

Pennsylvania Society for Respiratory Care
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PSRC BYLAWS

ARTICLE I: NAME AND AFFILIATION

This organization shall be known as the Pennsylvania Society for Respiratory Care, incorporated under the Nonprofit Corporation Law of the Commonwealth of Pennsylvania, hereinafter referred to as, "the Society"; a chartered affiliate of the American Association for Respiratory Care, incorporated under the General Not for Profit Corporation Act of the state of Illinois hereinafter referred to as, "the Association". The Society shall be affiliated with the Association and shall abide by the rules and regulations of the Association as promulgated from time to time.

ARTICLE II: OBJECT

SECTION 1 – PURPOSE

- a. Encourage, develop and provide educational programs for those persons interested in respiratory care.
- b. Advance the science, technology, ethics and art of respiratory care through regional institutes, meetings, lectures and the preparation and distribution of various publications and materials.
- c. Facilitate and foster cooperation and understanding between respiratory therapists and the medical professions, hospitals, service companies, industry and other agencies within the state interested in respiratory care.
- d. Provide education of the general public in pulmonary health promotion and disease prevention.
- e. To serve and advocate on behalf of the patients we serve.

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. Distribution of the funds, income and property of the Society may be made to charitable, educational, scientific or religious corporations or other kindred institutions maintained and created for one or more of the foregoing purposes if at the time of distribution the payees or distributees are exempt from income taxation, and if gifts or transfers to the payees or distributees are then exempt from taxation under the provision 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 section.

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- c. In the event of the dissolution of the 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 the Society was formed. The distribution of the funds, income and property of this Society upon dissolution may be made available to any similar charitable, educational, scientific or religious corporations, 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 then 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 unauthorized practice of medicine under the laws of the Commonwealth of Pennsylvania.
- e. The Society shall, to the maximum extent permitted by law, indemnify each of its present or former directors, officers, employees or other agents against expense, judgments, fines, settlements and other amounts actually and reasonable incurred in connection with any proceeding arising by reason of the fact that any such person is or was an agent of the Society.

ARTICLE III: MEMBERSHIP

SECTION 1 - REQUIREMENTS

Current membership in the Association shall be the requirement for membership of this Society. Members of the Association may choose to be a member of one state affiliate only and must live or work in the affiliate that is chosen. If the member does not specify a state affiliation, the AARC will assign the member to the state affiliate in which s/he lives.

SECTION 2 - CLASSES AND DUES

The membership of this Society shall include Active Member or Associate Member. Refer to the AARC Bylaws for full current descriptions and definitions of membership classes.

SECTION 3 - 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 any other regulations, policies and procedures adopted by the Society/Association, or shall appear to be prejudicial to the Society/Association's interests, such member may be reprimanded, suspended, or expelled in accordance with the procedures set forth in the Society/Association's policies and procedures.

ARTICLE IV: OFFICERS AND DIRECTORS

SECTION 1 - OFFICERS

The officers of the Society shall be: a President, a President-Elect, (who shall automatically succeed to the presidency when the President's term ends), an Immediate Past President, a Vice President, a Secretary and a Treasurer.

SECTION 2 - DISTRICT DIRECTORS

There shall be one (1) or more directors from each district on the Board of Directors who shall be elected by the membership of that district.

SECTION 3 – DIRECTORS AT LARGE

There shall be three (3) or more Directors at Large elected to the Society Board of Directors. At the time of solicitation of nominations, the Elections Committee Chair will obtain a member roster from the Association, and determine the three most populous specialty sections. The Society membership of each of those sections will nominate candidates from their ranks to serve as candidates to make up the slate for that section. At the time of the election, only members from each section will vote for their respective representative. If a section fails to nominate at least one candidate within a reasonable specified timeframe, nominations will be accepted from members of the fourth most populous section

