

**BYLAWS OF THE ALASKA SOCIETY OF THE  
AMERICAN ASSOCIATION FOR RESPIRATORY CARE**

**ARTICLE I**

NAME

This organization shall be known as the ALASKA SOCIETY FOR RESPIRATORY CARE (ASRC) (hereinafter referred to as the Society), a chartered affiliate of the American Association for Respiratory Care (hereinafter referred to as the Association).

**ARTICLE II**

Affiliation

The ALASKA SOCIETY FOR RESPIRATORY CARE (ASRC) shall be a chartered affiliate of the American Association for Respiratory Care and shall abide by the rules and regulations of the Association as promulgated from time to time.

**ARTICLE III**

Boundaries

The area included within the boundaries of this Society shall be the geographical boundaries of the State of Alaska.

**ARTICLE IV**

Object

Section 1. Purpose

- a. To encourage and develop on a regional basis educational programs for those persons interested in the field of respiratory care.
- b. To advance the science, technology, ethics, and art of respiratory care through regional institutes, meetings, lectures, and the preparation and distribution of a newsletter and other materials.
- c. To facilitate cooperation between respiratory care personnel and the medical profession, hospitals, service companies, industry, and other agencies within the region interested in respiratory care; **except that this Society shall not commit any**

act which shall constitute unauthorized practice of medicine under the laws of the State of Alaska. ~~except that this Society shall not commit any act which shall constitute unauthorized practice of medicine under the laws of the State of Illinois in which the parent Association is incorporated, or any other state.~~

- d. To participate in public education on health promotion and disease prevention within the state of Alaska.

## Section 2. Intent

- a. No part of the net earnings of the Society shall inure to the benefit of any private member or individual.
- b. Distribution of funds, income, and property of the Society may be made to charitable, educational, scientific, or religious corporations, organizations, community chests, foundations, or other kindred institutions maintained and created for one or more of the forgoing purposes if at the time of distribution the payees or distributees are exempt from income taxation, and if the gifts are then exempt from taxation under the provisions of Section 501. 2055. 2522 of the Internal Revenue Code, or any later or other sections of the Internal Revenue Code which amend or **supersede** the said actions.

## ARTICLE V

### Membership

## Section 1. Classes

The membership of this Society shall include four (4) classes: Active Member, Associate Member, Special Member, and State Associate Member.

## Section 2. Eligibility and Classification

- a. Each applicant for membership shall meet qualifications of ethical practice and suitable moral standards as determined by the membership committee.
- b. An individual is eligible to be an Active Member of this Society if he/she is an Active Member of the American Association for Respiratory Care, provided his/her place of employment is within the defined boundaries of this Society. Active Members have all the rights and privileges of membership including: the rights to hold office, vote, serve as committee chairs, and serve on committees.
- c. An individual is eligible to be an Associate Member of this Society if he/she is presently employed within the field of Respiratory Care or a related field and is an Associate Member of the American Association for Respiratory Care. Associate

Members shall have all the rights of membership except that they shall not be entitled to hold office, vote, or chair committees.

- d. An individual is eligible to be a Special Member of this Society if he/she is an Honorary, Life, or General member of the American Association for Respiratory Care. Life Members have all the rights and privileges of Active Members. Honorary and General Members have all the rights and privileges of Associate Members.
- e. State Associate members are individuals interested in the delivery of respiratory care in the state of Alaska. They may opt to join the Society, but not the Association. Such individuals will be subject to the payment of dues and will have all the rights of Associate membership in the Society, except they will not be permitted to vote. They may serve on state committees, though not as Chairman.

### Section 3. Eligibility for Membership

Association members in good standing who are employed within the geographical boundaries of the State of Alaska are members of the Society and do not need to go through an additional application process. Individuals interested in respiratory care in Alaska may apply to the ASRC for State Associate Membership. State Associate Members may be assessed membership dues to be suggested by the Board of Directors subject to approval by the general membership.

### Section 4. Annual Renewal

Members are eligible for renewal of their Society membership as long as they remain members in good standing of the Association. State Associate Members must renew their membership annually and pay the applicable dues.

## **ARTICLE VI**

### Offices

#### Section 1. Officers

The officers of the Society shall be: a President, a President-Elect (who automatically succeeds to the Presidency when the President's term ends), a Vice-President, a Secretary, and a Treasurer.

