

New Jersey Society for Respiratory Care
By-Laws

ARTICLE I - NAME

This organization shall be known as the New Jersey Society for Respiratory Care (NJSRC) hereinafter referred to as the Society, a chartered affiliate of the American Association for Respiratory Care, hereinafter referred to as the Association, which is incorporated under the General Not for Profit Corporation Act of the State of Illinois.

ARTICLE II – BOUNDARIES

Section 1. Society boundaries

The boundaries of this Society shall be the boundaries of the State of New Jersey.

ARTICLE III - OBJECT

Section 1. Purpose

- a. To encourage, develop and provide educational programs and related activities for those persons interested in the field of Respiratory Care.
- b. To advance the science, technology, ethics, and art of Respiratory Care through the regional institutions, meetings, lectures, and the preparation and distribution of a newsletter and other materials.
- c. To facilitate cooperation and understanding among Respiratory Care personnel and medical professions, allied health professions, government organizations, and other agencies within the State of New Jersey.
- d. Provide education to the public in pulmonary health promotion and disease prevention.

Section 2. Intent

- a. No part of the net earnings of the Society shall inure to the benefit of any private member or individual, nor shall the Society perform particular services for individual members thereof unless otherwise stated in these bylaws.
- b. In the event of the dissolution of the Society, whether voluntary or involuntary, all its remaining assets shall be distributed in such a manner as the Board of Directors shall by majority vote determine to be the best calculated to carry out the objectives and purpose for which the Society is formed. The distribution of the funds, income, and property of the Society upon dissolution may be made available to any similar charitable, educational, scientific, or religious corporations, organization, 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 distributee are then exempt from income taxation under the provisions of sections 501, 2055, 2522 of the Internal Revenue Code, or later or other sections of the Internal Revenue Code or changes which amend or supersede the said sections.

- c. Neither the Society, nor any of its members, shall commit any act which shall constitute the unauthorized practice of medicine under the laws of the State of New Jersey.

ARTICLE IV - MEMBERSHIP

Section 1. Membership

Current membership in the Association shall be the requirement for Society membership. Membership classifications shall be identical and defined in the current Association bylaws.

Section 2. Prerequisites for Membership

Each application for membership shall meet all of the qualifications of the class of membership, all members shall be bound by the Articles of Incorporation, Bylaws, Standing Rules, Code of Ethics and other rules and regulations, policies and procedures adopted from time to time by the Association.

Section 3. Application for Membership

Application for membership shall follow the procedure specified in current Association Bylaws.

Section 4.

All members shall live and practice within the boundaries of the Society.

ARTICLE V - OFFICERS AND DIRECTORS

Section 1. Officers

The officers of the Society shall be as follows: President, President-Elect, Vice President, Secretary, and Treasurer.

Section 2. Directors-at-Large

There shall be four (4) Directors-at-Large. Two (2) Directors-at-Large shall be elected every other year and others as necessary in order to fill existing vacancies.

Section 3. The Delegation

The Delegation shall be comprised of up to three members, including two delegates at large and the President. The members of the Delegation shall be voting members of the Board.

Section 4. Terms of Office

- a. The term of office for Society Officers shall be for two (2) years. The term shall begin immediately following the annual meeting. The President and President-Elect shall not serve more than one (1) consecutive term in the same office.
- b. The term of office for Director-at-Large shall begin immediately following the annual meeting and shall be for a four (4) year term of office.
- c. The terms of office for the Delegation are specified under Article IX, Section 4

Section 5. Concurrent Office

No individual may hold concurrent offices at the State or National level. Any officer, director, or delegate elected to national office as an Association Officer or Director or House of Delegates Officer shall have their position held until the elective term has ended or their Society Board term has ended.

Section 6. Vacancies in Office

- a. In the event of a vacancy in the Office of President, the President-Elect shall become Acting-President to serve out the unexpired term and shall serve their own, the successive term, as President.
- b. In the event of vacancy in the office of the President-Elect, the Vice President shall assume the duties, but not the office, of the President-Elect until the active and life members of the Society elect a new President-Elect.
- c. Any vacancy in the office of Vice President, Secretary, or 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.

Section 7. Duties of Officers

a. President

The President shall be the Society chief executive officer, who shall preside at the annual business meeting and all meetings of the Board of Directors; prepare an agenda for the annual business meeting; appoint standing and special committees subject to the approval of the Board of Directors; be an ex-officio member of all committees except the Elections Committee, present to the Board of Directors and membership an annual report of the Society's activities. The President may serve as the third member of the Delegation to the House of Delegates of the Association.

b. President-Elect

The President-Elect shall assume the duties of the President in the event of the President's absence, resignation, or disability; and shall perform other duties as assigned by the President.

c. Vice President

The Vice President shall perform such duties as shall be assigned by the President. In the event of a vacancy in the office of President-Elect, the Vice President shall then assume the duties, but not the office, of the President-Elect, as well as the duties of the Vice President until a new President-Elect can be elected by the active and life members of the Society.

