

# Arkansas Society for Respiratory Care Constitution and Bylaws

Bylaws Adopted

March 18, 2022

## **ARTICLE I – Name**

This organization shall be known as the Arkansas Society for Respiratory Care, hereinafter referred to as the ASRC, 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 this society shall be the boundaries of the State of Arkansas.

## **ARTICLE III – Object**

### **Section 1. Purpose**

- a. To encourage and provide, on a regional basis, educational programs for those persons interested in the field of respiratory therapy and diagnostics, hereinafter referred to as Respiratory Care.
- b. To advance the science, technology, ethics, and art of Respiratory care through regional institutes, meetings, lectures, and the preparation and distribution of newsletters and other materials;
- c. To facilitate cooperation between respiratory care personnel and the medical profession, hospitals, service companies, industry, and other agencies within the state interested in Respiratory Care.
- d. To provide education to the general public in pulmonary health promotion and disease prevention.

### **Section 2. Intent**

- a. No part of the net earnings of the society shall inure to the benefit of any private member or individual, nor shall the corporation perform particular services for individual members thereof.
- b. In the event of 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 the best calculated to carry out the objectives and purposes for which the Society is formed. Distribution of 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, 205, and 2552 of the Internal Revenue Code, or any later or other section of the Internal revenue code which amend or supersede the said sections. The Society shall not commit any act which shall constitute unauthorized practice of medicine under the laws of any state in which the parent Association is incorporated.

## **ARTICLE IV – Membership**

### **Section 1. Classes**

The membership of this society shall include three (3) classes: Active Member, Associate Member, and Special Member, as described in the AARC Bylaws, Article III. The classifications and limitations of the membership shall be as defined in Article III of the AARC Bylaws.

### **Section 2. Eligibility**

- a. An individual is eligible to be an active member of this Society if he/she is a member of the AARC as specified in Article III, Section 2 of the AARC Bylaws.
- b. An individual is eligible to be an associate member of this Society if he/she holds a position related to respiratory care but does not meet the requirements to become an active member. Associate members shall have all the rights and privileges of membership except that they shall not be entitled to hold office, vote, or serve as a director or chair of any standing committee. Associate Membership will include the following subclasses:
  - i. Student Member: Individuals will be classified as Student Members if they meet all the requirements for Associate members and are enrolled in an educational program in respiratory care accredited by an AARC-recognized agency.
  - ii. Industrial Member: Individuals will be classified as Industrial members if they meet all the requirements for Associate membership and their primary occupation or business is directly or indirectly devoted to the manufacture, sales, or distribution of equipment or products which are directly or indirectly used in the area of respiratory care.
- c. The Special Member category is to be the same as the Bylaws of the AARC under Article III, Section 4.

### **Section 3. Application of Membership**

Application for Membership in this Society shall follow the procedure specified in Article III, Section 6 of the AARC Bylaws, which shall also serve as applications to this Society.

## **ARTICLE V – Officers and Chairpersons**

### **Section 1. Officers**

The officers of the Society shall be a President, a President-elect, a Vice-President, the immediate Past President, a Secretary-Elect, a Secretary, a Past Secretary, a Treasurer-Elect, a treasurer, and a Past Treasurer.

### **Section 2. District Representation**

Each District shall be represented on the Board of Directors by the District Chairperson. In situations where a District Chair cannot attend a Board of Directors meeting, the Vice-Chair for that District will provide representation and assume voting privileges.

### **Section 3. Term Office**

- a. The term of office for Society officers shall be as follows:
  - i. Treasurer-elect: 1 year
  - ii. Treasurer: 2 years
  - iii. Past-Treasurer: 1 year
  - iv. Secretary-Elect: 1 year
  - v. Secretary: 2 years

- vi. Past Secretary: 1 year
- vii. President-Elect: 1 year
- viii. President: 2 years
- ix. Past President: 1 year
- x. Vice President: 2 years

Elections will be staggered to accommodate an orderly succession of officers and provide for continuity of leadership.

The term for all officers shall begin January 1 of each year.

