

# Bylaws of the VTNHSRC

2016 Proposed Bylaws Changes – VT/NHSRC

## ARTICLE I – NAME

The Name of this corporation is Vermont/New Hampshire Society for Respiratory Care (herein referred to as VT/NHSRC or Society)

## ARTICLE II – BOUNDARIES

The area included within the boundaries of this VT/NHSRC shall be the states of Vermont and New Hampshire.

## ARTICLE III – OFFICE

The principal office of the VT/NHSRC shall be a city within the State of Vermont or New Hampshire, as designated by the Board of Directors.

## ARTICLE IV – AFFILIATION

The VT/NHSRC shall be an affiliate chapter of the American Association for Respiratory Care (herein referred to as the AARC).

## ARTICLE V- OBJECT

### SECTION 1: PURPOSE

1. To encourage and develop on a regional basis educational programs for those persons interested in the field of Respiratory Care.
2. To advance the science, technology, ethics and art of Respiratory Care through regional institutes, programs for those persons interested in the field of Respiratory Care.
3. To facilitate cooperation between Respiratory care personnel and the medical profession, hospitals, service companies, industry and other agencies within the region interested in Respiratory Care; except that this VT/NHSRC 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.

### SECTION 2: INTENT

1. No part of the net earnings of the Society shall inure to the benefit of any private member or individual, nor shall the corporation perform particular services for individual members thereof.
2. Distribution of the funds, income, and property of the VT/NHSRC may be made 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 payees or are then exempt from taxation under 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.

## ARTICLE VI- MEMBERSHIP

### SECTION A. Eligibility

An individual is eligible to be a member of the VT/NHSRC if he or she is a member of the AARC as specified in Article III, Section 1 (a) of the bylaws of the AARC.

1. **Active Member**

An individual is eligible to be an Active Member if he or she is an Active Member or Life Member of the AARC and is employed or lives within the geographic boundaries of the states of Vermont or New Hampshire.

2. **Associate Member**

An individual is eligible to be an Associate Member if he or she holds a position related to respiratory care and does not meet the requirements to become an Active Member. Associate Members shall have all of the rights and privileges of the Active except they shall not be entitled to hold office, vote or serve as chair of any standing committee of the Society.

3. **Special Member**

1. **Life Member**

Life members shall be active or associate members who have rendered outstanding service to the AARC. Life Membership may be conferred by a majority affirmative vote of the AARC Board of Directors. Life Members shall enjoy all the rights and privileges of membership of the VT/NHSRC including the right to hold office, hold committee chairs, and vote. Life Members shall be exempt from the payment of dues.

2. **Honorary Member**

Honorary Members shall be persons who have rendered distinguished service to the field of respiratory care. Honorary Membership may be conferred by a majority affirmative vote of the AARC Board of Directors, and shall enjoy all the rights and privileges of membership of the VT/NHSRC except the right to hold office, hold committee chairs, and vote. Honorary Members shall be exempt from the payment of dues.

3. **Student Member**

An individual is eligible if he or she is enrolled in an approved training program in Respiratory Therapy. A Student Member shall not be entitled to hold state office, chair state committees, or vote.

## ARTICLE VII- OFFICERS

### SECTION 1: OFFICERS

The officers of this Society shall be: President, Immediate Past President, President-Elect, Secretary, and Treasurer.

### SECTION 2: TERM OF OFFICE

1. The term of President, President-Elect and Immediate Past-President shall be for one (1) year each;
2. The term of Secretary and Treasurer shall be for a two (2) year term each.
3. Delegate (2 years)
4. Delegate Elect (2 years)
5. PACT NH (appointed)
6. PACT VT (appointed)

7. 4 District Board liaisons (2 years each) 2 from NH and 2 from VT
8. 2 Student members (1 from NH and another from VT)
9. All elected officers' terms begin January 1;
10. The incumbent officers shall remain in office until such date and until their respective successors assume office;
11. No officer shall hold concurrent elected offices.

### SECTION 3: VACANCIES IN OFFICE

The President, if prior to the expiration of his or her term of office, shall be succeeded by the President elect, who shall serve during the remaining portion of the President's term of office and then complete the term that he or she was elected to serve.

