

# LSRC Bylaws

## **Louisiana Society of the American Association for Respiratory Care Bylaws**

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### **ARTICLE I PREAMBLE**

This organization shall be known as the Louisiana Society for Respiratory Care, incorporated under the General Not-For-Profit Corporation Act of the State of Louisiana, hereinafter referred to as the "Society" or "LSRC". Articles of Incorporation are on file with the Secretary of State of Louisiana.

The Society shall be a chartered affiliate of the American Association for Respiratory Care, Incorporated, hereinafter referred to as the "Association" or "AARC", which is incorporated under the General Not-For-Profit Corporation Act of the State of Illinois.

### **ARTICLE II OBJECT**

*LSRC Vision/Mission Statement:*

The LSRC serves as a state and regional professional association for respiratory care. The LSRC 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 1. Purpose**

The LSRC is formed:

- a. To encourage and develop regional educational programs for those persons interested in the field of Respiratory Care.
- b. To advance the science, technology, ethics, and art of Respiratory Care through regional institutes, meetings, lectures, and the preparation and maintenance of the website and other materials.
- c. Develop and maintain standards for the practice of respiratory care.
- d. To facilitate cooperation between Respiratory Care personnel and the medical profession, hospitals, service companies, industry, and other agencies within the State interested in Respiratory Care; except that this Society shall not commit any act which shall constitute unauthorized practice of medicine under the laws of the State of Illinois in which the parent Association is Incorporated, or any other state.
- e. To provide education of the general public in pulmonary health promotion and disease prevention.

#### **Section 2. Intent**

- a. No part of the monies of the Society shall inure to the benefit of any private member or individual, nor shall the Society perform particular services for individual members thereof.
- b. The Board of Directors, hereinafter referred to as the "Board", shall provide for the distribution of the funds, income, and property of the Society 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 provided that at the time gifts or transfers to the payees or distributees are exempt from income taxation under the provisions of Section 501, 2055, and 2522 of the Internal Revenue Code, or any later or other sections of the Internal Revenue Code which amend or supersede the said sections.
- c. In the event of dissolution of this Society, whether voluntary or involuntary, all of its remaining assets shall be distributed in such a manner as the Board of Directors of this Society shall, by a majority vote, determine to be the

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best calculated to carry out the objectives and purposes of which the Society is formed. The distribution of funds, income, and property of this Society, upon 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 forgoing purposes, if at the time of distribution, the payee or distributee are then exempt from taxation under the provisions of Section 501, 2055, and 2522 of the Internal Revenue Code or any later or other sections of the Internal Revenue Code which amend or supersede the said Sections.

d. The Society shall not commit any act which shall constitute the unauthorized practice of medicine under the laws of Louisiana or any other state.

### **ARTICLE III. BOUNDARIES**

The area included within the boundaries of this Society shall be the boundaries of the State of Louisiana.

### **ARTICLE IV MEMBERSHIP**

#### **Section 1. Classes**

The membership of this Society shall include three classes: Active Member, Associate Member, and Special Member, as defined by the AARC Bylaws.

#### **Section 2. Eligibility and Classification**

a. Membership eligibility and classification shall be established in accordance with Article III of the AARC Bylaws.

b. Only members in good standing of the AARC shall be members of this Society with the exception that the AARC Board of Directors may confer Honorary or Life Membership.

#### **Section 3. Annual Registration**

Each Society member must annually reassert AARC membership by whatever means the AARC Board of Directors deems appropriate.

#### **Section 4. Privileges**

a. Active members and Active Life members in good standing shall be entitled to all the rights and privileges of membership in the Society, including the right to vote, hold office, hold committee chairmanships, committee memberships, and serve as Delegate to the Association.

b. All Associate member classifications and Special member classifications in good standing shall be entitled to all the rights and privileges of membership of the Society except the right to vote, hold office, hold committee chairmanships, and serve as Delegate to the Association.

#### **Section 5. Ethics**

If the conduct of any member shall appear to be in violation of the Articles of Incorporation, Bylaws, policies or procedures adopted by the Society, or shall appear to be prejudicial to the Society's interest, such members may be reprimanded, suspended, or expelled in accordance with the procedures as set forth in the LSRC policy and procedures.

### **ARTICLE V OFFICERS AND DIRECTORS**

#### **Section 1. Officers**

The officers of the Society shall consist of: President, President-Elect, Immediate Past President, Vice-President, Secretary, and Treasurer.