d. Treasurer

The Treasurer shall have charge of all Society funds and securities; endorsing checks, notes, or other orders for the payment of bills; disbursing funds as authorized by the Board of Directors or in accordance with the accepted budget; depositing funds as the Board of Directors may designate, and shall perform other duties as assigned by the President. The Treasurer shall assure an annual audit of the accounts. The Treasurer shall see that the full and accurate accounts are kept, submit quarterly financial reports, including original trial balances, and maintain complete records of expenses. The Treasurer shall be bonded in the amount determined by the Board of Directors. The Treasurer shall be responsible for filing all necessary state and federal tax forms.

e. Secretary

The Secretary shall have charge of keeping the minutes of the Board of Directors, regular business meetings and the annual business meeting, submitting a copy of the governing board's approved meeting minutes and other Society business to the Association Executive Office within ten (10) days following the meeting; executing the general correspondence; affixing the corporate seal on documents requiring it, and shall perform other duties as assigned by the President.

ARTICLE VI - BOARD OF DIRECTORS

Section 1. Composition and Powers

- a. The Society executive government shall be vested in a Board of at least eleven (11) Life or Active members consisting of the President, Vice President, Secretary, Treasurer, President-Elect, two Delegates, four (4) Directors-at-Large.
- b. The President shall be Chair and presiding officer of the Board of Directors and the Executive Committee. The President shall invite individuals to the meetings of the Board as the President shall deem necessary, with the privilege of voice but not vote.

Section 2. Duties

- a. Supervise all business and activities within the limitations of these Bylaws.
- b. Adopt and rescind standing rules.
- c. Determine remuneration, stipends, and expenses, the amount to be considered after review of the budget.

Section 3. Vacancies

Any vacancy that occurs on the Board of Directors, with the exceptions mentioned in Article V, Section 6, shall be filled by qualified members elected by a majority of the Board of Directors. Individuals so elected shall serve until the next regular election.

Section 4. Meetings

- a. The Board of Directors shall meet immediately preceding and following the annual business meeting and shall hold at least two (2) regular and separate meetings during the calendar year.
- b. Special meetings of the Board of Directors shall be called by the presiding officer at such times as the Society business shall require, or upon written request of four (4) members of the Board filed with the President and the Secretary.
- c. A majority of the Board of Directors shall constitute a quorum at any meeting of the Board.

Section 5. Executive Committee

The Executive Committee of the Board of Directors shall consist of the President, President-Elect, Vice President, Secretary, Treasurer They shall have the power to act for the Board of Directors between meetings of the

Board of Directors. All actions of the Executive Committee must be approved by a majority vote of the Board at the next meeting.

ARTICLE VII - ANNUAL BUSINESS MEETING

Section 1. Date and Place

- a. The Society shall hold an annual business meeting during each calendar year. Additional business meetings may be held as required to fulfill Society objectives.
- b. The date and place of the annual business meeting and additional meetings shall be decided in advance by the presiding officer.

Section 2. Purpose

- a. The annual business meeting shall be for receiving reports of officers and committees, the results of the election, and for other business brought by the President.
- b. Additional business meetings shall be for receiving reports and other business brought by the President.

Section 3. Notification

Notice of the time and place of the annual business meeting shall be sent to all Society members not fewer than sixty (60) days prior to the meeting.

Section 4. Quorum

A majority of the voting members registered at a duly called meeting shall constitute a quorum.

ARTICLE VIII - ELECTIONS

Section 1. Committee

The Board of Directors shall appoint an impartial Elections Committee each election year at least one hundred twenty (120) days before the annual business meeting to present a slate of nominees to the Board of Directors at least sixty (60) days prior to the annual business meeting.

Section 2. Nominations.

The Elections Committee shall place in nomination the names of more than one (1) person for each office in question. Only Life and Active Members in good standing shall be eligible for nomination. The Elections Committee shall provide a pertinent biographical sketch of each nominee's professional activities and services to the organization, all of which should be part of the ballot.

Section 3. Ballot

- a. The Elections Committee's slate and biographical sketches shall be forwarded to every Life and Active member in good standing and eligible to vote, at least thirty (30) days prior to the annual business meeting.
- b. Ballots must be submitted at least five days before the annual business meeting. The deadline date shall be clearly indicated on the ballot.

- c. The Elections Committee shall check the eligibility of each ballot and tally the votes by the annual business meeting.

ARTICLE IX - DELEGATION

Section 1. Election

- a. Society's active and life members shall elect the delegation.
- b. One delegate shall be elected every two years.

Section 2. Duties

- a. The Delegation will represent the members of the affiliate at the House of Delegate meetings. The Delegation's duties shall conform to and are specified under the Association Bylaws and House of Delegates policies.
- b. The Senior Delegate shall be responsible for all voting at the House of Delegates meeting and other meetings and prepares Society reports following each House meeting. The Junior Delegate is responsible for learning these duties and assuming them should the Senior Delegate be unavailable.
- c. The Delegation is responsible for recruiting and maintaining Society membership. The Junior Delegate will be Membership Committee chairperson.

Section 3. Board Members

The Delegates shall have voice and vote on the Board.

