

**BYLAWS OF THE NORTH CAROLINA  
SOCIETY FOR RESPIRTORY CARE, INC.**

**CHARTERED AFFILIATE OF THE AMERICAN  
ASSOCIATION FOR RESPIRATORY CARE, INC.**



As Amended August 2011

## **ARTICLE I. PREAMBLE**

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

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. BOUNDARIES**

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

## **ARTICLE III. OBJECTIVES**

### **Section 1. Purpose**

The Society is formed to:

- a. Encourage, develop and provide educational programs for those persons interested in cardiopulmonary care and diagnostics, hereinafter referred to as Respiratory Care.
- b. Advance the science, technology, ethics and art of respiratory care through institutes, meetings, lectures, publications, other materials and community involvement.
- c. Develop and maintain standards for the practice of respiratory care.
- d. Facilitate cooperation and understanding among respiratory care practitioners, physicians, health care organizations and professions, governmental agencies, industry and the public.
- e. 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 shall provide for the distribution of 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 forgoing 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 Section 501, 2055, and 2522 of the Internal Revenue Codes or changes which amend or supersede the said Sections.

- c. In the event of the 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 majority vote determine to be the best calculated to carry out the objectives and purposes for which the Society is formed. The distribution of funds, income, and property of this Society 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 exempt from income taxation, and if gifts or transfers to the payee or distributees are then exempt from taxation under the provisions of Section 501, 2055, and 2522 of the Internal Revenue Codes or changes which amend or supersede the said Sections.
- d. The Society shall not commit and act which shall constitute the unauthorized practice of medicine under the laws of North Carolina, or any other state.

**ARTICLE IV. MEMBERSHIP**

Section 1. Classes

The membership of the Society shall consist of the following classes: Active, Associate, and Special.

Section 2. Active Member

Active members shall be persons who meet one of the following criteria: 1) Are graduates of an educational program in Respiratory Care accredited by an AARC-recognized agency, 2) hold a credential issued by an AARC recognized agency, or 3) are legally credentialed as a Respiratory Care Practitioner if he/she is employed in a state or territory that maintains a legal credential for respiratory care professionals. Active Members of the AARC can specify that they will affiliate with the NCSRC. Active Members of the NCSRC are also active members of the AARC.

Section 3. Associate Member

Associate members shall be persons who have a position related to respiratory care and do not otherwise qualify for active membership status. There shall be the following sub-classes of Associate Membership:

- a. Foreign - Meets the requirements for Associate Membership and resides in any foreign country.
- b. Student - Meets the requirements for Associate Membership and is enrolled in an educational program in Respiratory Care accredited by, or in the process of seeking accreditation from, an AARC-recognized agency.
- c. Physician - Meets the requirements for Associate Membership and is duly licensed as a doctor of medicine or osteopathy.
- d. Industrial - Meets the requirements for Associate Membership and his or her primary occupation or business, or a majority of his or her 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

- a. Life Member - Life members shall be active members who have rendered outstanding service to the Society. Selection process is outlined in the Standing rules.
- b. Honorary Member - Honorary members shall be persons not otherwise eligible for active membership status, who have rendered distinguished service to the Society. Selection process is outlined in the Standing Rules.
- c. General Member - General members shall be persons with an interest in Respiratory Care who does not qualify for other membership classifications.

Section 5. Application

Verified Association membership shall confer Society membership status.

Section 6. Privileges

- a. Active members and Active Life members in good standing shall be entitled to all the rights and privileges of membership of the Society, including the right to vote, hold office, hold committee chairmanships, committee membership and serve as Delegate to the Association.
- b. All Associate Member classifications, and Honorary, General, and Inactive Life members 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 or serve as Delegate to the Association.

Section 7. Ethics

If the conduct of any member shall appear to be in violation of the by-laws, standing rules, code of ethics, or other regulations adopted by the Society, or shall appear to be prejudicial to the Society's interest, such member may be subject to action deemed appropriate by the Board of Directors.

Section 8. Dues

- a. The Society may require its members to pay dues to the Society. Annual dues of the Society, if any, shall be determined by the Board of Directors of the Society.
- b. Life and Honorary members shall be exempt from dues payment.
- c. Dues shall be payable annually at a time set forth by the Board of Directors of the Society and shall become delinquent sixty (60) days after the billing date. Any member whose dues are not paid by the delinquent date shall be notified of such delinquency and suspended from further services and privileges. Reinstatement shall be in accordance with procedures set forth in the Society's Standing Rules.

