

# **Nevada Society for Respiratory Care Bylaws**

Bylaws Adopted

March 2023

## **ARTICLE I – Name**

This organization shall be known as the Nevada Society for Respiratory Care, Inc., herein referred to as the Society, which is incorporated in the state of Nevada; and which is a chartered affiliate of the American Association for Respiratory Care, herein referred to as the AARC. The Society shall abide by the rules and regulations of the AARC as promulgated from time to time.

## **ARTICLE II – Object**

### **Section 1. Purpose – The Society is formed to:**

- a. Encourage, develop, and provide educational programs for those persons interested in respiratory therapy and diagnostics, hereinafter referred to as Respiratory Care.
- b. Advance the science, technology, ethics, and art of respiratory care through institutes, meetings, lectures, publications, and other materials.
- c. Facilitate cooperation and understanding among respiratory care personnel and the medical profession, allied health profession, hospitals, service companies, industry, governmental organizations, and other agencies interested in respiratory care.
- d. Provide education to the general public in pulmonary health promotion and disease prevention.
- e. Represent the respiratory care profession in the event of governmental legislation involving the profession.

### **Section 2. Intent**

- a. No part of the monies of the Society shall inure the benefits of any private member of the individual, nor shall the Society perform particular services for the individual members thereof.
- b. The Board of Directors shall provide for the distribution of the funds, income, and property of the Society.
- c. In the event of the dissolution of this Society, whether voluntary or involuntary, all of its remaining assets shall be distributed in such a manner as the Board of Directors of this Society shall by a majority vote determined to be best calculated to carry out the objectives and purposes for which this Society is formed.
- d. The Society shall not commit any act that shall constitute the unauthorized practice of medicine under the laws of the State of Nevada.

## **ARTICLE III – Membership**

### **Section 1. Classes**

The membership of the Society shall include three classes: Active Member, Associate Member, and Student Member. Members of the Society shall be bound by the Articles of Incorporation, Bylaws, standing rules, code of ethics, and other rules, regulations, and policies adopted from time to time by the Society.

### **Section 2. Active Member**

An Active Member in good standing of the American Association for Respiratory Care as specified in Article III, Section 2 of the AARC Bylaws is eligible to be an active member of the Society, provided the member's place of employment is within the state of Nevada. Active Members in good standing shall be entitled to all the rights and privileges of membership, including the right to hold office, hold committee chairs, and vote.

### **Section 3. Associate Member**

An Associate or Special Member in good standing of the American Association for Respiratory Care, as specified in Article III, Section 3 and 4 of the AARC bylaws, is eligible to be an Associate member of the Society. Associate Members shall have all the rights and privileges of the Society except that they shall not be entitled to hold office, or chair any committees of the Society, or vote.

### **Section 4. Student Member**

Individuals will be classified as Student Members if they meet all the requirements for Associate Membership and are enrolled in an educational program in respiratory care accredited by, or in the process of seeking accreditation from, an AARC-recognized agency.

### **Section 5. Application for Membership**

Application for membership should go to the AARC, accompanied by any applicable dues payments.

### **Section 6. Payment and Dues**

Each member of the Society shall pay annual dues in such amounts and in such manner as may be established by the Board of Directors, and upon the approval of a majority of the voting membership.

### **Section 7. Fiscal Year**

The fiscal year of the Society shall begin on January 1 and end on December 31.

### **Section 8. Ethics**

If the conduct of any member shall appear, by report of the Society or the AARC Judicial Committee, to be in violation of the Bylaws, the standing rules of the Society or the AARC's code of ethics, or other regulations, policies, or procedures adopted by the Society, or shall appear to be prejudicial to the Society's interests, such member may be reprimanded, suspended, expelled, or have their membership status reclassified in accordance with the procedures set forth in the Society's policies and procedures. Any such punitive action shall be reported immediately to the Judicial Committee of the AARC.

