

Bylaws of the Rhode Island Society for Respiratory Care

ARTICLE I

This organization shall be known as the Rhode Island Society for Respiratory Care, 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 the State of Illinois.

ARTICLE II - BOUNDARIES

The area included within the boundaries of this society shall be the boundaries of the state of Rhode Island.

ARTICLE III - OBJECT

Section 1. Purpose

- a.** To encourage and develop on a state and regional basis educational programs for those persons interested in the field of Respiratory Care.
- b.** To advance the science, technology, ethics, and the art of respiratory care through state and regional institutes, meetings, lectures, and the preparation and distribution of other materials.
- c.** To facilitate cooperation between respiratory therapy personnel and the medical profession, hospital, service companies, industry, and other agencies within the region interested in respiratory care.
- d.** To provide education to the general public in pulmonary health precaution and disease prevention.

Section 2. Intent

a. No part of all monies of the society shall inure to the benefit of any private member or individual, nor shall the corporation perform particular services for individual members thereof unless provided for in these bylaws.

b. Distribution of the funds, income, and property of the society shall be made to charitable, educational, scientific, or religious corporation, organization, community chests, foundations or other kindred institutions maintained and created for one or more of the foregoing purposes if at time of distribution, the payees or distributees are exempt from income taxation, and if gifts or transfers fyi the payees or distributees are then exempt from taxation under the provisions of Sections 501, 2055, and 2522 of the Internal Revenue Code or any later or other sections of the Internal Revenue Code which amend or supersede the said sections.

ARTICLE IV – MEMBERSHIP

Section 1. Classes

The membership of this society shall include three (3) classes; active member, associate member (including students), and special member.

Section 2. Eligibility

An individual is eligible to be a member of this society if he/she meets the prerequisites as specified in Article III, Section 2, 3 and 4 of the AARC Bylaws, and his/her place of employment or residency is within the defined boundaries of this society.

Section 3. Classifications

The classifications and limitations of membership shall be defined in Article III, Sections 2, 3 and 4 of the AARC Bylaws.

Section 4. Membership

Application for membership in this society shall follow the procedures specified in Article III, Section 6 of the AARC Bylaws.

Section 5. Annual Registration

Each society member must annual reassess his/her qualifications for membership by payment of dues to the AARC in accordance with Article III, Section 8 of the AARC Bylaws.

ARTICLE V - OFFICERS AND OTHER VOTING MEMBERS OF THE BOARD

Section 1. Officers

The officers of this society shall be: President, Immediate Past-President, Vice President, Secretary, and Treasurer.

Section2. Other Voting Members of the Board

- a.** There shall be two (2) Directors.
- b.** The delegate to the AARC shall be a voting member of the board.

Section3. Term of Office

- a.** The term of office for the Vice President shall be two (2) years. The term shall begin at the start of the fiscal year following an election. The Vice President shall not serve more than three (3) consecutive terms in the same office.
- b.** The term of office for the President shall be for (2) years. The person holding this office will assume the office of Immediate Past-President after completion of his/her term as President. The term shall begin at the start of the fiscal year

following an election. The President shall not serve more than three (3) consecutive terms in the same office.

c. The term of Immediate Past-President shall be for one (1) year. The term shall begin at the start of the fiscal year following an election. The Immediate Past-President may be elected to another vacant office on the board after serving his/her term.

d. The term of office for Secretary shall be for (2) years. The term shall begin at the start of the fiscal year following an election. This position may be re-elected for three (3) consecutive terms.

e. The term of office for Treasurer shall be for two (2) years. The term shall begin at the start of the fiscal year following an election. This position shall not serve for more than three (3) consecutive terms.

f. The term of office for Directors shall be for two (2) years. The term shall begin at the start of the fiscal year following an election. This position shall not serve for more than three(3) consecutive terms.

g. The term of office for Delegate shall be for four (4) years. The first of two (2) years shall be served as Alternate Delegate; the final two (2) years shall be served as Delegate.

Section 4. Vacancies of Office

a. In the event of a vacancy in the office of President, the Vice President shall become acting President to serve the unexpired term.

b. In the event of a vacancy in the office of Vice President, the Board of Directors shall fill the vacancy by approval of the qualified individual by a 2/3 majority vote.

c. An appointed Vice President shall serve the remainder of the unexpired term.

d. Any vacancy in the office of Secretary or Treasurer shall be filled by the appointment of a qualified individual by the Board of Directors with a 2/3 majority vote. The appointed individual will serve the unexpired term.

e. Any vacancy in the office of Director shall be filled by appointment by the President with a 2/3 majority vote of the Board of Directors. The appointed individual shall serve the unexpired term only.

f. If the Delegate's office becomes vacant for any reason, the Alternate Delegate will assume the office and duties of the Delegate's unexpired term. This person shall complete his/her own successive term as Delegate.

g. If the Alternate Delegate's office becomes open for any reason, the Board of Directors may appoint a qualified member to fill the vacancy by a 2/3 majority vote. This person will serve the unexpired term and will complete the successive terms as Delegate.