In the event of a vacancy in the office of President-elect, the Nominating Committee shall place in nomination the names of two (2) candidates for the vacant office. One shall be chosen for the office, in accordance with the provisions of Article VII.

If a vacancy occurs in the following positions, AARC Delegate Secretary or Treasurer; the President, with the approval of the Board of Directors, shall appoint a substitute to fulfill the duties until the next election. At the next election an individual shall be elected to fill the vacancy for the remainder of the term for that office.

### SECTION 4: DUTIES OF OFFICERS

#### 1. **THE PRESIDENT SHALL:**

1. Preside as Chair over all regular and special meetings and the annual meeting of the VT/NHSRC'S membership and all meetings of the Board of Directors;
2. Prepare an agenda for each meeting at which they will preside and assure that the meetings are effectively coordinated and conducted;
3. Appoint Standing Committee(s), with the exception of the Nomination Committee, and Special Committees subject to the approval of the Board of Directors;
4. Be an ex-officio member of all committees except as otherwise provided in the Bylaws;
5. Present to the Board of Directors and membership an annual report to the VT/NHSRC;
6. Assure that all officers, directors, committee chairs, and representatives of the VT/NHSRC fulfill their duties;
7. Retain the fiduciary responsibility for all VT/NHSRC activities during their term;
8. Succeed to Immediate Past Presidency when the Immediate Past President's term ends;
9. Perform such other duties as may be assigned by the Board of Directors.

#### 2. **THE PRESIDENT-ELECT SHALL**

1. Become Acting President and shall assume the duties of the President in the event of the President's absence, resignation or disability;
2. Succeed to the Presidency when the President's term ends;
3. Use their term in preparation for the Presidency;
4. Perform such other duties as may be assigned by the President or Board of Directors.

#### 3. **THE TREASURER SHALL:**

1. Account for the monies of this VT/NHSRC, approve payment of bills and disburse funds under the direction of the President in accordance with the approved budget;
2. Be responsible for the continuing record of all income and disbursements and submit a quarterly trial balance to the Executive Committee within twenty (20) business days after the monthly closing of the books;
3. Prepare and submit in writing an annual report of the finances of the VT/NHSRC for the preceding year to the Board of Directors and the membership;
4. Respond to inquiries from the Board of Directors, Delegate, Committee Chairs, President and the general membership regarding the fiscal operation and affairs of the VT/NHSRC;
5. Be bonded in such sum as required by the Board of Directors;

6. Participate in annual budget planning and development with respect to the VT/NHSRC'S strategic plan;
  7. Serve as a member of the Budget and Executive Committees;
  8. Assist the Audit Committee and external auditors in conducting formal audits;
  9. Perform such other duties as may be assigned by the President or Board of Directors.
4. **THE SECRETARY SHALL:**
1. Be responsible for overseeing the documentation of the proceedings of all regularly scheduled and special meetings of the VT/NHSRC;
  2. Attest to the signature of the officers of this VT/NHSRC;
  3. Send to the Executive Office of the AARC a copy of the minutes of every VT/NHSRC and Board of Directors meeting within (10) days following the meeting;
  4. Serve as a member of the Budget and Executive Committees;
  5. Prepare and submit such reports as may be required by the AARC;
  6. Perform such other duties as may be assigned by the President or Board of Directors.
5. **THE IMMEDIATE PAST PRESIDENT SHALL:**
1. Advise and consult with the President;
  2. Will participate as a voting member on the Board of Directors;
  3. Perform such other duties as may be assigned by the President or Board of Directors.

## ARTICLE VIII- NOMINATIONS AND ELECTIONS

### SECTION 1: NOMINATION COMMITTEE

The President, with the approval Board of Directors, shall appoint a Nomination Committee each year within thirty (30) days following the Annual Meeting, to present a slate of nominees to the Board of Directors at least one hundred and twenty (120) days prior to the next Annual Meeting.

In the event no nomination committee is found then the board will be the committee.

