

## **AMENDED BYLAWS OF THE WEST VIRGINIA ATHLETIC TRAINERS' ASSOCIATION**

### **Article I. Name**

The name of this organization shall be the West Virginia Athletic Trainers' Association, Inc. The principal office of the Association is located at Marshall University with the mailing address of GH112 One John Marshall Drive, Huntington, WV 25755. The Association from time to time may move or relocate its principal office. The Executive Board may change the principal office from one location to another within the State of West Virginia by noting the changed address and effective date in the minutes of the Executive Board meeting, and such change of address shall not be deemed, nor require, an amendment of these Bylaws.

### **Article II. Objective**

- A. The objective of this association is to provide a mechanism whereby professionals can work to improve the profession of athletic training and the quality of health care given to the physically active in the State of West Virginia.
- B. The Association is organized exclusively for charitable purposes, including, the making of distributions to organizations that qualify as exempt organizations under section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III thereof. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Association shall not carry on any other activities not permitted to be carried on (a) by an Association exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by an Association, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Upon the dissolution of the Association, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or

organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

### **Article III. Functions**

- A. To provide for better communication between and among athletic trainers in the State of West Virginia.
- B. To provide information to improve patient outcomes.
- C. To enhance the relationship between individuals and/or organizations associated with the treatment of injuries to the physically active.
- D. To promote the development of athletic training through various educational programs in the State of West Virginia.
- E. To provide an opportunity for athletic trainers to become involved in evidence based practice.
- F. To promote the professional membership and standards of the National Athletic Trainers' Association, Inc. (NATA).

### **Article IV. Membership**

#### **Section 1: Member Qualifications**

To be eligible for membership, an individual must be currently certified and in good standing with the Board of Certification (BOC), allied health professional, or enrolled in an accredited program as an athletic training student. Members must work, live, or attend college in the State of West Virginia.

#### **Section 2: Application**

Membership in the NATA results in automatic membership in the WVATA if the applicant's address is listed in West Virginia.

No member shall be eligible for more than one (1) class membership at the same time.

#### **Section 3: Membership Categories**

- A. Certified Athletic Trainer
  - 1. Must be a Certified Athletic Trainer in good standing with both the BOC and the State of West Virginia.
  - 2. ~~Will be a voting member with a full vote.~~

3. Dues - Annual dues shall be established from time to time by the Executive Board. Dues for Certified Athletic Trainers are currently set at \$30 per year.

**B. Special Member**

1. Members of the medical community including physicians, physical therapists, nurses, and other health care professionals that are actively engaged in the care of injuries to athletes and the physically active in their community.
2. Special members will have no voting power.
3. Dues - Annual dues shall be established from time to time by the Executive Board. Dues for Special Members are currently set at \$30 per year.

**C. Honorary Member**

1. Individuals involved in the health care of the physically active or the health care industry appointed by the Executive Board.
2. Honorary members will have no voting power.
3. Dues - Annual dues shall be established from time to time by the Executive Board. There are no dues for Honorary members currently required.

**D. Retired Member**

1. Members who wish to retire as active members of the Association.
2. Retired members will have no voting power.
3. Dues - no annual dues are required.

**E. Post-Professional Student Member**

- a. Enrolled as a post-professional student at an institution of higher education in WV.
- b. BOC certified.
- c. Will have voting power.
- d. Dues - Annual dues shall be established from time to time by the Executive Board.

**F. Student Member**

1. Students currently enrolled in an accredited professional program.
2. Not yet BOC certified.
3. Student members will have no voting power.
4. Dues - Annual dues shall be established from time to time by the Executive Board. Dues for Student Members shall be determined by the NATA.

**Section 4: Rights**

All members shall be granted the rights and privileges of the membership categories as set forth in these Bylaws.

**Section 5: Voting Power**

Members who are Certified Athletic Trainers ~~and Certified Graduate Student Members~~ will be entitled to one vote upon all matters brought before the Association for decision.

**Section 6: Good Standing**

A member is in good standing within the meaning of these bylaws if:

- A. They make timely payments of all dues and special assessments; and
- B. They meet one of the criteria for membership in the WVATA.

