transaction of business. Except in cases in which the certificate of incorporation, these by-laws or applicable law otherwise provides, all actions and decisions of the Executive Council shall be made by majority vote of the Executive Council.
- Section 8: Organization. Meetings of the Executive Council shall be presided over by the President or in his absence by the Vice President/President-Elect, or in his absence by the Past President. The Secretary shall act as secretary of the meeting, but in his absence the person presiding over the meeting may appoint any person to act as secretary of the meeting.
- Section 9: Informal Action by Executive Council. Unless otherwise restricted by the certificate of incorporation or these by-laws, any action required or permitted to be taken at any meeting of the Executive Council, or of any committee thereof, may be taken without a meeting if all members of the Executive Council or such committee, as the case may be, consent thereto in writing or by electronic transmission or transmissions, and the writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings of the Executive Council or committee.
- Section 10: Delegation of Authority. The Executive Council may from time to time delegate the powers or duties of any officer to any other officers or agents, notwithstanding any other provision of these by-laws.

## **ARTICLE V OFFICERS**

- Section 1: President. Elected as Vice President/President-Elect by majority of the popular vote of the membership.
- A. Shall begin at the conclusion of annual Business Meeting two (2) years following their election as Vice President/President-Elect.

- B. May serve one (1) two (2) year term.
- C. If the president cannot finish his/her term, for whatever reason, the Vice President/President-Elect will finish the term. The new officer will complete that term of office and his/her regular elected term.

Section 2: Vice President/President-Elect. Elected by a majority of the popular vote of the Certified and Retired Certified membership. The nominating Committee submits the slate of nominees to the Executive Council prior to the presentation to the membership for a vote.

- A. Elected for a two (2) year term. At the conclusion of the term of Vice President/President-Elect, he/she assumes the office of President.
- B. If the President is unable to complete his/her term, for whatever reason, the Vice President/President-Elect will assume the Office of President. The Vice President/President-Elect will then complete that term of office and his/her regular elected term.
- C. If the Vice President/President-Elect must assume the Office of President an election for a new Vice President/President-Elect will be held at the next business meeting of the Association, and that individual will serve as Vice President/President until the next regular election cycle for the position.

Section 3: Treasurer. Elected by a majority of the popular vote of the Certified and Retired Certified membership. The Nominating Committee submits a slate of nominees to the Executive Council prior to presentation to the membership for a vote.

- A. Elected for four (4) year term and may not run for re-election.
- B. If the Treasurer cannot complete their term of office for whatever reason, the Executive Council shall appoint a replacement from the Certified or Retired Certified membership to complete the term.

Section 4: Secretary/Parliamentarian. Elected by a majority of the popular vote of the Certified and Retired Certified membership. The Nominating Committee submits a slate of nominees to the Executive Council prior to presentation to the membership for a vote.

- A. Elected for four (4) year term and may not serve more than one term.
- B. If the Secretary/Parliamentarian cannot complete their term of office for whatever reason, the Executive Council shall appoint a replacement from the Certified or Retired Certified membership to complete the term.

- Section 5: Past-President. Assumes this position at the conclusion of his/her term of office as President.
- A. Two (2) years and only one (1) concurrent term. He/She may not be re-nominated by the Executive Council to an elected office for a minimum of two (2) years upon completion of his/her term of office.

## **ARTICLE VI STANDING COMMITTEES**

- Section 1: Standing Committees. The Delaware Athletic Trainers Association shall have the following standing committees: Financial, Public Relations, Nominations, Professional Education and Governmental Affairs, Secondary Schools, Ethics and Honors/Awards.
- Section 2: Committee Functions. Functions are defined in the Policies and Procedures Manual of the Delaware Athletic Trainers Association.
- Section 3: Chairperson. Chairperson shall be appointed by the President and approved by the Executive Council, and shall serve a term of one year which can be renewed at the discretion of the President.
- A. Committee members will be chosen by the Chair and will serve a term of one year and renewed at the discretion of the Chair.
- Section 4: Special Committees. Special needs, ad hoc committees and work groups can be formed by the president with the approval of the Executive Council.
- A. These committees shall have both a defined goal and time line. At the conclusion of their tenure they will give a written report and if requested a verbal report to all members of the Executive Council.
- B. Procedures for acceptance or rejection of these groups work shall be outlined in the policies and procedures manual.
- C. Chairperson of these Special Needs, Ad Hoc or Work groups shall be appointed by the President with the approval of the Executive Council. Their length of term shall be the time set by the Executive Council to complete their work.
- D. Members to these groups shall be selected by the Chair and serve the length of time set by the executive council to complete their work.

