

*VIRGINIA SOCIETY
FOR
RESPIRATORY CARE*

BYLAWS ADOPTED: October 5, 2012

ARTICLE I - NAME AND BOUNDARIES

SECTION 1. NAME

This organization, the Virginia Society for Respiratory Care, Inc. (VSRC), hereinafter referred to as the Society, is incorporated under the laws of the Commonwealth of Virginia. The Society shall be a chartered affiliate of the American Association for Respiratory Care (AARC), hereinafter referred to as the Association.

SECTION 2. BOUNDARIES

- a. The boundaries of this Society shall be the boundaries of the Commonwealth of Virginia.
- b. The boundaries of the five districts which ensure geographic representation to the Board of Directors shall be identified in the standing rules.

ARTICLE II - OBJECT

SECTION 1. PURPOSES

- a. Encourage, develop, and provide educational programs for those persons interested in respiratory therapy, diagnostics, pulmonary rehabilitation, and sleep medicine. Hereinafter referred to as Respiratory Care.
- b. Advance the science, technology, ethics, and art of respiratory care through institutes, meetings, lectures, publications, and other materials.
- c. Facilitate cooperation and understanding among respiratory care professions, hospitals, service companies, industry, governmental and other organizations, and other agencies interested in respiratory care.
- d. Provide education to the general public in pulmonary health promotion and disease prevention.

SECTION 2. INTENT

- a. No part of the monies of the Society shall inure to the benefit of any private member or individual.
- b. Distribution of the funds, income, and property of the Society are intended to provide directly or indirectly for the purposes in Section 1 of Article II. Indirect provisions may be accomplished by making contributions to charitable,

educational or scientific 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 payee or distributions are exempt from income taxation, and if gifts or transfers to the payee or distributees are then exempt from taxation under the provisions of Sections 501, 2055, 2522 of the Internal revenue Code or changes which amend or supersede the said sections.

- c. In the event of dissolution of the Society, whether voluntary or involuntary, all of its remaining assets shall be distributed, unless otherwise required by law, in such manner as the Board of Directors of the Society by majority vote determine to be best calculated to carry out the purposes for which the Society was formed. The distribution of the funds, income, and property of this Society upon dissolution may be made available to any organization in Article II, Section 2. b. under the stated conditions.
- d. The Society shall not commit any act which shall constitute the unauthorized practice of medicine under the laws of the Commonwealth of Virginia.

ARTICLE III - MEMBERSHIP

SECTION 1. CLASSES

The members of the Society shall include three classes: Active Member, Associate Member, and Special Member.

SECTION 2. ACTIVE MEMBER

Active Members shall meet the requirements set forth in AARC Bylaws, Article III, Section 2, and shall be an Active Member in good standing in the AARC.

SECTION 3. ASSOCIATE MEMBER

Associate members shall meet the requirements set forth in AARC Bylaws, Article III, Section 3 and shall be Associate Members in good standing in the AARC. There shall be three (3) subclasses of Associate Membership:

- a. Student Member. An individual is eligible to be a Student Member if the student meets all of the requirements for student membership in the AARC and is enrolled in a formal training program in respiratory care within the boundaries of the Commonwealth of Virginia.
- b. Physician Member. An individual is eligible to be a Physician Member if the physician meets all of the requirements for Associate Membership and is licensed as a doctor of medicine or osteopathy in the Commonwealth of Virginia.

- c. Industrial Member. An individual is eligible to be an Industrial Member if he/she meets all of the requirements for AARC Associate Membership.

SECTION 4. SPECIAL MEMBER

- a. Life Member. Society Life Members shall be members who have rendered outstanding service to the Society. Life membership may be conferred by an affirmative two-thirds (2/3) vote of the Board of Directors when a quorum is present. Life Members shall have all the rights and privileges of membership in the Society, except they shall not be entitled to hold office, hold committee chair positions, or vote.
- b. Honorary Member. Society Honorary Members shall be individuals who have achieved special recognition or have made a special contribution to the Society or to the field of respiratory care. The board of directors may confer honorary membership by two-thirds (2/3) vote of the Board of Directors when a quorum is present. Honorary Members shall have all the rights and privileges of membership in the Society, except they shall not be entitled to hold office, hold committee chair positions or vote.
- c. General Member. Society General Members shall be individuals who have an interest in respiratory care and who do not qualify for other membership classifications. General Members shall have all the rights and privileges of membership in the Society except that they shall not be entitled to hold office, hold committee chair positions, or vote.