**Section 7: Dues**

The annual dues for this Association shall be in accordance with their membership category, as set forth in these bylaws. Student Member due's shall be determined by the NATA. Honorary and retired members are not required to pay dues. All dues are payable to the National Athletic Trainers' Association or West Virginia Athletic Trainers Association via annual dues. Annual dues may be changed from time to time by the executive board.

**Section 8: Suspension and Termination of Membership**

Suspension or Termination of membership cancellation may be recommended in writing to the President of the Association by any WVATA member for a just cause.

A person whose membership is suspended or terminated shall be allowed to appeal such suspension or termination to the Executive Board. After reviewing any additional information and on the appeal, the Executive Board, by a majority vote, shall submit the question of the membership cancellation to the association members for a membership vote.

**Section 9: WVATA Awards**

The WVATA will annually present awards at the Business Meeting. Nominations for each award shall be sent to the Secretary by a date set by the Secretary. The Executive Board will vote on the nominees. The awards are as follows:

- A. West Virginia Athletic Trainer of the Year
  1. Nominee must be a member of the WVATA.
  2. Nominee must have contributed to the advancement of athletic training in the state.
  3. Nominations shall include the name, address, and years of service of the nominee.
  4. It shall also include a letter from the nominator outlining why the nominee is worthy of this award.

B. Athletic Training Student Service Award

1. Nominee must be a current college or university upper level student enrolled in an accredited Athletic Training Program.
2. Nominee must be a current member of the WVATA.
3. Nominee must have demonstrated service to their school, community, or to the profession of athletic training.
4. Nominations must be made by a Certified Athletic Trainer who is a voting member of the WVATA.
5. Nominations shall include the name, address, and school of the nominee. It should also include a letter from the nominator outlining why the nominee is worthy of this award.

C. Athletic Training Educator of the Year Award

1. Educators should have shown commitment to student learning for the enhancement of the profession.
2. Educators can be faculty, preceptors or high school educators.
3. Nominee must be a member (certified or student) of the WVATA.
4. Nominations shall include the name, address, and school of the nominee. It should also include a letter from the nominator outlining why the nominee is worthy of this award.

D. WVATA Hall of Fame

1. Nominees must be a current member in good standing of the WVATA, or retired BOC Certified Athletic Trainer, and nomination must be made by a voting member of the WVATA.
2. Nominees need two letters of support and CV
3. Nominees must have been a practicing athletic trainer for a minimum of 20 years.
4. Certified Athletic Trainers who have made significant contributions to the athletic training profession within the state, and/or have brought distinction to the WVATA may be considered.
5. Deceased WVATA Certified Athletic Trainers, who have not met the length of service requirement, may be considered for induction if they brought distinction to the WVATA because of their own accomplishments, and/or service to the athletic training profession within the state.

E. WVATA Service Award

1. Nominees must be a current member in good standing of the WVATA, or retired BOC Certified.
2. Athletic Trainer, and nomination must be made by a voting member of the WVATA.
3. Nominees need two letters of support and CV.
4. Nominees must be involved with the WVATA for a minimum of 10 years.

## **Article V. Organization**

### **Section 1: Executive Board**

The governing body of this organization shall be the Executive Board. The voting officers of the Executive Board shall be President, President-elect, Secretary, Treasurer, Parliamentarian, Past President, and Student Representative shall be voting members of the Executive Board. In order for the Executive Board to have a Quorum, 4 of the Board members must be present (virtually or in person). The Executive Director will be responsible for assisting with carrying out the strategic plan of the association.

### **Section 2: Executive Board Duties**

The Executive Board shall have the following duties:

- A. Be responsible to the association members and carry out the mandates and policies of the membership. Between meetings, the Executive Board may make and enforce such policy on behalf of the Association membership that is consistent with the mandates and policies determined by the Association membership and subject to the provisions of these bylaws.
- B. Create, appoint, determine functions of, and establish priorities for such committees as it deems necessary.
- C. Direct all business and financial affairs for and on behalf of the Association, be responsible for all its property, and provide for an annual audit.
- D. Provide for bonding of the treasurer and all persons handling money or property of this Association.
- E. Fill vacancies on all Association committees, including the Executive Board, except where otherwise provided in the bylaws.
- F. Approve the program, time, and place of the Association meetings.
- G. Conduct quarterly meetings, at minimum of the Executive Board, in person or virtually.

