

**BYLAWS OF THE  
BOARD OF CERTIFICATION, INC.**

**ARTICLE I**

**CORPORATE INFORMATION**

**Section 1. Name**

The name of the organization shall be the Board of Certification, Inc. ("BOC"), a nonprofit corporation incorporated in the State of North Carolina.

**Section 2. Registered Agent and Principal Office**

The principal office of the BOC shall be in Omaha, Nebraska. The BOC may have such other offices within or without the State of North Carolina as the Board of Directors ("Board") may from time to time determine.

**Section 3. Dissolution of the Organization**

Should the organization dissolve for any reason, the Board Policy Manual identifies actions to be taken prior to formally filing for the Articles of Dissolution with the Secretary of State for the State of North Carolina.

**ARTICLE II**

**PURPOSES**

The BOC's purpose is that of public protection, and is accomplished through the:

- (1) Establishment and promulgation of standards and procedures for educational requirements needed for eligibility to undertake the BOC exam;
- (2) Public recognition of those candidates who successfully complete the BOC exam and of those Athletic Trainers who fulfill continuing competency and certification maintenance requirements established by the BOC;
- (3) Establishment of programs that promote and support reliance on the BOC's credentials by regulatory bodies and oversight boards responsible for the practice of Athletic Trainers;
- (4) Establishment and implementation of Standards of Professional Practice including, but not limited to, credentialing, review of credentials, and discipline for BOC Certified Athletic Trainers;
- (5) Provision of exceptional credentialing programs for healthcare professionals;
- (6) Performance of any other activities that may be approved by the Board, so long as they are for purposes as described by Sections 501(c)(3) or 501(c)(6) of the Internal Revenue Code as it may be amended and are in compliance with the requirements of the North Carolina Non-profit Corporation Act, Chapter 55A of the North Carolina General Statutes, provided, however, that no part of the net earnings of the BOC shall be for the benefit of any officer or director of the BOC.

## **ARTICLE III**

### **BOARD OF DIRECTORS**

#### **Section 1. Authority and Responsibility**

Pursuant to the Articles of Incorporation, the BOC has no members. The BOC shall be governed by the Board, comprised of directors whose duty it is to carry out the purposes and objectives of the corporation.

The Board may adopt such rules and regulations for the conduct of its business as it shall deem advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to the Chief Executive Officer ("CEO") of the BOC.

#### **Section 2. Compensation**

- (1) Directors and officers (as defined below), other than the President, shall not receive any compensation for their services, but by resolution of the Board may be reimbursed for the expense of attendance at meetings and other functions of the Board.
- (2) In consideration for the time required for the fulfillment of the obligations and duties as President, the President may be provided such reasonable compensation as determined by resolution of the Board. In addition, by resolution of the Board, the President may be reimbursed for the expense of attendance at meetings and other functions of the Board. Such compensation and reimbursement may be provided to the President directly or to the employer of the President, as determined by the Board.

#### **Section 3. Indemnification**

The Board shall indemnify all officers, directors, committee members and employees of the BOC to the full extent permitted by the North Carolina Non-profit Corporation Act and shall be entitled to purchase insurance for such indemnification to the full extent as determined from time to time by the Board.

#### **Section 4. Number and Term**

The number of directors shall be 9 and each director shall serve for a term of 3 years, unless appointed for a second successive term pursuant to Section 9 of this article.

#### **Section 5. Composition**

Six directors shall be BOC Certified Athletic Trainers ("Athletic Trainer Director"). One director shall be a Physician ("Physician Director"). One director shall be a member of the public ("Public Director") and one director shall be a member of the corporate or educational community ("Corporate/Educational Director").

