

SECOND AMENDED AND RESTATED BYLAWS

OF THE

COMMISSION ON ACCREDITATION OF ATHLETIC TRAINING EDUCATION

ARTICLE I

NAME, PURPOSES, AND OFFICES

Section 1.1 Name. As established by its Articles of Incorporation, the name of this Corporation is The Commission on Accreditation of Athletic Training Education (herein designated as the “Corporation”).

Section 1.2 Purposes. As set forth in its Articles of Incorporation, the Corporation is organized exclusively for charitable, educational and scientific purposes, including, for such purposes as: (1) the review and assessment of educational programs in the field of athletic training which have applied for accreditation; (2) the formulation and periodic review of requirements and guidelines for accreditation of educational programs in athletic training designed to foster excellence in educational training; and (3) to have and exercise all rights and powers conferred on non-profit corporations under the laws of Texas, or which may hereafter be conferred,; provided, however, that the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers which are not in furtherance of its primary purposes. Notwithstanding any of these provisions, the Corporation shall not engage, participate or intervene in or carry on, or conduct any activity or transaction which is proscribed for organizations exempt from taxation under section 501(c)(3) of the Code and the regulations thereunder, as they now exist or as they may hereafter be amended, or for organizations, contributions to which are deductible under section 170(c)(2) of the Code and regulations. Furthermore, the Corporation shall not engage, participate or intervene in, or carry on, or conduct any activity or transaction which would result in the loss of Corporation’s tax-exempt status as provided for in sections 501(c)(3) and 501 (a) of the Code, and the use, directly or indirectly, of any part of the Corporation’s assets in connection with any such activity or transaction is hereby expressly prohibited.

Section 1.3 Organization. The Corporation shall operate as a Texas nonprofit organization.

Section 1.4 Offices. The Corporation may have, in addition to its registered office, offices at such places, both within and without the State of Texas, as the Board of Commissioners may from time to time determine or as the activities of the Corporation may require.

ARTICLE II

MEMBERSHIP

Section 2.1 Members. The Corporation has no members.

ARTICLE III

BOARD OF COMMISSIONERS

Section 3.1 General Powers. The activities, property, and affairs of the Corporation shall be managed by, or under the direction of, a Board of Commissioners (“Board” or “Commissioners”). No commissioner need be a resident of Texas. The Board shall exercise all such powers and do all such lawful acts and things as are permitted by statute or by the Articles of Incorporation or by these Bylaws.

Section 3.2 Role and Duties. In addition to exercising its general powers as provided in Section 3.1, the Board (Commission) shall fulfill the duties of care, loyalty, and obedience. In fulfilling these duties, the Board (Commission) shall constitute the final accreditation authority of the Corporation. The Board shall be responsible for all accreditation actions. The Board also shall formulate, review, and from time to time revise as appropriate, those educational standards used to evaluate programs of athletic training education.

Section 3.3 Number. The Board of Commissioners shall consist of not less than seven (7) commissioners as shall be designated by the Board from time to time. The commissioners shall be chosen as provided in Section 3.4 of these Bylaws and in accordance with the Policy and Procedure Manual (“Manual”) of the Corporation.

Section 3.4 Appointment/Election and Term of Office. The composition of the Board is authorized to be: not less than four (4) Board of Certification, Inc., (“BOC”) certified athletic trainers, one (1) physician, (1) one public member and one (1) institution administrator, but the exact number of board members shall be determined by the Board from time-to-time. The Board shall set forth procedures for selecting Board members in the Policies and Procedures Manual. At all times, the majority of the Board must contain a majority of Board of Certification, Inc., (“BOC”) certified athletic trainers. Commissioners shall hold office until the third succeeding annual meeting of the Board of the Corporation after their appointment and until their death, incapacity, retirement, removal from office, or the appointment and qualification of their successor. A person appointed to fill a vacancy on the Board shall hold office for the unexpired term of his or her predecessor. No commissioner may serve for more than two full terms unless fulfilling the term of President unless an exception is made. Any exceptions must be approved by the majority vote of the Board; provided, however, that the completion of an unexpired term of another commissioner shall not constitute a full term for purposes of the two-term limit on a commissioner’s tenure.

Section 3.5 Declaration of Vacancy. The Board may declare vacant the office of a commissioner (i) if he or she is declared of unsound mind by an order of a court, or finally convicted of a felony; or (ii) if within sixty (60) days after notice of his or her selection he or she does not accept the office either in writing or by attending a meeting of the Board.

