

BYLAWS OF THE KENTUCKY SOCIETY OF THE AMERICAN ASSOCIATION FOR RESPIRATORY CARE (KSRC)

ARTICLE I

Name

This organization shall be known as the Kentucky Society for Respiratory Care, Inc., also referred to as the society and the KSRC, a chartered affiliate of the American Association for Respiratory Care, hereinafter referred to as the AARC. The AARC 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 Commonwealth of Kentucky.

ARTICLE III

Object

Section 1. Purpose:

Mission Statement

The Kentucky Society for Respiratory Care (KSRC) will advance Respiratory Therapy education and practice, enhance public health and be an active advocate for Respiratory Care within the state.

Vision Statement

The KSRC will encourage and promote professional excellence, advance the science and practice of respiratory care, and serve as an advocate for patients, their families, the public, the profession and the respiratory therapist.

Values Statement

- 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 other materials;
- c. To foster cooperation between licensed respiratory care professionals and the medical profession, hospitals, service companies, industry, and other agencies within the state interested in respiratory care; except that this society shall not commit any act which shall constitute unauthorized practice of medicine.
- d. To educate the general public in areas related to cardiopulmonary disease prevention, treatment and management.

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 corporation 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 beneficiaries are exempt from income taxation under the appropriate provisions of the Internal Revenue Code.

ARTICLE IV

Membership

Section 1. Classification:

- a. Active Member

An individual who meets the requirements set forth by the AARC bylaws and has paid the current dues assessment set by the AARC before the delinquent date, is eligible to be an active member. An active member in good standing shall be entitled to have all the rights and privileges of this society including the rights to: hold office, hold committee chairs, and vote.

b. Associate Member

An individual is eligible to be an associate member if the individual meets the requirements set forth by the AARC bylaws and has paid the current dues assessment set by the AARC before the delinquent date. Associate members shall have all the rights and privileges of the society except the right to vote, hold office, or chair any standing committee. There shall be the following sub-classes of Associate Membership:

1. Student Member

An individual is eligible to be a student member if the individual meets the requirements set forth by the AARC bylaws and has paid the current dues assessment set by the AARC. Student Members shall have all the rights and privileges of the society except the rights to vote, hold office or an appointed position.

2. Physician Member

An individual is eligible to be a Physician member if the individual meets the requirements set for the by the AARC bylaws and has paid the current dues assessment set by the AARC. The Physician member shall have the same rights and privileges as set forth in the AARC bylaws.

3. Industrial Member

An individual is eligible to be an Industrial Member if the individual meets the requirements set forth by the AARC bylaws and has paid the current dues assessment set by the AARC. The Industrial member shall have the same rights and privileges as set forth in the AARC bylaws.

c. Special Member

1. Life Member

The KSRC will recognize any Life Member when so designated by the AARC Board of Directors. Such a member shall have all the rights and privileges as designated by the AARC.

2. Honorary Member

The KSRC will recognize any Honorary Member when so designated by the AARC Board of Directors. Such a member shall have all the rights and privileges as designated by the AARC.

3. General Member

An individual is eligible to be a General Member if the individual meets the requirements set forth in the AARC bylaws and has paid the current dues assessment set by the AARC. The General Member shall have the same rights and privileges as set forth in the AARC bylaws.

Section 2. Eligibility:

An individual is eligible to be a member of this society if the individual is a member of the AARC as specified in the AARC bylaws.

ARTICLE V
Officers and Representatives

Section 1. Officers:

The officers of the society should be a President, a President-elect, a Secretary, a Treasurer and an Immediate Past-president.

Section 2. District Representation/Student Representative:

- a. Each district should be represented on the Board of Directors by a Senior District Representative and a Junior District Representative.
- b. Students should be represented on the BOD with a minimum of one student for each district.

Section 3. Delegation:

The KSRC shall be represented to the AARC House of Delegates by a Delegation, which shall consist of two delegates, one of which may be the President.

