

BYLAWS

of the Wyoming Society for Respiratory Care

ARTICLE I - NAME

This organization shall be known as the Wyoming Society for Respiratory Care (W.S.R.C.), incorporated under the General Not-For-Profit Corporation Act of the State of Wyoming, hereinafter referred to as the Society.

ARTICLE II - OBJECT

SECTION 1. PURPOSE

This Society is formed to:

- a. Encourage, develop and provide educational programs for those persons interested in respiratory therapy and diagnostics, hereinafter referred to as Respiratory Care.
- b. To advance the science, technology, ethics and art of respiratory care through meetings, lectures, publications and other materials.
- c. Facilitate cooperation and understanding among respiratory care personnel and the medical profession, allied health professions, hospitals, service companies, industry, government organizations, and other agencies interested in respiratory care.
- d. Provide education of the 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, nor shall the Society perform particular services for individual members thereof.
- b. The Board of Directors, hereinafter referred to as the Board, shall provide for the distribution of funds, income and property of the Society 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 payee is exempt from income taxation, the gifts or transfers to the payee are then exempt from taxation under the provisions of Sections 501, 2055, and 2522 of the Internal Revenue Code or changes which amend or supersede the said sections.
- c. In the event of the dissolution of this Society, whether voluntary or involuntary, its remaining assets shall be distributed in such manner as the

Board, by majority vote, shall determine to be best calculated to carry out the objectives and purposes for which the Society is formed.

d. This Society shall not commit any act which shall constitute the unauthorized practice of medicine under the laws of the state of Wyoming or any other state.

e. For the purpose of representing members of the American Association for Respiratory Care (A.A.R.C.), the area included within the boundaries of this Society shall be the state of Wyoming.

ARTICLE III - MEMBERSHIP

SECTION 1. CLASSES

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

SECTION 2. ACTIVE MEMBER

An individual is eligible for Active Membership if he/she lives in Wyoming, and is an Active Member of the AARC. An individual who was an A.A.R.C. Active Members in good standing on December 8, 1994, will continue as such, providing his/her membership remains in good standing. Active Members in good standing shall be entitled to all rights and privileges of membership of the Society including: the right to hold office, hold committee chairs, and vote.

SECTION 3. ASSOCIATE

Individuals will be classified as Associate Members if they hold a position related to respiratory care and are Associate Members of the AARC, but do not meet the requirements to become an Active Members. Associate Members shall have all the rights and privileges of membership except that they shall not be entitled to hold office, vote, or serve as chair of any standing committee of the Society. There shall be the following subclasses of Associate Membership:

a. Student Member - Individuals will be classified as Student Members if they meet all the requirements for Associate Membership and are enrolled in an educational program for respiratory care accredited by, or in the process of seeking accreditation from, an AARC-recognized agency.

b. Physician Member - Individuals will be classified as Physician Members if they meet all the requirements for Associate Membership and are duly licensed as a doctor of medicine or osteopathy in the state of Wyoming.

c. Industrial Member - Individuals will be classified as Industrial members if they meet all the requirements for Associate Membership and their primary occupation or business or a majority of their business time is directly or indirectly

devoted to the manufacture, sale or distribution of equipment or products which are directly or indirectly used in the area of respiratory care.

SECTION 4. SPECIAL MEMBER

a. Life Member - Life Members shall be members who have rendered outstanding service to the Society as Active Members. Life Members may be conferred by a majority vote of the Board. Life members shall have all the rights and privileges of membership including the right to hold office, hold committee chairmanship and vote. Life Members of the AARC residing in the state of Wyoming will automatically have Life Membership conferred upon them.

b. Honorary Member - Honorary Members shall be persons who have rendered distinguished service in the field of respiratory care. Honorary Membership may be conferred by a majority vote of the Board. Honorary Members shall have all the rights and privileges of Associate Membership of the Society.

c. General Member - 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 Associate Membership of the Society.

SECTION 5. PREREQUISITES FOR MEMBERSHIP

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

The President shall have the current Membership list and it will be available for review at any time. Any member may object to approval of an applicant for membership by filing a written objection with the Chairman of the Membership Committee and the President. If an objection is received, the Membership Committee shall reevaluate the application and make the final decision regarding admission.