SECTION 4 - TERM OF OFFICE

- a. The President-Elect shall complete a four (4) year term, consisting of one year as President-Elect, two (2) years as President and one (1) year as Immediate Past-President before being eligible to serve a successive term in any elected office, except in the case in which s/he accedes to fill a vacancy in the office of President.
- b. The offices of Secretary and Treasurer shall consist of two (2) year terms. The Secretary's term shall begin immediately following the annual business meeting, and the Treasurer's shall begin January 1 of the year following the elect year. The Secretary and Treasurer shall not serve more than two (2) consecutive two (2) year terms in the same office.
- c. The Vice President shall serve a one (1) year term which shall begin immediately following the annual business meeting. The Vice President shall not serve more than three (3) consecutive terms in the same office.
- d. The term of office for District Directors and Directors at Large shall begin immediately following the annual business meeting and shall be for two (2) years. No District Director or Director at Large shall be elected for more than two (2) consecutive two-year terms in the same office.

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- e. Elections for the offices of Treasurer, Secretary, Director at Large and District Director will be conducted during the first year of the two-year term of the seated officer. The newly elected officer/director will then serve in an "elect" capacity in a mentorship with the seated officer/director during the second year of the seated officer's term in preparation for the subsequent two-year term.
- f. All members of the Board of Directors including Committee Chairs must maintain current Association membership during their terms of office. Failure to do so will necessitate removal from office creating a vacancy.

SECTION 5 - 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 years that a President-Elect is not seated, the Immediate Past President shall become the acting President to serve the unexpired term or until a special election can be held.
- 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 President-Elect as well as the office of Vice President until the next scheduled election.
- c. In the event of a vacancy in the office of Vice President, Secretary or Treasurer, the vacancy shall be filled by the appointment of a qualified individual by the Board of Directors. Individuals so appointed shall serve until the next scheduled election.
- d. In the event of a vacancy in the office of District Director or Director at Large the vacancy shall be filled by the appointment of a qualified individual by the Board of Directors. Individuals so appointed shall serve until the next scheduled election.
- e. In the event of a vacancy in the office of Immediate Past President, that office shall remain vacant.
- f. In the event of a vacancy in the office of Delegate, the remaining delegate shall assume all responsibilities of the office. The vacancy shall be filled by the appointment of a qualified individual by the Board of Directors.

SECTION 6 - 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, as well as each meeting of the Board of Directors and submit it to the members of the Board not fewer than seven (7) days prior to the such meeting; appoint standing and special committees subject to the approval of the Board of Directors; be an ex-officio member of all committees except the elections and nominations committees; present to the Board of Directors and membership an annual report of the Society's activities.

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. This applies to the second year of the president's term as that is the year when a President Elect sits on the Board of Directors

c. Immediate Past President

The Immediate Past President shall advise and consult with the President and shall perform other duties as shall be assigned by the President or the Board of Directors. The Immediate Past President 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. This applies to the first year of the president's term as that is the year when an Immediate Past President sits on the Board of Directors.

d. Vice President

The Vice President shall assume the duties but not the office of the President- Elect in the event of the President-Elect's absence, resignation or disability, and will also continue to carry out the duties of the Vice President, and shall also perform such other duties as shall be assigned by the President or the Board of Directors.

e. Treasurer

The Treasurer shall have charge of all funds and securities of the Society: endorsing checks, notes or other orders for payment of bills, disbursing funds as authorized by the Board of Directors and/or in accordance with adopted budget; depositing funds as the Board of Directors may designate see that full and accurate accounts are kept, submitting quarterly financial statements to the Executive Committee and Audit Committee within twenty (20) days after closing of each quarter. At the expense of the Society, the Treasurer shall be bonded in an amount determined by the Board of Directors. The Treasurer shall be responsible for filing all necessary state and federal tax forms.

f. Secretary

The Secretary shall have charge of keeping the minutes of the Board of Directors, regular business and the annual business meetings, submitting meeting minutes and/or other documents to the Executive Office of the Association as required, executing the general correspondence, attesting the signatures of the officers of the Society, submitting an annual corporate officers report to the Corporate Bureau of the Department of State, and in general, performing all duties from time to time as shall be assigned by the President or the Board of Directors.