### **Section 3: Description of the Executive Board Offices**

- A. President
  1. Serves as the official spokesperson for the Executive Board and the Association.
  2. Maintains communication with the NATA District 3 Director, President and the NATA Executive Director in all matters pertaining to the coordination, management, and supervision of WVATA affairs.
  3. The President or the President's designee shall serve as the state representative on the NATA District 3 Council.
  4. Calls all meetings of the Executive Board that are required, necessary or advisable.

5. Presides over all meetings of the Executive Board.
6. Presides over all Association business meetings.
7. The President shall, in addition to his regular vote on the Executive Board, hold an additional vote on the Executive Board which shall be utilized in the event of a tie vote of the Executive Board. This additional vote shall only be used in instances where the regular vote on a matter is tied after three votes of the Executive Board.
8. Keeps the Executive Board and Council informed about Association affairs between meetings.
9. Must be a BOC Certified Member, NATA Member, and in good standing with the BOC and the State of WV.
10. Is elected on even years for a term of office of two (2) years.

#### B. President-Elect

1. The President-Elect shall assume the duties of the President if they are absent or incapacitated.
2. In the event of a vacancy in the office of the President, the President-Elect shall succeed the Presidency for the unexpired portion of the term, and the office of the President-Elect will be declared vacant.
3. After serving the unexpired term of the former President, the President-Elect will then serve an additional two (2) year term that they would have served prior to the vacancy in the office of the President.
4. The President-Elect serves as an ex officio member of all Association committees.
5. The President-Elect serves as the Chairperson for the Program Planning Committee.
6. Must be a BOC Certified Member, NATA Member, and in good standing with the BOC and the State of WV.
7. Elected on even years for a two (2) year term of office with automatic succession to the Presidency.

#### C. Secretary

1. The Secretary shall be responsible for keeping and distributing the minutes of the proceedings of all meetings.
2. Distributing all meeting notices to members of the Association.
3. Completing and submitting appropriate reports.
4. Maintain records of all official actions of the Association and Executive Board and Council.
5. Elected on even years for a two (2) year term of office.
6. The Secretary, or designee, shall be responsible for the publication and distribution of a newsletter on a biannual basis and will provide guidance to the Media and Social Relations Committee.
7. Collecting award nominations and distributing copies of each nomination to the voting members of the Executive Committee.
8. BOC Certified Member, NATA Member, and in good standing with the BOC and the State of WV

#### D. Treasurer

1. The Treasurer shall be responsible for written reports on the WVATA financial status.
2. The Treasurer shall, upon request of the Executive Board, be bonded in the performance of his duties as Treasurer.
3. Serves as an ex officio member of the Membership Committee.
4. Shall be responsible for the purchasing of awards and certificates for outgoing officers and committee heads as designated by the President.
5. Shall be responsible for maintaining the Association's status of Good Standing with both the Secretary of State and the WV State Tax Department. This includes both payment of the annual fee and filing of annual reports.
6. Elected on odd years for a two (2) year term of office.
7. BOC Certified Member, NATA Member, and in good standing with the BOC and the State of WV.

#### E. Parliamentarian

1. Elected on odd years for a two (2) year term of office.
2. Serves as an ex officio member of all Association committees.
3. In charge of keeping the business meeting operating under parliamentary procedure as prescribed by the current edition of Robert's Rules of Order.
4. BOC Certified Member, NATA Member, and in good standing with the BOC and the State of WV.

#### F. Past President

1. Shall become an ex officio member of the Executive Board.
2. Responsible for conducting and presiding over Association elections.
3. Responsible for orientation of new Executive Board Members and Committee Chairpersons.
4. BOC Certified Member, NATA Member, and in good standing with the BOC and the State of WV.

#### G. Student Representative

1. Shall be enrolled in a professional athletic training program in the state of WV.
2. Elected by the membership on a yearly basis.
3. Must be a NATA or WVATA member.

#### H. Executive Director

1. Serves as a spokesperson for the Executive Board and the Association.
2. Work with the Executive Board to fulfill the organization's mission.
3. Will maintain constant communication with the Executive Board.
4. Will complete fundraising, marketing, and community outreach for the association.
5. Responsible for the enhancement of the association's image by being active and visible in the community and by working closely with other professional, civic and private organizations.
6. Will be appointed by the Executive Board.

