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# The West Virginia Society for Respiratory Care

## Bylaws as amended April 2015

12 **ARTICLE I**

13 **Name**

14 This organization shall be known as the West Virginia Society for Respiratory Care, Inc.  
15 (hereinafter referred to as the Society) a General Not-For-Profit Corporation in the state of West  
16 Virginia, a chartered affiliate of the American Association for Respiratory Care (herein after  
17 referred to as the Association or AARC).  
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19 **ARTICLE II**

20 **Boundaries**

21 The area included within the boundaries of this Society shall be the boundaries of the State of  
22 West Virginia.  
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24 **ARTICLE III**

25 **Objectives**

26 **Section 1: Purpose**

- 27 a. To encourage and develop educational programs for those persons interested in the field of  
28 respiratory care;  
29 b. To advance the science, technology, ethics, and art of respiratory care through regional  
30 institutes, meetings, lectures, and the preparation and distribution of other materials;  
31 c. Facilitate cooperation and understanding among respiratory care personnel and the medical  
32 profession, allied health professions, hospitals, service companies, industry, governmental  
33 organizations, and other agencies interested in respiratory care.  
34 d. Provide education of the general public in pulmonary health promotion and disease  
35 prevention.  
36

37 **Section 2: Intent**

- 38 a. No part of the monies of the society shall inure to the benefit of any private member or  
39 individual, nor shall the society perform particular services for individual members of thereof.  
40 b. The board of directors shall provide for the distribution of the funds, income, and property of  
41 the society to charitable, educational, scientific, or religious corporations, organizations,  
42 community chests, foundations, or other kindred institutions maintained and created for one or  
43 more of the foregoing purposes, if at the time of distribution the payee or distributees are  
44 exempt from income taxation, and if gifts or transfers to the payee or distributees are then  
45 exempt from taxation under the provisions of Sections 501, 2055, and 2522 of the Internal  
46 Revenue Code or changes which amend or supersede said sections.  
47 c. In the event of the dissolution of this Society, whether voluntary or involuntary, all of its  
48 remaining assets shall be distributed in such a manner as the Board of Directors of this  
49 Society shall by majority vote determine to be best calculated to carry out the objectives and  
50 purposes for which the Society is formed. The distribution of the funds, income, and property  
51 of this Society upon dissolution may be made available to any charitable, educational,  
52 scientific, or religious corporations, organizations, community chests, foundations, or other

- 53 kindred institutions maintained and created for one or more of the foregoing purposes, if at the  
54 time of distribution the payee or distributees are exempt from income taxation, and if gifts or  
55 transfers to the payee or distributees are then exempt from taxation under the provisions of  
56 Sections 501, 2055, and 2522 of the Internal Revenue Code or changes which amend or  
57 supersede said sections.
- 58 d. The Society shall not commit any act, which shall constitute the unauthorized practice of  
59 medicine under the laws of the State of West Virginia, or any other state.  
60

## 61 ARTICLE IV

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### 63 Membership

#### 64 Section 1: Classes

65 The membership of the Society shall include three (3) classes: Active Member, Associate  
66 Member, and Special Member.  
67

#### 68 Section 2: Classifications

##### 69 a. Active Member

70 An individual is eligible to be an Active Member of the WVSRC if the member lives and or  
71 works within the defined boundaries of the state of WV and, is an active member of the  
72 American Association of Respiratory Care. An Active Member in good standing shall have the  
73 rights and privileges of membership including the right to hold office, participate in committee  
74 work, and vote.  
75

##### 77 b. Associate Member

78 An individual may be an Associate Member if he or she is an Associate Member in good  
79 standing of the AARC. Associate members shall meet the requirements set forth in AARC  
80 Bylaws, Article III, Section 3 and shall be Associate Members in good standing of the  
81 AARC. Associate Members in good standing shall be entitled to all rights and privileges of  
82 membership in the Society except they shall not be entitled to hold office or vote. There shall  
83 be three (3) subclasses of Associate Membership:  
84