#### **Section 6. Qualifications**

- (1) All Directors

- (a) A person shall be eligible for appointment as a director who:
  - (1) Does not hold elected or appointed office on a state, provincial or national regulatory board, and;
  - (2) Does not serve on the CAATE Commission, NATA, Inc. or NATA Foundation, Inc. Board of Directors, and;
  - (3) Demonstrates experience with oversight boards (e.g., NATA, CAATE, state athletic training organization)
- (2) Any BOC Certified Athletic Trainer shall be eligible for appointment as an Athletic Trainer Director who:
  - (a) Has been certified as an Athletic Trainer by the BOC for at least 5 years prior to appointment, and;
  - (b) Is in good standing with the BOC, and;
  - (c) Who, if the state of their residence or practice regulates the profession of athletic training, maintains current state license or equivalent credential in good standing.
- (3) Any person shall be eligible for appointment as a Physician Director who:
  - (a) Is licensed as a Medical Doctor or Doctor of Osteopathic Medicine, and;
  - (b) Is currently recognized in good standing by the governmental authority responsible for licensure of their profession, and;
  - (c) Demonstrates interest in health and safety through a willingness to be a Physician medical advocate for consumers of athletic training services.
- (4) Any person who is not qualified to be an Athletic Trainer Director or Physician Director shall be eligible for appointment as a Public Director who:
  - (a) Demonstrates interest in health and safety through a willingness to be a public advocate for consumers of athletic training services.
  - (b) The Public Member should bring a perspective to the decision and policy making organization that is different from that of the certificants and should help to balance the organization's role in protecting the public while advancing the interests of the profession.
- (5) Any person shall be eligible for appointment as a Corporate/Educational Director who:
  - (a) Is presently or formerly responsible for the employment of or direction of BOC Certified Athletic Trainers, and/or;
  - (b) Has a present or former corporate relationship with the athletic training profession, and/or;
  - (c) Is presently or formerly a member of the academic community, and/or;

- (d) Demonstrates interest in health and safety through a willingness to be a corporate/educational advocate for consumers of athletic training services.

#### Section 7. Exclusions

No Public, Physician or Corporate/Educational Director shall practice as a BOC Certified Athletic Trainer as their primary means of employment. No director shall have any familial or supervisory relationship with any other director or staff member.

#### Section 8. Nomination and Appointment

##### (1) Nomination Process

In accordance with the procedures approved by the Board, the Nominating Committee shall put forward the names of at least 2 candidates for each director position as vacancies occur.

##### (2) Appointment Process

- (a) The Board shall appoint, by written ballot, the directors as vacancies occur.
- (b) The board of director appointment process shall be the first item of a Board business meeting/conference call no later than October.
- (c) A director may participate and cast a vote if present on the call. A quorum must be present and a majority vote is necessary to appoint a director unless otherwise stated in the bylaws or required by law. Directors shall be appointed by confidential ballot.

In the event that there is only 1 candidate for an appointment, and there is no objection, that candidate shall be recognized by acclamation and be appointed by declaration of the Board.

In the event there are 3 or more candidates on the ballot, the Instant Runoff Voting (IRV) method will be utilized.

#### Section 9. Reappointment of Directors

In the event a director wishes to serve a second term, the director shall so inform the CEO after the March Board meeting/conference call or March 31<sup>st</sup> of the second year of their term, whichever is later. The director's reappointment to a second term will be determined by a vote of the current Board, to occur as part of the July Board business meeting or conference call.

- (1) The Board shall reappoint by written ballot. A majority of the eligible directors is required for the appointment for an additional term. Any director standing for reappointment is not eligible to vote in their reappointment ballot.
  - (a) If a majority fails to exist, the director shall not be reappointed. The procedure for nomination or appointment of a new director in section 8 (1) (a) of this article shall be used to fill the vacancy at the end of the director's term.

#### Section 10. Vacancies and Removals

- (1) Vacancies, as they occur on the Board by resignation, death, incapacity, removal and the like, shall be filled for the remainder of the term thereof by an individual upon recommendation of the Nominating Committee to the Board and a majority vote of the entire Board. Vacancies must be filled by the second consecutive face-to-face meeting following the vacancy.
- (2) Any director may be removed from office with or without cause by a two-thirds vote (i.e., 6) of the entire Board.

