

BYLAWS OF THE CONNECTICUT SOCIETY FOR RESPIRATORY CARE, Inc

ARTICLE I

NAME

This organization shall be known as the Connecticut Society for Respiratory Care, Inc., hereinafter referred to as the Society, a chartered affiliate of the American Association for Respiratory Care, hereinafter referred to as the AARC, which is incorporated under the General Not for Profit Corporation Act of the State of Illinois.

ARTICLE II

BOUNDARIES

The boundaries of this Society shall be the boundaries of the State of Connecticut.

ARTICLE III

OBJECT

Section 1. - PURPOSE

The Society is formed to:

- a. encourage, on a state wide basis, educational programs for those persons interested in the field of respiratory care;
- b. advance the science, technology, ethics, and art of respiratory care through seminars, meetings, lectures, publications, and other materials;
- c. facilitate cooperation and understanding between respiratory care personnel and the medical profession, health care facilities, service companies, industry, government, and other agencies or organizations interested in respiratory care or pulmonary medicine.
- d. provide education to the general public in the fields of respiratory care, 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 the funds, income and property of the Society to be made to charitable, educational, scientific or religious corporations, organizations, 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 distributees are exempt from income taxation and if gifts or transfers to the payees or distributees are then exempt from taxation, under sections 501, 2055, 2522, of the Internal Revenue Service Code or changes which may amend or supersede such sections.

- c. The society shall not commit any act which shall constitute the unauthorized practice of medicine under the laws of the State of Connecticut.

**ARTICLE IV
MEMBERSHIP**

Section 1. - **CLASSES**

The Membership of this Society shall include three (3) classes: Active Member, Associate Member, and Special Member.

Section 2. - **ELIGIBILITY**

- a. Membership eligibility shall be considered without regard to race, religion, ethnic origin, national origin, age, sex, marital status, color, sexual orientation or gender identity.
- b. All members shall practice and or live within the boundaries of the Society.
- c. **Active Members** in good standing of the Society shall be Active members in good standing of the AARC and shall be entitled to all the rights and privileges of membership of the Society including the right to hold office, hold committee chairs, and vote.
- d. **Associate Members** in good standing of the Society shall be Associate Members in good standing of the AARC and shall be entitled to all the rights and privileges of membership of the Society except that they shall not be entitled to hold office, vote, or serve as chair of any standing committee of the Society. Associate Members will be designated to a sub-class of Associate Membership (Student, Physician, and Industrial) corresponding to their AARC membership classification.
 - 1. **Student Members** shall be individuals who are enrolled in an educational program in respiratory care accredited by, or in the process of seeking accreditation from an AARC- recognized agency.
 - 2. **Physician Members** -- 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.
 - 3. **Industrial Members** – 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.
- e. **Special member:**
 - 1. **Life Members** - shall be members who have rendered outstanding service to the Society as Active Members and shall be life members of the AARC. This sub-

classification of Special Membership may be conferred by a majority vote of the Board of Directors. Life Members shall be entitled to all the rights and privileges of membership of the Society including the right to hold office, hold committee chairs, and vote. Life members shall be exempt from the payment of dues.

2. **Honorary Members** - shall be persons who have rendered distinguished service to the field of respiratory care. This sub-classification of Special Membership may be conferred by a majority vote of the Board of Directors, Honorary Members shall have all the rights and privileges of membership of the Society except that they shall not be entitled to hold office, hold committee chairs, or vote. Honorary Members shall be exempt from the payment of dues.

3. **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 membership of the Society except that they shall not be entitled to hold office, hold committee chairs, or vote.

f. As a condition of membership, all Members shall be bound by the Bylaws, standing rules, code of ethics, and other rules, regulations, policies, and procedures adopted from time to time by the Society.

Section 3. - **APPLICATION AND RENEWAL OF MEMBERSHIP**

a. Membership in the Society is automatic upon membership application and/or renewal in the AARC.

