

Article I - NAME

The organization shall be known as the New Mexico Society for Respiratory Care, Inc., herein referred to as the Society, which is incorporated as a Domestic Nonprofit Corporation by the State of New Mexico, and which is a chartered affiliate of the American Association for Respiratory Care, herein referred to as the AARC. The AARC is organized exclusively as a professional association as described in Internal Revenue Code §501(c)(6).

Article II - OBJECT

Section 1 Purpose

The Society is organized exclusively as a professional association as described in Internal Revenue Code §501(c)(6) for the purposes outlined below.

- A. To encourage, assist, develop, and provide on a regional basis educational programs that allow opportunity to acquire continuing education credit toward professional licensure and education and training in the American Association for Respiratory Care C.R.C.E. Program for those persons interested in respiratory therapy and diagnostics, hereinafter referred to as Respiratory Care.
- B. To advance the science, technology, ethics, and art of Respiratory Care through institutes, regional meetings, lectures, and the preparation and distribution of a newsletter and other materials.
- C. To facilitate cooperation and understanding among Respiratory Care personnel and the medical profession, allied health professions, hospitals, service companies, industry, governmental organizations, and other agencies interested in Respiratory Care.
- D. To provide education to the general public in pulmonary health promotion and disease prevention and act as advocates for improving the pulmonary health of the general public.

The corporation shall at all times perform such acts which are consistent with the purposes stated herein and permitted by §501(c)(6) of the Internal Revenue Code of 1986, or corresponding Section of any future federal tax code.

Section 2 Intent

- A. No part of the monies of the Society shall inure to the benefit of any private member or individual, nor shall the Society perform particular services for individual members thereof.
- B. The Board of Directors shall provide for the distribution of the 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 distributees are exempt from income taxation, and if gifts or transfers to the payee or distributees are then exempt from taxation under the provisions of Sections 501, 2055, and 2522 of the Internal Revenue Code or changes which amend or supersede the said Sections.
- C. In the event of the dissolution of the 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 be best calculated to carry out the objectives and purposes for which the Society is formed. The distribution of the funds, income, and property of this Society upon the dissolution may be made available to any 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 distributees are then exempt from income taxation, and if gifts or transfers to the payee or distributee are then exempt from taxation under the provisions of Sections 501, 2055 and 2522 of the Internal Revenue Code or changes which amend or supersede the said Sections.
- D. The Society shall not commit any act which shall constitute the unauthorized practice of medicine under the laws of the State of New Mexico or any other state.

Article III - Membership

Section 1 Classes: The Society shall have members. The membership of this Society shall include three classes: Active Member, Associate Member, and Special Member. Members of the Society shall be bound by the Articles of Incorporation, Bylaws, standing rules, AARC code of ethics, and other rules, regulations, policies, and procedures adopted from time to time by the Society.

Section 2 Active Members: Individuals are eligible for active membership if they are employed in the State of New Mexico, are active members of the AARC in good standing, and meet one of the following criteria: (1) are legally credentialed as a respiratory care professional or (2) are a graduate of an educational program in Respiratory Care Accredited by an AARC-recognized agency, or (3) Hold a credential issued by an AARC-recognized agency. An individual who was an AARC active member in good standing on December 8, 1994, will continue as such provided his/her membership remains in good standing. Active Members in good standing shall be entitled to all the rights and privileges of membership of the Association including: the right to hold office, hold committee chairs, and vote.

Section 3 Associate Members: Individuals will be classified as associate members if they hold a position related to Respiratory Care and do not meet the requirements to become active members. Associate members shall have all of the rights and privileges of the Society except that they shall not be entitled to hold office, vote, or serve as chair of any standing committee of the Society. There shall be the following subclasses of associate membership:

- A. Student Member: Individuals will be classified as student members if they meet all of 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.
- B. Physician Member: Individuals will be classified as physician members if they meet all of the requirements for associate membership and are duly licensed as doctors of medicine or osteopathy.
- C. Industrial Member: Individuals will be classified as industrial members if they meet all of the requirements for associate membership and their primary occupation or business or a majority of their business time is directly or indirectly devoted to the manufacture, sale, or distribution of equipment or product which is directly or indirectly used in the area of Respiratory Care.

