Appendix E

Bylaws-Updated 2020

Article I - Name & Affiliation

Section A - Name

This organization shall be known as the Illinois Society for Respiratory Care, herein referred to as the Society.

Section B – Affiliation

The Society shall be a chartered affiliate of the American Association for Respiratory Care, herein after referred to as the Association, and shall abide by the rules and regulations of the Association as promulgated from time to time.
Article II - Object

Section A - Purpose

To encourage, develop and provide educational programs for those persons interested in the field of Respiratory Care.

To advance the Science, technology, ethics and art of Respiratory Care through appropriate institutes, meetings, lectures, preparation and distribution of a newsletter, and any additional materials and procedures deemed suitable for this purpose.

To facilitate cooperation between Respiratory Care personnel and the medical profession, allied health professions, hospitals, service companies, industry and other agencies within the state interested in Respiratory Care; except that the Society shall not commit any act that shall constitute unauthorized practice of medicine under the laws of the State of Illinois.

To educate the general public in pulmonary health promotion and disease prevention.

To insure strict adherence to the principles of the code of ethics of the Association

Section B - Intent

No part of the net earnings 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, other than those usually and customarily performed by similar organizations.

The Board of Directors may provide for the distribution of funds, income and property of the Society to charitable, educational, scientific or religious corporations, organizations, community chests, foundations or other kindred institutions maintained and created for one or more of the foregoing purposes if at the time of distribution the payee or distributes are exempt from income taxation under the provisions of section 501, 2055 and 2522 of the Internal Revenue Code, or any later sections of the Internal Revenue Code which amend or supersede the said sections.

In the event of dissolution of the Society, whether voluntary or involuntary, all its remaining assets shall be distributed as specified in subsection 2 above, as authorized by the Board of Directors of the Society.

The Society shall not commit any act, which shall constitute unauthorized practice of medicine under the laws of the State of Illinois.
Article III - Boundaries

Section A - Society Boundaries

The area of Chapter I is the area included within the boundaries of the counties of Henderson, Knox, Marshall, Mercer, Peoria, Rock Island, Stark, Tazewell, Warren, Woodford, La Salle, Putnam, Grundy, and Fulton.

The area of Chapter II is the area included within the boundaries of the counties of Cook, DuPage, and Will.

The area of Chapter III is the area included within the boundaries of the counties of Champaign, Clark, Coles, Cumberland, DeWitt, Douglas, Edgar, Ford, Iroquois, Livingston, Macon, McLean, Moultrie, Piatt, Shelby, Kankakee, and Vermillion.

The area for Chapter IV is the area included within the boundaries of the counties of Alexander, Clay, Crawford, Effingham, Edwards, Fayette, Franklin, Gallatin, Hamilton, Hardin, Jackson, Jaspar, Jefferson, Johnson, Lawrence, Marion, Massac, Perry, Pope, Pulaski, Richland, Saline, Union, Wabash, Wayne, White, Alexander, Madison, Bond, Clinton, St. Clair, Washington, Monroe, Randolph, and Williamson.

The area of Chapter V is the area included within the boundaries of the counties of Adams, Brown, Cass, Christian, Calhoun, Greene, Jersey, Macoupin, Montgomery, Hancock, Logan, Mason, McDonough, Menard, Morgan, Pike, Sangamon, Schuyler and Scott.

The area of Chapter VI is the area included within the boundaries of the counties of Boone, Bureau, Carroll, DeKalb, Henry, JoDavies, Lee, Ogle, Putnam, Stephenson, Whiteside, Winnebago, McHenry, Kane, and Kendall.
Article IV – Membership

Section A - Classes

Three Association membership classes shall be recognized by the Society and shall include: Active, Associate and Special Membership. The criteria for each of these classes shall comply with the Association's current membership definitions.

The Society shall have five (5) classes of membership: Active, Associate, Special, Corporate and Institutional. These members will have all the rights and privileges of the Society except that only Active members of the Association shall be entitled to hold office or vote.

Corporate membership shall be open to any organization that is in business to make a profit.

Institutional membership shall be open to any organization that is not for profit or non-profit.

Section B - Eligibility

Active, Associate and Special Members. Each applicant for membership shall meet all of the qualifications of the class of membership for which s/he applies. Providing all qualifications are met and Association or Society dues paid, the equivalent membership classification shall be granted in the Society as has been granted by the Association.

