

# Oregon Society for Respiratory Care Bylaws

Revised 2016

## ARTICLE I-NAME

This organization shall be known as the Oregon 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.

## ARTICLE II-BOUNDARIES

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

## ARTICLE III-OBJECT

### SECTION 1. PURPOSE

The Society is formed to:

- a. Encourage, develop, and provide educational programs for those persons interested in respiratory therapy and diagnostics, hereinafter referred to as Respiratory Care.
- b. Advance the science, technology, ethics and art of respiratory care through institutes, meetings, lectures, publications, and other materials.
- c. Facilitate cooperation and understanding among respiratory care personnel and the medical profession, allied health professions, hospitals, service companies, industry, government organizations, and other agencies interested in respiratory care.
- d. 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 the individual members thereof.
- b. The Board of Directors shall provide for the distribution of the funds, income, and property of the Society to charitable, educational, scientific, or religious corporations, organizations, community chests, foundations, or other kindred institutions maintained and created for one or more of the foregoing purposes, if at the time of distribution the payee or distributee are exempt from income taxation, and if gifts or transfers to the payee or distributee are then exempt from taxation under the provisions of Section 501, 2055, and 2522 of the Internal Revenue Code or changes which amend or supersede the said sections.
- c. In the event of dissolution of this Society, whether voluntary or involuntary, all of its remaining assets shall be distributed in such manner as the Board of Directors of this Society shall by majority vote determine to be best calculated to carry out the

objectives and purposes for which this Society is formed. The distribution of funds, income, and property of this Society upon dissolution may be made available to any similar 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 distributee is then exempt from income taxation, and if gifts or transfers to the payee or distributee are exempt from taxation under the provisions of Sections 501, 2055, and 2522 of the Internal Revenue Code or changes which amend or supersede the said sections.

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

## **ARTICLE IV-MEMBERSHIP**

### **SECTION 1. CLASSES**

The membership classes of the Society shall be the same as the membership classes as specified in the AARC Bylaws. They shall include three (3) classes; Active Member, Associate Member, and Special Member.

### **SECTION 2. PREREQUISITES**

Individuals are eligible to be members in this Society if they are members of the AARC as specified in the AARC Bylaws.

### **SECTION 3 - ACTIVE MEMBER**

An individual is eligible to be an active member if said individual is employed within the boundaries of the state of Oregon, is a high school graduate or has evidence of equivalent education, has completed respiratory care education in an American Medical Association approved school, and the primary occupation and a majority of business time under medical direction is devoted to one of the following: a) the care and/or education of patients receiving respiratory care; b) the administration of programs or personnel directly related to respiratory care; c) the provision of respiratory care education; d) research in respiratory care, or e) promotion of pulmonary health and disease prevention. Active members in good standing shall be entitled to all the rights and privileges of membership of the Association including: the right to hold office, hold committee chairpersonship and vote. In those situations in which medical direction may not be available, medical sponsorship may be acceptable if an application and a written statement of medical sponsorship is submitted to the Membership and Public Relations Committee.

### **SECTION 4 - ASSOCIATE MEMBER**

An individual who 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 Society except that they shall not be entitled to hold office, vote, or serve as chairperson of any standing committee of the Society. There shall be the following classes of Associate Membership:

**a. Student Member** - An individual will be classified as a Student Member when meeting all of the requirements for Associate Member and is enrolled in an American Medical Association recognized or accredited educational program in respiratory care or in an educational program in respiratory care seeking American Medical Association accreditation.

**b. Industrial Member** - An individual will be classified as an Industrial Member when all requirements for Associate Membership are met and the applicants primary occupation or business or a majority of time is directly or indirectly devoted to the manufacture, sale or distribution of gases or equipment which is directly or indirectly used in the area of respiratory care.

**c. Physician Member** - An individual will be classified as a Physician Member when all of the requirements for Associate Membership are met and the applicant is duly licensed as a doctor of medicine or osteopathy.

**d. Foreign Member** - An individual will be classified as a Foreign Member when all requirements for an Associate Member are met and the applicant is a citizen of and resides in any foreign country.

### **SECTION 5 - SPECIAL MEMBER**

**a. Life Member** - Life Members shall be members who have rendered outstanding service to the Society. Life membership may be conferred by a majority affirmative vote of the Board of Directors. Life Members shall have all of

the rights and privileges of membership of the Society, including the right to hold office, chair committees and vote. Life Members shall be exempt from paying Society dues.

**b. 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 of affirmative votes of the Board of Directors. Honorary Members shall have all of the rights and privileges of membership of the Society except that they shall not be entitled to hold office, chair committees or vote. They shall be exempt from paying Society dues.

