



BYLAWS

PUERTO RICO SOCIETY FOR RESPIRATORY CARE

ARTICLE I: NAME

This organization shall be known as the Puerto Rico Society for Respiratory Care, hereinafter referred to as the PRSRC, a chartered affiliate of the American Association for Respiratory Care, hereinafter referred to as the AARC, which is incorporated under the General Not – For- Profit Corporation Act of Puerto Rico, hereinafter referred to as the “Asociacion de Cuidado Respiratorio de Puerto Rico.

ARTICLE II: OBJECT

Section 1. Purpose

- A. To encourage and provide educational programs for those persons interested in the field of respiratory therapy and diagnostics, hereinafter referred to as Respiratory Care.*
- B. To advance the science, technology, ethics, and art of Respiratory care through institutes, meetings, lectures, publications, and the preparation and distribution of newsletter and other materials;*
- C. To facilitate cooperation between 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 of the general public in pulmonary health promotion and disease prevention.*

Section 2. Intent

- A. No part of the net proceeds of the Puerto Rico Respiratory Care Association shall be for the benefit of a private member or individual. The Puerto Rico Respiratory Care Association will not provide private services or lend the educational provider number to individuals or members of the association.*
- B. 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 majority vote, determine to the best calculated to carry out the*

objectives and purposes for which the Society is formed. Distribution of funds, income, and property of the Society may be made 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 payees or distributees are exempt from income taxation under the provisions of Section 501, 2005, and 2552 of the Internal Revenue Code, or any later or other sections of the Internal revenue code which amend or supersede the said sections. The Society shall not commit any act which shall constitute unauthorized practice of medicine under the laws of any state in which the parent Association is incorporated.

ARTICLE III: MEMBERSHIP

Section 1. Classes

*The membership of this Society shall include three (3) classes: **Active Member, Associate Member and Special Member** as described in the AARC Bylaws, Article III. The classifications and limitations of the membership shall be as defined in Article III of the AARC Bylaws.*

Section 2. Eligibility

*A. **Active Member**, An individual is eligible to be an active member of this Society if he/she is a member of the AARC as specified in Article III, Section 2 of the AARC Bylaws.*

*B. **Associate Member**, An individual is eligible to be an associate member of this Society if he/she holds a position related to respiratory care but does not meet the requirements to become an active member. Associate members shall have all the rights and privileges of membership except that they shall not be entitled to hold office, vote, or serve as a director or chair of any standing committee. Associate Membership will include the following subclasses:*

*C. **State Member**. Individuals are eligible for State Membership if they are not Active Members in the AARC. State Members shall have all the rights and privileges of the Corporation and its subdivisions except voting and holding office. State Members shall be eligible to hold appointed positions in the Corporation regions only.*

*D. **Student Member**: Individuals will be classified as Student Members if they meet all the requirements for Associate members and are enrolled in an educational program in respiratory care accredited by an AARC-recognized agency.*

*E. **Life Member**. To be eligible for Life Membership, a person must be or have been an Active Member of the Corporation who has rendered distinguished service to the Corporation and its membership, as described or referred to in the Board Manual or in a Board resolution. Life Members shall have all the rights and privileges of the PRSRC and its subdivisions. Life Members shall be exempt from the payment of dues.*

*F. **Honorary Member**. Honorary Membership may be conferred by a two-thirds (2/3) vote of the Board of Directors upon a person who has rendered distinguished service to*

respiratory therapy in Puerto Rico. Honorary Members shall have all the rights and privileges of the PRSRC except they shall not be entitled to hold office or vote. Honorary Members shall be exempt from the payment of dues.

F. Industrial Member: *Individuals will be classified as Industrial members if they meet all the requirements for Associate membership and their primary occupation or business is directly or indirectly devoted to the manufacture, sales, or distribution of equipment or products which are directly or indirectly used in the area of respiratory care.*

C. The Special Member category is to be the same as the Bylaws of the AARC under Article III, Section 4.

Section 3. Application of Membership

Application for Membership in this Society shall follow the procedure specified in Article III, Section 6 of the AARC Bylaws which shall also serve as application to this Society.

Section 4. Good standing.

Any member of the PRSRC shall be in good standing if his or her fees, dues and assessments have been timely paid and if his or her membership is not subject to or encumbered by membership termination or suspension or procedures therefor as set forth or referred to in these By-Laws.

Section 5. Dues, fees and assessments.