Section 4 Special Member: There shall be the following subclasses of Special Membership:

- A. NMSRC Life Member: Life members shall be members who have rendered outstanding service to the Society as active members. Life membership may be conferred by a majority affirmative vote of the Board of Directors. Life members, with AARC membership in good standing, shall have all the rights and privileges of membership of the Society, including the right to hold office, hold committee chairs, and vote.
- B. NMSRC Honorary Member: Honorary members shall be persons who have rendered distinguished service to the field of Respiratory Care. Honorary membership may be conferred by a majority affirmative vote of the Board of Directors. Honorary members shall have all the rights and privileges of associate membership of the Society.
- C. General Member: General members shall be individuals who have an interest in Respiratory Care and who do not qualify for other membership classifications. General members shall have all the rights and privileges of associate membership in the Society.

Section 5 Ethics

If the conduct of any Society member shall appear, as reported by the Society or by the AARC Judicial Committee, to be willful violation of the Bylaws or standing rules of this Society or the AARC or prejudicial to this Society's interests as defined by the AARC's Code of Ethics, the Board of Directors may, by two-thirds (2/3) vote of its entire membership, suspend, expel, or censure such a member. A motion to recommend the suspension or expulsion of such a member may be made at the next regular meeting of the Board of Directors. All suspension or expulsion actions shall be reported to the AARC Judicial Committee.

Article IV - Officers

Section 1 Officers

The Officers of the Society shall be a President, a president-elect (who automatically succeeds to the presidency when the President's term expires), a Vice President, an Immediate Past President, a Secretary, a Treasurer.

Section 2 Term of Office

The term of office for Society Officers shall be for one (1) year for Vice President and Past President and two (2) years for President, Treasurer and Secretary. The term shall begin January 1st following the annual membership meeting. The President, president-elect and immediate Past President shall not serve more than one (1) consecutive term in the same office. The Vice President, Secretary, and Treasurer shall not serve more than two (2) consecutive terms in the same office.

Section 3 Duties of Officers

A. President.

The President shall succeed from the office of President-Elect and be from the Active or Life membership of the Society. He or she shall be the chief executive officer of the Society, and shall have general and active management of the business of the Society and shall see that all orders and resolutions of the Board are carried into effect. He or she shall be an Ex-Officio member of all standing committees and shall have the general powers and duties of supervision and management usually vested in the office of President of a Domestic Non-Profit Corporation by the State of New Mexico.

B. President-Elect

The President-Elect shall become acting President in the event of the President's absence, resignation, or disability. He or she shall perform such other duties as shall be assigned by the President of the Society.

C. Vice President.

The Vice President shall perform the duties and exercise the powers of the president-elect during the absence or disability of the president-elect.

D. Immediate Past President.

The Immediate Past President shall service as a resource and historical perspective regarding financial and legislative business on the Board of Directors for the Society.

E. Secretary.

The Secretary shall attend all meetings of the Board of Directors, and of the Executive Committee, and shall preserve in books of the Society true minutes of the proceedings of all such meetings. He or she shall safely keep in his or her custody the corporate Seal of the Society and shall have authority to affix the same to all instruments where its use is required. He or she shall give all notices required by statute, bylaw, or resolution, and shall perform such other duties as may be delegated to him or her by the Board of Directors or by the Executive Committee.

F. Treasurer.

The Treasurer shall be elected by and from the Active and Life membership. The Treasurer shall have custody of all Society funds and securities, shall keep in books belonging to the Society full and accurate accounts of all receipts and disbursements, and shall deposit all monies, securities, and other valuable effects in the name of the Society in such depositories as may be designated for that purpose by the Board of Directors. The treasurer shall disburse the funds of the Society as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors at the regular meetings of the Board, and whenever requested by them, an account of all his or her transactions as Treasurer and of the financial condition of the Society.

Section 4 Vacancies in Office of Directors

- A. In the event of a vacancy in the office of President, the president-elect shall become acting President to serve the unexpired term and shall also serve his or her own term as President.
 - B. In the event of a vacancy in the office of president-elect, the Vice President shall assume the duties, but not the office, of the president-elect and shall also continue to service his or her own office until the next scheduled meeting of the Board of Directors at which time the Board will elect a qualified member to fill the vacancy.
 - C. In the event of a vacancy in the office of Vice President, Secretary, or Treasurer_elect, the Board of Directors shall, at its next scheduled meeting, elect a qualified member to service the unexpired term of the vacant office.
 - D. In the event of a vacancy in the office of Treasurer, the Treasurer_elect shall become acting Treasurer to serve the unexpired term and shall also serve his or her own term as Treasurer. If there is no sitting Treasurer-elect, the Board of Directors shall, at it's next scheduled meeting, elect a qualified member to service the unexpired term of the vacant office.
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Article V - Board of Directors