Section 3.6 Vacancies. A vacancy occurring in the Board caused by the death, incapacity, retirement, or removal of a commissioner shall be filled in the same manner in which such commissioner was chosen.

Section 3.7 Meetings. The Board may provide by resolution the time and place, either within or without the State of Texas, for regular meetings of the Board without notice other than such resolution.

Section 3.8 Notice of Special Meetings. Notice of any special meeting of the Board shall be given at least fifteen (15) days before such special meeting by oral or written notice delivered personally or sent by mail or email to each commissioner at his or her address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. If notice is given by email, such notice shall be deemed to be delivered when the email is sent, provided

that its receipt is confirmed. The attendance of a commissioner at any meeting shall constitute a waiver of notice of such meeting, except where a commissioner attends a meeting for the express purpose of objecting 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 Board need be specified in the notice of such meeting, unless specifically required by the law or by these bylaws.

Section 3.9 No Proxies. Commissioners may not vote by proxy.

Section 3.10 Quorum and Manner of Acting. At all meetings of the Board, the presence of at least a majority of the commissioners in office shall be necessary and sufficient to constitute a quorum for the transaction of business except as otherwise provided by statute or the Articles of Incorporation. The act of a majority of the commissioners present at a meeting at which a quorum is present shall be the act of the Board unless the act of a greater number is required by statute, the Articles of Incorporation, or these Bylaws, in which case the act of such greater number shall be required to constitute the act of the Board. If a quorum is not present at any meeting of commissioners, the commissioners present may adjourn the meeting from time to time until a quorum shall be present. Any such adjourned meeting may be reconvened when a quorum of commissioners is obtained, and any business may be transacted which might have been transacted at the meeting as originally convened.

Section 3.11 Action without a Meeting. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if approved in writing, including email, by all members of the Board. . Any action so approved shall be recorded in the minutes of the next regular Board meeting.

Section 3.12 Conduct of Meetings. As determined by the Board from time-to-time, all meetings shall be governed by the *American Institute of Parliamentarians Standard Code of Parliamentary Procedure* as such rules may be revised from time to time, insofar as such rules are not inconsistent or in conflict with these Bylaws, or with the Articles of Incorporation of this Corporation.

Section 3.13 Telephone or Electronic Meetings. Commissioners may participate in and hold a meeting of the Board by means of conference telephone or similar communications equipment, or another suitable electronic communications system, including videoconferencing technology or the Internet, or any combination, if the telephone or other equipment or system permits each person participating in the meeting to communicate with all other persons participating in the meeting , and participation in a meeting pursuant to this section shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

Section 3.14 Procedure and Records. The Board shall keep regular minutes of its proceedings. The minutes shall be maintained as official records of the Corporation.

Section 3.15 Resignation. Any commissioner may resign by giving written notice to the Secretary/Treasurer.

Section 3.16 Removal. Any commissioner may be removed from office, with or without cause, by the persons entitled to elect, designate, or appoint the commissioner. If the commissioner was elected to office, removal requires an affirmative vote equal to the vote necessary to elect the commissioner.

Section 3.17 No Compensation. Commissioners shall serve without compensation; except by majority vote of the Commission.

Section 3.18. Contracts and Transactions Involving Interested Commissioners and Officers. With any contracts or transactions involving interested commissioners and officers the interested commissioner is expected to disclose the material facts as to the relationship or interest, an impartial group of commissioners would gather any relevant comparable information, and the transaction would only be approved if a majority of the disinterested commissioners believe the contract or transaction is fair to the corporation, with the decision recorded contemporaneously.

Section 3.19 General Standards for Commissioners. A commissioner shall discharge the commissioner's duties, including duties as a committee member, in good faith, with ordinary care, and in a manner the commissioner reasonably believes to be in the best interest of the corporation.

Section 3.20 Emergency Meetings. The President, or any three Commissioners, may call an emergency meeting on two days' notice in the event of any issue warranting the immediate attention of the Board.

Section 3.21. Emergency Powers. In an emergency such that a quorum of the commissioners cannot readily be assembled because of some catastrophic event, the Board of Commissioners may modify the lines of succession to accommodate the incapacity of any commissioner, officer, employee, or agent and may relocate the principal office, designate alternative principal offices or regional offices, or authorize the officers to do so. An emergency exists for purposes of this Section if a local, state, or national government or governmental entity declares a disaster or state of emergency affecting the Corporation or declares a state of war. In anticipation of, during, or in the aftermath of an emergency, the officers and commissioners may take or authorize any action they deem necessary or advisable to protect lives and property. A decision or action made in good faith under emergency conditions may not be used to impose liability on an officer, commissioner, employee, or agent of the Commission. In case of emergency, the Board may convene an emergency meeting for the purpose of dealing with the emergency after making a diligent attempt to notify each commissioner by any practical method.

