

ARTICLE I - NAME

The organization shall be known as the Texas Society for Respiratory Care, Inc., incorporated under the General Not for Profit Corporation Act of the State of Texas. The TSRC is a chapter affiliate of the American Association for Respiratory Care, hereinafter referred to as the AARC.

ARTICLE II - OBJECT

Section A. Purpose

The Society is formed to:

1. Improve the quality of patient care.
2. Encourage and develop regional educational programs for those persons interested in the field of respiratory care.
3. Advance the science, technology, ethics, and art of respiratory care through regional institutes, meetings, lectures, publications, and other materials
4. Facilitate cooperation among respiratory care personnel and the medical professions, hospitals, service companies, industry and other agencies interested in respiratory care.

Section B. 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 Society perform services for individual members thereof.
2. Distribution of the funds, income and property of the Society may be made to charitable, education, scientific or religious corporations, organizations, community chest, 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 distributor are exempt from income taxation, and if gifts or transfers to the payees or distributor are then exempt from taxation under the provisions of Section 501, 2055, 2522 of the Internal Revenue Code, or any later or other sections of the Internal Revenue Code which amend or supersede the said sections.
3. In the event of dissolution of this Society, whether voluntary or involuntary, distribution of any funds remaining after all legal fiscal obligations have been satisfied shall be distributed in accordance with Paragraph 2, above.
4. The Society shall not commit any act which shall constitute the unauthorized practice of medicine under the laws of the State of Texas.

ARTICLE III – MEMBERSHIP

Section A. Classes

1. The membership in the Society is determined by membership in the AARC. Membership shall include three classes: Active Member, Associate Member, and Special Member.

Section B. Active Member

1. Individuals are eligible for Active Membership of the Society provided their place of employment is within the political boundaries of the State of Texas and they are an AARC Active or Life Member. An Active Member in good standing shall have all rights and privileges of the Society and its subdivisions.

Section C. Associate Member

1. Individuals are eligible for Associate Membership of the Society provided their place of employment is within the political boundaries of the State of Texas and they are an AARC Associate Member. Associate Members shall have all the rights and privileges of membership except that they shall not be entitled to hold office, vote, or serve as a director, chair of any standing committee or specialty section of the Society.
2. There shall be the following subclasses of Associate Membership: Foreign Member, Student Member, Foreign Student Member, Physician Member, and Industrial Member. Eligibility for subclass category is determined by the AARC.

Section D. Special Member

1. Individuals are eligible for Special Membership of the Society provided their place of employment is within the political boundaries of the State of Texas and they are an AARC Special Member.
2. There shall be the following subclasses of Special Member: Life Member, Honorary Member, General Member. Eligibility for subclass category is determined by the AARC.

Section E. Application for Membership

1. An applicant for membership shall follow the procedures as established in the Bylaws of the AARC, Article III, Section 6, and/or such other procedures as may from time to time be established by the AARC.

Section F. Payment of Dues

1. Each member of the Society, except Life Members and Honorary Members, shall pay dues in such amounts and manner as established by the AARC, Article 3, Section 8.

ARTICLE IV - NOMINATIONS AND ELECTIONS

Section A. Nominations and Elections Committee

The Nominations and Elections Committee shall be selected by the Board of Directors each year following the Annual Business Meeting. The Nominations and Elections committee will present a slate of nominees to the Board of Directors prior to the Annual Business

Meeting. Regional Directors or their designee shall be members of the Nominating and Elections Committee

Section B. Nominations and Elections

1. The Nominations and Elections Committee shall place in nomination for each of the officers to be elected, the names of one (1) or more persons for the offices open.
2. Only eligible active members in good standing shall be eligible for nomination.
3. The Nominations and Elections Committee shall provide a pertinent biographical sketch of each nominee's professional activities and services to the Society, all of which will be part of the electronic ballot.

Section C. Ballot

1. Ballot(s) prepared by the Nominations and Elections Committee shall be sent to each eligible voting member. The ballot process shall be designed to constitute a blinded process, wherein voting status can be verified but voters' names are removed.
2. The Ballot is defined as a paper or electronic process used to record the member's vote.
3. The ballot shall be considered when:
 - a. It is duly received and verified as eligible within the specified time limits.
 - b. All ballots and electronic tally reports shall be kept by the Secretary for thirty (30) days following certification of the elections.

