



# Wyoming Society for Respiratory Care BYLAWS

Last Approved by AARC: 2020

# **BYLAWS**

## **of the Wyoming Society for Respiratory Care**

### **ARTICLE 1 – PREAMBLE**

This organization, known as the Wyoming Society for Respiratory Care, hereafter referred to as the Society or the WySRC, is a Chartered Affiliate of the American Association for Respiratory Care, hereinafter referred to as the AARC, and has been formed for the following purposes: Improve the quality of Respiratory Care; encourage and develop educational programs; advance the science, technology, ethics, and art of Respiratory Care through meetings, lectures, social media, websites and printed materials; and facilitate cooperation between Respiratory Care practitioners and the medical profession, hospitals, service companies, industry, and other agencies. For the purposes of representing members of the AARC, the area included within the boundaries of this Society shall be the state of Wyoming.

### **ARTICLE II – MEMBERSHIP**

#### **SECTION A: CLASSES**

The membership of the Society shall include three (3) classes: Active Member, Associate Member, and Special Member, consistent with the AARC Bylaws.

#### **SECTION B: ELIGIBILITY**

- a. An individual is eligible to be an Active member of the Society if he/she is a member of the AARC as specified in the Article III of the AARC Bylaws.
- b. An individual is eligible to be an Associate or Special member of the Society if he/she is a member of the AARC as specified in Article III of the AARC Bylaws.

#### **SECTION C: ACTIVE MEMBER**

An individual is eligible for Active membership in the WySRC if he/she:

1. Is currently an Active or Life member of the AARC
2. Resides in the State of Wyoming or has designated Wyoming as their affiliate of choice to the AARC,
3. AND meets ONE of the following criteria:
  - a. Is currently licensed by the State of Wyoming as a Respiratory Care Professional, OR,
  - b. Holds a credential issued by the National Board for Respiratory Care, Inc. “NBRC” or its successors, OR,
  - c. Upon submission for verification of AARC membership to the WySRC Executive office, Special members of the AARC who reside in the state of

Wyoming or have designated Wyoming as the affiliate of choice will be recognized as Active members of the WySRC.

#### **SECTION D: ASSOCIATE MEMBER**

And individual is eligible for Associate membership in the WySRC if he/she meets ONE of the following criteria:

1. Is presently licensed by the State of Wyoming as a Respiratory Care Professional, OR,
2. Holds a credential by the NBRC or its successors or an AARC recognized agency
3. An individual is eligible for Student membership if he or she is not currently credentialed by the NBRC, and is enrolled in an educational program in Respiratory Care that is located in Wyoming or has a clinical affiliation in Wyoming, and is accredited by, or in the process of seeking accreditation from an AARC recognized agency.

#### **SECTION E: SPECIAL MEMBERS**

The Board of Directors may grant Life membership to Society Active members who have rendered outstanding service to the Society.

#### **SECTION F: PRIVILEGES**

1. Active/Life members are entitled to vote, hold office, serve as Delegate, and/or Chairperson or member of any council or committee and have all other rights and privileges of membership.
2. Associate members are entitled to all the rights of membership except the right to vote, hold office, serve as delegate, or serve as Chairperson of any council or committee.
3. Special members are entitled to all the rights of membership except the right to vote, hold office, serve as Delegate, or as Chairperson of any council or committee.

#### **SECTION G: ETHICS**

If the conduct of any member appears to be in violation of the Articles of Incorporation, Bylaws, Code of Ethics, or other regulation, policy, or procedure adopted by the Society, or is prejudicial to the Society's interests, such member may be reprimanded, suspended, expelled, or have their membership status reclassified in accordance with procedures set forth in the Society's Policies and Procedures.

### **ARTICLE III – OFFICERS**

#### **SECTION A: OFFICERS**

The Officers of the Society will consist of: President, President-Elect, Secretary, Treasurer, Immediate Past President, Wyoming Delegates to the AARC, and Directors at Large.