### SECTION 2: NOMINATIONS AND BALLOTS

Annually, the Committee shall place in nomination the names of at least two (2) persons for the office of President-Elect and Director-at-Large.

Bi-annually, in each even-numbered year, the Nominating Committee shall place in nomination the names of at least two (2) persons for the Offices of Secretary and AARC Delegate. In each odd-numbered year, the Nominating Committee shall place in nomination the names of at least two (2) persons for the Offices of Treasurer.

Only Active members, in good standing, shall be eligible for nomination and only active members may vote.

Any Active Member admitted to membership up to the day of the ballot shall be entitled to vote. Those members admitted to membership after the day of the ballot shall be eligible to vote at the next regular election.

### Section 3: INSPECTORS OF ELECTION

The president shall appoint at least two (2) impartial Inspectors of Election who shall check the eligibility of each ballot and tally the votes. No candidate will serve as an Inspector.

### Section 4: BALLOTS

The ballots will be retained with the Board of Directors for a period of three (3) months following the election.

### Section 5: ELECTIONS

1. Election shall be accomplished by a single transferable or electronic ballot.
2. Voting will be submitted on prepared paper or electronic ballots to include: candidates' names and space for write-in votes.
3. The results of such election shall be binding upon the VT/NHSRC and each member thereof.
4. The nominee who receives the most votes from voting members is the declared elected officer. A tie vote shall be decided by a run-off election.

## ARTICLE IX BOARD OF DIRECTORS

### SECTION 1: COMPOSITION AND POWERS

The Board of Directors shall consist of the, President, President Elect, Past-President, Secretary, Treasurer, AARC Delegates and the Directors-at-Large. Additional non-voting members of the VT/NHSRC BOD will be the Committee Chairs and Medical Advisor.

### SECTION 2: CHAIR

The President shall be the Chair and presiding officer of the Board of Directors.

### SECTION 3: MEETINGS

The Board of Directors shall hold at least three meetings during each year which may be held any place designated by the Board of Directors as specified in the notice of the meeting.

### SECTION 4: TERM OF OFFICE

1. All elected Directors shall serve a term of two (2) years.
2. No Director-at-Large having served four (4) consecutive years shall succeed themselves in that office.

### SECTION 5: DUTIES

#### **THE BOARD OF DIRECTORS SHALL:**

1. Supervise all the business and activities of the VT/NHSRC within the limitation of these bylaws.
2. Adopt and rescind standing rules, regulations, policies and procedures of the VT/NHSRC.
3. After consideration of the budget, determine for the following year the amount, if any, of membership dues, remunerations, scholarships, and other related matters.
4. Confirm temporary appointments to office or position, as appropriate.
5. Confirm appointment of Medical Director(s), as appropriate.
6. Perform such other duties as may be necessary or appropriate for the management of the VT/NHSRC.

### SECTION 6: MEETINGS

A majority of the Active Members present at a duly called meeting shall constitute of quorum.

### SECTION 7: BOARD OF DIRECTORS MEETING

A majority of the Board of Directors shall constitute a quorum provided that at least one of those present is an elected officer.

## ARTICLE X- SOCIETY DELEGATES TO THE AARC HOUSE OF DELEGATES

## SECTION 1: COMPOSITION

The Delegate, hereinafter referred to as the Delegation, shall be active members, and in good standing in the AARC and the VT/NHSRC

## SECTION 2: DUTIES

### THE DELEGATION SHALL:

1. Serve as representatives of the VT/NHSRC'S membership to the AARC's House of Delegates;
2. Attend all meeting of the AARC's House of Delegates;
3. Attend the Annual business meetings of the VT/NHSRC and the AARC;
4. Be an active communicator between the AARC's Executive branch and the VT/NHSRC;
5. Furnish the Nominating Committee with names of qualified members for office;
6. Present proposed amendments to AARC Bylaws to the AARC Bylaws Committee;
7. Present resolutions for consideration to the House of Delegates;
8. Participate as a member of the Membership Committee;
9. Serve as a voting member on the board
10. Report to the VT/NHSRC the activities of the AARC's Business and House of Delegate's Meetings;
11. Perform such other duties as may be assigned by the President or Board of Directors.