SECTION 6. ETHICS

If the conduct of any member appears to be in violation of the Bylaws or code of ethics or prejudicial to the Society's interests, the Membership Committee may make a recommendation to the Board of Directors and the Board, by two-thirds (2/3) vote, may expel or otherwise discipline such member. The member will be notified by certified mail at the address of record of the action taken. Within thirty (30) days after receiving notice of disciplinary action, the member shall have the right to appeal the decision to the Board. All such action shall be reported to the Judicial Committee of the A.A.R.C.

ARTICLE IV - OFFICERS

SECTION 1. OFFICERS

The officers of the Society shall consist of President, President Elect, Immediate Past President, Vice President, Secretary and Treasurer.

SECTION 2. TERM OF OFFICE

The term of office for President, President Elect, Immediate Past President, and Vice President shall be one (1) year; for Secretary and Treasurer it shall be two (2) years, to be started in alternate years. The term shall begin immediately after the Annual Business Meeting. The Vice President, Secretary and Treasurer shall not serve more than three (3) consecutive terms in the same office. The President Elect shall complete immediate successive one-year terms for the offices of President Elect, President, and Immediate Past President before being eligible to serve a successive term in any elected office. The President Elect, President and Immediate Past President are not limited to the number of terms they may serve in the same office.

SECTION 3. VACANCIES IN 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 the successive term as President.

b. In the event of a vacancy in the office of the President Elect the board will appoint a qualified individual.

c. Any vacancy in the office of Vice President, Secretary or Treasurer shall be filled by the appointment of a qualified individual by the Board; individuals so appointed shall serve until the next scheduled election.

d. In the event of a vacancy in the office of Immediate Past President, that office shall remain vacant.

SECTION 4. 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; prepare an agenda for the Annual Business Meeting and submit it to the membership not fewer than thirty (30) days prior to the meeting; prepare an agenda for each Board meeting and submit it to the Board members not fewer than fifteen (15) days prior to the meeting; appoint standing and special committees subject to the approval of the Board; be an ex officio member of all committees except the Election Committee; and present to the Board and the membership an annual report of the Society.

b. President Elect - The President Elect shall become acting President and assume the duties of the President in the event of the President's absence,

resignation or disability, and perform other duties as shall be assigned by the President or the Board.

c. Vice President - The Vice President serves as Chair of the Election Committee and shall perform such duties as shall be assigned by the President and the Board. He/She shall assume the duties of President Elect in the event of the President Elect's absence, resignation or disability but will also continue to carry out the duties of Vice President.

d. Treasurer - The Treasurer shall have charge of, all funds and securities of the Society, endorsing checks, notes or other orders of payments of bills, disbursing funds as authorized by the Board, and depositing funds as the Board may designate. He/She shall see that full and accurate accounts are kept, make a written quarterly financial report to the Board and complete written yearly report at the Annual Business Meeting of the Board. Together with the Past President, the Treasurer shall be responsible for auditing the financial affairs of the Society; ensuring that no budget category is exceeded without two-thirds (2/3) vote of the Board; and promptly notifying and explaining such actions to the membership. He/She shall propose an annual budget to the Board. The proposed budget shall be submitted to the membership at least thirty (30) days prior to the Annual Business Meeting and shall not be implemented until reviewed by the membership.

e. Secretary - The Secretary shall have charge of : keeping minutes of the Board's meetings and the Annual Business Meeting; executing general correspondence; attesting the signatures of officers of the Society; affixing the corporate seal on documents so requiring; and in general performing all duties as from time to time shall be assigned by the President or the Board.

The Secretary shall be responsible for the execution of the Society newsletter and all other publications of the Society. The Secretary shall maintain such liaison as has been established by the Board with other organizations whose activities may be of interest to the membership. This may include exhibits, programs and other items to publicize the goals of respiratory care and the Society to the public, medical profession, allied health professions, hospitals and any other interested groups or agencies.

f. Immediate Past President - The Immediate Past President shall direct a year end audit of the Society along with the Treasurer, and advise and consult with the President and perform such other duties as shall be assigned by the President or the Board.