## **ARTICLE VII AMENDMENTS**

- Section 1: Substantive Changes. These by-laws may be altered, amended, supplemented, or repealed after any such changes, approved by the Executive Council, are

submitted to the general membership. Any changes must be approved by at least two-thirds (2/3) of the total certified members present at the DATA Business meeting.

Section 2: Technical Changes. Technical corrections to the by-laws may be made by a unanimous vote of the Executive Council. If the by-laws are altered, amended or supplemented in this manner, the changes shall not become effective until 30 days after the Membership has been advised of the changes.

## **ARTICLE VIII INDEMNIFICATION**

Section 1: Right to Indemnification. The corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person who was or is made or is threatened to be made a party or is otherwise involved in any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (a “proceeding”) by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a member of the Executive Council, officer, or member of the corporation (an “indemnitee”), against all liability and loss suffered and expenses (including attorneys’ fees) reasonably incurred by such indemnitee. The corporation shall be required to indemnify an indemnitee in connection with a proceeding (or part thereof) initiated by such indemnitee only if the initiation of such proceeding (or part thereof) by the indemnitee was authorized by the Executive Council of the corporation.

Section 2: Advancement of Expenses. The corporation shall pay the expenses (including attorneys’ fees) incurred by an indemnitee in defending any proceeding referred to in this Article VIII Section 1 in advance of its final disposition; *provided, however,* that the payment of expenses incurred by an indemnitee in advance of the final disposition of such proceeding shall be made only upon receipt of an undertaking by the indemnitee to repay all amounts advanced if it should ultimately be determined that the indemnitee is not entitled to be indemnified under this Article VIII or otherwise.

Section 3: Claims. If a claim for indemnification or advancement of expenses under this Article VIII is not paid in full within sixty (60) days after a written claim therefor by the indemnitee has been received by the corporation, the indemnitee may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim. In any such action the corporation shall have the burden of proving that the indemnitee was not entitled to the requested indemnification or advancement of expenses.

Section 4: Non-Exclusivity of Rights. The rights conferred on any person by this Article VIII shall not be exclusive of any other rights which such person may have or hereafter acquire under any statute, provision of the certificate of incorporation,



these by-laws, agreement, vote of member or disinterested Executive Council Member or otherwise.

Section 5: Other Indemnification. The corporation's obligation, if any, to indemnify shall be reduced by any amount such person may collect as indemnification from such other corporation, partnership, joint venture, trust, enterprise or non-profit entity.

Section 6: Amendment or Repeal. Any repeal or modification of the foregoing provisions of this Article XII shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

## **ARTICLE IX MISCELLANEOUS**

Section 1: Offices. The principal office of the corporation shall be at such location as may be designated from time to time by a resolution of the Executive Council.

Section 2: Fiscal Year. The corporation's first fiscal year shall commence as of the date of filing of the Certificate of Incorporation and shall end on the last day of December of such year. Thereafter, the fiscal year of the corporation shall begin on the first day of January and shall end on the last day of December of each calendar year.

Section 3: Seal. The corporate seal shall be in such form as may be approved from time to time by the Executive Council and shall have inscribed thereon the name of the corporation, the year of its incorporation, and the words "Incorporated Delaware."

Section 4: Books and Records. Except as otherwise required by the laws of the State of Delaware, the books, records and accounts of the corporation may be kept within or without the State of Delaware at such place or places as may from time to time be designated by a resolution of the Executive Council.

Section 5: Waiver of Notice of Meetings of Members, Executive Council and Committees. Any written waiver of notice, signed by the person entitled to notice, or a waiver by electronic transmission by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the members, Executive Council or members of a committee need be specified in any written waiver of notice or any waiver by electronic transmission.

**ARTICLE X**  
**EFFECTIVE DATE**

Section 1: Effective Date. These Bylaws shall take effect immediately.

ADOPTED, this \_\_\_\_\_ day of \_\_\_\_\_, 2015.