



# INDIANA SOCIETY FOR RESPIRATORY CARE

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## BYLAWS

As amended January 16, 2015

# INDIANA SOCIETY FOR RESPIRATORY CARE BYLAWS

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# ARTICLE I NAME, AFFILIATION AND BOUNDARIES

## SECTION 1. NAME AND AFFILIATION

This organization shall be known as the Indiana Society for Respiratory Care, 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. This Society shall abide by the rules and regulations of the AARC as promulgated from time to time.

## SECTION 2. SOCIETY AND CHAPTER BOUNDARIES

The area included within the boundaries of this Society shall be the boundaries of the State of Indiana. The Society shall be divided into geographic Chapters, as determined by the Board of Directors.

# ARTICLE II MISSION

## SECTION 1. MISSION STATEMENT

The mission of the Indiana Society for Respiratory Care is to provide proactive leadership in the delivery of respiratory care and promote professionalism among respiratory care practitioners.

## SECTION 2. PURPOSE

- a. To encourage and develop on a regional basis 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 distribution of a newsletter and other material.
- c. To facilitate cooperation among respiratory care practitioners and the medical profession, hospitals, service companies, industry and other agencies within the state interested in respiratory care.
- d. Provide education to the general public in pulmonary health promotion and disease prevention.

## SECTION 3. INTENT

- a. 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.
- b. Distribution of the funds, income, and property of the Society 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 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.

## SECTION 4. ETHICS

- a. 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 of the state of Indiana.
- b. Compliance with the AARC Bylaws and the Society's Bylaws are required for Society membership. 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-third (2/3) vote of its entire membership, suspend or expel such a member. All such suspension or expulsion actions shall be reported immediately to the AARC Judicial Committee.

## ARTICLE III MEMBERSHIP AND ASSESSMENTS

### SECTION 1. CLASSES

The membership of this Society shall include four [4] classes: Active, Associate, Student, and Special, as defined in Article III of the AARC Bylaws.

### SECTION 2. ASSESSMENTS

The Society shall have the right to assess dues for all classes of membership, except for individuals who have been awarded Life or Honorary membership by the AARC. Dues for membership to the Society may be established by the Board of Directors.

## ARTICLE IV CHAPTER ORGANIZATION

### SECTION 1. CHAPTER ORGANIZATION

- a. Chapter boundaries shall be by counties only, as determined by the Board of Directors.
- b. Membership in a Chapter shall be determined by mailing address.
- c. The internal organization of the Chapters, except where in conflict with these Bylaws, shall not be the concern of this document.

### SECTION 2. CHAPTER ACTIVITIES

- a. The activities of each Chapter shall be directed by two (2) elected Directors.
- b. Each Chapter organization shall be encouraged to expand the membership of the AARC, promote participation of members in the Society's governance, and develop educational activities and such other activities as are consistent with the Articles of Incorporation of these Bylaws.

## ARTICLE V BOARD OF DIRECTORS AND OFFICERS

### SECTION 1. COMPOSITION AND POWERS

- a. The executive government of this Society shall be vested in a Board of Active Members comprised of Officers and Directors
- b. 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 to perform the duties of that office, or for conduct it deems prejudicial to the Society. Written and/or electronic notice shall be given to the member that the office has been declared vacant.

### SECTION 2. DUTIES OF THE BOARD OF DIRECTORS

- 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 and other related matters, after consideration of the budget.
- d. Elect a Medical Advisor or Advisors.

### SECTION 3. OFFICERS

The officers of the Society shall be: President, President-Elect or Past President, Secretary, Treasurer and the Society Delegate serving the second (2<sup>nd</sup>) biennium of his or her term. The offices of President-Elect and Past President shall not be occupied concurrently.

### SECTION 4. DIRECTORS

There shall be two Directors from each Chapter.