**c. General Member** - A General Member shall be an individual who has an interest in respiratory care and who does not qualify for other membership classifications. General Members shall have all of the rights and privileges of membership in the Society except that they shall not be entitled to hold office, chair committees or vote.

## **SECTION 6. APPLICATION FOR MEMBERSHIP**

Application for membership in the Society shall follow the procedure specified in the AARC Bylaws.

## **SECTION 7. ETHICS**

If the conduct of any member shall appear to be in violation of the Articles of Incorporation Bylaws, standing rules, code of ethics, or other regulations, policies, or procedures adopted by the Society, or shall appear to be prejudicial to the Society's interests, a written report will be referred to the AARC Judicial Committee as specified in the AARC Bylaws.

# **ARTICLE V-OFFICERS**

## **SECTION 1. OFFICERS**

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

## **SECTION 2. TERM OF OFFICE**

- a. The President, Immediate Past President, Secretary, Vice President, and Treasurer term of office shall be two (2) years.
- b. The President-Elect shall complete immediate successive full terms for the offices of President-Elect.
- c. All terms of office will start at the beginning of the fiscal year.

## **SECTION 3. VACANCIES IN OFFICE**

- a. In the event of a vacancy in the office of President, the President-Elect shall become the acting President to serve the unexpired term and shall serve the successive term as President. In a President Elect off year, the Immediate Past President shall become acting President until the next election.
- b. In the event of a vacancy in the office of President Elect, the Vice President shall assume the duties, but not the office, of the President-elect and shall continue to serve as Vice President until the next scheduled election.
- c. Any vacancy in the office of Vice President, Secretary, or Treasurer shall be filled by appointment of a qualified individual by the Board of Directors upon ratification of appointee. Individuals so appointed shall serve until the next scheduled election.

d. In the event of a vacancy in the office of Immediate Past President, that office shall remain vacant and the duties shall be assigned by the President.

#### **SECTION 4. DUTIES OF OFFICERS**

a. President - The President shall be the Chief Executive Officer of the Society. The President shall: Preside at the Annual Business Meeting and all meetings of the Board of Directors; prepare an agenda for the Annual Business Meeting and submit it to the membership not fewer than thirty (30) calendar days prior to such a meeting in accordance with Article VII of these Bylaws; prepare an agenda for each meeting of the Board of Directors and submit it to the members of the Board not fewer than thirty (30) calendar days prior to such a meeting; appoint standing and special committees subject to approval of the Board of Directors; be ex officio member of all committees except the Election and Nominating Committees; and present to the Board of Directors and membership an annual report of the Society. The President or designee shall chair the Budget Committee. At the expense of the society, the President shall be bonded in an amount determined by the Board of Directors.

b. President-Elect - The President-Elect shall become the Acting President and shall assume the duties of the President in the event of the President's absence, resignation, or disability, and shall perform other such duties as shall be assigned by the President or Board of Directors. The President-Elect or designee shall chair the Strategic Planning Committee.

c. Vice President - The Vice President shall perform such duties as shall be assigned by the President and the Board of Directors. The Vice President shall assume the duties of the President-Elect in the event of the President-Elect's absence, resignation, or disability, but will continue to carry out the duties of the office of Vice President. The Vice President or designee shall chair the Program Committee.

d. 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 and distributing funds in accordance with approved budget and depositing funds as the Board of Directors may designate. The Treasurer shall see that full and accurate accounts are kept; complete monthly trial balance within twenty (20) calendar days after the monthly closing of the books; make a written quarterly financial report to the Board of Directors and complete and submit a yearly written report to the Board of Directors, which includes projections of cash flow, status of investments and availability of funds in accordance with the Society's investment policy and procedure. The Treasurer will coordinate and complete, with the society's CPA consultant, the state and federal tax filing requirements. The Treasurer shall maintain, at the Society's expense, professional liability insurance for the Board of Directors in an amount determined by the Board of Directors. At the expense of the Society, the Treasurer shall be bonded in an amount determined by the Board of Directors.

e. Secretary - The Secretary shall have charge of keeping the minutes of the Board of Directors' meetings and the Annual Business Meeting; executing the general correspondence; attesting to the signature of the officers of the Society; affixing the corporate seal to documents so requiring; and, in general, performing all duties as from time to time shall be assigned by the President or the Board of Directors. The Secretary or designee shall maintain and distribute the Society's letterhead stationery and template.

f. Immediate Past President - The Immediate Past President shall advise and consult with the President and shall perform such other duties as shall be assigned by the President or the Board of Directors. The Immediate Past-President shall chair the Nomination and Election Committee.