Section 5. Duties of Officers

a. *President*

The President shall be the chief executive officer of the society. He/She shall preside at the annual business meeting and all annual business meeting, and submit it to the membership not fewer than thirty (30) days prior to such a meeting in accordance with Article VIII of these bylaws; prepare an agenda for each meeting of the Board of Directors, and submit it to the members of the Board not fewer than ten (10) days prior to such a meeting; appoint standing and special committees subject to approval of the Board of Directors; be an exofficio member of all committees except Elections and Nominations committees; present to the Board of Directors and membership an annual report of the Society's activities. The President will also create and submit the annual budget to the Board of Directors for approval. The President can act in the capacity as a delegate to the AARC House of Delegates.

b. *Vice President*

The Vice President shall become acting President and shall assume the duties of the President in the event of the President's absence, resignation, or disability; he/she shall perform such other duties as shall be assigned by the President or Board of Directors.

c. *Treasurer*

The Treasurer shall have charge of all funds and securities of the society; endorsing checks, notes, or other orders for the 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, accurate accounts are kept, make a written quarterly financial report to the Board of Directors, and a complete written yearly report at the Spring meeting of the Board of Directors. At the expense of the Society, he/she shall be bonded in an amount determined by the Board of Directors.

d. *Secretary*

The Secretary shall have charge of keeping the minutes of the Board of Directors' meetings, regular business meetings, and the annual business meeting of the governing body and other business of the society to the Executive Office of the AARC within ten (10) days following the meeting; executing the general correspondence; and in general, performing all duties as from time-to-time shall be assigned by the President or the Board of Directors.

e. *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.

f. *Voting Members of the Board*

Directors - The Director shall perform such duties as assigned by the President or the Board of Directors. This person must serve on committees as assigned by the President.

Delegate - The duties of the Delegate shall be specified by the bylaws of the AARC. The Delegate shall serve on committees of the state society as appointed by the President with approval of the Board of Directors. The Delegate shall be a voting member of the Board of Directors.

ARTICLE VI - NOMINATIONS & ELECTIONS

Section 1. Nominations Committee

The President shall appoint a Nominations Committee and appoint a Chairman for the purpose of preparing a ballot; this must be done at least ninety (90) days before the annual business meeting. The committee shall report back to the Board of Directors at least sixty (60) days before the date of the annual business meeting.

Section 2. Ballot

a. The completed ballot shall be made available to all eligible voting "active" members at least thirty (30) days prior to the annual business meeting.

b. The vote shall be conducted using a ballot with the listing of the nominees and providing space for write-in votes for each office. Ballots, to be acceptable, must be submitted at least 5 days before the annual business meeting. The deadline date shall be clearly indicated on the ballot.

Section 3. Election Committee

The President shall appoint an impartial Election Committee which shall check the eligibility of each ballot and tally the votes prior to the annual business meeting. The Election Committee Chairman shall announce the results at the annual business meeting.

ARTICLE VII - BOARD OF DIRECTORS

Section 1. Composition and Powers

a. The executive government of this society shall be vested in the board of eight (8) active members consisting of the President, Vice President, Secretary, Treasurer, Immediate Past President, two (2) Directors, and the Delegate to the AARC.

b. The President shall be Chairman and presiding officer of the Board of Directors and the Executive Committee. He/She shall have the authority of extending written invitations to board meetings to any individual (s) whose presence may have an influence on board decisions. The Executive Committee of the Board of Directors shall consist of the President, Vice President, Immediate Past President, Secretary, and Treasurer. 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.

c. The Board of Directors shall have the power to declare an office vacant by 2/3 vote, upon the refusal or neglect of any member of the Board to perform the duties of that office; for any conduct deemed prejudicial to the society; or upon failure to attend two Board of Directors meetings without proper notification. (All absences from board meetings must be with the excused permission of the society President). Written notification shall be given to the officer or Director that the position has been declared vacant.

Section 2. Duties

a. Supervise all business and activities of the society within the limitations of these bylaws.

b. Adopt and rescind standing rules of the society.

- c. Approve all budgetary items.
- d. Require quarterly reports from all standing committees.

Section 3. Meetings

- a. The Board of Directors shall meet at least on a quarterly basis. The dates of the meetings will be made known to the members of the board at least ten (10) days in advance through written notification.
- 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 two (2) members of the society.
- c. A majority of the Board of Directors shall constitute a quorum at any meeting of the board.

Section 4. 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 business meeting, the Board of Directors may, unless otherwise required by these bylaws, instruct the Elections Committee to conduct a vote of the membership. The question thus presented shall be determined according to a majority of the valid votes received within thirty (30) days after the date of such submission, except in the case of a constitutional amendment or change in the bylaws when a 2/3 majority of the valid votes received is required. Any and all action approved by the members in accordance with the requirements of this article shall be binding upon each member thereof. Any amendment (s) to the bylaws of this society shall be presented to the membership at least sixty (60) days prior to a vote, as provided in Article XVII of these bylaws.