Section D. Inspectors of Election

The President shall appoint a least two (2) impartial Inspectors of Election who, after subscribing to their oaths, shall check the eligibility of each ballot and tally the votes at the close of the voting period. The results will be made public after notification of the candidates.

Section E. Elections

1. In the event of a tie, a runoff election will be conducted unless either candidate concedes the election. The results of such an election shall be binding upon the Society and each member thereof.
2. Election of the Medical Advisor and the Industrial Representative shall be by a majority vote of the Board of Directors.
3. Committee members on the State Office ballot for office may not serve as Inspectors of Elections.

ARTICLE V - OFFICERS

Section A. Officers

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

Section B. Term of Office

1. The term of office for the President, Immediate Past President, Vice President, Secretary, and Treasurer shall be two (2) years. The term shall begin (except for the position of Delegate, as outlined in Article IX) at the end of the fiscal year of the Society at which the respective officers are elected and installed. The incumbent officers shall remain in office until the end of the fiscal year.
2. The term of office for the President-elect shall be one (1) year.
3. The election of the officers shall be staggered, so that no more than 50% of the officers change each election.

Section C. Executive Committee

The Executive Committee of the Board of Directors shall consist of the President, President-elect, Vice President, Immediate Past President, Secretary, Treasurer, and the Senior Delegate. They shall have the power to act for the Board between meetings of the Board, and such action shall be subject to the ratification by the Board at its next meeting. They also shall function as the Budget and Audit Committee.

ARTICLE VI - DUTIES OF OFFICERS

Section A. The President shall:

1. Preside at all regular, special, and annual meetings of the Society and all meetings of the Board of Directors.
2. Assure that an Annual Business Meeting is held.
3. Present or cause to be presented to the Board of Directors an agenda for each regular or special meeting at least 2 weeks prior to such meeting to the Board of Directors, except as otherwise specified in the Bylaws.
4. Appoint the chairs of all standing and special committees, subject to the approval of the Board of Directors.
5. Be an ex-officio member of all committees except the Nominating Committee.
6. Present to the membership an annual report of the Society.
7. Be bonded in such amount as may be required by the Board of Directors and/or the American Association for Respiratory Care.

Section B. The President-Elect shall:

1. If sitting, shall perform duties as assigned by the President and/or the Board of Directors.
2. Assume the office and title of President at the completion of the President-Elect term.

Section C. The Vice President shall:

1. Assume the duties, but not the office, of the President-elect in the event of the absence, resignation, or disability of the President-elect.
2. Have such other powers and shall perform such other duties as may be assigned by the President and/or the Board of Directors.
3. Lead and train the Regional Directors on an annual basis

Section D. The Secretary shall:

1. Keep, or cause to be kept, a book of minutes of all meetings of the Society and of the Board of Directors, with the date, time, and place held, whether special or regular, and if special, how authorized and notice thereof and the names of those present at the meetings of the Board of Directors and the proceedings thereof and the names of those present at the annual Meeting and the proceedings, thereof.
2. Give, or cause to be given, notice of all regular or special meetings, all meetings of the Board of Directors, and the Annual Meeting.
 - a. Notice of all regular meetings to be mailed at least seven (7) days prior to the meeting date.
 - b. Notice of Annual Meeting to be mailed at least thirty (30) days prior to said meeting date.
3. Handle, or cause to be handled, the various correspondence that may be required for the transaction of the business of the Society.
4. Be the custodian of the record books of the Society except for the Treasurer's record books.
5. Keep, or cause to be kept, a current roll of all members of the Society and be prepared to call upon said roll when necessary. This roll must include category of membership of each member.
6. Keep, or cause to be kept, a current register showing the names and addresses of all members of the Society.
7. Attest the signatures of all officers of the Society.
8. Sign all records, including the minutes of the meetings.
9. Deliver, or cause to be delivered, a copy of the minutes of regular, special and annual business meetings of the Society to the Executive Office Liaison of the Chartered Affiliates Committee of the AARC and the Chairman of the Board of Medical Advisors of the Society.

