

# **Utah Society for Respiratory Care Bylaws**

Bylaws Adopted

July 17, 2024

## **ARTICLE I – Name**

This organization shall be known as the Utah Society for Respiratory Care, hereinafter referred to as the USRC; 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 the USRC shall be the area within the boundaries of the State of Utah.

## **ARTICLE III – Object**

### **Section 1. Purpose**

- a. To encourage and develop on a regional basis educational programs for those persons interested in the field of respiratory care.
- b. To advance the science, technology, ethics, and art of respiratory care through regional institutes, meetings, lectures, and the preparation and distribution of a newsletter and other materials.
- c. To facilitate cooperation between respiratory care personnel and the medical profession, hospitals, service companies, industry, and other agencies within the region interested in respiratory care, except that the USRC shall not commit any act which shall constitute unauthorized practice and medicine under the laws of the State of Illinois in which the parent Association is incorporated, or any other state.

### **Section 2. Intent**

- a. No part of the net earnings of the USRC shall inure to the benefit of any private member or individual, nor shall the corporation perform particular services for individual members thereof.
- b. Distribution of the funds, incomes, and property of the USRC 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 taxation and if gifts or transfers to the payees or distributees are then exempt from taxation under the provisions of Section 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 the USRC shall include three (3) classes: Active Member, Associate Member, and Special Member, as defined by Article III of the AARC Bylaws.

### **Section 2. Eligibility**

An individual is eligible to be a member of the USRC if the individual is a member of the AARC, as specified in Article III of the AARC Bylaws.

### **Section 3. Classifications**

The classifications and limitations of membership shall be as defined in Article III of AARC Bylaws.

### **Section 4. Application for Membership**

Application for Membership in the USRC shall follow the procedure specified in Article III, Section 6 of the AARC Bylaws.

## **ARTICLE V – Members of the Board**

### **Section 1. Board of Directors**

The Board of Directors shall be voting members and shall consist of:

- a. Officers – The officers of the USRC shall be A President, an Immediate Past President (alternate year from President-Elect), a Vice-President, a Secretary, a Treasurer, and, in alternate years, a President-Elect.
- b. Directors – There shall be three (3) Directors. The three director positions shall be termed Director, Director-Elect, and Immediate Past Director.
- c. Delegates – The USRC shall have two (2) delegates to the AARC House of Delegates.

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

Each respiratory training program in the state shall identify a representative from their respective school to attend all USRC meetings. Student representatives will not be voting members.

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

- a. The President-Elect shall serve for one (1) year, and then automatically succeed to the office of President. The President shall serve for two (2) years and then serve as Past President for one (1) year.
- b. The Vice-President and Secretary shall serve for a term of two (2) years.
- c. The Treasurer shall be appointed by the Board of Directors and shall serve for a term of two (2) years.
- d. The term of office for Directors shall begin immediately following the annual business meeting and shall be for a three (3) year term of office.
- e. The term of office for Directors shall be for a three (3) year term. One (1) Director shall be elected each year.

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

- a. In the event of a vacancy in the office of President in the first year of the Presidency, the immediate Past President shall assume the duties but not the office of President as well as their own. In the event of a vacancy in the office of President in the second year of the Presidency, the President-Elect shall become acting President to serve the unexpired term and shall serve the individual's own successive term as President. Additionally, in this case, the current Past-President shall have the option to serve for a 1-year term extension.
- b. In the event of a vacancy in the office of the Immediate Past-President, the office shall remain vacant until the end of the current President's term.
- c. 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 as well as the individual's own duties until the next meeting of the Board of Directors, at which time the Board shall elect a qualified member to fill the vacancy. This does not apply

if the vacancy in the office of the President-Elect is a direct result of a vacancy in the office of the President.