The PRSRC may levy such dues upon its members as determined by the Board or a committee authorized by the Board and may also charge fees and assessments. Each member must pay, within the time periods and on the conditions set by the Corporation, such dues, fees and assessments.

Section 6. Admission to membership.

The procedures for admission to membership shall be as determined by the Board or a committee authorized by the Board and/or as may be set forth in the PRSRC By-Laws.

Section 7. Termination of membership.

A membership shall terminate on occurrence of any of the following events:

- (a) Resignation of the member in writing (with all fees, charges and dues owing by the resigning member remaining due and payable and with no refund of paid dues or fees for unused services);*
- (b) Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board;*
- (c) The member's failure to pay dues, fees, or assessments as set by the Board within a designated period of time after they are due and payable;*

4

- (d) Any event that renders the member ineligible for membership, or failure to satisfy membership qualifications; or*
- (e) Termination of membership under Section 9 of these By-Laws based on the good faith determination by the Board, or a committee or person authorized by the Board to make*

such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the PRSRC, or has engaged in conduct materially and seriously prejudicial to the PRSRC purposes and interests.

Section 8. Suspension of membership.

A member may be suspended, under Section 9 of these By-Laws, based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the PRSRC rules of conduct, or has engaged in conduct materially and seriously prejudicial to the PRSRC purposes and interests. A person whose membership is suspended shall not be a member during the period of suspension.

Section 9. Procedures for termination or suspension of membership.

If grounds appear to exist for suspending or terminating a member under Sections 7 or 8 of these By-Laws, the following procedure shall be followed:

(a) The PRSRC shall give the member at least 15 days' prior notice of the proposed suspension or termination and the reasons for the proposed suspension or termination. Notice shall be given by any method reasonably calculated to provide actual notice. Notice given by mail shall be sent by first-class or registered mail to the member's last address as shown on the PRSRC records.

(b) The member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed suspension or termination. The hearing shall be held, or the written statement considered, by the Board or by a committee or person authorized by the Board to determine whether the suspension or termination should occur.

(c) The Board, committee, or person shall decide whether the member's membership should be terminated, or whether the member should be suspended or otherwise sanctioned in any way. The decision of the Board, committee, or person shall be final.

(d) Any action challenging a termination of membership, suspension or other sanction, including a claim alleging defective notice, must be commenced within one year after the date of the suspension or termination.

ARTICLE IV: OFFICERS AND CHAIRPERSONS

Section 1. Officers

*The officers of the Society shall be: a **President**, a **President-elect**, a **Vice-President**, the **Immediate Past President**, a **Secretary – Elect**, a **Secretary**, a **Past Secretary**, a **Treasurer-Elect** a **Treasurer**, and a **Past Treasurer**.*

Section 2. Term of Office

A. *The term of office for Society officers shall be as follows:*

President: 2 years

President-Elect: 1 year

Immediate Past President: 1 year

Vice President: 2 years

Secretary: 2 years

Secretary-Elect: 1 year

Immediate Past Secretary: 1 year

Treasurer: 2 years

Treasurer-elect: 1 year

Immediate Past Treasurer: 1 year

Elections will be staggered to accommodate orderly succession of offices and provide for continuity of leadership.

The term for all officers shall begin January 1 of each year.

B. The President-elect shall serve a one (1) year term as President-elect, a two (2) year term as President, and a one (1) year term as immediate Past President before being eligible to serve a successive term in any elected office. Thus the President-elect shall be committed to the PRSRC for a term of four (4) years. The President-elect shall not serve more than two (2) consecutive rotations as President-Elect / President / Past-President, for a total a total service of 8 years.

C. The Treasurer-Elect shall serve a one (1) year term as Treasurer-Elect immediately followed by a two (2) year term as Treasurer and a one (1) year term as Past Treasurer. Thus the Treasurer shall be committed to the ASRC for a term of four (4) years. The Treasurer shall not serve more than two (2) consecutive rotations as Treasurer-Elect / Treasurer / Past Treasurer, for a total a total service of 8 years.

D. The Secretary-Elect shall serve a one (1) year term as Secretary-Elect immediately followed by a two (2) year term as Secretary and a one (1) year term as Past Secretary. Thus the Secretary shall be committed to the ASRC for a term of four (4) years. The Secretary shall not serve more than two (2) consecutive rotations as Secretary-Elect / Secretary / Past Secretary, for a total a total service of 8 years.

