FOURTH AMENDED AND RESTATED BYLAWS

OF THE

COMMISSION ON ACCREDITATION OF ATHLETIC TRAINING EDUCATION

ARTICLE I – NAME, PURPOSES, AND OFFICES

Section 1.1 – Name. The name of this Corporation is The Commission on Accreditation of Athletic Training Education (herein designated as the "Corporation" or "CAATE").

Section 1.2 – Purposes. the Corporation is organized exclusively for charitable, educational and scientific purposes, within the meaning of section 501(c) (3) of the Internal Revenue Code (herein designated as "the Code"), as amended. Its purposes include:

reviewing and assessing athletic training education programs that apply for accreditation;

establishing, maintaining, and periodically reviewing accreditation standards requirements, and related guidelines;

promoting quality and continuous improvement; and exercising lawful powers consistent with these purposes.

Section 1.3 – Restrictions. No net earnings shall inure to the benefit of, or be distributable to, any private person, except that the Corporation may pay reasonable compensation for services rendered and make payments in furtherance of its exempt purposes. The Corporation shall not engage, participate or intervene in any political campaign on behalf or in opposition to a candidate for public office. No substantial part of its activities shall consist of carrying on propaganda or otherwise attempting to influence legislation, except to the extent permitted by the Code. The Corporation shall not conduct any activity that would be inconsistent with its status as an organization described in section 501(c) (3) of the Code.

Section 1.4 – Organization and Offices. The Corporation shall operate as a Texas nonprofit organization.
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 – No Statutory Members. The Corporation shall have no members with voting or other statutory membership rights. Any use of the term "member" in a program, council, committee, or other noncorporate context does not create membership rights in the Corporation.

ARTICLE III – BOARD OF COMMISSIONERS

Section 3.1 – Authority and Fiduciary Responsibility. The activities, property, and affairs of the Corporation shall be managed by, or under the direction of the Board of Commissioners ("Board" or "Commissioners"). 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 shall fulfill the duties of care, loyalty, and obedience. In fulfilling these duties, the Board 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. Each Commissioner shall discharge their duties in good faith, with ordinary care, and in a manner the Commissioner reasonably believes to be in the best interest of the Corporation, consistent with the duties of care, loyalty, and obedience.

Section 3.3 – Number, Composition, and Competency. The Board of Commissioners shall consist of not less than seven (7) commissioners. The exact number shall be established by Board resolution, provided that the Board maintains the following perspectives: at least (4) Board of Certification, Inc. ("BOC")-certified athletic trainers; at least one (1) physician; at least one (1) public member; and at least one (1) institutional administrator. A majority of the Commissioners in office shall be BOC-certified athletic trainers. The Board shall periodically assess whether its composition provides the competencies, perspectives, and independence needed to fulfill CAATE's mission and accreditation responsibilities.

Section 3.4 – Selection and Qualification. Commissioners shall be elected or appointed in the manner established by the Board in a written governance policy subject to these Bylaws and any applicable accreditation requirements. The policy shall address eligibility, recruitment, nominations, vetting, conflicts of interest, appointment or election, orientation, and succession. Each Commissioner shall sign an acceptance, conflict-of-interest disclosure, confidentiality commitment, and any other governance acknowledgement required by Board policy.

Section 3.5 – Terms and Term Limits. Unless the Board establishes a different commencement date in policy, a Commissioner shall hold office until the third succeeding fall meeting of the Board of the Corporation following selection and until a successor is selected and qualified, or until the Commissioner's earlier death, incapacity, retirement, or removal from office. No commissioner may serve for more than two (2) consecutive full terms. Service of an unexpired term does not constitute a full term. The Board may approve a limited exception by the affirmative vote of two-thirds (2/3) of the disinterested Commissioners then in office when necessary to complete service as President, preserve accreditation expertise, or address an extraordinary succession need. The minutes shall state the basis and duration of the exception.

Section 3.6 – Resignation, Removal and Vacancy. A Commissioner may resign by written notice to the President or Secretary. A Commissioner may be removed, with or without cause, by the person or body authorized by law to select that Commissioner. Any removal shall follow applicable law and provide fair notice and an opportunity to be heard when required by Board policy. A vacancy shall be filled by an Executive Committee-approved Presidential appointment. A successor filling a vacancy serves the remainder of the term.

Section 3.7 – Declaration of Vacancy. The Board may declare a position vacant if a court of competent jurisdiction determines incapacity or a final felony conviction result, or if within sixty (60) days after notice of their selection they do not accept the office either in writing or by attending a meeting of the Board. The Board may adopt objective attendance and participation expectations and may address persistent nonperformance through the removal process.

Section 3.8 – Meetings. The Board shall hold at least (1) meeting each fiscal year and may establish additional regular meetings by resolution or an annual calendar. A resolution establishing the time and place of regular meetings constitutes notice of those meetings. Meetings may be held in person or by electronic means as provided below.