#### **SECTION 5. EXECUTIVE COMMITTEE**

a. The Executive Committee of the Board of Directors shall consist of the President, President-Elect, Vice President, Secretary, Treasurer, and the Immediate Past-President.

b. The Executive Committee shall have the power to act for the Board of Directors between meetings of the Board and such action shall be subject to ratification by the Board by E-vote or at the next board meeting.

### **ARTICLE VI-BOARD OF DIRECTORS**

## **SECTION 1. COMPOSITION AND POWERS**

- a. The executive government of this Society shall be vested in a Board of fourteen (14) Active Members consisting of the Executive Committee, six (6) Regional Directors: Central(2), Eastern, Northern (2), Southern, and two (2) Delegates. The Delegates shall serve as voting members of the Board.
- b. The President shall be the Chair and Presiding Officer of the Board of Directors and Executive Committee. The President shall invite in writing such individuals to the meetings of the Board as deemed necessary, who shall have the privilege of voice but not of vote.
- c. The Board of Directors shall have power to declare an office vacant by a two-thirds (2/3) vote, upon refusal, neglect, or inability of any member of the Board to perform the duties of 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.

## **SECTION 2. TERM OF OFFICE FOR REGIONAL DIRECTORS**

- a. The term of office is three (3) years and shall begin immediately following the annual business meeting. The term of office shall be staggered so that no more than two (2) Regional Directors are elected each calendar year.
- b. Regional Directors may serve no more than two (2) consecutive elected terms of office.

## **SECTION 3. DUTIES**

The Board of Directors shall:

- a. Supervise all business activities of the Society within the limitation of these Bylaws.
- b. Adopt and rescind standing rules, regulations, policies, and procedures of the Society.
- c. Consider and approve the annual budget.
- d. Perform such other duties as may be necessary or appropriate for the management of the Society.

## **SECTION 4. VACANCIES**

- a. Any vacancy that occurs in the office of Director shall be filled by appointment by the Board of Directors.
- b. An appointed Director shall serve until the next scheduled election for that position, or until a successor is elected.

## **SECTION 5. MEETINGS**

- a. The Board of Directors shall meet immediately preceding and immediately following the Annual Business Meeting of the Society and shall hold not fewer than four (4) regular and separate meetings during the course of the year.
- b. Special meetings of the Board of Directors shall be called by the President at such times as the business of the Society shall require, or upon written request of the majority of the Board of Directors filed with the President and Secretary of the Society. Teleconference Board Meetings are considered interim in nature and related minutes require ratification by the Board of Directors at its next scheduled meeting.
- c. A majority of the voting Board of Directors shall constitute a quorum at any meeting of the Board.

## **SECTION 6. MAIL VOTE**

Whenever, in the judgment of the Board of Directors, it is necessary to present any business to the membership, prior to the next Annual Business Meeting, the Board of Directors may, unless otherwise required by these Bylaws, instruct the Election Committee to conduct a vote of the Membership by mail. Such votes require approval of a majority of the valid votes received within thirty (30) calendar days after date of such submission to the membership. The result of the vote shall control the action of the Society.

## **SECTION 7. E-VOTE**

Whenever, in the judgment of the Board of Directors, the board requires a decision be made in the interest of the society and/or the bylaws an E-vote may be taken upon authorization of the President to be ratified at the next board meeting. E-vote for the elections of officers may be done in lieu of by mail.

# **ARTICLE VII-ANNUAL BUSINESS MEETING**

## **SECTION 1. DATE AND PLACE**

- a. The Society shall hold an Annual Business Meeting in the first quarter of 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 the scheduled meeting, set a new date and place if feasible, or conduct the business of the meeting by mail, provided the material is sent in the same words to the membership.

## **SECTION 2. PURPOSE**

- a. 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.
- b. Additional business meetings shall be for the purpose of receiving reports and for other business brought by the President.

## **SECTION 3. NOTIFICATION**

Written notice of the time and place of the Annual Business Meeting shall be sent to all members of the Society not less than ninety (90) calendar days prior to the meeting. An agenda for the Annual Business Meeting shall be sent to all members not fewer than thirty (30) calendar days prior to the Annual Business Meeting.

# **ARTICLE VIII-SOCIETY DELEGATES TO THE AARC HOUSE OF DELEGATES**

## **SECTION 1. ELECTION**

Delegates of this Society to the House of Delegates of the AARC shall be elected as specified in Article VII, Section 5 of the AARC Bylaws. In addition, qualified candidates for the office of Delegate must have held an elected office or committee chairmanship within the past two years.