SECTION 5. APPLICATION FOR MEMBERSHIP

Applicants for membership shall follow the AARC Application for Membership requirements as described in Article III, Section 6, of the AARC Bylaws.

SECTION 6. FISCAL YEAR

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

SECTION 7. REPRIMAND, TERMINATION, OR SUSPENSION OF MEMBERS

If the conduct of any Society member shall appear to be in willful violation of the Bylaws or standing rules of the Society or the AARC, be prejudicial to the Society's or the AARC's interests as defined in the AARC Code of Ethics, or if the member is found guilty in a court of law, or disciplinary hearing convened under the laws governing the practice of respiratory care, the Society Board of Directors shall immediately report and refer the matter to the AARC.

ARTICLE IV - BOARD OF DIRECTORS

SECTION 1. COMPOSITION AND POWERS

- a. The executive government of the Society shall be vested in a board of eighteen (18) active members: six (6) officers, two (2) delegates, and ten (10) directors.
- b. The President shall chair and serve as presiding officer of the Board of Directors. The President shall invite such individuals to the meetings of the board as he/she shall deem necessary with the privilege of voice, not of 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 majority vote of the entire board. Written notice shall be given to the member that the office has been declared vacant.

SECTION 2. DUTIES

- a. Supervise all business and activities of the Society within the limitations of the law, the Articles of Incorporation, these bylaws and the standing rules.
- b. Adopt and rescind standing rules of the Society, by which all members of the Society shall be bound.
- c. After consideration of the budget determine for the following year the amount of remunerations, stipends, and other related matters.

SECTION 3. OFFICERS

- a. The officers of the Society shall be: a President, a President-elect, a Vice President, a Secretary, a Treasurer, and the Immediate Past President.
- b. Term of Office
 1. The term of office for all officers other than Treasurer, Secretary and Vice President shall be for one (1) year. The term of office for the Treasurer, Secretary and Vice President shall be two (2) years. The beginning of the term of office for the Vice President shall not coincide with the beginning of the terms of office of the Secretary and Treasurer. The term of office for all officers shall be the same as the fiscal year of the Society. The President-elect shall automatically accede to the presidency when the President's term ends.
 2. The Vice President, Secretary, and Treasurer shall not serve more than three (3) consecutive terms in the same office.

c. Vacancies in Office

1. In the event of a vacancy in the office of President, the President-elect shall become acting President to serve the unexpired term of his/her predecessor and shall serve his/her own successive term as President.
2. In the event of a vacancy in the office of President-elect, the Vice President shall assume the office of the President-elect as well as his/her own office. The individual shall serve for the unexpired term of his/her predecessor in office and shall accede to the office of President.
3. In the event of a vacancy in the office of the Vice President, Secretary, or Treasurer, the Board of Directors shall fill the vacancy by appointment. The individual so appointed shall serve the unexpired term of his/her predecessor in office.

d. Duties of Officers

1. **President:** The President shall be the chief executive officer of the Society. The President shall preside at the annual business meeting and all meetings of the Board of Directors, prepare an agenda for the annual business meeting and submit it to the membership in accordance with Article V, Section 3 of these bylaws, prepare an agenda for each meeting of the Board of Directors and submit it to the members of the board in accordance with Article IV, Section 6. d. of these bylaws, appoint standing and special committees subject to the approval of the Board of Directors, in accordance with Article VII, Section 1 of these bylaws, be an ex officio member of all committees except the Nomination and Election Committee, present to the Board of Directors and the membership an annual report of the Society; and perform other duties as shall be assigned by the Board of Directors.
2. **President-elect:** The President-elect shall become acting President and shall assume the duties of the President in event of the President's death, absence, resignation, or incapacity and shall perform such other duties as shall be assigned by the Board of Directors.
3. **Vice President:** The Vice President shall assume the office of the President-elect in the event of the President-elect's death, absence, resignation, or incapacity and shall serve for the unexpired term of his/her predecessor in office and shall accede to the office of President. The Vice President will oversee the major designated seminars sponsored by the Society and shall perform such other duties as shall be assigned by the Board of Directors.

