



*American Association
for Respiratory Care*

BYLAWS

as amended October 2016



AARC Bylaws

ARTICLE I - NAME

This organization shall be known as the American Association for Respiratory Care, incorporated under the General Not-For-Profit Corporation Act of the State of Illinois, hereinafter referred to as the Association.

ARTICLE II - OBJECT

SECTION 1. MISSION and VISION

The American Association for Respiratory Care (AARC) will continue to be the leading national and international professional association for respiratory care. The AARC will encourage and promote professional excellence, advance the science and practice of respiratory care, and serve as an advocate for patients, their families, the public, the profession and the respiratory therapist.

SECTION 2. PURPOSE

The Association is formed to:

- Encourage, develop, and provide educational programs for those persons interested in respiratory therapy and diagnostics, hereinafter referred to as Respiratory Care.
- Advance the science, technology, ethics, and art of respiratory care through institutes, meetings, lectures, publications, and other materials.
- Facilitate cooperation and understanding among respiratory care personnel and the medical profession, allied health professions, hospitals, service companies, industry, governmental organizations, and other agencies interested in respiratory care.
- Provide education of the general public in pulmonary health promotion and disease prevention.

SECTION 3. INTENT

- No part of the monies of the Association shall inure to the benefit of any private member or individual, nor shall the Association perform particular services for individual members thereof.
- The Board of Directors shall provide for the distribution of the funds, income, and property of the Association to charitable, educational, scientific, or religious corporations, organizations, community chests, foundations, or other kindred institutions maintained and created for one or more of the foregoing purposes, if at the time of distribution the payee or distributees are exempt from income taxation, and if gifts or transfers to the payee or distributees are then exempt from taxation under the provisions of Sections 501, 2055, and 2522 of the Internal Revenue Code or changes which amend or supersede the said sections.
- In the event of the dissolution of this Association, whether voluntary or involuntary, all of its remaining assets shall be distributed in such a manner as the Board of Directors of this Association shall by majority vote determine to be best calculated to carry out the objectives and purposes for which the Association is formed. The distri-

bution of the funds, income, and property of this Association upon the dissolution may be made available to any charitable, educational, scientific, or religious corporations, organizations, community chests, foundations, or other kindred institutions maintained and created for one or more of the foregoing purposes, if at the time of distribution the payee or distributees are then exempt from income taxation, and if gifts or transfers to the payee or distributees are then exempt from taxation under the provisions of Sections 501, 2055 and 2522 of the Internal Revenue Code or changes which amend or supersede the said sections.

- The Association shall not commit any act which shall constitute the unauthorized practice of medicine under the laws of the State of Illinois or any other state.

ARTICLE III - MEMBERSHIP

SECTION 1. CLASSES

The membership of the Association shall include three classes: Active Member, Associate Member, and Special Member.

SECTION 2. ACTIVE MEMBER

An individual is eligible for Active Membership if he/she lives in the United States or its territories or was an Active Member prior to moving outside its borders or territories, and meets ONE of the following criteria: (1) is legally credentialed as a respiratory care professional if he/she is employed in a state or territory that maintains a legal credential for respiratory care professionals OR (2) is a graduate of an educational program in respiratory care accredited by an AARC-recognized agency, OR (3) holds a credential issued by an AARC-recognized agency. An individual who was an AARC Active Member in good standing on December 8, 1994, will continue as such, providing his/her membership remains in good standing. Active Members in good standing shall be entitled to all the rights and privileges of membership of the Association including: the right to hold office, hold committee chairs, and vote.

SECTION 3. ASSOCIATE MEMBER

Individuals will be classified as Associate Members if they hold a position related to respiratory care but do not meet the requirements to become Active Members. Associate Members shall have all the rights and privileges of membership except that they shall not be entitled to hold office, vote, or serve as a director, chair of any standing committee or specialty section of the Association. There shall be the following subclasses of Associate Membership:

- Foreign Member – Individuals will be classified as foreign members if they meet all the requirements for Associate Membership and they are citizens of or reside in any country other than the United States of America.
- Student Member – Individuals will be classified as Student Members if they meet all the requirements for Associate Membership and are enrolled in an educational program in respiratory care accredited by, or in the process of seeking accreditation from, an AARC-recognized agency.
- Foreign Student Member – Individuals will be classified as Foreign Student Members if

they meet all the requirements for a Foreign Member and are enrolled in an educational program in respiratory care which is accredited or is seeking accreditation by an appropriate governmental or professional accrediting agency.