- 85 1. Student Member. An individual is eligible to be a Student Member if they meet all of the  
86 requirements for student membership in the AARC and is enrolled in a formal training  
87 program in respiratory care within the boundaries of the state of West Virginia.  
88
- 89 2. Physician Member. An individual is eligible to be a Physician Member if he/she meets all of  
90 the requirements for Associate Membership and are licensed as a doctor of medicine or  
91 osteopathy in the state of West Virginia.  
92
- 93 3. Industrial Member. An individual is eligible to be an Industrial Member if they meet all of  
94 the requirements for AARC Associate Membership.

95 c. Special Member

96 1. Life Member

97 Life Members have been conferred Life Membership status by the AARC and have all rights  
98 and privileges granted by the AARC. Hereinafter all references to Life Members shall refer to  
99 both Active and Life Members.

100

101 2. Honorary Member

102 Honorary Membership have been conferred Honorary Membership status by the AARC and  
103 have all the rights and privileges of Associate Membership of the WVSRC.

104 Section 5: Prerequisites for Membership

105 Applicants for membership shall meet all the qualifications of the class of membership for which  
106 they apply. As a condition of membership, all Members shall be bound by the Articles of  
107 Incorporation, Bylaws, standing rules, code of ethics, and other rules, regulations, policies and  
108 procedures adopted from time to time by the Association and the Society.

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## ARTICLE V

### 111 Officers and Directors

#### 112 Section 1: Officers

113 The officers of the Society shall be: President, President-Elect, Immediate Past President, Vice  
114 President, Treasurer, and Secretary. Officers serve as voting members of the Society Board of  
115 Directors.

116

#### 117 Section 2: Directors at Large

118 There shall be two (2) Directors at Large. One (1) Director at Large shall be elected each year  
119 and such others as necessary in order to fill existing vacancies. Directors serve as voting  
120 members of the Society Board of Directors.

121

#### 122 Section 3: Delegates

123 There shall be two (2) Delegates representing the WVSRC on the AARC House of Delegates.  
124 Delegates serve as voting members of the Society Board of Directors.

125

#### 126 Section 4: Chapter Representation

127 The President of each chapter shall serve as a voting member of the Society Board of Directors.

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#### 129 Section 5: Term of Office

130 a. Terms shall begin on the date of the April Board of Directors meeting. The President,  
131 President-Elect Immediate Past President, Vice President, Treasurer, Secretary and Directors  
132 at Large shall serve two (2) year terms. No officer shall serve more than two (2) consecutive  
133 terms in the same office.

134 b. Each Delegate will serve four (4) year terms. One Delegate will be elected every other year.  
135 Delegates must have previous experience as a Society officer. No Delegate shall serve more  
136 than two (2) consecutive terms.

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## Section 6: Vacancies of Office

- a. In the event of a vacancy in the office of President, the President-Elect shall become acting President to serve the unexpired term and shall serve a successive term as President. The term in office will be considered served if greater than one year of service is needed. Vacancy of less than one year will not count to have been served in the elected role.
- b. 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 until a special election can be held to fill the office.
- c. In the event of a vacancy in any other office, the Board of Directors shall appoint a qualified member to the balance of the unexpired term.

## Section 7: Duties of Officers

### a. 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 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 fifteen (15) days prior to such 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 Nominations/Elections and Nominations Committee; and present to the Board of Directors and membership an annual report of the society's activities. At the expense of the Society, the president shall be bonded for an amount determined by the Board of Directors. In the event of a vacancy in the office of Delegate, the President shall assume those duties until a replacement can be made through appointment or annual election. In addition, should there be an inability for a delegate(s) to be able to attend the bi-annual HOD meeting; the President will assume responsibility of state representation with all duties of an elected delegate.

### b. President Elect

The President-Elect shall become acting President and shall assume the duties of the President in the event of the President's absence, resignation, or disability; and shall perform such other duties as shall be assigned by the President of the Board of Directors. To be nominated to the office of President Elect, the individual shall have served as an officer on the 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 of the Vice President.