**ARTICLE V. OFFICES**

Section 1. Officers

The officers of the Society shall consist of a: President, Vice-President, Secretary, and Treasurer, and in alternate years a President-elect and Immediate Past President.

Section 2. Directors

There shall be twelve (12) directors.

Section 3. Delegate(s)

There shall be a delegation consisting of not more than three (3) Delegates who shall be elected by the NCSRC members who are Active or Life members of the AARC. The president-elect of the NCSRC may optionally serve as a member of the delegation.

Section 4. Nominations and Elections

- a. Nominations and elections of Society offices shall be conducted according to Society Standing Rules.
- b. The membership will be informed of the results of the election process at the Society Annual Meeting.
- c. Only Active AARC members are able to vote or run for membership on the NCSRC Board of Directors.

Section 5. Qualifications

Active members shall be eligible to hold office. Active Life members shall be eligible to hold office provided that they work under medical direction and their primary function is related to the management, education, research, and/or clinical practice of respiratory care. Criteria for holding an office shall be specified in the Society's Standing Rules.

Section 6. Terms of Office

- a. President - Shall serve two years and automatically accede to the office of Past-President.
- b. President-Elect - Shall serve for one year and then automatically accede to the office of President.
- c. Past-President - Shall serve for one year immediately following completion of the term as President.
- d. Directors - Shall serve a term of three (3) years.
- e. Vice-President and Secretary - Shall serve one (1) year terms.

- f. Treasurer – Shall serve a two (2) year term.
- g. Delegates - Each delegate will serve a 4 year term; the first two years as the junior delegate and the second two years as the senior delegate. The junior delegate will automatically accede to the position of senior delegate. If the president-elect serves as a delegate, he/she serves a one year term.

Section 7. Consecutive Terms

- a. The President-Elect, President, and Immediate Past-President are not limited to the number of terms they may serve in the same office. However, the President-Elect shall complete immediate successive full terms of one (1) year as President-Elect, two (2) years as President, and one (1) year as Past President, with exceptions in the event of office vacancy as described in the Society's Standing Rules.
- b. The Vice-President and Secretary may serve no more than three (3) consecutive terms in the same office.
- c. The Treasurer may serve no more than two (2) consecutive terms in the same office.
- d. A Director, having served a full three (3) year term, shall not immediately succeed himself in that office.
- e. The Delegate having served a full four (4) year term shall not immediately succeed himself in that office.

Section 8. Vacancies

- a. In the event of a vacancy in an Officer or Director position, that position shall be filled as set forth in the Society's Standing Rules.
- b. In the event of a vacancy in the position of Delegate, the Board of Directors shall appoint a qualified individual from the Board of Directors to be the Society's representative to the Association until the next scheduled election.
- c. Appointments require a majority affirmative vote of the Board of Directors.

Section 9. Duties

- a. President - The President shall be the chief executive officer of the Society, shall preside at the meetings of the Board of Directors, meetings of the Executive Committee, and the annual business meeting of the Society, shall present to the membership an annual report of the Society, and shall perform such other duties as assigned by the Board of Directors or as set forth in the Society's Standing Rules.
- b. President-Elect - The President-Elect shall become the Acting President and assume the duties of the President in the event of the President's absence, resignation or disability, and perform such

other duties as assigned by the President, the Board of Directors, or as set forth in the Society's Standing Rules.

- c. Vice-President - The Vice-President shall assume the duties of the President-Elect in the event of the President-Elect's absence, resignation, or disability, but shall not assume the office of President-Elect. He shall perform such duties as assigned by the President, the Board of Directors, or as set forth in the Society's Standing Rules.
- d. Secretary - The Secretary shall have charge of maintaining the Society records, keeping minutes of the Board of Directors and annual business meeting, attesting to the signature of the Society officers, and performing other duties as set forth in the Society's Standing Rules.
- e. Treasurer - The Treasurer shall have charge of all funds and securities of the Society, maintaining full and accurate accounts of revenue and expenses, present an annual financial report to the membership and perform such other duties as set forth in the Society's Standing Rules.
- f. Immediate Past-President - The Immediate Past-President shall advise and consult with the President, serve on the bylaws committee, and shall perform such other duties as shall be assigned by the President or the Board of Directors.
- g. Delegate - The Delegates shall represent the Society to the Association and submit activity reports to the Board of Directors and to the membership at the annual business meeting.

