

# ARTICLES OF INCORPORATION

The undersigned, acting as incorporators of a corporation under the New Mexico Nonprofit Corporation Act (N.M.S.A. 53-8-1 to 53-8-9 [1978] (1983 Repl. & 1989 Suppl.), and under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, adopt the following Articles of Incorporation for such corporation:

## Article I - Name

The name of the corporation shall be the New Mexico Athletic Trainers' Association, Inc. (NMATA, Inc.)

## Article II- Purposes and Duration

### Section 1:

The purposes and object for which the corporation is formed and the general nature of the activities in which the corporation shall engage are as follows:

- A. This corporation is organized exclusively for educational, scientific and literary purposes, including, for such purposes:
1. The advancement, encouragement, and improvement of the athletic training profession in all its phases;
  2. To promote a better working relationship among those persons interested in the needs and concerns of athletic training;
  3. To further enhance the professional qualifications of the members;
  4. To serve the common interest of each member by providing the opportunity for the free exchange of ideas among members of the athletic training profession;
  5. To meet the specific occupational and professional needs of the NMATA, Inc. membership in the State of New Mexico.

### Section 2:

The Corporation's duration shall be perpetual.

### Section 3:

No benefit to the Director(s)

A. No part of the net earnings or assets of the corporation shall inure to the benefit of, or be distributable to, its directors, or officers except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments or distributions to directors and officers only for actual expenses incurred in fulfilling any duties required of these directors and officers. The properties of this corporation shall be held in trust or

the purposes above set forth, but with full powers to sell, exchange, encumber or otherwise dispose of the same subject to the rights of the creditors of this corporation.

#### Section 4:

No capital stock

A. The corporation shall have no capital stock and the private property of the incorporators, directors, and officers of the corporation shall at all times be exempt from all corporate debts and liabilities whatsoever.

#### Section 5:

Dissolution of the Corporation

A. Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for payment of all liabilities of the corporation, dispose of all remaining assets to another organization meeting the purpose(s) and mission of the association. This dissolution is subject to a vote of the membership only at the Annual Business Meeting and shall require a simple majority of those members, who have voting privileges, and who are present at the Annual Business Meeting. A vote of dissolution must be placed on the Official Call for the Annual Business Meeting and Clinical Symposium and requires sixty (60) days notice to members.

### Article III - Members

#### Section 1:

There shall be nine (9) classes of membership:

##### A. Certified

1. Must be a certified member of the National Athletic Trainers' Association (NATA) and in good standing with the Board of Certification (BOC).
2. May vote, with the exception of election of College Student Representative, and hold office.

##### B. University and College Student

1. Must be enrolled in an accredited college or university and working with and under the direct supervision of a certified or licensed athletic trainer.
2. May vote for the position of College Student Representative but may not vote for any other office or position. A member of this membership classification shall be elected to the position of College Student Representative.

##### C. Allied

1. Interested in athletic training, but not qualified for another membership classification.
2. Shall not vote or hold office.

##### D. Licensed

1. Must hold a current New Mexico athletic trainer license pursuant to the Athletic Trainer Practice Act, but not certified by the BOC (certifying agency).
2. Must be in good standing with the New Mexico Athletic Trainers Practice Board.
3. May vote, with the exception of election of College Student Representative, and may hold any position except the offices of President, Vice-President, and College Student Representative.

E. Retired Certified

1. Must have been a certified member of the NATA, Inc. at the time of Retirement.
2. Must have retired from the athletic training profession and no longer practice athletic training.
3. May vote, with the exception of election of College Student Representative, and may hold any office except for College Student Representative.

F. Retired Licensed

1. Must have held a current athletic trainer's license issued by the State of New Mexico and have been in good standing with the New Mexico Athletic Trainer Practice Board at the time of retirement.
2. Must have retired from the athletic training profession and no longer practice athletic training.
3. May vote, with the exception of election of College Student Representative, and may hold any position except the offices of President, Vice-President, and College Student Representative.

G. High School Student

1. Must be in school, working with or under the direct supervision of a Certified and/or Licensed Athletic Trainer.
2. Shall not vote or hold office.

H. Honorary

1. A candidate for honorary membership must be recommended by a member and be approved by a two-thirds (2/3) vote of the voting membership present.
2. Shall not hold office or vote.

I. Affiliated

1. A candidate for affiliated membership must have been a member of one of the following membership classes: certified, licensed, retired certified, or retired licensed but have asked to be reclassified as an affiliated member because the individual no longer resides in the State of New Mexico.
2. Shall not hold office or vote.