ARTICLE VIII - ANNUAL BUSINESS MEETING

Section 1. Date and Place

a. The society shall hold an annual business meeting within sixty (60) days of the close of each calendar year; additional business meetings may be held as required to fulfill the objectives of the society.

b. The date and place of the annual business meeting shall be decided by the Board of Directors.

Section 2. Purpose

a. The annual business meeting shall be for the purpose of presenting reports to the general membership, officially announcing election results, and other business brought by the President.

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

Section 3. Notification

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

b. An agenda for the annual business meeting shall be sent to all members not fewer than thirty (30) days prior to the annual business meeting.

ARTICLE IX - SOCIETY DELEGATES TO THE AARC HOUSE OF DELEGATES

Section 1.

a. Only voting members of the association shall be eligible to be a Delegate or Alternate. No person may serve more than

four (4) consecutive years in the House of Delegates, either as Delegate, Alternate or a combination of both.

b. The voting members of the society shall have the power to declare the office of Delegate and/or Alternate vacant by a 2/3 vote, upon refusal or neglect of the Delegate and/or Alternate to perform the duties of office or for any other conduct deemed prejudicial to the society or the association. Written notice shall be given to the Delegate and/or Alternate and the Chartered Affiliates Committee that the office has been declared vacant.

c. The Delegate shall be a voting member of the society's Board of Directors.

ARTICLE X - COMMITTEES

Section 1. Standing 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:

- a.** Elections
- b.** Judicial
- c.** Executive
- d.** Nomination
- e.** Program & Education
- f.** Bylaws

Section 3. Committee Chairperson's Duties

a. The President shall appoint the "chair" of each committee.

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

c. The "chair" of each committee shall confer promptly with the members of his/her committee on work assignments.

d. Non-members or physician members may be appointed as consultants to the committees. The President shall request recommendations for such appointments from the medical advisor(s).

e. Each committee chair requiring operating expenses shall submit a budget for the next fiscal year to the Budget and Audit Committee.

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

ARTICLE XI - DUTIES OF COMMITTEES

Section 3. Elections Committee

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

b. The committee shall consist of at least four (4) members.

Section 4. Judicial Committee

a. This committee shall consist of four (4) members.

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 of the AARC. Complaints or inquiries may be referred to the committee by the Judicial Committee of the AARC.

c. 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 designate with benefit of legal counsel if deemed advisable. If deemed advisable, forward this information to the AARC Judicial Committee. The committee will comply with AARC recommendations.

Section 5. Nominations Committee

a. This committee shall prepare for approval by the Board of Directors a slate of officers and directors for election.

b. 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 interest of the AARC and the society through consideration of personal qualifications and geographical representation as applicable.

Section 6. Program and Education Committee

a. This committee shall consist of at least three (3) members and be so constructed as to provide experienced members for program and education planning.

b. The Medical Advisor or his designate will be a consultant member of this committee.

Section 7. Bylaws Committee

a. This committee shall consist of at least three (3) members.

b. The committee shall receive and prepare all amendments to the bylaws for submission to the Board of Directors.

c. This committee shall perform an annual review of the society bylaws as well as the AARC Bylaws and initiate such amendments for submission to the society Board of Directors.

ARTICLE XII - SOCIETY MEDICAL ADVISOR

Section 1. Composition

The society shall have one (1) Medical Advisor. The physician appointed to the post must have an identifiable role in clinical, organizational, educational, or investigative cardiopulmonary care. This position is appointed by the President and confirmed by the Board of Directors.

Section 2. Term of Office

The term of office of the Medical Advisor may be terminated at any time by a 2/3 majority vote of the Board of Directors. Notification of this action shall be submitted to the Medical Advisor, the AARC, and the National Board of Medical Advisors. Any vacancy in the office of Medical Advisor shall be filled by a 2/3 majority vote of the Board of Directors. The appointed person will serve the unexpired term. The term is defined as one (1) year. The Medical Advisor may serve no more than two (2) consecutive years.

Section 3. Duties

The society Board of Directors and all of its committees shall consult with the Medical Advisor in regard to all matters of medical policy. The Medical Advisor shall assist the appropriate committees regarding any educational programs and publications. The Medical Advisor may attend all regular meetings of the Board of Directors and shall have the privilege of voice but not vote.

ARTICLE XIII - FISCAL YEAR

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

ARTICLE XIV – ETHICS

If the conduct of any society member shall appear by report of the society or the AARC Judicial Committee to be in 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 Code of Ethics, the Board of Directors may refer to the AARC Judicial Committee for appropriate action. The RISRC Board of Directors must follow AARC policy and procedures as reported.

ARTICLE XV - PARLIAMENTARY PROCEDURE

The rules contained in Robert's Rules of Order Revised shall govern whenever they are not in conflict with the bylaws of the society or the AARC.

ARTICLE XVI – AMENDMENTS

These bylaws may be amended at any regular or called meeting or by vote of the Rhode Island Society or the AARC by a 2/3 majority vote. All amendments must be approved by the Bylaws Committee of the AARC and the AARC Board of Directors. After the RISRC receives written notification of the approval from the AARC President, the revised bylaws may be adopted.

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