## **ARTICLE IV – Nominations and Elections**

### **Section 1. Nominations**

- a. Nominations will be made through the Nominations and Elections Committee, by mail or electronic mail, prior to October 31 of each year.
- b. Only Active members in good standing shall be eligible for nomination. The Nomination and Elections Committee shall provide a pertinent biographical sketch of each nominee's professional activities and services to the organization, all of which shall be part of the ballot.

### **Section 2. Ballot**

- a. If the Society's Board of Directors specifies that the vote shall be by mail or electronic mail, the list of nominees shall be so designed as to be a secret mail ballot with provisions for write-in votes for each office.
- b. The Nominations and Elections Committee's slate, with biographical sketches, shall be mailed or electronically mailed to each Active member in good standing by November 15 each year.

- c. To be accepted, ballots must be postmarked or electronically submitted by the 30<sup>th</sup> of November each year. The return deadline date shall be clearly indicated on the ballot.
- d. Society elections shall be determined by a plurality of votes cast. A tie vote shall be decided by lot.
- e. If, despite every reasonable effort, the Nominations and Elections Committee is unable to solicit any nominee for any position(s), the Board of Directors shall appoint a qualified member to serve the next term.
- f. The results of the election shall be announced via email by December 15<sup>th</sup> of each year.

## **ARTICLE V – Officers**

### **Section 1. Officers**

The officers of the Society shall be President, President-elect (who shall automatically succeed to the Presidency), Immediate Past President, Vice-President, Secretary, and Treasurer.

### **Section 2. Student Representatives**

Each respiratory training program in the state may identify a representative each academic year from their respective school to attend Society meetings. Student representatives shall not be voting members. They may not attend any meeting or portion of any meeting called under Executive Session.

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

- a. The President shall serve a term of two years beginning on January 1 of the odd-numbered year. The President-Elect and Immediate Past President shall serve a term of one year. The President-elect shall serve a term of 1 year beginning on January 1 of the even year, and the Immediate Past President shall serve a term of 1 year beginning on January 1 of the odd year. The Vice President shall serve a term of two years beginning January 1 of the event year. The Treasurer shall serve a term of two years beginning on January 1 of the odd-numbered year. The Secretary shall serve a term of two years beginning January 1 of the even year.
- b. The Secretary and the Vice President are not limited to the number of terms they may serve in that position.
- c. The President-elect shall complete immediate successive terms for the offices of President-elect, President, and Immediate Past President before being eligible to serve a successive term in any elected office.
- d. The President-elect, President and Immediate Past-President are not limited to the number of terms they may serve in the same office.

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

- a. In the event of a vacancy in the office of President, the President-elect shall become the Acting President to serve the unexpired term and shall serve the successive term as President.
- b. In the event of a vacancy in the office of the President-elect, the Vice-President shall assume the duties, and office, of the President-elect. This individual will succeed to the office of President. The office of Vice-President will be filled by appointment as defined in Article IV, Section 3, C, and serve in that position until the next scheduled election for that position.

- c. Any vacancy in the office of Vice-President or Secretary and Treasurer shall be filled by the appointment of a qualified individual by the Board of Directors. Individuals so appointed shall serve until the next scheduled election of their position.
- d. In the event of a vacancy in the office of Immediate Past President, the office shall remain vacant.