J. Members may hold membership in only one classification at a time.

Section 2:

Membership Application and Approval

A. Application

1. Any individual applying for any class of membership in the NMATA, Inc. shall first sign an application stating a desire to become a member, to advance the best interests of the NMATA, Inc., and to abide by the Articles.

B. Approval

1. Membership application, with appropriate dates, shall be sent to the Secretary/Treasurer for approval by the Board of Directors.
2. The Secretary/Treasurer will inform each member of the status of application within thirty (30) days of approval and the member will be given the rights of that classification as set forth in the Articles.

Section 3:

Dues

A. The Board of Directors is empowered to set a dues fee structure for each class of Membership and to make changes in that structure. The dues structure and/or changes must be approved by a four-fifths (4/5) vote of the Board of Directors.

Section 4:

Good Standing

A. A member in good standing is one whose current dues are paid and who complies with the Articles.

Section 5:

Termination, Forfeiture, Removal and Reinstatement of Membership

A. Resignation

1. A member in good standing may resign by sending a letter to the Secretary/Treasurer.

B. Forfeiture

1. Dues not received by April 1 shall be considered delinquent.
2. Dues not received by May 1 shall result in forfeiture of membership.

C. Removal for Cause

1. Questions of removal of an individual from membership shall be referred to the Board of Directors. After an investigation and a hearing the Board of Directors may request the resignation of any NMATA, Inc. member whose conduct is considered to be injurious to the welfare of the NMATA, Inc. Such a request shall require a two-thirds (2/3) vote of the Board of Directors by ballot. Members shall have thirty (30) days after notification of termination to appeal the decision of the Board of Directors. If voluntary resignation, or request for appeal, is not received within thirty (30) days after notification, removal shall be automatic.

2. Final appeal may be made to the membership at the annual business meeting. A three-fourths (3/4) majority of those in attendance is required to overrule the Board of Directors ruling, at which time the decision is final.

#### D. Reinstatement

1. A member who resigns in good standing may be granted reinstatement upon application.

### Section 6:

#### Change of Membership Classification

A. A member requesting a change of membership classification shall obtain a “Change of Membership” form from the Secretary/Treasurer. The complete form shall be returned to the Secretary/Treasurer for review and approval by the Board of Directors. If the Secretary/Treasurer finds a member to be in an incorrect class the member will be reclassified by the Secretary/Treasurer. The Secretary/Treasurer will then notify the member and the Board of Directors of the change in classification.

## Article IV - Officers

### Section 1:

#### Officers

- A. The elected officers of the NMATA, Inc. shall be President, Vice-president, two District Representatives (one from the Northern District and one from the Southern District), one At-Large Member, and one non-voting College Student Representative.
- B. The position of Secretary/Treasurer shall be appointed by the President. The Secretary/Treasurer shall be responsible for keeping all records and financial documents for the Corporation as required by state law.
- C. The position of Parliamentarian shall be appointed by the President, with approval of the Board of Directors.

### Section 2:

#### Eligibility

- A. The President and Vice-president of this association must be selected from the Certified or Retired Certified membership classifications only. The Northern Representative, Southern Representative, At-Large Member, the Secretary/Treasurer, and the Parliamentarian shall be selected from the Certified, Retired Certified, Licensed, or Retired Licensed membership classifications. All association officers must be in good standing with the NMATA, Inc.
- B. The College Student Representative shall be a college level student and a member in good standing with the NMATA, Inc.

### Section 3:

#### Terms of Office

A. The term of office for each officer shall be three (3) years. No person shall be elected nor appointed to more than two (2) successive terms in the same office. The Secretary/Treasurer shall serve at the pleasure of the President and the Parliamentarian at the pleasure of the Board of Directors.

B. The incoming officers shall assume duties at the next midwinter meeting of the NMATA, Inc. following the election.

C. The term of office for the College Student Representative shall be one (1) year with no person serving more than two (2) successive terms in office.

1. Once elected the College Student Representative will immediately take office.

### Section 4:

#### Vacancy

A. If there is a vacancy in the office of President, the Vice-President shall become President and the vacancy in the office of Vice-President and other vacancy, including the office of College Student Representative shall be filled by a ballot of the Board of Directors.

### Section 5:

#### District Representatives

A. The state shall be divided into two (2) districts: Northern and Southern with a Representative from each district. The Northern District shall consist of the area of the state north of U.S. Interstate 40, including cities on or north of U.S. Interstate 40. The Southern District will consist of the area of the state south of U.S. Interstate 40.