Section 4. Term of Office

- a. The term for President shall be for two (2) years. The term of Immediate-Past President shall be for two (2) years. The term of office for the President-Elect shall be for two (2) years.
- b. The term of office for Secretary shall be three (2) years. They shall not serve more than three (3) consecutive terms.
- c. The office of Treasurer shall be for two (2) years. They shall not serve more than three (3) consecutive terms.
- d. The most recently elected member to the District Representatives shall serve a two (2) year term as the Junior District Representative and automatically accedes to the office of Senior District Representative for a two (2) year term.
- e. The term for Student Representative shall be one (1) year. The Student Representative may be reappointed to the Student Representative position as long as they remain in good standing in an accredited Respiratory Care Program.
- f. The most recently elected member to the Delegation shall serve a two (2) year term as the Junior Delegate and automatically accedes to the office of Senior Delegate for a two (2) year term.

Section 5. Vacancies in Office:

- a. In the event of a vacancy in the office of President in his first year, the Past-President shall become President to serve the unexpired term and shall serve the successive term as Past President.
- b. In the event of a vacancy in the office of President in his second year, the President-Elect shall become President to serve the unexpired term and shall serve the successive term as President.
- c. In the event of a vacancy in the office of Senior Delegate, the most recently elected member of the delegation shall accede to the position of Senior Delegate for the remainder of the original term and then serve his/her own full term as Senior Delegate.
- d. The president shall appoint an interim for all vacancies not specified with the approval of the Board of Directors to serve out the remainder of the term. If the remaining term is greater than 12 months a special election should occur.

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 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 Nominations/Elections Committee; and present to the Board of Directors 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; and shall perform such other duties as shall be assigned by the President or the Board of Directors. The President-elect shall serve as an ex-officio member of all committees, except the Nominations/Elections Committees when in the role of Acting President.
- c. 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 Director 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 submit a

written financial report to each meeting of the Board of Directors. At the expense of the society, the Treasurer shall be bonded in an amount determined by the Board of Directors. The Treasurer shall comply with all state regulations required by Articles of Incorporation. The Treasurer shall oversee the preparation of an external annual audit of the Society's finances and shall, annually, file all applicable, Federal, State and Local income tax returns.

- d. Secretary – The Secretary shall have charge of keeping the minutes of the Board of Directors meetings, regular business meetings and the annual business meeting, submitting a copy of the minutes of every meeting of the governing bodies and other business of the society to the executive office of the AARC within thirty (30) days following the meeting; executing the general correspondence; and in general, performing all duties as from time to time shall be assigned by the President, or Board of Directors.
- e. Immediate Past-President – The Immediate Past-President's specific duties include serving as a resource person for the President; and other duties as assigned by the President or the Board of Directors.
- f. Delegates: The duties of the delegation shall be the same as specified by AARC bylaws.

ARTICLE VI

Elections

Section 1. Election Committee:

The Board of Directors shall appoint an Elections Committee chairperson each year at its annual business meeting.

- a. It shall be the duty of the committee to prepare a slate of nominees for the regular and special elections.
- b. Nominations shall remain open at least twenty-five (25) days.
- c. The Chairperson of the committee shall report the slate of nominees to the board of directors for ratification.
- d. No member of the Elections Committee shall be a candidate for an elected office.

Section 2. Nominations

- a. The Elections Committee shall determine the eligibility of all nominees prior to the name being placed on the ballot.
- b. The Elections Committee shall place in nomination the names of two (2) or more active or life members for each of the offices of the society.
- c. Nominees for District representation must live within the district orders for which they are seeking office.