ARTICLE V NOMINATIONS AND ELECTIONS

Section 1. - **NOMINATIONS COMMITTEE**

a. The Board of Directors shall elect a Nominations Committee and Chairperson consisting of up to three (3) active members each year at least one hundred and twenty (120) days before the annual business meeting.

b. No member shall serve more than two (2) consecutive terms on this committee.

c. The Nominations Committee will place in nomination the name(s) of person(s) for each of the offices of President-Elect, Vice-President of Internal Affairs, Vice President of External Affairs, Secretary, Treasurer, and Delegate. The name(s) of two (2) or more persons will be placed in nomination for each of the Directors to be elected.

d. The Nominations Committee shall place in nomination only candidates for election who are active members, well qualified, and willing to serve.

- e. The Chairperson shall report the slate of nominees with a pertinent biographical sketch of each nominee's professional activities and services to the Board of Directors at least ninety (90) days prior to the annual business meeting.

Section 2. - ELECTIONS COMMITTEE

- a. Each year the Board of Directors shall elect an impartial Elections Committee and Chairperson consisting of up to three (3) active members who shall prepare, distribute, receive and verify all ballots for the annual election.
- b. Members of the Nominations Committee shall not serve on this committee.
- c. The Elections Committee shall have a ballot prepared setting forth the Nomination Committee's slate and biographical sketches.
- d. Provisions shall be made on the ballot for write-in votes for each office to be filled.
- e. Postcards will be mailed to every Active AARC member in good standing at his/her last address on the records of the AARC at least forty-five (45) days prior to the annual business meeting. The postcards will announce the dates that the electronic ballot will be available and the positions that will be voted on. The ballot, whether paper or electronic, will be designed to be a secret ballot. Paper ballots, to be acceptable, must be postmarked at least ten (10) business days before the annual business meeting. IN order for electronic ballots to be acceptable, the voting must close at least ten (10) days before the annual business meeting. The deadline will be clearly indicated on the ballot.
- f. The Committee shall cause the ballots for the annual election to be counted no sooner than ten (10) days prior to the annual business meeting.
- g. Elections shall be by plurality of the votes cast. A tie vote shall be decided by lot.
- h. The results of the election shall be announced by the President at the annual business meeting.
- i. After the completion of an election, if there is no possibility that the membership may order a recount, the ballots can be ordered to be destroyed or deleted or to be filed for a certain length of time with the secretary before being destroyed.

**ARTICLE VI
OFFICERS**

Section 1. – OFFICERS

The officers of the Society shall be: a President, a President-Elect (who automatically succeeds the Presidency when the President's term ends) an Immediate Past President, a Vice-president for Internal

Affairs, a Vice-president for External Affairs, a Secretary, and a Treasurer. These officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the Society.

Section 2. - **TERM OF OFFICE**

- a. The term of office for all shall be two (2) years except for President-Elect and Past President which shall be for one year.
- b. The term of office for all officers shall begin at the annual business meeting.
- c. The President-Elect shall complete an immediate successive one (1) year term for the office of President- Elect, followed by a two (2) year term for the office of President and followed by a one (1) year term as Past President before being eligible to service a successive term in any other office.
- d. The Vice-Presidents, Secretary and Treasurer shall not service more than three (3) consecutive terms in the same office.

