

Vermont / New Hampshire Society for Respiratory Care Bylaws

Bylaws Adopted

July 18, 2023

DEFINITIONS

American Association for Respiratory Care – hereinafter referred to as the “AARC”.

Board of Directors of the Society – hereinafter referred to as the “BoD”.

Continuing Respiratory Care Education – hereinafter referred to as “CRCE”.

Continuing Education Unit(s) – hereinafter referred to as “CEU(s)”.

House of Delegate(s) and Delegate(s) Elect – hereinafter referred to as the “Delegation”.

Political Advocacy Contact Team – hereinafter referred to as “PACT”.

National Board for Respiratory Care – hereinafter referred to as the “NBRC”.

Vermont / New Hampshire Society for Respiratory Care – hereinafter referred to as the “Society”.

US Internal Revenue Service – hereinafter referred to as the “IRS”.

ARTICLE I – Name

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

ARTICLE II – Boundaries

The boundaries of the Society shall be the area included within the geographical boundaries of the states of Vermont and New Hampshire.

ARTICLE III – Office

The principal office of the Society shall be a city within the State of Vermont or New Hampshire as designated by the BoD.

ARTICLE IV – Affiliation

The Society shall be an affiliate chapter of the AARC.

ARTICLE V – Object

Section 1. Purpose

- a. To encourage and develop, on a regular basis, educational programs for those people interested in the field of Respiratory Care.
- b. To advance the science, technology, ethics, and art of Respiratory Care through regional institutes and programs for those persons interested in the field of Respiratory Care.
- c. To facilitate cooperation between Respiratory Care personnel and other medical professionals, hospitals, service companies, industry, and other agencies within the region with an interest in the provision of Respiratory Care.
- d. The Society shall not willfully commit any act which constitutes a violation of the by-laws of the AARC.

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 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 are then exempt from taxation under the currently applicable IRS codes.

ARTICLE VI – Membership

Section 1. Eligibility

- a. Active Membership – Active Membership in the Society is conferred upon a person if they are an Active Member of the AARC and are employed or live within the geographic boundaries of the states of Vermont or New Hampshire.
- b. Special Members
 - i. 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 Society, including the right to hold office, chair committees, and vote. Life Members shall be exempt from the payment of dues.
 - ii. Honorary Members – Honorary Members shall be persons who have rendered distinguished service to the respiratory care field. 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 Society except the right to hold office, chair committees, and vote. Honorary Members shall be exempt from the payment of dues.
 - iii. Student (Early Professional) Member – An individual is eligible if they are enrolled in an approved training program for initial credentialing in Respiratory Therapy. A Student (Early Professional) Member shall NOT be entitled to chair state committees or vote until credentialed by the NBRC, upon which full privileges of active membership are automatically conveyed. A Student (Early Professional) Member may only hold an appointed position on the Society BoD.

ARTICLE VII – Board of Directors

Section 1. Makeup

The Board of Directors (BoD) shall consist of the President-Elect, President, Immediate Past-President, Secretary, Treasurer, and the Delegation. The President shall have the authority to appoint other voting and non-voting members as outlined in the Policies and Procedures.

Section 2. Chair

The President shall be the Chair and presiding officer of the BoD.

Section 3. Meetings

- a. The BoD shall hold at least three meetings during each calendar year, which may be in person or virtual, at any place designated by the BoD as specified in the notice of the meeting; one of these will be designated as the Annual Meeting.
- b. Meetings will be made available for attendance by the membership of the Society.
- c. When necessary, the BoD may vote to enter Executive Session, which shall be attended by voting BoD members only.

- d. A majority of voting members, 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 BoD.

Section 4. Terms of Office

- a. The elected officers of the Society shall be the President-Elect, President, Immediate Past President, Secretary, Treasurer, the Delegate(s)-Elect, and Delegate(s).
- b. Each elected officer, as well as the Delegate(s), BoD Members at Large and the Chair of the Education Committee (if not already a voting BoD member) shall participate as voting member(s) of the BoD.
- c. The term of President, Secretary, and Treasurer shall be for two (2) years each.
- d. The terms of the 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.
- e. The term of Delegate-Elect and Delegate shall be 2 years.
- f. Society BoD Members at Large shall be appointed for two years, each with up to two positions from Vermont and two from New Hampshire.
- g. The PACT Vermont representative shall be appointed for two years as a non-voting participant.
- h. The PACT New Hampshire representative shall be appointed for two years as a non-voting participant.
- i. The Chair of the Education Committee shall be appointed annually.
- j. Student (Early Professional) members shall be appointed by the President, with the support of their programs' faculty.
- k. All elected officers' terms begin January 1.
- l. The incumbent officers shall remain in office until their respective successors assume office.
- m. No officer shall hold concurrent elected offices.
- n. No elected officer, having served two (2) consecutive terms, shall succeed themselves in that office. This shall not apply to appointed positions.
- o. All members of the BoD must keep their personal AARC membership current and in good standing for the duration of their term.
- p. All elected and appointed members of the BoD must comply with the AARC Chartered Affiliates Manual and the Society's Policies and Procedures, including bonding as appropriate for the position held.

