

1 **GEORGIA SOCIETY FOR RESPIRATORY CARE, INC.**

2 **BY-LAWS**

3 **ARTICLE I NAME**

4 This organization shall be known as the Georgia Society for Respiratory Care, Inc., incorporated under the
5 General Not For Profit Act of Georgia, referred to here-in-after as the Society. It is a chartered affiliate of
6 the American Association for Respiratory Care, Inc., referred to here-in-after as the Association, which is
7 incorporated under the General Not for Profit Corporation Act of the State of Illinois.

8 **ARTICLE II BOUNDARIES**

9 The boundaries of this Society shall be the State of Georgia inclusive.

10 **ARTICLE III OBJECT**

11 **SECTION I. PURPOSE**

12 A. To encourage, develop and provide educational programs for those persons interested in the field of
13 respiratory care.

14 B. To advance the science, technology, ethics and art of respiratory care through institutes, meetings,
15 lectures, publications and other materials.

16 C. To facilitate cooperation between respiratory care practitioners and the medical profession, hospitals,
17 service companies, industry, governmental organizations and other agencies interested in respiratory care
18 except that this society shall not commit any act which shall constitute unauthorized practice of medicine
19 under the laws of the State of Georgia.

20 D. To encourage and promote membership in the Association.

21 E. To provide education of the general public in pulmonary health promotion and disease prevention.

22 **SECTION 2. INTENT**

23 A. No part of the monies of the Society shall inure to the benefit of any private member or individual,
24 nor shall the Society perform particular services for individual members thereof.

25 B. Distribution of funds, income and property of the Society may be made to charitable, educational,
26 scientific or religious organizations, community chests, foundations, or other kindred institutions
27 maintained and created for one or more of the foregoing purposes if at the time of distribution the
28 payee or distributees are exempt from income taxation, and if gifts or transfers to the payee or
29 distributees are then exempt from taxation under the provisions of sections 501, 2055 and 2522 of the
30 Internal Revenue Code or changes which amend or supersede the said sections.

31 C. In the event of the dissolution of this Society, whether voluntary or involuntary, all of its
32 remaining assets shall be distributed in such manner, as the Board of Directors of this Society shall by
33 a majority vote determine to be best calculated to carry out the objectives and purpose for which the
34 Society is formed. The distribution of the funds, income and property of the Society upon dissolution
35 may be made available to any similar charitable, educational scientific or religious organizations,

36 community chests, foundations, or other kindred institutions maintained and created for one or more of
37 the foregoing purposes, if at the time of distribution the payee or distributee are then exempt from
38 taxation under the provision of sections 501, 2055, and 2522 of the Internal Revenue Code or changes
39 which amend or superseded the said sections.

40 **ARTICLE IV MEMBERSHIP**

41 **SECTION 1. TYPES**

42 The membership of the Society shall include four (4) types: Active Member, Associate Member, Special
43 Member, and Patron Member.

44 **SECTION 2. ELIGIBILITY**

45 An individual is eligible to be a member of this Society if the individual is a member of the Association as
46 specified in the Association By-Laws and provided the place of employment is within the defined
47 boundaries of this Society or live within the defined boundaries of the State of Georgia. Associate and
48 Special Members of the Society may be accepted who are not in the defined boundaries. An individual may
49 be a Patron member if they pay dues to the society as defined in the GSRC bylaws.

50 **SECTION 3. CLASSIFICATION**

51 A. Active Members - A person is eligible for Active membership in the society if the individual is an
52 Active Member in good standing of the Association. Active members will live within the defined
53 boundaries of the State of Georgia or their primary place of employment is within the defined boundaries of
54 the State of Georgia. Active Members shall have all the rights and privileges granted them by this Society,
55 such as the right to hold office, the right to vote, submit nominations and hold committee chairs.