- Physician Member – Individuals will be classified as Physician Members if they meet all the requirements for Associate membership and are duly licensed as doctors of medicine or osteopathy.
- Industrial Member – Individuals will be classified as Industrial Members if they meet all the requirements for Associate Membership and their primary occupation or business or a majority of their business time is directly or indirectly devoted to the manufacture, sale, or distribution of equipment or products which are directly or indirectly used in the area of respiratory care.

SECTION 4. SPECIAL MEMBER

- Life Member – Life Members shall be members who have rendered outstanding service to the Association as Active Members. Life Members shall have all the rights and privileges of active membership of the Association. Life Members shall be exempt from the payment of dues. Hereinafter all references to Active Members shall refer to both Active and Life Members of the Association.
- Honorary Members – Honorary Members shall be persons who have rendered distinguished service to the field of respiratory care. Honorary Members shall have all the rights and privileges of Associate Membership of the Association. Honorary Members shall be exempt from the payment of dues.
- General Member – General Members shall be individuals who have an interest in respiratory care and who do not qualify for other membership classifications. General Members shall have all the rights and privileges of Associate Membership in the Association.

SECTION 5. PREREQUISITES FOR MEMBERSHIP

Applicants for membership shall meet all the qualifications of the class of membership for which they apply. As a condition of membership, all Members shall be bound by the Articles of Incorporation, Bylaws, standing rules, code of ethics, and other rules, regulations, policies, and procedures adopted from time to time by the Association.

SECTION 6. APPLICATION FOR MEMBERSHIP

- Applicants for membership shall submit their completed official application to the Executive Office of the Association.
- The names and addresses of applicants accepted by The Executive Office shall be submitted for publication.
- Any member or members may object to approval of an applicant for membership by filing written objection with the Executive Office within (30) calendar days after publication of the applicant's name. If an objection is received, the Executive Office shall promptly notify the President, Judicial Committee Chair, the applicant, and the Chartered Affiliates-President. Whenever there is an objection, the Judicial Committee



shall reevaluate the application and make a decision regarding admission.

SECTION 7. SPECIALTY SECTIONS

- a. Specialty Sections representing particular areas of interest within respiratory care shall be made available to Active, Associate, and Special Members of the Association. The purpose, organization and responsibilities of Specialty Sections shall be defined in the policies and procedures of the Association. A seat on the Board of Directors will be granted to those Specialty Sections with a minimum of 1000 active members, limited to six seats total as defined in the policies and procedures of the Association.
- b. The active members of each Specialty Section shall elect a Chair-elect every third year. Elections shall be staggered such that a maximum of one third (1/3) of section chairs-elect shall be elected each year.

SECTION 8. PAYMENT OF DUES

Each member of the Association, except Life Members and Honorary Members, shall pay dues in such amounts and in such manner as may be established annually by the Board of Directors.

SECTION 9. ETHICS

If the conduct of any member shall appear to be in violation of the Articles of Incorporation, Bylaws, standing rules, code of ethics, or other regulations, policies, or procedures adopted by the Association, or shall appear to be prejudicial to the Association's interests, such members may be reprimanded, suspended, expelled, or have their membership status reclassified in accordance with the procedures set forth in the Association's policies and procedures.

ARTICLE IV - OFFICERS

SECTION 1. OFFICERS

- a. The Officers of the Association shall consist of the President, Immediate Past President, Vice President for Internal Affairs, Vice President for External Affairs, Secretary-Treasurer, and in alternate years President-Elect, and shall be elected in accordance with the provisions of Article XII, Section 2 (b).
- b. Officers of the Association shall not concurrently be officers, board members, or staff of the national respiratory care credentialing, accreditation bodies, or chartered affiliates.