Section 3.9 – Notice of Special Meetings. The President or any three (3) Commissioners may call a special meeting. Notice of any special meeting of the Board shall be delivered to each Commissioner by personal delivery, mail, email or other electronic transmission at least seventy- two (72) hours before the meeting. The notice shall state the date, time, method or place, of the meeting. A commissioner's attendance at a 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 3.10 – Emergency Meetings. The President, or any three (3) Commissioners may call an emergency meeting when an urgent matter requires Board action before ordinary notice can reasonably be given. Notice shall be provided as early as practicable by any reliable method and shall identify the emergency. The minutes shall document the circumstances, notice efforts, attendance and action taken.

Section 3.11 – Remote Participation. The Board may meet by phone, video conference, or another communications system through which each participating Commissioner can simultaneously communicate with all participants. Participation through such a system constitutes presence in person. The Corporation shall use reasonable procedures to verify participants, protect confidentiality, and preserve accurate record of actions.

Section 3.12 – Quorum and Voting. A majority of the Commissioners in office shall constitute a quorum. Unless law, or these Bylaws require a greater vote, an action is approved by a majority of the Commissioners present at a meeting at which a quorum is present. Commissioners may not vote by proxy. A Commissioner who is present but recused because of a conflict of interest is counted for quorum to the extent permitted by law but shall not vote on the matter. If a quorum is not present, those present may adjourn and reconvene after appropriate notice.

Section 3.13 – Action without a Meeting. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting only by unanimous, written consent of all commissioners then in office. Electronic signatures and consents are permitted. The consent shall describe the action, be filed with the corporate records, and be reported in the minutes of the next board meeting.

Section 3.14 – Conduct and Records of Meetings. The President shall preside, or another Commissioner selected by the Board shall preside in the President's absence. The Board may adopt rules of procedure and may use the *American Institute of Parliamentarians Standard Code of Parliamentary Procedure* as a guide when not inconsistent with law, these Bylaws or Board policy. The Corporation shall maintain accurate minutes documenting decisions, votes when recorded, and recusals.

Section 3.15 – Compensation and Reimbursement. Commissioners shall serve without compensation, except as authorized by majority vote. The Corporation may reimburse reasonable and necessary expenses incurred in service to the Corporation under a Board-approved policy.

Section 3.16 – Conflicts of Interest. Each Commissioner and officer shall disclose actual, potential, and perceived conflicts of interest and shall comply with a Board-approved conflict of-interest policy. A person with a conflict shall not participate in deliberation or voting except to provide requested information and shall leave the meeting when the matter is discussed and decided, unless the disinterested decision makers determine otherwise for a limited purpose. A transaction involving an interested person may be approved only by disinterested Commissioners who determine, after reasonable inquiry and consideration of available alternatives or comparability information, that the transaction is fair, reasonable, and in the Corporation's best interests. The disclosure, recusal, information reviewed, and decision shall be documented contemporaneously.

Section 3.18 – Confidentiality and Code of Conduct. Commissioners shall protect confidential and privileged information, act in the Corporation's interests, support lawful Board decisions, comply with the Corporation's code of conduct and other governance policies. This section does not prohibit lawful reporting of misconduct, cooperation with regulators or other legally protected activity.

Section 3.19 – Emergency Powers. In an emergency such that a quorum of the commissioners cannot readily be assembled because of some catastrophic event, the Board may exercise emergency powers permitted by law, including modifying lines of succession, relocating the principal office, and taking actions reasonably necessary to protect persons,

property, records and continuity of operations. The Board shall make diligent efforts to notify all Commissioners, limit action to matters necessary to address the emergency, document decisions, and review emergency actions when ordinary governance resumes. Good faith actions taken under this section receive the protections provided by applicable law.

ARTICLE IV – OFFICERS

Section 4.1 – Officers. The elected officers of the Corporation shall be a President, a Vice President/President-Elect, and a Secretary-Treasurer. The Board may establish other officer or assistant officer positions consistent with law. The Executive Director is an appointed management position and is not an elected officer unless the Board expressly designates otherwise in a manner consistent with law and contract.

Section 4.2 – Election, Terms and Qualifications. The Board shall elect officers from among the Commissioners according to a Board-approved governance policy. Officers shall serve for the terms stated in the policy and until their successors are elected and qualified, provided that an elected officer must remain a Commissioner. No person shall hold more than one elected office at the same time except that the combined office of Secretary-Treasurer is one office.

Section 4.3 – President. The President shall preside at Board and Executive Committee meetings; promote effective governance and Board engagement; coordinate with the Executive Director on Board work; oversee implementation of Board decisions at the governance level; serve as the Board's principal representative; execute instruments authorized by the Board; and perform other duties assigned by the Board. The President shall not independently direct staff other than through authority expressly delegated by the Board or through the Executive Director.