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

- a. President: The President shall be the chief executive officer of the USRC. The individual shall preside at the Annual Business Meeting and all meetings of the Board of Directors; prepare an agenda for meetings in accordance with Article VIII of these Bylaws; 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; present to the Board of Directors and membership an annual report of the USRC's activities.
- b. President-Elect: The President-Elect, if sitting, shall become acting President and shall assume the duties of the President in the event of the President's absence, resignation, or disability; the individual shall perform such other duties as shall be assigned by the President or Board of Directors.
- c. Vice-President: The Vice-President shall assume the duties but not the office of the President-Elect in the event of the President-Elect's absence, resignation, or disability and will also continue to carry out the duties as assigned by the President or Board of Directors.
- d. Treasurer: The Treasurer shall have charge of all USRC funds and securities, disbursing funds as authorized by the Board of Directors, ensuring accuracy, and exercising fiduciary responsibility to the USRC. At the expense of the USRC, the individual serving as treasurer shall be bonded in the amount determined by the Board of Directors.
- e. Secretary: The Secretary shall have charge of keeping the minutes of the Board of Directors regular business meetings and the annual business meeting, executing the general correspondence; and in general, performs all duties assigned by the President or the Board of Directors.
- f. Immediate Past President: The Immediate Past President shall advise and consult with the President and shall perform such other duties as assigned by the President or the Board of Directors.
- g. Directors: There are three director positions. A director serves as a representative of the affiliate and performs duties as directed by the President.
- h. Delegates: They shall fulfill the duties as specified in the Bylaws of the AARC or as assigned by the President.

## **ARTICLE VI – Nominations and Elections**

### **Section 1. Nominations Committee**

The Board of Directors shall elect a nominations committee each year at least one hundred and twenty (120) days before the Annual Business Meeting. The committee shall present a slate of nominees to the Board of Directors prior to preparing a ballot.

### **Section 2. Nominations**

The Nominations Committee may place in nomination the names of one (1) or more persons, for the offices of President-Elect, Vice President, Secretary, Director-Elect, and Delegate. Only Active AARC Members in good standing shall be eligible for nomination. The Nominations and Elections Committee shall provide a pertinent biographical sketch of each nominee's professional activities and services to the organization, all of which shall be a part of the ballot.

### **Section 3. Election Ballot**

The election vote shall be performed by electronic processes with provisions for write-in votes for each office. The electronic ballot shall be sent to the Society's Active AARC Members in good standing and eligible to vote at least thirty (30) days prior to the Annual Business Meeting. Electronic submissions will be accepted up to a clearly published deadline.

### **Section 4. Elections Results**

Upon conclusion of the election period, the Nominations and Elections Committee shall check the eligibility of each ballot and tally the votes. The newly elected officers shall be notified and welcomed by the President. The results of the election shall be announced at the Annual Business Meeting.

## **ARTICLE VII – Board of Directors**

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

- a. The Board of Directors shall consist of the President, President-Elect (alternating year), Vice-President, Secretary, Treasurer, Immediate Past-President (alternating year), three (3) Directors, and two (2) Delegates. The Board of Directors will hereinafter be referred to as the Board.
- b. The President shall be the Chair and presiding officer of the Board of Directors and the Executive Committee. The individual shall invite individuals to the meeting of the Board as the President shall deem necessary, with the privilege of voice but not vote.
- c. The Board shall have the power to adopt and rescind established policies and procedures of the USRC.

### **Section 2. Duties**

- a. Supervise all business and activities of the USRC within the limitations of these Bylaws.
- b. Adopt and rescind standing rules of the USRC.
- c. Perform such other duties as may be necessary or appropriate for the management of the USRC.

### **Section 3. Meetings**

- a. The Board shall meet immediately preceding and immediately following the annual business meeting of the USRC and shall not hold fewer than two (2) regular and separate meetings during the calendar year.
- b. Special meetings of the Board shall be called by the President at such times as the business of the USRC shall require, or upon written request of five (5) members of the Board filed with the President and Secretary of the USRC.
- c. A majority of the Board shall constitute a quorum at any meeting of the Board.

### **Section 4. Vote**

Whenever, in the judgment of the Board, it is necessary to present any business to the membership prior to the next regular or Annual Business Meeting, the Board may, unless otherwise required by those Bylaws, instruct the Elections Committee to conduct a vote of the membership by appropriate means. 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 two-thirds (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 the USRC shall be presented to the membership at least thirty (30) days prior to a vote, as provided in Article XVI of these Bylaws concerning Amendments.