ARTICLE V: BOARD OF DIRECTORS

SECTION 1 - COMPOSITION AND POWERS

- a. The executive government of this Society shall be vested in a board of Active Members consisting of the President, President-Elect, Vice President, Secretary, Treasurer, Immediate Past President, Delegates, Directors at Large and one Director from each district. Each of these Board members has the privilege of vote. If a Board vote is equally divided, the President's vote shall determine the vote's outcome. Committee Chairs, Parliamentarian and Committee members have the privilege of voice but no vote.
- b. The President shall be chair and presiding officer of the Board of Directors and the Executive Committee. The President shall invite such individuals to the meetings of the Board 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 two-thirds (2/3) vote, upon refusal, neglect or inability of any member of the Board to perform the duties of that office, or any conduct deemed prejudicial to the Society. Written notice shall be given to the member that the office has been declared vacant.
- d. The President may appoint a member of the Society to serve as Parliamentarian, who shall attend all Board of Directors meetings with voice but no vote.
- e. The Board of Directors shall have the power to conduct a telecommunications vote via the President of the members of the Board. Results of the vote shall be tallied by the President and ratified by the Board of Directors at the next regular meeting.
- f. With the exception of the President-elect, all other "elect" positions shall have the privilege of voice, but not vote.

SECTION 2 - DUTIES

- a. Supervise all business and activities of the Society within the limitations of these By-laws.
- b. Adopt and rescind established policies and procedures of the Society.
- c. Determine remuneration, stipends and other related matters, after consideration of the budget.
- d. Perform such other duties as may be necessary or appropriate for the management of the Society.

SECTION 3 - MEETINGS

- a. The Board of Directors shall meet within sixty (60) days following the annual business meeting of the Society and shall hold at least three (3) other quarterly meetings 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 a majority of 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 4 – MAIL/ELECTRONIC VOTE

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 either electronic or U. S. mail. The question thus presented shall be determined according to a plurality of the valid votes received within thirty (30) days after the date of such submission except in the case of a change in the Bylaws, when a two-thirds (2/3) majority of the valid votes received is required. Any and all action approved by the members in accordance with the requirements of this article shall be binding upon each member thereof. Any amendments to the Bylaws of this Society shall be presented to the membership at least forty-five (45) days prior to a mail vote, as provided under Article XII of these Bylaws.

SECTION 5 - EXECUTIVE COMMITTEE

The Executive Committee of the Board of Directors shall consist of the President, President-Elect or Immediate Past President (both never serve concurrently), Vice President, Secretary, Treasurer and Senior Delegate. They shall have the power to act for the Board of Directors between meetings of the Board of Directors and such action shall be subject to ratification by the Board at the next regular meeting. The Executive Committee shall also function as the Budget Committee as specified under Article IX, Section b; 1.

SECTION 6 - MULTIPLE OFFICES

No officer, Director or Delegate shall hold another Society elected office simultaneously.

ARTICLE VI: DELEGATION

SECTION 1 - COMPOSITION

The Delegation shall be composed of two (2) Delegates, hereinafter referred to as the Delegation.

SECTION 2 - DUTIES OF THE DELEGATION

- a. The members of the Delegation shall attend all meetings of the House of Delegates and report the activities to the Society.
- b. Attend the annual business meeting of the Association.
- c. Attend all meetings of the Society's Board of Directors.
- d. Furnish the Association Elections Committee with the names of qualified members for nomination for AARC Directors-at-Large.
- e. Present to the House the recommendations of the Society.
- f. At the direction of the Society, present proposed resolutions and amendments to the Association Bylaws.
- g. The Senior Delegate shall be primarily responsible for all voting at the House of Delegates and other meetings and for preparing reports for the Society following each House meeting. The Junior Delegate is responsible for learning these responsibilities and assuming them should the Senior Delegate be unable to fulfill them.