Corporate and Institutional. Each applicant for membership shall meet all of the qualifications of the class of membership for which s/he applies. Providing all qualifications are met and Society dues paid, membership will be granted in the Society only.

Section C - Application for Membership

Application for membership in the Society shall follow the procedure specified by the Board of Directors.
Article V - Officers and Representatives

Section A - Officers

The Officers of the Society shall be a President; a President-Elect who automatically succeeds to the Presidency when the President's term ends; a Vice President; a Secretary; a Treasurer and an Immediate Past President.

Section B - Chapter Representation

Each chapter shall be represented on the Board of Directors by the Chapter Chairperson and by one additional member regardless of the number of chapter constituents.

Each chapter shall be represented on the Executive Committee by the Chairperson of that chapter.

The Board of Director Membership will consist of one (1) Chapter chairperson plus one (1) additional member of each of the six (6) chapters and the Society officers (President, President-Elect, Vice President, Secretary, Treasurer, Immediate Past President) and the Society Delegate and alternate Delegate (no more than 20 members).

Section C - Term of Office

The term of office for President shall be for a period of two (2) years and no individual shall succeed him/herself in office.

The term office for President-Elect shall be for a period of one (1) year immediately preceding succeeding to the office of President, and no individual shall succeed him/herself in office.

The term of office for Immediate Past President shall be for a period of one (1) year immediately following the term in the office of President.

The term of office for the Vice-President shall be for a period of two (2) years.

The term of office for Secretary and Treasurer shall be for a period of two (2) years.

The term of office for Chapter Chairpersons shall be for a period of two (2) years.

The term of office for members of the Board of Directors shall be for a period of two (2) years with the exception of the Offices of President-Elect and Immediate Past President. There shall be no limit to the consecutive terms that may be served as a member of the Board of Directors.
Section D - Multiple Offices

No officer or delegate shall hold more than one (1) Society office simultaneously.

Section E - Vacancies in Office

In the event of a vacancy in the office of President, the President-Elect shall become Acting President to serve the unexpired portion of the President's term, and shall serve his/her own, the successive term, as President.

In the event of a vacancy of President-Elect, the Vice-President shall assume the duties, but not the office, as well as his own until the next meeting of the Board of Directors, at which time the Board shall fill the vacancy by appointment.

In the event of a vacancy in the office of Vice-President, Secretary or Treasurer, the Board of Directors shall, at their next meeting, appoint a qualified member to fulfill the remainder of the unexpired term.

In the event of a vacancy in the office of Chapter Chairperson, a committee consisting of the members of the Board of Directors of that chapter shall appoint an Acting Chairperson from the active membership of that chapter for the remainder of the unexpired term, subject to an approving vote of the active members of the AARC within the chapter at their next regular meeting.

In the event of a vacancy in the office of Chapter Representative, The Chapter Chairperson shall appoint a qualified member to serve the remainder of the unexpired term, subject to an approving vote of the of Directors in the previous election shall have the first consideration in appointment.
Section F - Duties of the Officers of the Society

President
The President shall be the chief executive officer of the Society. S/he shall preside at the annual business meeting and all meetings of the Board of Directors; prepare an agenda for the annual business meeting and submit it to the membership not fewer than thirty (30) days prior to such a meeting in accordance with Article VIII, Section C of the Bylaws; be an ex officio member of all committees except the Elections and Nominations Committee; present to the Board of Directors and membership an annual report.

President-Elect
The President-Elect shall become Acting 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 Board of Directors.

Vice-President
The Vice-President shall assume the duties of the President-Elect in the event of the President-Elect's absence, resignation or disability. The Vice-President shall act as a liaison between committees as well as the general membership and the public, and carry out such other duties as shall be assigned by the President or the Board of Directors.

Treasurer
The Treasurer shall have charge of all funds and securities of the Society; endorsing and depositing all checks, notes and monies to the accounts of the Society, and shall disburse Society funds under direction of the Board of Directors in accordance with the approved budget. At the expense of the Society, s/he shall be bonded in an amount to be determined by the Board of Directors.