- b. The President-elect shall serve a one (1) year term as President-elect, a two (2) year term as President, and a one (1) year term as immediate Past President before being eligible to serve a successive term in any elected office. Thus, the President-elect shall be committed to the ASRC for a term of four (4) years. The President-elect shall not serve more than two (2) consecutive rotations as President-Elect / President / Past-President for a total service of 8 years.
- c. The Treasurer-Elect shall serve a one (1) year term as Treasurer-Elect immediately followed by a two (2) year term as Treasurer and a one (1) year term as Past Treasurer. Thus, the Treasurer shall be committed to the ASRC for a term of four (4) years. The Treasurer shall not serve more than two (2) consecutive rotations as Treasurer-Elect / Treasurer / Past Treasurer for a total service of 8 years.
- d. The Secretary-Elect shall serve a one (1) year term as Secretary-Elect immediately followed by a two (2) year term as Secretary and a one (1) year term as Past Secretary. Thus, the Secretary shall be committed to the ASRC for a term of four (4) years. The Secretary shall not serve more than two (2) consecutive rotations as Secretary-Elect / Secretary / Past Secretary for a total service of 8 years.
- e. The term of office for District Chairpersons shall begin January 1 of each year and shall be for one (1) year and not to exceed three (3) consecutive terms.

#### **Section 4. Vacancies in Office**

- a. In the event of a vacancy in the office of President, President-elect shall become President to serve the unexpired term and shall serve the successive term as President.
- b. In the event of a vacancy in the office of the President-elect, the Vice-President shall assume only the duties, but not the office. He shall perform these duties as well as his own until a special election can be held to fill the vacancy. The election shall be held within 60 days from the date on which the office was vacated. In the absence of a President-Elect and a vacancy in the office of President, the Vice President shall serve the remainder of the President's term.
- c. In the event of a vacancy in the office of the Treasurer, the Treasurer-Elect shall become Acting Treasurer, to serve the unexpired term, and shall also serve their successive term as Treasurer. In the event of a vacancy in the office of the Treasurer-Elect, the Board of Directors shall elect a qualified member to fill the vacancy until the next annual election. The annual election ballot will be adjusted to include a position for the remaining unexpired term of the two (2) year Treasurer-Elect position.
- d. Any vacancy that occurs in any other office of the Board of Directors, the President, with the approval of the Board of Directors, shall appoint a person who meets the criteria to hold office as he or she sees fit to fulfill the duties until the next election. At the next election, an individual shall be elected to fill the vacancy for the

remainder of the term for that office. A vacancy in a District Chairperson shall be administered in accordance with Article XI Section 2 of these bylaws.

## **Section 5. Duties of Officers**

- a. President: He/She serves as a voting member of the Board of Directors and shall preside at all meetings of the Board of Directors. He/She shall prepare an agenda for all meetings; 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; and present to the Board of Directors and membership an annual report of the Society activities. The president shall be bonded and shall serve as a signatory on ASRC funds.
- b. President-Elect: The President-elect shall automatically succeed the president when the term ends. He/She serves as a voting member of the Board of Directors and will perform such duties as shall be assigned by the President or the Board of Directors and also serve his/her term as an active member of the Program Committee.
- c. Vice-President: He/She serves as a voting member of the Board of Directors and will be the liaison of the district chairpersons, which involves frequent communication, direction, and support for them. He/She will report communications and activities from the districts to the President monthly. 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 also continue to serve as Vice President until the next scheduled election. The Vice President will assume the duties and responsibilities, but not the office of the President, if the Presidency should be vacated and the office of President-elect is unfilled.
- d. Treasurer: The Treasurer shall be bonded and serve as a voting member of the Board of Directors. He/she 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 kept and submit monthly trial balances to the Secretary within twenty (20) days after the monthly closing of the books; make a written quarterly financial report to the quarterly meetings of the Board of Directors.
- e. Treasurer-Elect: The Treasurer-Elect shall be bonded. He/She shall be bonded. He/She shall chair the Budget/Audit Committee and assist the Treasurer in the performance of her/his duties. The Treasurer-Elect shall serve as a voting member of the Board in the Treasurer's absence.
- f. Past Treasurer: The Past Treasurer shall be bonded and shall serve on the Budget/Audit Committee and assist the Treasurer in the performance of her/his duties.
- g. 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 within thirty (30) days following the meeting; executing the general correspondence; affixing the corporate seal on 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.
- h. Secretary-Elect: The Secretary-Elect is the successor to the office of Secretary when the Secretary's term of office expires. He/She shall assist the Secretary in the fulfillment of his/her responsibilities, attend Board of Directors meetings as a non-voting member, and record minutes of Board of Directors meetings in the secretary's