SECTION 5. EXECUTIVE COMMITTEE

The Executive Committee of the Board of Directors shall consist of the President, President Elect, Vice President, Secretary, Treasurer, and Immediate Past President. The President shall be chairman. The Executive Committee shall

have the power to act for the Board between board meetings and such action shall be subject to ratification by the Board at its next meeting.

ARTICLE V - BOARD OF DIRECTORS

SECTION 1. COMPOSITION AND POWERS

a. Composition - The Board of Directors shall consist of the President, who shall serve as chairman and presiding officer, President Elect, Vice President, Secretary, Treasurer, Immediate Past President, two (2) Delegates, and two (2) Directors-at-Large. The term of office for the at-large Directors shall be one (1) year to begin immediately after the annual meeting. Any vacancy in the office of Director-at-Large shall be filled by the appointment of a qualified individual by the Board; individuals so appointed shall serve until the next scheduled election.

b. Powers - The Board shall have the power to declare an office vacant by two-thirds (2/3) vote upon refusal, neglect or inability of any Board member to perform duties of office, or for any conduct deemed prejudicial to the Society. Written notice shall be given to the member that the office has been declared vacant. Six (6) or more Board members present at a duly called Board meeting shall constitute a quorum and all the powers of the Board shall be in effect.

SECTION 2. DUTIES

The Board of Directors shall: supervise all Society business and activities in accordance with the Bylaws and rules; determine remuneration, stipends, honorariums, membership dues and other fiscal matters in accordance with budget needs and objectives; cooperate and/or affiliate with organizations of similar nature and act as it deems necessary to inform and protect the membership in legislative matters affecting the Society.

SECTION 3. MEETINGS

The Board shall meet quarterly. Special meetings may be called by the President upon written request of four (4) or more Board members submitted to the President or Secretary. Whenever the Board deems it necessary to present business to the membership, the Board may direct the Election Committee to conduct a vote of the membership by mail.

ARTICLE VI - ANNUAL BUSINESS MEETING

There shall be an annual meeting of the Society, which shall include the Annual Business Meeting. The annual meeting shall be held at a time and place set by the Board, for the purpose of receiving reports of officers and committees, results of the election, and other business brought by the President. Written notice of the time and place of the Annual Business Meeting shall be sent to all members

of the Society not fewer than sixty (60) days prior to the meeting, and an agenda not fewer than thirty (30) days prior to the meeting.

ARTICLE VII - DELEGATES

SECTION 1. ELECTION

Only active members in good standing shall be eligible to be a Delegate, who shall be duly elected only by active members of the Society. The term of office shall be two (2) years. No member shall serve more than four (4) consecutive years as Delegate.

SECTION 2. DUTIES

The Delegates shall attend all meetings of the A.A.R.C. House of Delegates; submit a written report of such activities to be read into the minutes of the next Board meeting; furnish to the House of Delegates any resolutions proposed by the membership and adopted by the Board; and serve on the Board as full voting members.

SECTION 3. VACANCIES

The Board will appoint a qualified individual to act as delegate substitute until the next election. This person will be an active or life AARC member within the affiliate.

ARTICLE VII - MEDICAL ADVISOR

The Medical Advisor(s) of the Society shall be appointed by the Board by two-thirds (2/3) vote. The term of office shall be one year, and may be terminated at any time by two-thirds (2/3) vote of the Board. The Medical Advisor may be appointed to an unlimited number of consecutive terms. The Board shall consult with the Medical Advisor on any matter of medical policy. The Medical Advisor shall be encouraged to attend all meetings of the Society and shall have the right to speak but not to vote.

ARTICLE VIII - COMMITTEES

SECTION 1. STANDING COMMITTEES

The standing committees of the Society are Membership, Election, and Program and Education.

