

## **Bylaws of the Utah Society for Respiratory Care**

### **1) Article I – Name**

- a) This organization shall be known as the Utah Society for Respiratory Care, hereinafter referred to as the Society; 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.

### **2) Article II – Boundaries**

- a) The area included within the boundaries of this Society shall be the area within the boundaries of the State of Utah.

### **3) Article III – Object**

#### **a) Section 1. Purpose**

- i) To encourage and develop on a regional basis educational programs for those persons interested in the field of respiratory care.
- ii) 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;
- iii) 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 this Society 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.

#### **b) Section 2. Intent**

- i) No part of the net earnings 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.
- ii) Distribution of the 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 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.

#### **4) Article IV – Membership**

##### **a) Section 1. Classes**

- i) The membership of this Society shall include three (3) classes: Active Member, Associate Member, and Special Member as defined by Article III of the AARC Bylaws.

##### **b) Section 2. Eligibility**

- i) An individual is eligible to be a member of this Society if he/she is a member of the AARC as specified in Article III of the AARC Bylaws.

##### **c) Section 3. Classifications**

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

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

- i) Application for Membership in this Society shall follow the procedure specified in Article III, Section 6 of the AARC Bylaws.

#### **5) Article V - Members of the Board**

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

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

- i) Officers--The officers of this Society shall be: A President, Immediate Past President, a Vice-President, a Secretary, a Treasurer, and in alternate years, President-Elect.
- ii) Directors--There shall be three (3) Directors. The three (3) director positions shall be termed Director, Director-Elect, and Immediate Past Director.
- iii) Delegates--The Society shall have two (2) delegates to the AARC House of Delegates.

**b) Section 2. Student Representatives**

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

**c) Section 3. Term of Office**

- i) 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 Immediate Past President, for one (1) year. The President-Elect shall not serve more than one (1) consecutive term in the same office.
- ii) The Vice-President and Secretary shall serve for a term of two (2) years. The Vice-President and Secretary, shall not serve more than three (3) consecutive terms in the same office.
- iii) The Treasurer shall be appointed by the Board of Directors and shall serve for a term of two (2) years.
- iv) The term of office for Delegates shall be four (4) years. One (1) delegate shall be elected every two (2) years.
- v) The term of office for Directors shall be for a three (3) year term. One (1) Director shall be elected each year.

**d) Section 4. Vacancies in Office**

- i) In the event of a vacancy in the office of President in the first year of Presidency, the Immediate Past President shall assume the duties but not the office of President as well as their own. Following the annual election, the newly elected President-Elect shall become Acting President to serve the unexpired term, and shall serve their successive term as President. In the event of a vacancy in the office of President in the second year of Presidency, the President-Elect shall become Acting President to serve the unexpired term and shall serve his/her own, the successive term, as President. Additionally in this case, the current Past-President shall have the option to serve for a 1-year term extension.
- ii) 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.

- iii) In the event of a vacancy in the office of President-Elect, the Vice-President shall assume the duties, but not the office, of President-Elect as well as his/her own until the next meeting of the Board of Directors, at which time the Board shall appoint 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.
- iv) A vacancy in any other office will be addressed as outlined in Article VII, Section 3a.

**e) Section 5. Duties of Officers**

- i) President – The President shall be the Chief Executive Office of the Society. He/She shall preside at the Annual Business Meeting and all meetings of the Board of Directors; prepare an agenda for the annual business meeting in accordance with Article VIII of these Bylaws: prepare an agenda for each meeting of the Board of Directors; submit it to the members of the Board prior to such a 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 and Nominations Committees; present to the Board of Directors and membership an annual report of the Society's activities.
- ii) 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; he/she shall perform such other duties as shall be assigned by the President or Board of Directors.
- iii) 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 of the office of the Vice-President. The Vice-President shall perform duties as assigned by the President or Board of Directors.
- iv) 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. This officer 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 Annual Business 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.
- v) 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.
  - vi) 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.
  - vii) Directors – There are three director positions. A director serves as a representative of the affiliate and performs duties as directed by the President.
  - viii) Delegates – They shall fulfill the duties as assigned in the delegate section of the bylaws or as assigned by the President.

## **6) Article VI - Nominations and Elections**

### **a) Section 1. Nominations and Elections Committee**

- i) The Board of Directors shall appoint a nominations and elections 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.

### **b) Section 2. Nominations**

- i) The Nominations and Elections 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 and not known to have any licensure or legal proceedings pending 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.

### **c) Section 3. Electronic Ballot**

- i) 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.

**d) Section 4. Election Results**

- i) 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 to the membership prior to the Annual Business Meeting.