Section 1 Number and Powers: The business, property, and affairs of the Society shall be managed and vested by its Board of Directors. The Board of Directors shall be comprised of twelve (12) Directors. Each Director may serve no more than two (2) consecutive terms in the same office. In the case of Delegates, they may only serve through two (2) consecutive election cycles. The powers of the Board of Directors:

- A. Power to Increase or Decrease The Number of Directors: By a two-thirds (2/3) vote of the entire Board of Directors, the Board may increase or decrease the number of Directors at its discretion. However, no action by the Board of Directors in decreasing the number of Directors shall have the effect of shortening any Director's term of office. Notwithstanding this provision, the Board may not decrease the number of Directors to less than three (3).
- B. Power to Remove Directors: Any Director may be removed from the Board of Directors whenever, in the judgment of the Board, the interests of the society will be served thereby. Such removal shall require that two-thirds (2/3) of the entire Board of Directors vote in favor of such removal.
- C. Power to Make ByLaws: By two-thirds (2/3) vote of the entire Board of Directors, the Board of Directors shall have power to make and alter any bylaw or bylaws, including the fixing and altering of the number of Directors, provided, that the Board shall not make or alter any bylaw or bylaws fixing the qualifications, classifications, or term of office of any Director of the then existing Board.
- D. Power to Elect other Officers and Appoint Agents: The Board of Directors shall have power to elect such other Officers and appoint Agents as the Board may deem necessary for transactions of the business of the Society.
- E. Power to Fill Vacancies: The Board, by a two-thirds (2/3) vote, shall have power to fill any vacancy, except President, Immediate Past President, and Delegate in any office occurring for any reason whatsoever.
- F. Power to Appoint other Committees: The Board of Directors shall have the power to appoint by a two-thirds (2/3) vote of the entire Board of Directors any other committees from the membership at large, which may include members of the Board of Directors, as it deems appropriate. Such appointment shall provide for the purpose, duties, and powers of such committee.
- G. Power to Require Bonds: The Board of Directors may require any Officer or Agent to file with the Society a satisfactory bond conditioned for faithful performance of his or her duties.
- H. Delegation of Powers: For any reason deemed sufficient by a two-thirds (2/3) vote of the entire Board of Directors, whether occasioned by absence or otherwise, the Board may delegate all or any of the powers and duties of any office to any other Officer or Director, but no Officer or Director shall execute, acknowledge, or verify any instrument in more than one capacity.

- I. Action by Unanimous Written Consent: If and when the Directors shall unanimously consent in writing or electronically to any action to be taken by the Society, such action shall be a valid corporate action as though it had been authorized at a meeting of the Board of Directors.
- J. Executive Committee
 - 1. The Executive Committee of the Board of Directors shall consist of the President of the Society, President-Elect of the Society or Immediate Past-President of the Society, Vice President of the Society, Secretary of the Society, Treasurer of the Society, and the Senior Delegate. By a two-thirds (2/3) vote of the entire Executive Committee, they shall have the power to act for the Board of Directors between meetings of the Board of Directors and such action shall be subject to ratification by the Board at its next meeting. The Executive Committee shall also function as the Finance Committee. The Executive Committee shall be chaired by the President of the Society.
- K. Compensation: Directors shall not receive compensation for their services as Directors.

Section 2 Composition of the Board of Directors and Term of Office:

The Board of Directors shall be comprised of the following:

- A. The President serving a two-year term, alternating in even years. Term will begin in August, but will only sit on the board as a non-voting member until January when their term begins. Past president will remain on the board one year past their term and president-elect will sit on the board thereafter for a one-year term.
- B. The President-Elect, serving a one-year term.
- C. The Immediate Past President, serving a one-year term.
- D. The Vice President, serving a one-year term.
- E. The Secretary, serving a two-year term, in alternating odd years.
- F. The Treasurer, serving a two-year term, in alternating odd years.
- G. Senior delegate to the AARC House of Delegates, serving a four-year term, serving alternate terms with the Junior Delegate.
- H. Junior Delegate to the AARC House of Delegates, serving a four-year term, serving alternate terms with the Senior Delegate.
- I. One (1) Regional Director will be elected from each of the five regions within the Society's boundaries, serving a two-year term. The regions shall be:
 - 1. The Central Region, which will include Bernalillo, Torraine, South Sandoval (cities of Bernalillo and Rio Rancho) and Valencia Counties. The Director will be elected in even-numbered years.
 - 2. The Northwest Region, which will include San Juan, McKinley, Rio Arriba, North Sandoval County and Cibola Counties. The Director will be elected in odd-numbered years.
 - 3. The Southwest Region, which will include Catron, Socorro, Grant, Hidalgo, Luna, Dona Ana, and Sierra Counties. The Director will be elected in even-numbered years.
 - 4. The Southeast Region, which will include Eddy, Lea, Lincoln, Chaves, Curry, Roosevelt, DeBaca, Otero, and Guadalupe Counties. The Director will be elected in odd-numbered years.
 - 5. The Northeast Region, which will include Quay, San Miguel, Santa Fe, Harding, Union, Colfax, Taos, Mora, and Los Alamos Counties. The Director will be elected in even-numbered years.

Section 3 Vacancies: Vacancies on the Board of Directors shall be filled by election by the remaining Directors: Each person so elected to fill a vacancy shall remain a Director for the unexpired term of the Director he or she has replaced. For a vacancy in the office of Junior Delegate the Board of Directors may appoint a person to attend the HOD meeting as a substitute delegate until the next election is held and a new Junior Delegate can be elected.

Section 4 Meetings

- A. Annual Meeting. The Board of Directors shall have one annual meeting, which shall be held in the Summer of the year. Additional business meetings shall be for the purpose of receiving reports and other business properly brought before the board.

- B. Notice of Annual Meeting. At least sixty (60) days prior to the date of the annual meeting of the Board of Directors, notice of the time and place of such meeting shall be provided, as herein provided, to each Director.
- C. Delayed Annual Meeting. If, for any reason, the annual meeting of the Board of Directors shall not be held during the Summer, such meeting may be called and held as a special meeting, and the same proceedings may be had there as at an annual meeting, provided that the notice of such meeting shall be the same as herein required for the annual meeting, namely, not less than a sixty (60) day notice.
- D. Regular Meetings of the Board. Regular meetings of the Board of Directors shall be not less than once every calendar quarter at such time and place as the Board of Directors shall determine. At least 30 days prior to the date of the regular meeting of the Board of Directors, written and/or electronic notice of the time and place of such meeting shall be provided to each Director.
- E. Special Meeting of the Board. Special meeting of the Board of Directors may be called by the President or upon written request of four (4) members of the Board of Directors at any time by means of such notice of the time, place, and purpose thereof to each Director as the President in his or her discretion shall deem sufficient, but action taken at any such meeting shall not be invalidated for want of notice if such notice shall be waived as herein provided.
- F. Notices and Mailings: All notices required to be given by any provision of these Bylaws shall state the authority pursuant to which they are issued (such as "by order of the chairman", or "by order of the Board of Directors" as the case may be) and shall bear the written, stamped, typewritten, printed or electronic signature of the secretary. Every notice shall be deemed duly served when the same has been deposited in the United States mail, with postage fully prepaid, or electronically plainly addressed to the addressee at his or her last address or e-mail appearing upon the records of the corporation.
- G. Waiver of Notice. Notice of the time, place and purpose of any meeting of the Board of Directors may be waived in writing, either before or after such meeting has been held, as described in Section F above.

Section 5 Quorums

- A. Quorum of Directors: A majority of the Directors, exclusive of proxies, shall constitute a quorum.
- B. Quorum of Members: Twenty-five percent (25%) of the Active and Life members shall constitute a quorum at any meeting of the membership.

Section 6 Voting and Proxies

- A. Each Director shall, at every meeting of the Board of Directors, be entitled to one vote in person or by proxy upon each item of business properly submitted to a vote.
- B. Proxies.
A Director may authorize any other Director to exercise his or her vote by proxy if he or she is unable to attend any given meeting of the Board. A proxy shall be operative only for the meeting specified and only if it is signed by and/ or electronically submitted by the absent Director and filed with the Secretary prior to the Board meeting for which it is designated. Unless otherwise limited by the absent Director, the proxy shall apply to all items of business properly presented at the meeting. No Director in attendance shall be permitted to represent more than one other Director by proxy at any meeting of the Board of Directors.
- C. Other Vote.
Whenever, in the judgment of the Board of Directors, it is necessary to present any business to the membership prior to the next annual membership meeting, the Board of Directors may, unless otherwise required by these Bylaws, instruct the Nominations Committee to conduct a vote of the membership by other means or ballot. The question thus presented shall be determined according to a majority of the valid votes received by established means within thirty (30) days after such a submission except in case of changes in the Bylaws when a two-thirds (2/3) majority of the valid votes is required. Any and all actions 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 thirty (30) days prior to a vote, as provided in Article XIII of these Bylaws concerning amendments.