Section E. The Treasurer shall:

1. Keep and maintain, or cause to be kept and maintained, according to commonly accepted accounting practice, complete and accurate accounts of all fiscal transactions of the society.
2. Authorize all disbursements and assure compliance to the signature policy required by the Board of Directors.
3. Give a summary of finances at each meeting of the Board of Directors when called for by the Presiding officer and give a complete written report to all members at the Annual Meeting.
4. When the President, President-elect, Vice President, Secretary, and/or Treasurer term of office is over the Executive office will send official notice to the bank having custody of Society funds providing for the transfer of access to the account of the Society.
5. Provide for auditing of the financial records of the Society by an independent auditing agent or firm at such times as it is deemed advisable, with the consent or by the resolution of the Board of Directors.
6. Assist in the preparation of the annual budget for the coming fiscal year for the approval by the State Board of Directors.
7. Submit or cause to be submitted to the members a current and complete written financial report annually.
8. Be bonded in such sums as may be required by the Board of Directors and/or the American Association for Respiratory Care.

Section F. Additional Duties

1. In the case of the absence or disability of the Secretary or Treasurer, or refusal or neglect to act, notice that the Office has been declared vacant will be served by the President or President-elect or any person duly authorized by either of them or by the Board of Directors to the person whose office has been declared vacant.
2. In addition to the foregoing specific duties, the duties of the officers shall be such as stated in Robert's Rules of Order, Revised, except when in conflict with the Bylaws of this Society or the Bylaws of the American Association for Respiratory Care.

ARTICLE VII - BOARD OF DIRECTORS

Section A. Composition and Powers

1. The Board of Directors shall consist of the Immediate Past President, President, President-elect, Vice President, Secretary, Treasurer, Senior Delegate, Delegate and one Director from each of the Regional organizations. The Board will also consist of a Medical Advisor and Industrial Representative as nonvoting members.
2. The Board of Directors shall have the power to declare an office vacant by a 2/3 vote, upon refusal of any member of the Board of Directors to perform the duties of office, or for any conduct deemed prejudicial to the Society. Written notice shall be given to the member that the office has been declared vacant.

Section B. Chairman and Parliamentarian

1. The President shall be chair and presiding officer of the Board of Directors. He shall invite such individuals to the meetings of the Board of Directors as he shall deem necessary.
2. The President may appoint a Parliamentarian who may attend all Board Meetings, without a vote.

Section C. Meetings

1. Meetings of the Board of Directors may be held at any place within the geographical boundaries for the Society designated by the Board of Directors. Meetings may be held outside the boundaries of Texas only when held in conjunction with AARC Annual Meetings and upon 2/3 vote of the Board.
2. The Board of Directors shall hold at least four (4) meetings each year. Notice of such meetings will be given at least fifteen (15) days prior to such meeting.
3. Special meetings of the Board of Directors for any purpose or purposes shall be called at any time by the President at such times as the business of the Society may require, or upon written request of the Board of Directors filed with the President filed with the Secretary. Except in an extreme emergency, written notice of the time and place of special meetings shall be delivered personally to the Board of Directors or sent to each Board of Director by mail or other form of written communication, charges prepaid, addressed to the address as shown on the records of the Society. If mailed or electronically mailed, such notice shall be sent at least five (5) days prior to such meeting. If delivered personally, seventy-two hours before such meeting.
4. Special emergency Board of Director meetings may be in person, by telephone or video conference or other electronic means as shall be determined by the Board of Directors.
5. Special emergency Board of Director meeting shall be valid if a quorum is present and notice is waived as provided in Paragraph 6 of this Section C.
6. The attendance of a Board of Director at any meeting shall constitute a waiver of notice of such meeting except where said Director attends for the sole purpose of objecting because the meeting is not lawfully called or convened. The transactions at any meeting of the Board of Directors, however called or noticed, or wherever held after regular call and notice of a quorum be present and if either before or after the meeting each Director not present signs a waiver of notice or consent to hold such meeting or an approval of the minutes thereof, shall be valid. All such waivers, consent approvals shall be filed with the Society records by being made a part of the minutes of the meeting.