### **Section 4: Term of Office**

- A. The President-Elect and Secretary shall be elected on the even numbered years, and

- the Treasurer shall be elected on the odd numbered years to a two (2) year term of office. The Student Representative shall be elected on a yearly basis.
- B. No member shall serve more than two (2) complete consecutive terms in the same office on the Executive Board, provided however, that the appointment of a Member to fill the unexpired term of an office of a resigning officer shall not be construed as a term for purposes of this term limit provision.
  - C. Members of the Executive Board will assume office following the first WVATA business meeting or Executive Board meeting scheduled within sixty (60) days of final tabulation of the ballots.

### **Section 5: Elections**

- A. Nominations for elected position will be accepted by the Past President from January 1<sup>st</sup> until the nominations are brought to the floor at the WVATA business meeting. It is customary to permit a nominator to state his reasons for supporting the nominee, and nominations may be confirmed by a “second” endorsement. All nominees shall be current voting members of the WVATA, except for the Student Representative, who shall be a current WVATA student member. Nominees for President-Elect shall be a current NATA certified member.
- B. Nominees will be contacted regarding acceptance of the nomination prior to having their name placed upon the ballot.
- C. Election of officers will be done by an electronic ballot, distributed by the Past President. Ballots will be mailed electronically to the voting membership within thirty (30) days of the WVATA business meeting. The suspense date of the ballot returns will be a reasonable time as determined by the Past President and will be indicated on the ballot.
- D. Members of the Executive Board will assume office following the first WVATA business meeting or Executive Board meeting scheduled within sixty (60) days of the final tabulation of the ballots.
- E. Vacancies  
If an Executive Board position becomes vacant less than one (1) year before the next regularly scheduled election for that office, the Executive Board shall fill the vacancy by appointment. However, if an Executive Board office becomes vacant one (1) year or more before the next regularly scheduled election for that office, the Executive Board shall fill the vacancy through balloting to the membership.

### **Section 6: Conflicts of Interest**

- A. The purpose of the provisions of this Section is to protect the Association’s interests when it is contemplating entering into a transaction or arrangement that might benefit the personal interest of a Member, Director, Manager, officer, employee of the Association. These provisions are intended to supplement, but not replace, any applicable state laws governing conflicts of interest applicable to Associations.

- B. The following definitions shall apply to this Section: **INTERESTED PERSON.** Any Member, Director, Manager, officer of the Association (if any) or employee of the Association who has a direct or indirect financial interest through business, investment or family is an interested person.
- C. In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of his financial interest and all material facts to the Executive Board considering the proposed transaction or arrangement.
- D. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he shall leave the meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Directors shall decide if a conflict of interest exists, which decision shall be final and shall not be appealable.
- E. An interested person may make a presentation at the Executive Board meeting, but after such presentation, he shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest.
- F. Each Director shall sign and file with the Association a statement which affirms that such person:
  - 1. has received a copy of the conflicts of interest policy of the Association;
  - 2. has read and understands the policy;
  - 3. has agreed to comply with the policy; and
  - 4. understands that the Association is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.
- G. The Executive Board may conduct occasional or periodic reviews to ensure that the Association operates in a manner consistent with its charitable purposes and does not engage in activities which could jeopardize its status as an organization exempt from federal income tax, and may, but need not, use outside advisors to conduct such reviews.

#### **Section 7: Removal from Office**

- A. Any member of the Executive Board may be removed from office for:
  - 1. Failure to perform the duties of the office.
  - 2. Mismanagement of WVATA funds and/or property.
  - 3. Unprofessional behavior as defined by the NATA Code of Ethics.
- B. Executive Board members may be removed from office by a majority vote of the Executive Board.

#### **Article VI. Standing Committees**

All standing committees' members shall consist of voting members as appointed by the Executive Board. The President-Elect and the Parliamentarian shall serve as ex officio members of all standing committees.

Presentation of a written report to the Secretary and an oral report to the membership at the Annual Business Meeting shall be the responsibility of each committee chairperson or his or her designee.