#### **Section 2. Directors-at-Large**

a. There shall be four (4) Directors-at-Large. Two (2) Directors-at-Large shall be elected every two years and such others as necessary in order to fill existing vacancies.

b. When multiple vacancies are being filled, the member with the most votes shall fill the longest term, the member with the second highest number of votes shall fill the next longest term, and so on according to the number of votes received.

#### **Section 3. Chapter Representation**

Each Chapter shall be represented on the Board of Directors by the Chapter President.

#### **Section 4. Term of Office**

- a. The term of office for Society Officers shall be for two (2) year term. The term shall begin immediately following the Annual Business Meeting following their election.
- b. The President-Elect shall serve one (1) year until the next Annual Business Meeting and then shall accede to the President for a (2) year term.
- c. The President shall accede to the Immediate Past President for a one (1) year term.
- d. The President-Elect and Immediate Past President shall not serve more than a one (1) year term in the same office.
- e. The term of office for Directors-at-Large shall begin immediately following the Annual Business Meeting following their election and shall be for a four year term.

#### **Section 5. Vacancies in Office**

- a. In the event of a vacancy in the Office of President, the President-Elect shall become acting President to serve the unexpired term and shall serve the successive term as President.
- b. In the event of a vacancy in the office of President-Elect, due to resignation or inability to perform duties, the Vice-President shall assume the duties, but not the office of, President-Elect and shall also continue to serve as the Vice-President until the next meeting of the Board of Directors at which time the Board shall elect a qualified member to fill the vacancy. This individual shall serve the remainder of the term as President-Elect and then accede to President for a regular term as if elected by the membership.
- c. In the event of a vacancy in the office of Vice President, Treasurer, or Secretary, the Board of Directors shall elect a qualified member to fill the vacancy until the Annual Business Meeting following the next election.
- d. In the event of a vacancy in the office of Immediate Past-President, that office shall remain vacant until filled by the normal process of Presidential succession.

#### **Section 6. Duties of Officers**

##### **a. President**

The President shall be the chief executive officer of the Society. The President shall preside at the Annual Business Meeting and all meetings of the Board of Directors and present an annual report of the Society; prepare an agenda for the Annual Business Meeting and submit it to the membership via the LSRC website not fewer than thirty (30) days prior to such a meeting in accordance with these Bylaws; prepare an agenda for each meeting of the Board of Directors and submit it to the members of the Board of Directors not fewer than fifteen (15) days prior to such meeting; appoint standing and special committees subject to the approval of the Board of Directors; and present an annual report of the Society's activities to the Board of Directors and the membership.

The President shall automatically become and serve in the office of Immediate Past President following the completion of their two-year term and perform such duties as assigned by the President with voting privileges.

##### **b. President-Elect**

The President-Elect shall become acting President and shall assume the duties of the President in the event of the President's absence, resignation, or disability; and shall perform such other duties as shall be assigned by the President, the Board of Directors, or elsewhere by these Bylaws.

The President-Elect shall serve as Chair of the Nominations and Elections Committee.

The President-Elect shall be a one year term.

##### **c. Vice-President**

The Vice-President shall assume the duties but not the office of the President-Elect in the event of the President-Elect's absence, resignation, or disability; and will also continue to carry out the duties of the Vice-President.

##### **d. Treasurer**

The Treasurer shall have charge of all funds and securities of the Society; endorsing checks, notes, or other orders for payment of bills; disbursing funds as authorized by the Board of Directors and/or in accordance with the adopted budget; depositing funds as the Board of Directors may designate.

The Treasurer shall see that full and accurate accounts are kept, submit quarterly trial balances to the Executive Committee; make a written financial report to each meeting of the Board of Directors.

At the expense of the Society, the Treasurer and all other signatories of Society (not Chapter/Committee) checks shall be bonded in an amount determined by the Board of Directors.

The outgoing Treasurer shall automatically become Immediate Past Treasurer as a non-voting member of the BOD in order to insure smooth transition of all Society finances. Immediate Past Treasurer may hold another concurrent office. The Treasurer, the President, Immediate Past President, or the President-Elect shall be included on all Society financial institutes' signature cards. All debt to accounts will require two signatures.

##### **e. Secretary**

The Secretary shall have charge of keeping the minutes of the regular meetings of the Board of Directors, the Annual

Business Meeting, and meetings of the Executive Committee; executing the general correspondence; and in general, performing all duties as from time to time shall be assigned by the President or the Board of Directors.

**f. Immediate Past President**

The Immediate Past President shall serve on the Executive Committee with voting privileges and assist in formulation of the LSRC annual budget and also serve on the Legislative Committee.