SECTION 2. COMPOSITION AND DUTIES

a. Membership -

1. The Membership Committee shall consist of not fewer than four (4) members, at least one of which shall be a member of the Board, and at least one of which shall be a Delegate.
2. The Committee shall: evaluate the qualifications and classification of applicants for membership; review and evaluate services and benefits of the Society; and review membership challenges or complaints against any member.
3. Complaints against any member charged with violation of the Bylaws, standing rules, code of ethics, other rules, regulations, policies or procedures, or any conduct deemed detrimental to the Society must be filed with the chair of the

Membership Committee. In accordance with established policies and procedures, which shall be available to any member upon request, the Committee shall conduct a review. If the Committee determines that the complaint warrants further action, a written statement of the charges shall be prepared, with legal counsel if deemed advisable, and the matter shall be resolved according to established policies and procedures. The member shall have the right to appeal the decision of the Committee to the Board; there shall be no appeal of the decision of the Board.

b. Election -

1. The Election Committee shall consist of not fewer than three (3) active members selected by the Board, with the member receiving the most votes appointed chair.
2. The Committee shall prepare for approval by the Board a slate of officers and directors for the annual election at least sixty (60) days prior to the Annual Business Meeting, and prepare, distribute, receive, and verify all ballots. Society elections shall be determined by a plurality of the votes cast. A tie shall be decided by lot.

c. Program and Education -

1. The Program and Education Committee shall consist of at least four (4) active members. The President-Elect shall be the chair.
2. The Committee shall prepare the program of the Annual Business Meeting and supervise all other programs, as directed by the President.

SECTION 3. SPECIAL COMMITTEES

Special Committees shall be appointed as deemed necessary by the President and approved by the Board.

SECTION 4. SPECIAL COMMITTEE CHAIR

The President shall appoint all committee chairs except as stated in these Bylaws. The chair of each committee shall confer promptly with the members of

his/her committee on work assignments, and 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. All committee reports shall be made in writing and submitted to the President and Secretary at least ten (10) days prior to the meeting at which the report is to be read.

ARTICLE IX - FISCAL YEAR AND BUDGET

The fiscal year shall be from January 1 through December 31. The budget shall be submitted to the membership at least thirty (30) days prior to the Annual Business Meeting.

ARTICLE X - PARLIAMENTARY AUTHORITY

The rules contained in the most current edition of Robert's Rules of Order shall govern whenever they are not in conflict with the Articles of Incorporation, Bylaws, standing rules, or other rules of the Society.

ARTICLE XI - AMENDMENTS

SECTION 1. STANDING RULES

Any additions, deletions or modifications to the standing rules of the Society must be approved by the Board.

SECTION 2. BYLAWS

These Bylaws shall be amended in the following manner. Proposed amendments shall be submitted by the Board to a special Bylaws Committee which shall review proposals for legality and conflict with the Bylaws or standing rules of the Society. After review by the Bylaws Committee, proposed amendments must be approved by the Board and subsequently submitted to the A.A.R.C. for approval by the Board of Director. Proposed amendments shall be submitted to the membership at least thirty (30) days prior to a mail ballot. An amendment shall be adopted by a two-thirds (2/3) vote of the membership voting.

ARTICLE XII - INITIATIVE, REFERENDUM AND RECALL

SECTION 1. INITIATIVE AND REFERENDUM

A two-thirds (2/3) majority vote must be obtained in any election called for by the membership or the Board or for a change in the bylaws. After review by a special Bylaws Committee, the President shall order an election not less than thirty (30) nor more than forty-five (45) days after the Secretary receives the

petition. Notice of the Election shall be given to each member in writing at the address shown on Society records thirty (30) days prior to the vote.

SECTION 2. RECALL

The membership of the Society shall have the power to recall any officer, director, delegate, medical advisor or Board appointee. The petition to recall shall be submitted to the Membership Committee and shall not be valid unless it contains the signatures of at least twenty-five percent (25%) of the membership. If the Membership Committee determines the petition to be in proper order under the provisions of these Bylaws, it shall submit the petition to the Secretary thirty (30) days after it is received. The Secretary shall give notice of a vote to each member of the Society in writing at the address shown on Society records (30) days prior to the election.

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