## **ARTICLE VI. BOARD OF DIRECTORS**

### **Section 1. Composition**

The Board of Directors shall consist of the President, who shall serve as chairman and presiding officer, Vice-President, Secretary, Treasurer, Delegates, twelve (12) Directors, and President-Elect and Immediate Past President in alternate years. These twelve (12) Directors shall consist of four (4) Directors from each of the three (3) regions of North Carolina, namely the Eastern, Central, and Western regions. These regions will be defined in the Society Standing Rules.

### **Section 2. Meetings**

- a. The Board of Directors shall hold no less than two (2) meetings during the calendar year. Scheduled meetings are outlined in the Standing Rules.
- b. Special Meetings of the Board of Directors shall be called by the President as such times as the business of the Society shall require, or upon written request by the majority of the Board of Directors, filed with the President.
- 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 3. Executive Committee

The Executive Committee shall consist of the President, Vice-President, Secretary, and Treasurer, and President-Elect and Immediate Past-President in alternate years.

Section 4. Duties and Authority

- a. The Board of Directors shall supervise all corporate business and administrative activities of the Society and perform such duties within the limitations of these Bylaws and as set forth in the Society's Standing Rules.
- b. The Board of Directors shall have the authority to declare any officer or director position vacant by two-thirds (2/3) vote, upon refusal or neglect of any member of the Board to perform the duties of the office. Written notice shall be given to the officer or director that the position has been declared vacant.
- c. The Executive Committee shall perform the duties of the Board of Directors between meetings of the Board of Directors. Decisions of the Executive Committee will be ratified by the Board of Directors at their next meeting.

Section 5 Voting

Each member of the Board of Directors will have one (1) vote. The President shall vote only in the event of a tie. Proxies will be accepted on specific issues when submitted to the Secretary at the beginning of the meeting and approved by the Board.

**ARTICLE VII. SOCIETY DELEGATION TO THE AARC HOUSE OF DELEGATES**

Delegates shall be elected to by active and life members of the society to represent the Society in the American Association for Respiratory Care House of Delegates and perform other duties set forth in the Society's Standing Rules, the AARC By-laws or House of Delegates Rules.

**ARTICLE VIII. BOARD OF MEDICAL ADVISORS**

Section 1. Authority and Responsibility

The Board of Medical Advisors shall serve as representatives of the Society's sponsoring medical organizations and may provide advice and assistance in regard to medical policy.



Section 2.                   Composition

The Board of Medical Advisors should consist of representatives appointed by sponsoring medical organizations or as set forth in the Society's Standing Rules.

Section 3.                   Qualifications and Term

- a. Physicians who are members of their sponsoring medical organization shall be eligible to serve as representatives of the Board of Medical Advisors.
- b. The term of office shall be four (4) years. The term of office shall begin on October 1 of each year.

**ARTICLE IX.               COMMITTEES**

Section 1.                   Standing Committees

The standing committees of the Society shall be: Budget/Audit, Bylaws, Education, Judicial, Election, Membership, Nomination, Program, Public Relations, Publications, Long Range Planning, and Professional Standards. The number of members, their manner of appointment, term of office, objectives, and operating policies shall be specified in the Society's Standing Rules.

Section 2.                   Duties of Committees

- a. Budget/Audit: The budget/audit committee shall be responsible for auditing the financial affairs of the Society. The budget/audit committee shall monitor budget performance during the fiscal year and prepare a proposed annual budget for the following fiscal year.
- b. Bylaws. The bylaws committee shall be responsible for reviewing and processing amendments to the Bylaws and revisions to the Society's Standing Rules.
- c. Education. The education committee shall concern itself with the procuring and maintaining of educational materials, continuing and special education programs, and evaluation.
- d. Judicial. The judicial committee shall serve as an impartial body to investigate, deliberate, and render decisions on matters referred for its consideration and determination.
- e. Election. The election committee shall distribute ballots, validate and report all election results. Such ballots shall be submitted to the membership at least sixty (60) days prior to the annual business meeting.
- f. Membership. The membership committee shall evaluate the background, education, and experience of applicants for membership and coordinate membership drives.
- g. Nomination. The nomination committee, shall prepare and submit to the Board of Directors a slate of candidates for each office and for director position in accordance with the Society's Standing Rules.