**ARTICLE VI  
BOARD OF DIRECTORS**

**Section 1. Composition and Powers**

- a. The executive government of this Society shall be invested in a Board of Directors of no fewer than twelve (12) members and no more than twenty (20) voting members consisting of the Officers, Delegates, and Directors-at-large (as defined in Article V, Sections 1 & 2) and the President of each chapter (as defined in Article XII).
- b. The President shall be Chairperson and presiding officer of the Board of Directors and the Executive Committee. The President shall invite in writing such individuals to the meetings of the Board of Directors as deemed necessary, with the privilege of voice but not vote.
- c. The Board of Directors shall have the power to declare an office vacant by a two-thirds (2/3) vote, upon refusal or neglect of any member of the Board of Directors to perform the duties of that office, or for any conduct deemed prejudicial to the Society. Written notice shall be given to the member that the office has been declared vacant.
- d. The Society's Medical Director and Immediate Past Treasurer shall be non-voting members of the Board of Directors.
- e. No Board of Directors member may hold concurrent Board of Directors-level elective offices. This limitation does not preclude Board of Directors members from holding chapter offices other than Chapter President.

**Section 2. Duties**

- a. Supervise all business and activities of the Society within the limitations of these Bylaws.
- b. Adopt and rescind standing rules of the Society.
- c. Determine remuneration, stipends, the amount of membership dues for the following year, and other related matters, after consideration of the budget.
- d. Receive and act upon the reports and recommendations of the special and standing committees.
- e. Perform such other duties as may be appropriate for the management of the Society.

**Section 3. Vacancies**

- a. Any vacancy that occurs for a Board Member At Large, shall be filled by qualified members elected by the Board of Directors. Individuals so elected shall serve until the Annual Business Meeting following the next election.
- b. In the event of a vacancy among the Chapter Presidents, the respective Chapter(s) shall fill the vacancy through their defined ascendancy process. This individual must be eligible to be a member of the Society's Board of Directors. In the event the chapter fails to name a replacement, the Board of Directors shall appoint a qualified member.

**Section 4. Meetings**

- a. The Board of Directors shall meet as part of the Annual Business Meeting of the Society and shall not hold fewer than two (2) regular and separate additional meetings during the calendar year. The planned dates and locations of these additional meetings shall be presented at the Annual Business Meeting. In the event of an emergency or unexpected circumstances, the date and location of these additional meetings may be changed, provided the members of the Board of Directors are given at least fifteen (15) days notice of the new date and location; or the business of the scheduled meeting may be conducted by mail vote in accordance with

**Section 5 of this Article**

- b. Special meetings of the Board of Directors shall be called by the President at such times as the business of the Society shall require, or upon written request of three (3) members of the Board of Directors filed with the President and Secretary of the Society.
- c. Meetings of the Board of Directors may be in person, by telephone, video-conference or other electronic means as shall be determined by the Board of Directors.
- d. A majority of the voting members of the Board of Directors shall constitute a quorum at any meeting.

### **Section 5. 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 the date of such submission to the membership. The result of the vote shall control the action of the Society.

## **ARTICLE VII**

### **ANNUAL BUSINESS MEETING**

#### **Section 1. Date and Place**

- a. The Society shall hold an Annual Business Meeting within sixty (60) days following the end of each calendar year.
- b. The date and place of the Annual Business Meeting shall be decided in advance by the Board of Directors. In the event of a major emergency the Board of Directors shall cancel the scheduled meeting, set a new date and place if feasible, or conduct the business of the meeting provided the material is sent in the same words to the voting membership.

#### **Section 2. Purpose**

The Annual Business Meeting shall be for the purpose of installation of the new Board of Directors, receiving reports of officers and committees, 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 Society not less than five (5) calendar days 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 meeting.

## **ARTICLE VIII**

### **SOCIETY DELEGATES TO THE AARC HOUSE OF DELEGATES**

#### **Section 1. Election**

- a. Delegates of this Society to the House of Delegates of the AARC shall be elected as specified in Article VII of the AARC Bylaws.
- b. To be nominated for the position of Delegate from this Society the nominee must attend a minimum of 75% of all Society Board of Directors meetings for two years prior to their vying for said position.
- c. The Society's delegation will consist of up to three delegates, one of whom may be the President. If the President selects a designee, he or she must be a member elected by the entire membership of the LSRC. For the other members of the delegation, one will be elected every two years for a four-year term. The delegates will be limited to five consecutive terms.

#### **Section 2. Duties**

The duties of the Delegates shall be as specified in the Bylaws of the AARC (ARTICLE VII, Section 3c).

#### **Section 3. Voting Board Member**

The Delegates shall be voting members of the Society Board of Directors.