#### Section 11. Term of Office

Directors may not serve more than 2 consecutive terms, unless said director's seat cannot be filled at the appropriate time by an appointed replacement and only until such time that a replacement can be appointed. A majority of the eligible directors is required for special reappointment of the director. Each director shall take office at the conclusion of the calendar year and serve a term of 3 years except in cases addressed by Article III, Section 10. The directors' terms of office shall be staggered.

#### Section 12. Confidentiality and Conflicts of Interest

At the commencement of their term of office, and annually thereafter, each director shall sign an agreement stating that the director will not disclose any confidential information. If a question is raised as to the confidentiality of certain information, confidentiality will be determined by a vote of the directors. Each director will further agree to fully and promptly disclose to the Board any existing or potential conflict of interest the director may have, whether personal, professional, business or financial in nature. After full disclosure, the Board shall determine whether or not the director shall be recused from voting on any matter involving the conflict. If the director is also an officer, see Article V, Section 4.

### ARTICLE IV

#### MEETINGS

##### Section 1. Business Meeting

The annual business meeting of the Board shall be held at a location determined by the Board.

##### Section 2. Agenda

Any director who wishes to place items, which must be relevant to the Board's Strategic Priorities, on the agenda of any regular meeting of the Board shall send the items to the CEO for receipt no later than 10 calendar days before the meeting date. If a director wishes to place an item on the agenda after the stated time period, the agenda item would require the consent of the President.

##### Section 3. Notice

Each fall, the board sets its meeting schedule for the following year. Notice of any change to the regular meeting schedule shall be given to each director orally or in writing at least two (2) days prior to the meeting. Notice of any special or emergency meeting shall be provided in the same manner.

Any director may waive notice of any meeting. Whenever any notice whatsoever is required to be given under the provisions of the Non-profit Corporation Act of the State of North Carolina 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. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director 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 or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

#### Section 4. Quorum

At all meetings of the Board, a quorum shall consist of the participation of at least 5 directors, 3 of whom must be Athletic Trainer Directors. One of the participants must be the Chair as defined in Article V, Section 5.

#### Section 5. Voting

At any meeting of the Board, a director may participate and cast a vote only if present. Each director shall have one vote. A two-thirds vote of the entire Board (6) is required to enact or revise board policies, to revise certification requirements, to revise professional standards or to remove a director from the board. All other actions require a majority vote of the directors who are present. *Note that voting procedures for the appointment of officers is located in Article V Section 2.*

A Director-appointee is not eligible to vote during their orientation year.

Apart from meetings, action on matters of administrative acknowledgement, but not matters of policy or initiative, may be taken by consent of the Board and shall be reported at the next regular meeting of the Board.

#### Section 6. Rules of Order

When questions of parliamentary procedure arise the current edition of *Robert's Rules of Order* shall be used to resolve the question.

## ARTICLE V

### OFFICERS

#### Section 1. Officers

The officers of the BOC shall be a President, a Vice President and a Treasurer (the "officers"). The CEO shall serve as the recording secretary of the Board and be an ex officio officer, with no vote on any BOC matter.

#### Section 2. Election, Appointment, Term of Office, and Qualification

The officer election process shall be the first agenda item of the July Board business meeting/conference call. A director may participate and cast a vote if present. A quorum must be present and a majority vote is necessary to elect an officer unless otherwise stated in the bylaws or required by law. Officers shall be elected by confidential ballot.

In the event that there is only 1 candidate for an election, and there is no objection, that candidate shall be recognized by acclamation and be appointed by declaration of the Board.

In the event there are 3 or more candidates on the ballot, the Instant Runoff Voting (IRV) method will be utilized.

Each officer of the BOC shall be a current director. The term of office for the President is 2 years with the possibility of a 1-year term extension for a maximum term of 3 years. All directors with at least 2 years remaining in their term shall be eligible to hold the office of President.

The term of office for the Vice President shall be 1 year, with the possibility of a second 1-year term for a maximum of 2 years. The term of office for the Treasurer shall be 1 year, with the possibility of two 1-year reappointments for a maximum of 3 years.

There may be unique or unusual circumstances where, based upon an assessment of the best interests of the BOC, officers may be elected to serve longer than the maximum term limit.