## **SECTION 2. DUTIES**

The duties of the delegates shall be as specified in the AARC Bylaws and as stipulated in the Society job description.

## **SECTION 3. TERM OF OFFICE**

The term of office for the Delegates shall be for four (4) years. The term of the Delegates shall be staggered so that a Delegate is elected every two years.

## **SECTION 4. BOARD OF DIRECTORS MEMBER**

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

## **SECTION 5. VACANCIES**

If there is a Delegate vacancy, it will be filled by the President, or their designee until the next scheduled election.

# **ARTICLE IX-COMMITTEES**

## **SECTION 1. COMMITTEE MEMBER QUALIFICATIONS**

- a. All Society committee persons must be a licensed in the state of Oregon and practicing RCP with the exception of the Webmaster.
- b. All Society committee Chairpersons must be a member in good standing of both the AARC and the Society.

## **SECTION 2. STANDING COMMITTEES**

- a. The standing committees of the Society shall be: Audit, Budget, Bylaws, Education, Nomination and Election, Membership, Program, Strategic Planning, Political Action, and Public Awareness. With the exception of Audit, Budget, Bylaws, Nomination and Election, Program and Strategic Planning, the chair of standing committees shall be appointed by the President subject to the approval of the Board of Directors. The Committee Chair terms are at the pleasure of the President, with the exception of the Budget, Nomination and Election, and Strategic Planning Committees.
- b. Decisions of standing committees may be appealed to the Board of Directors. A two-thirds (2/3) vote of the Board of Directors shall be required to sustain an appeal.

## **SECTION 3. SPECIAL COMMITTEES AND OTHER APPOINTMENTS**

- a. Special committees, sections, liaisons, and coordinators may be appointed by the President, subject to the approval of the Board of Directors.
- b. Representatives of the Society to such external organizations as may be required shall be appointed by the President, with the approval of the Board of Directors.

## **SECTION 4. COMPOSITION AND DUTIES OF COMMITTEES**

a. Audit Committee

1. The committee is responsible for the auditing of the financial affairs of the Society; and ensuring that no category of the budget is exceeded without the consent of the committee, and a two thirds (2/3) approval of the Board of Directors, and prompt notification and explanation of such actions to the membership.
2. Each Regional Director will appoint one (1) member to this committee.
3. The most recently elected Delegate shall serve as committee chair.

b. Budget Committee

1. The committee shall consist of the Executive Committee of the Board of Directors.
2. The committee shall submit a proposed annual budget to the Board of Director at the second Board of Directors meeting of the year.
3. The committee shall submit all reports to the Board of Directors.
4. The President or designee shall serve as chair of the committee.

c. Education Committee

1. The committee shall include at least one (1) member from each region of the Society and an educator from at least one of the state's respiratory care programs.
2. The committee shall concern itself with continuing education programs and special education projects, as directed by the President.

d. Nomination and Election Committee

1. This committee shall consist of not fewer than three (3) Active Members.
2. The committee shall present a slate of nominees to the Board of Directors at the third Board of Directors meeting of the year. The final slate of nominees shall be approved by the Board of Directors before submission to the general membership.
3. The committee shall check and validate the eligibility of each nominee.
4. The committee shall prepare, distribute, receive, and verify all ballots for vote as prescribed by the Board of Directors. Provisions shall be made on the ballot for write in votes for each position to be filled. Ballots shall be returned enclosed in special envelopes provided if US mail used. The deadline shall be clearly indicated on the ballot and the Society website.
5. The committee shall tally the votes within ten (10) days after the close of the election and report the results of the election at the fourth Board of Director meeting of the year.
6. The Immediate Past President shall serve as chair of the committee.

e. Membership Committee

1. The committee shall include the Regional Directors.
2. The committee shall submit an annual membership plan to the Board of Directors prior to the second Board of Directors meeting of the year. The plan shall include an annual membership drive and other recruitment activities.