### SECTION 5. SOCIETY DELEGATES

- a. There shall be two (2) Delegates to the AARC, elected in alternating bienniums.
- b. The Society Delegate serving the second (2<sup>nd</sup>) biennium of his or her term shall be a voting member of the Board of Directors. The Delegate serving the first (1<sup>st</sup>) biennium of his or her term shall be a non-voting member of the Board of Directors.
- c. The Society Delegate shall not serve more than two (2) consecutive terms in the same office.

### SECTION 6. TERM OF OFFICE

- a. The term of office for Society officers shall be for two (2), years, except the Society Delegate, whose term of office shall be four (4) years, and the Past-President and President Elect, whose terms of office shall be one (1) year. The term shall begin immediately following the annual business meeting. The President shall not serve more than one (1) consecutive term in the same office. The Secretary and Treasurer shall not serve more than two (2) consecutive terms in the same office. An individual may not concurrently hold more than one position on the Board of Directors.
- b. The term of office for Directors shall be two (2) years, and shall begin January 1<sup>st</sup> following the annual election.

## SECTION 7. VACANCIES IN OFFICE

- a. In the event of a vacancy in the office of President, the President-Elect or immediate Past-President shall assume the duties of the President to serve the unexpired term. If the President Elect becomes Acting President, he or she shall also serve his or her own successive term as President.
- b. In the event of a vacancy in the office of President-Elect, the Society Delegate serving the first (1<sup>st</sup>) biennium of his or her term shall assume the duties, but not the office, of President-Elect, as well as those of the Society Delegate, until the next regularly scheduled election.
- c. In the event of a vacancy in the office of Past-President, the Society Delegate serving the first biennium of his or her term shall assume the duties, but not the office, of Past President, as well as those of the Society Delegate.
- d. In the event of a vacancy in the office of Secretary, the Treasurer shall assume the duties, but not the office, of Secretary, as well as those of Treasurer, until the next scheduled election.
- e. In the event of a vacancy in the office of Treasurer, the Secretary shall assume the duties, but not the office, of Treasurer, as well as those of Secretary, until the next scheduled election.
- f. In the event of a vacancy in the office of Society Delegate, the President Elect or Past President shall assume the duties, but not the office, of Delegate, as well as those of President Elect or Past President. If the vacancy is that of the Delegate serving the second (2<sup>nd</sup>) biennium of his or her term, the President Elect or Past President shall complete the term of the Delegate. If the vacancy is that of the Delegate serving the first (1<sup>st</sup>) biennium of his or her term, the Society membership shall, at the next scheduled election, elect an individual to complete the term of the vacated Delegate.
- g. In the event of a vacancy in the office of Director, the Board of Directors shall, at the next scheduled meeting, appoint a qualified member of the Society to serve as Director until the next scheduled election.

## SECTION 8. DUTIES OF OFFICERS

- a. President – The President shall be the chief executive officer of the Society. The President shall preside at all meetings of the board of Directors; prepare an agenda for each meeting of the Board of Directors and submit it to the members of the Board not fewer than fifteen (15) days prior to each meeting. The President shall prepare an agenda for the annual business meeting and submit it to the membership not fewer than thirty (30) days prior to the meeting, in accordance with Article VIII of these bylaws. The President shall present to the Board of Directors and membership an annual report of the Society activities, and appoint standing and special committees, subject to the approval of the Board of Directors. The President shall Chair the Executive Committee; serve as an ex-officio member of all committees except the Nominations and Elections Committee. The President shall appoint a Society Parliamentarian and a Society Medical Director, in accordance with Article VI of these Bylaws. The President shall be a signatory on all accounts.
- 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 will continue to carry out the duties of the President-Elect. The President-Elect shall chair or serve on Committees, and shall perform such other duties as shall be assigned by the President or the Board of Directors. The President-Elect shall serve on the Executive Committee, and may be a member of the Society's delegation to the AARC. The President-Elect shall prepare objectives for various committees that will be under the President's direction during his or her term as President. The President-Elect shall be a signatory on all accounts.
- c. Past President – The Past President shall assume the duties but not the office of the

President in the event of the President's absence, resignation or disability, and will continue to carry out the duties of the Past President. The Past President shall chair or serve on Committees, and shall perform such other duties as shall be assigned by the President or the Board of Directors. The Past President shall serve on the Executive Committee, and may be a member of the Society's delegation to the AARC. The Past President shall be a signatory on all accounts.

