

# **BYLAWS OF THE SOUTH DAKOTA SOCIETY FOR RESPIRATORY CARE**

## **Article I NAME**

This organization shall be known as the South Dakota 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 boundaries of this society shall be within the boundaries of the State of South Dakota.

## **Article III OBJECT**

### **Section 1 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 other materials;
- c. To facilitate cooperation and understanding between respiratory care personnel and the medical profession, hospitals, service companies, industry, and other agencies within the region 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 net earnings of the Society shall benefit any private member or individual, nor shall the corporation perform particular services for individual members thereof.
- b. 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 any other state.
- c. 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.

## **Article IV MEMBERSHIP**

### **Section 1 Classes**

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

Section 2 Eligibility  
An individual is eligible to be a member of this Society if that person is a member of the AARC as specified in the AARC Bylaws and meets their requirements for Chartered Affiliate membership in the SDSRC.

Section 3 Classifications  
The classifications and limitations of membership shall be as defined in the AARC Bylaws.

Section 4 Application for Membership  
Application for membership in this Society shall follow the procedure specified in the AARC Bylaws.

#### Article V **OFFICERS**

Section 1 Officers  
The Officers of the Society shall be: President, President Elect, Immediate Past President, Secretary, and Treasurer.

Section 2 Chapter Representation  
Each Chapter shall be represented on the Board of Directors by the Chapter President.

Section 3 Term of Office  
The term shall begin Jan. 1 of the year following the election. The term of President shall be two years. The term of President-Elect and Immediate Past President shall be one year each. The term of the Secretary and Treasurer shall be three years each.

Section 4 Vacancies of Office  
a. In the event of a vacancy of the office of President, the President-Elect shall become acting President to serve the unexpired term and shall serve his/her own (successive) term as President. In the event to office of President-Elect is vacant, the Immediate Past-President shall become acting President until the next scheduled general election when a President-Elect can be placed on the ballot and elected.  
b. In the event of a vacancy of any office (except President) the Board of Directors (BOD) shall at the next meeting of the BOD elect a qualified member to fill the vacancy.

Section 5 Duties of Officers  
a. President – The President shall be the chief executive officer of the Society. He/She shall preside at the annual business meeting and all meetings of the Board of Directors; prepare an agenda for the annual business meeting and make it available to the membership prior to such a meeting in accordance with Article VIII 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 fifteen (15) days prior to such meeting; appoint standing and special committees subject to the approval of the Board of Directors; be an ex-officio member of all committees.  
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 shall perform such other duties as shall be assigned by the President or the Board of Directors and will also

continue to carry out the duties of President-Elect and the duties of the Immediate Past President when the office of Immediate Past-President is vacant in a non-election year.

c. Immediate Past President – The Immediate Past President shall advise and consult with the President, serve as a member of the Bylaws Committee, serve as Parliamentary Authority, and perform such other duties as shall be assigned by the President or the Board of Directors. The Immediate Past President shall assume the duties of the President in the event of the President’s absence, resignation, or disability; ahs shall perform such other duties of the President-Elect when the office of President-Elect is vacant in an election year.

d. Treasurer – The Treasurer shall have charge of all funds and securities of the Society; endorsing checks, notes, or other orders for payment of bills; disbursing funds as authorized by the Board of Directors and/or in accordance with the adopted budget; depositing funds as the Board of Directors may designate. He/She shall see that full and accurate accounts are prepared quarterly and made available as requested by the BOD and AARC and make written reports at all Board of Directors and business meetings of the society. He/She shall prepare, in conjunction with the Financial Review Committee, a proposed budget to be presented at the pre-board and annual business meeting proceeding the year it will be in effect. The Treasurer will submit State and Federal Tax Forms as required by law.

e. Secretary – The Secretary shall have charge of keeping the minutes of the Board of Directors, regular business meetings and the annual business meeting, submitting 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 upon request following the meeting; executing the general correspondence; and in general , performing all duties as from time to time shall be assigned by the President or the Board of Directors.

