

HAWAII SOCIETY FOR RESPIRATORY CARE BYLAWS

ARTICLE I: NAME

This organization shall be known as the Hawaii Society for Respiratory Care, hereinafter referred to as the HSRC, a chartered affiliate of the American Association for Respiratory Care, hereinafter referred to as the AARC, which is incorporated under the General Not For Profit Corporation Act of the State of Illinois.

ARTICLE II: BOUNDARIES

The area, included within the boundaries of this Society shall be the boundaries of the State of Hawaii and the Pacific Basin.

ARTICLE III: OBJECT

Section 1. Purpose

1. To encourage and provide on a regional basis, educational programs for those persons interested in the field of respiratory therapy and diagnostics, hereinafter referred to as Respiratory Care.
2. To advance the science, technology, ethics, and art of Respiratory care through institutes, meetings, lectures, and the preparation and distribution of publications and other materials;
3. To facilitate understanding and cooperation between respiratory care personnel and the medical profession, allied health professions, hospitals, service companies, industry, governmental organizations and other agencies within the region interested in Respiratory Care.
4. To provide education of the general public in pulmonary health promotion and disease prevention.

Section 2. Intent

1. No part of the net earnings of the Society shall inure to the benefit of any private member or individual, nor shall the corporation perform particular services for individual members thereof.
2. The Board of Directors shall provide for the distribution of the 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 or distributee 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.

3. In the event of the dissolution of this Society, whether voluntary or involuntary, all of its remaining assets shall be distributed in such a manner as the Board of Directors of this Society shall, by majority vote, determine to be best calculated to carry out the objectives and purposes for which the Society is formed, with guidance from the AARC's Board of Directors. Distribution of the 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 foregoing purposes if at the time of distribution the payees or distributees are exempt "from income taxation, and if gifts or transfers to the payees or distributees are then exempt from taxation under the provisions of Section 501, 2055, and 2522 of the Internal Revenue Code which amend or supersede the said sections.
4. This Society shall not commit any act which shall constitute the unauthorized practice of medicine under the laws of the State of Hawaii.

ARTICLE IV: MEMBERSHIP

Section 1. Classes

The membership of this Society shall include three (3) classes: Active Member, Associate Member, and Special Member as described in the AARC Bylaws, Article III. The classifications and limitations of the membership shall be as defined in Article III of the AARC Bylaws.

Section 2. Eligibility

1. An individual is eligible to be an active member of this Society if he/she is a member of the AARC as specified in Article III, Section 2 of the AARC Bylaws.
2. An individual is eligible to be an associate member of this Society if he/she holds a position related to respiratory care but does not meet the requirements to become an active member. 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 a director or chair of any standing committee. Associate Membership will include the following subclasses:

3. Student Member: Individuals will be classified as Student Members if they meet all the requirements for Associate members and are enrolled in an educational program in respiratory care accredited by an AARC-recognized agency.
4. Industrial Member: Individuals will be classified as Industrial members if they meet all the requirements for Associate membership and their primary occupation or business is directly or indirectly devoted to the manufacture, sales, or distribution of equipment or products which are directly or indirectly used in the area of respiratory care.
5. Physician Member: Individuals will be classified as Physician Members if they meet all the requirements for Associate membership and are duly licensed as doctors of medicine or osteopathy.
6. The Special Member category is to be the same as the Bylaws of the AARC under Article III, Section 4.

Section 3. Application of Membership

Application for Membership in this Society shall follow the procedure specified in Article III, Section 6 of the AARC Bylaws.

Article V: OFFICERS AND CHAIRPERSONS

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, the immediate Past President, a Secretary, and a Treasurer.

Section 2. Directors

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

Section 3. Term of Office

1. The term of office for the President, President-elect, Vice-President and Secretary shall be one (1) year. The term of the office for the Treasurer shall be two (2) years. The term shall begin January 1 of each year.
2. The President-elect shall complete immediate successive full one (1) 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 Vice-President, Secretary and Treasurer shall not serve more than three (3) consecutive terms in the same office.
3. The term of office for Directors shall begin January 1 of each year and shall be for a two (2) year term of office and not to exceed three (3) consecutive terms.

Section 4. Vacancies in Office

1. In the event of a vacancy in the office of President, President-elect shall become President to serve the unexpired term and shall serve the successive term as President.
2. In the event of a vacancy in the office of the President-elect, the Vice- President shall assume only the duties, but not the office. He/She shall perform these duties as well as his/her own until the next meeting of the Board of Directors at which time the Board shall elect a qualified member to fill the vacancy.

Section 5. Duties of Officers**President**

He/She shall preside at all meetings of the Board of Directors. He/She shall prepare an agenda for all meetings; 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 committees; and, present to the Board of Directors and membership an annual report of the Society activities.

