

North Carolina Society for Respiratory Care Bylaws

Bylaws Adopted

July 18, 2023

ARTICLE I – Preamble

This organization shall be known as the North Carolina Society for Respiratory Care, incorporated under the General Not-For-Profit Corporation Act of the State of North Carolina, hereinafter referred to as the Society or NCSRC. Articles of Incorporation are on file with the Secretary of State of North Carolina

The Society shall be chartered affiliate of the American Association for Respiratory Care, Incorporated, hereinafter referred to as the Association of AARC, which is incorporated under the general not-for-profit Corporation Act of the State of Illinois.

ARTICLE II – Boundaries

The area included within boundaries of this society shall be the boundaries of the State of North Carolina.

ARTICLE III – Objectives

Section 1. Purpose

The Society is formed to:

- a. Encourage, develop, and provide educational programs for those persons interested in cardiopulmonary care and diagnostics, hereinafter referred to as Respiratory Care.
- b. Advance the science, technology, ethics, and art of respiratory care through institute meetings, lectures, publications, other materials, and community involvement.
- c. Develop and maintain standards for the practice of respiratory care.
- d. Facilitate cooperation and understanding among respiratory care practitioners, physicians, health care organizations and professions, governmental agencies, industry, and the public.
- e. Provide education to 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 individual members thereof.
- b. The Board of Directors shall provide for the distribution of 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 forgoing purposes if, at the time of distribution, the payee of distributees are exempt from the income taxation, and if gifts or transfers to the payee or distributees are then exempt from taxation under the provision of Sections 501, 2055, and 2522 of the Internal Revenue Codes or changes which amend or supersede the said Sections.
- c. In the event of the dissolution of this Society, whether voluntary or involuntary, all of its remaining assets shall be distributed in such a manner as the Board of Directors of this Society shall by majority vote determine to be the best calculated to carry out the objectives and purposes for which the Society is formed. The distribution of funds, income, and property of this Society upon the dissolution may be made available to any 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 distributees are exempt from income taxation, and if gifts or transfers to the payee or distributees are exempt from taxation under the provision of Sections 501, 2055, and 2522 of the Internal Revenue Codes 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 North Carolina, or any other state.

ARTICLE IV – Membership

Section 1. Classes

The membership of the Society shall consist of the following 3 classes: Active Member, Associate Member, and Special Member.

Section 2. Active Member

Active members are those practitioners actively involved in the respiratory care profession. An individual is eligible if he/she lives in the U.S. or its territories and meets one of the following criteria: (1) is legally credentialed as a respiratory care professional if employed in a state that mandates such, or (2) is a graduate of an accredited educational program in respiratory care, or (3) holds a credential issued by the NBRC. Voting privileges, full membership benefits, and the ability to hold office are extended to all Active Members. Active Members of the AARC can specify that they will affiliate with the NCSRC. Active Members of the NCSRC are also active members of the AARC.

Section 3. Associate Member

Anyone who is working in a field related to the practice of respiratory care in the United States. Those working in medical equipment sales or manufacturing, physicians, and other allied health practitioners not engaged in direct respiratory patient care can be Associate Members. Associate Members cannot vote or hold office, but they have the full package of membership benefits. There shall be the following sub-classes of Associate Membership:

- a. Foreign – Meets the requirements for Associate Membership and resides in any foreign country.
- b. Student – Meets the requirements for Associate Membership and is enrolled in an educational program in Respiratory Care accredited by, or in the process of seeking accreditation from, an AARC-recognized agency.
- c. Physician – Meets the requirement for Associate Membership and is duly licensed as a Doctor of Medicine or osteopathy.
- d. Industrial – Meets the requirements for Associate Membership and his or her primary occupation or business, or a majority of his or her 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.

Section 4. Special Member

Any individual who has an interest in respiratory care but does not work in a field related to respiratory care. Special members have the same rights and privileges as Associate Members.

- a. Honorary Member – An individual who has rendered distinguished service to the field of respiratory care within the state. Honorary Members shall have all the rights and privileges of Associate Membership of the Association. Honorary Members shall be exempt from the payment of dues.

- b. Life Member – Any individual who has rendered outstanding service to the Association as Active Member. Life Members shall have all the rights and privileges of active membership of the Association. Life Members shall be exempt from the payment of dues. Hereinafter all references to Active Members shall refer to both Active and Life Members of the Association.
- c. General Member – General members shall be people with an interest in Respiratory Care who do not qualify for the other membership classifications.

Section 5. Application

Verified American Association of Respiratory Care membership shall grant North Carolina Society of Respiratory Care membership status.