SECTION 2. TERM OF OFFICE

- a. The term of office for the President-elect shall be one (1) year. The term of office for the President, Immediate Past President, Vice President for Internal Affairs, Vice President for External Affairs, and Secretary-Treasurer shall be two (2) years. The term shall begin immediately following the Annual Business Meeting.
- b. The President-elect shall complete immediate successive full terms for the offices of President-elect, President, and Immediate Past President before being eligible to serve a successive term in any elected office.

SECTION 3. VACANCIES IN OFFICE

- a. In the event of a vacancy in the office of President, the Immediate Past President shall resume the duties but not the office of President until a special election can be held to fill the office.
- b. In the event of a vacancy in the office of President-elect due to resignation or inability to perform duties, the Vice President for Internal Affairs shall assume the duties, but not the office, of the President-elect and shall also continue to serve as Vice President for Internal Affairs until a special election is held to fill the office of President-elect.
- c. Any vacancy in the office of either Vice President or the Secretary-Treasurer shall be filled by the appointment of a qualified individual by the Board of Directors. Individuals so appointed shall serve until the next scheduled election for that office.
- d. In the event of a vacancy in the office of immediate Past President, the most recent Past President will assume the office of Immediate Past President. If that person is unable or unwilling to serve, the office shall be filled by the appointment of a qualified individual by the Board of Directors. Individuals so appointed shall serve the remainder of the term.

SECTION 4. DUTIES OF OFFICERS

- a. President – The President shall be the Chief Executive Officer of the Association. The President shall preside at the Annual Business Meeting and all meetings of the Board of Directors; prepare an agenda for the Annual Business meeting and submit it to the membership not fewer than thirty (30) calendar days prior to such a meeting in accordance with Article VI of these Bylaws; prepare an agenda for each meeting of the Board of Directors and submit it to the members of the Board not fewer than fifteen (15) calendar days prior to such meeting; appoint standing and special committees subject to approval of the Board of Directors; be an ex-officio member of all committees except the Elections Committee; and present to the Board of Directors and membership an annual report of the Association.
- b. President-elect – The President-elect, if sitting, shall perform duties as assigned by the President or Board of Directors.
- c. Vice President for Internal Affairs – The Vice President for Internal Affairs shall serve as a liaison to the committees and groups of the Association as designated by the President and perform such other duties as shall be assigned by the President or the Board of Directors. The Vice President for Internal Affairs shall assume the duties of the President-elect in the event of the President-elect's absence, resignation, or disability, but will also carry out the duties of the office of the Vice President for Internal Affairs.
- d. Vice President for External Affairs – The Vice President for External Affairs shall serve as a liaison to committees and groups as designated by the President and perform such other duties as shall be assigned by the President or the Board of Directors.
- e. Secretary-Treasurer – The Secretary Treasurer shall see that full and accurate accounts are kept; see that the Executive Office submits monthly financial statements to the Board of Directors, House of

- Delegates Officers, and the Finance Committee within a reasonable period of time after the monthly closing of the books, make a complete written yearly report at the Annual Business Meeting; keep complete and accurate minutes of meetings of the Board of Directors, Executive Committee, Finance Committee, the Annual Business Meeting, and any other meeting as directed by the President; and perform such other duties as shall be assigned by the President or the Board of Directors. At the expense of the Association, the Secretary-Treasurer shall be bonded in an amount determined by the Board of Directors.
- f. Immediate Past President – The Immediate Past President, shall advise and consult with the President, serve as a member of the By-laws Committee, serve as a liaison to the Board of Medical Advisors and perform such other duties as shall be assigned by the President or the Board of Directors. If the office of President becomes vacant, the Immediate Past President will resume the duties of President until a special election can be held.

ARTICLE V - BOARD OF DIRECTORS

SECTION 1. COMPOSITION AND POWERS

- a. The executive government of the Association shall be vested in a board of no more than eighteen (18) Active Members consisting of at least five (5) Officers, and twelve (12) Directors-at-Large, and/or Section Chairs serving as a Director from the top six Specialty Sections with a minimum of 1000 active members of the Association. So as long as the number of Section Chairs serving as Directors is at least six (6), the number of at-Large Directors shall be equal to the number of Section Chairs serving as Directors. If the number of Sections Chairs serving as Directors is less than six (6), the number of at-Large Directors shall be increased to assure a minimum of twelve (12) Directors on the Board of Directors. The Immediate Past Speaker of the House of Delegates, the Chair of the President's Council and the Chair of the Board of Medical Advisors shall serve as non-voting members. Directors shall be elected in accordance with the provisions of Article XII, Section 2 (b).
- b. Members of the Board of Directors shall not concurrently be officers, board members, or staff of the national respiratory care credentialing, accreditation bodies, or chartered affiliates.
- c. The President shall be the Chair and Presiding Officer of the Board of Directors and the Executive Committee. The President shall invite such individuals to the meetings of the Board as deemed necessary, who shall have the privilege of voice but not vote.