President-elect

The President-elect shall automatically succeed the president when the term ends. He/She will perform such duties as shall be assigned by the President or the Board of Directors and also serve his/her term as an active member of the Program Committee. In the event of the

President's absence, resignation or disability, shall assume the duties of and shall become the acting president. The President-elect shall assist the President in all functions in order to learn the office in preparation for the succeeding year.

Vice-President

He/She will in the event of a vacancy in the office of President-elect, assume the duties, but not the office of the President-elect, and shall also continue to serve as Vice President until the next scheduled election.

Treasurer

The treasurer shall have charge of all funds and securities of the Society; endorsing checks, notes, or other orders for payment of bills; disbursing funds as authorized by the Board of Directors and/or in accordance with the adopted budget; depositing funds as the Board of Directors may designate. He/She shall provide the Board of Directors with monthly financial statements of the activity of the Society's accounts after the monthly closing of the books or as requested for BOD meetings; and make a complete written report at the annual business meeting. The treasurer will be bonded in an amount determined by the Board of Directors at the expense of the Society.

Secretary

The 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 of the Society to the Executive Office of the AARC within thirty (30) days following the meeting; executing the general correspondence; 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 of Directors.

Past President

The Past President is a voting member of the Board, and serves in an advisory capacity to the Board of Directors.

Other Officer Responsibilities

All duly elected HSRC Officers shall adhere to the Position Description Guidelines, and all subsequent revisions, with respect to other duties and responsibilities.

ARTICLE VI: NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee

The Board of Directors shall appoint a Nominating Committee each year at least one hundred and twenty (120) days before the annual business meeting to present a slate of nominees to the Board of Directors at least sixty (60) days prior to the annual business meeting.

Section 2. Nominations

1. Annually, the Nominating Committee shall place in nomination the names of at least one (1) person for the offices of President-elect, Vice-President, Secretary, and Director. Biennially, the Nominating Committee shall place in nomination at least one person for the office of Delegate, Director and Treasurer.
2. Only Active or AARC Life Members in good standing shall be eligible for nomination.
3. The 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. Elections Committee

1. The President shall appoint an impartial Elections Committee which shall prepare, distribute, verify, and receive all ballots whether they be mailed or electronically mailed. The results of the election shall be made public at the annual business meeting.
2. At least thirty (30) days prior to the annual business meeting, the Nominating Committee's slate of candidates and biographical sketches shall be made available to every Active Member recorded in the AARC membership directory, who is in good standing and eligible to vote. New society members must have joined the AARC at least (60) days prior to the Annual Business Meeting to assure a record of their membership with the AARC and to be eligible to vote.
3. Provisions shall be made on the ballot for write-in votes for each office to be filled. The deadline date and time shall be clearly indicated on the ballot.

4. Society elections shall be determined by a majority of votes cast. A tie vote shall be decided by lot.
5. Any Elections' Committee member who accepts a nomination must resign from the Elections Committee.

ARTICLE VII: BOARD OF DIRECTORS

Section 1. Composition and Powers

1. The executive government of this Society shall be vested in a Board of ten (10) Active or Life Members consisting of the President, President-elect, Vice-President, Secretary, Treasurer, Immediate Past-President, and two (2) Directors. The Delegates shall be voting members of the Society Board of Directors.
2. The President shall be Chairperson and presiding officer of the Board of Directors. He/She shall invite such individuals to the meetings of the Board as he/she shall deem necessary, with the privilege of voice but not vote.
3. 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, the Board of Directors shall have the power to declare an office vacant by a two-thirds (2/3) vote. Written notice shall be given to the member within ten (10) days of such action that the office has been declared vacant.

Section 2. Duties

1. Supervise all business and activity of the Society within the limitations of these Bylaws.
2. Adopt and rescind standing rules, policies and procedures of the Society.
3. Determine remuneration, stipends, annual business meeting fees for the following year, and other related matters after consideration of the budget.

Section 3. Meetings

1. The Board of Directors shall meet immediately preceding and immediately following the annual business meeting of the society which will be held during the last quarter of each calendar year or as determined by the Board before the commencement of the next year; and shall not hold fewer than four (4) regular and separate meetings during the calendar year.

2. 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 three (3) members of the Board of Directors filed with the President and Secretary of the Society.
3. A majority of the Board of Directors shall constitute a quorum at any meeting of the board providing that the president and / or the vice-president is present.
4. The Board of Directors, shall have the power to call an executive session.
5. The executive session shall include only members of the Board of Directors and those individuals invited by the Board of Directors to attend. The executive session shall be held only in conjunction with regularly scheduled or specially scheduled meetings. The purpose of an executive session shall be to discuss sensitive subjects/actions that would better serve the state society to be carried out discreetly. These subjects and actions shall include, but not be limited to: recommendations from the Committees, declaring an office vacant, removal of any committee chairperson from duty, requests from individual members to the Board of Directors of the HSRC of a personal nature, or actions concerning a member of the Board of Directors. The Board of Directors shall not record, for the minutes, any discussions held during the executive session. Board members present during the executive session shall not discuss with any individual the proceedings taking place during the executive session. Violation of this statement will result censure and loss of office.