Section 4.4 – Vice President/President-elect. The Vice President/President-Elect shall perform duties assigned by the Board or President and shall exercise the President's duties when the President is absent, unable to act, or the office is vacant, subject to Board policy.

Section 4.5 – Secretary-Treasurer. The Secretary-Treasurer shall oversee processes for accurate minutes, notices, corporate records, and required governance filings; oversee the integrity of financial reporting, safeguarding of assets, and Board financial oversight; and perform other duties assigned by the Board. Operational recordkeeping and financial administration may be carried out by staff or agents under appropriate controls.

Section 4.6 – Executive Director. The Board may appoint and employ an Executive Director on terms it approves. The Executive Director is the chief staff executive and shall administer the corporation's affairs, implement board policy and strategy, manage staff and operations, and exercise authority delegated by the Board. The Executive Director shall report to the Board through the President or other designated Board process and may attend Board meetings as an ex officio, nonvoting participant, except during executive sessions or when the Board determines otherwise. The Executive Director may execute contracts, disburse funds, and take other actions only within Board-approved delegations, policies, budgets and authorization limits.

Section 4.7 – Resignation, Removal, and Vacancies. An elected Officer may resign by giving written notice to the President or the Secretary-Treasurer. The Board may remove an elected or appointed Officer whenever it determines removal is in the Corporation's best interests, subject to law and any contract rights. The Board may fill a vacancy for the remainder of the term and may appoint an interim officer. A vacancy in the presidency shall be addressed under the succession provisions in Board Policy.

Section 4.8 – Bonds and Insurance. The Board may require officers, employees or agents who handle funds or property to be bonded and may maintain insurance in amounts and forms the Board considers appropriate.

ARTICLE V – COUNCILS AND COMMITTEES

Section 5.1 – Standing Committees. The Board may designate and appoint one or more standing committee by resolution. The Board remains accountable for delegated authority and may modify or dissolve any committee. Each standing committee shall operate under a Board-approved charter stating its purpose, membership, authority, reporting relationship and term limits. Committees shall have and may exercise only the power of recommending action to the Board and of carrying out and implementing any instruction or any policies, plans, and programs theretofore approved, authorized, and adopted by the Board.

Section 5.2 – Limits on Committee Authority. No committee may amend the Articles of Incorporation or Bylaws; elect, appoint, or remove a Commissioner or elected officer; fill a Board vacancy; approve a merger, conversion, dissolution or disposition of all or substantially all assets; adopt or revoke a plan of dissolution; alter a Board resolution that by its terms may not be altered by a committee; or exercise any other power reserved to the Board by law, Articles of Incorporation or these Bylaws.

Section 5.3 – Executive Committee. The Board may establish an Executive Committee by resolution adopted by a majority of commissioners in office. It shall include the elected officers and any additional Commissioners specified by Board resolution. Its authority shall be defined in a charter, limited to matters requiring action between Board meetings and exercised within the limits of Section 5.2. The Executive Committee shall promptly report all actions to the Board. It shall not supplant the Board's responsibility for strategy, oversight, accreditation decision or executive evaluation.

Section 5.4 – Councils, Task Forces, and Working Groups. The Board or within delegated authority, the President, may establish councils, task forces, working groups or advisory committees as deemed necessary or desirable to carry out the mission of the Corporation. These bodies may include persons who are not Commissioners and are advisory only unless the Board expressly and lawfully delegates implementation authority. Their composition, charge, duration, leadership, reporting and resources shall be determined by the Board and stated in a written charter or charge. They may not exercise Board authority.

Section 5.5 – Committee Procedures. Unless otherwise stated in these Bylaws or committee charter, committee meetings may be held electronically, a majority of appointed voting members constitutes a quorum, and action requires a majority of those present when a quorum exists. Committees shall maintain records appropriate to their delegated responsibilities and report to the Board. Conflict-of-Interest, confidentiality, and conduct requirements apply to committee, council, task forces and working group participants.

ARTICLE VI – FINANCIAL AND CORPORATE ADMINISTRATION

Section 6.1 – Fiscal Year. The fiscal year of the Corporation shall begin July 1 and end June 30 unless changed by Board resolution.

Section 6.2 – Contracts. The Board may authorize any Officer, employee, or agent to enter into any contract or execute any instruments on behalf of the Corporation. Authority may be general or limited and shall be exercised within Board-approved policies and authorization levels.

Section 6.3 – Loans. No loans or evidence of indebtedness shall be entered into or issued in the Corporations name unless authorized by the Board. The Corporation may not make a loan to a Commissioner or Officer.

Section 6.4 – 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. The Board shall adopt appropriate financial controls addressing authorization, custody, disbursement, reconciliation, investments, reserves, and financial reporting.