Section 3. - **DUTIES OF OFFICE**

- a. **President.** The President shall be the chief executive officer of the Society. The President shall preside at the annual business meeting, all meetings of the Board of Directors, and Executive Committee; prepare an agenda for each meeting of the Board of Directors and submit it to the members of the Board not fewer than ten (10) days prior to such a meeting; appoint standing and special committees, subject to the approval of the Board of Directors; be an ex-officio member of all committees except the Election and Nomination committees; present to the Board of Directors and membership an annual report of the Society's activities; and authorize expenditure of Society funds as approved by the Board of Directors. The President is also the chair of the Government Affairs Committee.
- 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. The President-Elect shall perform such other duties as assigned by the President or Board of Directors.
- c. **Vice-President for Internal Affairs.** The Vice-President for Internal Affairs will serve as a liaison to the committees of the Society and shall perform such other duties as assigned by the President or Board of Directors. The Vice-President of Internal Affairs will chair the annual conference put forth by the Society. The Vice-President for Internal Affairs shall assume the duties of the President-Elect or the Treasurer in the event of the absence, resignation, or disability of either of those officers, but will also continue to 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 will serve as a liaison to other organizations and associations with which the society has a relationship and shall perform such other duties as assigned by the President or Board of Directors.
- e. **Treasurer.** The Treasurer shall have charge of all funds and securities of the Society, endorsing checks, notes, or other orders for the payment of bills,; dispersing funds as authorized by the Board of Directors and/or in accordance with the adopted budget,; and depositing funds as designated by the Board of Directors and authorized by the President. The Treasurer shall see that full and accurate accounts are kept, make monthly treasurer reports presented at Board of Director meeting and make a complete written yearly report at the annual business meeting. At the expense of the Society, the Treasurer shall be bonded in an amount determined by the Board of Directors and the Treasurer shall contact an outside firm to perform an audit of the Society's books within sixty (60) days following the end of the fiscal year. The Treasurer shall submit the proper tax forms to the Internal Revenue Service within ninety (90) days following the fiscal year. The Treasurer will serve as chair of the Finance committee.
- f. **Secretary.** The Secretary shall have charge of keeping the minutes of the meetings of the Board of Directors, executive committee, and the annual business meeting; executing the general correspondence, and, in general, performing all the duties as from time to time shall be assigned by the President or the Board of Directors. The Secretary shall submit a copy of the minutes of each meeting of the governing body and other business of the Society to the Executive Office of the AARC and each member of the Board of the Society.
- g. **Immediate Past President.** The Immediate Past President shall advise and consult with the President and shall perform such other duties as assigned by the President or Board of Directors. The Immediate Past President or CTSRC president designee will serve as chair of the By-Law Committee.

Section 4. - **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 his/her own, the successive term, as President.
- b. In the event of a vacancy in the office of President-Elect, the Vice-President for Internal Affairs shall assume the duties, but not the office of President-Elect, and shall also continue to serve as Vice-President for Internal Affairs until the next meeting of the Board of Directors, at which time the Board may elect a qualified member to fill the vacancy or may hold a special election by the members of the Society.
- c. In the event of a vacancy in the office of either the Vice-President for Internal Affairs or the Vice- President for External Affairs, the Board of Directors, will elect an acting Vice-President for Internal Affairs or an acting Vice-President for External Affairs to serve the unexpired term.

- d. In the event of a vacancy in the office of Treasurer, the Board of Directors will elect an acting Treasurer to serve the unexpired term.
- e. In the event of a vacancy in the office of Secretary, the Board of Directors will elect an acting Secretary to serve the unexpired term.
- f. In the event of a vacancy in the office of Immediate Past President, that office shall remain vacant.

**ARTICLE VII
BOARD OF DIRECTORS**

Section 1. - COMPOSITION AND POWERS

- a. The executive government of this Society shall be vested in a Board of eighteen (18) Active Members consisting of the Officers, Board of Directors, and the Delegates of the Society and Student Members.
- b. The President shall be the Chair 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 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 two-thirds (2/3) vote of the entire Board, upon refusal or neglect of any member of the Board to perform the duties of the 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. Upon completion of the application process and verification that the student is a student member of the AARC, student members are selected and appointed by the executive committee. The term of office is one year. Student members have the privilege of voice but not vote.

Section 2. - DUTIES

The Board of Directors shall:

- a. Supervise all business and activities of this Society within the limitations of these Bylaws. b. Adopt and rescind standing rules of the Society.
- b. Receive and act upon the reports and recommendations of special and standing committees.
- c. Annually evaluate Society activities and formulate specific plans to fulfill its purpose.