Section D. Duties of the Board of Directors

Subject to the limitations of these Bylaws, or the Bylaws of the American Association for Respiratory Care and of pertinent laws and civil statutes of the State of Texas as to action to be authorized or approved by the members, all Society powers shall be exercised by, or under the authority of and the business affairs of the Society shall be controlled by the Board of Directors. Without prejudice in such general powers, but subject in the same limitations, it is hereby expressly declared that the Board of Directors shall have the following powers:

1. Select and remove all the agents of the Society and prescribe their powers and duties, by their compensation, if any, and require from them security for faithful service.
2. Carry out all the purposed and exercise all the powers of the Society expressed in these Bylaws, to take all action authorized by these Bylaws, and to make such rules and regulations therefore as they may deem appropriate.
3. Affiliate with organizations of like purpose upon such terms and conditions as to them seem a furtherance of the aims of the Society.
4. Appoint committees and to delegate to such committees such powers and authority as needed in the business and affairs of the Society, except the power to adopt, amend, or repeal Bylaws.
5. Organize auxiliary and/or advisory groups and organizations wherever within the geographical confines of the Society area and the Board of Directors deems it appropriate.

ARTICLE VIII - VACANCIES

Section A.

A vacancy occurring in the offices of the Society shall be filled as follows:

1. President - In the event of a vacancy in the office of President, the Immediate Past President shall resume the duties, but not the office, of President.
2. President-elect - In the event of a vacancy in the office of President-elect, due to resignation or inability to perform duties, the Vice-President shall assume the duties, but not the office of the President-elect, and shall also continue to serve as Vice President until a special election is held to fill the office of President-elect. Immediately upon occurrence of a vacancy in this office, the President shall inform the chairman of the Nominations Committee to prepare a slate of candidates for a special election to fill this vacancy.
3. Vice-President, Secretary or Treasurer – Any vacancy in the office of either Vice President, Secretary, or Treasurer shall be filled by the appointment of a qualified individual by the Board of Directors. Individuals so appointed shall serve until the next scheduled election for that office.
 - a. If a vacancy does occur in the office of Treasurer, an audit of the financial records of the Society shall be performed by an independent auditing agent or firm before the new Treasurer assumes office within ten (10) days following appointment to office.
4. Immediate Past President - In the event of a vacancy in the office of immediate Past President, the most recent Past President will assume the office of Immediate Past President. If that person is unable or unwilling to serve, the office shall be filled by the appointment of a qualified individual by the Board of Directors. Individuals so appointed shall serve the remainder of the term.

Section B.

If the office of Senior Delegate becomes vacant, the Delegate will finish the term of the vacated office, and then will assume their term as Senior Delegate. When the Delegate position is vacated as above the vacant Delegate position may be filled by appointment of Active Members

of the Board of Directors for only the remainder of that Delegate vacancy, at which time a new Delegate will be elected by majority vote of the eligible members of the Society as stated in Article VIII, Section A.

ARTICLE IX - SOCIETY DELEGATE TO THE HOUSE OF DELEGATES OF THE AMERICAN ASSOCIATION FOR RESPIRATORY CARE

Section A. Purpose

The Delegates shall serve as a representative body of the general membership and representative body of the Society.

Section B. Composition

1. The Delegation is composed of two Delegates.
2. The Delegate shall be the newest elected member of the Delegation.
3. The Senior Delegate will be the member of the Delegation that is serving the last two (2) years of their term.

Section C. Election

1. The Delegates shall be elected by the Active Members.
2. The position of Society Delegate to the House of Delegates of the American Association for Respiratory Care shall be filled by the succession of the Alternate Delegate elected two (2) years before.
3. The Alternate Delegate shall be elected by majority vote of the eligible members of the Society every other year as prescribed under Article IV of these Bylaws.

Section D. Duties

1. The Senior Delegate
 - a. The Senior Delegate shall serve for two (2) years as the representatives of the Society to the House of Delegates of the American Association for Respiratory Care and shall fulfill the duties of that position in accordance with the Bylaws and Rules of said association.
 - b. The Senior Delegate also shall serve as a member of the Board of Directors of the Society and serve on the Executive Committee of the Texas Society for Respiratory Care.
2. The Delegate
 - a. The Delegate shall succeed to the position of Senior Delegate at the end of the Annual Meeting of the Society
 - b. The Delegate shall be an active member of the American Association for Respiratory Care as well as Texas Society for Respiratory Care.
3. Each Delegate shall:

- a. The Delegates shall attend all meeting of the House of Delegates and report the activities to the Society.
- b. Attend the Annual Business Meeting of the AARC as the representative of the Active Members of the Society

Section E. Multiple Offices

1. The Senior Delegate. The Senior Delegate shall hold no other Society office.
2. The Delegate. The Delegate shall hold no other Society office.