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d. Treasurer

The treasurer shall have charge of all funds and securities of the Society; endorse checks, notes, or other orders for the payment of bills; disburse funds as authorized by the Board of Directors and/or in accordance with the adopted budget; deposit funds as the Board of Directors may designate. The individual shall see that full, accurate accounts are kept and audited, that written quarterly reports are submitted to the Board of Directors within twenty (20) days of the end of the quarter, and shall submit a complete, written yearly report at the Annual Meeting. He/she will also be responsible for annual filing of taxes for the society. At the expense of the Society, the treasure shall be bonded for an amount determined by the Board of Directors.

e. Secretary

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 to the Society of the Executive Office of the AARC within fifteen (15) 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 Board of Directors.

f. Immediate Past President

The Immediate Past-President shall advise and consult with the President, serve as a member of the Bylaws Committee, and perform such other duties as shall be assigned by the President or the Board of Directors.

## ARTICLE VI

### Elections

#### Section 1: Election Committee

The Board of Directors shall appoint an Election Committee Chair each year at the annual business meeting to present a slate of nominees for the following year. The Committee Chair shall report the election results to the Board of Directors at least thirty (30) days prior the annual business meeting.

#### Section 2: Nominations

a. The Election Committee shall present at least two (2) nominees for all Offices, Board of Directors positions, and vacancies.

1. If, despite every reasonable effort, the Elections Committee is unable to assemble a slate with at least two (2) candidates for each office, the Board of Directors may authorize publication of a ballot with only one (1) candidate for some or all of the positions to be filled.

- 222  
223 2. If, despite every reasonable effort, the Nominations Committee is unable to solicit any  
224 nominees for any position (s), the Board of Directors shall appoint a qualified member to  
225 serve the next term.  
226  
227 b. Only Active Members in good standing shall be eligible for nomination.  
228 c. Only Members of the Society shall be eligible to nominate candidates for election to the Board  
229 of Directors.  
230 d. The Election Committee shall request a pertinent biographical sketch of each nominee's  
231 professional activities and services to the organization, all of which shall be a part of the  
232 ballot.  
233

### 234 Section 3: Ballot

- 235 a. The nomination process shall be accomplished by mail or a secure electronic method, in  
236 October.  
237 b. The election slate and biographical sketches shall be distributed to every Active Member in  
238 good standing during the month of November. Voting for eligible candidates will take place  
239 during the month of December. Voting shall be accomplished by mail or electronic means.  
240 c. If the Society's Board of Directors specifies that the vote shall be by mail, the list of nominees  
241 shall be so designated as to be a secret mail ballot with provisions for write in votes for each  
242 office. The deadline date shall be clearly indicated on the ballot.  
243 d. The election results will tabulated in the month of January each year.  
244

### 245 Section 4: Elections Committee

246 The Chair of the election committee, will- shall check the eligibility of each ballot and tally the  
247 votes. Election shall be by plurality of votes cast. Tie votes shall be resolved by lot, such as name  
248 drawn from a hat or flipping a coin. The results of the election shall be announced once  
249 eligibility is confirmed. New officers will assume their respective offices at the annual business  
250 meeting. No member of the Elections Committee may be a candidate for an elected office.  
251

## 252 ARTICLE VII

### 253 254 Board of Directors

#### 255 Section 1: Composition and Powers

- 256 a. The Executive Committee of the Society shall consist of the President, President-Elect, Vice  
257 President, Secretary, Treasurer, the Immediate Past President, and the two Delegates.  
258 b. The President shall be the Chairperson and presiding officer of the Board of Directors and the  
259 Executive Committee. The President shall invite, in writing, such individuals to the meeting  
260 of the Board as deemed necessary, with the privilege of voice but not vote.  
261 c. The Board of Directors shall have the power to declare an office vacant by a two thirds (2/3)  
262 vote, upon refusal or neglect of any member of the Board to perform the duties of that office,

263 or for any conduct deemed prejudicial to the Society. Written notice shall be given to the  
264 member that the office has been declared vacant.