Section 3 - TERM OF OFFICE

- a. The term of office for Directors shall be three (3) years or until their successors are elected.

Section 4. - **VACANCIES**

- a. Any vacancy that occurs on the Board of Directors shall be filled by qualified members elected by the Board of Directors. Individuals so elected shall serve until the next regular election.

Section 5. - **MEETINGS**

- a. The Board of Directors shall meet at least quarterly; holding not fewer than four (4) regular and separate meetings during the calendar year.
- b. Members are expected to attend 75% (8 of 11 scheduled meetings) of all meetings called.
- c. Special meeting 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 ten (10) members of the Board of Directors filed with the President and Secretary of the Society.
- d. Ten voting members of the Board shall constitute a quorum at any meeting of the Board of Directors.
- e. All meetings of the Board of Directors shall be open to all members of the Society, except portions of meeting deemed to be executive session. Those members recognized by the Chair shall have privilege of voice but not vote.

Section 6. - **MAIL OR ELECTRONIC VOTE**

- a. Whenever, in the judgment of the Board of Directors, it is necessary to present any business to the membership prior to the next regular or annual business meeting, the Board of Directors may, unless otherwise required by these Bylaws, conduct a vote of the membership by mail or electronically. If the vote is to take place electronically, members will be informed via mail on the specifics of when and how the voting will take place. The questions thus presented shall be determined according to a majority of valid votes received by mail or electronically within thirty (30) days after the date of such submission, except in the case of an Amendment to the Bylaws when a two-thirds (2/3) majority of the valid votes received is required. Any and all action approved by the members in accordance with the requirements of this Article shall be binding upon each member thereof. Any Amendment (s) to the Bylaws to this Society shall be presented to the membership at least thirty (30) days prior to a mail or electronic vote, as provided in Article XV of these Bylaws concerning Amendments.
- b. The term mail anywhere in these by-laws shall refer to either regular mail and/or e-mail

Section 7. - **EXECUTIVE COMMITTEE**

The Executive Committee of the Board of Directors shall consist of the President, President-Elect, Vice-President for Internal Affairs, Vice-President for External Affairs, Immediate Past-President, Secretary & Treasurer. They shall have the power to act for the Board of Directors between meetings of the Board of Directors, and such action shall be subject to ratification by the Board at its next meeting.

**ARTICLE VIII
ANNUAL BUSINESS MEETING**

Section 1. - DATE AND PLACE

- a. The Society shall hold an annual business meeting in each calendar year; additional meetings may be held as required to fulfill the objectives of the Society.
- 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 their scheduled meeting, set a new date and place, if feasible, or conduct the business by alternate means provided the material is distributed in the same words to the membership.

Section 2. - PURPOSE

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.

Section 3. - NOTIFICATION

Written notice of the time and place of the annual business meeting shall be sent or made available to all members of the Society not fewer than sixty (60) days prior to the meeting. An agenda for the annual business meeting shall be available to all members not fewer than thirty (30) days prior to the annual business meeting.

Section 4. - QUORUM

A majority of the voting members present at a duly called business meeting shall constitute a quorum.

Section 5. - MEETING FORMAT

- a. The annual business meeting shall be conducted as an open meeting of the Board of Directors.
- b. Active Members in good standing shall have the right to voice and vote.
- c. Associate Members in good standing shall have the right to voice, but not vote.

ARTICLE IX
SOCIETY DELEGATION TO THE AARC HOUSE OF DELEGATES

Section 1. – COMPOSITION

The Society will send a delegation of two (2) delegates to the House Of Delegates. Section 2. - ELECTION

Delegates of this Society to the House of Delegates of the AARC shall be elected as specified in the AARC Bylaws.

Section 3. - DUTIES

The duties of the Delegates shall be as specified in the Bylaws of the AARC. Section 4. - TERM OF OFFICE

The term of office for the Senior Delegate shall be two (2) years. The term of office for the junior delegate shall be two (2) years. After his/her term of office the junior delegate shall become the senior delegate.