## SECTION 3: ELECTION

1. The Nomination Committee will place on the Ballot 1 (one) name for each position of Delegate;

## SECTION 4: TERM OF OFFICE

1. The term of office for Delegate shall be for two (2) years each;
2. No person may serve more than four (4) consecutive years in the House of Delegates, as Delegate.

## SECTION 5: VACANCIES

1. If a delegate is unable to fulfill his/her obligation, the Board of Directors may appoint an active member, as a substitute, to perform the duties of the delegate, but a replacement must be elected by the active members of the VT/NHSRC at the next scheduled election.

# ARTICLE XI- COMMITTEES

## SECTION 1: STANDING COMMITTEES

The members of the following Standing Committee shall be appointed by the President as deemed necessary, subject to the approval of the Board of Directors.

1. Membership/Public Relations
2. Budget and Audit
3. Elections
4. Judicial
5. Nominations
6. Program and Education
7. Bylaws

## SECTION 2: SPECIAL COMMITTEES AND OTHER APPOINTMENTS

Special committees may be appointed by the President.

## SECTION 3: DUTIES OF COMMITTEE CHAIRS

1. The President shall appoint the Chair of each committee, and be an ex officio member of all committees.
2. The Chair of each committee shall confer with the committee members on work assignments.
3. The Chair of each committee may recommend prospective committee members to the President. When possible, the Chair shall have served as a member on the committee the previous year.
4. All committee reports shall be made in writing and submitted to the President and Secretary of the Society within ten (10) business days of the meeting.
5. Non-members of the VT/NHSRC or physician members may be appointed as consultants to the committees. The President shall request recommendations for such appointments from the Medical Advisor(s).
6. Each committee Chair requiring operating expenses shall submit a budget for the next fiscal year to the Budget and Audit Committee.

# ARTICLE XII- COMPOSITION AND DUTIES OF COMMITTEES

## SECTION 1: MEMBERSHIP/PUBLIC RELATIONS

1. This Committee shall consist of four members, the chair being elected board member with the remaining three member's active AARC members within the VTNH Society for Respiratory Care and appointed by the president with then board approval
2. This Committee shall coordinate efforts to increase and retain membership.
3. This Committee shall remain aware of the membership benefits of the AARC.
4. This Committee shall concern itself with the publication of a VT/NHSRC Newsletter and all other publications of this VT/NHSRC with the public, hospitals, and other organizations through the dissemination of information concerning Respiratory Care.
5. The Committee shall maintain such liaison as has been established by the Board of Directors with other organizations whose activities may be of interest to the members of this VT/NHSRC. This may include the preparation of exhibits, programs, and other items to bring the message of respiratory care and the AARC to the medical, nursing, hospital, and public groups as well as educational facilities where such material can be expected to recruit new people to the field of respiratory care. Such material shall be subject to the approval of the Medical Advisor(s).

## SECTION 2: BUDGET AND AUDIT COMMITTEE

1. This Committee shall be composed of the Executive Committee and Medical Advisor(s) or their designee.
2. They will propose an annual budget for approval by the Board of Directors. The proposed budget shall then be submitted to the membership at least thirty (30) days prior to the annual business meeting.
3. This committee shall perform an annual audit.

## SECTION 3: ELECTIONS COMMITTEE

1. The Committee shall consist of at least three (3) members who shall serve for one (1) term of office.

2. This Committee shall prepare, receive, verify, and count ballots for all elections held during the calendar year.
3. The members of this Committee are not eligible to run for any elected office or position of the Society.