#### Section 2. Directors

There shall be four (4) Directors. Two (2) Directors will be elected each election year and others as necessary to fill existing vacancies.

### Section 3. Term of Office

- a. The term of office for officers shall be for two (2) years. The term shall begin January 1 of the year following the election.
- b. The term of office for Directors shall begin January 1 of the year following the election and shall be for four (4) years.

### Section 4. Vacancies of Office

- a. In the event of a vacancy in the office of the President, the elected President-Elect shall become acting President to serve the unexpired term, and shall serve his own, the successive term, as President.
- b. In the event of a vacancy in the office of the Vice-President, the Secretary shall assume the duties, but not the office, of Vice-President as well as his own until the next meeting of the Board of Directors, at which time the Board shall elect a qualified member to fill the vacancy.
- c. In the event of vacancy in the offices of Secretary or Treasurer, the Board will meet and appoint a replacement.

### Section 5. Duties of Officers

#### a. President

The President shall preside at the annual business meeting and all meetings of the Board of Directors; prepare an agenda for all business meetings and each meeting of the Board of Directors; appoint standing and special committees, subject to approval by the Board of Directors; be an ex-officio member of all committees except the Nominations and Elections committee; and present to the Board of Directors and membership an annual report of the Society's activities.

#### 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; he/she shall perform such other duties as shall be assigned by the President or the Board of Directors. The President-Elect shall be a member of the Society's Delegation in the House of Delegates.

#### c. Vice-President

The Vice-President shall assume the duties and 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 office of the Vice-President. The Vice-President shall be a member of the Society's Delegation in the House of Delegates.

d. Treasurer

The Treasurer shall have charge of all the funds and securities of the Society; 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. He/she shall see that full, accurate accounts are kept, make a written quarterly financial report to the Board of Directors, and a complete written yearly report at the annual business meeting. All other duties, and issues such as bonding and endorsement of checks, will be specified in the policies and procedures of the Society. At the expense of the Society, he/**she** shall be bonded in an amount determined by the Board of Directors.

e. Secretary

The Secretary shall **keep** minutes of all meetings of the Society and the Board of Directors and shall submit a copy of the minutes of each meeting to the governing body of the Society and to the Executive Office of the Association as specified in the policies of the Society and the Association. Committee chairs will be responsible for keeping their own minutes and must submit those minutes to the Secretary for the record. The Secretary shall handle the general correspondence and perform all duties as from time to time shall be assigned by the President or Board of Directors.

## ARTICLE VII

### Nominations and Elections

#### Section 1. Nominations and Elections Committee

The Chairman shall report the slate of nominees to the Board of Directors at least sixty (60) days prior to the annual business meeting or scheduled election for review. The final slate of nominees shall be approved by the Board of Directors prior to the ballots being sent to members.

#### Section 2. Nominations

The Nominations and Elections Committee shall place in nomination the names of candidates for the offices of President-Elect, Vice-President, Secretary, and Treasurer, and for each of the Board of Directors positions to be elected. Only Active Members in good standing and Life Members shall be eligible for nomination. The Nominations and Elections Committee shall provide a pertinent biographical sketch of each nominee's professional activities and services to the organization, all of which shall be a part of the ballot.

Section 3. Ballot

- a. The Nominations and Elections Committee's slate and biographical sketches shall be sent to every Active member in good standing and eligible to vote at least thirty (30) days prior to the annual business meeting or scheduled election.
- b. The Board of Directors shall specify how the vote is to be conducted at least sixty (60) days prior to the election. Elections may be conducted by mail, electronic vote, or in person. See the ASRC Procedure Manual for election process.**
- c. The Nominations and Elections Committee shall consist of at least three (3) impartial members. Any member of the committee who wishes to run for office must resign membership on the committee.
- d. It is the duty of the committee to tally the votes and announce the results in a written report to the membership.
- e. Only Active Members in good standing and Life Members may vote in Society Elections. It is the duty of the Committee to check each member's voting eligibility prior to sending out ballots.

Section 4. Committee **Membership**

- a. The committee shall consist of at least **two (2)** members.
- b. This committee shall prepare, receive, verify, and count ballots for all elections held during the calendar year.
- c. The duties of the committee **are** outlined in **the ASRC Procedure Manual**.