## Article VI **NOMINATIONS AND ELECTIONS**

### Section 1 Nominations Committee

The President shall appoint a Nominations Committee in accordance with the AARC Bylaws.

### Section 2 Nominations

a. The Nominations Committee shall prepare a slate of one (1) or more candidates for each office for approval by the BOD.

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

### Section 3 Ballot

a. The Nominations Committee’s slate and biographical sketches shall be made available to every active member in good standing prior to the scheduled election. The President will be responsible for submitting the list of SDSRC officers to the AARC following the annual election.

b. The election of officers shall be performed by mail or electronic vote with provisions for write-in votes for each office. Ballots, to be acceptable, must conform to instructions supplied with the ballot. The deadline date must be clearly indicated on the ballot.

Section 4 Election Committee

The President shall appoint an Election Committee, whose names shall not be on the ballot, to verify the eligibility of each ballot, tally the votes and report the results to the Board of Directors. In the event of an electronic vote, tally of the ballots will be completed by the online election service. Results will be made available to the general membership once the nominees are notified.

Section 5 Election Date

The date of the annual election shall be set by the Board of Directors.

**Article VII BOARD OF DIRECTORS**

Section 1 Composition and Powers

a. The executive government of this Society shall be vested in a Board of Directors consisting of President, President-Elect, Secretary, Treasurer, Immediate Past President, two Delegates, two Directors-at-Large, and the President of each Chapter, who must be in good standing with the AARC during their term of office.

b. The President shall be Chairperson and presiding officer of the Board of Directors. He/She shall invite in writing such individuals to the meetings of the Board of Directors as deemed necessary, with the privilege of voice but no vote.

c. 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 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

a. The term of President, President-Elect, Immediate Past President, Secretary, and Treasurer has been addressed in Article V, Section 3.

b. The term of the Delegates is addressed in Article IX, Section 1.

c. Directors-at-large shall serve two years, with a new Director-at-large elected every year.

d. Chapter Presidents shall serve two years.

e. An elected President-elect shall serve one year and then automatically succeed to the Presidency.

Section 3 Duties

a. Supervise all business and activities of the Society within the limitations of these Bylaws.

b. Adopt and rescind the policy and procedure manual of the Society.

c. Determine remuneration, stipends, the amount of membership dues for the following year, and other related matters, after consideration of the budget.

d. Perform other duties as may be necessary or appropriate for the management of the Society.

Section 4 Vacancies

- a. Any vacancy that occurs on the Board of Directors, with the exception of the President, Immediate Past President, and the Chapter Presidents, shall be filled by qualified members elected by the Board of Directors. Individuals so appointed shall serve until the next scheduled election.
- b. In case a vacancy occurs in the office of Delegate, the SDSRC Board of Directors may appoint a member to serve. There will be a Delegate election to complete the remainder of the vacant term at the next annual election.
- c. In the event that both elected Delegates are unable to attend the House of Delegates Meeting(s) the President or elected Board Member may attend as a voting delegate. This representative shall not assume the office of Delegate

Section 5 Meetings

- a. The Board of Directors shall meet preceding and may meet following the annual business meeting of the Society and shall not hold less than one other regular and separate meeting during the calendar 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 four (4) members of the Board of Directors filed with the President and Secretary of the Society.
- c. A majority of the Board of Directors shall constitute a quorum at any meeting of the Board.

Section 6 Voting

- 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, instruct the Elections Committee to conduct a vote of the membership by mail, electronic mail or other means available.
- b. Business to be decided by vote shall be presented to the Membership at least thirty (30) days prior to the vote deadline. The outcome of this vote shall be determined according to the majority of the valid votes received, except in the case of an amendment or a change in the Bylaws when a two-thirds (2/3) majority of the valid votes received is required.
- c. Any and all action approved by the members in accordance with the requirements of this Article shall be binding upon each member thereof.
- d. It is the responsibility of the voting member to provide a current email address to the Society and the AARC.

