

# **Arizona Society for Respiratory Care Bylaws**

Bylaws Adopted

July 17, 2024

## **ARTICLE I – Name**

This organization shall be known as the Arizona Society for Respiratory Care (AzSRC), a state society chartered affiliate of the American Association for Respiratory Care (AARC), which is incorporated under General Not for Profit Corporation Act of the State of Illinois.

## **ARTICLE II – Boundaries**

The area included within the boundaries of the AzSRC shall be the boundaries of the State of Arizona.

## **ARTICLE III – Objectives**

### **Section 1. Purpose**

1. To encourage, develop, and provide educational programs for those interested in the field of respiratory care.
2. To advance the science, technology, ethics, and art of respiratory care through institutes, meetings, lectures, publications, and other materials.
3. To facilitate cooperation between respiratory care personnel and the medical professions, hospitals, industry, service companies, governmental agencies, (i.e., the AZ State Board of Examiners), and other agencies interested in respiratory care.
4. To provide education of the general public in pulmonary health promotion and disease management.

### **Section 2. Intent**

1. No part of the monies of the AzSRC shall inure to the benefit of any private member or individual, nor shall the AzSRC perform particular services for individual members thereof.
2. Distribution of the funds, income, and property of the AzSRC may be made to charitable, educational, scientific, or religious corporations or other kindred institutions maintained and created for one or more of the foregoing purposes if, at the time of distribution, the payee or distributees are exempt from income taxation, and if gifts or transfers to the payee or distributees are then exempt from taxation under the provisions of section 501, 2055, and 2522 of the Internal Revenue Code, or any later or other sections of the Internal Revenue Code which amend or supersede the said section.
3. In the event of the dissolution of the AzSRC, whether voluntary or involuntary, all of its remaining assets shall be distributed in such manner as the Board of Directors of the AzSRC shall be majority vote determine to be best calculated to carry out the objectives and purposes of which the AzSRC was formed. The distribution of the funds, income, and property of the AzSRC upon dissolution may be made available to any similar charitable, educational, scientific or religious corporations, community chests, foundations, or other kindred institutions maintained and created for one or more of the foregoing purposes if at any time of distribution, the payee or distributees are then 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, and 2522 of the Internal Revenue Code or change which amend or supersede the said sections.
4. The AzSRC shall not commit any act which shall constitute unauthorized practice of medicine under the laws of the state of Arizona.

5. The AzSRC shall, to the maximum extent permitted by law, indemnify each of its present or former directors, officers, employees, or other agents against expense, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any such person is or was an agent of the AzSRC.

#### **ARTICLE IV – Membership**

##### **Section 1. Classifications**

The membership of the AzSRC shall include three (3) classifications: active member, associate member, and special member, as per the Bylaws of the AARC.

##### **Section 2. Qualifications**

Membership in the AzSRC if he/she is a member of the AARC as specified in the AARC Bylaws, Article III – Membership, provided his/her place of employment is within the defined boundaries of the AzSRC.

#### **ARTICLE V – Fiscal Year**

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

#### **ARTICLE VI – Officers and Directors**

Any and all officers and directors nominated to run for any and all offices of the AzSRC shall be in good standing and without legal or civil action against his or her license prior to submitting the form to the nomination committee.

##### **Section 1. Officers**

The officers of the AzSRC shall be: President, Immediate Past President, Vice President, Secretary, Treasurer, Delegates, and in alternate years a President-elect (who automatically succeeds to the presidency when the president's term expires). The officers shall be elected by popular vote of the Active members and be recognized as the Executive Committee.

##### **Section 2. Directors**

There shall be four (4) Directors. The Directors shall be elected from the Active membership by popular vote.

##### **Section 3. Vacancies in Office**

1. Any vacancy that occurs on the Executive Committee, with the exception of the President, Immediate Past-President, and Delegate, shall be filled by qualified members appointed by the Board of Directors. Individuals so elected shall serve until the next election.
2. In the event of a vacancy in the Office of President, the Immediate Past-President shall become acting President to serve the unexpired term and then shall serve his successive term as Past-President.
3. In the event of a vacancy in the Office of President-Elect, the Immediate Past-President shall assume the duties, but not the office, of the President-Elect, as well as his own duties until a special election is held to fill the office.
4. In the event of a vacancy in the office of Vice-President, Secretary, Treasurer, or Director, the Board of Directors shall appoint a qualified AzSRC member to fill the vacancy.
5. An elected President-Elect shall serve until the next election and then automatically accede to the presidency.