E. The term of office for District Chairpersons shall begin January 1 of each year and shall be for one (1) year and not to exceed three (3) consecutive terms.

Section 4. Vacancies in Office

A. In the event of a vacancy in the office of President, President-elect shall become 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 only the duties, but not the office. He shall perform these duties as well as his own until a special election can be held to fill the vacancy. The election shall be held within 60 days from the date on which the office was vacated. In absence of a President-Elect and a vacancy in the office of President, the Vice President shall serve the remainder of the President's term.

C. In the event of a vacancy in the office of the Treasurer, the Treasurer-Elect shall become Acting Treasurer, to serve the unexpired term, and shall also serve their successive term as Treasurer. In the event of a vacancy in the office of Treasurer-Elect, the Board of Directors shall elect a qualified member to fill the vacancy until the next annual election. The annual election ballot will be adjusted to include a position for the remaining unexpired term of the two (2) year Treasurer-Elect position.

D. Any vacancy that occurs in any other office of the Board of Directors shall be filled by special election within 60 days from the date of the vacancy. A vacancy in a District Chairperson shall be administered in accordance with Article XI Section 2 of these bylaws.

Section 5. Duties of Officers

A. President

He/She serves as a voting member of the Board of Directors and shall preside at all meetings of the Board of Directors. He/She shall prepare an agenda for all meetings; 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 and Nominations committees; and, present to the Board of Directors and membership an annual report of the Society activities. The president shall be bonded and shall serve as a signatory on PRSRC funds. The president can represent the PRSRC as delegate to the HOD.

B. President-elect

The President-elect shall automatically succeed the president when the term ends. He/She serves as a voting member of the Board of Directors and will perform such duties as shall be assigned by the President or the Board of Directors and also serve his/her term as an active member of the Program Committee.

C. Vice-President

He/She serves as a voting member of the Board of Directors and will be the liaison of the district chairpersons which involves frequent communication, direction, and support for them. He/She will report communications and activities from the districts to the President monthly. 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 serve as Vice President until the next scheduled election. The Vice President will assume

the duties and responsibilities, but not the office of the President if the Presidency should be vacated and the office of President-elect is unfilled.

D. Treasurer

The treasurer shall be bonded and serves as a voting member of the Board of Directors. He/she shall have charge of all funds and securities of the Society; endorsing checks, notes, or other orders for payment of bills; disbursing funds as authorized by the Board of Directors and/or in accordance with the adopted budget; depositing funds as the Board of Directors may designate. He/She shall see that full and accurate accounts are kept and submit monthly trial balances to the Secretary within twenty (20) days after the monthly closing of the books; make a written quarterly financial report to the quarterly meetings of the Board of Directors.

E. Treasurer-Elect

Treasurer-Elect: The Treasurer-Elect shall be bonded. He/she shall chair the Budget/Audit Committee and assist the Treasurer in the performance of her/his duties. The Treasurer -Elect shall serve as a voting member of the Board in the Treasurer's absence.

F. Past Treasurer

Past Treasurer: The Past Treasurer shall serve on the Budget/Audit Committee and assist the Treasurer in the performance of her/his duties.

G. 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 minutes of every meeting of the governing body and other business of the Society to the Executive Office of the AARC within thirty (30) days following the meeting; executing the general correspondence; affixing the corporate seal on documents so requiring, and in general, performing all duties as from time to time shall be assigned by the President or the Board of Directors.

H. Secretary-Elect

The Secretary-Elect is successor to the office of Secretary when the Secretary's term of office expires. He/she shall assist the Secretary in the fulfillment of his/her responsibilities; attend Board of Directors meetings as a non-voting member; and record minutes of Board of Directors meetings in the Secretary's absence. The Secretary-Elect shall serve as a voting member of the Board in the Secretary's absence.

I. Past Secretary

The Past Secretary serves as advisor to the Secretary and shall assist the Secretary as requested in the fulfillment of his/her responsibilities. He/she shall assist the Secretary-Elect in the transition into the office of Secretary.

J. Past President

The Past President (PRSRC President the former year) is serves as a voting member of the Board of Directors, and serves in an advisory capacity to the Board of Directors.

ARTICLE VI: NOMINATIONS AND ELECTIONS

Section 1. Nominations / Elections

A. The President shall appoint an impartial Nominations / Elections Committee which shall arrange and conduct nominations and elections. The results of the election shall be made public at the annual business meeting.