56 B. Associate Members - A person is eligible for Associate membership if the individual is an Associate
57 Member in good standing of the Association. Associate Members shall have all of the rights and privileges
58 of Active Members except that they shall not be entitled to hold office or vote.

59 C. Special Members - A person who is a special member in the Association shall have the same rights and
60 privileges as Special members as described in the Association bylaws

61 D. Patron Member - An individual may qualify as a Patron member if they meet the requirement for
62 Active, Associate or Special member as defined by the Association, but are not members of the
63 Association, and pay annual dues as established by the Board of Directors. Patron members will have
64 rights and privileges of membership, but cannot vote, chair committees, or hold office in the GSRC.

65 **Section 4. Regional and District Representatives**

66 A. Regional Representatives are elected Directors at Large. The regions are North Georgia, South Georgia,
67 and the Atlanta region.

68 B. Districts are geographic areas within the above defined Regions. District Representatives are appointed
69 by the Regional Representatives or may be appointed by the President. District Representatives are not
70 members of the Board of Directors but have duties as assigned by the board or the Regional
71 Representatives. District Representatives vote on amendments to the bylaws as described in Article XV

72 **SECTION 5. RESIGNATIONS**

73 A member may resign from the Society by submitting a letter to the Secretary of the Society.

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ARTICLE V. BOARD OF DIRECTORS

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SECTION 1. COMPOSITION AND POWERS

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A. The government of this Society shall be vested in a Board of eleven (11) Active Members consisting of the President, President-Elect, Immediate Past President, Vice President, Secretary, Treasurer, Delegate, Delegate-elect and three (3) Regional Representatives elected from specific regions as defined by the Board of Directors.

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B. The President shall be Chair and presiding officer of the Board of Directors and of the Executive Committee. The President shall invite such individuals to the meetings of the Board as shall be deemed necessary.

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C. The President may appoint a member of the Society to serve as Parliamentarian and a member to serve as Protocolarian who shall attend Board Meetings without a vote.

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SECTION 2. MEETINGS

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A. The Board of Directors shall meet at least two (2) times per year.

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B. Additional meetings of the Board of Directors shall be called by the President at such times as the business of the Society may require, or upon written request of the majority of the members of the Board of Directors filed with the President and the Secretary of the Society.

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SECTION 3. DUTIES

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A. Supervise all the business and activities of the Society.

92

B. Provide a review of the budget and financial status of the society annually.

93

C. Establish the rate of annual dues.

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SECTION 4. EXECUTIVE COMMITTEE

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The Executive Committee of the Board of Directors shall consist of the President, President Elect, Past President, Vice-President Secretary and Treasurer. They shall have the power to act for the Board of Directors in the absence of the Board and such action shall be subject to ratification by the full Board at its next meeting.

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SECTION 5. REGIONAL REPRESENTATIVES

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The Regional Representatives may be assigned duties by the President. The term of office for Regional Representatives shall be two (2) years, with the North and South Regional Representatives election to take place on even years, and the Atlanta Area Regional Representative election to take place on odd years.

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ARTICLE VI. OFFICERS

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SECTION 1. OFFICERS

105 The officers of the Society shall be President, President-Elect, Immediate Past President, Vice President,
106 Secretary, Treasurer, Delegate, Delegate-elect and Regional Representatives. No officer may hold
107 concurrent office.

108

SECTION 2. TERM OF OFFICE

109 The term of office for each officer shall coincide with the fiscal year. If an officer is elected by special
110 election to fill a vacancy, the officer elected will take office following certification of the election by the
111 Board of Directors and complete the remaining term of office for the original officer.

112 The term of an individual officer may be extended if all the following occur:

113 A. The Board of Directors believes it to be in the best interest of the Society to extend the term of
114 office.

115 B. The membership is notified 30 days in advance of a vote to extend the term of office of a specific
116 office and allowed to make comments. Each office under consideration for an extension would
117 have to be identified.