**Section 2: Liaison Committee**

- A. ~~The Liaison Committee shall consist of a minimum of three (3) voting members of the Association appointed by the Executive Board and the President, President Elect, and Parliamentarian as ex officio members. The Chairperson of the Liaison Committee shall be appointed by a majority vote of the Liaison Committee members.~~
- B. ~~The President shall serve as the ex officio Liaison Committee Chairperson and be responsible for submission of an annual report.~~
- C. ~~The Liaison Committee is responsible for developing and maintaining relationships with various organizations in the State of West Virginia in order to enhance the quality of health care for the physically active and advance the profession of athletic training.~~

## Section 1: Committees

The following committees will be developed to serve the needs of the WVATA:

- a. Program Planning Committee
  - a. Purpose: The purpose of the planning committee is to collaboratively design, organize, and execute a successful and engaging annual meeting that aligns with the association's mission and member needs.
  - b. The Program Committee shall consist of the President-Elect as the Chairperson appointed by the Executive Board, and 3 WVATA committee members plus the outgoing local planner and the incoming local planner.
  - c. The Program Planning Committee Chairperson shall direct all committee members' duties and be responsible for submission of report to the Executive Board quarterly meetings and the Annual Business Meeting.
  - d. The Program Planning Committee is responsible for the following items:
    - i. Identify potential sites and venues for annual meeting (meeting sites on a 2 year rotation), including the option for a hybrid or virtual only meeting
    - ii. Actively solicit potential proposals for future meetings and include such items as:
      1. possible meeting facility
      2. proposal should identify the location, (i.e. state park, hotel, college/university, community space, etc.)
      3. Accommodations
      4. Catering/food
      5. Transportation access
      6. Technology and audio visual equipment
      7. Exhibitors and space available
      8. Area events
      9. Other items to consider such as speaker honorariums, gifts, etc.
      10. Total cost for the above (committee may decide appropriate limits for each)
    - iii. Each proposal should be limited to a 2 page maximum
    - iv. Onsite visits may be necessary prior to submitting a proposal
    - v. Advise and consult with the local organizing committee on meeting format, organization, program planning, vendors, etc.
    - vi. Local program planner from previous meeting serves for 1 year following their meeting as advisor
    - vii. Future meeting program planner will serve 1 year prior to hosting the event and then 1 year following the event in an advisory capacity
  - e. The Program Planning Committee Chairperson shall report directly to the President.
- b. Connection and Engagement Committee
  - c. Purpose: The Connection and Engagement Committee fosters relationships among members, enhances communication, and promotes active involvement within the association to strengthen the athletic training community.
- d. Governmental Affair Committee

- e. Purpose: Assist the Association in seeking, maintaining, and regulating licensure, if applicable, and monitoring legislation related to athletic trainers and the profession of athletic training in the State of West Virginia.
- f. Secondary School Committee
- g. Purpose: Develop and discuss issues related to athletic training in secondary schools in WV.
- h. Young Professional Committee
  - i. Purpose: To serve the individual needs of young and established professionals in the state; a combined committee of Early Professionals and Career Advancement.
- j. Diversity, Equity, Inclusion and Access Committee
  - k. Purpose: To advocate for an environment of inclusion, respect, equity and appreciation of differences in athletic trainers and their diverse populations. Further, this committee will aim to identify and address issues relevant to the ethnically diverse populations to better serve the needs of our patients and professional members.
- l. ATs Care
  - m. Purpose: Provide educational resources and organizational methods relative to Critical Incident Stress Management at the state level.
- A. The Chairperson will be appointed by the Executive Board.
- B. The Chairperson shall report directly to the President and be responsible for the submission of a report to the Executive Board.
- C. The President-Elect shall serve as an exofficio member.
- D. Each committee should consist of 3-5 members, in addition to the Chairperson.
  - a. One member of the committee must be a NATA member.

## Article VII. Meetings

### Section 1: Annual Meeting

An annual meeting of the Association shall be held at a time and place decided upon by the Executive Board with advisement from the Program Planning Committee. The annual meeting shall consist of a business meeting and a professional program in accordance with the objectives and bylaws of the Association. The annual meeting can be in person or live virtually.