absence. The Secretary-Elect shall serve as a voting member of the Board in the Secretary's absence.

- i. Past Secretary: The Past Secretary serves as the advisor to the Secretary and shall assist the Secretary as requested in the fulfillment of his/her responsibilities. He/she shall assist the Secretary-Elect in the transition into the office of the Secretary.
- j. Past President: The Past President (ASRC President for the former year) serves as a voting member of the Board of Directors and serves in an advisory capacity to the Board of Directors.
- k. Signatories: The following officers/members shall be bonded and serve as signatories for the Society funds: President, Past President, Treasurer, Past Treasurer, and Program Committee Chairperson.

## **ARTICLE VI – Nominations and Elections**

### **Section 1. Nominations / Elections**

- a. The president shall appoint an impartial Nominations / Elections Committee, which shall arrange and conduct nominations and elections. The results of the election shall be made public at the annual business meeting.
- b. This Committee shall consist of three (3) active members who shall serve for a term of one (1) year.
- c. This Committee shall prepare for approval by the Board of Directors a slate of officers, district representatives, and delegates for the annual elections.
- d. It shall be the duty of the Committee to make the final critical appraisal of candidates to see that the nominations are in the best interest of the AARC and the Society through a consideration of personal qualification and geographical representations as applicable.

### **Section 2. Nominations**

- a. Elections of officers shall be staggered to accommodate orderly succession of offices and provide for continuity of leadership. Biennially, the Nominating Committee shall place in nomination the names of at least one (1) person for the offices of President-elect, Vice-President, Secretary-Elect, Treasurer-Elect, and Delegate. Annually, the Nominating Committee shall place in nomination at least one person for the office of District Vice-Chairperson.
- b. Only Active or Life Members in good standing shall be eligible for nomination.
- c. District Representatives must be employed in the district in which they are nominated to serve.
- d. The committee shall provide a pertinent biographical sketch of each nominee's professional activities and services to the organization, all of which shall be a part of the ballot.

### **Section 3. Elections**

- a. At the direction of the Society's Board of Directors, the vote shall be so designed as to be a secret ballot, either electronically or by mail, distributed to members in good standing at their last address of record with provisions for write-in votes of each office. The deadline date shall be clearly indicated on the ballot. Ballots, to be acceptable, must be received on or before the deadline.
- b. Society elections shall be determined by a majority of votes cast. A tie vote shall be decided by lot.
- c. Any Elections Committee member who accepts a nomination must resign from the Election Committee.

## **ARTICLE VII – Board of Directors**

### **Section 1. Composition and Powers**

- a. The executive government of this Society shall be vested in a Board of ten (10) Active or Life Members consisting of the President, President-elect, Vice-President, Secretary, Treasurer, Immediate Past-President, and four (4) District Chairpersons. The Delegates shall be non-voting members of the Society Board of Directors.
- b. The President shall be the Chairperson and presiding officer of the Board of Directors. He/She shall invite in writing such individuals to the meetings of the Board as he shall deem necessary, with the privilege of voice but not vote.
- c. 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, the Board of Directors shall have the power to declare an office vacant by a two-thirds (2/3) vote. Written notices shall be given to the member within ten (10) days of such action that the office has been declared vacant.

### **Section 2. Duties**

- a. Supervise all business and activity of the Society within the limitations of these bylaws.
- b. Adopt and rescind standing rules, policies, and procedures of the Society.
- c. Determine remuneration, stipends, Annual Business Meeting fees for the following year, and other related matters, after consideration of the budget.