Section 3. Ballot:

The Elections Committee must present the slate to the Board of Directors for approval. This should include the candidate's professional qualifications. The Elections Committee shall prepare the ballots, with:

- Provisions for write in votes for each position to be filled.
 - The voting deadline date clearly indicated
- a. The committee shall be responsible for preparing, distributing, receiving and verifying all ballots. At least sixty (60) days prior to the Annual Business Meeting, ballots setting forth the slate of candidates shall be made available to Active Members of the society in good standing. Each active member will be allowed to vote only for the representation in the district in which they reside. Voting will close no less than thirty (30) calendar days prior to the Annual Business Meeting. Ballots shall be counted no less than twenty-one (21) calendar days prior to the Annual Business Meeting, the results of the election shall be announced by the committee chairperson at the annual business meeting, the Board of Directors shall consider and approve the results, and the presiding officer shall declare the results of the election.

- b. In the event the Board of Directors does not approve the results of the election, the presiding officer shall declare the results of the election invalid. In such a case, the election process shall be repeated. In the event the election process is repeated, those persons in elected positions shall remain in their elected positions until the results of the new election have been declared valid and those elected have been installed.
- c. The ballots for special society election shall be distributed to all voting members active or life AARC members of the society in good standing. The results of the election shall be announced at the next Board of Directors meeting, the Board of Directors shall consider and approve the results, and the presiding officer shall declare the results of the election.

Section 4. Vote:

Except in cases of bylaws amendments, the elections shall be by plurality of the votes cast. Lot shall decide a tie vote.

ARTICLE VII Board of Directors

Section 1. Composition and Powers:

- a. The governing body of this society shall be vested in a board of active or life members consisting of the Immediate Past-President, President, President-elect, Secretary, Treasurer, Delegation and Senior District Representatives, all of whom shall have a voice and vote. Other members of the board who have voice but not vote are the Junior District Representatives (except in the absence of the Senior District Representative), and the Medical Advisor(s), Student Representative and the Industrial Representative(s).
- b. The Board of Directors may invite individuals to the meetings with the privilege of voice, but not vote.
- c. If any member of the board is charged as being negligent in performing the duties of that office or in exhibiting any conduct deemed prejudicial to the society, the member's name shall be given to the Judicial Committee for investigation and recommendation before the next board meeting. Based on the Judicial Committee's findings, the position may be declared vacant by a 2/3's vote of all the Board of Directors present.

Section 2. Duties

- a. Supervise all business and activities of the society within the limitations of these bylaws, including but not limited to the budget.
- b. Adopt and rescind standing rules and/or policy and procedure of the society.

Section 3. Meetings:

- a. The Board of Directors shall hold 4 meetings annually, one of which shall be within 30 days prior to the state educational meeting. Attendance can be in person or per electronic means.
- b. Board of Directors meetings shall be for the purpose of receiving reports and other business brought by or to the President.
- c. 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 percent (5%) of the voting membership of the society. A written request from the membership must be filed with the President or Secretary of the society. Special meetings of the Board of Directors shall only deal with a specific written agenda as filed with the written request. Special meetings can be in person or by electronic means. All outcomes should be recorded into the minutes of the next regularly scheduled Board of Directors meeting.
- d. A majority of the voting Board of Directors shall constitute a quorum at any meeting of the Board.

Section 5. Multiple Office.

No officer, District Representative, or Delegate shall hold more than one (1) elected position, within the society, simultaneously.

ARTICLE VIII

Annual Business Meeting

Section 1. Date and Place:

The society shall hold the annual business meeting in conjunction with and as a part of the agenda of the annual state educational meeting, which shall be held in the third or fourth quarter. The time and place of the annual business meeting shall be decided and announced in advance by the Board of Directors.

Section 2. Purpose:

The annual business meeting shall be for the purpose of receiving reports of officers and committees, announcing the results of elections, and conducting other business brought by or to the President. Additionally, the President-elect shall announce committee chairpersons and committee charges for the coming year, announce the tentative dates and locations of the coming year's Board of Directors' meetings and the tentative date, place and time of the coming year's annual business meeting.

Section 3. Notification:

Written notice of the time and place and agenda of the annual business meeting shall be sent to all members of the society not fewer than thirty (30) days prior to the meeting.