Section 4. Mail, E-mail and Phone Vote

1. 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 electronic mail. The question thus presented shall be determined according to a majority of the valid votes received by mail within thirty (30) days after such submission, or a change in the Bylaws, when a two-thirds (2/3) majority of valid votes received 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. The results of the mail or electronic mail vote will be recorded in the next regular meeting minutes.

2. Whenever, in the judgment of the President, it is necessary to present any business to the remainder of the Board, the President may follow the aforementioned mail vote or adhere to the following Phone Vote guidelines. The President shall contact every member and explain the consequences of the vote. The President shall obtain a yes or no to the question and record by name the responses. An explanation of the question and the vote itself shall be recorded in the next regular Board of Directors meeting minutes.

Section 5. Multiple Offices

1. No officer or delegates shall hold office simultaneously and no past president shall hold any elected office until his/her term is expired.

ARTICLE VIII: ANNUAL BUSINESS MEETING

Section 1. Date and Place

1. The Society shall hold an annual business meeting in the last quarter of each calendar year or as determined by the Board of Directors before commencement of the next year. Additional meetings may be held as required to fulfill the objectives of the Society.
2. The date and place of the annual business meeting and additional meetings shall be decided in advance by the Board of Directors and must be within the boundaries of the state of Hawaii. In the event of a major emergency the Board of Directors shall cancel the scheduled meeting, set a new date and place if feasible, or conduct the business or the meeting by mail, electronic mail or phone provided the material is sent in the same words to the voting membership.

Section 2. Purpose

1. The annual business meeting shall be for the purpose of receiving reports of officers and committees, the results of the election, and for other business brought by the President.

Section 3. Notification

1. Notice of the date, time and place of the annual business meeting and agenda shall be sent via mail or e-mail to all members of the Society not fewer than forty-five (45) days prior to the meeting.

ARTICLE IX: SOCIETY DELEGATES TO THE AARC HOUSE OF DELEGATES

Section 1. Election

1. Delegates of this Society to the House of Delegates of the AARC shall be elected every two years for a four-year term. Each delegate shall serve one (1) four-year term. Persons nominated to the position of Delegate must possess previous HSRC Board Member experience for a minimum of 2 years out of the preceding 6 years prior to election.

Section 2. Duties

1. The duties of the Delegates shall be as specified in Article VII of the AARC Bylaws.

Section 3. Board Member (ex-officio)

1. The Delegates shall be voting members of the Society Board of Directors.

Section 4. Multiple Offices

1. Delegates may not hold concurrent elective offices.

Section 5. Vacancies

1. Any vacancy in the office of Delegate shall be filled by special election within sixty (60) days of the vacancy.

ARTICLE X: COMMITTEES

Section 1. Standing and Special 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 term of one (1) year, except for the PACT committee members, who will serve a minimum of three (3) years. Members of the Program

Committee shall be appointed by the Board of Directors.

1. Membership
2. Budget & Audit
3. Nominating
4. Elections

5. Bylaws
6. Program & Education
7. Publications /Website & Public Relations
8. Legislative Affairs
9. Political Advocacy Contact Team (PACT)

Section 2. Special Committees

Special committees such as the Judicial Committee, may be appointed by the President to meet special needs.

Section 3. Committee Chairperson's Duties

1. The Chairperson of each committee shall confer promptly with the members of their respective committee on work assignments.
2. The Chairperson of each committee may recommend prospective committee members to the President. When possible, the Chairperson of the previous year shall serve as a member of the new committee.
3. All committee reports shall be made in writing and submitted to the President of the Society at least ten (10) days prior to the meeting at which the report is to be read.
4. All committee members shall be members in good standing of the AARC.

Non-members or physician members may be appointed as consultants to committees.

1. Each committee chairperson requiring operating expenses shall submit a budget for the next fiscal year to the Budget and Audit Committee.

Section 4. DUTIES OF COMMITTEES

Membership Committee

1. The committee shall consist of at least one Society Delegate and two (2) members of the Board of Directors.
2. They shall be responsible for recruitment activities for the society.

Budget & Audit Committee

1. This Committee shall be composed of the Executive Committee and Medical Advisor(s) or a designate.

2. They propose an annual budget for approval by the Board of Directors.
3. They conduct/facilitate an annual audit of the financial records of the Society and submit such to the Board of Directors.
4. The Chair of this committee cannot be the Treasurer of the Society.