118 C. There is a public posting on the Society's website and electronic notification sent to each member
119 who has given a method by which to be notified. This notice must be posted 30 day in advance of
120 the vote and contain how to send in a comment.

121 D. This term of office extension is specific in length.

122 E. The extension of term of office is approved by a 2/3 majority vote by the voting Board of
123 Directors.

124

SECTION 3. VACANCIES IN OFFICE

125 A vacancy occurring among officers shall be filled as follows with the approval of the Board of Directors:

126 A. In the event of a vacancy in the office of the President, the Vice President shall become President to
127 serve the unexpired term.

128 D. In the event of a vacancy in the office of President-Elect, the Nominating Committee shall place
129 in nomination the names of two (2) candidates for the vacant office. One shall be chosen for the
130 office, through a special election held within 90 days.

131 E. If a vacancy occurs in the office of Delegate, the Delegate-elect shall assume the duties of the
132 Delegate as well as complete the term for which he or she was elected to serve.

133 F. If a vacancy occurs in the office of Delegate-elect, Vice President, Secretary, Treasurer, or
134 Regional Representatives, the President, with the approval of the Board of Directors, shall appoint
135 a person who meets the criteria to hold office as he or she sees fit to fulfill the duties until the next
136 election. At the next election, an individual shall be elected to fill the vacancy for the remainder of
137 the term for that office.

138 G. The board of directors shall have the power to declare an office vacant by two-thirds (2/3) vote of
139 the entire board, upon refusal or neglect of any member to perform the duties of the office, or for

140 any conduct deemed prejudicial to the Society. Written notice shall be given to the member that
141 the office has been declared vacant.

142 **SECTION 4. DUTIES OF THE OFFICERS**

143 **A. President**

144 The President shall be the Chief Executive Officer of the Society. The President shall serve a one-year
145 term. The President shall preside at all regular and special meetings of the Society and all meetings of the
146 Board of Directors and membership; prepare an agenda for each meeting of the Board; appoint Standing
147 Committees and Special Committees, subject to the approval of the Board of Directors; be an ex-officio
148 member of all committees; present to the Association upon request, the Board of Directors of the Society
149 and the membership an annual report of the Society's activities; assign. The President may be seated as a
150 Delegate in the House of Delegates if the need arises. The President shall notify the Medical Advisors of
151 all such meetings and actions as are deemed pertinent.

152 **B. President-Elect**

154 The President-Elect shall serve a one-year term and assume the office of President on the first day of the
155 term of office. The President-Elect shall be responsible for chairing the Bylaws Committee and shall
156 assume all other duties as charged by the President. The President-Elect shall prepare Committee
157 appointments for presentation to the Board at the first meeting following the assumption of the office of
158 President.

159 **C. Immediate Past President**

160 The Immediate Past President shall assume the duties charged by the President and ratified by the Board of
161 Directors to facilitate continuity in the Society operations. The Immediate Past President shall serve a one-
162 year term.

163 **D. Vice President**

164 The Vice President shall assume the duties of the President in the event of the President's absence,
165 resignation or disability. The Vice president shall assume the duties charged by the President. The
166 Vice President shall serve a one-year term.

167 **E. Treasurer**

168 The Treasurer shall account for the monies of the Society, approve payment of bills and disburse funds
169 under the direction of the Board of Directors. The Treasurer shall be responsible for the continuing record
170 of all income and disbursements, prepare, and submit in writing an annual report of the finances of the
171 Society for the preceding year to the Board of Directors and the membership. The Treasurer will serve a
172 two (2) year term.

173 **F. Secretary**

174 The Secretary shall keep minutes of the Board of Directors and all regular and special meetings; attest to
175 the signature of the officers of the Society; send to the Executive Office of the Association a copy of the
176 minutes of every Society and Board of Directors meeting within ten (10) days following approval; perform
177 duties as assigned by the President and the Board of Directors of the Society; and submit such reports as
178 required. The Secretary will serve a two (2) year term.