ARTICLE IX Committees

Section 1. Standing Committees:

The following are Standing Committees of the KSRC;

- a) Executive & Finance
- b) Finance Bylaws
- c) District Affairs
- d) Program
- e) Governmental Affairs
- f) Judicial
- g) Strategic Planning
- h) Membership
- i) Elections
- j) Publications/Public Relations
- k) Education

Except for the Elections, Bylaws and Executive and Finance Committees, the President shall appoint the chairperson to serve for a term of two (2) years.

Section 2. Committee Chairperson's Duties:

- a. Except those committees in which membership is defined, committee chairpersons shall appoint committee members. If the chairperson is unable to determine membership the President may assist with appointment of committee members.
- b. The chairperson of each committee shall establish regular meetings at a minimum of one per quarter
- c. All Committee reports shall be made in writing and submitted to the President and the Secretary of the society one week prior to the Board of Directors quarterly meetings.
- d. Non-members or physician members may be appointed as consultants to committees

Section 3. Duties of Committees:

a. Executive & Finance

1. The Executive Committee & Finance shall consist of the Immediate Past-President, President, President-elect, Delegate(s), Secretary and Treasurer. The Medical Advisor shall act as a consultant for the committee.
2. The committee shall have the power to act for the Board of Directors between meetings and such action shall be subject to ratification by the board at its next scheduled meeting.
3. This committee shall submit an annual budget for approval by the board at the first meeting of the new fiscal year.
4. This committee shall also be responsible for receiving and reviewing audits of KSRC finances as prepared by an external auditor and overseen by the Treasurer.

b. Bylaws

1. The Board of Directors shall appoint a member for a three (3) year term.
2. This committee will have a minimum of three members.
3. The chairperson of this committee shall be the member serving his/her third year on the committee. In the case of inability of the third year member to serve as chair person, the President will appoint a chair.
4. At least one (1) member of the committee must be a current or past member of the Executive Committee.
5. The committee shall review the by-laws every two years and as requested by the AARC.

c. District Affairs

1. This committee shall consist of at least one (1) member for each district.
2. This committee shall engage members in their district by collaborating and sharing best practices.

d. Program

1. This committee shall be responsible for providing educational opportunities at the state level for membership.
2. This committee shall serve as a resource for the development of educational opportunities for the district.
3. The Medical Advisor(s) or designee shall be a consultant member of this committee.

e. Governmental Affairs

1. This committee shall be responsible for monitoring legislation impacting the practice of respiratory care and issues that impact cardiopulmonary disease.
2. This committee shall communicate such changes to the membership.
3. Promote partnerships with interested stakeholders to improve cardiopulmonary health, prevent cardiopulmonary disease, and identify and maximize the care of patients with chronic disease.

f. Judicial

1. This committee shall consist of members from the board of directors or previous society officers.
2. Via due process, this committee shall review formal, written complaints against any society member charged with any violation of the society bylaws, or Articles of Incorporation, or with any conduct deemed detrimental to the society or AARC.
3. The Committee shall report a member to the Judicial Committee of the AARC for consideration.
4. Complaints or inquires may be referred to this committee by the Judicial Committee of the AARC.

g. Strategic Planning

This committee shall be responsible for updating the long-range plan and submitting its recommendations to the board of directors bi-annually.

h. Membership:

1. This committee shall consist of the society's Delegation and at least one (1) other member.

2. The committee shall receive, process, and distribute membership lists, and develop and implement plans to keep and enhance membership.
3. The committee will report to the Membership Committee of the AARC all required information

i. Elections

This committee shall be responsible for all activities Article outlined in Article VI of this document.

j. Publications/Public Relations

This committee is responsible for communication with the society in ways that can include print and electronic means to promote the vision and mission.

Section 4. Special Committees and Other Appointments:

- a. Special Committees may be appointed by the President, subject to the approval of the Board of Directors.
- b. Representatives to external organizations shall be appointed by the President with the approval of the Board of Directors. The term of appointment shall be for one (1) year or as designated by the external organization.