The CEO shall be responsible for the supervision of the officer elections and be monitored by the Volunteer and Board of Directors Relationship Manager.

### Section 3. Officer Nominations

The nomination period shall begin immediately after the March Board meeting/conference call and shall end May 31<sup>st</sup>. All nominations shall be submitted in writing to the CEO.

At the close of the nomination period, the CEO shall ascertain whether each candidate accepts the nomination for office and, thereafter, shall prepare a written or electronic ballot listing the candidates' names for each office.

A director may only accept the nomination for one officer position during any one election.

### Section 4. Vacancies and Removal

In the event that the office of President becomes vacant during a term of office, the Vice President shall assume the remainder of the term.

If the position of Vice President or Treasurer becomes vacant during a term of office, the CEO shall notify the Board in writing of the vacancy and open nominations for the position for 30 calendar days. At the close of nominations, the CEO shall have 5 business days to ascertain if the nominee(s) will accept the nomination. Upon acceptance of the nomination by the candidate(s) the CEO shall prepare a written or electronic ballot for an election to be held 10 business days after the candidate(s) accept the nomination(s). In the event that there is only 1 candidate for an office, that candidate shall be appointed by declaration of the Board.

### Section 5. Duties of Officers

The President will preside as Chair over the meetings of the Board. If the President is not available, the Vice President will preside as Chair. If the Vice President is not available, the Treasurer will preside as Chair. If the Treasurer is not available another designee will preside as Chair as appointed by the President.

The duties of the officers shall be such as outlined in the BOC officer job descriptions, and as usually attach

to such offices and, in addition thereto, such further duties as may be designated from time to time by the Board.

**Section 6. Execution of Contracts**

The officers of the BOC may prospectively or retroactively authorize any officer, employee or agent, in the name of the BOC, to enter into any contract or execute or satisfy any instrument, and any such authority may be general, confined to specific instances or otherwise limited.

**ARTICLE VI**

**CHIEF EXECUTIVE OFFICER**

**Section 1. Chief Executive Officer Appointment, Authority and Duties**

The Board shall appoint a CEO, who shall report to the Board. The CEO shall be an employee of the BOC and be responsible for the supervision and management of the BOC in its administrative, business, financial and other operational affairs, consistent with these bylaws and corporate policies including the Board/Management Delegation and Management Parameter policies. The CEO shall serve without vote as an ex officio member of the Board. Unless otherwise specified in these bylaws, the CEO shall serve as an ex officio member of all Board and BOC committees, task forces, councils and working groups.

**Section 2. Authority and Responsibility**

The CEO, as chief of staff of the BOC and of the Board, shall manage and direct all operational and administrative activities of the BOC and is delegated by the Board's full authority to carry out such duties. These actions and the accompanying delegated authority include but are not limited to the execution of contracts, the purchase of supplies, equipment, services and other goods and services, and the payment thereof within approved budget, employment and termination of staff and consultants (except the auditor and legal counsel), management of office operations, development of certification information, liaison to other associations, general management of the operational and administrative activities of the BOC within the approved budget, and other activities subject to policies of the Board.

**Section 3. Compensation Review**

The Board of Directors shall retain a compensation expert in accordance with the Board Governing Policies Manual to periodically evaluate the CEO Compensation Review policy and conduct the CEO compensation study.

**ARTICLE VII**

**FINANCE**

**Section 1. Budget**

The Board of Directors shall adopt an annual operating budget covering all activities of the BOC.



## Section 2. Audit

The accounts of the BOC shall be audited at least annually by a Certified Public Accountant who shall be retained by and provide a report to the Board.