SECTION 2. TERM OF OFFICE

Up to one-third (1/3) of the at-Large Directors shall be elected each year, and the term of office for all Directors shall begin following the Annual Business Meeting and shall be three (3) years.

SECTION 3. DUTIES

The Board of Directors shall:

- a. Supervise all the business and activities



- of the Association within the limitation of these Bylaws.
- b. Employ a business counsel to be identified as the Executive Director, who shall manage the Executive Office from which the business of the Association is conducted.
- c. Govern the activities of the Executive Director.
- d. Grant charters to affiliates which meet the requirements for affiliation upon recommendation of the Chartered Affiliates Committee; and have the power to revoke charters.
- e. Adopt and rescind standing rules, regulations, policies, and procedures of the Association.
- f. After consideration of the budget, determine for the following year the amount of membership dues, remunerations, stipends, and other related matters.
- g. Furnish the elections committee with the names of qualified candidates for AARC Officers.
- h. Perform such other duties as may be appropriate for the management of the Association.

SECTION 4. VACANCIES

- a. Any vacancy that occurs in the office of an at-Large Director shall be filled by appointment by the Board of Directors.
- b. An appointed at-Large Director shall serve until the next scheduled election, or until a successor is elected.
- c. Any vacancy that occurs in the office of Section Chair serving as a Director shall be filled by the Chair-elect of that Specialty Section, if one is serving at that time. The ascending Chair-elect shall serve the unexpired term of the Chair and his or her own three (3) year term. If there is no Chair-elect, that Specialty Section will hold a special election of a Chair, who will serve the unexpired term and his or her own three (3) year term.
- d. If no Chair-elect is serving at the time of vacancy, the vacancy shall be filled by appointment, of a member of that Specialty Section, by the Board of Directors. An appointed Section Director shall serve until the next scheduled election, or until a successor is elected.
- e. The Board of Directors shall have the power to declare an office or seat on the Board of Directors vacant by a two-thirds (2/3) vote upon refusal, neglect or inability of any officer or director to perform their duties, or for any conduct deemed prejudicial to the Association. Written notice shall be given to the member that the office has been declared vacant.

SECTION 5. MEETINGS

- a. The Board of Directors shall meet immediately preceding and immediately following the annual Business Meeting of the Association and shall hold not fewer than two (2) regular and separate meetings during the course of the year.
- b. Special meetings of the Board of Directors shall be called by the President at such times as the business of the Association shall require, or upon written request by the majority of the Board of Directors filed with the President and the Executive Director of the Association.
- c. Meetings of the Board of Directors may be in person, by telephone or video conferencing or other electronic means as shall be determined by the Board of Directors.

- d. A majority of the Board of Directors shall constitute a quorum at any meeting of the Board.

SECTION 6. VOTE OF MEMBERSHIP

Whenever, in the judgment of the Board of Directors, it is necessary to present any business to the membership, prior to the next Annual Business Meeting, the Board of Directors may, unless otherwise required by these Bylaws, instruct the Elections Committee to conduct a vote of the membership. Such votes shall require approval of a majority of the valid votes received within thirty (30) calendar days after date of such submission to the membership. The result of the vote shall control the action of the Association.

ARTICLE VI - ANNUAL BUSINESS MEETING

SECTION 1. DATE AND PLACE

- a. The Association shall hold an Annual Business Meeting each calendar year. Additional meetings may be held as required to fulfill the objectives of the Association.
- b. The date and place of the Annual Business Meeting and additional meetings shall be decided in advance by the Board of Directors. In the event of a major emergency, the Board of Directors may cancel the scheduled meeting, set a new date and place if feasible, or conduct the business of the meeting by alternate means provided the material is distributed in the same words to the membership.