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

- a. President – The President shall preside at all regular and special meetings of the Society, as well as the Annual Business Meeting and all meetings of the Board of Directors. The President shall prepare an agenda for each meeting at which they preside and submit it to the membership no fewer than seven (7) days prior to such a meeting; appoint standing and special committees, subject to the approval of the Board of Directors; be an ex-officio member of all committees; and present to the Board of Directors and the membership the annual report of the Society.
- b. President-Elect – The President-elect shall become the Acting President and shall assume the duties of 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.
- c. Vice-President – The Vice-President shall act as the official liaison of the Society in activities involving areas within the state of Nevada. The Vice-President shall perform such duties as shall be assigned by the President and the Board of Directors; assume the duties of the President-elect in the event of the President-elect's absence, resignation, or disability, but will also continue to carry out the duties of the office of Vice-President.
- d. Secretary – The Secretary shall have charge of keeping the minutes of the Board of Directors meetings, the Annual Business Meeting, and all regular and special meetings of the Society. The Secretary shall execute the general correspondence, attest to the signatures of the officers of the Society, send to the Executive Office of the AARC a copy of the minutes of every Society and Board of Directors meeting within thirty (30) calendar days following the meeting; send the Chartered Affiliates Committee, through the Executive Office of the AARC, the names and addresses of the directors, officers, delegates, and medical advisors, within fourteen (14) calendar days following their election.
- e. Treasurer – The Treasurer shall have charge of all funds of the Society; endorsing checks, notes, or other orders for the payment of bills; disbursing the funds in accordance with the approved budget and depositing funds as the Board of Directors may designate; see that full and accurate records of all financial transactions are kept; and prepare and submit in writing, an annual report of the finances of the Society for the Board of Directors and the membership.
- f. Immediate Past President – The Immediate Past President shall advise and consult with the President and shall perform such other duties as shall be assigned by the President or the Board of Directors.

### **ARTICLE VI – Board of Directors**

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

- a. The executive government of the Society shall be vested in a board of eleven (11) active members consisting of the Officers, two (2) delegates, and four (4) Directors-at-large. All officers except the President shall be voting members on the Board.
- b. The President shall be the Chair and Presiding Officer of the Board of Directors. The President shall invite in writing such individuals to the meetings of the Board as deemed necessary, who shall have the privilege of voice but not vote.

- c. A quorum consists of a majority of Board members currently seated. Vacant positions do not count as seated positions. The President is counted as a seated member of the Board even though not a voting member.
- d. The Board of Directors has the power to conduct an electronic mail vote or phone vote via the President of the Board. The results of the electronic mail or phone vote shall be tallied by the President and ratified by the Board.
- e. The Society shall hold an annual business meeting each fiscal year.
- f. The Board of Directors shall have the power to declare an office vacant by a two-thirds (2/3) vote, upon refusal, neglect, or inability 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.

#### **Section 2. Term of Office**

- a. Two (2) Directors-at-large shall be elected each year. The term of office for Directors-at-large shall be two years and shall begin on January 1<sup>st</sup> following the year elected.
- b. Directors-at-large, having served a full two-year term, may succeed themselves in that office.

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

- a. Supervise all the business and activities of the Society within the limitations of these Bylaws and in accordance with the Bylaws of the AARC.
- b. Notify the Medical Advisor(s) of all such meetings and actions as deemed pertinent.
- c. Perform such other duties as may be necessary or appropriate for the management of the Society.

#### **Section 4. Vacancies**

- a. Any vacancy that occurs in the office of Director-at-large shall be filled by appointment of the Board of Directors.
- b. An appointed Director-at-large shall serve until the next scheduled election of that position.

#### **Section 5. Mail Vote / Electronic Mail Vote**

Whenever, in the judgment of the Board of Directors, it is necessary to present any business to the membership prior to the next regular or annual meeting, the Board of Directors shall, unless otherwise required by the Bylaws or by the Bylaws of the AARC, conduct a vote of the membership by mail or electronic mail. Such votes shall require approval of a majority of the valid votes received within thirty (30) calendar days after the date of such submission to the membership. The result of the vote shall control the action of the Society.

### **ARTICLE VII – Society Delegation of the House of Delegates**

#### **Section 1. Composition**

- a. The Delegation of the Society shall be composed of two (2) delegates.
- b. The Delegation of the Society shall be elected by active members.
- c. Only Active Members in good standing of the AARC who are not on the Board of Directors of the AARC shall be eligible for the Delegation.
- d. The Society shall have the power to declare the office of Delegate vacant upon refusal, neglect, or inability of the Delegate to perform the duties of the office, or for any conduct deemed prejudicial to the Society or the AARC.

## **Section 2. Term of Office**

- a. The term of office for Delegates shall be four years and shall begin on January 1 on odd-numbered years. Delegates shall be elected on alternating even-numbered years.
- b. Delegates, having served a full four-year term, may succeed themselves in that office.