# ARTICLE VIII

## COMMITTEES

### Section 1. Board Committees

- (1) Finance Committee – Chaired by the Treasurer with at least 2 other directors appointed annually by the President. The Finance Committee will oversee and make recommendations on financial matters to the Board.
- (2) Governance Committee – Chaired by Vice President, or a Board member appointed by the President, plus at least 2 additional Board members appointed by the President each year. The Governance Committee will oversee the review of the organization's bylaws and governance policies, orientation of new Board members, and administration of the annual Board self-assessment.
- (3) CEO Compensation Committee – Chaired by Vice President with the President and at least 1 other director appointed by the President. This committee will make recommendations for Board consideration regarding adjustments to the CEO's base compensation, incentive plan and benefits to be presented to the Board in a timely manner to allow final action to be taken no earlier than March of each year. The CEO does not serve as liaison on this committee.

### Section 2. Standing Committees

- (1) The Board President shall appoint Chairs to the following standing committees, and communicate the selection to the entire Board:
  - (a) Board of Certification International Committee (BOC-IC)
  - (b) Exam Development Committee
  - (c) Inclusion, Diversity, Equity, and Advocacy Strategies Committee (IDEAS)
  - (d) Professional Practice and Discipline Committee
  - (e) Standards Committee
- (2) The Board shall appoint individuals to the Nominating Committee:
  - (a) The Chair of the Nominating Committee shall be a former member of the Board.
  - (b) The Nominating Committee shall submit at least 2 candidates for the position of Chair of the Nominating Committee.
  - (c) The Chair of the Nominating Committee shall be elected by a majority of votes cast of the current chairs of the BOC standing committees and those directors of the Board who have

completed their service in good standing during the past 6 years, by a written ballot. In the event of a tie vote, the Board will break the tie.

- (d) The Chair of the Governance Committee shall be appointed by the President to serve as the liaison to the Nominating Committee. There may be unique or unusual circumstances where the Chair may not be able to serve in this role and if this occurs, the President may appoint a member of the board to serve as liaison to the Nominating Committee, ideally a member of the Governance Committee.

### Section 3. Other Committees, Ad Hoc Committees, Task Forces, Councils and Work Groups

The Board may establish other committees, ad hoc committees, task forces, councils, or work groups whose authority is limited to assisting the Board. The President will designate chairs and co-chairs of these groups and communicate the selection to the entire Board. The committees shall be governed by the rules provided in the Board Policy Manual and BOC Operational Policies and Procedures Manual except as specifically provided in this Article VIII. Operational committees, ad hoc committees, task forces, councils or working groups are delegated to the oversight of the CEO.

### Section 4. Creation and Dissolution of Committees

The CEO shall monitor the actions of all committees, ad hoc committees, task forces, councils, or work groups and shall recommend to the Board on a regular basis the creation, dissolution and consolidation of these groups. The Board may at any time dissolve or restructure in any manner, any committee, ad hoc committee, task force, council or working group other than a Board committee or the Nominating Committee.

## ARTICLE IX

### BOOKS AND RECORDS

The corporation shall complete books and records of account and minutes of the proceedings by the Board of Directors.

## ARTICLE X

### AMENDMENTS TO BYLAWS

An amendment to or a repeal of these bylaws may be proposed by any director. Amendments to or a repeal of these bylaws shall be adopted by the Board after approval by a two-thirds affirmative vote of the entire Board at a regularly scheduled or other meeting of the Board called for the purpose of bylaw revision, provided: (i) written notice of proposed change has been sent to the CEO at least 30 days prior to such meeting and (ii) the CEO has distributed the proposed changes to each director at least 15 days prior to the meeting at which the proposed changes are considered by the Board. Directors must be present to vote upon a proposed amendment to or repeal of these bylaws.

Approved - February 28, 1997

Amended 2/27/1999, 2/27/2000, 7/15/2000, 7/28/2001, 3/2/2002, 7/19/2003, 7/29/2004, 3/5/2006, 7/14/2007, 7/11/2009, 7/10/2010, 5/25/2011, 11/30/2011, 7/14/2012, 7/13/2013, 7/18/2014, 8/26/2015, 12/16/2015, 7/15/2017, 12/20/2017, 8/22/2018, 4/24/2019, 9/25/2019, 3/25/2020, 9/28/2020, 11/20/2020, 01/27/2021, 07/22/2021, 11/17/2021, 03/03/2022, 06/22/2022, 09/28/2022