#### SECTION 4: JUDICIAL COMMITTEE

1. This Committee shall consist of four (4) members. One (1) member shall be appointed each year for a four (4) year term of office, except, as is necessary to establish and maintain this rotation.
2. This Committee shall review formal written complaints against an individual VT/NHSRC Member charged with any violation of the VT/NHSRC bylaws or otherwise with any conduct detrimental to the VT/NHSRC or the AARC. Complaints or inquiries may be referred to this Committee by the Judicial Committee of the AARC.
3. If the Committee determines that the complaint justifies an investigation, a written copy of the charges shall be prepared with benefit of legal counsel, if deemed advisable.
4. A statement of charges shall then be served upon the member and an opportunity given that member to be heard before the Committee. After careful review of the results of the hearing conducted with the benefit of legal counsel, when the Chair of the Committee deems counsel necessary or advisable, the Committee may, by a two-thirds (2/3) vote, recommend the Board of Directors expel, or suspend such a member. After a final decision has been made by the VT/NHSRC Board of Directors, a complete report shall be forwarded, including copies of all documents, to the Chair of the Judicial Committee of the AARC.

#### SECTION 5: NOMINATIONS COMMITTEE

1. The Committee shall consist of at least three (3) members and shall serve for a one (1) year term of office, and shall be appointed from active members or former VT/NHSRC Officers.
2. This Committee shall prepare for approval by the Board of Directors, a slate of officers, directors, and positions for the annual election.
3. It shall be the duty of this Committee to make the final critical appraisal of candidates to see that the nominations are in the best interests of the AARC and the VT/NHSRC through a consideration of personal qualifications and geographical representation as applicable.

#### SECTION 6: PROGRAM AND EDUCATION COMMITTEE

1. This Committee shall consist of at least three (3) members each serving a one (1) year term and be so constructed as to provide experienced members for program and education planning.
2. The Medical Advisor(s) or their designee will be a consultant member(s) of this Committee.
3. This committee shall concern itself with continuing education programs, scholarships, and special education projects as directed by the President.
4. The Committee shall approve and grant Continuing Education Units for educational programs within the boundaries of the VT/NHSRC using criteria approved by the Board of Directors.

#### SECTION 7: BYLAWS

##### COMMITTEE

1. This Committee shall consist of three (3) members, one (1) of who 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.



2. 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
3. Board of Directors and then voted by the membership.
4. Review and update bylaws, present to BOD for approval and submit to AARC bylaws committee for review and approval according to AARC's scheduling guidelines.

## ARTICLE XIII- FISCAL YEAR

1. The fiscal year of this VT/NHSRC shall be from January 1, through December 31.

## ARTICLE XIV- ETHICS

If the conduct of any VT/NHSRC member shall appear, by report of the VT/NHSRC or the AARC Judicial Committee, to be in willful violation of the Bylaws or standing rules of this VT/NHSRC or the AARC, or prejudicial to this VT/NHSRC interests as defined in the AARC Code of Ethics, the Board of Directors may, by a two-thirds (2/3) vote, suspend or expel such member. A motion to reconsider the suspension or expulsion of any 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 Judicial Committee.

## ARTICLE XV PARLIAMENTARY PROCEDURES

Questions of parliamentary procedure shall be settled according to Robert's Rule of Order, Newly Revised, whenever they are not in conflict with the Articles and/or Bylaws of the AARC and/or the Articles of Incorporation and/or Bylaws of this Corporation.

## ARTICLE XVI- BYLAW AMENDMENTS

### Section 1: AMENDMENTS

All proposed amendments to the bylaws should be referred to the AARC for review and approval. After review and approval by the AARC and accepted by the VT/NHSRC BOD the proposed amendments will then be published and mailed to Active Members of the VT/NHSRC, along with a ballot. Ballots must be returned to the office of the VT/NHSRC or electronic within the time limits specified for each vote, but in no case will the time limit exceed 60 days. To pass, all Amendment(s) require a 2/3 vote in favor for adoption from those voting. Amendments to the bylaws may be voted on at any regular or duly called meeting of the VT/NHSRC by mail vote or electronic ballot provided that the amendment(s) have been provided to the membership in writing at least sixty (60) days prior to vote.

### Section 2: Conflict with the AARC Bylaws

Notwithstanding the provisions of ARTICLE XVII section I of this article, these

Bylaws may be amended by the Board of directors at any time they are found to be in conflict with the Bylaws of the AARC when a correction for conformity is deemed to be in the best interest of the Corporation by the Board of Directors.