B. This Committee shall consist of three (3) active members who shall serve for a term of one (1) year.

C. This Committee shall prepare for approval by the Board of Directors a slate of officers, district representatives, and delegates for the annual election.

D. It shall be the duty of the 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 geographical representations as applicable.

Section 2. Nominations

A. Elections of officers shall be staggered to accommodate orderly succession of offices and provide for continuity of leadership. Biennially, the Nominating Committee shall place in nomination the names of at least one (1) person for the offices of President-elect, Vice-President, Secretary-Elect, Treasurer-Elect and Delegate. Annually, the Nominating Committee shall place in nomination at least one person for the office of District Vice-Chairperson.

B. Only Active or Life Members in good standing shall be eligible for nomination.

D. The Committee shall provide a pertinent biographical sketch of each nominee's professional activities and services to the organization, all of which shall be a part of the ballot.

Section 3. Elections

A. At the direction of the Society's Board of Directors, the vote shall be so designed as to be a secret ballot, either electronically or by mail, distributed to members in good standing at their last address of record with provisions for write-in votes of each office. The deadline date shall be clearly indicated on the ballot. Ballots, to be acceptable, must be received on or before the deadline.

B. Society elections shall be determined by a majority of votes cast. A tie vote shall be decided by lot.

C. Any Elections' Committee member who accepts a nomination must resign from the Elections Committee.

Section 4. VOTING AND OTHER RIGHTS.

Only Active Members and Life Members in good standing shall be entitled to vote. Members in good standing of those two classes shall have the right to vote for the election of officers, directors and delegates as set forth in these By-Laws and on such other matters to the extent required by the PRSRC Code, including without limitation on disposition of all or substantially all of the Corporation's assets other than in the usual and regular course of the Corporation's activities, on the principal terms of a merger of the Corporation and any changes in such principal terms and on an election to dissolve the Corporation. No members of any of the classes other than the two mentioned shall have the right to vote on any matter. Only Active Members and Life Members in good standing shall be entitled to hold elective office in the Corporation. Student members may hold appointed positions. State members may hold appointed positions in the regions only. The other rights, privileges, preferences, restrictions and/or conditions of each class of membership may also differ and shall be as determined by the Board of Directors and/or as set forth in the Board Manual.

ARTICLE VII: BOARD OF DIRECTORS

Section 1. Composition and Powers

A. The executive government of this Society shall be vested in a Board of seven (7) Active or Life Members consisting of the President, President-elect, Vice-President, Secretary, Treasurer, Immediate Past-President, and The 2 Delegates shall be non-voting members of the Society Board of Directors.

B. The President shall be Chairperson and presiding officer of the Board of Directors. He/She shall invite in writing such individuals to the meetings of the Board as he shall deem necessary, with the privilege of voice but not vote.

C. Upon refusal or neglect of any member of the Board to perform the duties of that office or for any conduct deemed prejudicial to the Society, the Board of Directors shall have the power to declare an office vacant by a two-thirds (2/3) vote. Written notice shall be given to the member within ten (10) days of such action that the office has been declared vacant.

Section 2. Duties

- A. Supervise all business and activity of the Society within the limitations of these Bylaws.*
- B. Adopt and rescind standing rules, policies and procedures of the Society.*

- C. Determine remuneration, stipends, Annual Business Meeting fees for the following year, and other related matters, after consideration of the budget.*

Section 3. Meetings

- A. The Board of Directors shall hold the annual business meeting at the time of the annual educational seminar and shall not hold fewer than two (2) regular and separate meetings during the calendar year.*

- B. 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 three (3) members of the Board of Directors filed with the President and Secretary of the Society.*

- C. A majority of the Board of Directors shall constitute a quorum at any meeting of the board providing that the president and / or the vice-president is present.*

- D. The Board of Directors shall have the power to call an executive session. The executive session shall include only members of the Board of Directors and those individuals invited by the Board of Directors to attend. The executive session shall be held only in conjunction with regularly scheduled or specially scheduled meetings. The purpose of an executive session shall be to discuss recommendations from the Judicial Legislative Committee, or sensitive subjects/actions that would better serve the state society to be carried out discreetly. These subjects and actions shall include, but not be limited to: recommendations from the Judicial-Legislative Committee, declaring an office vacant, removal of any committee chairperson from duty, requests from individual members to the Board of Directors of the PRSRC of a personal nature, actions concerning a member of the Board of Directors at which time the Board member in question shall be asked to remove him/herself from the session.*

The Board of Directors shall not record, for the minutes, any discussions held during the executive session. Board members present during the executive session shall not discuss with any individual, the proceedings taking place during the executive session. Violation of this statement will result in action from the PRSRC Judicial-Legislative Committee and may result in revocation of membership in the PRSRC.

