

Bylaws of the VTNHSRC

[2018 Proposed Bylaws Changes – VT/NHSRC](#)

ARTICLE I – NAME

The Name of this corporation is Vermont/New Hampshire Society for Respiratory Care (herein referred to as VT/NHSRC or Society)

ARTICLE II – BOUNDARIES

The area included within the boundaries of this VT/NHSRC shall be the states of Vermont and New Hampshire.

ARTICLE III – OFFICE

The principal office of the VT/NHSRC shall be a city within the State of Vermont or New Hampshire, as designated by the Board of Directors.

ARTICLE IV – AFFILIATION

The VT/NHSRC shall be an affiliate chapter of the American Association for Respiratory Care (herein referred to as the AARC).

ARTICLE V- OBJECT

SECTION 1: PURPOSE

1. To encourage and develop on a regional basis, educational programs for those persons interested in the field of Respiratory Care.
2. To advance the science, technology, ethics, and art of Respiratory Care through regional institutes, programs for those persons interested in the field of Respiratory Care.
3. 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 VT/NHSRC 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.

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 services for individual members thereof.
2. Distribution of the funds, income, and property of the VT/NHSRC 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 are then exempt from taxation under 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 VI- MEMBERSHIP

SECTION A. Eligibility

An individual is eligible to be a member of the VT/NHSRC if he or she is a member of the AARC as specified in Article III, Section 1 (a) of the bylaws of the AARC.

1. **Active Member**

An individual is eligible to be an Active Member if he or she is an Active Member of the AARC and is employed or lives within the geographic boundaries of the states of Vermont or New Hampshire.

2. Associate Member

An individual is eligible to be an Associate Member if he or she holds a position related to respiratory care and does not meet the requirements to become an Active Member. Associate Members shall have all of the rights and privileges of the Active except they shall not be entitled to hold office, vote or serve as chair of any standing committee of the Society.

3. Special Members

1. Life Member

Life members shall be active or associate members who have rendered outstanding service to the AARC. Life Membership may be conferred by an affirmative majority vote of the AARC Board of Directors. Life Members shall enjoy all the rights and privileges of membership of the VT/NHSRC including the right to hold office, hold committee chairs, and vote. Life Members shall be exempt from the payment of dues.

2. Honorary Member

Honorary Members shall be persons who have rendered distinguished service to the field of respiratory care. Honorary Membership may be conferred by an affirmative majority vote of the AARC Board of Directors and shall enjoy all the rights and privileges of membership of the VT/NHSRC except the right to hold office, hold committee chairs, and vote. Honorary Members shall be exempt from the payment of dues.

3. Student Member

An individual is eligible if he or she is enrolled in an approved training program in Respiratory Therapy. A Student Member shall NOT be entitled to chair state committees or vote. A student member may only hold an appointed student position on the board of directors.

ARTICLE VII-Board of Directors

SECTION 1: The Board of Directors shall consist of the President, President-Elect, Past-President, Secretary, Treasurer, AARC Delegates, and the Board Members-at-Large. Additional non-voting members of the VT/NHSRC BOD will be student members, PACT representatives and all other positions not explicitly listed in this section.

SECTION 2: CHAIR

The President shall be the Chair and presiding officer of the Board of Directors.

SECTION 3: MEETINGS

The Board of Directors shall hold at least three meetings during each year which may be held any place designated by the Board of Directors as specified in the notice of the meeting. Meetings will be available for attendance by any person of the membership and also available for call-in attendance.

SECTION 4: TERMS OF OFFICE

1. The term of President, Secretary and Treasurer shall be for a two (2) year term each;
2. President-Elect and Immediate Past-President shall be for one (1) year each; the president-elect shall hold office for the last year of the current President's term, and the Past-President shall hold office for the year immediately after their presidency ends.
3. Delegate (2 years)
4. Delegate-Elect (2 years)
5. District Board Members at large- two years each with up to 2 positions from NH and two from VT (appointed)
6. PACT NH (appointed for two years, non-voting)
7. PACT VT (appointed for two years, non-voting)
8. Chair of the Education Committee (appointed annually)
9. Student members, appointed by the President, with the support of their program's faculty

10. All elected officers' terms begin January 1;
11. The incumbent officers shall remain in office until such date and until their respective successors assume office;
12. No officer shall hold concurrent elected offices.
13. No Director having served four (4) consecutive terms shall succeed themselves in that office

SECTION 5: DUTIES

THE BOARD OF DIRECTORS SHALL:

1. Supervise all the business and activities of the VT/NHSRC within the limitation of these bylaws.
2. Adopt and rescind standing rules, regulations, policies and procedures of the VT/NHSRC.
3. After consideration of the budget, determine for the following year the amount, if any, of membership dues, remunerations, scholarships, and other related matters.
4. Confirm temporary appointments to office or position, as appropriate.
5. Confirm the appointment of Medical Director(s), as appropriate.
6. Perform such other duties as may be necessary or appropriate for the management of the VT/NHSRC.