**ARTICLE X
District Organization**

Section 1. District Boundaries

This society shall be subdivided into geographic districts as deemed appropriate by the Board of Directors.

Section 2. District Representative

Each District should be represented by a Senior and Junior Representative

Section 3. Activities:

Each district shall be encouraged to expand the membership and to develop activities as is consistent with the Articles of Incorporation and these bylaws.

Section 4. Responsibilities of the District Representatives:

- a. Represent the district from which elected
- b. Submit a written report at least fifteen (15) days prior to each Board of Directors meeting, relating to the activities in their district.
- c. Should conduct at least two (2) district meetings per year.
- d. Report to the appropriate committees all activities prior to their occurrence.

Section 5. District Admission Requirements:

- a. Ten (10) or more active or life members of the society may become a District subject to ratification by the Board of Directors.
- b. The formal application shall be sent to the society's President and shall consist of the names of the elected Senior and Junior District Representatives, membership, presider of the organizational meeting, and a letter from the elected representatives accepting the duties of the office responsibilities.

Section 6. District Dissolution:

- a. If the number of active members in an existing district falls below ten (10), for a period of six months, the KSRC President shall appoint a special representative to that District whose purpose shall be to assist the District Representatives in rebuilding the active member base.
- b. If active membership remains below ten (10) for one (1) additional year, the district shall be declared dissolved. If a district is unable to yield at least one (1) qualified candidate (who will accept the nomination) for Junior district representative for two (2) consecutive regular elections, the district shall be declared dissolved.
- c. Any district dissolved by the procedure described above may petition for re-instatement as a district if it can meet the requirements described in Article XI, Section (5).

ARTICLE XI
Medical Advisor(s)

1. The society shall have at least one (1) Medical Advisor who shall conform to the AARC bylaws.
2. Each district should have at least one (1) Medical Advisor.

ARTICLE XII
Fiscal Year

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

ARTICLE XIII
Ethics

All members of the KSRC shall conduct themselves in accordance with the Article of Incorporation, bylaws, standing rules, code of ethics, or other regulations, policies or procedures adopted by the AARC and KSRC. If any member appears to have violated any of the above references or appears to be prejudicial to the Association's or Society's interests, such member shall be reported to the Judicial Committees of the AARC and KSRC for consideration.

ARTICLE XIV
Parliamentary Procedure

The rules contained in ROBERT'S RULES OF ORDER The Modern Edition (ISBN:978-0-425-11690-6) shall govern whenever they are not in conflict with the bylaws of the society or the AARC.

ARTICLE XV
Amendments

1. Bylaws amendments are reviewed and presented to the KSRC BOD for approval by the Bylaws Committee.
2. Once approved by the KSRC BOD, the amendments are presented to the AARC for approval.
3. Once approved by the AARC, amendments are presented to the KSRC membership in writing for review no less than ninety (90) days prior to any vote.
4. Final approval of bylaw amendments is made by the KSRC voting members. The approval of two-thirds (2/3) majority of voting members is required to enact proposed amendments.
5. These bylaws may be changed throughout the body of the document to reflect name changes by named organizations, i.e. AART to AARC, without vote by the KSRC membership or submission to the AARC. Further, the name of this Society may be changed throughout the body of these bylaws without vote from the membership or approval of the AARC if the name change is mandated by the AARC, i.e. KSRT to KSRC.

AARC Board of Directors Reviewed and Approved March 23, 2019
 KSRC Board of Directors Reviewed and Approved 2018
 KSRC By-Laws Committee Review: 2017 Higdon, Houle, Hayes, Cissell
 KSRC Board of Directors 10/97, Revised and Approved May 17, 2011
 AARC Board of Directors 1996, Approved September 1, 2011
 KSRC Membership 1997, Final Approval September 16, 2011