6. If there is a delegate vacancy, a special election will be held.
7. If there is a vacancy in the office of the Immediate Past-President, the most recent Immediate Past-President will assume the office.

#### **Section 4. Terms of Office and Duties of Officers**

1. President – The term of office for the President shall be a four (4) year commitment. The President-elect shall complete immediate successive full terms for the offices of President-elect (1 year), President (2 years), and Immediate Past President (1 year) before being eligible to serve a successive term in any other elected office. The President shall be the chief executive officer of the AzSRC: 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 XIII of these Bylaws; prepare an agenda for each meeting of the Board of Directors and submit it to the members of the Board of Directors 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 Elections and Nominations Committee; present to the Board of Directors and members an annual report of the AzSRC's activities and inform the President-Elect and Vice-President of all the AzSRC's activities. The President shall, with the Treasurer, be responsible for disbursement of all the AzSRC funds.
2. President-Elect – The term of office for President-elect shall be for one (1) year, elected every other year corresponding to the second year of the President's term. This position must have held a previous board position in the AzSRC or another AARC State Affiliate. The President-Elect shall accede to the office of President when the President's term ends. The President-Elect shall perform such other duties as dictated by the Board of Directors.
3. Immediate Past-President – The term of office for the Immediate Past-President shall be for one (1) year. The Immediate Past-President shall perform such duties as assigned by the President or the Board of Directors.
4. Vice-President – The term of office for the Vice President shall be for two (2) years alternating every other year with the election of the President-elect, and shall perform such other duties as assigned by the President or Board of Directors. The Vice-President shall be a member of the Bylaws Committee.
5. Treasurer – The term of office for the Treasurer shall be for two (2) years. No person may serve more than two (2) consecutive terms as the Treasurer at the discretion of the Executive Board. The Treasurer shall: have charge of all funds and securities of the AzSRC, endorsing checks, notes, or other orders for the payment of bills; disbursing funds as authorized by the Board of Directors and/or in accordance with the adopted budget; and depositing funds as the Board of Directors may designate. The Treasurer shall see that full and accurate accounts are kept and make a written financial report at every regularly scheduled meeting of the Board of Directors. At the expense of the AzSRC, the Treasurer shall be bonded in an amount determined by the Board of Directors and with the President; the Treasurer shall be responsible for the disbursement of all the AzSRC funds.
6. Secretary – The term of office for the Secretary shall be for two (2) years. No person may serve more than two (2) consecutive terms as the Secretary at the discretion of the Executive Board. The Secretary shall: have charge of keeping and performing all duties as assigned by the President or the Board of Directors.

## **Section 5. Voting**

Each position of the Board of Directors shall have one (1) vote (except the President, who votes only in case of a tie). Proxies will be accepted on specific issues submitted to the Secretary at the beginning of the meeting and approved by the Board.

## **ARTICLE VII – Board of Directors**

### **Section 1. Composition and Powers of the Board of Directors**

- a. The executive government of the AzSRC shall be vested in a Board consisting of the members of the Executive Committee and the Directors.
- b. The President shall be the chairman and Presiding officer of the Board of Directors. The President shall invite such individuals to the meeting of the Board as deemed necessary who shall have the privilege of voice but not vote.
  1. Community/Public/Industry/Members
  2. Student Members
  3. Military Liaison
- c. The Board of Directors shall have the power to declare an office vacant by a two-thirds (2/3) vote upon refusal or neglect of any member of the Board to perform the duties of that office or any conduct deemed prejudicial to the AzSRC. Written notices shall be given to the member that the office has been declared vacant.
- d. The Board of Directors has the power to conduct a phone or electronic vote via the President of the members of the Board. Results of a phone vote shall be tallied by the President and ratified by the Board of Directors at the next regular meeting.
- e. The Executive Committee shall also function as the Budget and Audit Committee.