**7) Article VII - Board of Directors**

**a) Section 1. Composition and Powers**

- i) The Board of Directors shall consist of the President, President-Elect, Vice-President, Secretary, Treasurer, Immediate Past-President, three (3) Directors and two (2) delegates. The Board of Directors will hereinafter be referred to as the Board.
- ii) The President shall be Chair and presiding officer of the Board of Directors and the Executive Committee. He/She shall invite individuals to the meeting of the Board as he/she shall deem necessary with the privilege of voice but not vote.
- iii) The Board of Directors shall have the power to adopt and rescind established policies and procedures of the Society.

**b) Section 2. Duties**

- i) Supervise all business and activities of the Society within the limitations of these Bylaws.
- ii) Adopt and rescind standing rules of the Society.
- iii) Perform such other duties as may be necessary or appropriate for the management of the Society.

**c) Section 3. Vacancies**

- i) Any vacancy that occurs on the Board of Directors, with the exception of the President and Immediate Past-President, shall be filled by

qualified members elected by the Board of Directors. Individuals so elected shall serve until the next regular election.

**d) Section 4. Meetings**

- i) The Board of Directors shall meet immediately preceding and immediately following the annual business meeting of the Society and shall not hold fewer than two (2) regular and separate meetings during the calendar year.
- ii) 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 five (5) members of the Board of Directors filed with the President and Secretary of the Society.
- iii) A majority of the Board of Directors shall constitute a quorum at any meeting of the Board.

**e) Section 5. Vote**

- i) 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 those Bylaws, instruct the Nominations and 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 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 this Society 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.

**f) Section 6. Executive Committee**

- i) The Executive Committee of the Board of Directors 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 of Directors between meetings of the Board of Directors and

such action shall be subject to ratification by the Board at its next meeting.

## **8) Article VIII - Annual Business Meeting**

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

- i) The Society 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 Society.
- ii) The date and place of the Annual Business Meeting and additional meetings shall be decided in advance by the Board of Directors. 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 of the meeting by ~~mail or other~~ appropriate means of communication, provided the material is sent in the same words to the voting membership.

### **b) Section 2. Purpose**

- i) 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.

### **c) Section 3. Notification**

- i) Notice of the time and place of the Annual Business Meeting shall be sent to all members of the Society not fewer than thirty (30) days prior to the meeting.

### **d) Section 4. Quorum**

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

## **9) Article IX – Society Delegates to the House of Delegates**

### **a) Section 1. Election**

- i) There shall be two Delegates elected to the board. Delegates of the Society to the House of Delegates of the AARC shall be elected as specified in the AARC Bylaws.

### **b) Section 2. Term of Office**



- i) The Delegate shall be elected for a four (4) year term. Elections for one (1) delegate position will take place every two (2) years.

**c) Section 3. Duties**

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

**d) Section 4. Board Member (ex-officio)**

- i) The Delegate shall be a voting member of the Society Board of Directors.

**e) Section 5. Multiple Offices**

- i) Delegates may not hold concurrent elective offices.

**f) Section 6. Succession**

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

**g) Section 7. Vacancies**

- i) In the event of a Delegate's absence, resignation, assumption of duty as an Officer of the HOD or disability, the Society 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.

**10) Article X – Committees**

**a) Section 1. Standing Committees**

- i) 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, except Article VI, Section 1 of these Bylaws.

**(1)** Membership

**(2)** Budget and Audit

**(3)** Judicial

**(4)** Nominations and Elections

**(5)** Program and Education

(6) Bylaws

(7) Publications and Public Relations

**b) Section 2. Special Committees and Other Appointments**

i) 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.

**c) Section 3. Committee Chair's Duties**

i) The President shall appoint the chair of each committee.

ii) The Chair of each committee shall confer promptly with the members of his/her committee on work assignments.

iii) 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.

iv) All committee reports and updates will be presented at the regular business meetings.

v) The President may appoint non-members or physician members as consultants to the committees.

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

**11) Article XI – Duties of Committees**

a) Committee duties as specified by policy and procedure of the Society.

**12) Article XII – Society Medical Advisor**

a) The Society shall have at least one (1) Medical Advisor, and shall conform to the AARC Bylaws concerning Society Medical Advisors.

**13) Article XIII – Fiscal Year**

a) The Fiscal Year of this Society shall be from January 1 through December 31.

**14) Article XIV – Ethics**

- a) 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 in the AARC Code of Ethics, the Board of Directors 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 of Directors. All such suspensions or expulsion actions shall be reported immediately to the AARC Judicial Committee.

**15) Article XV – Parliamentary Procedure**

- a) 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 of the AARC.

**16) Article XVI – Amendments**

- a) These Bylaws may be amended at any regular or called meeting or by mail vote of the Utah Society of the AARC by a two-thirds (2/3) majority of those voting, provided that the amendment has been presented to the membership in writing at least thirty 30 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 of Directors.

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