Section 5. Duties of the Board of Directors

The BoD shall:

- a. Supervise all the business and activities of the Society within the limitation of these By-Laws.
- b. Adopt and rescind standing rules, regulations, policies, and procedures of the Society.
- c. After consideration of the budget, determine for the following year the amount, if any, of expenditures, scholarships, and other related matters.
- d. Confirm temporary appointments to offices or positions, as appropriate.
- e. Abide by all provisions of the Society Policy and Procedure Manual.
- f. Perform such other duties as may be necessary or appropriate for the management of the Society.

Section 6. Vacancies in Office

- a. If 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.
- b. In the event of a vacancy in the office of the President-elect, the Nominating Committee shall submit a list of nominees to the BoD for a majority vote.
- c. If a vacancy occurs in any other positions not explicitly listed above, then the President, with approval of the BoD, shall appoint a substitute to fulfill the duties of that position for the remainder of the term for that office.
- d. In the event of a concurrent vacancy of both the President and President-elect positions, the Delegate will convene a meeting of the remaining BoD to elect a suitable replacement from the body of the BoD.
- e. Should any member of the BoD fail to fulfill the duties of their positions for greater than 45 days, then the remaining members of the BoD may vote for a replacement for the remainder of the term for that position.

Section 7. Duties of Officers

The President shall:

- a. Preside as Chair (with voting rights) over all regular and special meetings, the annual meeting of the Society membership, and all meetings of the BoD. The President shall also appoint standing committee(s).
- b. Be an ex-officio member of all committees except as otherwise provided in the By-Laws.
- c. Present to the BoD and membership an annual report of the Society.
- d. Assure that all officers, committee chairs, and representatives of the Society fulfill their duties.
- e. Retain the fiduciary responsibility for all the Society activities during their term.
- f. Succeed to Immediate Past President upon the completion of their term as President.
- g. Perform such other duties as may be assigned by the BoD.

The President-Elect shall:

- a. Become Acting President and shall assume the duties of the President in the event of the President's absence, resignation, or disability.
- b. Succeed to the Presidency when the President's term ends.
- c. Use their term in preparation for the Presidency.
- d. Perform such other duties as may be assigned by the President or BoD.

The Treasurer shall:

- a. Account for the monies of the Society, approve payment of bills, and disburse funds under the direction of the President in accordance with the approved budget.
- b. Be responsible for the continuing record of all income and disbursements and submit reports to the BoD in compliance with BoD Policies and Procedures.
- c. Maintain required tax documents in accordance with IRS rules and regulations and assist with auditing as required.
- d. Serve as Chair of the Budget Committee.
- e. Perform such other duties as may be assigned by the President or BoD.

The Secretary shall:

- a. Be responsible for overseeing the documentation of the proceedings of all regularly scheduled and special meetings of the Society.
- b. Prepare and submit such reports as may be required by the AARC.
- c. Perform such other duties as may be assigned by the President or BoD.

The Immediate Past President shall:

- a. Advise and consult with the President.
- b. Perform such other duties as may be assigned by the President or BoD.

The Delegation shall:

- a. The Delegate(s) shall comply with the Society's Policies and Procedures.
- b. They serve as representatives of the Society's membership to the AARC's House of Delegates.
- c. Attend all meetings of the AARC's House of Delegates.
- d. Attend the Annual business meeting of the Society and the AARC.
- e. Be an active communicator between the AARC's Executive Brand and the Society.
- f. Present proposed amendments to the Society By-Laws to the AARC by-laws committee.
- g. Present resolutions for consideration to the House of Delegates.
- h. Participate as a member of the Membership Committee.
- i. Report to the Society, the activities of the AARC's Business and House of Delegates' Meetings.
- j. Perform such other duties as may be assigned by the President or BoD.

The PACT shall:

- a. Participate in outreach and represent the Society at AARC-sanctioned advocacy events.
- b. Perform such other duties as may be assigned by the President or BoD.

The Student (New Professional) Liaison(s) shall:

- a. Be an active communicator between the Society BoD and their peers at local respiratory care programs.
- b. Perform such other duties as assigned by the President or BoD.

ARTICLE VIII – 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 BoD.

- a. Membership and Public Relations
- b. Budget
- c. Education
- d. By-Laws
- e. Elections and Nomination Committee

Section 2. Special Committees and Other Appointments

Special Committees may be appointed by the President as needed.

Section 3. Duties of Committee Chairs

- a. The President shall appoint the Chair of each committee.