- d. Treasurer – The Treasurer shall have charge of all funds and securities of the Society, endorse checks, notes or other orders for payment of bills, disburse funds as authorized by the Board of Directors and/or in accordance with the adopted budget, and deposit funds as the Board of Directors may designate. The Treasurer shall see that full and accurate accounts are kept, and make a written year-to-date financial report at each meeting of the Board of Directors. The treasurer shall serve as a member of the Executive Committee, and chair or serve on other Committees as assigned by the President or the Board of Directors. At the expense of the Society, the Treasurer shall be bonded in an amount determined by the Board of Directors. The Treasurer will be a signatory on all accounts.
- e. Secretary – The Secretary shall have charge of keeping the minutes of the Board of Directors meetings, and will submit a copy of the minutes of every meeting of the governing body and other business of the Society to the Executive Office of the AARC within ten (10) days following the meeting. The secretary shall submit a synopsis of Board minutes to the Public Relations Committee. The Secretary shall execute the general correspondence and affix the corporate seal on documents so requiring, and in general, perform all duties as from time to time shall be assigned by the President or the Board of Directors. The Secretary shall serve as a member of the Executive Committee, and chair or serve on other Committees as assigned by the President.
- f. Society Delegate – The duties of the Society Delegates shall be as specified in the Bylaws of the AARC and otherwise directed by the AARC. The Society Delegates shall represent the interests of the Society in the AARC House of Delegates, and serve on AARC House of Delegates committees as assigned by the Speaker of the House of Delegates. The Society Delegates shall chair or serve on ISRC committees as assigned by the President or the Board of Directors. The Society Delegate serving the second (2<sup>nd</sup>) biennium of his or her term shall serve as a member of the Executive Committee. In the absence of the Delegate serving the second (2<sup>nd</sup>) biennium of his or her term, the Delegate serving the first (1<sup>st</sup>) biennium of his or her term shall assume the responsibilities of the absent delegate.

## SECTION 9. DUTIES OF DIRECTOR

Directors shall represent the needs and opinions of the Chapter members through Board votes and discussions, and communicate all appropriate state and national respiratory care related information to Chapter members, and assure opportunities for member feedback. Directors shall maintain a network of Chapter members to advance the legislative and other Society initiatives. Directors shall promote AARC membership, and act as a role model to member and non-member practitioners. Directors shall assist the Society Education Committee in developing programs to meet the educational needs of Chapter members, and chair or serve on committees as appointed by the President or the Board of Directors.

## SECTION 10. BUSINESS MEETINGS

- a. The Society shall hold an annual business meeting within the last 60 days of each fiscal year.
- b. The Board of Directors shall meet immediately preceding and/or immediately following the annual business meeting of the Society and shall not hold fewer than three (3) additional regular and separate meetings during the calendar year.



- c. 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 at least fifty (50) percent of the members of the Board of Directors filed with the President and Secretary of the Society.
- d. The date and place of business meetings shall be decided in advance by the Board of Directors. Notice of the time and place of business meetings shall be published in the Society newsletter and on the Society's Web Page. 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, if necessary, conduct the business by e-mail or electronic transmission, provided the material is sent in the same words to the voting membership of the Board of Directors.
- e. The purpose of business meetings shall be to receive reports of officers and committees, and other business brought by the President or Board Members. In addition, the purpose of the annual business meeting shall be to receive the President's annual report, and certify the results of annual elections.
- f. A majority of the voting Board of Directors shall constitute a quorum at any meeting of the Board.
- g. 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.
- h. The fiscal year of this Society shall be from January 1 through December 31.