Section 5. Multiple Offices

No officer or delegates shall hold two office simultaneously and no Past President shall hold any elected office until his/her term is expired.

ARTICLE VIII: ANNUAL BUSINESS MEETING

Section 1. Date and Place

A. The Society shall hold an annual business meeting during the annual educational seminar; additional meetings may be held as required to fulfill the objectives of the Society.

B. The date and place of the annual business meeting and additional meetings shall be decided in advance by the Board of Directors of the PRSRC. In the event of a major emergency the Board of Directors shall cancel the scheduled meeting, set a new date and place if feasible, or conduct the business or the meeting by mail or electronic notification provided the material is sent in the same words to the voting membership.

Section 2. 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.

Section 3. 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 thirty-five (30) days prior to the Meeting.

ARTICLE IX: SOCIETY DELEGATES TO THE AARC HOUSE OF DELEGATES

Section 1. Election

Delegates of this Society to the House of Delegates of the AARC shall be elected every two years for a four-year term. Each delegate shall serve one (1) four-year term. Persons nominated to the position of Delegate must possess previous PRSRC Board Member experience for a minimum of 2 years out of the preceding 6 years prior to election.

Section 2. Duties

The duties of the Delegates shall be as specified in the AARC Bylaws.

Section 3. Board Member (ex-officio)

The Delegates shall be non-voting members of the Society Board of Directors.

Section 4. Multiple Offices

Delegates may not hold concurrent elective offices.

Section 5. Vacancies

Any vacancy in the office of Delegate shall be filled by special election within sixty (60) days of the vacancy.

ARTICLE X: COMMITTEES

Section 1. Standing and Special Committees

The members of the following Standing Committees shall be appointed by the President, subject to the approval of the Board of Directors, to serve for a term of one (1) year,

Members of the Program Committee shall be appointed by the Board of Directors.

- | | |
|-----------------------------------|----------------------------------|
| <i>1. Membership</i> | <i>6. Program</i> |
| <i>2. Budget</i> | <i>7. Publications / Website</i> |
| <i>3. Audit</i> | <i>8. Public Relations</i> |
| <i>4. Nominations / Elections</i> | <i>9. Education</i> |
| <i>5. Bylaws</i> | |

Section 2. Special Committees

Special committees such as the Judicial Committee, may be appointed by the President to meet special needs.

Section 3. Committee Chairperson's Duties

A. The Chairperson of each committee shall confer promptly with the members of their respective committee on work assignments.

B. The Chairperson of each committee may recommend prospective committee members to the President. When possible, the Chairperson of the previous year shall serve as a member of the new committee.

C. All committee reports shall be made in writing and submitted to the President of the Society at least ten (10) days prior to the meeting at which the report is to be read

D. All committee members shall be members in good standing of the AARC. Non-members or physician members may be appointed as consultants to committees.

Section 4. DUTIES OF COMMITTEES

A. Membership Committee

1. The committee shall consist of at least one Society Delegate and one other member.

2. They shall be responsible for recruitment activities for the society and shall work closely with the district chairpersons and Vice-Chairpersons to formulate these activities for their specific areas.

3. They shall be responsible for maintaining an accurate mailing list and a system for updating such list in a timely manner.

B. Budget Committee

- 1. This Committee shall be composed of the Treasurer, Treasurer-Elect and a Past President and at least one other society member.*
- 2. They propose an annual budget for approval by the Board of Directors*
- 3. The Chair of this committee cannot be the Treasurer of the Society.*

C. Audit Committee

- 1. This Committee shall be composed of the President, the President-elect, the Past-Treasurer and at least one other active member.*
- 2. They conduct an annual audit of the financial records of the Society and submit such to the Board of Directors.*
- 3. The Chair of this committee cannot be the Treasurer of the Society.*

D. Nominations / Elections Committee

- 1. This Committee shall consist of three (3) active Members who shall serve for a term of one (1) year.*
- 2. This Committee shall prepare for approval by the Board of Directors a slate of officers, district representatives, and delegates for the annual election.*
- 3. The Committee shall consist of at least three (3) members*
- 4. It shall be the duty of the 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 geographical representations as applicable.*
- 5. This Committee shall prepare the balloting, conduct the election, verify and count ballots for all elections held during the calendar year.*