### **Section 2. Executive Committee**

- a. The Executive Committee 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, and such action shall be subject to ratification by the Board at its next meeting.
- b. The President shall be chairman and presiding officer of the Executive Committee.

### **Section 3. Duties**

- a. Supervise all business and activities of the AzSRC within the limitations of these Bylaws.
- b. Adopt and rescind the standing rules of the AzSRC.
- c. Notify the Medical Advisor of all such meetings and actions as are deemed pertinent.
- d. Perform such other duties as may be necessary or appropriate for the management of the AzSRC.

### **Section 4. Meetings**

The Board of Directors shall hold not less than one (1) meeting during the calendar year. These meetings (s) can be held virtually or in person. The first meeting of each calendar year shall be in person to facilitate the swearing-in of board members.

1. Special meetings of the Board of Directors shall be called by the President at such times as the business of the AzSRC shall require, or upon written request of the majority of the members of the Board of Directors filed with the President and Secretary of the AzSRC.
2. A majority of the Board of Directors shall constitute a quorum at any meeting of the AzSRC.

## **Section 5. Electronic Vote**

Whenever, in the judgment of the Board of Directors, it is necessary to present any business to the membership prior to the next regular or annual meeting, the Board of Directors may, unless otherwise required by these bylaws, conduct a vote of the membership electronically. The question thus presented shall be determined according to the majority of valid votes received electronically or by mail within thirty (30) days after the date of such submission, except in the case of constitutional amendment or change in the bylaws amendments when a two-thirds (2/3) majority of the valid votes is required. Any and all action approved by the members in accordance with the requirements of this article shall be binding upon each member thereof. Any amendment to the bylaws of this state AzSRC shall be presented to the membership at least sixty (60) days prior to mail or electronically vote, as provided in Article XIX of these bylaws concerning amendments.

## **ARTICLE VIII – Delegates to the House of Delegates**

### **Section 1. Election**

Delegates of the AzSRC to the House of Delegates of the AARC shall be elected as specified by the AARC Bylaws. Delegates must have previously held a position on the Board of Directors for the AzSRC or another AARC State Affiliate.

### **Section 2. Duties of the Delegates**

The duties of the Delegates shall be specified by the Bylaws of the AARC. The members of the delegation may not hold concurrent office on the Board of Directors.

### **Section 3. Succession of Delegates**

No person may serve more than two (2) consecutive terms in the House of Delegates. The delegates shall be elected for a term of four (4) years, with one delegate elected every two years.

## **ARTICLE IX – AZSRC Medical Advisor**

The AZSRC may have at least one (1) Medical Advisor who shall conform to Article VIII, Section 3 of the AARC Bylaws.

## **ARTICLE X – Nominations Committee**

The Nominations Committee will be chaired by the President or President-Elect (or their designee) and will present a slate of nominees to the Board of Directors at least ninety (90) days prior to the annual meeting.

### **Section 2. Nominations**

- a. The Nominations Committee shall place in nomination for each of the officers to be elected, the names of two (2) or more persons.
  1. In the event the nominations committee is unable to secure at least two eligible nominees for any open board position, the nominations committee shall petition the Board of Directors for guidance.
- b. Only active members in good standing shall be eligible for nomination.
- c. All nominees will sign a form listing the duties required of any nominated person. Their signature indicates their willingness to serve in a position and perform those duties.

- d. The Nominations Committee shall provide a pertinent biographical sketch of each nominee's professional activities and services to the organization, all of which will be part of the ballot.
- e. On written petition of at least twenty-five (25) active voting members for any office of the AzSRC, not less than ninety (90) days prior to the annual meeting, any other members may be nominated; if a nominating petition is so filed, such further nominations shall be placed on the ballot.

### **Section 3. Ballot**

- a. The Nominations Committee's slate and biographical sketches shall be electronically available at least forty-five (45) days prior to the annual meeting.
- b. The AzSRC's vote shall be secured electronically as a secret ballot with provisions for write-in votes.
- c. The ballots shall be proxies which will authorize the secretary to vote at the annual meeting in accordance with the directions of the members.
- d. The Board of Directors shall declare a date of record for members who will be eligible to cast a ballot in each election.