## **SECTION B: TERM**

1. The President will serve for two (2) years and then serve as Immediate Past-President for one (1) year. The President-Elect will serve for one (1) year and will then succeed to the office of President thereafter. The Secretary and Treasurer shall each serve for two (2) years, with elections for each position being held on alternate years. Directors at Large will serve for a term of two (2) years, with no term limit, in alternating years.
2. One Delegate will be elected every two years by all Active AARC members residing in or designating Wyoming as their affiliate of choice. Elections for these terms will be staggered every two (2) years for four (4) year term, and no term limit. It is preferred that anyone elected to this office to have had experience on the Board in another position.
3. All Officers and Directors begin their terms immediately following swearing in at the WySRC Annual Business Meeting. Delegates begin their term January 1<sup>st</sup> of the following year.

## **SECTION C: VACANCIES**

1. In the event of the President's absence, resignation, or inability to serve, the Immediate Past President will become the acting President and assume the President's duties for the remainder of the term. If that person is unable or unwilling to serve, the office will be filled by the appointment of a qualified individual by the Board of Directors. The individual so appointed will serve the remainder of the term.
2. In the event of a vacancy in the office of President Elect, the Immediate Past-President will assume the duties, but not the office of President Elect until a special election is held to fill the office of President Elect.
3. In the event of a vacancy in the office of Past President, the most recent Past President shall be appointed to assume the office of Past President. If that person is unable or unwilling to serve, the office shall be filled by the appointment of a qualified individual by the Board of Directors. Individuals so appointed shall serve the remainder of the term.
4. In the event of a vacancy in the office of Secretary or Treasurer the unexpired term will be completed by a Director at Large.
5. In the event of a vacancy in the office of Delegate, the President may appoint another qualified individual from the Board to assume the remainder of the term, or the President-Elect may assume the duties if other members are not available.

## **ARTICLE IV – BOARD OF DIRECTORS**

### **SECTION A: COMPOSITION**

1. The Board of Directors consists of the President who serves as Chairperson and presiding officer, President-Elect or Immediate past President, Secretary, Treasurer, Delegates, and Directors at Large.

2. The Board of Directors has the power to declare any office vacant by two thirds (2/3) vote upon the resignation, refusal, inability, or neglect of any member of the board to perform the duties of office, or for conduct deemed prejudicial to the Society. Written notice will be given confirmed receipt to that member that their office has been declared vacant.

## **SECTION B: DUTIES**

The Board of Directors will supervise all Society business and activities in accordance with the Articles of Incorporation, these Bylaws, and Society Policies and Procedures. The Board will develop, adopt, and maintain official documents, and determine remuneration, stipends, honorariums, membership dues and other fiscal matters for each following year in accordance with budgetary needs and objectives. The Board will cooperate and/or affiliate with other organizations upon such terms and conditions as are deemed in the Society's best interests, in such a manner as is deemed necessary to best inform and protect the membership in matters of legislative action.

## **SECTION C: MEETINGS**

The Board of Directors will meet four (4) times per year. Special meetings may be called by the President when required to fulfill the mission of the Society. Excluding the Annual Business Meeting, all special and regular meetings of the Board may be held electronically.

## **SECTION D: QUORUM**

A majority of the Board of Directors present at the start of the Annual Business Meeting or any official meeting of the Board will constitute a quorum for the entire meeting.

## **SECTION E: VOTE OF THE MEMBERSHIP**

Whenever the Board deems it necessary to present business to the membership, the Board may direct the Nomination/Elections Committee to conduct a vote of the membership.

# **ARTICLE V – SOCIETY MEDICAL ADVISOR**

## **SECTION A: TERM**

The Society shall have at least one (1) medical advisor and shall conform to the AARC Bylaws Article X Section III concerning Society medical advisors.

## **SECTION B: VACANCIES**

In the event of a vacancy in the position of Medical Advisor, the position will be filled through an election by the Board of Directors.