### Section 2: Annual Meeting Notice

Notice of all annual meetings shall be distributed to the membership not less than thirty (30) days prior to the date of the meeting. Unless otherwise provided by the Articles of Incorporation, these Bylaws, or applicable law, the following provisions shall govern the providing of notice for meetings of the Association:

- A. EMERGENCY MEETINGS. In the event a situation arises that is of an emergency nature as determined by the President or Executive Board member, the secretary shall call an emergency meeting of the Executive Board and notice of such meeting shall

be made not less than twenty for hours prior to the date and time of the emergency meeting as provided for herein.

- B. **WAIVER OF NOTICE.** Whenever any notice of a meeting of any kind is required to be given to any member of this Association under provisions of the Articles of Incorporation, these Bylaws, or the law of the State of West Virginia, a waiver of notice in writing signed by the member, whether before or after the time of the meeting, shall be equivalent to the giving of such notice in all respects.

**Section 3: Voting**

The voting body shall be comprised of all voting members of the Association.

The quorum shall consist of fifty (50%) of the registered certified membership of the West Virginia Athletic Trainers' Association (e.g., 50% of the certified membership who register for the annual meeting must be in attendance at the business meeting for a quorum to be met). Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of applicable law, no business shall be considered by the board at any meeting at which the required quorum is not present. A simple majority of the members, present, in person, or participating online, shall constitute a quorum for the transaction of business at any meeting of the Association and/or the Executive Board, except that if less than such number of directors is present at such meeting, a majority of the directors present may adjourn the meeting from time to time without further notice until a quorum is present. In no event shall a quorum be declared in any meeting with less than fifty percent of the voting members present.

Interim Decisions: If a decision must be made between meetings, the Executive Board may, by a majority vote, make such decision for the Association. The Executive Board may, but shall not be required to do so, poll the association members by electronic mail or other survey methods (i.e. Survey Monkey or similar service).

In order to rescind or overturn a previously adopted motion, a two thirds majority vote of the members shall be required.

**Article VIII. Amendments****Section 1: Submitting Amendments**

All proposed amendments to the bylaws shall be submitted in writing to the Executive Board at least six weeks prior to a vote taking place. The Executive Board shall distribute copies of the proposed amendments to all voting members at least three (3) weeks prior to a vote.

**Section 2: Voting on Amendments**

A proposed amendment to the bylaws that has been properly submitted may be presented at the annual business meeting or distributed via email. Adoption of the amendment requires approval by a fifty-one percent (51%) majority of the voting membership present or participating.

**Article IX: Parliamentary Authority**

In the absence of any provisions in these bylaws to the contrary, all meetings of the Executive Board, the Association membership, and the committees of the Association shall be governed by the parliamentary rules and usage contained in the current edition of Roberts' Rules of Order.

## **Article X: Execution of Instruments, Deposits and Funds**

### **Section 1: Execution of Instruments**

The Executive Board, except as otherwise provided in these Bylaws, may by resolution authorize an officer or agent of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

### **Section 2: Checks and Notes**

Except as otherwise specifically determined by resolution of the Executive Board, or as otherwise required by law, checks, drafts, promissory notes, orders for payment of money, and other evidence of indebtedness of the Association shall be signed by the President.

### **Section 3: Deposits**

All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Executive Board may from time to time select.

### **Section 4: Gifts**

The Executive Board may accept on behalf of the Association any contributions, gifts, bequest, or devise for the nonprofit purposes of this Association.

## **Article XI: IRC 501(c)(3) Tax Exemption Provisions**

### **Section 1: Limitations on Activities**

No substantial part of the activities of this Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this Association shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provisions of these Bylaws, this Association shall not carry on any activities not permitted to be carried on (a) by an Association exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code, or (b) by an Association, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code.

**Section 2: Distribution of Assets**

Upon the dissolution of this Association, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Association shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of the State of West Virginia.

**Article XII: Corporate Records, Reports and Seal****Section 1: Maintenance of Association Records**

- A. The Association shall keep at its principal office:
1. Minutes of all meetings of the Executive Board and standing committees of the Association indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
  2. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
  3. A record of members of its Executive Board, indicating their names, addresses, contact information and the termination date of any Directorship;
  4. A copy of the Association's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection at all reasonable times during office hours as required by applicable law.