3. The committee shall submit a membership status report to the Board of Directors at each Board Meeting.
4. The committee is responsible for membership recruitment activities and related materials at all Society sponsored events.
5. The committee shall work in tandem with the AARC Membership Committee in its charges.

f. Program Committee

1. The committee shall consist of at least three (3) active members.
2. The committee shall prepare the program for the annual meeting of the Society.
3. The Vice President or designee shall serve as chair of the committee.

g. Public Awareness Committee

1. The committee shall consist of at least two (2) members of the Society.
2. The committee shall concern itself with dissemination of information regarding respiratory health issues.

h. Strategic Planning Committee

1. This committee will align the society with the AARCs Strategic Plan.
2. This committee will assist in the Society's success and growth.
3. The President-Elect or designee shall serve as chair of the committee.

i. Bylaws Committee

1. This Committee shall consist of at least four (4) society members, one of whom shall be a member of the Executive Committee. The member of the Executive Committee shall chair this committee.
2. This Committee shall receive and prepare all proposed amendments to the Bylaws for submission to the Board of Directors and the AARC Bylaws Committee. Proposed Bylaws amendments may be initiated by members of the Society and the BOD of the Society. The Committee may also initiate such amendments for submission to the Board of Directors and the AARC Bylaw Committee representative.
3. Upon approval of the AARC Bylaws Committee and the AARC Board of Directors the Committee shall prepare and distribute by mail or electronically the proposed Amendments to the Society membership for public comment. The Bylaws will be considered approved and sent to the AARC for final approval 30 days after public comment period initiated.
4. 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.

j. Political Action Committee

1. This Committee shall consist of two (2) Co-Chairs who are active members to serve at their leisure.
2. This Committee shall act in tandem with the AARCs PAC in its charges at the state and national level.

3. This committee will assist in working with the Oregon Health Authority Respiratory Licensing Board (OHLA) on issues affecting the profession.

#### **SECTION 4. COMMITTEE CHAIR DUTIES**

- a. The chair shall perform those duties specified by the President and the Board of Directors to carry out the objectives of the Society.
- b. The chair of each committee shall confer promptly with the members of that committee on work assignments.
- c. The chair of each committee may recommend prospective committee members to the President. When possible, the previous chair shall serve as a member of the new committee.
- d. All committee reports shall be submitted, in writing, to the Secretary and President thirty (30) days prior to or during the Board of Directors meetings.
- e. Members of any membership class, as well as non- members, may be appointed as consultants to committees. The President shall request recommendations regarding physician consultants from the Society Medical Advisor(s).
- f. The chair is responsible to submit the committee budget to the Budget Committee as designated by the Treasurer prior to the second Board of Directors meeting of the year.

#### **SECTION 5. VACANCIES ON COMMITTEES**

In the event of vacancies occurring in any committee, the President may appoint members to fill such vacancies, subject to the approval of the Board of Directors.

### **ARTICLE X-AFFILIATION**

The Society shall be affiliated with the AARC and shall abide by the rules and regulations of the AARC as promulgated.

### **ARTICLE XI-MEDICAL ADVISOR**

#### **SECTION 1. MEDICAL ADVISOR**

The Society shall have at least one (1) Medical Advisor who: Is a licensed physician within the State of Oregon, will conform to the AARC/OSRC bylaws; has a defined, active role in respiratory care and is an Associate Member of the AARC (with his or her membership dues to be paid by the Society). The candidate will preferably be affiliated with the local chapter of the ASA, ACCP, ATS or SCCM.

#### **SECTION 2. SELECTION**

Medical Advisor candidates must be recommended by an active member of the Society. The Medical Advisor will be appointed by the Board of Directors. Continued status as Medical Advisor will be reviewed annually by the Board of Directors.

### **SECTION 3. DUTIES**

- a. The Medical Advisor shall serve as ex-officio member of all committees except for the Nomination and Election committee.
- b. The Medical Advisor shall promote increasing clinical competency through support of educational activities, legal credentialing and professional credentialing activities.
- c. The Medical Advisor shall serve as a communication link between the Society and the state medical societies.
- d. The Medical Advisor shall serve as a resource person for educational programs.
- e. The Medical Advisor should attend the annual meeting to address the membership.
- f. The Medical Advisor is encouraged to submit a clinical or scientific article for publication in the society newsletter once per year.

### **ARTICLE XII-FISCAL YEAR**

The Fiscal Year of the Society shall be from April 1 through March 31.

### **ARTICLE XIII-PARLIAMENTARY PROCEDURE**

The rules contained in the most recent edition of "Robert's Rules of Order" shall govern whenever they are not in conflict with the Articles of Incorporation, Bylaws, Standing Rules, or other rules of the Society.

### **ARTICLE XIV-BYLAWS INTERPRETATION**

In the event of a problem with the interpretation of the Bylaws, the question shall be referred to the Bylaws committee by the Board of Directors after a 2/3 majority vote in the affirmative. The decision of the Bylaws committee shall be final.

### **ARTICLE XV-AMENDMENTS**

These Bylaws may be amended as specified in these Bylaws Article IX section 3. i.