## SECTION 11. ELECTRONIC VOTE

Whenever, in the judgment of the Board of Directors, it is necessary to conduct business prior to the next scheduled meeting, the Board of Directors may conduct a vote by e-mail or electronic transmission, in accordance with the Board Policy on electronic voting. The question thus presented shall be decided by a majority of the votes received by the Secretary, provided that a majority of voting members of the Board of Directors submit votes.

## ARTICLE VI SOCIETY MEDICAL ADVISOR

- a. The Society shall have at least one (1) Medical Advisor who shall conform to Article X, Section 3 of the AARC Bylaws. The Medical Advisor(s) shall be appointed by the Society President and approved by the Board of Directors.
- b. The Medical Advisor(s) shall be available to each Committee as an advisor and participate in Committee meetings as requested by the chairperson of the Committee. The Medical Advisor(s) participation on any Committee is without vote due to Associate membership status.
- c. The Medical Advisor(s) shall not hold office in the Society or be chairperson of any Committees. The Medical Advisor is encouraged to be a member of the AARC.
- d. Duties of the Medical Advisor(s) include:
  - 1. Attend Society business meetings;
  - 2. Attend or send a qualified alternate to Society functions;
  - 3. Assist in the selection and recruitment of speakers for educational programs;
  - 4. Review state legislative activities concerned with respiratory care.

## ARTICLE VII COMMITTEES

### SECTION 1. STANDING COMMITTEES

The Standing Committees of the Society shall be: Executive, Government Affairs, Education, Public Relations, Nominations and Elections, and Strategic Planning. With the exception of the Executive Committee and Nominations and Elections Committee, the Chairperson of each of these Committees shall be appointed by the President, subject to the approval of the Board of Directors, to serve for a term of one (1) year.

### SECTION 2. SPECIAL COMMITTEES AND OTHER APPOINTMENTS

Special committees may be appointed by the President, subject to the approval of the Board of Directors.

### SECTION 3. COMMITTEE CHAIRPERSON'S DUTIES

- a. The chairperson of each committee shall perform those duties specified by the President and the Board of Directors to carry out the strategic plan of the Society.
- b. The chairperson of each committee shall select and confer promptly with the members of the committee on work assignments.
- c. The committee chairperson of the previous year shall serve as a member of each committee.
- d. Non-members may be appointed as consultants to committees.
- e. Each committee chairperson shall provide a written report of committee activities to the Board of Directors prior to each Board meeting.
- f. Each committee chairperson requiring operating expenses shall submit a budget request for the next fiscal year to the President by November 30<sup>th</sup>.

## ARTICLE VIII DUTIES OF COMMITTEES

### SECTION 1. EXECUTIVE COMMITTEE

- a. This Committee shall be chaired by the President.
- b. This Committee shall consist of the President, President-Elect or Immediate Past President, Secretary, Treasurer and Society Delegate serving the second (2<sup>nd</sup>) biennium of his/her term.
- c. This Committee shall have the power to act for the Board of Directors between meetings of the Board of Directors; such actions shall be subject to ratification by the Board at its next meeting.
- d. This Committee shall propose an annual budget for approval by the Board of Directors at the first scheduled meeting of the new Board.
- e. This Committee shall receive and prepare all amendments to the Bylaws for submission to the Board of Directors. The committee may also initiate such amendments.

## SECTION 2. GOVERNMENT AFFAIRS COMMITTEE

- a. This Committee shall be chaired by a member of the Society.
- b. This Committee shall be composed of ISRC members, preferably representing the various geographic areas of the state
- c. This Committee shall monitor and report to the President and Board all state and federal legislative activities related to the profession of respiratory care, and health care professions outside the field of respiratory care that might impact the respiratory care profession.
- d. This Committee shall direct all Society legislative activities related to respiratory care.
- e. This Committee shall review formal, written complaints against any individual Society member charged with any violation of the Society Bylaws or otherwise with any conduct deemed detrimental to the Society or the AARC. The committee shall conduct a review of the charges in accordance with established policies and procedures. Results of the Committee's review shall be passed on to the Board of Directors for final resolution. Complaints or inquiries may be referred to this Committee by the Judicial Committee of the AARC.