Section 6. Privileges

- a. Active Members and Active Life Members in good standing shall be entitled to all the rights and privileges of membership of the Society, including the right to vote, hold office, hold committee chairmanships, committee membership, and serve as Delegate to the Association.
- b. All Associate Member classifications, and Honorary, General, and Inactive Life members in good standing shall be entitled to all the rights and privileges of membership of the Society, except the right to vote, hold office, hold committee chairmanships, or serve as Delegate to the Association.

Section 7. Ethics

If the conduct of any member shall appear to be in violation of the by-laws, standing rules, code of ethics, or other regulations adopted by the Society or shall appear to be prejudicial to the Society's interest, such member may be subject to action deemed appropriate by the Board of Directors.

Section 8. Dues

- a. The Society may require its members to pay dues to the Society. Annual dues of the Society, if any, shall be determined by the Board of Directors of the Society.
- b. Life and Honorary members shall be exempt from dues payments.
- c. Dues shall be payable annually at the time set forth by the Board of Directors of the Society and shall become delinquent sixty (60) days after the billing date. Any member whose dues are not paid by the delinquent dates shall be notified of such delinquency and suspended from further services and privileges. Reinstatement shall be in accordance with procedures set forth in the Society's Standing Rules.

ARTICLE V – Offices

Section 1. Officers

The officers of the Society shall consist of a: President, Vice-President, Secretary, and Treasurer, and in alternate years a President-elect and Immediate Past President.

Section 2. Directors

There shall be twelve (12) directors.

Section 3. Delegate(s)

There shall be a delegation consisting of not more than three (3) Delegates who shall be elected by the NCSRC members who are Active or Life members of the AARC. The

president-elect or past president of the NCSRC may optionally serve as a member of the delegation.

Section 4. Nominations and Elections

- a. Nominations and elections of the Society offices shall be conducted according to Society Standing Rules and the Nomination/Elections Policy and Procedures.
- b. The membership will be informed of the results of the election process at the Society Annual Meeting and posted to NCSRC.org.
- c. Only Active AARC members can vote or run for membership on the NCSRC Board of Directors.

Section 5. Qualifications

Active members shall be eligible to hold office. Criteria for holding an office shall be specified in the Society's Standing Rules.

Section 6. Terms of Office

- a. President – Shall serve two years and automatically accede to the office of Past-President.
- b. President-Elect – Shall serve for one year and then automatically accede to the office of President.
- c. Past-President – Shall serve for one year immediately following completion of the term as President.
- d. Directors – Shall serve a term of three (3) years.
- e. Vice-President and Secretary – Shall serve two (2) terms.
- f. Treasurer – Shall serve a two (2) year term.
- g. Delegates – The term of office for each delegate shall be four (4) years, with one delegate being elected every two (2) years. Each 4-year term will include the first two years as the junior delegate and the second two years as the senior delegate. The junior delegate will automatically accede to the position of the senior delegate. If the president-elect or immediate past president serves as a delegate, he/she serves a one-year term.

Section 7. Consecutive Terms

- a. The President-Elect, President, and Immediate Past-President are not limited to the number of terms they may serve in the same office. However, the President-Elect shall complete immediate successive full terms of one (1) year as President-Elect, two (2) years as President, and one (1) year as Past President, with exceptions in the event of office vacancy as described in the Society's Standing Rules.
- b. The Vice-President and Secretary may serve no more than three (3) consecutive terms in the same office.
- c. The Treasurer may serve no more than two (2) consecutive terms in the same office.
- d. A Director, having served a full three (3) year term, shall not immediately succeed himself in that office.
- e. The Delegate shall serve no more than (2) consecutive terms in the same office.

Section 8. Vacancies

- a. In the event of a vacancy in an Officer or Director position, that position shall be filled as set forth in the Society's Standing Rules.
- b. In the event of a vacancy in the position of Delegate, the Board of Directors shall appoint a qualified individual from the Board of Directors to be the Society's representative to the Association until the next scheduled election.

- c. Appointments require a majority affirmative vote of the Board of Directors.