Section 4. Term of Office

- a. Delegates' term of office shall be four years, beginning January 1 following their election and installation.
- b. No person shall serve more than eight (8) consecutive years in the House of Delegates.
- c. In the event of a Delegate's absence, disability, or resignation, the other Delegate shall assume the duties and responsibilities of the Delegation until an acting Delegate is appointed by a two thirds (2/3) majority of the Board of Directors until a new delegate is elected by the active members.

ARTICLE X – COMMITTEES

Section 1. Standing Committees

The President, subject to the approval of the Board of Directors, shall appoint the chairpersons of the following standing committees to serve a term of two (2) years: Elections; Education; Government Affairs; Judicial; Communications and public relations.

Section 2. Special Committees and other Appointments

- a. Special Committees may be appointed by the President.
- b. The President, subject to the approval of the Board of Directors, shall appoint the chairpersons of special committees.

Section 3. Committee Chairperson duties

- a. The Chairperson of each committee shall confer promptly with the members of that committee on work assignments.
- b. The Chairperson shall recommend committee members to the President. When possible, the immediate past Chairperson shall serve as a member of the committee.
- c. All committee reports shall be made in writing and submitted to the President and Secretary prior to the meeting at which the report is to be read.
- d. Non-members or physicians may be appointed as consultants to the committees.
- e. Each Committee Chairperson requiring operational expenses shall submit a budget for the next fiscal year to the Treasurer.

ARTICLE XI - DUTIES OF COMMITTEES

Section 1. Budget Committee

- a. This committee shall be composed of the Executive Committee.
- b. This committee shall propose an annual budget for approval by the Board of Directors. The budget shall then be ratified at the Board's December meeting.
- c. The Treasurer shall be the Budget Committee chairperson.

Section 2. Elections Committee

This committee shall prepare a slate of nominees and shall prepare, receive, verify, and count ballots for all elections held during the calendar year.

Section 3. Judicial Committee

- a. This committee shall consist of four (4) members from the Board of Directors or previous Society Officers; one of whom shall be the President.
- b. 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 Association. Complaints or inquires may be referred to this committee by the Association Judicial Committee.

Section 4. Education Committee

- a. This committee shall consist of at least three (3) members.
- b. The function of this committee is to ensure the availability and quality of continuing education offered by the Society.

Section 5. Bylaws Committee

- a. This committee shall consist of at least three (3) members, one of whom shall be a member of the Delegation.
- b. This committee shall review and prepare all amendments to these Bylaws for submission to the Board of Directors. This committee may also initiate such amendments for consideration.
- c. The Vice-President shall be the Bylaws Committee chairperson.

Section 6. Communications and Public Relations Committee

- a. This committee shall consist of at least three (3) members, one of which shall be the Vice President.
- b. This committee shall concern itself with the publication of the Society Newsletter, and any other publications requiring dissemination of information to the membership.
- c. This committee shall maintain such liaison as has been established by the Board of Directors with other organizations where activities may be of interest to Society members. This may include the preparation of exhibits, programs, and other items to bring the word of Respiratory Care and the Association to medical, nursing, and other groups as well as educational facilities where such material can be expected to recruit new people to the field of Respiratory Care.

Section 7. Government Affairs

- a. The committee shall actively lobby legislators on behalf of the Society and Association.
- b. The committee shall investigate the need and feasibility of having a legislative day each year.
- c. The committee shall monitor health related legislation and regulations both nationally and statewide and recommend appropriate positions or responses.
- d. Investigate and recommend developing professional relationships with other organizations with mutually beneficial goals.
- e. The committee members should be available to attend state and national Political Advocacy Contact Team (PACT) and Political Action Committee (PAC) events.
- f. The committee chair shall serve as the contact for AARC legislative activities.
- g. The committee chairperson will provide regular reports to the Board of Directors.

ARTICLE XII - FISCAL YEAR

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

ARTICLE XIII - ETHICS

If the conduct of any Society member shall appear, by report of the Society or the Association Judicial Committee, to be in willful violation of the Association or Society bylaws or standing rules, or prejudicial to the Society's interests as defined in the Association's Code of Ethics, the Board of Directors may, by a two-thirds (2/3) vote of its entire membership, suspend or expel such a member. Any motion to reconsider the suspension or expulsion actions shall be reported immediately to the Association Judicial Committee for reconsideration at the next meeting of the Association Board of Directors.

ARTICLE XIV - PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order, revised, shall govern whenever they are not in conflict with the Society or the Association's Bylaws.

ARTICLE XV - AMENDMENTS

These Bylaws may be amended at any regular meeting of the Board of Directors of the New Jersey Society for Respiratory Care by a two-thirds (2/3) majority of the Board of Directors, providing that the amendment has been presented to the membership for comment, in writing, at least sixty (60) days prior to the vote. All amendments must have been previously approved by the Association's Bylaws Committee and shall become effective upon ratification by the Board of Directors.

Revisions 12/04.

Approved by AARC 3/2005

Approved by NJSRC 9/2005

Review and Revision Pending 12/2015

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