Secretary
The Secretary shall have charge of keeping the minutes of the Board of Directors and annual business meetings; executing the general correspondence of the Society and maintaining the Standing Rules; performing such other duties as from time to time may be assigned by the President or the Board of Directors.

Immediate Past President
The Immediate Past President shall become Acting President in the event of the President and Vice-President's absence, resignation or disability. S/he shall advise and consult with the President, serve as a member of the Bylaws Committee, serve as a liaison to the Board of Medical Advisors, and perform such duties as shall be assigned by the Board of Directors.
**Article VI - Nominations and Elections**

**Section A - Nominations Committee**

The President shall appoint a Nominations Committee each odd numbered year at the first quarter meeting. The Chairperson of this committee shall report the slate of nominees to the Board of Directors at the second quarter meeting of that year.

**Section B - Nominations**

The Nominations Committee must place in nomination the name of at least one (1) person for the offices of President-Elect, Vice-President, Treasurer, Secretary and the Association's Alternate Delegate, and at least two (2) persons for the office of Medical Advisor. Additional nominations may be made from the floor of the Board of Directors.

Only active members of the Association in good standing and who are licensed by the Illinois Department of Financial and Professional Regulation (hereafter referred to as IDFPR) and are a current Board member or have served as a Board member within the last year shall be eligible for nomination.

On written petition of ten (10) or more voting members or five (5) percent of the voting membership (whichever is the greater number) filed with the President prior to the second quarter meeting, any other member or members may be nominated. If a nominating petition is so filed, said nomination shall be placed on the ballot.

**Section C - Ballot**

The Nomination Committee's slate shall be communicated to every active member in good standing and eligible to vote.

The vote shall be by secret ballot. The deadline date shall be clearly indicated on the ballot.

Active membership, good standing, and eligibility to vote shall be determined by the most current membership list obtainable from the Association.

**Section D - Elections Committee**

The President shall appoint an impartial Elections Committee, which shall check the eligibility of each ballot and tally the votes.
Article VII - Governance

Section A - Structure
The governance of this Society shall be vested in the Board of Directors

Section B - Board of Directors Composition and Powers
The Board of Directors shall consist of the President, President-Elect or Immediate Past President, Vice-President, Treasurer, and Secretary, the Society's Delegate to the Association, Chapter Chairpersons and the duly elected Representatives from each chapter.

The Executive Committee of the Board of Directors shall consist of the officers of the Society, Chapter Chairpersons and the Society's Delegate to the Association as voting members.

The President shall be the Chairperson and presiding officer of the Board of Directors and the Executive Committee. S/he shall invite in writing such individuals to the meeting of the Board as s/he shall deem necessary, which shall have the privilege of voice but not of vote.

The Board of Directors shall have the power to declare an office vacant by a two-thirds (2/3) vote, upon refusal or neglect of any member of the Board to perform the duties of office, or for any conduct deemed prejudicial to the Society. Written notice shall be given to the member that the office has been declared vacant.

Duties
The Board of Directors shall supervise all the business activities of the Society within the limitations of these Bylaws.

The Board of Directors shall adapt and rescind Standing Rules of the Society.

The Executive Committee shall have the power to act for the Board of Directors between meetings of the Board and such activities shall be in concert with the goals of the Society and subject to ratification by the Board at its next meeting.

Vacancies
Any vacancy that occurs on the Board of Directors shall be filled as specified in Article V Section E of these Bylaws.
Meetings

The Board of Directors shall meet immediately preceding and immediately following the annual business meeting of the Society and shall hold not fewer than two (2) regular and separate meetings during the course of the year.

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 ten (10) members of the Board of Directors filed with the President and Secretary.

A majority of the Board of Directors shall constitute a quorum.

Special Election

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. The questions thus presented shall be determined according to a majority of the valid votes returned within thirty (30) days after the date of such submission, except in the case of an amendment to 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 amendment to the Bylaws of this Society shall be presented to the membership at least sixty (60) days prior to a vote, as provided in Article XVIII Section A of these Bylaws.

Article VIII - Meeting

Section A - Date & Place

The Society shall hold an annual business meeting each calendar year. Additional meetings may be held as required to fulfill the objectives of the Society.

Section B - Purpose

The annual business 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.

Additional business meetings shall be for the purpose of receiving reports and other business brought by the President.