ARTICLE IV OFFICERS

Section 4.1 General Officers. The authorized elected officers shall be a President, Vice President/President Elect, Secretary/Treasurer, and may include an appointed Executive Director and may include such other officers and assistant officers as the Board may from time to time deem necessary or desirable to appoint.

Section 4.2 Appointment and Term of Office. Officers shall be elected by the Commissioners and shall serve for terms in accordance with the Policies and Procedures Manual and thereafter until their successors are qualified. Officers shall be elected from among the persons then serving on the Board, and they shall hold office only so long as they continue to serve as commissioners. No person shall hold more than one office at the same time; provided, however, that one person may concurrently hold the offices of Secretary/Treasurer.

Section 4.3 President. The President shall have the following powers and duties:

- (a) to preside at meetings of the Board;
- (b) to act in all matters as the President of the Corporation;
- (c) to execute for and in the name of the Corporation such written instruments and documents as may be necessary or desirable;

(d) to oversee implementation of all decisions of the Board of Commissioners; chair the Board of Commissioners and Executive Committee meetings; act as the Board's representative in overseeing the Executive Director; and,

(e) to do and perform generally all such duties to the office of President or as may be required by the Board.

Section 4.4: Vice President/President Elect. The Vice President/President Elect shall assume such powers and duties as may be delegated from time to time by the Board or the President.

Section 4.5: Secretary/Treasurer: The powers and duties of the Secretary/Treasurer shall be as follows:

(a) to oversee a process for keeping full and complete records of the meetings of the Commissioners and the various committees;

(b) to oversee a process to give or cause to be given all notices that may be necessary or proper; in case of failure for any reason of the Secretary/Treasurer to give any such notice, then such notice may be given by the President or by any persons authorized by the President;

(c) to conduct official correspondence of the Corporation;

(d) to join the President or Vice President/President Elect in the execution and delivery of deeds, contracts, and other instruments, and to affix the corporate seal where appropriate;

(e) to oversee a process to keep and preserve the minute book and all other books and records of the Corporation and the corporate seal;

(f) to oversee a process for the collection and custody of all monies and shall, under the supervision of the Board, make disbursements and have charge of all financial affairs of the Corporation; and

(g) to do and perform generally all duties as pertain to the office of Secretary/Treasurer or as may be required by the Commission or the President.

Section 4.6 Executive Director. The Board may upon majority vote appoint and employ an Executive Director, who shall direct and execute all decisions of the Board of Commissioners, shall handle all day-to-day matters and duties for the operation of the Corporation, and shall be an *ex officio*, non-voting member of the Board of Commissioners. The foregoing duties shall include, but not be limited to, the hiring and discharge of employees; to fill such positions as the Board may from time to time authorize; the execution of contracts or other instruments on behalf of the Corporation as the Board may authorize; and the signing of checks, drafts or other orders for payment of money provided that the Board may, by resolution, provide that such checks, drafts or other orders for payment above such amount as may be specified in the resolution shall require the countersignature of one or more specified officers of the Corporation.

Section 4.7 Resignations. Any officer may resign by giving written notice to the President or the Secretary/Treasurer.

Section 4.8 Removal. Any officer elected or appointed by the Board may be removed by the Board whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4.9 Vacancies. A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term.

Section 4.10 Fidelity Bonds. If required by the Board, the Secretary/Treasurer and any other officers, agents and employees designated by the Board shall give a bond for the faithful discharge of his or her duties in such sum or with such sureties as the Board shall determine.

ARTICLE V COUNCILS AND COMMITTEES

Section 5.1 Councils. The Board of Commissioners may establish councils as deemed necessary or desirable to carry out the mission of the Corporation. The composition, role, authority, and rules of each council shall be as determined by the Board of Commissioners.

Section 5.2 Standing Committees. The Board of Commissioners may designate and appoint one or more standing committees. Each standing committee shall to the extent provided in said resolution have and exercise the authority of the Board in the management of the Corporation, except that no such committee shall have the authority of the Board in reference to: amending, altering, or repealing the Articles of Incorporation or Bylaws; electing, appointing or removing any member of any committee or any Commissioner or officer of the Corporation; adopting a plan of merger, dissolution, consolidation, or approving the sale, exchange, mortgage, or distribution of all or substantially all of the property and assets of the Corporation; revoking proceedings for dissolution; or amending, altering or repealing any resolution of the Board of Commissioners which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual commissioner of any responsibility imposed thereon by law.