- b. Committee Chairs are responsible for the work of their committee and shall communicate the results of the committee's work to the BoD.
- c. The Chair of each committee shall confer with the committee members on work assignments.
- d. The Chair of each committee may recommend prospective committee members to the President. When possible, the Chair shall have served as a member of the committee the previous year.
- e. All committee reports shall be submitted to the President and Secretary of the Society in a timely fashion.
- f. Non-members of the Society or physician members may be appointed as consultants to the committees. The President shall request recommendations for such appointments from the Medical Advisor(s).
- g. Each committee Chair requiring operating expenses shall submit a budget for the next fiscal year to the Budget and Audit Committee.

ARTICLE IX – Composition and Duties of Committees

Section 1. Membership and Public Relations

- a. This Committee shall consist of at least two members, appointed by the President.
- b. This Committee shall coordinate efforts to increase and retain membership.
- c. This Committee shall remain aware of the membership benefits of the AARC.
- d. This Committee shall concern itself with all publications of the Society disseminated to the public, hospitals, and other organizations concerning the practice of Respiratory Care.
- e. This Committee shall maintain such liaison as has been established by the BoD with other organizations whose activities may be of interest to the members of the 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, hospital, and public groups, as well as educational institutions where such material can be expected to aid in the recruiting of new people to the field of Respiratory Care.

Section 2. Budget and Audit Committee

- a. This Committee shall be composed of the BoD or their designee(s).
- b. This Committee shall propose an annual budget for submission to the BoD for approval.
- c. This Committee shall perform an audit annually or upon the request of the BoD.
- d. This Committee shall perform audits as required by the policies of the AARC.

Section 3. Program and Education Committee

- a. This Committee shall consist of at least three (3) members appointed by the President.
- b. This Committee shall concern itself with continuing education programs, scholarships, and special education projects as directed by the President.
- c. This Committee shall be responsible for obtaining CRCE/CEU approval from the appropriate credentialing body for sponsored educational programs.

Section 4. By-Laws Committee

- a. This Committee shall consist of at least three (3) members, appointed by the President.
- b. This Committee shall receive and prepare all amendments to the Society By-Laws for submission to the BoD.

- c. This Committee may also initiate such amendments for submission to present to the BoD for approval and submission to the AARC by-laws committee for review and approval according to AARC's scheduling guidelines as specified in the affiliate handbook.
- d. All proposed amendments to these By-Laws shall be voted on by the BoD and, if approved, be referred to the AARC for their review and approval.
- e. Amendments to these By-laws shall be adopted upon approval by the AARC.
- f. Updated versions of these By-Laws will be made electronically available to the Society membership.
- g. Notwithstanding the preceding provisions of ARTICLE IX, Section 4 of these By-Laws, any portion of these By-Laws may be amended by the BoD at any time should they be found to conflict with the by-laws or policies of the AARC, when such a correction for conformity is deemed by the BoD to be in the best interest of the Society.

Section 5. Elections and Nominations Committee

The President shall appoint a Nominations Committee each year, to meet after the annual meeting and before December 1st. Potential nominees for any open position will be evaluated for eligibility for the position and current AARC membership. A final ballot will be submitted to the BoD for a vote by the full membership. If no nomination committee is found, the BoD will serve as the committee.

- a. This Committee shall consist of at least three (3) members, appointed by the President.
- b. This Committee shall perform an eligibility appraisal of candidates for open positions and place in nomination the names of active members interested in filing any positions listed in Article VII, Section 4 that are or will be vacant for the next term cycle.
- c. Only Active members, in good standing, shall be eligible for nomination.
- d. The Committee shall ascertain that the nominations are in the best interest of the Society and the AARC through consideration of personal qualifications and geographical representation as applicable.
- e. Any Active Member admitted to membership up to the last day of the balloting is open shall be entitled to vote. Those members admitted to the Society after balloting closes shall be eligible to vote at the next regular election.
- f. Membership Elections shall be announced in advance on the official media currently in use by the Society.
- g. The election shall be accomplished by electronic ballot.
- h. The results of such election shall be binding upon the Society and each member thereof.
- i. 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.
- j. This Committee shall prepare, receive, verify, and count ballots for all elections held during the calendar year.
- k. 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 shall serve as an Inspector of Elections.
- l. Election Results, once inspected, will be posted on the official media currently in use by the Society.
- m. The ballots will be retained with the BoD for three (3) months following the election.

ARTICLE X – Ethics

- a. If the conduct of any Society member shall appear, by report to the Society or the AARC Judicial Committee, to be in willful violation of the By-Laws or standing rules of the Society or the AARC, or prejudicial to Society interest as defined in the AARC Code of Ethics, the BoD may, by a two-thirds vote, suspend, or expel such member.
- b. A motion to reconsider the suspension or expulsion of any member may be made at the next regular meeting of the BoD.
- c. All such suspension or expulsion actions shall be reported immediately to the AARC Judicial Committee.

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