**ARTICLE VIII**

Board of Directors

Section 1. Composition and Powers

- a. The executive government of this Society shall be vested in a Board of nine (9) Active or Life members consisting of the President, President-Elect, Vice-President, Treasurer, Secretary, and four (4) Directors.
- b. The President shall be chairman and presiding officer of the Board of Directors. **The President** shall invite such individuals to the meetings of the Board as he/**she** shall deem necessary with the privilege of voice, but not vote.

- 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 for any conduct deemed prejudicial to the Society. Written notice shall be given to the member that the office has been declared vacant.
- d. A person may hold only one office on the Board of Directors.
- e. The Immediate Past-President shall be invited to attend all meetings of the Board of Directors, with the right of voice but not vote.

#### Section 2. Duties

- a. Supervise all business and activities of the Society within the limitation of these Bylaws.
- b. Adopt and rescind standing rules of the Society.
- c. Determine payments, salaries, fund-raising activities, and other related matters, after consideration of the budget.

#### Section 3. Vacancies

- a. Any vacancy that occurs on the Board of Directors shall be filled by a qualified member **appointed** by the Board of Directors. Individuals so **appointed** shall serve until the next regular election.
- b. Upon vacancy in the office of President, an elected President-Elect shall serve until the next scheduled election and then automatically succeed to the Presidency.

#### Section 4. Meetings

- a. The Board of Directors shall meet immediately preceding and immediately following the annual business meeting of the Society and shall not hold fewer than two (2) regular and separate meetings during the calendar year. Such meetings may be in person, by teleconference, or by other equivalent technology, as long as there is a quorum.
- b. Special meetings of the Board of Directors shall be called by the President at such times as the business of the Society shall require, or upon written request of five (5) members of the Board of Directors.

- c. A majority of the Board of Directors, five (5), shall constitute a quorum at any meeting of the Board. No official Society business may be conducted at a meeting without a quorum.

#### Section 5. Mail Vote

If the Board of Directors feels it necessary to present any business to the membership prior to the next scheduled meeting, they may instruct the Nominations and Elections Committee to conduct a vote of the membership by mail **or other equivalent technology**, subject to the Society's Bylaws and policies. The question(s) presented in the vote, except for amendments to the Bylaws, will be decided by a majority of the votes received. Details for conducting the vote will be specified in the policies and procedures of the Society. The procedure for amending the Bylaws is governed by Article XVIII of this document.

#### Section 6. Executive Committee

The Executive Committee of the Board of Directors shall consist of the President, President-Elect, Vice-President, Secretary, and Treasurer. The Immediate Past-President **shall** also be a member of the Executive Committee, with the privilege of voice but not vote. The committee 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 of the Board at its next meeting.

### ARTICLE IX

#### Meetings

#### Section 1. Date and Place

- a. The Society shall hold an annual business meeting **at a date and time to be determined by the Board, but no later than November 15<sup>th</sup> of each year**; additional meetings may be held as required to fulfill the objectives of the Society.
- b. The Program Committee will present recommendations for the place of the annual meeting to the Board of Directors. The Board of Directors will choose the place by their first meeting of the calendar year. In the event of a major emergency, the Board of Directors may cancel the scheduled meeting, set a new date and place, if feasible, or conduct the business of the meeting by **teleconference**, mail **or other equivalent technology**, provided the material is sent in the same words to all voting members.

#### Section 2. Purpose

- a. The annual business meeting shall be for the purpose of **conducting Society business, including committee reports, election results, and other business deemed necessary by the membership.**
- b. Additional business meetings shall be for the purpose of receiving reports and other business.

### Section 3. Notification

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. An agenda for the annual business meeting shall be sent to all members not fewer than thirty (30) days prior to the annual business meeting.

### Section 4. Quorum

A majority of the voting members registered at a duly called business meeting shall constitute a quorum.

## ARTICLE X

### Society Delegates to the AARC House of Delegates

#### Section 1. Election

The Society's Delegation shall consist of the President-Elect and the Vice-President.

#### Section 2. Term of Office

The term of office for Delegates shall be concurrent with their term as President-Elect or Vice-President.

## ARTICLE XI

### Committees

#### Section 1. Standing Committees

The President **may** appoint the members of standing committees **as needed**. Members so appointed by the President will be ratified by the Board at the next scheduled meeting.