265

## 266 Section 2: Duties

267 The Board of Directors shall:

- 268 a. Supervise all business and activities of the Society within the limitations of these bylaws.
- 269 b. Adopt and rescind standing rules of the Society.
- 270 c. Determine enumeration, stipends, and other related matters after consideration of the budget.

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## 273 Section 3: Resignation

274 a. Whenever a member of the Board of Directors is recorded as absent without excuse by the  
275 President for three (3) regular meetings of the Board of Directors, the Executive Committee  
276 will be charged with investigating the cause. If the Executive Committee finds no apparent  
277 reason for the absenteeism, they shall recommend resignation as follows:

- 278 1. The Executive Committee, with majority vote of quorum, will send a letter to the member  
279 involved requesting resignation by a specific time.
- 280 2. When the resignation is received and accepted by the Board of Directors, the vacancy  
281 will be handled as outlined in Article V, Section 6.
- 282 3. If the member does not resign, the Board of Directors shall declare the office vacant and  
283 proceed to replace the officer as outlined in Article VII, Section 3.
- 284 4. Any WVSRC member who believes that a Board member is negligent of their duties may  
285 bring grievance to the entire Board of Directors for review and possible action as outlined  
286 in Article XIV.

287

## 288 Section 4: Meetings

- 289 a. The Board of Directors shall make every effort to hold four (4) regular and separate meetings  
290 during the calendar year. The Annual Business Meeting will be held in April. These meetings  
291 will be conducted face-to-face and shall be open to the membership-at-large. Circumstances  
292 may require postponing meetings but no more than one meeting may be completely cancelled.
- 293 b. Special meetings of the Board of Directors shall be called by the President at such times as the  
294 business of the Society shall require, or upon written request of two (2) members of the Board  
295 of Directors filed with the President and Secretary of the Society. Such meetings of the Board  
296 of Directors may be in person, by telephone, or video conferencing or other electronic means  
297 as determined by the Board of Directors.
- 298 c. A majority from the Board of Directors shall constitute a quorum at any meeting of the Board.  
299 Chapter presidents will not used for consideration of quorum.

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## 303 Section 5: Vote

304 Whenever, in the judgment of the Board of Directors, it is necessary to present any business to  
305 the membership prior to the next regular or annual business meeting, the Board of Directors may,



306 unless otherwise required by these Bylaws, instruct the Elections Committee to conduct a vote  
307 by mail or electronic means. The question thus presented shall be determined according to a  
308 majority of the valid votes received by mail within thirty (30) days after date of such submission,  
309 except when a two thirds (2/3) majority of the valid votes received is required. Any and all action  
310 approved by the members in accordance with the requirements of this Article shall be binding  
311 upon each member thereof. Any amendment to the Bylaws of this Society shall be presented to  
312 the membership at least sixty (60) days prior to a mail vote, as provided in Article XVIII of these  
313 Bylaws.

314

#### 315 Section 6: Executive Committee

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

320

#### 321 Section 7: Multiple Offices

322 No Board of Directors member may hold concurrent Board of Directors-level offices. This  
323 limitation does not preclude Board of Directors member from holding chapter offices other than  
324 Chapter President. No Board of Directors members may hold concurrent positions on the West  
325 Virginia Board of Respiratory Care.

326

## 327 ARTICLE VIII

328

### 329 Annual Business Meeting

#### 330 Section 1: Date and Place

- 331 a. The Society shall hold an annual business meeting in April of each calendar year; additional  
332 business meetings may be held as required to fulfill the objectives of the Society.  
333 b. The date and place of the annual business meeting and the three additional Board meetings  
334 shall be decided in advance by the Board of Directors. In the event of just cause, in the  
335 President's judgment, the President may cancel the scheduled meeting, set a new date and  
336 place, or conduct the business of the meeting by electronic means assuring that all  
337 membership is notified.