4. 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 of funds in accordance with the approved budget and/or as authorized by the Board of Directors; and depositing funds as the Board of Directors may designate. The Treasurer shall see that full and accurate accounts of revenue and expense are kept; make a written quarterly financial report to the Board of Directors, and prepare a complete written yearly report to be presented at a quarterly meeting of the Board of Directors; and shall perform such duties as shall be assigned by the President or the Board of Directors. At the expense of the Society, the Treasurer shall be bonded in an amount determined by the Board of Directors.
5. Secretary: The Secretary shall have charge of keeping the minutes of the Board of Directors and the annual business meetings and of submitting a copy of these minutes to the Executive Office of the AARC within ten (10) calendar days following their approval; executing the general correspondence; attesting the signature of the officers of the Society; affixing the corporate seal on documents so requiring; and performing all duties as shall be assigned by the President or the Board of Directors.
6. Immediate Past President: The Immediate Past President shall advise and consult with the President and shall perform such duties as assigned by the President or Board of Directors.

SECTION 4. DISTRICT DIRECTORS

- a. Two District Directors shall be elected as representatives from each of five (5) districts.
- b. The term of office for District Directors shall begin at the first board meeting after the beginning of the fiscal year and shall be two (2) years in length.
- c. Any vacancy that occurs shall be filled by appointment by the Board of Directors. The appointed individual shall serve until an election is held by that district.
- d. A District Director may be removed by the membership of his/her district upon the written request of at least ten percent (10%) of the voting members of that district filed with the Board of Directors whereupon, a vote of the membership with respect to the proposed termination shall be conducted in the manner set forth in Article XII of these bylaws. The removal of said District Director shall be by a majority of the votes cast. Written notice shall be given to the District Director that the office has been declared vacant.

SECTION 5. SOCIETY DELEGATES TO THE AARC HOUSE OF DELEGATES

- a. The Delegates shall represent the Society to the AARC House of Delegates in compliance with the rules and regulations of that body.
- b. Delegates shall serve for four (4) years. Delegates shall be elected every two (2) years with terms overlapping by two (2) years.
- c. In the event of a vacancy in the position of Delegate, an election by active members of the VSRC will take place to replace that person. Until the election is held, a substitute appointed by the Board of Directors may be sent to the HOD meetings. An appointed substitute may attend the House meetings but cannot hold the office of Delegate nor serve on HOD committees.
- d. Duties of the Delegates shall be consistent with those identified in the AARC Bylaws and in the standing rules of the Society.

SECTION 6. MEETINGS AND QUORUM

- a. The Board of Directors shall hold no less than four (4) meetings during each fiscal year.
- b. Special meetings of the Board of Directors may be called by the President at such times as the business of the Society shall require; they may be called by the President upon written request filed with the President by at least ten (10) members of the Board of Directors.
- c. At least ten (10) members of the Board of Directors shall constitute a quorum at any meeting of the Board of Directors. Unless otherwise provided by law, the Articles of Incorporation or these bylaws, the vote of a majority of the Board of Directors present at any meeting at which a quorum is present shall be an act of the Board of Directors.
- d. Notice stating the date, time, and place of the meetings of the Board of Directors and an agenda of the meeting shall be delivered to each member of the Board not less than seven (7) nor more than ninety (90) calendar days before the date of the meeting.

SECTION 7. MULTIPLE OFFICES

- a. Members of the Board of Directors shall not hold multiple positions on the Board.
- b. The current and elected Society President, ~~or~~ President-elect, Vice President, Secretary, Treasurer, Delegates and District Directors shall not be a current member of the AARC Board of Directors.

ARTICLE V - ANNUAL BUSINESS MEETING

SECTION 1. DATE AND PLACE

The Society shall hold an annual business meeting each fiscal year.

SECTION 2. PURPOSE

The annual business meeting shall be for the purpose of presenting the President's annual report, committee reports, and conducting additional business as necessary.

SECTION 3. NOTIFICATION

Notice of the time and place of the annual business meeting shall be sent to all members of the Society at least fifteen (15) days prior to such meeting.

SECTION 4. VOTING

Each member in good standing shall be entitled to one (1) vote on each matter submitted for a vote of the members. A member may not vote by proxy. A majority of the votes cast shall decide issues.

SECTION 5. MEMBER QUORUM

Those voting members present at the annual business meeting shall constitute a quorum.

ARTICLE VI - MEDICAL ADVISOR

SECTION 1. QUALIFICATIONS

The Medical Advisor(s) shall be a physician duly licensed by the Virginia State Board of Medicine. The Medical Advisor(s) appointment(s) must be ratified by the Board of Directors.

SECTION 2. TERM

The term of office shall be for one (1) year.

SECTION 3. DUTIES

- a. The Society Medical Advisor(s) shall serve as consultant(s) to the Society on matters of medical policy.