- a. Nominations and Elections
- b. Program

- c. Budget and Audit
- d. Judicial

## Section 2. Special Committees and Other Appointments

Special Committees may be appointed by the President. Such committees must have a designated purpose and an identified expiration date. A committee may continue beyond its expiration date upon notice the purpose has not been met and then only with approval by the Board of Directors.

## Section 3. Committee Chairman's Duties

- a. The President shall appoint the chairman of each committee.
- b. The Chairman of each committee shall confer promptly with the members of his committee on work assignments.
- c. 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.
- d. Non-members or physician members may be appointed as consultants to the committees.
- e. Each standing committee Chairman requiring operating expenses shall submit a budget for the next fiscal year to the Budget and Audit Committee thirty (30) days prior to the annual business meeting.

## Section 4. Committee Duties of the Board of Directors

- a. Serve as the Budget and Audit Committee.
  - 1) This committee shall be composed of the Executive Officers and the Board of Directors.
  - 2) They shall propose and approve an annual budget. The membership will receive a copy of the budget within thirty (30) days of the meeting.
- b. Serve as the Judicial Committee.
  - 1) This committee shall consist of the Executive Officers and the Board of Directors.

- 2) This committee shall review formal written complaints against any individual Society member charged with any violation of the Society's Bylaws or otherwise with any conduct deemed detrimental to the Society. Complaints or inquiries may be referred to this Committee by the Judicial Committee of the Association.
- 3) If the Committee determines the complaint justifies an investigation, a written copy of the charges shall be prepared with benefit of legal counsel if deemed advisable.
- 4) A statement of charges shall then be served upon the member and an opportunity given the member to be heard before the Committee.
- 5) After careful review of the results of the hearing conducted with the benefit of legal counsel, when the Chairman of the Committee deems it necessary or advisable, the Committee may recommend to the Board of Directors to expel or suspend such a member. A complete report shall be forwarded including copies of all documents to the Chairman of the Judicial Committee of the Association, after a final decision by two-thirds (2/3) vote has been made by the Society's Board of Directors.

## ARTICLE XII

### Duties of Committees

#### Section 1. Program Committee

- a. This Committee shall consist of at least **two (2)** members and be so constructed as to provide experienced members for program planning.
- b. The Medical Advisor(s) or his designate shall be consultant to this committee.
- c. The Committee shall be responsible for procuring and maintaining educational materials for the Society.
- d. The Committee shall encourage and assist regions in their efforts to conduct educational programs.
- e. The Committee shall concern itself with continuing education programs and special education projects of the Society.

- f. The Chairman of the Program Committee shall receive all proposed Society educational programs for review and approval.

### ARTICLE XIII

#### Society Medical Advisor

The Society shall have at least one (1) Medical Advisor, and shall conform to Article IX, Section 3 of the Association Bylaws concerning chartered affiliate Medical Advisors.

### ARTICLE XIV

#### Fiscal Year

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

### ARTICLE XV

#### Dues and Assessments

The Society shall have the right to assess membership dues as **established by the Board**.

### ARTICLE XVI

#### Ethics

If the conduct of any Society member shall appear, by report of the Society or the Association's Judicial Committee, to be in willful violation of the Bylaws or standing rules of this Society or prejudicial to this Society's interests, as defined in the Association's 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. Within thirty (30) days after receipt of notice of expulsion, the expelled member shall have the right to appeal the decision to the Board of Directors. If such appeal is made, the Board, at its next meeting shall uphold, reverse, or modify the action of the Committee. All such suspension or expulsion actions shall be reported immediately to the Association's Judicial Committee.

### ARTICLE XVII

#### Parliamentary Procedure

The rules contained in *Robert's Rules of Order, Revised* shall be utilized as a reference whenever they are not in conflict with the Bylaws of the Society or of the Association.

### ARTICLE XVIII

### Amendments

To amend these Bylaws, all eligible voting members of the ASRC must be given a copy of the proposed change(s) sixty (60) days prior to the scheduled vote. The vote may be by mail or **other equivalent technology**, so long as provisions are made to allow all eligible members the opportunity to vote. Amendments are considered approved if they get a two-thirds (2/3) majority of the votes received. All amendments must be approved by the Association's Bylaws Committee and shall become effective upon ratification by the Association's Board of Directors.