## **Section 3. Duties**

- a. The duties of the delegates shall be as specified in Article VII, Section 3, c, of the AARC Bylaws.

## **ARTICLE VIII – Committees**

### **Section 1. Formation**

All committees shall be appointed by the President subject to the approval of the Board of Directors, except as otherwise specified in these Bylaws.

### **Section 2. Composition and Duties**

- a. Budget and Audit Committee
  - i. The committee shall be composed of the Executive Committee.
  - ii. The committee shall propose an annual budget for approval by the Board of Directors.
  - iii. The President shall serve as a Chair of the Committee.
- b. Nominations and Elections Committee
  - i. The committee shall be chaired by the President and consist of no fewer than three active (3) members of the Society.
  - ii. The committee shall prepare for approval of the Board of Directors, a slate of nominees for officers and directors for the annual election. This shall be accomplished with critical appraisal of personal qualifications and geographic representation (as applicable) of potential candidates to ensure that the nominations are in the best interest of the Society and the AARC.
  - iii. The committee shall prepare, distribute, receive, verify, and tally all the ballots.
- c. Program and Education Committee
  - i. The committee shall consist of no fewer than three active (3) members and be so constructed as to provide experienced members for program and education planning.
  - ii. The Medical Advisor(s) or their designee(s) will be consultant member(s) of this committee.
  - iii. The committee shall prepare the program for the Annual Meeting and all other programs, as directed by the President.
- d. Bylaws
  - i. The committee shall consist of the Immediate Past President and a minimum of two (2) additional active members of the Society.
  - ii. The committee shall receive and prepare all proposed amendments to the Bylaws for submission to the Board of Directors.
- e. Executive Committee
  - i. The Executive Committee of the Board of Directors shall consist of the President, President-elect, Immediate President, Vice President, Secretary, and Treasurer.

### **Section 3. Committee Chair's Duties**

- a. The President shall appoint the Chair of each committee. The Chair shall perform those duties specified by the President and the Board of Directors to carry out the objectives of the Society.
- b. The Chair of each committee shall confer promptly with the members of the committee on work assignments.
- c. Members of any membership class may be appointed as consultants to committees.
- d. Individuals who are non-members may be used as consultants with the approval of the Board of Directors.

### **Section 4. Special Committees and Other Appointments**

- a. Special committees may be appointed by the President subject to the approval of the Board of Directors.
- b. Representatives of the Society to such external organizations as may be required shall be appointed by the President, with the approval of the Board of Directors.

### **Section 5. Vacancies on Committees**

- a. In the event of vacancies occurring on any committee, the President may appoint members to fill such vacancies, subject to the approval of the Board of Directors.

## **ARTICLE IX – Medical Advisor**

### **Section 1. Requirement**

The Society shall have at least one (1) Medical Advisor to be appointed by the Board of Directors.

### **Section 2. Duties**

The Medical Advisor shall:

- a. Be a member in good standing of the AARC and be approved by its Board of Medical Advisors.
- b. Act as a consultant to the Program and Education Committee (or appoint a designee).
- c. Provide a minimum of one (1) hour educational presentation at least once per year.

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

- a. The term of office of the Medical Advisor shall be two (2) years.
- b. The term of this office may be terminated at any time by a two-thirds (2/3) vote of the Board of Directors.

## **ARTICLE X – Parliamentary Authority**

The rules contained in the most current edition of "Roberts' Rules of Order" shall govern whenever they are not in conflict with the Bylaws or other rules of the Society.

## **ARTICLE XI – Amendment**

These bylaws may be amended at any regularly scheduled meeting or by mail or electronic vote of the Society by a two-thirds (2/3) majority of those voting provided that the amendment has been presented to the membership in writing at least thirty (30) days prior to the vote. All amendments must be approved by the Chartered Affiliates Committee of the AARC and shall become effective upon ratification by the Board of Directors of the AARC. The Bylaws shall be reviewed at a minimum of every five years.

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