Section C - 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 ninety (90) days prior to the meeting. An
agenda for the annual business meeting shall be sent to all members not fewer than thirty (30) days prior to the annual business meeting.

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

Section E – Attendance
All meetings called to conduct official business will be open to the membership-at-large.

Article IX – Society Delegates to the Association’s House of Delegates

Section A – Election
The Society shall elect an Alternate Delegate to the Association’s House of Delegates in accordance with the Association’s Bylaws in each even number year.

The candidates for election to this office may not be from the same chapter as the then incumbent Alternate Delegate.

Section B – Duties
The duties of the Delegates shall be as specified in the Bylaws of the Association.

Section C – Term of Office
The candidate elected to the office of Alternate Delegate shall serve for a term of four (4) years, the first two (2) of which will be served as Alternate Delegate, and the remaining two (2) years as Delegate.

Section D – Succession
No person may serve more than two successive terms in the House of Delegates.

Section F – Vacancies in Office
In the event of a vacancy in the office of Delegate, the Alternate Delegate shall become Delegate to serve the unexpired portion of the Delegate’s term, and shall then serve his/her own, the successive term, as Delegate.

In the event of a vacancy in the office of Alternate Delegate, an election shall be held to fill the vacancy. Candidates for this election may not be from the same chapter as the then incumbent Delegate.
Article X - Committees

Section A - Standing Committees

The chairpersons and the President, subject to an approving vote of the Board of Directors, shall appoint members of the following standing committees to serve for a term of one (1) year except as specified in Article XI Section A subsection 3 of these Bylaws.

- Budget and Audit
- Bylaws
- Chapter Chairpersons
- Education
- Elections
- Legislative
- Membership
- Nominations
- Program
- Public Relations
- Publications
- Strategic Planning
- Student

Section B - Special Committees and Other Appointments

Special committees or personnel may be appointed by the President as the business of the Society requires, subject to an approving vote of the Board of Directors.

Section C - Removal of a Committee Chairperson

Involuntary removal of a committee chairperson requires a two-thirds (2/3) approving vote of the Board of Directors.
Article XI - Duties of Committees

Section A - Duties and Composition of Committees

Budget and Audit Committee

This committee shall be composed exclusively of members of the Board of Directors.

This committee shall submit a proposed annual budget to the Board of Directors at the second quarter meeting of that body. The Board's approved budget, with revisions, shall then be presented in writing to the general membership.

This committee shall verify that the Society's officers and committee chairpersons not exceed the budget in any category without the consent of the Budget and Audit Committee and an approving vote of two-thirds (2/3) of the Board of Directors.

Bylaws Committee

This committee shall consist of a Chairperson and at least four (4) additional members from the Board of Directors.

This committee shall receive proposed amendments to these Bylaws from members of the Board of Directors and shall edit such amendments prior to their submission to the Board of Directors.

This committee will provide to the Board of Directors interpretation and recommendations on Bylaws questions.

Chapter Chairpersons' Committee

This committee shall be composed of all incumbent Chapter Chairpersons of the Society.

The Chairperson of this committee will be elected from the membership of the committee.

Education Committee

This committee shall consist of a Chairperson and not less than four (4) additional members.

This committee shall assist in designing and planning the educational activities for the Society and the Chapters.

Elections Committee

This committee shall consist of a Chairperson and not less than four (4) additional members. Candidates listed on the Election Committee's ballot may not be members of this committee.

This committee shall prepare, distribute, receive, verify and count ballots for all elections or actions requiring a general membership vote for approval.
Legislative Committee
This committee shall consist of a Chairperson and at least six (6) members.
This committee shall review proposed legislature that impacts the field of respiratory care.
This committee shall provide the Board of Directors with interpretation and recommendations on legislative activity.

Membership Committee
This committee shall consist of a Chairperson and at least six (6) members.
This committee is responsible for membership services and recruitment.

Nominations Committee
This committee shall consist of at least one (1) member from each chapter.
This committee shall prepare for review by the Board of Directors a slate of candidates. It will be the responsibility of this committee to place at least one (1) name per office on the ballot.

Program Committee
This committee shall consist of a Chairperson and not less than six (6) additional members.
This committee shall be responsible for the planning and implementation of the Society's annual convention.