### **Section 3. Meetings**

- a. The Board of Directors shall hold the annual business meeting at the time of the annual educational seminar and shall not hold fewer than four (4) regular and separate 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 three (3) 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, providing that the president and/or vice-president is present.
- d. The Board of Directors shall have the power to call an executive session. The executive session shall include only members of the Board of Directors and those individuals invited by the Board of Directors to attend. The executive session shall be held only in conjunction with regularly scheduled or specially scheduled meetings. The purpose of an executive session shall be to discuss a recommendation from the Judicial Legislative Committee, or sensitive subjects/actions that would better serve the state society to be carried out discretely. These subjects and actions shall include, but not be limited to: recommendations from the Judicial-Legislative Committee, declaring an office vacant, removal of any committee chairperson from duty, request from individual members to the Board of Directors of the ASRC of a personal nature, actions concerning a member of the Board of Directors at which time the Board member in question shall be asked to remove him/herself from the session.

The Board of Directors shall not record, for the minutes, any discussion held during the executive session. Board members present during the executive session shall not discuss with any individual the proceedings taking place during the executive session. Violation of this statement will result in action from the ASRC Judicial-Legislative Committee and may result in revocation of membership in the ASRC.

#### **Section 4. Electronic 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 electronic means. Electronic means may include, but not be limited to, email, phone, computer, or online survey. The questions thus presented shall be determined according to a majority of the valid votes received, or a change in the Bylaws, when a two-thirds (2/3) majority of 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.
- b. Whenever, in the judgment of the President, it is necessary to present any business to the Board via electronic means, the President shall adhere to the following guidelines. The President shall contact every member and explain the consequences of the vote. The President shall obtain a yes or no to the question and record by name the response. An explanation of the question and the vote itself shall be recorded in the next regular Board of Directors meeting minutes.

#### **Section 5. Multiple Offices**

No officer or delegates shall hold District office simultaneously, and no Past President shall hold any elected office until his/her term has expired.

### **ARTICLE VIII – Annual Meeting**

#### **Section 1. Date and Place**

- a. The Society shall hold an annual business meeting during the annual educational seminar; 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 and must be within the boundaries of the state of Arkansas. 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 or the meeting by mail or electronic notification, provided the material is sent in the same words to the voting membership.

#### **Section 2. Purpose**

The annual 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.

#### **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 fewer than forty-five (45) days prior to the Meeting.

### **ARTICLE IX – 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 every two years for a four-year term. Each delegate shall serve one (1) four-year term. Persons nominated to the position of Delegate must possess previous ASRC Board Member experience for a minimum of 2 years out of the preceding 6 years prior to election.

#### **Section 2. Duties**

The duties of the Delegates shall be as specified in the AARC Bylaws.

**Section 3. Board Member (ex-officio)**

The Delegates shall be non-voting members of the Society Board of Directors.

**Section 4. Multiple Offices**

Delegates may not hold concurrent elective offices.

**Section 5. Vacancies**

Any vacancy in the office of Delegate shall be filled by special election within sixty (60) days of the vacancy.

**ARTICLE X – Committee**

**Section 1. Standing and Special Committees**

The members of the following standing committees shall be appointed by the President, subject to the approval of the Board of Directors, to serve for a term of one (1) year, except for the PACT committee members, who will serve a minimum of three (3) years. Members of the Program Committee shall be appointed by the Board of Directors.

- a. Membership
- b. Budget
- c. Audit
- d. Nominations/Elections
- e. Bylaws
- f. Program
- g. Publication/Website
- h. Public Relations
- i. Education
- j. Political Advocacy Contact Team (PACT)

**Section 2. Special Committees**

Special committees, such as the Judicial Committee, may be appointed by the President to meet special needs.

**Section 3. Committee Chairman's Duties**

- a. The Chairman of each committee shall confer promptly with the members of their respective committee on work assignments.
- b. 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.
- c. All committee reports shall be made in writing and submitted to the President of the Society at least ten (10) days prior to the meeting at which the report is to be read.
- d. All committee members shall be members in good standing of the AARC. Non-members or physician members may be appointed as consultants to committees.