E. Bylaws Committee

- 1. Shall consist of at least three (3) members, one (1) of whom shall be a past president.*
- 2. Shall receive, review, and prepare all Amendments to the Bylaws for submission to the Board of Directors.*

F. Program Committee

- 1. This Committee shall consist of at least three (3) Members appointed by the Board of Directors.*
- 2. The chairperson will appoint other active members including the President-elect and the Medical Advisor to assist him/her in planning the annual meeting.*

G. Publications/Website Committee

- 1. This Committee shall consist of at least three (3) Members, one (1) of whom shall be a past-president.*
- 2. This committee shall concern itself with the marketing, content, and writing of informational and educational material, specifically on the ASRC website.*

3. *This Committee shall concern itself with the publication of a Society Newsletter, if one is deemed necessary by the Board.*

H. Public Relations Committee

1. *The Committee shall maintain such liaison as has been established by the Board of Directors with other organizations whose activities may be of interest of the members of this Society. This shall include the preparations of exhibits, programs, and other items to bring the message of respiratory care 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 Board of Directors.*

2. *Review the minutes of all meetings of the District and advise the District Chairperson of any irregularities or other recommendations.*

I. Education Committee

1. *Shall consist of three (3) members in which one (1) is recommended to be a faculty member in a Co-ARC approved Entry-level or Advanced Practitioner Program.*

2. *Shall review, assess the need for and recommend to the Board all educational activities for the PRSRC membership.*

3. *Shall collaborate with the Program Committee in planning and facilitating the educational and student activities of the annual meeting.*

J. Political Advocacy Contact Team

1. *This committee shall consist of not fewer than three members, one of them being a past president. Each member will hold a three-year term as set forth by the AARC.*

2. *This committee will take an active role on issues affecting the profession of respiratory care by establishing contact with state and federal legislators through letters, facsimiles, e-mail and/or personal contact as necessary when important legislative issues arise.*

K. Special Committees

Special committees may be appointed by the President, subject to the approval of the Board of Directors.

1. Judicial Committee

(a). *Shall consist of four (4) current Board members and may include previous Society officers at the president's request.*

(b) *Shall be called by the president upon request of any society member to review formal, written complaints against any individual society member charged with any violation of the Society Bylaws or otherwise with a conduct deemed detrimental to the Society or the AARC.*

(c) *Shall carefully review the complaints. Legal counsel may be summoned at*

the discretion of the committee chairperson. Committee recommendations shall be forwarded to the full ASRC Board of Directors. If the Board agrees that action should be taken, a copy of documentation shall be sent to the Chairperson of the Judicial Committee of the AARC.

(d) All hearings, meetings and recommendations shall be held in strict confidentiality.

L. Other Duties and Responsibilities

All Committees, standing and special, shall adhere to the Position Description Guidelines, with respect to other duties and responsibilities.

ARTICLE XII: SOCIETY MEDICAL ADVISOR

The Society shall have at least one (1) Medical Advisor who shall conform to Article X, Section 3 of the AARC Bylaws, and shall be appointed by a majority vote of the Board of Directors. This appointment will be reviewed and confirmed annually by the Board of Directors.

ARTICLE XIII: FISCAL YEAR

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

ARTICLE XIV: ETHICS

If the conduct of any Society member is in violation of the Society bylaws, or deemed detrimental to the Society or AARC, the Board of Directors may appoint a special Judicial Committee to carefully review the complaints and initiate appropriate action as described in Article X, section four, paragraph F, subsection 1. The Board of Directors may refer all action to the AARC Judicial Committee.

ARTICLE XV: PARLIAMENTARY PROCEDURE

The rules contained in Robert's Rule of Order Revised shall govern whenever they are not in conflict with the Bylaws of the PRSRC or the AARC.

ARTICLE XVI: QUORUM.

Ten Percent (10%) of the voting power, represented in person or by proxy, shall constitute a quorum for the transaction of business at any meeting of members.

ARTICLE XVII: AMENDMENTS

These Bylaws may be amended by mail of the PRSRC by a two-thirds (2/3) majority of those voting. All amendments must be approved according to the AARC's Chartered Affiliate Handbook.

August 2017