SECTION 6: MEETINGS

A majority of the *voting members* present either physically or electronically at a duly called meeting shall constitute a quorum. In the event of a meeting without a quorum, the Secretary shall compile a list of minutes and related business items to submit for an electronic vote by the Board of Directors.

SECTION 7: OFFICERS

The officers of this Society shall be: President, Immediate Past President, President-Elect, Secretary, Treasurer and Delegate

SECTION 8: VACANCIES IN OFFICE

1. In the event that the President resigns before the expiration of their term of office, the position shall be succeeded by the President-elect, who shall serve during the remaining portion of the President's term of office and then complete the term that they were elected to serve.
2. In the event of a vacancy in the office of President-elect, the Nominating Committee shall place in nomination the names of two (2) candidates for the vacant office. One nominee shall be chosen for the office in a vote by the Board of Directors. In the event of a tie, the current president shall decide the winner.
3. If a vacancy occurs any other positions not explicitly listed above; then the President, with the approval of the Board of Directors, shall appoint a substitute to fulfill the duties of that position for the remainder of the term for that office.
4. In the event of a concurrent vacancy of both the President and President-elect positions, The Delegate will convene a meeting of the remaining board of directors to elect a suitable replacement from the body of the Board of Directors.
5. Should any member of the Board of Directors fail to fulfill the duties of their position for greater than 6 months, then the remaining members of the Board of Directors may vote in a replacement for the remainder of the term for that position.

SECTION 9: DUTIES OF OFFICERS

1. THE PRESIDENT SHALL:

1. Preside as Chair (with voting rights) over all regular and special meetings and the annual meeting of the VT/NHSRC'S membership and all meetings of the Board of Directors;
2. Appoint Standing Committee(s)
3. Be an ex-officio member of all committees except as otherwise provided in the Bylaws;
4. Present to the Board of Directors and membership an annual report to the VT/NHSRC;
5. Assure that all officers, directors, committee chairs, and representatives of the VT/NHSRC fulfill their duties;

6. Communicate to the Secretary business items for meeting agendas
7. Retain the fiduciary responsibility for all VT/NHSRC activities during their term;
8. Succeed to Immediate Past Presidency when the Immediate Past President's term ends;
9. Perform such other duties as may be assigned by the Board of Directors.

2. THE PRESIDENT-ELECT SHALL

1. Become Acting President and shall assume the duties of the President in the event of the President's absence, resignation or disability;
2. Succeed to the Presidency when the President's term ends;
3. Use their term in preparation for the Presidency;
4. Participate as a voting member of the Board of Directors
5. Perform such other duties as may be assigned by the President or Board of Directors.

3. THE TREASURER SHALL:

1. Account for the monies of this VT/NHSRC, approve payment of bills and disburse funds under the direction of the President in accordance with the approved budget;
2. Be responsible for the continuing record of all income and disbursements and submit a quarterly trial balance to the Board of Directors within twenty (20) business days after the monthly closing of the books;
3. Prepare and submit in writing an annual report of the finances of the VT/NHSRC for the preceding year to the Board of Directors and the membership;
4. Respond to inquiries from the Board of Directors, Delegate, Committee Chairs, President and the general membership regarding the fiscal operation and affairs of the VT/NHSRC;
5. Participate in annual budget planning and development concerning the VT/NHSRC'S strategic plan;
6. Maintain required tax documents in accordance with IRS rules and regulations and assist with auditing as required.
7. Serve as a member of the Budget Committee and a voting member of the Board of Directors
8. Perform such other duties as may be assigned by the President or Board of Directors.