- b. The Society Medical Advisor(s) shall attend all meetings of the Board of Directors and shall have the privilege of voice but not of vote.

ARTICLE VII - COMMITTEES

SECTION 1. STANDING COMMITTEES

- a. The standing committees of the Society shall be:
 - 1. Audit
 - 2. Bylaws
 - 3. Education
 - 4. Executive
 - 5. Judicial
 - 6. Legislative
 - 7. Strategic Planning
 - 8. Membership
 - 9. Nomination and Election
 - 10. Program
 - 11. Public and Professional Relations
 - 12. Media

- b. The chairperson, and members of all standing committees, shall be appointed by the President, subject to approval of the Board of Directors.

SECTION 2. DUTIES OF THE COMMITTEES

- a. The Audit Committee shall be responsible for monitoring financial affairs of the Society. No member of the Executive Committee serving on this committee will be a voting member.

- b. The Bylaws Committee shall be responsible for reviewing and processing amendments to the bylaws and standing rules.

- c. The Education Committee shall be responsible for monitoring respiratory therapy education program standards (e.g. CoARC) and practices, and providing an assessment of their potential impact on the practice of respiratory therapy. This committee shall serve as liaison between students enrolled in respiratory therapy educational programs and the VSRC.

- d. The Executive Committee of the Board of Directors shall consist of the President, President-elect, Vice President, Immediate Past President, Secretary, Treasurer, and Delegates. They shall have the power to act for the Board of Directors between meetings of the Board of Directors. This committee shall be responsible for developing an annual budget and submitting this budget for approval to the Board of Directors. The President of the Society shall chair this committee.

- e. The Judicial Committee shall review complaints against any member charged with violation of the Society's Articles of Incorporation, bylaws, standing rules, code of ethics, or other rules, regulations, policies, or procedures adopted or for any conduct deemed detrimental to the Society. At the direction of the Board of Directors, the committee shall review complaints brought to their attention and report their recommendations to the Board of Directors.
- f. The Legislative Committee shall be responsible for monitoring legislative activity and assessing its potential impact on the practice of respiratory care. Additionally, this committee shall be responsible for coordinating a Society response to legislative activity.
- g. The Strategic Planning Committee shall be responsible for evaluating, developing, and suggesting the priority of future goals and objectives of the Society. Additionally, this committee shall develop and recommend strategies to reach each of these goals and objectives.
- h. The Membership Committee shall promote Society membership, process applications, and maintain a current roster of all Society members.
- i. The Nomination and Election Committee - see Article VIII.
- j. The Program Committee shall be responsible for the organization, implementation, and evaluation of the major designated seminars sponsored by the Society.
- k. The Public and Professional Relations Committee shall be responsible for the activities of the Society in its relationship with the public, hospitals, and other organizations including printed publications.
- l. The Media Committee shall be responsible for all activities related to the VSRC's electronic presence, including management of the VSRC website and oversight of electronic advertising and social networking.

SECTION 3. SPECIAL COMMITTEES AND REPRESENTATIVES

- a. Special committees and/or representatives may be appointed by the President as required, subject to the approval of the Board of Directors.
- b. Special committee members and/or representatives shall serve for a term of one (1) year or until the appointing President's term expires.
- c. Special committee members and/or representatives may serve consecutive terms with approval of the Board of Directors.

ARTICLE VIII - NOMINATIONS AND ELECTIONS

SECTION 1. RESPONSIBILITIES

The Nomination and Election Committee shall be responsible for the preparation of the slate of Board of Directors nominees, conducting elections, and validating and recording all election results.

SECTION 2. NOMINATIONS

- a. The Nomination and Election Committee shall annually place in nomination the name(s) of Active Members in good standing for the office of President-elect.
- b. The Nomination and Election Committee shall biennially, for the ballot for even numbered years, place in nomination the names of Active Members in good standing for the offices of Secretary and Treasurer.
- c. The Nomination and Election Committee shall biennially, for the ballot for odd numbered years, place in nomination the names of Active Members in good standing for the offices of Delegate and Vice President.
- d. The chairperson of the Nomination and Election Committee shall report the slate of nominees to the Board of Directors at the third quarterly meeting of the Board of Directors each fiscal year.
- e. The Board of Directors shall approve the ballot prior to distribution to the membership.
- f. Each District's nominating committee, chaired by the senior District Director, will provide the Chairperson of the Nomination and Election Committee the name(s) of Active Members in good standing from their District to be placed in nomination for the office of District Director.