#### **Section 4. Multiple Offices**

Elected Delegates may not hold concurrent elective offices.

#### **Section 5. Vacancy**

- a. In the event of a vacancy in the position of Delegate, the Board of Directors may designate a qualified member to fill the role, but not the office of, Delegate until the next election.
- b. The President may be designated to attend the House of Delegates in the place of any of the Delegates if they are unable to attend. In the event the President is seated in place of the 3rd or 4th year Delegate the 1st or 2nd year delegate shall be the lead member of the delegation.

**ARTICLE IX  
PRESIDENT'S COUNCIL**

- a. The President's Council shall be composed of those individuals who served a full term as Past President of the Society.
- b. The President's Council shall serve as an advisory body to the Board of Directors and perform other duties as assigned by the Board of Directors.
- c. The President's Council shall meet annually and elect a Chair from its membership.
- d. The Chair of the President's Council shall preside at meetings of the Council, and shall serve as a non-voting member of the Board of Directors.
- e. The President's Council may appoint committees as necessary to complete all its duties.
- f. In the event of a vacancy of the Chair, the vacancy shall be filled according to the procedure defined by the Society.

**ARTICLE X  
COMMITTEES**

**Section 1. Executive Committee**

The Executive Committee of the Board of Directors shall consist of the President, President-Elect, Vice-President, Immediate Past-President, Secretary, Treasurer and Immediate Past Treasurer. The Immediate Past Treasurer is a non-voting member. The Executive Committee shall have the power to act for the Board of Directors and such action shall be subject to ratification by the Board at its next meeting. The Executive Committee shall also function as the Budget and Audit Committee.

**Section 2. Standing Committees**

The members of the following standing committees shall be appointed by the President, subject to the approval of the Board of Directors, to serve for a term of two (2) years.

- a. Membership
- b. Budget / Audit
- c. Nominations / Elections
- d. Judicial Committee
- e. Education
  1. Program
  2. Scholarship
  3. Pelican Bowl
  4. Awards
    - (a) Pioneer Award
    - (b) Award for Excellence
    - (c) Other Awards
- f. Bylaws / Policy & Procedure
- g. Public Relations
  1. Communication / Relations
  2. Chapter Affairs
  3. Hospital of the Year Award
- h. Legislative
  1. PACT
- i. Fundraising

**Section 3. Special Committees and Other Appointments**

Special committees may be appointed by the President to carry out specific tasks.

**Section 4. Committee Chairperson's Duties**

- a. The chairperson of each committee shall confer promptly with the members of the committee on work assignments. If a committee has written policies or procedures, they will be reviewed and approved by the BOD annually.
- b. The chairperson of each committee may recommend prospective committee members to the President. When possible, the chairperson of the previous year shall serve as a member of the new committee. The chairperson shall submit a written report to the President and Secretary of the Society at each Board of Directors meeting.

- c. Nonmembers or physician members may be appointed as consultants to committees.
- d. Each committee chairperson requiring operating expenses shall submit a budget for the next fiscal year to the Budget and Audit Committee at least sixty (60) days prior to the Annual Business Meeting.

## **ARTICLE XI**

### **DUTIES OF COMMITTEES**

#### **Section 1. Membership Committee**

- a. This Committee shall consist of one (1) member of the Board of Directors and one (1) member from each chapter.
- b. This Committee shall encourage recruitment and retention of applicants for membership in the AARC and report to the Membership Committee of the AARC as required by the AARC Bylaws.

#### **Section 2. Budget and Audit Committee**

- a. This Committee shall be composed of the Executive Committee and the Medical Advisor(s).
- b. The Budget and Audit Committee proposes an annual budget for approval by the Board of Directors. The budget shall then be submitted to the Society website for publication at prior to the Annual Business Meeting.

#### **Section 3. Nominations / Elections Committee**

- a. This Committee shall be chaired by the President and shall consist of at least five (5) voting members of the Society who shall serve for a term of one (1) year.
- b. No member of this Committee is eligible to be placed on a Society ballot during their term on the Committee, although they will remain eligible to run for chapter offices, other than Chapter President. Members of the Board of Directors may be on, or chair, the Nominations/Elections Committee provided they are not in the final year of their term or are willing to decline all nominations for the year(s) they serve on this Committee.
- c. The duties of the Nominations and Elections Committee are:
  - 1. Solicit nominations from the membership and determine the eligibility for each office.
  - 2. Prepare a slate of qualified nominees and submit to the Board of Directors for their review and approval.
  - 3. Collect the required biographical information from the nominees, which is to be included on the ballot.
  - 4. Prepare and verify ballots and validate election results for all elections held during the calendar year.
  - 5. Notify the various candidates of the results of the election. If the Chair is unable to reach any of the candidates, the President of the Society shall be notified immediately.
  - 6. These obligations shall be accomplished in accordance with the timeframes as defined in the Society Policy.