SECTION 3 -TERM OF OFFICE

- a. A member of the Delegation will serve a term of four (4) years that shall consist of two (2) years served as the Junior Delegate followed by two (2) years as the Senior Delegate.
- b. No person may be elected to more than two (2) consecutive terms in the House of Delegates as a member of the Delegation.

SECTION 4 - VACANCY IN OFFICE

In the event of a vacancy in the remaining Delegate shall immediately become the Senior Delegate. The vacancy shall then be filled by a qualified substitute appointed by the Board of Directors to serve until the next election. There shall be at least two (2) members of the Delegation serving at all times.

ARTICLE VII: ANNUAL BUSINESS MEETING

SECTION 1 - DATE AND PLACE

- a. The Society shall hold the annual business meeting in the last quarter of each calendar year. Additional meetings may be held as required to fulfill the objectives of the Society; the date and place of the annual business meeting and additional meetings shall be decided in advance by the Board of Directors and they shall inform the membership of such.
- b. In the event of a major emergency the Board of Directors shall have the authority to cancel the scheduled meeting, set a new date and inform the membership of such.

SECTION 2 – PURPOSE AND NOTIFICATION

- a. The annual business meeting shall be for the purpose of receiving reports of officers and committees, and for other business brought by the President, Board of Directors or the membership.
- b. Additional business meetings shall be for the purpose of receiving reports and other business brought by the President, Board of Directors or the membership.
- c. Notice of the time and place of the annual business meeting shall be published for all members of the Society not fewer than thirty (30) days prior to the meeting.

SECTION 3 - QUORUM

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

ARTICLE VIII - MEDICAL ADVISOR

SECTION 1 - PREREQUISITES

The Medical Advisor shall be a member of one of the following organizations: American College of Chest Physicians; American Thoracic Society; American Society of Anesthesiologists or other organizations as defined in the Association Board of Directors policy. The Medical Advisor shall not concurrently be a member of the national respiratory care credentialing or accreditation bodies. The Medical Advisor must be physician who has an identifiable role in clinical, organizational, educational and investigative respiratory care.

ARTICLE VIII - MEDICAL ADVISOR (continued)

SECTION 2 - DUTIES

The Board of Directors and its committees shall consult with the Medical Advisor in regard to all matters of medical policy. The Medical Advisor shall assist the appropriate committees regarding educational programs and publications. The Medical Advisor shall be invited to attend all regular meetings of the Board of Directors and shall have voice but not vote.

SECTION 3- TERM OF OFFICE

The Medical Advisor shall be recruited and appointed by the Board of Directors and shall serve for a two (2) year term, which shall begin immediately following the annual meeting. The Medical Advisor shall not serve more than two (2) consecutive terms.

SECTION 4 - VACANCY IN OFFICE

In the event of a vacancy in the office of Medical Advisor the Board of Directors shall recruit and appoint an interim Medical Advisor. The term of office of the Medical Advisor may be terminated at any time by a two-thirds (2/3) vote of the BOD. Notification of this action shall be submitted in writing to the Medical Advisor and the Association.

ARTICLE IX COMMITTEES

SECTION 1 - STANDING COMMITTEES

The standing committees of the Society shall be: Audit, Budget, Bylaws, Elections, Judicial and Legislative. The chairs of the preceding committees shall be appointed by the President, subject to approval of the Board. The committee chair shall be appointed by the President-Elect at the 4th Quarter Board of Directors meeting prior to taking office as President. Committee chairs serve a two (2) year term to coincide with the term of the President. No member shall serve more than two (2) consecutive terms as chair of the same committee.

SECTION 2 - DUTIES OF STANDING COMMITTEES

a. AUDIT

1. The committee shall consist of three (3) members selected by the Board of Directors. The President-Elect shall name a committee chair at the 4th quarter meeting of the Board of Directors for the following year. Two additional committee members shall be recruited by either the committee chair or by the Board of Directors. At least one committee member must not be seated on the Board of Directors or serving as committee chair.