Section 5. - MULTIPLE OFFICES

Delegates may not hold concurrent elective office in the Society.

Section 6. - SUCCESSION

No Delegate of the Society shall serve more than four (4) consecutive terms in the House of Delegates.

Section 7. - VACANCY OF OFFICE

If a vacancy occurs for the Senior Delegate of the Society the junior delegate will assume the senior delegates role for the remainder of the senior's term. The junior delegate's position will be filled by a qualified active member of the society elected by the membership.

ARTICLE X
COMMITTEES

Section 1. - STANDING COMMITTEES

- a. The Standing Committees of the Society shall be: Executive, Finance, Bylaws, Program, Education, Government Affairs, Membership, Nominations, Elections, and Public Relations, Web Page/Social Media, and Strategic Planning.
- b. The Chair and Members of standing committees shall be appointed by the President in accordance with the Bylaws and subject to the approval of the Board of Directors.
- c. Committee terms shall expire on the date of the annual business meeting.

Section 2. - **SPECIAL COMMITTEES**

- a. A special committee may be appointed by the President as the need arises to carry out specific tasks.
- b. Upon presentation of its final report to the President or the Board of Directors, the committee shall automatically cease to exist.

**ARTICLE XI
COMPOSITION AND DUTIES OF COMMITTEES**

Section 1. - **COMMITTEE CHAIR DUTIES**

- a. The Chair of each committee shall confer promptly with the members of his committee on work assignments.
- b. The Chair of each committee may recommend prospective committee members to the President. When practical, the Chairperson of the previous year shall serve as a member of the new committee.
- c. The Chair of each committee shall submit pertinent committee correspondence to the Secretary of the Society who shall forward copies to the Board of Directors.
- d. The Chair of each committee shall report at the times and in the manner charged by the President.
- e. The Chair of each committee shall submit a budget for the next fiscal year to the Finance committee by October 1 of each year.
- f. The Chair of each committee shall be as designated in these By-laws unless a “conflict of interest” exists. Then, the committee shall be chaired by one (1) member of the Board of Directors appointed by the President

Section 2. -**FINANCE COMMITTEE**

- a. This Committee shall be composed of the Executive Committee and shall be chaired by the Treasurer.
- b. The Committee shall prepare an annual budget at least forty-five (45) days prior to the new fiscal year.
- c. The Committee shall submit a proposed budget to the Board of Directors at least thirty (30) days prior to the end of the fiscal year and shall ensure that an approved budget is in effect by the beginning of the new fiscal year.

- d. The committee is responsible for monitoring the financial affairs of the organization in cooperation with external independent auditors.
- e. The Committee will review the independent auditor's annual report of the Society's books and report the findings to the Board of Directors.

Section 3. - BYLAWS COMMITTEE

- a. This Committee shall consist of at least one members, the Immediate Past President will serve as chair.
- b. This Committee shall receive and prepare all proposed Amendments to the Bylaws for submission to the Board of Directors and the AARC Bylaws Committee. The committee may also initiate such Amendments for submission to the Board of Directors and the AARC Bylaw Committee representative.
- c. Upon approval of the AARC Bylaws Committee and the AARC Board of Directors the Committee shall prepare and distribute the proposed Amendments to the Society membership for a vote in accordance with Article XV of these Bylaws.
- d. This Committee shall perform such other pertinent duties to meet the objective of the Society as may be assigned by the President or the Board of Directors.

Section 4. - PROGRAM COMMITTEE

- a. This Committee shall be responsible for the planning and managing of the annual education meeting as well as for any other educational activities as assigned by the President or the Board of Directors. The Vice-President of Internal Affairs will chair this committee.
- b. The Medical Advisor(s) or his/her designee will be a consultant member(s) of this committee.
- c. This Committee shall perform such other pertinent duties to meet the objectives of the Society as may be assigned by the President or the Board of Directors.