### Section 6:

#### Removal from Office

A. Any officer may be impeached on the following grounds: embezzlement, malfeasance in office, or actions contrary to, or in violation of, the Articles.

B. Prior to removal, a brief containing the charges shall be drawn up and presented by a Corporation member to the Board of Directors sitting in Executive Session. The brief shall be reviewed and a formal hearing allowed the accused. The Board of Directors will then vote whether to allow the formal presentation of charges to the membership at the next annual business meeting of the NMATA, Inc. This will require a majority vote, with the accused denied a vote. A two-thirds (2/3) vote of the eligible voting members at the NMATA, Inc. Annual meeting, in favor of removal, shall require immediate removal from office.

## Article V - Nominations and Elections

### Section 1:

#### Nominations

A. Nominations shall be made from the floor at the annual business meeting or by written request within thirty (30) days prior to the annual business meeting.

B. No name shall be placed in nomination without the consent of the nominee.

### Section 2:

#### Election of Officers

A. A ballot shall be mailed to each certified, certified retired, licensed, and licensed retired member in good standing within thirty (30) days of adjournment of the Annual meeting. The marked ballot shall be returned to the Secretary/Treasurer within the next thirty (30) day period. The Secretary/Treasurer will hold the ballots to be counted in the presence of the Board of Directors. The nominee in each respective office receiving a plurality vote shall be declared by the Board of Directors as an elected officer.

## Article VI - Meetings

### Section 1:

#### Annual Convention

A. An annual convention shall be held at a time and place the membership shall determine, for the purposes of receiving reports, amending the Articles, transacting other business and for nomination of officers. At this time a clinical symposium shall be held.

B. The membership shall be notified of the time and place of the convention in the Official Call one (1) month preceding the convention. The Official Call is any mailing or other communication sent to the membership at least one (1) month before the annual Business Meeting and Clinical Symposium which describes the agenda for the Annual Business Meeting and topics for the Clinical Symposium.

C. The voting body shall be members from the certified, retired certified, licensed, and retired licensed membership classifications who are in good standing. The quorum necessary for transaction of business of the NMATA, Inc. shall be that percentage of the voting membership present at that business meeting. There shall be no proxy voting.

D. The site of the annual convention will be decided at the previous annual business meeting.

## Article VII - Board of Directors

### Section 1:

#### Composition

A. The Board of Directors shall consist of the President, the Vice-President, the Northern Representative, the Southern Representative, the At-Large Member, and the College Student Representative.

B. Each member of the Board of Directors may cast one (1) vote with the exception of the College Student Representative.

C. The Parliamentarian shall attend Board meetings to ensure compliance with applicable procedures but shall not have a vote.

D. The Secretary/Treasurer shall attend Board meetings and record all proceedings but shall not have a vote.

## Section 2:

### Duties

A. The Board of Directors shall:

1. Be the official governing body of the NMATA, Inc.
2. Approve all special projects of the corporation.
3. Committees other than standing committees shall be established by the Board of Directors.
4. Continually evaluate the goals and objectives of the corporation and accept primary responsibility for progress toward these goals.
5. Continually evaluate and define the roles and functions of the corporation officers and special committees, and evaluate and propose changes in the duties and functions of standing committees.
6. Conduct the business of the NMATA, Inc. between annual meetings.
7. Adopt standing rules as needed to carry out the business of the NMATA, Inc.
8. Report to each annual meeting.
9. Approve appointments of the President to any standing committee or any special committee established by the Board.
10. Determine and notify the membership of the time and place of the Midwinter meeting of the Board of Directors.

## Section 3:

### Board Meetings

A. Regular meetings of the Board of Directors shall be held at the site of the Annual Meeting prior to and following the Clinical Symposium, and at such other times as shall be deemed necessary.

B. Special meetings of the Board of Directors may be called by the President or at the request of two (2) members of the Board of Directors. Telephone meetings are acceptable with forty-eight (48) hours' notice.



#### Section 4:

##### Quorum of the Board

A. Four members shall constitute a quorum for the transaction of business at all meetings of the Board of Directors.

#### Section 5:

##### Business

A. The Board of Directors may conduct business by mail, (electronic media) or conference telephone when necessary. A report of any action taken shall be verified and made part of the next meeting of the Board of Directors.

B. The Board of Directors may submit items of NMATA, Inc. business to the voting membership for a vote by mail, (electronic media). Approval of items so submitted shall require an affirmative vote of a simple majority of the voting membership responding within thirty (30) days of the mailing.