Section 7 Multiple Offices

No officer shall hold concurrent elected offices.

**Article VIII ANNUAL BUSINESS MEETING**

Section 1 Date and Place

- a. The Society shall hold an annual business meeting. Additional meetings may be held as required to fulfill the objectives of the Society whenever called by the President or at least 5% of the voting members.

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 shall cancel the scheduled meeting, set a new date and place if feasible, or conduct the business of the meeting by mail, electronic mail or other means available provided the material is sent in the same words to the voting membership.

Section 2 Purpose

a. The annual business meeting shall be for the purpose of receiving the reports and for other business brought by the President.

b. Additional BOD business meetings shall be for the purpose of receiving the reports of officers and committees and for other business brought by the President and may be conducted

Section 3 Notification

Notice of the time and place of the annual business meeting shall be available to all members of the Society. An agenda for the annual business meeting shall be available to all members of the Society prior to the annual business meeting.

Section 4 Quorum

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

**Article IX SOCIETY DELEGATION TO THE AARC HOD**

Section 1 Term of Office

Delegates to the AARC shall be elected by the active membership for a four-year term of office, with a new delegate elected every two years. The Delegate nominate shall be an active AARC member in good standing and must have held a previous Board of Director position in the Society.

Section 2 Duties

a. The duties of the Delegation shall be specified in the Bylaws of the AARC.

b. The Delegates shall be empowered to vote on behalf of the membership of the Society.

c. The Delegates shall, at the expense of the Society, and with the authority of the Board of Directors, attend all House of Delegates meetings of the AARC.

Section 3 Vacancies

Refer to Article VII, Section IV.

Section 4 Representation

There shall be two Society Delegates to the AARC House of Delegates.

Section 5 Multiple Offices

No Delegate shall hold concurrent elected offices.

## Article X **COMMITTEES**

### Section 1 Standing Committees

The members of the following standing committees shall be appointed by the President, subject to the approval of the Board of Directors.

- Membership
- Financial Review
- Elections
- Nominations
- Program and Education
- Bylaws
- Public Relations, and Chapter Affairs

### Section 2 Special Committees and Other Appointments

Special committees may be appointed by the President.

### Section 3 Committee Chairperson's Duties

a. The President shall appoint the chairperson of each committee

b. The Chairperson of each committee shall confer promptly with the members of his/her committee on work assignments.

c. The Chairperson of each committee may recommend prospective committee members to the President. When possible, the Chairperson of the previous year shall serve as a member of the new committee.

d. All committee reports shall be submitted to the President and Secretary of the Society.

e. Non-members or physician members may be appointed as consultants to committees. The President shall request recommendations for such appointments from the Medical Advisor(s).

f. Each committee chairperson requiring operating expenses may submit a request for the next fiscal year to the Financial Review Committee.

## Article XI **DUTIES OF COMMITTEES**

### Section 1 Membership Committee

a. The committee shall consist of two (2) members of the Board of Directors and additional members as needed.

b. The committee shall be responsible for recruiting new members and retaining current members.

### Section 2 Financial Review Committee

a. The committee shall be composed of the Board of Directors and additional members as needed.

b. They propose an annual budget for approval by the Board of Directors. The proposed budget shall then be presented and ratified by the membership at the annual business meeting.

Section 3 Nominations and Elections Committee

- a. The nominations committee shall prepare for approval by the Board of Directors a slate of officers for the annual election.
- b. It shall be the duty of the nominations committee to make the final critical appraisal of candidates to see that the nominations are in the best interests of the AARC and the Society through a consideration of personal qualifications and geographical representations as applicable.
- c. The election committee under the direction of the Society President/Board of Directors shall prepare, receive, verify and count ballots for all elections held during the calendar year.
- d. In the event of an electronic vote, votes will be tallied by the company providing the electronic voting service.
- e. In the event the SDSRC holds an online election the nominations and elections committee chair shall be the President-Elect or the President or the Past-President due to the confidentiality of the AARC membership list used to populate the list of eligible voters into the computerized election system.