179 **G. Delegate and Delegate-elect**

180 The duties of the Delegate and Delegate-elect in part, shall be all those outlined in the Association Bylaws.
181 The Delegate and Delegate-elect shall represent the members of the Society in the House of Delegates of
182 the Association. To establish a vacancy in the office of Delegate and/or Delegate-elect the Society shall
183 follow the procedure as outlined in the Association's By-Laws. The term of office for each position shall be
184 two (2) years and the Delegate-elect shall automatically succeed the Delegate.

185 **H. Regional Representative**

186 The Regional Representatives may be assigned duties by the President. The term of office for Regional
187 Representatives shall be two (2) years, with the North and South Regional Representatives election to take
188 place on even years, and the Atlanta Area Regional Representative election to take place on odd years.

189 **ARTICLE VII. NOMINATIONS AND ELECTIONS**

190 **SECTION 1. NOMINATIONS COMMITTEE**

191 The Committee Chair, with approval of the Board of Directors, shall appoint a Nominations Committee
192 each year. The Chair of the committee shall be the Immediate Past President. The committee shall submit a
193 slate of nominees to the Board of Directors no later than the midway point of the term of office.

194 **SECTION 2. NOMINATIONS**

- 195 A. The Nominations Committee shall place in nomination the names of more than one (1) person for
196 the elected offices of the Society.
- 197 B. Life and Active members in good standing shall be eligible for nomination. The
198 Nominations Committee shall provide a pertinent biographical sketch, which shall be a
199 part of the ballot.

200 **SECTION 3. BALLOT**

- 201 A. The Nominations Committee's slate and biographical sketches shall be provided to every
202 voting member of the Society.
- 203 B. The list of nominees shall be so designed as to be a secret ballot with provisions for write-in votes for
204 each office except in cases of run-off elections. Ballots, to be acceptable, must be received at the designated
205 place and by the designated time. The deadline date and time shall be clearly indicated on the ballot.

206 C. Officers to be elected must receive a majority of all votes cast for each office with the exception of the
207 three (3) Regional Representatives, where the individual receiving the highest vote total for their respective
208 region, are elected.

209 D. A run-off election will be conducted for any office in which a candidate did not receive a majority of the
210 votes cast. The run-off Ballot will list the names of the two (2) candidates receiving the highest number of
211 votes cast; no write-in votes will be accepted on this Ballot. In the event of a tie between more than two (2)
212 candidates a decision will be made by the drawing of two (2) of those names by the President.

213 E. Membership rolls for voting shall be closed at the end of the month preceding the distribution of the
214 Ballot. Run-off Ballots are a continuation of the original election and the same roll for the distribution of
215 the Ballots will be used.

216 **SECTION 4. ELECTION COMMITTEE**

217 The Nominations Committee Chair shall appoint an impartial Election Committee, which shall check the
218 eligibility of each ballot and tally the votes. The results of the ballot shall be announced.

219 **ARTICLE VIII MEDICAL ADVISOR**

220 **SECTION 1. NUMBER OF ADVISORS**

221 There shall be at least one (1) Medical Advisor, who shall conform to the association's By-Laws concerning
222 chartered affiliates' Medical Advisors.

223 **SECTION 2. FUNCTION AND POWER**

224 A. The Medical Advisor(s) shall have only such powers as are granted to them by the Board of Directors of
225 the Society.

226 B. The Board of Directors of the Society should consult with the Medical Advisor(s) regarding matters of
227 medical policy and ethics.

228 **ARTICLE IX. SOCIETY MEETINGS**

229 **SECTION 1. BUSINESS MEETINGS AND SEMINARS**

230 A. At least one (1) educational seminar and business meeting of the Society shall be held each year.

231 B. Additional meetings may be held as deemed necessary by the Board of Directors.

232 C. A majority of the Active Members of the Society present at a duly called business
233 meeting shall constitute a quorum.