4. THE SECRETARY SHALL:

1. Be responsible for overseeing the documentation of the proceedings of all regularly scheduled and special meetings of the VT/NHSRC;
2. Compile business items into meeting agendas with input from the President and other members of the Board of Directors; these shall be distributed to the BOD before the start of meetings.
3. Attest to the signature of the officers of this VT/NHSRC;
4. Serve as a voting member of the Budget Committee and Board of Directors;
5. Prepare and submit such reports as may be required by the AARC;
6. Perform such other duties as may be assigned by the President or Board of Directors.

5. THE IMMEDIATE PAST PRESIDENT SHALL:

1. Advise and consult with the President;
2. Will participate as a voting member on the Board of Directors;
3. Perform such other duties as may be assigned by the President or Board of Directors.

6. THE DELEGATION SHALL:

The Delegate(s), hereinafter referred to as the Delegation, shall be active members, and in good standing in the AARC and the VT/NHSRC

Serve as representatives of the VT/NHSRC'S membership to the AARC's House of Delegates;

1. Attend all meetings of the AARC's House of Delegates;
2. Attend the Annual business meetings of the VT/NHSRC and the AARC;

3. Be an active communicator between the AARC's Executive branch and the VT/NHSRC;
4. Present proposed amendments to AARC Bylaws to the AARC Bylaws Committee;
5. Present resolutions for consideration to the House of Delegates;
6. Serve as a voting member on the Board of Directors and participate as a member of the Membership Committee
7. Report to the VT/NHSRC the activities of the AARC's Business and House of Delegate's Meetings;
8. Perform such other duties as may be assigned by the President or Board of Directors.

7. PACT MEMBERS SHALL:

1. Attend VT/NH SRC BOD meetings
2. Participate in outreach and represent The Society at AARC sanctioned advocacy events
3. Perform such other duties as may be assigned by the President or Board of Directors

8. Student Liaisons Shall:

1. Attend and participate in VT/NH SRC BOD meetings, including the Annual Meeting
2. Be an active communicator between the VT/NH SRC BOD and their peers at local respiratory care programs
3. Perform such other duties as may be assigned by the President or Board of Directors

ARTICLE VIII- NOMINATIONS AND ELECTIONS

SECTION 1: NOMINATION COMMITTEE

The President shall appoint a Nomination Committee each year, to meet after the annual meeting and before December 1st. Potential nominees for any open positions will be evaluated for fitness to the position and current membership, and a final ballot will be submitted to the Board of Directors for vote by the full membership. In the event no nomination committee is found then the board will be the committee.

SECTION 2: NOMINATIONS AND BALLOTS

Annually, the Committee shall place in nomination the names of active members interested in filling any of the positions listed in Article VII, Section 4 that are or will be vacant for the next term cycle.

1. Only Active members, in good standing, shall be eligible for nomination.
2. Any Active Member admitted to membership up to the day of the ballot shall be entitled to vote. Those members admitted to membership after the day of the ballot shall be eligible to vote at the next regular election.
3. The election shall be accomplished by electronic ballot.
4. The results of such election shall be binding upon the VT/NHSRC and each member thereof.
5. The nominee who receives the most votes from voting members is the declared elected officer. A tie vote shall be decided by a run-off election.
6. Election Results, once inspected, will be posted on the Society website, and/or other official media

Section 3: INSPECTORS OF ELECTION

The president shall appoint at least two (2) impartial Inspectors of Election who shall check the eligibility of each ballot and tally the votes. No candidate will serve as an Inspector.

Section 4: BALLOTS

The ballots will be retained with the Board of Directors for a period of three (3) months following the election.

ARTICLE IX- COMMITTEES

SECTION 1: STANDING COMMITTEES

The members of the following Standing Committee shall be appointed by the President as deemed necessary, subject to the approval of the Board of Directors.

1. Membership/Public Relations
2. Budget
3. Education
4. Bylaws
5. Elections and Nomination Committee

SECTION 2: SPECIAL COMMITTEES AND OTHER APPOINTMENTS

Special committees may be appointed by the President.

SECTION 3: DUTIES OF COMMITTEE CHAIRS

1. The President shall appoint the Chair of each committee
2. Committee Chairs are responsible for the work of their committee and shall communicate the results of the committee's work to the Board of Directors.
3. The Chair of each committee shall confer with the committee members on work assignments.
4. The Chair of each committee may recommend prospective committee members to the President. When possible, the Chair shall have served as a member on the committee the previous year.
5. All committee reports shall be made in writing and submitted to the President and Secretary of the Society in a timely fashion.
6. Non-members of the VT/NHSRC or physician members may be appointed as consultants to the committees. The President shall request recommendations for such appointments from the Medical Advisor(s).
7. Each committee Chair requiring operating expenses shall submit a budget for the next fiscal year to the Budget and Audit Committee.