### **Section 4. Elections Committee**

- a. The President shall appoint an impartial Elections Committee which shall be chaired by the President-Elect or other board member who is not on the ballot for the given year. The committee will receive ballots, verify and tabulate ballots and report the results in writing to the elections chairman.
- b. Elections shall be decided by a plurality of votes cast by active members of the AzSRC. A tie shall be decided by lot.

## **ARTICLE XI – AZSRC Business Meeting**

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

- a. The AzSRC shall hold an annual business meeting in the first quarter of each calendar year; additional business meetings may be held as required to fulfill the objectives of the AzSRC.
- b. The date and place of the annual business meeting and additional business meetings shall be decided in advance by the Board of Directors. In the event of a major emergency, the Board of Directors may cancel the scheduled meetings and set a new date and place.

### **Section 2. Purpose**

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

### **Section 3. Notification**

The time and place of the annual business meeting shall be electronically available to all members of the AzSRC not fewer than ten (10) days prior to the meeting. An agenda for the annual business meeting shall be provided to all members not fewer than thirty (30) days prior to the annual business meeting.

#### **Section 4. Quorum**

A majority of the voting members of the Board shall constitute a quorum at any duly called Board of Directors meeting.

### **ARTICLE XII – Special Votes**

#### **Section 1. Electronic Mail Votes for the Board of Directors**

Whenever, in the judgment of the President or Board of Directors, it is necessary to reach a consensus among the Board members to enable the President or designees to proceed upon a plan of action between formal meetings, an electronic mail vote may be called. The conclusion of this vote is not intended to adopt an official statement or resolution. All attempts to notify Board members shall be backed up by electronic mail, noting the issue to be decided and the date of the actual vote. A conference call may occur for the purpose of discussion only. A minimum of 24 hours shall lapse between the initial notification and the actual vote. A record of voting notifications will be maintained by the Board member initiating the vote. Voting via electronic mail will require 8 Board members to cast a vote with a majority in agreement to pass or defeat the issue. All results of electronic mail votes shall be recorded and ratified at the next Board meeting.

#### **Section 2. Votes for General Membership**

Whenever, in the judgment of the Board of Directors, it is necessary to present any business to the membership prior to the next regular or annual business meeting, the Board of Directors may, unless otherwise required by these Bylaws, instruct the Elections Committee to conduct a vote of the membership by mail or electronically. The questions thus presented shall be determined according to a majority of the valid votes received by mail or electronically within thirty (30) days after the date of such submission. Any and all action approved by the members in accordance with the requirements of this Article shall be binding upon each member thereof. Any amendment(s) to the Bylaws of this AzSRC shall be presented to the membership at least sixty (60) days prior to an electronic vote, as provided in Article XIX of these bylaws concerning amendments.

### **ARTICLE XIII – Committees**

#### **Section 1. Standing Committees**

The members of the following Standing Committees shall be appointed by the President, subject to the approval of the Board of Directors, to serve for a period of one (1) year, except the Continuing Education and Program Committees shall be for two (2) years.

1. Membership
2. Budget and Audit
3. Elections
4. Nominations
5. Program
6. Education/Awards
7. Bylaws
8. Social Media
9. Public Relations
10. Continuing Education Approval
11. Legislative

#### **Section 2. Special Committees and Other Appointments**

Special committees may be appointed by the President.

### **Section 3. Committee Chairman's Duties**

1. The President shall appoint the Chairman of each committee.
2. The Chairman of each committee may recommend prospective committee members to the President. When possible, the Chairman of the previous year shall serve as a member of the new committee.
3. The Chairman of each committee shall confer promptly with the members of that committee on work assignments.
4. All committee reports shall be submitted to the President and Secretary of the AzSRC electronically prior to the meeting at which the report is to be read.
5. Non-members or physician members may be appointed to the committees as consultants. The President shall request recommendations for physician appointments from the Medical Advisor(s).
6. Each Committee Chairman requiring operating expenses shall submit a budget for the next fiscal year to the Budget and Audit Committee.