234

SECTION 2. ANNUAL MEETING

235

A. The date and place of the Annual meeting and additional meetings shall be decided by the Board of Directors. In the event of an emergency, the Board of Directors may cancel the scheduled meeting, set a new date and a place if feasible, or conduct the business of the Society by mail provided that the material is sent to the voting membership.

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B. The Annual Meeting shall be for the purpose of receiving reports of officers and committees.

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C. Not less than 30-days prior to the Society's Annual Meeting, notice of time and place of the Annual Meeting shall be made to all members of the Society.

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242

ARTICLE X. COMMITTEES

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SECTION 1. STANDING COMMITTEES

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The members of the following Standing Committees shall be appointed by the President and subject to ratification by the Board of Directors. Each committee shall have no fewer than three (3) members.

245

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Membership and Public Relations

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Subcommittees: Scholarship and Polysomnography

248

Financial

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Subcommittee: Long Range Planning

250

Bylaws

251

Subcommittee: Judicial

252

Program and Education

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Subcommittees: Continuing Education, Specialty Committees, Student Activity Committee

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Nominations

255

Subcommittee: Elections

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Publications

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Subcommittees: Advertising and Website

258

Legislative

259

Committee charges in addition to those specified in the bylaws will be issued annually by the President.

260

SECTION 2. SPECIAL COMMITTEES AND OTHER APPOINTMENTS

261

Special committees and other appointments shall be at the discretion of the President.

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SECTION 3. DUTIES OF COMMITTEE CHAIRMEN

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A. The Chair of each committee shall confer promptly with the members to consider committee charges. When possible, the Chair of the previous year shall serve as a member of the new committee.

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265

- 266 B. All committee reports must be made in writing and submitted to the President and Secretary of
267 the Society at least ten (10) days prior to the meeting at which time the report is to be read.
- 268 C. Non-members or physician members may be appointed as consultants to committees.
- 269 D. Each committee Chair requiring operating expenses shall submit a request for funding to the
270 Treasurer.

271 **SECTION 4. VACANCIES**

272 In the event of vacancies occurring of any committee chair, the President shall make appointments to fill
273 such vacancies.

274 **ARTICLE XI. COMMITTEE STRUCTURE**

275 **SECTION 1. MEMBERSHIP AND PUBLIC RELATIONS COMMITTEE**

- 276 A. This Committee shall consist of a Chair, one (1) member of the Board of Directors and
277 additional geographical appointments.
- 278 B. This Committee shall utilize public relations and other methods to increase the
279 membership of the Society and the Associations
- 280 C. This Committee shall also act to promote, to the general public, awareness of the
281 Respiratory Care Profession in the state. The Committee shall also act to foster a positive
282 image of the GSRC among Respiratory Care Practitioners in the State.

283 **SECTION 2. FINANCIAL COMMITTEE**

- 284 A. This Committee shall consist of a Chair and at least two (2) members of the Board of Directors, and
285 other members as deemed appropriate. They shall review and audit the financial records of the Society
286 at least annually and report to the membership. The financial committee is responsible for preparing
287 financial reports to the Association.
- 288 B. Subcommittee under this committee include Long Range Planning
- 289 1. Long Range Planning Subcommittee: This Committee shall consist of a Chair who shall be the Society
290 President-Elect, and at least two (2) Active Members. This Committee shall make recommendations for
291 future Society development.

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293 **SECTION 3. BY-LAWS COMMITTEE**

- 294 A. This Committee shall consist of three (3) members appointed by the Chair of the Bylaws
295 Committee. The President-Elect shall serve as Chairperson.
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- 297 B. This Committee shall receive and prepare all amendments to the By-Laws for submission to the
298 Board of Directors. The Committee may also initiate such amendments for submission to the
299 Board of Directors.
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- 301
- 302 C. The Judicial Committee is subcommittee of the Bylaws committee

- 303 1. The Judicial Committee shall consist of three (3) members appointed by the Chair of the
304 Bylaws Committee.
305 2. This Committee shall review formal written complaints against any individual Society
306 member charged with any violation of the Society By-Laws or otherwise with any
307 conduct deemed detrimental to the Society or the Association. Complaints or inquiries
308 may be referred to this Committee by the Judicial Committee of the Association.
309 3. If the Committee determines that a complaint justifies an investigation, a written copy of
310 the charges shall be prepared for the Board of Directors.