ARTICLE X - QUORUMS

Section A. Regular or Special Meetings

Most of the active members present at a duly called meeting shall constitute a quorum.

Section B. Board of Directors Meetings

A majority of the Board of Directors plus one (1) shall constitute a quorum at any meeting of the Board of Directors.

ARTICLE XI - COMMITTEES

Section A. 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 period of one (1) year except as otherwise specified in these Bylaws. All committee members shall be members of the Society.

1. Program
2. Bylaws and Judicial
3. Budget/Finance and Evaluation
4. Nominations and Elections
5. Regional Affairs
6. Governmental Affairs
7. Long Range Planning Committee

Section B. Special Committees, Other Appointments

The President may appoint special committees or other special appointments as deemed necessary to further the business or purposes of the Society, subject to the approval of the Board of Directors.

Section C. Committee Chairman Duties

1. The President shall appoint the chair of each committee.

2. The chair of each committee shall confer promptly with the members of the committee regarding work assignments.
3. All committee reports will be made in writing and submitted to the Secretary of the Society prior to meeting at which the report is to be read.
4. Pertinent committee correspondence shall be submitted by committee chairs to the Society Secretary or designee. The Secretary or designee shall forward copies to the Board of Directors. The President may direct the Secretary to send additional copies to other persons if deemed necessary.
5. Each committee chair, requiring operating expenses shall submit a budget for the year for incorporation into the Society budget.
6. In the event of a vacancy in any committee chair, the President shall appoint members to fill such vacancies subject to the approval of the Board of Directors.

ARTICLE XII - DUTIES OF THE COMMITTEES

Section A. The Program Committee

1. Shall consist of at least six (6) members and be so constituted as to provide at least four (4) members experienced in program and education planning.
2. Chair shall be appointed by the President and approved by the Board of Directors.
3. Will have as a consultant member, the Medical Advisor or designee.
4. Will have as consultant member, the Industrial Representative or designee.
5. Shall prepare the program for the Annual Meeting.
6. Shall plan and coordinate other functions of this Society as directed by the Board of Directors.
7. Report the activities of the committee as requested by the President at any meeting.

Section B. Nominations and Elections Committee

The committee shall:

1. Prepare a slate of nominees for the annual election for approval by the Board of Directors.
2. Make the final critical appraisal of nominees to assure that their nomination is in the best interest of the membership of the Society through a thorough evaluation of their qualifications.
3. Obtain the signed agreement of each nominee to be a candidate.
4. Obtain a biographical sketch with the required information on each candidate.
5. Prepare and receive all ballots.
6. Be responsible for the safekeeping of all ballots.
7. Be responsible for the delivery of all ballots to the Inspectors of the Election.

Section C. Bylaws and Judicial Committee

The committee shall:

1. Consist of the Senior Delegate and four (4) other members, who shall be members of the Board of Directors or former Society officers. The chair shall be appointed by the President, subject to the approval of the Board of Directors.
2. Advise the membership, at the request of a member, on any matter relating to the Bylaws and/or Standing Rules of the AARC and/or the Bylaws or Policies and Procedures of the Society.
3. Review the Bylaws and Policies and Procedures of the Society at least once a year to determine any indications for repeal, amendment, or revision of said Bylaws and/or Policies and Procedures.
4. Work with the Society Secretary on any matters to be submitted to the membership pertaining to Bylaws and /or the Policies and Procedures.
5. Review formal, written complaints against any individual Society member charged with any violation of Society Bylaws and/or Policies and Procedures or otherwise with any conduct deemed detrimental to the best interests of the Society or the association. Complaints and/or inquiries may be referred to this committee by the Judicial Committee of the AARC.
6. Determine if a complaint justifies an investigation, in which case a copy of the charges shall be prepared, with benefit of legal counsel if deemed advisable, for the Board of Directors.
7. Serve, or cause to be served, a statement of charges upon the accused member and provide an opportunity for that member, with benefit of legal counsel if deemed advisable, to be heard before the committee.
8. Carefully review the results of the hearing conducted with the benefit of legal counsel when the chair of the committee deems counsel to be necessary or desirable and make recommendations for action to the Board of Directors and forward a complete report including copies of all documents to the chair of the Judicial Committee of the American Association for Respiratory Care.