SECTION 2. PURPOSE

- a. The Annual Business Meeting shall be for the purpose of receiving reports of officers and committees, the results of the election, and for other business brought by the President.
- b. Additional business meetings shall be for the purpose of receiving reports and for other business brought by the President.

SECTION 3. NOTIFICATION

Written notice of the time and place of the Annual Business Meeting shall be sent to all members of the Association not less than five (5) nor more than forty (40) calendar days prior to the meeting. An agenda for the Annual Business Meeting shall be sent to all members not fewer than thirty (30) calendar days prior to the Annual Business Meeting.

ARTICLE VII - HOUSE OF DELEGATES

SECTION 1. COMPOSITION

- a. The House of Delegates shall be composed of from one (1) to three (3) delegates from each Chartered Affiliate of the Association. They shall be hereinafter referred to as the Delegation.
- b. A Speaker shall be elected by and from the House to chair House meetings. The House shall elect such other officers and be responsible for such organizational practices as it may otherwise require.

SECTION 2. PURPOSE

The House of Delegates shall serve as a representative body of the general membership and the representative body of the Chartered Affiliates of the Association. It shall participate in the establishment of the goals and objectives for the Association and participate in the governance of the Association.

SECTION 3. DUTIES

- a. The House of Delegates shall adopt such rules, regulations, policies, and procedures with respect to the House as it may deem necessary or appropriate, and all Delegates shall be bound thereby.
- b. The House Speaker may appoint members to the House Committees. In the event of vacancies occurring in any House Committee, the Speaker may appoint members to fill such vacancies.
- c. Each Delegate shall:
 - 1. Attend all meetings of the House of Delegates and report the activities to the respective Chartered Affiliate.
 - 2. Attend the Annual Business Meeting of the Association as the representative of the Active Members of the Association within their respective Chartered Affiliate.
 - 3. Furnish the Elections Committee with the names of qualified members for nomination as Director-at-Large.
 - 4. At the direction of their respective Chartered Affiliate, present proposed amendments to the Bylaws Committee.
 - 5. Perform such other duties of office as may be necessary or required.

SECTION 4. MEETING

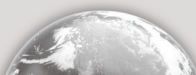
The House of Delegates shall meet preceding the Annual Business Meeting of the Association and at such other times as called by its Speaker or by the majority vote of the House of Delegates.

SECTION 5. ELECTION OF DELEGATES

- a. The Delegation shall be elected by the Active Members of the Association within their respective Chartered Affiliates.
- b. Only Active Members in good standing of the Association who are not on the Board of Directors of the Association shall be eligible to be members of a delegation.
- c. The Chartered Affiliate shall have the power to declare any position of the Delegation vacant upon refusal, neglect or inability of the Delegate to perform the duties of office, or for any other conduct deemed prejudicial to the Chartered Affiliate of the Association. Written notice shall be given to that Delegate and the Speaker of the House of Delegates that the office has been declared vacant.

SECTION 6. VOTING

- a. Each delegation shall have one (1) vote for each Active Member within their Chartered Affiliate as submitted by the Executive Office and certified by the House of Delegates Credentials Committee.
- b. The House Speaker shall appoint the members of the House Credentials Committee from the House. This Committee shall certify the Delegation and number of votes each Delegation may cast.



SECTION 7. QUORUM

A majority of the credentialed Delegations shall constitute a quorum at any meeting of the House of Delegates.

ARTICLE VIII - BOARD OF MEDICAL ADVISORS

SECTION 1. COMPOSITION

The Board of Medical Advisors of the Association shall consist of no less than twelve (12) individual members. Representation shall be maintained from each member organization, as defined by the Association Board of Directors policy. Members of the Board of Medical Advisors shall not concurrently be members of national respiratory care credentialing or accreditation bodies. Appointees to the Board of Medical Advisors must be physicians who have an identifiable role in clinical, organizational, educational or investigative respiratory care. Members of the Board of Medical Advisors must be members of the Association during their term.

SECTION 2. TERM OF OFFICE

Each member shall be appointed by the sponsoring member organization in such a manner that no more than one-fourth of the members of the Board of Medical Advisors shall be replaced in any year. Any vacancy that occurs on the Board of Medical Advisors should be filled by an appointment from the member organization. Terms shall commence immediately following the Annual Business Meeting.