#### **Section 5. Executive Committee**

The Executive Committee of the Board shall consist of the President, President-Elect, Vice-President, Immediate Past President, Secretary, and Treasurer. They shall have the power to act for the Board between meetings of the Board and such actions shall be subject to ratification by the Board at its next meeting.

### **ARTICLE VIII – Annual Business Meeting**

#### **Section 1. Date and Place**

- a. The USRC shall hold an annual business meeting in the last quarter of each calendar year; additional meetings may be held as required to fulfill the objective of the USRC.
- b. The date and place of the annual business meeting and additional meetings shall be decided in advance by the Board. In the event of a major emergency, the Board shall cancel the scheduled meeting, set a new date and place if feasible, or conduct the business of the meeting by appropriate means of communication, 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**

Notice of the time and place of the annual business meeting shall be sent to all members of the USRC not fewer than thirty (30) days prior to the meeting.

#### **Section 4. Quorum**

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

### **ARTICLE IX – USRC Delegates to the House of Delegates**

#### **Section 1. Election**

There shall be two (2) Delegates elected to the Board. Delegates of the USRC to the House of Delegates of the AARC shall be elected as specified in the AARC Bylaws.

#### **Section 2. Board Member (ex-officio)**

The Delegate shall be a voting member of the USRC Board of Directors.

#### **Section 3. Multiple Officers**

Delegates may not hold concurrent elective offices.

#### **Section 4. Succession**

No person may serve more than eight (8) consecutive years or two (2) consecutive 4-year terms in the House of Delegates.

## **Section 5. Vacancies**

In the event of a Delegate's absence, resignation, assumption of duty as an Officer of the HOD, or disability, the USRC may be represented in the House of Delegates by the President or representative deemed appropriate by the delegate's Credentials Committee. This representative shall not assume the office of Delegate and will be a non-voting member of the HOD.

## **ARTICLE X – Committee**

### **Section 1. Standing committees**

The members of the following Standing Committees shall be appointed by the President, subject to the approval of the Board, to serve for a term of one (1) year, Except Article VI, Section I of these Bylaws.

1. Membership
2. Budget and Audit
3. Judicial
4. Nominations and Elections
5. Program and Education
6. Bylaws
7. Publications

### **Section 2. Special Committees and Other Appointments**

The President may appoint special committees, Special Advisors to the President, or Consultants to the Board. The appointed 'Consultant' or 'Special Advisor to the President' may not be a currently sitting board member. They may be a former officer of the Board, or any other USRC (or AARC) member that the board deems appropriate. The 'Consultant' and 'Special Advisor to the President' will not be a voting Board member.

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

- a. The President shall appoint the chair of each committee.
- b. The Chair of each committee shall confer promptly with the members of his/her committee on work assignments.
- c. 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 the new committee.
- d. All committee reports and updates will be presented at the regular business meetings.
- e. The President may appoint non-members or physician members as consultants to the committee.
- f. Each committee Chair requiring operating expenses shall submit a budget for the next fiscal year to the Budget and Audit Committee.

## **ARTICLE XI – Duties of Committees**

The Committee's duties are as specified by the Policy and Procedures of the USRC.

## **ARTICLE XII – Society Medical Advisor**

The USRC shall have at least one (1) Medical Advisor and shall conform to the AARC Bylaws concerning USRC Medical Advisor.

**ARTICLE XIII – Fiscal Year**

The Fiscal Year of the USRC shall be from January 1 through December 31.

**ARTICLE XIV – Ethics**

If the conduct of any USRC member shall appear, by report of the USRC 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 the USRC's interests as defined in the AARC Code of Ethics, the Board may, by a two-thirds (2/3) vote of its entire membership suspend or expel such member. A motion to reconsider the suspension or expulsion of any member may be made at the next regular meeting of the Board. All such suspensions or expulsion actions shall be reported immediately to the AARC Judicial Committee.

**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 USRC or of the AARC.

**ARTICLE XVI – Amendments**

These Bylaws may be amended at any regular or called meeting or by mail vote of the USRC of the AARC by a two-third (2/3) majority of those voting, provided that the amendment has been presented to the membership in writing at least sixty (60) days prior to the vote. All amendments must be approved by the AARC Chartered Affiliates Committee and shall become effective upon ratification by the AARC Board.

Revised October 2022

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