Section 5. - EDUCATION COMMITTEE

- a. This Committee shall include at least one (1) member of the Board of Directors and be so constructed as to provide experienced members for education planning.
- b. The Medical Advisor(s) or his/her designee will be a consultant member(s) of this committee.
- c. This Committee shall perform such other pertinent duties to meet the objectives of the Society as may be assigned by the President or the Board of Directors.

Section 6. - **GOVERNMENT AFFAIRS COMMITTEE**

- a. This committee is comprised of the President, President-elect and the immediate past President.
- b. This Committee shall monitor legislative and governmental activities that are of interest to the Society.
- c. This Committee shall report to the Board of Directors on such activities and formulate recommendations if requested.
- d. This Committee shall perform such other pertinent duties to meet the objectives of the Society as may be assigned by the President or the Board of Directors.

Section 7. - **MEMBERSHIP COMMITTEE**

- a. This Committee shall include at least one (1) member of the Board of Directors.
- b. This Committee shall be responsible for maintaining all records pertaining to the Membership of this Society.
- c. This Committee shall perform such other pertinent duties to meet the objectives of the Society as may be assigned by the President or the Board of Directors.

Section 8. - **PUBLIC RELATIONS COMMITTEE**

- a. The Vice-President of External Affairs will chair this Committee
- b. This Committee shall maintain such liaison as has been established by the Board of Directors with other individuals and organizations whose activities may be of interest to the members of this Society. This may include the preparation of exhibits, programs and other items to bring the message of respiratory care, the Society and the AARC to medical, nursing and health care groups as well as educational facilities where such material can be expected to recruit new people to an interest and understanding of the field of respiratory care.
- c. This Committee shall perform such other pertinent duties to meet the objectives of the Society as may be assigned by the President or the Board of Directors.

Section 9 – **WEB PAGE COMMITTEE**

- a. This Committee shall include at least one (1) member of the Board of Directors.
- b. This Committee will collect and co-ordinate information appropriate and suitable for posting on our web site. This committee will also co-ordinate with the services of a web master to maintain the web site for our use.

**ARTICLE XII
SOCIETY MEDICAL ADVISOR**

The Society shall have one (1) or more Medical Advisor(s) elected by the Board of Directors whose names shall be submitted to the AARC Board of Medical Advisors for approval. No Medical Advisor shall serve more than three (3) consecutive terms. The term of office of the Society Medical Advisor may be terminated at any time by a two-thirds (2/3) vote of the Chartered Affiliates Active Membership. Notification of this action shall be submitted to the Medical Advisor, the AARC, and the Board of Medical Advisors.

Section 1. - **TERM OF OFFICE**

- a. The term of office for the Medical Advisor(s) will be 2 years.

**ARTICLE XIII
FISCAL YEAR**

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

**ARTICLE XIV
PARLIAMENTARY AUTHORITY**

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

**ARTICLE XV
AMENDMENT**

These Bylaws may be amended at any regular or called meeting or by the electronic vote of the Society membership by a two-thirds (2/3) majority of those voting, provided that the Amendment has been presented in writing to the membership with notification of a voting date, no less than sixty (60) days or more than ninety (90) days prior to the vote. All proposed Amendments must be submitted for approval in accordance with Article XI, section 3c prior to a vote by the Membership, and shall become effective upon ratification by the Membership.

Revised: 1997, 2004, 2008, 202222012014

Approved by AARC BOD: 12/97, 6/04, 10/2009

Presented to the Society Membership: 4/98, 11/04, 01/2010

Ratified by the Society Membership: 5/98, 1/05, 04/2010

We the below signed members of the Society attest to the fact that these by-laws were ratified on 4/2016

Connie Dills, RRT, President

Margaret Guerrero, RRT, Director
By-Law Committee –Chair

Monica Kukielka, RRT Secretary