Section D. Budget/ Finance and Evaluation Committee

The committee shall:

1. Have as chair the President-elect and consist of no less than the President and two (2) other members who shall be members of the Board of Directors, which will be selected by the Chair and approved by the Board of Directors.
2. Propose an annual budget for approval of the Board of Directors as instructed by policy.
3. Review all financial reports and recommend approval or necessary action to the Board of Directors.
4. Review and evaluate the performance of all contracts of the TSRC and recommend revisions deemed necessary to, or as directed by the Board of Directors.
5. Report the findings of the evaluations and recommend actions to the Board of Directors as required.

Section E. Regional Affairs Committee

The committee shall:

1. Be composed of no less than the chair and the Director of each region.
2. Review the minutes of all meetings of the regions.
3. Coordinate and approve the scheduled dates of all annual Regional meeting dates to prevent conflicting dates.

Section F. Governmental Affairs

The committee shall:

1. Be appointed by the President, subject to the approval of the Board of Directors.
2. Monitor and review legislative activities and make recommendations to the Society Board of Directors, whenever possible, on such activities.

Section G. Long Range Planning Committee

1. Be appointed by the President, subject to the approval of the Board of Directors.
2. Plan and coordinate strategic activities and make recommendations to the Society Board of Directors, whenever possible, on such activities

Article XIII - Meetings

Section A. Annual Meeting

1. The Annual Business Meeting of this Society shall be held in conjunction with the Annual Convention.
2. Notice of this meeting shall be given at least thirty (30) days prior to said meeting.
3. The agenda of the annual business meeting shall consist of at least:
 - a. Call to order
 - b. Reading of previous minutes
 - c. Report of Treasurer
 - d. Report of President
 - e. Adjournment

Section B. Special Meetings

Additional meetings of the Society may be held for special purposes as deemed necessary by the Board of Directors, or as requested by the presentation of a petition signed by at least fifty (50) active members to the Society Secretary. Written notice of such meetings shall be sent to active members at least thirty (30) days prior to such meeting.

ARTICLE XIV - BOARD OF MEDICAL ADVISORS

1. The Society shall have at least one (1) Medical Advisor who shall be elected by the Board of Directors.

2. Each region may choose to have a Medical Advisor that will serve on the Regional Board.
3. The Society Medical Advisor shall be the chair of the Board of Medical Advisors.
4. Members of the Board of Medical Advisors shall not be a member of the Committee on Accreditation for Respiratory Care or a member of the Board of the AARC nor a member of the Board of Medical Advisors of the AARC.
5. The Board of Medical Advisors shall have only such powers as are granted to them by the Bylaws of this Society.
6. The chair of the Board of Medical Advisors, or delegate, shall attend all meetings of the Board of Directors as a non-voting advisor.
7. The term of office of the Society of Medical Advisors shall be one year. The office may be declared vacant at any time by a two-thirds (2/3) majority vote of the Board of Directors of the Society. Notification of this action shall be submitted to the Board of Medical Advisors of the AARC.
8. A vacancy in the position of Society Medical Advisor shall be filled by election of a physician who has served as a member of the Board of Medical Advisors. Election will occur within forty-five (45) days following said vacancy.
9. The Society or Regional Medical Advisor must be a physician licensed in the state of Texas with a specialty in anesthesiology, pulmonary medicine, or related area.

ARTICLE XV - FISCAL YEAR

The fiscal year of this Society shall be from January 1 through December 31, or as determined by the Board of Directors.

ARTICLE XVII – ETHICS

If the conduct of any member of the Society shall appear to be in violation of the Articles of Incorporation, Bylaws, standing rules, code of ethics, or other regulations, policies, or procedures adopted by the AARC or the Society, or shall appear to be prejudicial to the interests of the AARC or the Society, such members may be reprimanded, suspended, expelled, or have their membership status reclassified in accordance with the policy and procedures manual of the Society.

