

Idaho Society for Respiratory Care Bylaws

Bylaws Adopted

November 2023

ARTICLE I – Name

This organization shall be known as the Idaho Society, 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 Idaho.

ARTICLE III – 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 newsletters 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 Illinois in which the parent Association is incorporated, or any other state.
- d. To provide education of the general public in pulmonary health promotion and disease prevention.

Section 2. Intent

- a. No part of the net earnings 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. 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 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 sections.

ARTICLE IV – Membership

Section 1. Classes

The membership of this Society shall include three (3) classes: Active Member, Associate Member, and Special Member.

Section 2. Eligibility

An individual is eligible to be a member of this Society if they are a member of the AARC as specified in Article III of the AARC Bylaws and provided their place of employment is within the defined boundaries of this Society.

Section 3. Classification

The classifications and limitations of membership shall be as defined in Article III of the AARC Bylaws.

Section 4. Application for 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 Directors

Section 1. Officers

The officers of this 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 at-large

There shall be two (2) Directors at-large. One (1) Director at-large shall be elected each year and such others as necessary in order to fill existing vacancies.

Section 3. Chapter Representation

The President of each Chapter shall be a member of the Board of Directors.

Section 4. Term of Office

- a. The term of office for the President and President-elect shall be for one (1) year. The term of office for Vice President, Secretary and Treasurer shall be for two (2) years. The President and President-elect shall not serve more than one (1) consecutive term in the same office. The Vice President, Secretary, and Treasurer shall not serve more than three (3) consecutive terms in the same office.
- b. The term of office for Directors at-large shall be for a two (2) year non-recurring term of office.
- c. The term of office or officers and Directors at-large shall begin on January 1 in the year following their election.

Section 5. 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 their own, the successive term, as President.
- b. In the event of a vacancy in the office of President-elect, the Vice President shall assume the duties, but not the office, of President-elect as well as their 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 6. 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 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 VIII of these Bylaws; prepare an agenda for each meeting of the Board of Directors and submit it to the members of the Board no fewer than fifteen (15) days prior to such a meeting, appoint standing and special committees and a Student Representative subject to the approval of the Board of Directors; be an ex-officio

member of all committees except the Election and Nominations Committee; 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; they shall perform such other duties as shall be assigned by the President or Board of Directors.
- c. Vice President: The Vice President shall perform such duties as shall be assigned by the President and Board of Directors. The Vice President shall assume the duties but not the 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 duties of the office of the Vice President.
- d. Treasurer: The Treasurer shall have charge of all funds and securities of the Society; 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; depositing funds as the Board of Directors may designate. The Treasurer shall see that full, accurate accounts are kept; submit monthly trial balances to the Executive Committee within twenty (20) days after the monthly closing of the books; make a written quarterly financial report to the Board of Directors; and a complete written yearly report at the spring meeting of the Board of Directors. At the expense of the Society, they shall be bonded in an amount determined by the Board of Directors.
- e. Secretary: The Secretary shall have charge of keeping the minutes of the Board of Directors meeting, regular business meetings, and the annual business meeting; submitting a copy of the minutes of every meeting of the Board of Directors and other Society business meetings to the Executive Office of the AARC within thirty (30) days following the meeting; executing the general correspondence; and in general performing the duties as from time to time shall be assigned by the President of the Board of Directors.

ARTICLE VI – Nominations and Elections

Section 1. Nominations Committee

The Board of Directors shall elect a Nominations committee each year at least one hundred twenty (120) days before the annual business meeting to present a slate of nominees for the following year. The Chairperson shall report the slate of nominees to the Board of Directors at least sixty (60) days prior to the annual business meeting.