SECTION 3. BALLOTS

At least forty-five (45) calendar days prior to the fourth quarterly Board of Directors meeting of the fiscal year, ballots with the slate of nominees shall be made available to each Active Member in good standing. Provisions shall be made on the ballot for write-in votes for each position to be filled. Ballots shall be returned to the Chairperson of the Nomination and Election Committee, and must be dated at least fifteen (15) calendar days prior to the fourth quarterly Board of Directors meeting of the fiscal year. The deadline date shall be clearly indicated on the ballot.

SECTION 4. VOTE

The election of all members of the Board of Directors shall be by a plurality of the votes cast. A tie vote shall be decided by lot.

SECTION 5. ELECTION

- a. The Nomination and Election Committee shall prepare, distribute, receive, and verify all ballots. They shall tally the votes no sooner than ten (10) days prior to the fourth quarterly Board of Directors meeting of the fiscal year. The results of the election shall be announced at the fourth quarterly Board of Directors meeting of the fiscal year by the Nomination and Election Committee chairperson.
- b. The nominee(s) for District Director will only be voted for by the members of their District. All votes cast for District Director nominee(s) not in the member's District will be considered invalid.

ARTICLE IX - PARLIAMENTARY AUTHORITY

SECTION 1. PARLIAMENTARIAN

A Parliamentarian will be appointed by the President subject to the approval of the Board of Directors.

SECTION 2. PARLIAMENTARY PROCEDURE

The rules contained in the current edition of Roberts' Rules of Order Revised shall govern whenever they are not in conflict with law, these bylaws or rules, regulations, policies or procedures adopted by the Society.

ARTICLE X - REQUIREMENT FOR NOTICE

Whenever any notice is required or permitted under these bylaws, such notice shall be in writing and shall be deemed to be delivered when hand delivered, published in a Society publication which has a general circulation to the entire membership or when sent to the individual, entity, or organization, as appropriate, at his/her or its address as it appears on the records of the Society.

ARTICLE XI - BYLAWS AMENDMENTS

These bylaws may be amended by following these steps:

- 1) Affiliate member, Bylaws Committee or Board of Directors suggests change to the bylaws.
- 2) Affiliate Bylaws Committee develops wording (with intent statement).
- 3) Affiliate Bylaws Committee submits a preliminary copy of proposed changes and intent statement to Affiliate Board of Directors for majority approval, rejection or amendment.
- 4) Affiliate submits approved proposed amendment, current wording and intent statement to the AARC Bylaws Committee for review and recommendation to the AARC Board of Directors.
- 5) AARC Bylaws Committee either recommends that the AARC Board of Directors approve the proposed changes or sends them back to the affiliate with recommendations.
- 6) VSRC is notified of the AARC Board of Directors action.
- 7) When the AARC Board of Directors approves the proposed changes in the affiliate bylaws, the VSRC Bylaws Committee or Nominations and Election Committee prepares a ballot with the proposed changes, the original version and the intent statement.
- 8) Ballots are made available to eligible members. If two thirds (2/3) of the valid returned ballots support the change, then it will be adopted within the bylaws. Ballots will be made available for a minimum of forty five (45) days prior to counting of the vote.

ARTICLE XII - VOTE OF MEMBERSHIP

When required by these bylaws or whenever in the judgment of the Board of Directors it is necessary to present any business to the membership prior to the next annual business meeting, the Board of Directors may, unless otherwise required by these bylaws, instruct the Nomination and Election Committee to conduct a vote of the membership. Unless otherwise required by law or provided in these bylaws, the approval of the proposed action shall require the affirmative vote of a majority of the valid votes received within thirty (30) calendar days after the date of such submission to the membership. The result of the vote shall dictate the action of the Society.

ARTICLE XIII - CODE OF ETHICS

If the conduct of any member shall appear to be in violation of the Articles of Incorporation, bylaws, standing rules, code of ethics, or other regulations, policies or procedures adopted by the Association or the Society, or shall appear to be prejudicial to the interests of the Association or the Society, such member may be reprimanded, suspended, expelled, or have their membership status reclassified by the Association.

VIRGINIA SOCIETY FOR RESPIRATORY CARE, INC.

BYLAWS

Adopted: October 5, 2012

Proposed Changes: Presented to the VSRC BOD: April 20, 2012
Submitted to AARC Bylaws Committee: June 15, 2012
Ratified by the AARC BOD: July 31, 2012
Approved by the VSRC Membership: October 5, 2012