Nominating Committee

1. This Committee shall prepare for approval by the Board of Directors a slate of officers, directors, and delegates for the annual election.
2. The Committee shall consist of at least three (3) active members who shall serve for a term of one (1) year.
3. It shall be the duty of the Committee to make the final critical appraisal of candidates to see that the nominations are in the best interests of the Society through a consideration of personal qualifications.

Elections Committee

1. This Committee shall consist of three (3) active members who shall serve for a term of one (1) year.
2. This Committee shall prepare, receive, verify, and count ballots for all elections held during the calendar year.

Bylaws Committee

1. Shall consist of at least three (3) members, one (1) of whom shall be a past-president.
2. Shall receive, review, and prepare all Amendments to the Bylaws for submission to the Board of Directors.

Program & Education Committee

1. This Committee shall consist of at least three (3) members appointed by the Board of Directors.
2. The chairperson will appoint other active members including the President-elect and the Medical Advisor to assist him/her in planning the annual meeting.
3. Shall consist of three (3) members in which one (1) is recommended to be a faculty member in a Co-ARC approved Entry-level or Advanced Practitioner Program.

4. Shall review, assess the need for and recommend to the Board all educational activities for the HSRC membership.

Publications/Website & Public Relations

1. This committee shall consist of at least three (3) members, one (1) of whom shall be a past-president. 2. This committee shall concern itself with the marketing, content, and writing of informational and educational material, specifically on the HSRC website. This Committee shall concern itself with the publication of a Society Newsletter, if one is deemed necessary by the Board.
2. This committee shall concern itself with other publications that the Society may prepare for the public, hospitals and other organizations through the dissemination of information concerning respiratory therapy.
3. The Committee shall maintain such liaison as has been established by the Board of Directors with other organizations whose activities may be of interest of the members of this Society.
4. This shall include the preparation of exhibits, programs, and other items to bring the message of respiratory care and the AARC to medical, nursing and hospital groups as well as educational facilities where use of such material can be expected to recruit new people to the field of respiratory care. Such material shall be subject to the approval of the Board of Directors.

Political Advocacy Contact Team (PACT)

1. This committee shall consist of three (3) members, one of them being a past president. Each member will hold a minimum of three-year term as set forth by the AARC.
2. This committee will take an active role on issues affecting the profession of respiratory care by establishing contact with state and federal legislators through letters, facsimiles, e-mail and/or personal contact as necessary when important legislative issues arise.

Legislative Affairs

1. This committee shall consist of three (3) members, one of them being the president to monitor local and national legislative challenges to existing law; monitor legislative reports of the AARC's Legislative liaison; and monitor the activity of the Hawaii State House and Senate.

2. Maintain a presence at the state capitol.

Special Committees

1. Special committees may be appointed by the President, subject to the approval of the Board of Directors.

Judicial Committee

- (a) Shall consist of four (4) current Board members and may include previous Society officers at the president's request.
- (b) Shall be called by the president upon request of any society member to review formal, written complaints against any individual society member charged with any violation of the Society Bylaws or otherwise with a conduct deemed detrimental to the Society or the AARC.
- (c) Shall carefully review the complaints. Legal counsel may be summoned at the discretion of the committee chairperson. Committee recommendations shall be forwarded to the full HSRC Board of Directors. If the Board agrees that action should be taken, a copy of documentation shall be sent to the Chairperson of the Judicial Committee of the AARC.
- (d) All hearings, meetings and recommendations shall be held in strict confidence.

Other Duties and Responsibilities

1. All Committees, standing and special, shall adhere to the Position Description Guidelines, with respect to other duties and responsibilities.

ARTICLE XI: SOCIETY MEDICAL ADVISOR

The Society shall have at least one (1) Medical Advisor who shall conform to Article X, Section 3 of the AARC Bylaws, and shall be appointed by a majority vote of the Board of Directors. This appointment will be reviewed and confirmed annually by the Board of Directors.

ARTICLE XIII: FISCAL YEAR

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

ARTICLE XIV: ETHICS

If the conduct of any Society member is in violation of the Society bylaws, or deemed detrimental to the Society or AARC, be prejudicial to the Society's or the AARC's interests as defined in the AARC's Code of Ethics, the Board of Directors may appoint a special Judicial Committee to carefully review the complaints and initiate appropriate action. The Board of Directors may refer all action to the AARC Judicial Committee.

ARTICLE XV: PARLIAMENTARY PROCEDURE

The rules contained in Robert's Rules of Order Revised shall govern whenever they are not in conflict with the Bylaws of the Society or the AARC.

ARTICLE XVI: AMENDMENTS

These Bylaws may be amended by mail vote of the Hawaii Society of the AARC by a two-thirds (2/3) majority of those voting. All amendments must be approved according to the AARC's Chartered Affiliate Handbook.

Reviewed 10/16/14.