Section 2. Nominations

The Nominations Committee shall place in nomination the name of at least one (1) person for the position of President-elect, Vice President, Secretary, Treasurer, Director(s) at-large, and Delegate(s) when necessary. Only Active Members and Life Members in good standing shall be eligible for nomination. The Nominations 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 Committee's slate and biographical sketches shall be mailed to every Active Member and Life Member in good standing and eligible to vote at least thirty (30) days prior to the annual business meeting.
- b. If the Society's Board of Directors specifies that this vote shall be by mail, the list of nominees shall be so designed as to be a secret mail ballot with provisions for write-in votes for each office. Ballots, to be acceptable, must be postmarked at least five

(5) days before the annual business meeting. The deadline date shall be clearly indicated on the ballot.

- c. If the vote is to be conducted at the annual business meeting, the time, date, and place shall be clearly indicated on the ballot. Provisions shall be made for absentee ballots, which allow all eligible members the opportunity to vote.

Section 4. Elections Committee

The President shall appoint an impartial Election Committee, which shall check the eligibility of each ballot and tally the votes at the annual business meeting.

ARTICLE VII – Board of Directors

Section 1. Composition and Powers

- a. The executive government of this Society shall be vested in a Board consisting of the President, President-elect, Vice President, Secretary, Treasurer, immediate past President, two (2) Directors at-large, two (2) Delegates, Student Representatives, and each Chapter President.
- b. The President shall be the Chairperson and presiding officer of the Board of Directors and the Executive Committee. The President shall invite in writing such individuals to the meetings of the Board as they 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 the office or for any conduct deemed prejudicial to the Society. Written notices shall be given to the member that the office has been declared vacant.

Section 2. Duties

- a. Supervise all business and activities of the Society within the limitations of these Bylaws.
- b. Adopt and rescind standing rules of the Society.
- c. Determine remuneration, stipends, the amount of membership dues for the following year, and other related matters after consideration of the budget.
- d. Approve the area organization of a Chapter after review by, and upon recommendation of, the Publications, Public Relations, and Chapter Affairs Committee.

Section 3. Vacancies

- a. Any vacancy that occurs on the Board of Directors, with the exception of the President, the immediate past President, and Chapter Presidents, shall be filled by qualified members elected by the Board of Directors. Individuals so elected shall serve until the next regular election.
- b. An elected President-elect shall serve until the next annual election and then automatically accede 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.
- 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 three (3) members of the Board of Directors filed with the President and the Secretary of the Society.

- c. A majority of the Board of Directors shall constitute a quorum at any meeting of the Board.

Section 5. Mail 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 business meeting, the Board of Directors may, unless otherwise required by these Bylaws, instruct the Election Committee to conduct a vote of the membership by mail. The question thus presented shall be determined according to a majority of the valid votes received by mail within thirty (30) days after the date of such submission, except in the case of a change in the Bylaws when a two-thirds (2/3) majority of the valid votes received is required. Any and all actions approved by the members in accordance with the requirements of this Article shall be binding upon each member of the Society. Any amendment(s) to the Bylaws of this Society shall be presented to the membership at least sixty (60) days prior to a mail vote, as provided in Article XVIII of these Bylaws concerning amendments.

Section 6. Executive Committee

The Executive Committee of the Board of Directors shall consist of the President, President-elect, Vice President, immediate Past President, Secretary, and Treasurer. 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. The Executive Committee shall also function as the Budget and Audit Committee.

Section 7. Multiple Offices

No Officer, Director at-large, or Delegate shall hold Chapter office simultaneously.

ARTICLE VIII – Annual Business Meeting

Section 1. Date and Place

- a. The Society shall hold an annual business meeting in the fall of each year; additional meetings may be held as required to fulfill the objectives of the Society.
- b. The date and place of the annual business meeting and additional meetings shall be decided in advance by the Board of Directors. 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 of the meeting by mail, provided the material is sent in the same words to the voting membership.

Section 2. Purpose

- a. 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.
- b. Additional business meetings shall be for the purpose of receiving reports and for other business brought by the President.

Section 3. Notification

Written notice of the time and place of the annual business meeting shall be sent to all members of the Society not fewer than ninety (90) days prior to the meeting. An agenda for the 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 IX – Society Delegation to the AARC House of Delegates

Section 1. Composition

The Delegation of the Society to the House of Delegates of the AARC shall be composed of two (2) Delegates and the President-elect.