Public Relations Committee
This committee shall consist of a Chairperson and at least four (4) additional members.
This committee shall maintain such liaison 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 preparation of exhibits, programs and other items to bring the message of Respiratory Care and the Association to the medical, nursing and hospital groups, as well as educational facilities where use of such material can be expected to recruit new people to the field of Respiratory Care.
This committee shall concern itself with the execution of a Society newsletter and all other publications of the Society with the public, hospitals and other organizations through dissemination of information concerning Respiratory Care.

Strategic Planning Committee
This committee shall consist of a Chairperson and at least three (3) members.
This committee will formulate five-year strategic plans for the Society, to be submitted annually.

Student Committee
This committee shall ideally consist of one (1) primary and one (1) alternate representative from each Respiratory Care educational program in the State and an active member of the Society who will function as a liaison to the Board of Directors.
The purpose of the committee is to actively integrate students into the Society's systems and committees in order to establish knowledge of the Society and express concerns of the student population.
Article XII - Chapter Organization

Section A - Boundaries of Chapters

The boundaries of each chapter shall be prescribed by the Board of Directors. (Refer to Article III, Section A.)

Section B - Organization

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

Section C - Officers and Chapter Representation

Each chapter shall be represented on the Board of Directors by the Chapter Chairperson and by one additional member regardless of the number of chapter constituents.

Membership in a chapter shall be determined by the member's mailing address.

The membership rolls as of March of each year shall determine the appointment of the Board of Directors.

Only active members of the Association in good standing within a chapter and may be nominated and elected by members of the chapter to represent them on the Board of Directors. Practicing members must be licensed by the IDFPR. Non-practicing members may have inactive or non-renewed status with the IDFPR.

An active member may opt to transfer his chapter affiliation to a chapter other than the one that has been designated by his/her mailing address.

An active member who wishes to transfer chapter affiliation must make a written declaration to the Society's Membership Committee in January of each year.

The member's letter of declaration must contain:

- The chapter s/he is currently assigned through his/her mailing address
- The chapter to which s/he wants to transfer

The Membership Committee will confirm in writing the new chapter affiliation to the member, the chairperson of the old chapter and the chairperson of the new chapter.

Transfer of chapter affiliations must be renewed in January of each year.

Transfer members will have all rights and privileges of a regular chapter member.
The chapters' representatives to the Board of Directors shall be elected no less than thirty (30) days prior to the annual business meeting and shall take office at the first quarter meeting.

Vacancies shall be filled by appointment of the chapter chairperson subject to an approving vote by the chapter's active membership at their next regular meeting. Individuals nominated but not elected to the Board of Directors in the previous election shall have first consideration in appointment.

Chapter representatives to the Board of Directors will serve a term of two (2) years and may succeed themselves indefinitely.

A seat may be declared vacant by a simple majority of the chapter membership present at any regular business meeting.

If a member's mailing address is outside of Illinois, the member should select the chapter to which s/he wishes to belong. If no selection is made, the chapter affiliation will be selected by the membership committee, using a procedure approved by the Board of Directors.

Each chapter will be represented on the Executive Committee of the Board of Directors by one (1) chapter chairperson.

Only the active members of the Association in good standing within the chapter may be nominated and elected by the members of the chapter to the office of Chapter Chairperson. Practicing members must be licensed by the IDFPR. Non-practicing members may have inactive or non-renewed status with the IDFPR.

The Chapter Chairperson shall be elected no less than thirty (30) days prior to the annual business meeting.

A committee of the Chapter Representatives will appoint a Chapter Chairperson in the event of a vacancy, subject to an approving vote by the chapter membership at their next regular business meeting.

The Chapter Chairperson will serve a term of two (2) years and may succeed him/her indefinitely.

The office may be declared vacant by a simple majority of the active members of the Association within the chapter at a regular business meeting.
Section D – Activities
Each chapter organization shall be encouraged to expand the membership of the chapter and to develop educational activities and such other activities as is consistent with the Articles of Incorporation and these Bylaws.

Section E - Chapter Admission Requirements
A chapter will be bounded by county lines.
There will be six chapters within the state.

Chapters must have a minimum of fifty (50) active members from one (1) or more adjacent counties; a new chapter of the Society may be organized by written petition of no less than fifty (50) active members in a given geographical area.