ARTICLE X- COMPOSITION AND DUTIES OF COMMITTEES

SECTION 1: **MEMBERSHIP/PUBLIC RELATIONS**

1. This Committee shall consist of at least two members, appointed by the President.
2. This Committee shall coordinate efforts to increase and retain membership.
3. This Committee shall remain aware of the membership benefits of the AARC.
4. This Committee shall concern itself with the publication of a VT/NHSRC Newsletter and all other publications of this VT/NHSRC with the public, hospitals, and other organizations through the dissemination of information concerning Respiratory Care.
5. The 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 VT/NHSRC. This may include the preparation of exhibits, programs, and other items to bring the message of respiratory care and the AARC to the medical, nursing, hospital, and public groups as well as educational facilities where such material can be expected to recruit new people to the field of respiratory care.

SECTION 2: **BUDGET AND AUDIT COMMITTEE**

1. This Committee shall be composed of the Board of Directors or their designee.
2. They will propose an annual budget for approval by the Board of Directors. The proposed budget shall then be submitted to the BOD for approval.
3. This committee shall perform an annual audit.

SECTION 3: **PROGRAM AND EDUCATION COMMITTEE**

1. This Committee shall consist of at least three (3) members, appointed by the President.
2. This committee shall concern itself with continuing education programs, scholarships, and special education projects as directed by the President.
3. The Committee shall approve and grant Continuing Education Units for educational programs within the boundaries of the VT/NHSRC using criteria approved by the Board of Directors.

SECTION 4: BYLAWS COMMITTEE

1. This Committee shall consist of three (3) members, appointed by the President.
2. 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 present to Board of Directors for approval and submit to AARC bylaws committee for review and approval according to AARC's scheduling guidelines.

SECTION 5: ELECTIONS and NOMINATIONS COMMITTEE

1. The Committee shall consist of at least three (3) members who are appointed by the President.
2. It shall be the duty of this Committee to make a critical appraisal of candidates for open positions, to see that the nominations are in the best interests of the AARC and the VT/NHSRC through a consideration of personal qualifications and geographical representation as applicable.
3. This Committee shall prepare, receive, verify, and count ballots for all elections held during the calendar year.

ARTICLE XI- FISCAL YEAR

1. The fiscal year of this VT/NHSRC shall be from January 1, through December 31.

ARTICLE XII- ETHICS

If the conduct of any VT/NHSRC member shall appear, by report of the VT/NHSRC or the AARC Judicial Committee, to be in willful violation of the Bylaws or standing rules of this VT/NHSRC or the AARC, or prejudicial to this VT/NHSRC interests as defined in the AARC Code of Ethics, the Board of Directors may, by a two-thirds (2/3) vote, suspend or expel such member. A motion to reconsider the suspension or expulsion of any member may be made at the next regular meeting of the Board of Directors. All such suspension or expulsion actions shall be reported immediately to the Judicial Committee.

ARTICLE XIII PARLIAMENTARY PROCEDURES

Questions of parliamentary procedure shall be settled according to Robert's Rule of Order, Newly Revised, whenever they are not in conflict with the Articles and/or Bylaws of the AARC and/or the Articles of Incorporation and/or Bylaws of this Corporation.

ARTICLE XIV- BYLAW AMENDMENTS

Section 1: AMENDMENTS

All proposed amendments to the bylaws should be referred to the AARC for review and approval. After review and approval by the AARC and accepted by the VT/NHSRC BOD the proposed amendments will then be published, and electronically submitted to the membership for a vote. Ballots must be completed within the time limits specified for each vote, but in no case will the time limit exceed 60 days. To pass, all Amendment(s) require a 2/3 vote in favor for adoption from those voting. Amendments to the bylaws may be voted on at any regular or duly called meeting of the VT/NHSRC.

Section 2: Conflict with the AARC Bylaws

Notwithstanding the provisions of ARTICLE XIV section I of this article, these Bylaws may be amended by the Board of directors at any time they are found to conflict with the Bylaws of the AARC when a correction for conformity is deemed to be in the best interest of the Corporation by the Board of Directors.