## **ARTICLE XIV – Duties of Committees**

### **Section 1. Membership**

This Committee shall consist of four (4) members; one of the delegates shall serve as chair. Members shall investigate ways in which the AzSRC can serve its members.

### **Section 2. Budget and Audit Committee**

This committee shall be composed of the Executive Committee, which shall assist the Treasurer in preparing the annual budget and oversee the disbursement of the AzSRC's funds.

### **Section 3. Elections Committee**

1. This committee is chaired by the President-Elect. During years where there is no president elect, the Vice president would serve as the committee chair.
2. This committee shall receive ballots for all elections held during the calendar year, verify the eligibility of each ballot, and tally the votes cast.
3. This committee shall consist of three (3) Active members.

### **Section 4. Nominations Committee**

1. This committee shall consist of the President or President-Elect (or their designee) and three (3) other Active members.
2. This committee shall prepare for approval by the Board of Directors a slate of candidates.
3. It shall be the duty of this committee to make a final critical appraisal of candidates to see that the nominations are in the best interest of the AARC and the slate of AzSRC through consideration of personal qualifications and geographical representation as applicable.

### **Section 5. Program Committee**

1. This Committee shall consist of at least five (5) members, including a member of the Board of Directors, and be so constructed as to provide experienced members for program planning.
2. The Medical Advisor(s) or designee will be a consultant member of this committee.
3. This committee shall plan and present at least one (1) state-wide seminar annually.



#### **Section 6. Awards Committee**

1. This committee shall consist of a member of the Board of Directors and at least three (3) Active Members and be constructed and rotated so as to guarantee a core of experienced members.
2. The committee shall support the concepts of health promotion and disease prevention, and work for their inclusion in traditional curricula whenever possible.
3. This committee shall recommend recipients of all AzSRC awards and scholarships.

#### **Section 7. Bylaws Committee**

1. This committee shall consist of three (3) members, one (1) of whom shall be the Vice-President of the AzSRC, with two (2) members appointed annually.
2. This committee shall receive and prepare all amendments to the Bylaws for submission to the Board of Directors.

#### **Section 8. Social Media Committee**

1. This committee shall consist of a member of the Board of Directors and at least one (1) member.
2. This committee shall be responsible for the publication and distribution of an AzSRC newsletter and all other publications of the AzSRC.

#### **Section 9. Public Relations Committee**

1. This committee shall consist of at least three (3) members, one (1) of whom shall be the Vice-President.
2. This committee shall be concerned with the dissemination of information concerning respiratory care and/or the AzSRC to the public, hospitals, and other organizations.

#### **Section 10. Continuing Education Committee**

1. This committee shall consist of no more than three (3) members appointed by the Board of Directors.
2. This Committee is concerned with the review of all applications for continuing education units and AzSRC bylaws and the approval of materials meeting the criteria adopted by the Board of Respiratory Care Examiners. This committee will also be responsible for the maintenance of records generated in the course of these duties and the provision of continuing education documents.

#### **Section 11. Legislative Committee**

1. This committee shall be composed of at least three (3) members, one of whom must be a member of the Board of Directors.
2. This committee shall propose an annual legislative agenda to the Board of Directors.
3. This committee shall work with legislative advisors to advance pertinent bills in the legislature and monitor other legislation which may have an impact on the practice of respiratory care in Arizona.
4. A representative from this committee shall attend quarterly meetings of the Arizona Board of Examiners for Respiratory Care and other meetings as invited.

#### **ARTICLE XV – Parliamentary Procedure**

The rules contained in the latest edition of “Roberts Rules of Order Revised” shall govern whenever the rules are not in conflict with the bylaws of the AzSRC or of the AARC.

**ARTICLE XVI – Amendments**

These Bylaws amended at any regular or special meeting or by electronic or U.S. Mail vote of the AzSRC by two-thirds (2/3) of those voting, provided that the amendment has been presented to the Bylaws Committee and the membership in writing at least sixty (60) days prior to the vote. All amendments must be approved by the AARC Chartered Affiliates Committee and shall become effective upon ratification by the AARC Board of Directors.

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