C. By a four-fifths (4/5) vote of the Board of Directors the Board may submit amendments to the Articles of Incorporation if the Board judges that it is necessary to amend the Articles before the next Annual Business Meeting. A two-thirds (2/3) affirmative vote of voting membership responding within thirty (30) days of the mailing is required for passage of Article Amendments. A further condition is that the number of votes returned by mail ballot must be equal to or greater than the number of voting members present at the last Annual Business Meeting or the mail vote amending the Articles of Incorporation is null and void.

#### Section 6:

##### Authority

A. The Board of Directors shall be subject to the orders of the voting membership and none of its acts shall conflict with action taken by the voting membership.

### Article VIII - Committees

#### Section 1:

##### Committees

A. There shall be the following standing committees which shall consist of not less than three members each: Athletic Trainer Practice Board Advisory Committee, Articles Committee, Convention Committee, and Audit Committee.

B. All committees shall notify the President of meetings and shall send copies of all correspondence to the President. Committees may conduct business by mail when necessary. Committees may conduct business by conference call by permission of the President.

C. Directors, except for the President who serves ex-officio on all committees, may be appointed to other corporation committees.

## Section 2:

### Duties

#### A. Athletic Trainers Practice Board Advisory Committee:

1. Shall prepare recommendations for candidates for the New Mexico Athletic Trainer Practice Board for the Governor's Office.
2. Shall maintain a current list of eligible NMATA, Inc. members for service on the New Mexico Athletic Trainer Practice Board.

#### B. Articles Committee

1. Shall consider, edit, and/or correlate amendments submitted by the Board of Directors, other special or standing committees, and from members.
2. May submit amendments to the Board of Directors for proposal to the membership, and
3. Shall submit proposed amendments to the Articles for inclusion in the Official Call to the Annual Business Meeting and Clinical Symposium.

#### C. Convention Committee:

1. Shall plan the clinical symposium at the Annual Meeting.
2. Shall submit to the BOC the clinical symposium program for CEU approval (or certifying agency).

#### D. Audit Committee

1. Shall review the financial report prepared by the Secretary/Treasurer and if the report is endorsed by the committee, shall present the report to the Board of Directors.
2. If the committee does not endorse the report of the Secretary/Treasurer the committee may review the records of the corporation and make recommendations for stronger financial controls to the Board of Directors.

#### E. Other and Special Committees

1. The Board of Directors shall authorize any additional committees not established in the Articles.
2. Once established committee chairperson and members are appointed by the President subject to confirmation at the next regular meeting of the Board of Directors.

## Article IX - Parliamentary Authority

### Section 1:

#### Authority

A. The rules contained in Robert's Rules of Order shall govern the proceedings of the NMATA, Inc. in all cases not provided for in these Articles, in the By-Laws, or in the Standing Rules of the NMATA, Inc.

## Article X - Amendment

### Section 1:

#### Procedure

A. All proposed amendments to the Articles, shall be submitted in writing to the President. The Secretary/Treasurer shall distribute copies of the proposed amendments to all voting members at least four (4) weeks prior to the vote. The proposed amendment(s) shall be presented and voted upon. A two-thirds (2/3) vote of the eligible membership present at the Annual Business Meeting shall be necessary for the adoption of the amendment(s).

B. Under extraordinary circumstances the Board may submit proposed amendment(s) of the Articles to the membership for consideration by mail ballot. See Article VII, Section 5, Paragraph C.

### Section 2:

#### Directors

A. Any change in the number of directors shall be made only by amendment of the Articles.

## Article XI - Office and Agent

### Section 1:

The initial registered office of the Corporation shall be:

U.N.M. Department of Athletics  
Athletic Training Room, South Campus  
Albuquerque, NM 87131

In the City of Albuquerque, Bernalillo County, State of New Mexico

### Section 2:

The name of the initial registered agent of the corporation at such office is:

Pam Shoemaker-Cox

## Article XII - Initial Directors of the Corporation

### Name and Address

Dan Otero, President  
1516 Bryn Mawr NE  
Albuquerque, NM 87106

Pam Shoemaker-Cox, Vice-President  
1501 Cagua Drive  
Albuquerque, NM 87110

Teri Hogan, Northern Representative  
2712 Llano Encantado NW  
Albuquerque, NM 87120

Jim Miller, Southern Representative  
1015 W Lead  
Hobbs, NM 88240

Meri Miller, Student Representative  
910 Alameda Rd NW  
Albuquerque, NM 87114