SECTION 3. DUTIES

- a. The Board of Medical Advisors shall elect their own officers and be responsible for such organizational policies and procedures as they may require.
- b. The Board of Directors of the Association and all of its committees and specialty sections may consult with the Board of Medical Advisors in regard to medical issues. The Board of Medical Advisors shall assist the appropriate committees and specialty sections regarding medical and educational issues.
- c. The Chair of the Board of Medical Advisors shall be a non-voting member of the Board of Directors.

SECTION 4. MEETINGS

An annual meeting of the Board of Medical Advisors shall be held at the time and place of the Annual Meeting of the Association.

ARTICLE IX - PRESIDENTS COUNCIL

- a. The Presidents Council shall be composed of Past Presidents of the Association and individuals who have been elected to membership in the Council.
- b. The Presidents Council shall serve as an advisory body to the Board of Directors and perform other duties assigned by the Board of Directors, including, but not limited to selection of the Jimmy A. Young Medalists, life membership, and honorary membership.
- c. The Presidents Council shall elect a Chair from its membership to serve a one-year term beginning immediately following the Annual Business Meeting.
- d. The Chair of the Presidents Council shall serve as a non-voting member of the Board

- of Directors and preside at meetings of the Presidents Council.
- e. The Presidents Council shall meet annually following the Annual Business meeting of the Association.
- f. The Presidents Council may appoint committees as necessary to complete its duties.
- g. In the event of a vacancy in the Chair, the vacancy shall be filled according to the procedure defined by the Association. AARC President will appoint a Council member to serve the duration of the term.

ARTICLE X - CHARTERED AFFILIATES

SECTION 1. REQUIREMENTS

Twenty (20) or more Active members in good standing of the Association meeting the requirements for affiliation may become a Chartered Affiliate of the Association upon the affirmative recommendation of the Chartered Affiliates Committee and approval by the Board of Directors of the Association. Active Members of Chartered Affiliates must be Active Members of the Association. The minimum geographical boundaries of an applicant for a Chartered Affiliate of the Association shall encompass one or more entire states, territories, possessions, or protectorates of the United States. The District of Columbia shall be considered an entire state for this section.

SECTION 2. ADMISSION PROCEDURE

The formal application for a charter shall be sent to the Executive Office of the Association and shall consist of a list of officers, membership, minutes of the organizational meeting, the By-laws, and a letter requesting approval of the proposed medical advisor or advisors.

SECTION 3. MEDICAL ADVISOR

Each Chartered Affiliate shall have one (1) or more medical advisors whose name(s) shall be submitted to the Board of Medical Advisors.

SECTION 4. DUTIES

A copy of the minutes of every meeting of the governing body and other business meetings of the Chartered Affiliates shall be sent to the Executive Office of the Association within thirty (30) calendar days following the meeting.

SECTION 5. SUSPENSION OR REVOCATION OF A CHARTER

- a. The Board of Directors of the Association may suspend or revoke the charter of any affiliate with due and sufficient cause or upon the failure of an affiliate to maintain a membership of at least twenty (20) Active Members in good standing of the Association.
- b. Action for the suspension or revocation of the charter of any affiliate shall follow approved Association policy and procedure.

ARTICLE XI - INTERNATIONAL AFFILIATES

SECTION 1. REQUIREMENTS

Twenty (20) or more Foreign Members in good standing of the Association meeting

the requirements for affiliation may become an International Affiliate of the Association upon the affirmative recommendation of the Chartered Affiliates Committee, and approval by the Board of Directors of the Association.

SECTION 2. INTERNATIONAL AFFILIATE ADMISSION PROCEDURE

The formal application for International Affiliate status shall be sent to the Executive Office of the Association and shall consist of a list of officers, membership, minutes of the organizational meeting, the Bylaws, and a letter requesting approval of the proposed medical advisor or advisors.

SECTION 3. INTERNATIONAL AFFILIATE MEDICAL ADVISOR

Each International Affiliate shall have one (1) or more medical advisors whose name(s) shall be submitted to the Board of Medical Advisors.