The petition will then be presented to the Board of Directors for review and shall consist of a list of memberships, officers, minutes of the organizational meeting, chapter Standing Rules and geographical locations (by counties).

Approval of the petition will be granted by a two-thirds (2/3) vote of the assembled Board of Directors.

Section F - Correspondence
A copy of the minutes of the governing body and business meetings of the chapter shall be sent to the Society's office.

The names and addresses of chapter officers shall be sent to the Society's office.
Article XIII - Board of Medical Advisors (BOMA)

Section A – Composition

The Society shall have four (4) Medical Advisors. Candidates for Medical Advisor must be physicians who have an identifiable role in clinical, organizational, educational or investigational Respiratory Care.

Section B - Term of Office

Each member shall serve for a term of four (4) years, two members to be elected each even numbered year by active members of the Association within the Society. The term of office shall commence immediately following the annual business meeting of the Society.

Section C - Duties

The Board of Directors and all committees shall consult the BOMA in regard to all matters of medical policy. The BOMA shall assist the appropriate committees or chapters regarding educational programs and publications. The Chairperson of the BOMA or his/her delegate shall attend all regular meetings of the Board of Directors and shall have privilege of voice but not vote.

The Chairperson of the Society’s BOMA shall submit in writing the names of all its members to the Association’s BOMA for approval.

The Chairperson or his/her delegate shall report all activities to the Board of Directors of the Society at its regular meetings.

Charges to the BOMA shall be made from the Board of Directors of the Society.

The BOMA shall elect their own officers and be responsible for such organizational policies as they may otherwise require.

Funds that may be required for the BOMA activities should be budgeted within the Executive Committee's budget request.

Section D - Vacancies

Any vacancy that occurs on the BOMA shall be filled by appointment of the President of the Society and ratified by the Board of Directors at their next regularly scheduled meeting.

The appointed member will fulfill the remainder of the unexpired term.
The term of office of a Medical Advisor may be terminated at any time by a two-thirds (2/3) vote of the Board of Directors. Notification of this action shall be submitted to the Medical Advisor and the Chairperson of the Society's BOMA.

Section E – Meetings

An annual meeting of the BOMA shall be held at the time and place of the annual business meeting of the Society, and other meetings shall be held at such times and places as shall be determined by the BOMA.
Article XIV - Fiscal Policy
Section A - Fiscal Year
The fiscal year of the Society shall be from January 1st through December 31st.

Section B - Fiscal Activities
All fiscal activities shall be in accordance with the Society's Standing Rules.

Article XV - Dues and Assessments
Section A - Payment of Dues
Each member of the Society shall pay annual dues in such amounts and in such manner as may be established on an annual basis by the Board of Directors.

Section B - Association Members
Society dues shall be considered paid in full upon payment of the Association's dues.

Section C - Assessments
The Society shall have the right to assess the membership.

Article XVI - Ethics
If the conduct of any Society member shall appear to be in willful violation of the Bylaws or Standing Rules of this Society or prejudicial to this Society's interests as defined in the Association's Code of Ethics, the matter will be referred to the Association's Judicial Committee and/or the Society's Board of Directors as determined by membership designation.

Article XVII - Parliamentary Procedure
Section A - Parliamentarian
The Delegate of the Society will serve as Parliamentarian of the Board of Directors during his/her term.

Section B - Procedure
The rules contained in Robert's Rules of Order (Revised) shall govern whenever they are not in conflict with the Bylaws of the Society or the Association.

Article XVIII - Amendments
Section A Ratification
These Bylaws may be amended at any regular meeting of the Society with provisions for absentee ballot or by vote of the Society by a two-thirds (2/3) majority of those voting, provided the proposed amendment has received an approving vote of two-thirds (2/3) of the assembled Board of Directors and has been presented to the membership in writing not less than sixty (60) days prior to the vote.
Article XIX - Intent

No provisions of the Bylaws of the Illinois Society for Respiratory Care shall be interpreted to conflict with the provisions of the Bylaws of the Association. Notwithstanding provisions of Article XVIII, these Bylaws may be amended by the Board of Directors at any time they are found to be in conflict with the Bylaws of the Association. They may also be amended by the Board when a correction for clarity, conformity or simple name change is deemed necessary by the Board.