Article VI - Annual Business Meeting

Meetings of the membership of the Society shall be held at least one time annually and at such times and places as established by the Board of Directors of the Society

Article VII - Delegates

Section 1 Composition

The Delegation of the Society shall consist of two delegates, a Senior Delegate and a Junior Delegate who shall serve staggered four-year terms. At the expiration of the Senior Delegates term the Junior Delegate will assume the title and duties of the Senior Delegate.

Section 2 Purpose

The Delegates shall serve as a representative body of the general membership and the representative body of the Chartered Affiliates of the AARC. It shall participate in the establishment of the goals and objectives for the Association and participate in the governance of the Association.

Section 3 Duties

The duties of the Delegates shall be those specified in the Bylaws of the AARC, Article VII, SECTION 3 and as provided for by the Society's Board of Directors.

Section 4 Election of Delegates

The Delegation of this Society to the House of Delegates of the AARC shall be elected as specified in the Bylaws of the AARC, Article VII, Section 5, and as provided for by the Society's Board of Directors.

Section 5 Vacancies

In the event of a vacancy in the office of Senior Delegate, the Junior Delegate shall assume the office of Senior Delegate. In the event of a vacancy in the office of Junior Delegate, the vacancy will be filled in compliance with Article V, Section 4 of this instrument.

Article VIII - Committees

Section 1 Standing Committees

The members and Chairs of the following standing committees shall be appointed by the President of the Society, subject to the approval of the Board of Directors, to serve for a minimum term of one (1) year, subject to reappointment.

Section 2 Composition and Duties of Committees

A. Membership Committee

1. This committee, through networking, shall encourage and promote membership in the AARC and in the Society in such a manner as approved by the Board of Directors. At minimum, the committee members will be five (5) Regional Directors.
2. Chair: Vice President.

B. Elections and Nominations Committee

1. It shall be the duty of this Committee to make the final critical appraisal of candidates to see that the nominations are in the best interests of the AARC and the Society through a consideration of personal qualifications and geographic representations, as applicable.

2. This Committee shall prepare, receive, verify, and count ballots for all elections held during the calendar year.
 3. Chair: Senior Delegate.
- C. Judicial Committee
1. This Committee shall review formal written complaints against any individual Society member charged with any violation of the Society Bylaws or otherwise with any conduct deemed detrimental to the Society or the AARC. Complaints or inquiries may be referred to this Committee by the Judicial Committee of the AARC.
 2. If the Committee determines that the complaint justifies an investigation, a written copy of the charges shall be prepared for the Medical Advisor(s) or his or her designee with the benefit of legal counsel, if deemed advisable.
 3. A statement of charges shall then be served upon the member and an opportunity given that member to be heard before the Committee.
 4. After careful review of the results of the hearing conducted with the benefit of legal counsel, when the Chair of the Committee deems counsel necessary or desirable, the Committee shall make recommendations for action to the Board of Directors and shall forward a complete report including copies of all documents to the Chair of the Judicial Committee of the AARC.
 5. Chair: Immediate Past-President/President-Elect.
- D. Program and Education Committee
1. This Committee shall consist of at least five (5) members and be so constructed as to provide experienced members for program and education planning.
 2. The Medical Advisor(s) or his or her designee will be a consultant member of this Committee.
 3. Chair: Appointed by the President with Board of Directors approval.
- E. Communications and Public Relations Committee
1. The Committee shall concern itself with the Society's public image with all healthcare organizations, government agencies, other allied health associations, and the public through dissemination of information regarding Respiratory Care and the activities, positions, and perspectives of the Society and the profession.
 2. This Committee shall concern itself with the execution of publications and presentations of this Society with the public, healthcare organizations, and other organizations through dissemination of information concerning Respiratory Care.
 3. This Committee shall maintain such a 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 publications, programs, and items to bring the message of Respiratory Care, the Society and the AARC to 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. Such material shall be subject to the approval of the Medical Advisor(s).
 4. Chair: Appointed by the Board
- F. Bylaws Committee
1. This Committee shall receive and prepare all amendments to the Bylaws for submission to the Board of Directors. This Committee may also initiate such amendments for submissions to the Board of Directors.
 2. Chair: Junior Delegate

Section 3 Special Committees and other Appointments
 Special committees may be appointed by the Board of Directors.