## **ARTICLE VI – COMMITTEES**

### **SECTION A: GOVERNANCE COMMITTEES**

1. Executive Committee
  - a. Strategic Planning
  - b. Fiscal Management: banking, bonding, audit, budget development, revenue, and spending.
  - c. Bylaws, policies and procedures.
2. Judicial Committee
  - a. This committee will be appointed by the President with approval by the Board as necessary. The committee shall review formal written complaints against any individual Society member charged with any violation of the Society Bylaws, standing rules, code of ethics, or other rules, regulations, policies or procedures adopted by the Society, or any conduct deemed detrimental to the Society or the AARC. Complaints or inquires may be referred to or from this committee by the Judicial Committee of the AARC and the Wyoming Board for Respiratory Care.
  - b. This Committee will adhere to any judicial action decisions placed by the AARC or Wyoming Board of Respiratory Care.
  - c. If the Committee determines that the complaint warrants further action, a written statement of the charges shall be prepared with benefit of legal counsel if deemed advisable.
  - d. A statement of charges shall then be served upon the member and an opportunity given that member to be heard before the committee.
  - e. After careful review of the results of the hearing conducted with the benefit of legal committee, when the Chairman of the Committee deems counsel necessary or advisable, the Committee may, by a two-third (2/3) vote of its entire membership, recommend to the Board of Directors, to expel, or suspend such a member. After a final decision has been made by the Society's Board of Directors, a complete report, including copies of all documents, shall be forwarded to the Chairman of the Judicial Committee of the AARC.
3. Elections Committee
  - a. This committee shall prepare a slate of officers and directors for the annual election for approval by the Board of Directors. The Committee shall manage the eligibility of each voting member, prepare and verify the results of the electronic vote during the calendar year.
  - b. The committee shall consist of at least three (3) members who shall serve for a one (1) year term of office.
  - c. It shall be the duty of this committee to make the final critical appraisal of candidates to see that the nominations are in the best interests of the AARC and the Society through a consideration of personal qualifications and geographical representation as applicable.

The number of members, their manner of appointment, term of office, objective and operating policies will be specified in the Society's Policies and Procedures.

## **SECTION B: SPECIAL COMMITTEES AND REPRESENTATIVES**

Special committees may be appointed by the President subject to the approval of the Board of Directors. Representatives of the Society to external organizations may also be appointed by the President, subject to the approval of the Board of Directors. Members of such committees or representatives will serve to the completion of the task and will meet the qualifications, perform such duties and comply with such procedures as are defined in the Society's Policies and Procedures.

## **ARTICLE VII – ANNUAL BUSINESS MEETING**

There will be an Annual Business Meeting of the Society held at a time and place set by the Board of Directors. The Annual Business Meeting will be held for the purpose of presenting reports to the membership and other business. Notification of the time and place of the Annual Business Meeting will be made available to the members of the Society not less than sixty (60) days prior to the meeting.

## **ARTICLE VIII – FISCAL YEAR**

The fiscal year of this Society will be from January 1 to December 31.

## **ARTICLE IX – PARLIMENTARY AUTHORITY**

The rules contained in the current edition of "Rules of Order, Newly Revised" will govern the Society in all cases to which they are applicable, and in which they are not inconsistent with these Bylaws and/or any Policy and Procedure that the Society may adopt.

## **ARTICLE X – AMENDMENTS**

### **SECTION A: POLICY AND PROCEDURE MANUAL**

Any additions, deletions, or modifications to the Society's Policies and Procedures must be approved by the Board of Directors.

### **SECTION B: BYLAWS**

The Bylaws may be amended in the following manner:

1. Proposed amendments may be submitted by a member of the Board of Directors to the Board, which will review proposals for legality and conflict with the Articles of Incorporation, these Bylaws, the Bylaws of the AARC, and/or the Policies and Procedures of this Society.

2. After review by the Board, the proposed amendments must then be approved by the Board of Directors.
3. Upon approval of the Society's Board of Directors, the amendment will then be submitted to the AARC Bylaws Committee, and the AARC Board of Directors for review and approval.
4. Following approval by the Society's Board of Directors and the AARC Board of Directors, the proposed amendment will be made available to the voting membership at least thirty (30) days prior to a vote. An amendment will be adopted by a two-thirds (2/3) affirmative vote of the membership returning a ballot, electronic or otherwise by the published due date.