SECTION 4. SUSPENSION OR REVOCATION OF INTERNATIONAL AFFILIATE STATUS

- a. The Board of Directors of the Association may suspend or revoke the International Affiliate status with due and sufficient cause or upon the failure of an affiliate to maintain a membership of at least twenty (20) Foreign Members.
- b. Action for the suspension or revocation of International Affiliate status shall follow approved Association policy and procedure.

ARTICLE XII - COMMITTEES

SECTION 1. STANDING COMMITTEES

- a. The standing committees of the Association shall be: Bylaws, Elections, Executive, Finance, Judicial, Program and Strategic Planning. The Chair and members of standing committees, not otherwise designated in these Bylaws or Association Policy and Procedure, shall be appointed by the President, subject to the approval of the Board of Directors. With the exception of the Elections and Bylaws Committees, committee terms shall be for two (2) years. The Chartered Affiliates Committee, as referred to in these Bylaws, shall be a standing committee of the House of Delegates.
- b. Decisions of standing committees, except as specified in Article XII, Section 2 (a) (3), may be appealed to the Board of Directors. A two-thirds (2/3) vote of the Board of Directors shall be required to sustain an appeal.

SECTION 2. COMPOSITION AND DUTIES OF COMMITTEES

- a. Bylaws Committee
 - 1. The committee shall be composed of the Immediate Past President and four (4) additional Active Members of the Association elected by the House of Delegates. The House elect members shall serve two year terms. These terms shall be staggered, with two (2) members being elected each year. The Chair shall be the senior House elect member, who, between



- the two senior members, received the greatest number of votes cast by the House.
2. Proposed amendments to the Bylaws may be originated by the Bylaws Committee or submitted to the Bylaws Committee only by the Board of Directors, House of Delegates, or Chartered Affiliates. The committee shall review the amendments proposed by any of the foregoing bodies and shall submit its recommendations to the proponent. Upon receipt of such recommendations, the proponent may, but shall not be obliged to, withdraw the proposed amendments from further consideration. Any proposed amendments that are not withdrawn by the proponent and any proposed amendments which are originated by the Bylaws Committee shall be delivered to the House of Delegates and the Board of Directors, with the committee's recommendations for same, at least sixty (60) calendar days prior to the date on which voting begins.
 3. In the event of a problem with the interpretation of the Bylaws, the question shall be referred to the Bylaws Committee. Either the Board of Directors or the House of Delegates may refer a Bylaws interpretation matter to the committee by a two-thirds (2/3) affirmative vote. The decision of the committee shall be final.
- b. Elections Committee
 1. The committee shall be composed of five (5) Active Members; three (3) elected by the House of Delegates, one (1) elected by the Board of Directors and the seated Past President. The Chair shall be selected by the House of Delegates.
 2. The term of office for each member except the seated Past President shall be three (3) years. The election of the members shall be staggered, so that no more than 50% of the membership changes each year.
 3. The committee shall screen candidates nominated for Director, Officer, and Specialty Section Chair-Elect positions. Nominations for at-Large Directors shall be submitted to the committee only by the House of Delegates. Nominations for Section Chair-elect shall be submitted to the committee only by members of that Specialty Section. Nominations for Officers shall be submitted to the committee only by the Board of Directors.
 4. The Chair of the committee shall report the slate of nominees to the Board of Directors and House of Delegates no later than June 1. The final slate of candidates shall be submitted to the Board of Directors and the House of Delegates before submission to the general membership.
 5. The committee shall be responsible for preparing, distributing, receiving, and verifying all ballots. At least sixty (60) days prior to the Annual Business Meeting, ballots setting forth the slate of candidates shall be made available to Active Members of the Association in good standing. Only Active Members of a Specialty Section may vote for the Chair-elect of the Specialty Section. Provisions shall be made on the ballot for write-in votes for each office to be filled. Voting will close no less than thirty (30) calendar days prior to the Annual Business Meeting. Ballots shall be counted no less than twenty-one (21) calendar days prior to the Annual Business Meeting. The deadline date and time shall be clearly indicated on the ballot.
 6. Association elections shall be determined by a plurality of the votes cast. A tie vote shall be decided by lot.
- c. Executive Committee
 1. The Executive Committee of the Board of Directors shall be composed of the President, Immediate Past President, Vice President for Internal Affairs, Vice President for External Affairs, Secretary-Treasurer, and in alternate years, the President-Elect.
 2. The Executive Committee shall have the power to act for the Board of Directors between meetings of the Board and such action shall be subject to ratification by the Board at its next meeting.
 - d. Finance Committee
 1. The Finance Committee is composed of the Executive Committee of the Board of Directors and the House of Delegates Treasurer and Speaker-elect. The committee shall be chaired by the President. The committee shall submit for approval the annual budget to the House of Delegates and the Board of Directors.
 2. The Audit Subcommittee shall consist of the Speaker-elect, who shall be the chair, the House of Delegates Treasurer, and one member of the Executive Committee appointed by the President. The Secretary-Treasurer shall be a non-voting member. The subcommittee is responsible for monitoring the financial affairs of the Association in cooperation with external independent auditors.
 - e. Judicial Committee
 1. The committee shall consist of not fewer than four (4) Active Members.
 2. The committee shall review membership challenges, or complaints against any member charged with any violation of the Association's Articles of Incorporation, Bylaws, standing rules, code of ethics, or other rules, regulations, policies, or procedures adopted, or for any conduct deemed detrimental to the Association. Such complaints must be filed with the Chair of the Judicial Committee. The committee shall conduct a review in accordance with established policies and procedures. Such policies and procedures shall be available to any member upon request.
 3. If the committee determines in its sole discretion that the complaint warrants further action, a written statement of the charges shall be prepared with benefit of legal counsel if deemed advisable, and the matter shall be resolved according to established policies and procedures.
 4. The member shall have the right to appeal the decision of the committee to the Board of Directors. There shall be no appeal from the decision of the Board of Directors.
 - f. Program Committee
 1. The committee shall consist of not fewer than four (4) Active Members.
 2. The committee shall prepare the program for the Annual Business meeting and all other programs, as directed by the President.
 - g. Strategic Planning Committee
 1. The committee shall consist of not fewer than five (5) members. The chair shall be the Immediate Past President.
 2. The committee shall make recommendations to the Board of Directors about the direction of the Association and the profession of Respiratory Care.