**Section 4. Duties of Committees**

- a. Membership Committee
  - i. The committee shall consist of at least one Society Delegate and one other member.
  - ii. They shall be responsible for recruitment activities for the society and shall work closely with the district chairpersons and Vice-Chairpersons to formulate these activities for their specific areas.



- iii. They shall be responsible for maintaining an accurate mailing list and a system for updating such lists in a timely manner.
- b. Budget Committee
  - i. The Committee shall be composed of the Treasurer, Treasurer-Elect, and a Past President and at least one other society member.
  - ii. They propose an annual budget for approval by the Board of Directors.
  - iii. The Chair of this committee cannot be the Treasurer of the Society.
- c. Audit Committee
  - i. This Committee shall be composed of the President, the President-elect, the past treasurer, and at least one other active member.
  - ii. They conduct an annual audit of the financial records of the Society and submit such to the Board of Directors.
  - iii. The Chair of this committee cannot be the Treasurer of the Society.
- d. Nominations / Elections Committee
  - i. This Committee shall consist of three (3) active Members who shall serve for a term of one (1) year.
  - ii. This Committee shall prepare for approval by the Board of Directors a slate of officers, district representatives, and delegates for the annual election.
  - iii. The Committee shall consist of at least three (3) members.
  - iv. It shall be the duty of the Committee to make the final critical appraisal of candidates to see that the nominations are in the best interest of the AARC and the Society through a consideration of personal qualifications and geographical representation as applicable.
  - v. This Committee shall prepare the balloting, conduct the election, and verify and count ballots for all elections held during the calendar year.
- e. Bylaws Committee
  - i. Shall consist of at least three (3) members, one (1) of whom shall be a past president.
  - ii. Shall receive, review, and prepare all Amendments to the Bylaws for submission to the Board of Directors.
- f. Program Committee
  - i. This Committee shall consist of at least three (3) Members appointed by the Board of Directors.
  - ii. The chairperson will appoint other active members, including the President-elect and the Medical Advisor, to assist him/her in planning the annual meeting.
- g. Publications/Website Committee
  - i. This committee shall consist of at least three (3) Members, one (1) of whom shall be a past president.
  - ii. This committee shall concern itself with the marketing, content, and writing of informational and educational materials, specifically on the ASRC website.
  - iii. This Committee shall concern itself with the publication of the Society Newsletter if one is deemed necessary by the Board.
- h. Public Relations Committee
  - i. The Committee shall maintain such liaisons as has been established by the Board of Directors with other organizations whose activities

may be of interest to the members of this Society. This shall include the preparations of exhibits, programs, and other items to bring the message of respiratory care and the AARC to medical, nursing, and hospital groups, as well as educational facilities where the use of such material can be expected to recruit new people to the field of respiratory care. Such material shall be subject to the approval of the Board of Directors.

- ii. Review the minutes of all meetings of the Districts and advise to the District Chairperson of any irregularities or other recommendations.
- i. Education Committee
  - i. Shall consist of three (3) members, of which one (1) is a faculty member in a CoARC-approved Practitioner Program.
  - ii. Shall review, assess the need for, and recommend to the Board all educational activities for the ASRC membership.
  - iii. Shall collaborate with the Program Committee in planning and facilitating the educational and student activities of the annual meeting.
- j. Political Advocacy Contact Team
  - i. This committee shall consist of not fewer than three members, one of them being a past president. Each member will hold a three-year term as set forth by the AARC.
  - ii. This committee will take an active role on issues affecting the profession of respiratory care by establishing contact with state and federal legislators through letters, facsimiles, e-mail and/or personal contact as necessary when important legislative issues arise.
- k. Special Committees

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

  - i. Judicial Committee
    1. Shall consist of four (4) current Board members and may include previous Society officers at the president's request.
    2. Shall be called by the President upon request of any society member to review formal, written complaints against any individual society member charged with any violations of the Society Bylaws or otherwise with conduct deemed detrimental to the Society or the AARC.
    3. Shall carefully review the complaints. Legal counsel may be summoned at the discretion of the committee chairperson. Committee recommendations shall be forwarded to the full ASRC Board of Directors. If the Board agrees that actions should be taken, a copy of the documentation shall be sent to the Chairperson of the Judicial Committee of the AARC.
    4. All hearings, meetings, and recommendations shall be held in strict confidentiality.
- l. Other Duties and Responsibilities

All Committees, standing and special, shall adhere to the Position Description Guidelines, with respect to other duties and responsibilities.