338

#### 339 Section 2: Purpose

- 340 a. The annual business meeting shall be for the purpose of receiving reports of officers and  
341 committees, the results of the election, and for other business brought by the President.  
342 b. Additional business meetings shall be for the purpose of receiving reports and other business  
343 brought by the President.

344

## 345 ARTICLE IX

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347 Society Delegates to the AARC House of Delegates

348 Section 1: Election

349 The Delegation to the House of Delegates of the Association shall be elected by the Active  
350 Members of the Society. The term of office for each of the Delegates shall be four (4) years with  
351 one Delegate being elected every two years. The Delegate shall hold the position for no more  
352 than two consecutive terms for a maximum of eight years. The two delegates are collectively  
353 referred to as “the delegation”.

354

355 Section 2: Duties

356 The duties of the delegation shall be the same as specified by the AARC bylaws. The Delegation  
357 is expected to:

- 358 a. Attend all meetings of the House of Delegates and report those activities to the Society.
- 359 b. Attend the annual business meeting of the Association as the representative of the Active  
360 Members of the Association within the Society.
- 361 c. At the direction of the Society, present proposed amendments to the Bylaws Committee of the  
362 Association.
- 363 d. Perform such other duties of office as may be necessary or required.

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365 ARTICLE X

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367 Committees

368 Section 1: Standing Committees

369 The members of the following Standing Committees shall be appointed by the President,  
370 subject to the approval of the Board of Directors, to serve for a term of one (1) year except as  
371 provided by Article VI, Section 1 of these Bylaws.

- 372 a) Membership b) Budget and Audit c) Election d) Program and Education e) Bylaws
- 373 f) Public Relations g) Legislative h) Executive

374

375 Section 2: Ad Hoc Committees

- 376 a. The President may appoint ad hoc committees, as need arises, to carry out a specific task.
- 377 b. The President shall communicate the specific committee charge and a mandatory completion  
378 date to each committee chairperson.
- 379 c. Upon presentation of its final report to the Board, said committee shall automatically cease to  
380 exist.
- 381 d. A special committee shall not be appointed to perform a special task that normally falls  
382 within the assigned duties of an existing standing committee.

383 Section 3: Committee Chair Duties

- 384 a. The President shall appoint or approve the Chair of each Committee.
- 385 b. The Chair of each committee shall confer promptly with the members of the committee on  
386 work assignments.

- 387 c. The Chair of each committee may recommend prospective committee members to the  
388 President. When possible, the Chair of the previous year shall serve as a member.  
389 d. All committee reports shall be made in writing and submitted to the President and Secretary of  
390 the Society.  
391 e. Nonmembers or physician members may be appointed as consultants to committees. The  
392 President shall request recommendations for such appointments.  
393 f. Each Committee Chair requiring operating expenses shall submit a budget for the next fiscal  
394 year to the Budget and Audit Committee.

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## ARTICLE XI

### 398 Duties of Committees

#### 399 Section 1: Membership Committee

400 This committee shall consist of the society's Delegation, President Elect and at least one  
401 additional member from the Board of Directors. This Committee shall be responsible to receive,  
402 process, and distribute membership lists, report to the Membership Committee of the AARC on  
403 all membership drives, activities, etc., and perform other services as directed by the President  
404 and Board of Directors.

405

#### 406 Section 2: Budget and Audit Committee

- 407 a. This committee shall be composed of the Executive Committee (the President, Vice President,  
408 President-Elect, Secretary, Treasurer, Immediate Past President, and the two Delegates) and  
409 shall submit an annual budget for approval by the board at the first meeting of the new board  
410 of directors. The committee shall be responsible for receiving and reviewing annual audits of  
411 the WVSRC finances as prepared by an external auditor and overseen by a Chairperson  
412 appointed by the President. The President and Treasurer shall not be a member of the audit  
413 review component of the Budget and Audit Committee.  
414 b. They shall propose an annual budget for approval by the Board of Directors and review  
415 financial matters as may be necessary.