SECTION 3. COMMITTEE CHAIR'S DUTIES

- a. The Chair shall perform those duties as specified by the President and the Board of Directors to carry out the objectives of the Association.
- b. The Chair of each committee shall confer promptly with the members of that committee on work assignments.
- c. Members of any membership class, as well as non-members, may be appointed as consultants to committees. The President shall request recommendations regarding physician consultants from the Chair of the Board of Medical Advisors.

SECTION 4. SPECIAL COMMITTEES AND OTHER APPOINTMENTS

- a. Special committees may be appointed by the President, subject to the approval of the Board of Directors.
- b. Representatives of the Association to such external organizations as may be required shall be appointed by the President, with the approval of the Board of Directors.

SECTION 5. VACANCIES ON COMMITTEES

In the event of vacancies occurring in any committee, the President may appoint members to fill such vacancies, subject to the approval of the Board of Directors.

ARTICLE XIII - FISCAL YEAR AND BUDGET

- a. The fiscal year of the Association shall begin on January 1 and end on December 31.
- b. The annual budget proposed by the Finance Committee, shall be approved by the House of Delegates and Board of Directors before implementation.

ARTICLE XIV - PARLIAMENTARY AUTHORITY

The rules contained in the most current edition of Robert's Rules of Order shall govern whenever they are not in conflict with the Articles of Incorporation, Bylaws, standing rules, or other rules of the Association.

ARTICLE XV - AMENDMENT

These Bylaws may be amended in accordance with Article XII, Section 2 (a) 2, if an amendment receives an affirmative majority vote of the Board of Directors and also receives an affirmative majority vote of the House of Delegates. The amendment must then be submitted to the membership for comments and input within forty-five (45) days of the first affirmative vote. After which the Board of Directors and the House of Delegates will have a second reading and vote. If the amendment receives an affirmative vote of two-thirds (2/3) of the Board of Directors and also receives an affirmative vote of two-thirds (2/3) of the House of Delegates, then it shall be adopted.

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