Section 2. Election

Delegates shall be elected as specified in Article VII of the AARC Bylaws.

Section 3. Term of Office

A Delegate will be elected every two (2) years to serve a two (2) year term commencing on January 1 in the year following their election.

Section 4. Duties

- a. The duties of the Delegation shall be as specified in the AARC Bylaws.
- b. The Delegation shall submit a written report of any House of Delegates meeting attended to the Society President and Secretary within sixty (60) days following the meeting.

Section 5. Board Member

Each Delegate shall be a voting member of the Society Board of Directors.

Section 6. Multiple Offices

Delegates may not hold concurrent elective offices.

ARTICLE X – 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 term of one (1) year, except as indicated in Article VI, Section 1 of these Bylaws.

- a. Membership
- b. Budget and Audit
- c. Election
- d. Nominations
- e. Program and Education
- f. Bylaws
- g. Publications, Public Relations, and Chapter Affairs

Section 2. Special Committees and Other Appointments

Special Committees may be appointed by the President.

Section 3. Committee Chairperson's Duties

- a. The President shall appoint the Chairperson of each committee.
- b. The Chairperson of each committee shall confer promptly with the members of the committee on work assignments.

- c. 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.
- d. All committee reports shall be made in writing and submitted to the President and Secretary of the Society at least ten (10) days prior to the meeting at which the report is to be read.
- e. Non-members or physician members may be appointed as consultants to the committees. The President shall request recommendations for such appointments from the Medical Advisor(s).
- f. Each committee Chairperson requiring operating expenses shall submit a budget for the next fiscal year to the Budget and Audit Committee.

ARTICLE XI – Duties of Committees

Section 1. Membership

- a. This Committee shall consist of one (1) of the Delegates and two (2) other members of the Board of Directors.
- b. This Committee shall investigate and evaluate the background and experience of applicants for qualifications and classification for membership in AARC and report to the Membership Committee of the AARC as required by the AARC Bylaws.

Section 2. Budget and Audit Committee

- a. This Committee shall be composed of the Executive Committee and Medical Advisor(s) or their designate.
- b. They may propose an annual budget for approval by the Board of Directors. The proposed budget shall then be submitted to the membership at least thirty (30) days prior to the annual business meeting. The budget shall then be ratified by the membership at the annual business meeting.

Section 3. Election Committee

- a. This Committee shall prepare, receive, verify, and count ballots for all elections held during the calendar year.
- b. The Committee shall consist of at least four (4) members who shall serve for a one (1) year term of office.

Section 4. Nominations Committee

- a. This Committee shall prepare for approval by the Board of Directors a slate of officers, directors at-large and delegates, as necessary for the annual election.
- b. The Committee shall serve for a one (1) year term of office and shall be appointed from members or former Society officers.
- c. It shall be the duty of this Committee to make the final critical appraisal of candidates to see that the nominations are in the best interests of the AARC and the Society through a consideration of personal qualifications and geographical distribution as applicable.

Section 5. Program and Education Committee

- a. This Committee shall consist of at least three (3) members and be so constructed as to provide experienced members for program and education planning.
- b. The Medical Advisor(s) or their designate will be a consultant member(s) of this Committee.

Section 6. Bylaws Committee

- a. This Committee shall consist of three (3) members, one (1) of whom shall be a past President, with one (1) member being appointed annually for a three (3) year term, except as is necessary to establish and maintain this rotation.
- b. The Committee shall receive and prepare all amendments to the Bylaws for submission to the Board of Directors. The Committee may also initiate such amendments for submission to the Board of Directors.