- h. Program. The program committee shall be responsible for preparation and coordination of the programs for the annual convention and other Society educational meetings.
- i. Public Relations. The public relations committee shall concern itself with the activities of the Society in its relation with the public, hospitals and other organizations.
- j. Publications. The publications committee shall be responsible for the publication of the Society newsletter.
- k. Long Range Planning. The long range planning committee shall review the Society direction and set goals.
- l. Professional Standards. The professional standards committee shall concern itself with the activities of the Society as they relate to the development and maintenance of professional standards of respiratory care practitioners in the State of North Carolina.

Section 3. Special Committees and Representatives

Special committees may be appointed by the President, subject to the approval of the Board of Directors. Representatives of the Society to external organizations shall be appointed by the President, subject to approval of the Board of Directors. Members of such committees or representatives shall meet the qualifications, perform such duties and comply with such procedures as defined in the Society's Standing Rules.

Section 4. Ex Officio Members

The President shall serve as an ex officio member of all standing and special committees with the exception of the budget/audit, election and nomination committees.

**ARTICLE X. ANNUAL MEETING**

There shall be at least one (1) annual meeting of the Society, which shall include the annual business session of the membership. The annual meeting shall be held at a time and place set by the Board of Directors. The annual meeting shall be held for the purpose of presenting reports to the membership and other business brought by the President. Written notice of the time and place of the annual meeting and agenda for the annual business meeting shall be sent to all members of the Society not fewer than sixty (60) days prior to the meeting.

**ARTICLE XI. FISCAL YEAR AND BUDGET**

- 1. The fiscal year of the Society shall be from January 01 through December 31.
- 2. The budget shall be published for the membership not more than sixty (60) days following adoption by the Board of Directors.

**ARTICLE XII. PARLIAMENTARY AUTHORITY**

The appointment of a parliamentarian may be made at the discretion of the NCSRC president. If appointed, the parliamentarian will serve a one year term. The rules contained in the current edition of

Robert's Rules of Order shall govern the Society in all cases in which they are applicable and in which they are not inconsistent with these Bylaws and any Standing Rules the Society may adopt.

### **ARTICLE XIII. EXECUTIVE DIRECTOR AND/OR SECRETARY**

The Society may employ an Executive Director and/or Executive Secretary to manage the daily affairs of the Society and assist the Board of Directors as they may direct. This position shall report directly to the President. The contract for the specific duties and compensation of the Executive Director and/or Secretary position(s) will be negotiated at the time of hiring.

### **ARTICLE XIV. AMENDMENTS**

#### Section 1. Standing Rules

Any additions, deletions, or modifications to the Society's Standing Rules must be approved by the Board of Directors by a two-thirds (2/3) vote of its members.

#### Section 2. Bylaws

The Bylaws may be amended through the following sequential steps:

1. Any proposed amendments shall be submitted by the NCSRC Board of Directors to the NCSRC Bylaws Committee, which shall review proposals for legality and conflict with any other provisions contained herein.
2. Following review by the NCSRC Bylaws Committee, proposed amendments shall be submitted to the NCSRC Board of Directors. Approval of the proposed amendments will require a two-thirds (2/3) affirmative vote of the NCSRC Board of Directors.
3. Proposed amendments shall be submitted to the AARC Bylaws Committee for review and approval. The AARC Bylaws Committee may request changes and/or additional information, in order to meet the requirements of their Committee charges. Upon final approval by the AARC Bylaws Committee, the AARC Bylaws Committee will submit the proposed amendments to the AARC Board of Directors for approval. Should there be any substantive changes made by the AARC Bylaws Committee or the AARC Board of Directors, which affect the content and intent of the proposed changes, the proposed amendments shall be submitted back to the NCSRC Board of Directors for review and approval.
4. After approval by the AARC Board of Directors, the proposed amendments shall be submitted to the voting membership. The proposed amendments shall be adopted, provided there is a two-thirds (2/3) majority affirmative vote of those voting members who cast a ballot, and provided that the amendments have been submitted to the membership at least thirty (30) days prior to the vote.