Section 5.3 Other Committees. The President may designate or appoint two or more persons who may, but need not be, commissioners to constitute a committee or committees for any purpose; provided that any such committee or committees shall have and may exercise only the power of recommending action to the Board and of carrying out and implementing any instructions or any policies, plans, and programs theretofore approved, authorized, and adopted by the Board.

Section 5.4 Executive Committee. The Board of Commissioners may, by resolution adopted by a majority of the whole Board, constitute an Executive Committee with such powers and responsibilities as the Board determines. The Executive Committee, if authorized, shall include the current elected officers. Any action duly taken by the Executive Committee within the course and scope of its authority shall be binding upon the Corporation and be reported periodically to the Board. The Board of Commissioners by the vote of a majority of its members, may abolish the Executive Committee at any time, and during the course of the committee's existence, the membership thereof may be increased and the authority and duties of the Committee changed as the Board of Commissioners deems appropriate.

ARTICLE VI
DISSOLUTION

Section 6.1 Pledge and Distribution of Assets. The Corporation does hereby pledge all of its assets for use solely in performing the Corporation's educational, scientific, and charitable functions. In the event the Corporation is dissolved, the assets of the Corporation shall be applied first to pay all liabilities and obligations of the Corporation and any remaining assets shall be transferred to and become the property of an organization that is qualified as a charitable organization under Section 501(c)(3) of the Code or any applicable successor statute.

ARTICLE VII
MISCELLANEOUS

Section 7.1 Fiscal Year. The fiscal year of the Corporation shall be July 1 until June 30.

Section 7.2 Contracts. The Board may authorize any officer or officers, agent or agents, 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 specific instances.

Section 7.3 Loans. No loans shall be entered into on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances. The corporation may not make a loan to a commissioner.

Section 7.4 Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation with such banks, trust companies and other depositories as the Board may select.

Section 7.5 Indemnifications.

(a) Policy of Indemnification and Advancement of Expenses. The Corporation shall, to the extent required by the Texas Non-Profit Corporation Act, and may, to the extent permitted, indemnify and advance reasonable incurred expenses to any commissioner or officer of the Corporation against judgments, penalties (including excise and similar taxes), fines, settlements, and reasonable expenses (including court costs and attorneys' fees) actually incurred by any such person who was, is, or is threatened to be made a named defendant or respondent in a proceeding because the person is or was a commissioner or officer.

(b) Rights Not Exclusive. The rights of commissioners or officers set forth in this section shall not be exclusive of any other right which commissioners or officers may have or hereafter acquire relating to the subject matter hereof.

(c) Certain Definitions and Broad Scope of "Commissioner" and "Officer".

(i) Commissioner. As used in this section, the term "commissioner" shall mean any person who is or was a Commissioner of the Corporation and any person who is or was a Commissioner of the Corporation, is or was serving at the request of the Corporation as a commissioner, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of the Corporation or of another foreign or domestic corporation, trust, employee benefit plan, or other enterprise.

(ii) Officer. As used in this Section, the term “officer” shall mean any person who is or was an officer of the Corporation and any person who is or was an officer of the Corporation, is or was serving at the request of the Corporation as a commissioner, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of the Corporation or of another foreign or domestic corporation, trust, employee benefit plan, or other enterprise.

(iii) Proceeding. As used in this Section, the term “proceeding” means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitrative, or investigative, any appeal in such an action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding.

(d) Insurance. The Corporation shall purchase insurance to fund the aforementioned indemnification provisions.

Section 7.6 Waiver of Notice. Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 7.7 Dividends. No dividends shall be paid and no part of the income of the Corporation shall be distributed to its commissioners or officers.

Section 7.8 Books and Records. The Corporation shall keep correct and complete books and records of accounts.

Section 7.9 Construction. If any portion of these Bylaws shall be invalid or inoperative, then, so far as reasonable, and possible:

- (a) the remainder of these Bylaws shall be considered valid and operative; and
- (b) effect shall be given to the intent manifested by the portion held invalid or inoperative.

ARTICLE VIII AMENDMENTS

Section 8.1 Amendments. These Bylaws may be altered, amended, or repealed, or new Bylaws may be adopted, by a two-thirds vote of the commissioners present at the Board meeting at which a quorum is present.

Adopted this 24th day of February 2022 by a two-thirds or unanimous approval of the Board of Commissioners of the Commission on Accreditation of Athletic Training Education.