Section 9. Duties

- a. President – The President shall be the chief executive officer of the Society, shall preside at the meetings of the Board of Directors, meetings of the Executive Committee, and the annual business meeting of the Society, shall present to the membership an annual report of the Society, and shall perform such other duties as assigned by the Board of Directors or as set forth in the Society’s Standing Rules.
- b. President-Elect – The President-Elect shall become the Acting President and assume the duties of the President in the event of the President’s absence, resignation, or disability, and perform such other duties as assigned by the President, the Board of Directors, or as set forth in the Society’s Standing Rules.
- c. Vice-President – The Vice-President shall assume the duties of the President-Elect in the event of the President-Elect’s absence, resignation, or disability, but shall not assume the office of President-Elect. The President-Elect shall perform such duties as assigned by the President, the Board of Directors, or as set forth in the Society’s Standing Rules.
- d. Secretary – The Secretary shall have charge of maintaining the Society records, keeping minutes of the Board of Directors and Annual Business Meeting. Maintain a current directory of Society Officers, Directors, Committee Chairpersons, and Committee Members. Additionally, shall serve as the official correspondent for the Society, attest to the signature of the Society officers, and perform other duties as set forth in the Society’s Standing Rules.
- e. Treasurer – The Treasurer shall have charge of all funds and securities of the Society, maintain full and accurate accounts of revenue and expenses, present an annual financial report to the membership, and perform such other duties as set forth in the Society’s Standing Rules.
- f. Immediate Past-President – The Immediate Past-President shall advise and consult with the President, serve on the bylaws committee, and shall perform such other duties as shall be assigned by the President or the Board of Directors.
- g. Delegate – The Delegates shall represent the Society of the Association and submit activity reports to the Board of Directors and to the membership at the annual business meeting.

ARTICLE VI – Board of Directors

Section 1. Composition

The Board of Directors shall consist of the President, who shall serve as chairperson and presiding officer, Vice-President, Secretary, Treasurer, Delegates, twelve (12) Directors and President-Elect and Immediate Past President in alternate years. These twelve (12) Directors shall consist of four (4) Directors from each of the three (3) regions of North Carolina, namely the Eastern, Central, and West regions. These regions will be defined in the Society Standing Rules.

Section 2. Meetings

- a. The Board of Directors shall hold no less than two (2) meetings during the calendar year. Scheduled meetings are outlined in the Standing Rules.
- 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 request by the majority of the Board of Directors filed with the President.

- c. Meetings of the Board of Directors may be in person, by telephone, video conferencing, or other election means as shall be determined by the Board of Directors.
- d. A majority of the Board of Directors shall constitute a quorum at any meeting of the Board.

Section 3. Executive Committee

The Executive Committee shall consist of the President, Vice-President, Secretary, Treasurer, President-Elect, and Immediate Past-President in alternate years.

Section 4. Duties and Authority

- a. The Board of Directors shall supervise all corporate business and administrative activities of the Society and perform such duties within the limitations of these Bylaws and as set forth in the Society's Standing Rules.
- b. The Board of Directors shall have the authority to declare any officer or director position vacant by a two-thirds (2/3) vote, upon refusal or neglect of any member of the Board to perform the duties of the office. Written notice shall be given to the office or director that the position has been declared vacant.
- c. The Executive Committee shall perform the duties of the Board of Directors between meetings of the Board of Directors. Decisions of the Executive Committee will be confirmed by the Board of Directors at their next meeting.

Section 5. Voting

Each member of the Board of Directors will have one (1) vote. The President shall vote only in the event of a tie. Proxies will be accepted on specific issues when submitted to the Secretary at the beginning of the meeting and approved by the Board.

ARTICLE VII – Society Delegation to the AARC House of Delegates

Section 1. Composition and Powers

Delegates shall be elected by active and life members of the Society to represent the Society in the American Association for Respiratory Care House of Delegates and perform other duties set forth in the Society's Standing Rules, the AARC By-laws or House of Delegates Rules.

ARTICLE VIII – Board of Medical Advisors

Section 1. Authority and Responsibility

The Board of Medical Advisors shall serve as representatives of the Society's sponsoring medical organizations and may provide advice and assistance in regard to medical policy.

Section 2. Composition

The Board of Medical Advisors should consist of representatives appointed by sponsoring medical organizations or as set forth in the Society's Standing Rules.

Section 3. Qualifications and Term

- a. Physicians who are members of their sponsoring medical organizations shall be eligible to serve as representatives of the Board of Medical Advisors.
- b. The term of office shall be four (4) years. The term of office shall begin on October 1 of each year.

ARTICLE IX – Committees

Section 1. Standing Committees

The standing committees of the Society shall be Budget/Audit, Bylaws, Education, Program, Judicial, Nominations and Election, Membership, Community Outreach, Long Range Planning, and Political Advocacy. The number of members, their manner of appointment, term of office, objectives, and operating policies shall be specified in the Society's Standing Rules.