416

#### 417 Section 3: Election Committee

- 418 a. This committee shall be composed of at least three members whose duty it is to present  
419 annually the slate of nominees to the Board of Directors at least ninety (90) days prior to the  
420 election. The Committee will distribute ballots to all eligible members of the WVSRC and/or  
421 AARC as described in Article VI, Section 3 of the WVSRC bylaws. The Committee will  
422 tabulate ballots and announce Election Results as noted in Article VI, Section 4 of these  
423 bylaws.  
424 b. It shall be the duty of this Committee to make the final critical appraisal of candidates to see  
425 that the nominations are in the best interests of the AARC and the Society through a  
426 consideration of personal qualifications and geographical representations.

#### 427 Section 6: Program and Education Committee

428 This Committee shall consist of at least three (3) members and be so constructed as to provide  
429 experienced members for program and educational planning.

430

#### 431 Section 7: Bylaws Committee

- 432 a. This Committee shall consist of three (3) members, one (1) of whom shall be a Past-  
433 President, and one (1) of whom shall be a member of the Society delegation.
- 434 b. The Committee shall receive and prepare all amendments to the Bylaws for submission to the  
435 Board of Directors. The Committee may also initiate such amendments for submission to  
436 the Board of Directors.
- 437 c. This Committee shall be responsible for review of the WVSRC Bylaws as required by the  
438 AARC. At this time the Committee shall make recommendations to the Board of Directors  
439 for changes or acceptance. Distribution and review of the Bylaws will take place at the  
440 annual business meeting.

441

#### 442 Section 8: Public Relations Committee

- 443 a. This Committee shall consist of at least (3) members, one (1) of whom shall be the President-  
444 Elect, with members appointed annually for a one (1) year term, subject to reappointment.
- 445 b. This committee shall concern itself with the execution of a Society web site and all other  
446 publications of this Society with the public, and other organizations through dissemination of  
447 information concerning respiratory care.

448

#### 449 Section 9: Legislative Committee

- 450 a. This committee shall consist of the WVSRC delegation and members of the AARC political  
451 action group from West Virginia.
- 452 b. This Committee shall be responsible for keeping current on governmental actions affecting  
453 the practice of respiratory care. In addition, this committee shall keep the membership  
454 informed of any regulatory changes affecting the practice of respiratory care.

455

#### 456 Section 10: Executive Committee

457 The Executive Committee of the Board of Directors shall consist of the President, President-  
458 Elect, Vice President, Immediate Past President, Secretary, and Treasurer and WVSRC  
459 Delegates. They shall have the power to act for the Board of Directors between meetings of the  
460 Board of Directors. Any action by the Committee shall be subject to ratification by the Board at  
461 its next meeting. This Committee shall also be responsible for updating the long-range plan and  
462 submitting its recommendations to the board of directors annually, and perform other services as  
463 directed by the President and Board of Directors.

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## ARTICLE XII

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470 **Chapter Organizations**

471 **Section 1: Boundaries of Chapters**

472 The Society shall be subdivided into geographic districts as deemed appropriate by the Board of  
473 Directors. Membership in the chapter shall be determined by the member’s mailing or work  
474 address.

475

Chapter I	Chapter II	Chapter III	Chapter IV
Brooke	Barbour	Boone	Braxton
Calhoun	Berkley	Cabell	Clay
Doddridge	Grant	Kanawha	Fayette
Gilmer	Hampshire	Lincoln	Greenbrier
Hancock	Hardy	Logan	McDowell
Jackson	Harrison	Mason	Mercer
Marshall	Jefferson	Mingo	Monroe
Ohio	Lewis	Putnam	Nicholas
Pleasant	Marion	Wayne	Pocahontas
Ritchie	Mineral		Raleigh
Roane	Monongalia		Summers
Tyler	Morgan		Webster
Wetzel	Pendleton		Wyoming
Wirt	Preston		
Wood	Randolph		
	Taylor		
	Tucker		
	Upshur		

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479 **Section 2: Organization**

480 The chapters shall not at anytime be in conflict with these bylaws. The chapters shall participate  
481 in the goals and objectives of the WVSRC.