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2. The committee is responsible for the auditing of the financial affairs of the Society, insuring 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 members.
3. The committee shall submit all reports to the Board of Directors.
4. An internal audit will be conducted quarterly and an external audit or review will be conducted by an independent professional accountant annually.

b. BUDGET

1. The committee shall be composed of the Executive committee with the Treasurer serving as Chair of the committee.
2. The committee shall prepare an annual budget for approval by the Board of Directors. The proposed budget then shall be submitted to the membership at least thirty (30) days prior to the annual business meeting. The budget shall not be implemented until it has been reviewed by the membership.
3. The committee shall submit all reports to the Board of Directors.
4. The fiscal year shall be January 1 to December 31.

c. BYLAWS

1. The committee shall consist of the chair who shall select two additional active members to assist with committee duties.
2. The committee shall receive and prepare all amendments to the Bylaws for submission to the Board of Directors. The committee may also initiate such amendments for submission.
3. All proposed amendments shall be processed in accordance with Article XII. The committee shall review and edit all proposed amendments to the Bylaws and present them to the Board of Directors for review before presenting them to the Association for their review. They then shall be presented to the membership for their approval. The proponents of proposed amendments, which the Bylaws committee does not favor, shall be notified by the committee, and such proponent may, but shall not be obligated to, withdraw the amendment from further consideration. Any proposed amendments which are not withdrawn by the proponent and any proposed amendments which are originated by the Bylaws Committee shall be presented to the Board of Directors at least forty-five (45) days prior to the meeting in which they are to be reviewed.

d. ELECTIONS

1. The chair of the Elections Committee shall report the slate of nominees of officers, including those for the Delegation and District Directors, along with pertinent biographical sketches and position statements to the Board of Directors following the timelines outline in the Society policy and procedure.
2. The committee shall prepare a special slate for President-Elect if a vacancy should occur in that office. The chair shall present the names of the nominees, along with pertinent biographical sketches and position statements, to the Board of Directors at least sixty (60) days prior to a special election.
3. The committee shall place in nomination the names of one or more persons for the office of President-Elect, Vice President, Secretary-elect, Treasurer-elect, Director at Large-elect, District Director-elect, and Junior Delegate in the years when the offices are due for elections.
4. Only Active Members in good standing shall be eligible for nomination and a written consent must be obtained from the person whose name is to be placed in nomination. Nominees for the offices of President-Elect, Delegate and Treasurer shall have prior elected Board of Directors experience to be eligible for nomination.
5. The committee shall provide pertinent biographical, professional activities, educational background, position statement and service to the Society/Association for each nominee, all of which shall be a part of the ballot.
6. The committee shall distribute the ballot to every Active Member in good standing at least forty-five (45) days prior to the close of the election.
7. Society elections shall be determined by a plurality of the valid votes cast. A tie vote shall be decided by lot. The results of the annual election shall be announced by the committee chair at the third quarter Board of Directors meeting. The presiding officer shall declare the results of the election.
8. All candidates for election will be notified of the election results within seven (7) days of the third quarter Board of Directors meeting.

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e. JUDICIAL

1. This committee shall be comprised of the Immediate Past President, President-Elect, and Vice President and is chaired by the Immediate Past President.
2. The committee shall review formal, written complaints against any individual Society member charged with a violation of the Society's Bylaws or otherwise with any conduct deemed detrimental to the Society or the Association. Complaints or inquiries may be referred to this committee by the Judicial Committee of the Association or any member of the Society, or may originate from within the committee itself.
3. If the committee determines that the complaint justifies an investigation, a written copy of the charges shall be prepared with the benefit of legal counsel if deemed advisable by the Board of Directors.
4. A statement of charges then shall be served upon the member and an opportunity given that member to be heard before the committee.
5. After careful review of the results of the hearing the committee shall report their findings and recommendations for action to the Board of Directors.
6. If disciplinary action is deemed necessary by the Board of Directors, their recommendations shall be forwarded to the Judicial Committee of the Association.