Section 6.5 – Books and Records. The Corporation shall maintain correct and complete books, accounting records, minutes, governing documents, and other records required by law. Records shall be retained, protected, and made available in accordance with applicable law and Board-approved policies including policies governing record retention, confidentiality, privacy, cybersecurity, and legal holds.

Section 6.6 – Required Governance Policies. The Board shall maintain and periodically review policies appropriate to the Corporation's activities and risks, which may include conflicts of interest, whistleblower protection, document retention and destruction, code of conduct, antitrust compliance, financial controls, investment and reserves, expense reimbursement, confidentiality and privacy, cybersecurity, accreditation decision integrity, Board and committee charters, executive evaluation. Policies supplement but do not override these Bylaws.

ARTICLE VII – INDEMNIFICATION AND INSURANCE

Section 7.1 – Indemnification. To the fullest extent permitted by applicable law, the Corporation shall indemnify any current or former Commissioner or Officer of the Corporation and may indemnify an employee, agent, or other person, who is or is threatened to be made a party to a proceeding because of service to the Corporation or at its request. Indemnification may include judgments, penalties, fines, settlements, and reasonable expenses actually incurred, subject to the standards, findings, approvals and limitations required by law.

Section 7.2 – Advancement of Expenses. The Corporation may advance reasonable expenses before final disposition of a proceeding when authorized under applicable law and upon receipt of any required affirmation or undertaking to repay amounts if the person is ultimately not entitled to indemnification.

Section 7.3 – Nonexclusivity and Continuation. Rights under this section are not exclusive to other lawful rights. A right to indemnification or advancement arising under this section continues as to a person who has ceased serving and inures to the benefit of that person's heirs, executors, and administrators, subject to applicable law.

Section 7.4 – Insurance. The Corporation shall purchase and maintain directors' and officers' liability, professional liability, cyber, property, fidelity, and other insurance or risk-transfer coverage as the Board determines appropriate. Insurance may provide coverage beyond the Corporation's power to indemnify to the extent permitted by law.

ARTICLE VIII – DISSOLUTION

Section 8.1 – Payments of Liabilities and Distribution of Assets. Upon dissolution, the Corporation's assets shall first be applied to its liabilities and obligations. Remaining assets shall be distributed to one or more exempt purposes within the meaning section of 501 (c) (3) of the Code to one or more organizations then recognized as exempt under that section. No remaining assets shall inure to the benefit of a private person.

ARTICLE IX – GENERAL PROVISIONS

Section 9.1 – Waiver of Notice. Whenever any notice is required to be given under the provisions of the Texas Business Organizations Code or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, the person entitled to notice may waive it in a signed writing or authenticated electronic transmission before or after the relevant event, to the extent permitted by law.

Section 9.2 – Electronic Transmission and Signatures. Unless prohibited by law, any notice, consent, waiver, signature, record, or other communication required or permitted under these Bylaws may be made electronically in a form capable of retention and authentication.

Section 9.3 – Dividends. No dividends, and no part of the Corporation's income or assets, shall be distributed to Commissioners or Officers except for reasonable reimbursement, indemnification, or other payments authorized by law and consistent with the Corporation's exempt purposes.

Section 9.8 – **Construction.** If any portion of these Bylaws shall be invalid or inoperative, the remaining provisions shall remain effective to the fullest reasonable extent. Headings are for convenience and do not limit meaning. "Including" means "including without limitation." References to the Code or applicable law include successor provisions. These Bylaws shall be interpreted and applied consistently with the Articles of Incorporation. If a provision of these Bylaws conflicts with the Articles of Incorporation or applicable law, as appropriate, shall control, and the remaining provisions of these Bylaws shall remain in effect, so far as reasonable, and possible.

Article X – AMENDMENTS AND PERIODIC REVIEW

Section 10.1 - Amendments to the Bylaws. Subject to the Articles of Incorporation and applicable law, these Bylaws may be altered, amended, restated, or repealed, and new Bylaws may be adopted, by the affirmative vote of two-thirds of the Commissioners present at a meeting at which a quorum is present, provided that written notice of the proposed action is delivered to each Commissioner at least ten (10) days before the meeting and the notice includes the text of the proposed amendment or an accurate summary of its material provisions. No amendment to these Bylaws may authorize or require an action that is inconsistent with the Articles of Incorporation or applicable law.

Section 10.2 - Periodic Review. The Board, directly or through its Governance Committee, shall periodically review the Articles of Incorporation and these Bylaws and recommend amendments when appropriate to maintain consistency among the Corporation's governing documents, applicable law, accreditation requirements, and current governance and operational practices.

Adoption

*These fourth Amended and Restated bylaw were adopted on **October 12, 2026**, by at least a two-thirds approval of the Board of Commissioners of the Commission on Accreditation of Athletic Training Education.*