Article IX - Society Medical Advisor

The Society shall have at least one (1) Medical Advisor.

Article X - Indemnification

Section 1 Indemnification of Officers and Directors.

Except as otherwise provided in Section B of this Article, the Society shall indemnify an individual made a party to a proceeding because he or she is or was an Officer or Director against liability incurred in the proceeding if:

- (1) he or she conducted himself or herself in good faith; and
- (2) he or she reasonably believed:
 - (a) in the case of conduct in his or her official capacity with the Society, that his or her conduct was in its best interest; and
 - (b) in all other cases, that his or her conduct was at least not opposed to the Society's best interest; and
- (3) in the case of any criminal proceeding he or she had no reasonable cause to believe his or her conduct was unlawful.

The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the Officer or Director did not meet the standard of conduct described in this Section.

Section 2 Indemnification Prohibited.

The Society may not indemnify an Officer or Director under this Article:

- (1) in connection with a proceeding by or in the right of the Society in which the Officer or Director was adjudged liable to the Society: or
- (2) in connection with any other proceeding charging improper personal benefit to him or her, whether or not involving action in his or her official capacity, in which he or she was adjudged liable on the basis that personal benefit was improperly received by him or her.

Section 3 Limit on Indemnification.

Indemnification permitted under this Article in connection with a proceeding by or in the right of the Society is limited to reasonable expenses, costs, and attorney's fees in connection with the proceeding.

Section 4 Reasonable Expenses Covered

The Society shall indemnify an Officer or Director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was an Officer or Director of the Society against reasonable expenses incurred by him or her in connection with the proceeding.

Section 5 Advance Payment Available.

The Society shall pay for or reimburse the reasonable expenses incurred by an Officer or a Director who is a party to a proceeding in advance of final disposition of the proceeding if:

- (1) the Officers or Director furnishes the Society a written affirmation of his good faith belief that he or she has met the standard of conduct described in Section 1 of this Article;
- (2) the Officer or Director furnishes the Society a written undertaking, executed personally or on his behalf, to repay the advance if it is ultimately determined that he or she did not meet the standard of conduct; and
- (3) a determination is made that the facts then known to those making the determination would not preclude indemnification under this Article.

Section 6 Maximum Benefit Intended.

The Society intends this Article to be construed to give the maximum indemnification permitted under N.M.S.A. §53-8-26 to the Officers and Directors of the Society.

Article XI - Fiscal Year and Budget

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

Article XII - Parliamentary Authority

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

Article XIII - Amendment

These Bylaws may be amended at any regular or called meeting or by mail vote of the New Mexico Society for Respiratory Care Board of Directors by a two-thirds (2/3) majority of those members voting, provided that the amendment has been presented to the membership in writing at least thirty (30) days prior to vote. All amendments must be approved by the AARC Bylaws Committee, and then ratified by the AARC Board of Directors. Upon approval by these bodies and a two-thirds (2/3) majority vote of the NMSRC, the proposed amendment shall become part of the Bylaws.

Article XIV - Execution of Instruments

Section 1 Checks and Drafts.

All checks, drafts, and orders for payment of money shall be signed in the name of the Society and shall be countersigned by such Officers or Agents as the Board of Directors shall from time to time designate for that purpose.

Section 2 Contracts, Conveyances, or Other Instruments.

When the execution of any contract, conveyance, or other instrument has been authorized without specification of the executing Officers, the President, or any Vice-President, and the Secretary, may execute the same on behalf of this Society and may affix the corporate seal thereto. The Board of Directors shall have power to designate the Officers and Agents who shall have authority to execute any instrument on behalf of this Society

2018 Revisions Tracking:

NMSRC BOD Approval:	08/01/2018
NMSRC Member Comment Period:	08/16/2018 thru 09/15/2018, no comments received
AARC Bylaws Committee:	03/11/2019, Approved by AARC Bylaws Committee
AARC BOD:	07/24/2019, Approved by AARC Board of Directors
NMSRC Members Approval:	