311 **SECTION 4. PROGRAM AND EDUCATION COMMITTEE**

- 312 A. This Committee shall consist of a Chair and at least four (4) members. This Committee is to
313 provide planning and/or support for all program and education activities
314 B. Members of any GSRC Clinical Specialty Committees are to be represented on the Program
315 and Education Committee.

316 **SECTION 5. NOMINATIONS COMMITTEE**

- 317 A. This Committee shall perform in accordance with article VII, Sections 1 and 2 of these By-
318 Laws.
319 B The Subcommittee will be the Elections committee
320 1. This Committee shall consist of a Chair, and at least two (2) members.
321 2. The Committee shall prepare, mail, receive, verify, count and certify all ballots.

322 **SECTION 6. PUBLICATIONS COMMITTEE**

- 323 A. This Committee shall consist of a chair and at least two (2) members.
324 B. This committee shall edit and publish a periodic newsletter or other medium to inform the
325 members of the Society's activities.
326 C. Advertising and Website

327 **SECTION 7. LEGISLATIVE COMMITTEE**

- 328 A. This committee shall consist of a chair and at least one (1) member
329 B. This committee shall review and report state and federal activity that may affect respiratory care
330 practitioners or the profession.

331 **ARTICLE XII. FISCAL YEAR**

332 The Fiscal Year of the Society shall be from January 1 through December 31.

333 **ARTICLE XIII. DUES**
334 **SECTION 1. AMOUNT**

335 Annual Society dues and other fees shall be determined by the Board of Directors.

336 **SECTION 2. PAYMENT**

337 Each member of the Society shall pay dues in such amounts and in such manner as may be established
338 annually by the Board of Directors.

339

ARTICLE XIV. ETHICS

340 If the conduct of any Society member shall appear, by report of the Society or Association's Judicial
341 Committee, to be in willful violation of the Bylaws, the standing rules of the Society or the Association, or
342 be prejudicial to the Society's interests as defined in the Society's Code of Ethics, the Board of Directors
343 may, by two-thirds (2/3) vote of its entire membership, suspend or expel such a member. A motion to
344 reconsider the suspension or expulsion of a member may be made at the next regular meeting of the Board
345 of Directors. All such suspension or expulsion actions shall be reported immediately to the Association's
346 Judicial Committee. The Society shall recognize the Code of Ethics of the Association as its own.

347

ARTICLE XV. AMENDMENTS

348 These bylaws may be amended by two-thirds (2/3) majority of the board of directors and a majority of the
349 district representatives, provided that the amendment has been approved by the AARC Board of directors.
350 Once approved by the AARC, the membership is to be notified at least thirty (30) days prior to the vote by
351 the GSRC Board and district representatives. (See article IV, Section 4 for the role of district
352 representatives in the amendment process)

353

ARTICLE XVI. PARLIAMENTARY PROCEDURE

354 Questions of Parliamentary procedure shall be settled according to Robert's Rules of Order, Newly
355 Revised, whenever they are not in conflict with bylaws of the Society or of the Association.

356

ARTICLE XVII. SOCIETY PROPERTY

357 All documentation, Committee reports, correspondence, historical documents, tape recordings of business
358 meetings and other valuable records used to conduct the Society's business shall be the sole property of this
359 Society.

360

ARTICLE XVIII. ADOPTION

361 With the adoption of these bylaws dated 7/01/20, all previous enactment of Constitutions and bylaws of the
362 Society are herein repealed.

363