Section 2. Duties of Committees

- a. Budget/Audit – The budget/audit committee shall be responsible for auditing the financial affairs of the Society. The budget/audit committee shall monitor budget performance during the fiscal year and prepare a proposal annual budget for the following fiscal year.
- b. Bylaws – The bylaws committee shall be responsible for reviewing and processing amendments to the Bylaws and revisions to the Society's Standing Rules.
- c. Education and Program – The committee shall concern itself with the procuring and maintaining of educational materials, continuing and special education programs, and evaluation. This committee shall be responsible for the preparation and coordination of the programs for the annual convention and other Society educational meetings.
- d. Judicial – The judicial committee shall serve as an impartial body to investigate, deliberate, and render decisions on matters referred to for its consideration and determination.
- e. Nomination and Election – This committee shall prepare and submit to the Board of Directors a slate of candidates for each office and for director positions in accordance with the Society's Standing Rules. The committee shall distribute ballots, validate, and report all election results. Such ballots shall be submitted to the membership at least sixty (60) days prior to the annual business meeting.
- f. Membership – The membership committee shall evaluate the background, education, and experience of applicants for membership and coordinate membership drives.
- g. Community Outreach – The Community Outreach Committee shall concern itself with the activities of the Society and its relationship with the public, hospitals, and other organizations. The committee shall be responsible for the publication of the Society newsletter and maintaining all Society Social Media platforms.
- h. Long-Range Planning – The long-range planning committee shall review the Society's direction and set goals.
- i. Political Advocacy – The committee shall concern itself with the activities of the Society as they relate to the development and maintenance of the professional standards of respiratory care practitioners in the State of North Carolina.

Section 3. Special Committees and Representatives

Special committees may be appointed by the President, subject to the approval of the Board of Directors. Representatives of the Society to external organizations shall be appointed by the President, subject to the approval of the Board of Directors. Members of such committees or representatives shall meet the qualifications, perform such duties, and comply with such procedures as defined in the Society's Standing Rules.

Section 4. Ex Officio Members

The President shall serve as an ex officio member of all standing and special committees with the exception of the budget/audit, election, and nomination committees.

ARTICLE X – Annual Meeting

Section 1. Standing committees

There shall be at least one (1) annual meeting of the Society, which shall include the annual business session of the membership. The annual meeting shall be held at a time and place set by the Board of Directors. The annual meeting shall be held for the purpose of presenting reports to the membership and other business brought by the President. Notice of the time and place of the annual meeting for the annual business meeting shall be sent to all members of the Society at least sixty (60) days prior to the meeting.

ARTICLE XI – Fiscal Year and Budget

1. The fiscal year of the Society shall be from January 01 through December 31.
2. The budget shall be published for the membership not more than sixty (60) days following the adoption of the Board of Directors.

ARTICLE XII – Parliamentary Authority

The appointment of a parliamentarian may be made at the discretion of the NCSRC president. If appointed, the parliamentarian will serve a two-year term. The rules contained in the current edition of Robert's Rules of Order shall govern the Society in all cases in which they are applicable and in which they are not inconsistent with these Bylaws and any Standing Rules, and the Society may adopt.

ARTICLE XIII – Executive Director and/or Secretary

The Society may employ an Executive Director and/or Executive Secretary to manage the daily affairs of the Society and assist the Board of Directors as they may direct. This position shall report directly to the President. The contract for the specific duties and compensation of the Executive Director and/or Secretary position(s) will be negotiated at the time of hiring.

ARTICLE XIV – Amendments

Section 1. Standing Rules

Any additions, deletions, or modifications to the Society's Standing Rules must be approved by the Board of Directors by a two-thirds (2/3) vote of its members.

Section 2. Bylaws

The Bylaws may be amended through the following sequential steps:

1. Any proposed amendments shall be submitted by the NCSRC Board of Directors to the NCSRC Bylaws Committee, which shall review proposals for legality and conflict with any other provisions contained herein.
2. Following review by the NCSRC Bylaws Committee, proposed amendments shall be submitted to the NCSRC Board of Directors. Approval of the proposed amendments will require a two-thirds (2/3) affirmative vote of the NCSRC Board of Directors.
3. After approval by the NCSRC Board of Directors, the proposed amendments shall be submitted to the voting membership. The proposed amendments shall be adopted, provided there is a two-thirds (2/3) majority affirmative vote of those voting members who cast a ballot, and provided that the amendments have been submitted to the membership at least thirty (30) days prior to the vote.

4. Proposed amendments shall be submitted to the AARC Bylaws Committee for review and approval. The AARC Bylaws Committee may request changes and/or additional information, in order to meet the requirements of their committee charges. Upon final approval by the AARC Bylaws Committee, the AARC Bylaws Committee will submit the proposed amendments to the AARC Board of Directors for approval. Should there be any substantive changes made by the AARC Bylaws Committee or the AARC Board of Directors, which affect the content and intent of the proposed changes, the proposed amendments shall be submitted back to the NCSRC Board of Directors for review and approval.

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