482

483 **Section 3: Officers and Chapter Representation**

484 a. The President of each Chapter shall be a member of the Society's Board of Directors with  
485 voting privileges.

486 b. The Active Members of this Society living or working in the Chapter shall elect a President  
487 and Secretary, Treasurer and other officers as circumstances may require and submit those  
488 names to the Secretary of the Society. The Chapter President shall be the official  
489 correspondent for the Chapter to the Society. The Chapter President shall submit a written

- 490 report at least fifteen (15) days prior to each Board of Directors meeting, relating to the  
491 activities and finances in the chapter.
- 492 c. Only active members of the AARC in good standing and who are licensed by the West  
493 Virginia Board of Respiratory Care (WVBORC) may be nominated and elected by members  
494 of the chapter to represent them on the Board of Directors.
  - 495 d. The Chapter shall conduct at least two (2) meetings per year and submit minutes of those  
496 meetings no later than fifteen (15) days after they occur to the Society Board Secretary.
  - 497 e. The Chapter shall report in writing to the Program and Education Committee chairperson all  
498 educationally related activities prior to their occurrence.
  - 499 f. The Chapter shall submit notification of any meetings to the society President at least fifteen  
500 (15) days prior to the meeting.
  - 501 g. Chapters' representatives to the Board of Directors shall be elected no less than thirty (30)  
502 days prior to the annual business meeting and shall take office at the Annual Board Meeting.
  - 503 h. Vacancies shall be filled by appointment of the chapter President subject to an approving vote  
504 by the chapter's active membership at their next regular meeting. Individuals nominated but  
505 not elected to the Board of Directors in the previous election shall have first consideration in  
506 appointment.
  - 507 i. Chapter representative to the Board of Directors will serve a term of two (2) years. No chapter  
508 representative to the Board of Directors shall serve more than two (2) consecutive terms.
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510

#### 511 Section 4: Activities

512 Each Chapter organization shall be encouraged to expand the membership of the Chapter and to  
513 develop educational activities and such other activities as is consistent with these Bylaws.

514

#### 515 Section 5: Responsibilities of the Chapter President

516 Chapter Presidents must:

- 517 a. Represent the Chapter for which elected and attend each Board of Directors meeting.
  - 518 b. Submit a written report to each Board of Directors meeting, relating to the activities in their  
519 Chapter.
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#### 521 Section 6: Chapter Admission Requirements

- 522 a. Ten (10) or more Active Members of the Society meeting the requirements of affiliation may  
523 become a Chapter of the Society subject to ratification by the Board of Directors of the  
524 Society. Members of Chapters must be members of the Society.
- 525 b. Formal notification shall be sent to the Executive Committee and shall consist of a list of  
526 officers, membership, minutes of the organizational meeting.
- 527 c. If a member's mailing address is outside of West Virginia, the members should select the  
528 chapter to which she/he wishes to belong. If no selection is made, the chapter affiliation will  
529 be selected by the membership committee, using a procedure approved by the Board of  
530 Directors.

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## ARTICLE XIII

### Fiscal Year

The fiscal year of this Society shall be from April 1 through March 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 the 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 a member. A motion to reconsider the suspension or expulsion of a member may be made at the next regular meeting of the Board of Directors. All such suspension or expulsions shall be reported immediately to the AARC Judicial Committee.

## ARTICLE XV

### Parliamentary Procedure

The rules contained in Robert's Rules of Order, Revised, shall provide a general framework for meetings whenever they are not in conflict with the Bylaws of the Society or of the AARC.

## ARTICLE XVI

### Amendments

These Bylaws may be amended at any regular or called meeting or by mail or electronic vote of the West Virginia 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.