#### **Section 4. Judicial Committee**

- a. This Committee shall consist of a total of five (5) members and will be chaired by a member of the Executive Committee
- b. The Judicial Committee shall serve as an impartial body to investigate, deliberate, and render decisions on matters referred to it for consideration and determination.

#### **Section 5. Education Committee**

- a. This Committee shall consist of at least six (6) members and be so constructed as to provide experienced members for program and education planning.

#### **Section 6. Bylaws Committee**

- a. This Committee shall consist of three (3) members, one (1) of whom shall be a Past-President, with one (1) member being appointed annually for a three (3) year term, except as is necessary to establish and maintain this rotation.
- b. The Committee shall receive and prepare all amendments to the Bylaws for submission to the Board of Directors. The Committee may also initiate such amendments for submission to the Board of Directors.

#### **Section 7. Public Relations**

- a. The Public Relations Committee shall concern itself with the activities of the Society in relation to the public, hospitals, and other organizations.

#### **Section 8. Legislative Committee**

- a. The Legislative Committee shall consist of at least six (6) members to include: the President and/or Past-

President, or President- Elect. The chairperson shall be appointed by the President with other members being appointed as needed.

b. This Committee shall inform the Board of Directors of all legislative activity pertinent to the role of the respiratory care practitioners. The Committee shall communicate directly with the lobbyist and network all information to the Board of Directors.

### **Section 9. Fundraising Committee**

a. The Fundraising Committee shall be chaired by the 1st/2nd year and 3rd/4th year Delegates. Committee members shall be appointed by the President.

b. The duty of this Committee is to carry out fundraising activities as directed by the Executive Committee.

## **ARTICLE XII**

### **CHAPTER ORGANIZATIONS**

#### **Section 1. Boundaries**

The Society may be divided into a maximum of ten (10) chapters and no fewer than (3) chapters. Boundaries of the chapters will be determined by the Society's operating policies.

#### **Section 2. Organization**

The policies under which the chapters are governed shall not be in conflict with these Bylaws.

#### **Section 3. Officers and Chapter Representation**

a. The President of each active chapter shall be a voting member of the Society's Board of Directors.

b. The Active Members of this Society who are employed within the chapter boundaries may elect a President, Secretary, and Treasurer and other officers as circumstances may require. The Secretary may be the official correspondent for the chapter to the Society.

c. The membership in a Chapter shall be determined by address listed with AARC with stipulations by petition.

## **ARTICLE XIII**

### **SOCIETY MEDICAL ADVISOR**

The Society shall have at least one (1) Medical Advisor who shall conform to Article X, Section 3 of the AARC Bylaws. Each Chapter may have at least one (1) Medical Advisor.

## **ARTICLE XIV**

### **FISCAL YEAR**

The fiscal year of this Society shall be from January 1 through December 31.

## **ARTICLE XV**

### **DUES AND ASSESSMENTS**

#### **Section 1. Active, Associate Members Within the Society's Boundaries**

Society dues shall be considered paid in full upon payment of AARC dues. Compliance with Article III, Section 8, of the AARC Bylaws is required for Society membership.

## **ARTICLE XVI**

### **ETHICS**

If the conduct of any Society member shall appear, by report of the Society or the AARC Judicial Committee, to be in willful violation of the Bylaws or standing rules of this Society or the AARC, or prejudicial to this Society's interests as defined in the AARC Code of Ethics, the Board of Directors may, by a two-thirds vote of its entire membership, suspend or expel such a member.

A motion to reconsider the suspension or expulsion of a member may be made at the next regular meeting of the Board of Directors. All such suspension or expulsion actions shall be reported immediately to the AARC Judicial Committee.



**ARTICLE XVII**

**PARLIAMENTARY PROCEDURE**

The rules contained in Robert's Rules of Order Revised shall govern whenever they are not in conflict with the Bylaws of the Society or the AARC.

**ARTICLE XVIII**

**AMENDMENTS**

These Bylaws may be amended at any regular or called meeting or by mail vote of the Louisiana Society of the AARC by a two-thirds majority of those voting, provided that the amendment has been presented or posted on website to the membership in writing at least sixty (60) days prior to vote. All amendments must be approved by the AARC Bylaws Committee and shall become effective upon ratification by the AARC Board of Directors.