**ARTICLE XI – District Organizations**

**Section 1. Boundaries of Districts**

a. District 1 consists of the following counties:

Arkansas	Baxter	Clay	Cleburne	Craighead
Crittenden	Cross	Fulton	Greene	Independence
Izard	Jackson	Lawrence	Lee	Lonoke
Mississippi	Monroe	Phillips	Poinsett	Prairie
Randolph	Searcy	Sharp	St. Francis	Stone
Woodruff				

b. District 2 consists of the following counties:

Conway	Faulkner	Perry
Pulaski	Saline	VanBuren
White	Yell	

c. District 3 consists of the following counties:

Benton	Boone	Carroll
Crawford	Franklin	Johnson
Madison	Marion	Newton
Pope	Sebastian	Washington

d. District 4 consists of the following counties:

Ashley	Bradley	Calhoun	Chicot	Clarke
Cleveland	Columbia	Dallas	Desha	Drew
Garland	Grant	Hempstead	Hot Spring	Howard
Jefferson	Lincoln	Little River	Logan	Miller
Montgomery	Ouachita	Nevada	Pike	Polk
Scott	Sevier	Union		

**Section 2. Officer and District Representation**

- a. Each District shall be represented by a Chairperson and a Vice-Chairperson. The Vice-Chairperson shall be elected by the active members of the respective Districts. The Vice-Chairperson shall serve one year as Vice-Chairperson to be followed by a year as Chairperson.
- b. Membership in a District shall be determined by the last address of record as noted from the AARC Membership Roster. Those members living outside the boundaries of Arkansas shall be placed in the District of their employment.
- c. Any vacancy that occurs in the office of District Chairperson shall be filled by the Vice-Chairperson of that District. The Vice-Chairperson shall serve the unexpired term of the Chairperson and his or her own one-year term. Vacancies in the office of the Vice-Chairperson shall be filled by special elections within sixty (60) days of the vacancy.

**Section 3. Activities**

Each District organization shall be encouraged to expand the membership of the District and to develop education activities and such other activities as are consistent with the Article of Incorporation and these Bylaws.

#### **Section 4. District Admission Requirements**

Ten (10) or more Active Members of the Society meeting the requirements for affiliation may become a District of the Society, subject to ratification by the Board of Directors of the Society. Members of the District must be members of the State Society.

#### **Section 5. Duties**

Copies of the minutes of the educational and business meetings of the District shall be sent to the Society Secretary within thirty (30) days following any meeting.

#### **ARTICLE XII – Society Medical Advisor**

The Society shall have at least one (1) Medical Advisor who shall conform to Article X, Section 3 of the AARC Bylaws and shall be appointed by a majority vote of the Board of Directors. This appointment will be reviewed and confirmed annually by the Board of Directors.

#### **ARTICLE XIII – Fiscal Year**

The fiscal year of the Society shall be from January 1 through December 31.

#### **ARTICLE XIV – Ethics**

If the conduct of any Society member is in violation of the Society bylaws or deemed detrimental to the Society or AARC, the Board of Directors may appoint a special Judicial Committee to carefully review the complaints and initiate appropriate action as described in Article X, Section four, paragraph F, subsection 1.

The Board of Directors may refer all actions to the AARC Judicial Committee.

#### **ARTICLE XV – Parliamentary Procedure**

The rules contained in Robert's Rule of Order Revised shall govern whenever they are not in conflict with the Bylaws of the Society or the AARC.

#### **ARTICLE XVI – Amendments**

These Bylaws may be amended by mail or electronic vote of the Arkansas Society of the AARC by a two-thirds (2/3) majority of those voting. All amendments must be approved according to the AARC's Chartered Affiliate Handbook.

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