f. LEGISLATIVE

1. The chair of the Legislative Committee shall report the slate of nominees of office.
2. The committee shall actively contact legislators via the AARC contact system, PSRC networking system or in person to advocate on behalf of the profession and respiratory care patients.
3. The committee shall investigate the need and/or feasibility of having a PSRC Legislative Day in Harrisburg each year.
4. The committee chair shall serve as the PSRC contact for all AARC legislative activities.
5. The committee shall monitor health related legislation and regulations (nationally and statewide) and recommend appropriate positions or responses.
6. Investigate and recommends cultivation of professional relationship with other organizations with mutually beneficial goals (e.g. PA AARP, ALA, etc.).

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SECTION 3 - SPECIAL COMMITTEES (AD HOC)

- a. Special committees may be appointed by the President, subject to approval by the Board of Directors.
- b. Representatives of the Society shall be appointed by the President to such external organizations as may be required, subject to the approval of the Board of Directors.
- c. Special committees, ad hoc committees and other appointments shall be terminated automatically when their assigned tasks are completed.

SECTION 4 - COMMITTEE CHAIR DUTIES

- a. The chair of each committee shall confer promptly with the committee members on work assignments and charges from the President.
- b. The chair of each committee may recommend prospective committee members to the President. Whenever possible, the chair of the previous year shall serve as a member of the new committee.
- c. Non-members and physician members may be appointed as consultants to committees. The President shall request recommendations regarding physician members from the Medical Advisor.
- d. Each committee chair requiring operating expenses shall submit a budget for the next fiscal year to the Budget Committee.

SECTION 5 - VACANCIES ON COMMITTEES

- a. In the event of vacancies occurring in any committee, the Chair shall appoint members to fill such vacancies.
- b. Chair vacancies shall be appointed by the President, subject to approval by the Board of Directors.

ARTICLE X DISTRICT ORGANIZATION

SECTION 1 - DISTRICT BOUNDARIES

The Districts shall be named and their geographic boundaries shall be determined by the Board of Directors.

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SECTION 2 - ORGANIZATION

- a. The internal organization of each district shall be the concern of the membership of that district, subject to the approval of the Board of Directors, and is consistent with the Bylaws.
- b. District membership shall be determined by the mailing address furnished to the Association.

SECTION 3 - OFFICERS

- a. Each district shall elect a Director who shall become a member of the Board of Directors.
- b. The election of District Directors shall be arranged so that approximately half of the Directors are elected one year and the other half the next.

SECTION 4 - RESPONSIBILITIES OF THE DISTRICT DIRECTOR

- a. Represent the district from which the Director is elected.
- b. Appoint district level committee chairpersons and develop district communication.
- c. Maintain financial knowledge and control of all Society sponsored events in his/her district.
- d. Assists with the planning and coordination of all district events/seminars and represents the Board of Directors at such events.

SECTION 5 - RESPONSIBILITIES OF THE DIRECTOR AT LARGE

- a. Represent the active members that are enrolled in the respective AARC specialty section
- b. Assist conference program planners in selecting topics/speakers germane to his/her respective specialty area.
- c. Work with committee chairs as assigned by the President.
- d. Attend at least three of the four Board of Directors meetings per calendar year.

ARTICLE XI PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order, newly revised, shall govern whenever they are not in conflict with the Articles of Incorporation, Bylaws, standing rules or other rules of the Society or Association.

ARTICLE XII AMENDMENT

These Bylaws may be amended in accordance with Article IX, Section 2, c, 3. The Election Committee shall conduct a vote of all Active members to amend the Bylaws. A period of not fewer than sixty (60) days shall be allowed for return of the votes. A two-thirds (2/3) vote of the valid votes returned shall be required for adoption. The Elections Committee shall cause the votes to be tallied and the presiding officer shall declare and announce the result to the membership.