## SECTION 3. NOMINATIONS AND ELECTIONS COMMITTEE

- a. This Committee shall be chaired by a member of the Board of Directors.
- b. This Committee shall consist of at least four (4) members as approved by the Board of Directors (including the chairperson).
- c. It shall be the duty of this Committee to make the critical appraisal of candidates to see that the nominations are in the best interests of the AARC and the Society through consideration of personal and professional qualifications and geographical representations as applicable.
- d. This Committee shall prepare the ballot and conduct the election in accordance with Article IX for all elections held during the calendar year.

## SECTION 4. EDUCATION COMMITTEE

- a. This Committee shall be chaired by a member of the Society.
- b. This Committee shall consist of Society members experienced in program and education planning. It is desirable that one Director from each geographic chapter be a member of this committee. The Medical Advisor(s) or his or her designate will be a consultant member of this Committee.
- c. It shall be the duty of this Committee to plan and execute educational programs, including the annual state seminar, and will act to assist the Directors in developing local and regional educational programs.

## SECTION 5. PUBLIC RELATIONS COMMITTEE

- a. This Committee shall be chaired by a member of the Society.
- b. It shall be the duty of this Committee to promote respiratory care and the Society to the public and other organizations, by overseeing the publication of the Society newsletter, maintain the Society web site on the Internet, and oversee the activities of the Respiratory Care Initiative student recruiting program.
- c. This Committee shall recognize individuals and/or groups for their contributions or achievements in respiratory care or the Society through Society approved awards.

## SECTION 6. STRATEGIC PLANNING COMMITTEE

- a. This Committee shall be chaired by a member of the Society.
- b. This Committee shall consist of Society members including the President, President Elect

or Past President, Society Delegate serving the final two years of his/her term at least two (2) Directors, and other Society members as deemed appropriate.

- c. This Committee shall create a shared vision to promote the future of respiratory care and the Society, and assure that the Society's activities strive toward accomplishing the mission of the Society.

## ARTICLE IX NOMINATIONS AND ELECTIONS

### SECTION 1. NOMINATIONS

- a. The Nominations and Elections Committee shall annually place in nomination the names of persons for each office which will be vacant in the following year.
- b. Only Active Members of the Society in good standing shall be eligible for nomination.

### SECTION 2. BALLOT

- a. The Nominations and Elections Committee shall provide a pertinent biographical sketch of each nominee's professional activities and services to the organization which shall accompany the ballot when provided to members.
- b. The ballot shall be so designed with provisions for write-in votes for each office
- c. The ballot and biographical sketches shall be provided to every Active Member in good standing, either by mail or electronically, at least sixty (60) days prior to the annual business meeting. Returned ballots must be received at least thirty (30) days before the annual business meeting. The deadline date shall be clearly indicated on the ballot.

### SECTION 3. BALLOT COUNTING

The Nominations and Elections Committee shall select an independent accountant for the purpose of ballot receipt, verification and counting. The election results shall be reported by the accountant to the Chair of the Nominations and Elections Committee no more that twenty (20) days after the election deadline. The results of the election shall be announced to all the candidates prior to the annual business meeting. Nominees shall not be present when the ballots are counted.

## ARTICLE X AMENDMENTS

These bylaws may be amended by a majority vote of the Board of Directors, approval by the AARC Bylaws Committee and the AARC Board of Directors, and electronic vote of the Society membership by a two-thirds (2/3) majority of those voting. The amendment shall become effective upon ratification of the Society membership.