Section 7. Publications, Public Relations & Chapter Affairs Committee

- a. This Committee shall consist of at least three (3) members, one (1) of whom shall be a past President, with members being appointed annually for one (1) year term subject to reappointment.
- b. This Committee shall concern itself with the execution of a Society Newsletter and all other communications of the Society with public, hospitals, and other organizations through the dissemination of information concerning respiratory care.
- c. This Committee shall maintain such liaison as has been established by the Board of Directors with other organizations whose activities may be of interest to the members of this Society. This may 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 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 Medical Advisor(s).
- d. Receive applications for Chapters and, review the proposed Bylaws for compliance with the objectives of the Society, and report its findings to the Board of Directors.
- e. Review amendments to existing Chapter Bylaws.
- f. Review the minutes of all Chapter meetings and advise the Chapter President and Secretary of any irregularities or other recommendations.

ARTICLE XII – Chapter Organizations

Section 1. Boundaries of Chapter

Boundaries of each Chapter shall be as prescribed by the Society Board of Directors.

Section 2. Organization

The internal organization, except where in conflict with these Bylaws, shall not be the concern of this document.

Section 3. Officers and Chapter Representation

- a. The President of each Chapter shall be a member of the Society's Board of Directors.
- b. The Active Members of this Society working in the Chapter shall elect a President and Secretary and other officers as circumstances may require. The Secretary shall be the official correspondent for the Chapter to the Society.
- c. Membership in the Chapter shall be determined by place of employment.

Section 4. Activities

Each Chapter organization shall be encouraged to expand the membership of the Chapter and to develop educational activities and such other activities as in consistent with these Bylaws.

Section 5. Responsibilities of the Chapter President

- a. Represent the Chapter from which they are elected.

- b. Submit a written report at least fifteen (15) days prior to each Board of Directors meeting relating to the activities in their Chapter.

Section 6. Chapter Admission Requirement

- a. Ten or more Active Members of Life Members of the Society meeting the requirements for affiliation may become a Chapter of the Society upon approval of the Publications, Public Relations, and Chapter Affairs Committee, subject to ratification by the Board of Directors of the Society. Members of Chapters must be members of the state Society.
- b. The formal application shall be sent to the Society's office and shall consist of a list of officers, membership, minutes of the organizational meeting, Chapter Bylaws, geographical location (by counties), and a letter requesting approval of the proposed Medical Advisor.

Section 7. Duties

- a. A copy of the minutes of the governing body and business meetings of the Chapter shall be sent to the Society's office within thirty (30) days following the meeting.
- b. The names and addresses of officers and medical advisor(s) shall be sent to the Society's office within thirty (30) days following the meeting.

ARTICLE XIII – Society Medical Advisor

The Society shall have at least one (1) Medical Advisor. Each Chapter shall have at least one (1) Medical Advisor. Together, they shall form a Board of Medical Advisors, of which the Society Medical Advisor shall be Chairperson.

ARTICLE XIV – Fiscal Year

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

ARTICLE XV – Dues

Section 1. Amount

Annual Society dues for each category of membership shall be determined for the following year by the Board of Directors after consideration of the budget.

Section 2. Payment

Dues shall be payable on or before January 31 and become delinquent on March 10. Any member whose dues are not paid by March 10th shall be dropped from the Society membership after suitable notification. Any member who has been dropped may be reinstated during the calendar year by payment of his current dues plus a reinstatement fee determined by the Board of Directors on an annual basis.

ARTICLE XVI – Ethics

If the conduct of any Society member shall appear to be in willful violation of these Bylaws or standing rules of this Society or the AARC or prejudicial to this Society's interests as defined in the AARC Code of Ethics, the Board of Directors shall, by two-thirds (2/3) vote of its entire membership, report the member and the circumstances to the AARC Judicial Committee.

ARTICLE XVII – Parliamentary Procedure

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

ARTICLE XVIII – Amendments

Amendments to these Bylaws must be approved by the AARC Bylaws Committee and the AARC Board of Directors. Following such approval, these Bylaws may be amended at any regular or called meeting or by mail vote of the Idaho Society of the AARC by a two-thirds (2/3) majority of those voting, provided that the amendment has been presented to the membership in writing at least sixty (60) days prior to the vote.