Section 4 Program and Education Committee

The purpose of this committee is to plan, organize and conduct educational meeting for the Society in conjunction with the annual business meeting and/or any other meeting as deemed by the Board of Directors.

Section 5 Bylaws Committee

The Committee shall review and update the bylaws of the Society and prepare any amendments to the Bylaws for approval by the Board of Directors, AARC and Society membership.

Section 6 Public Relations and Chapter Affairs Committee

The committee shall concern itself with the preparation and publications of this Society for the public, hospitals, and other organizations through dissemination of information concerning respiratory care. This committee shall maintain social media accounts and update social media accounts on a regular basis.

**Article XII CHAPTER ORGANIZATIONS**

Section 1 Organization

The internal organization, except where in conflict with these Bylaws shall not be the concern of this document.

Section 2 Officers and Chapter Representation

- a. The President of the Chapter shall be a member of the Society's Board of Directors.
- b. The active members of the Society working in the Chapter shall elect a President and Secretary and other officers as circumstances may require. The Secretary shall be the official correspondent for the Chapter to the Society.



Section 3      Activities

Chapter organization shall be encouraged to expand the membership of the Chapter and to develop educational activities and other such activities as is consistent with the Articles of Incorporation and these Bylaws.

Section 4      Responsibilities of the Chapter President

Represent the Chapter from which he/she is elected.

Section 5      Chapter Admission Requirements

a. Ten or more active members of the Society meeting the requirements for affiliation may become a Chapter of the Society upon approval of the Chapter Affairs Committee, subject to ratification by the Board of Directors of the Society. Members of Chapters must be members of the State Society.

b. The formal application shall be sent to the Society's office and shall consist of a list of officers, membership, minutes of the organizational meeting, Chapter Bylaws, geographical location (by counties) and a letter requesting approval of the proposed Medical Advisor.

Section 6      Duties

a. A copy of the minutes of the governing body and business meetings of the Chapter shall be available to the Society's Board of Directors within thirty (30) days following the meeting. The minutes will be available to the Chairperson, Chartered Affiliates Committee, AARC when requested.

b. The names and addresses of officers and medical advisor shall be available to the Board of Directors within thirty (30) days following the meeting.

**Article XIII SOCIETY MEDICAL ADVISOR**

The Society shall have at least one (1) Medical Advisor who shall conform to the AARC Bylaws. Each Chapter shall have at least one (1) Medical Advisor. Together, they shall form a Board of Medical Advisors of which the Society Medical Advisor shall be Chairperson.

**Article XIV FISCAL YEAR**

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

**Article XV ETHICS**

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 the Society's interests as defined in the AARC Code of Ethics, the Board of Directors may, by a two-thirds (2/3) vote of its entire membership, suspend or expel such a member. A motion to reconsider the suspension or expulsion of a 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 AARC Judicial Committee.

**Article XVI PARLIAMENTARY AUTHORITY**

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

## Article XVII **AMENDMENT**

Amendments originated by the Society's Bylaws Committee are submitted to the AARC Bylaws Committee. This Committee will review, and if appropriate, make recommendations to the Society. The Society may either accept and incorporate the Committee's recommendations or leave the document as originally submitted. The Society then corresponds back to the Committee regarding their decision. The AARC Bylaw's Committee makes a final recommendation to the AARC Board of Directors, who makes the final decision regarding acceptance of the revisions. Once approved, the Bylaws are submitted to the Society membership for comments and ratification as defined in Article VII, Section 6.

Enacted: July 1988

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|---------------------|--------------------------|---------------------------|
| Revised: May 1992   | AARC Approval Dec. 1992  | SDSRC Approval Dec. 1992  |
| Revised: Sept. 1996 | AARC Approval Oct. 1996  | SDSRC Approval Apr. 1997  |
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