ARTICLE XIX- INITIATIVE, REFERENDUM, RECALL

Section A. Initiative and Referendum

The members of the Society shall have the power to initiate any act within the power of the Board of Directors, or the amendment of the Bylaws, or to annul any act within the power of the Board of Directors, or the amendment of the Bylaws, provided that ten (10) percent of the eligible members of the Society shall sign a petition calling an election on either a bill or proposition in not less than thirty (30) nor more than forty-five (45) days after the Secretary shall have received the petition. Notice of such election shall be given to each member by mail, electronic process other form of written communication addressed to the member

address or email address as shown on the records of the Society thirty (30) day prior to the vote.

Section B. Recall

Only Active Members of the Society shall have the power to recall any Officer, Director, Delegate, Medical Advisor, or Board Appointee, Senior Delegate or Delegate of the Society. The petition to recall shall be submitted to the chair of the Bylaws and Judicial Committee and shall not be valid unless it contains the signatures of a least twenty (20) percent of the membership of the Society. The chair shall determine the petition to be in proper order under the provisions of these Bylaws, order a recall vote in not less than ten (10) days nor more than thirty (30) days after receiving the petition. Notice of such vote shall be given to each eligible voting member, by the Secretary of the Society thirty (30) days prior to the election.

Section C. Voting

The initiative or referendum proposition or recall election shall be determined according to a majority of the valid votes received, provided such determination does not contradict some article of these Bylaws which was not made a part of said question. Any and all actions approved by the members in accordance with the requirements of this article shall be binding upon the Society and each member thereof. Such recall as is accomplished pursuant to this article shall create a vacancy in such office, which vacancy shall be filled in accordance with these Bylaws.

ARTICLE XX – AMENDMENTS

These Bylaws may be amended or revised at any properly called meeting or by a mail or electronic vote of the Society members by a two-thirds (2/3) voting majority provided that the proposed action has been presented by mail or electronic communication or other form(s) of acceptable communication. Any such vote shall be in accordance with these bylaws. All amendments must be approved by the AARC Bylaws Committee and ratified by the AARC Board of Directors. Bylaws may be changed by the Board of Directors (after notification of membership by publication at least 60 days in advance of the change) if and only if AARC Bylaws changes cause a conflict between the AARC Bylaws and TSRC Bylaws as interpreted by the Bylaws Committee and the AARC Board of Directors.

ARTICLE XXI - PARLIAMENTARY PROCEDURE

Questions of parliamentary procedure shall be settled according to the most recent edition of Robert's Rules of Order whenever they are not in conflict with the Bylaws of the American Association for Respiratory Care, the Articles of Incorporation of the Society and the Bylaws of this Society.

ARTICLE XXII - REGIONAL ORGANIZATIONS

Section A. Organization

The internal structure of each regional organization shall be designed as the Society's structure.

Section B. Officers and Regional Directors

1. The Active Members working within the geographical limits of each region shall elect the officers prior to the TSRC Annual Business Meeting. All officers must be Active Members of the Society.
2. The Regional Director of the region shall be the Regional Representative to the Society.
3. The term of office shall be two (2) years, beginning at the end of the fiscal year of the Society at which the respective officers are elected and installed. The incumbent officers shall remain in office until the end of the fiscal year.
4. The election of the officers shall be staggered, so that no more than 50% of the officers change each election.

Section C. Activities

Each Regional organization shall be encouraged to expand the membership of the region and to develop educational activities and such other activities as are consistent with the Articles of Incorporation and these Bylaws.

Section D. Responsibilities of Regional Director

The Regional Director shall:

1. Represent the membership of the region from which they were elected at the state level.
2. Submit a written report on the activities within the region to the President of the Society thirty (30) days prior to the Annual Meeting.
3. Submit quarterly Regional activity and financial reports to the Society's Board of Directors.
4. Attend the Society Board of Directors meetings.

ARTICLE XXIII - BOARD OF INDUSTRIAL REPRESENTATIVES

Section A. Board

1. The Society shall have at least one (1) Industry Representative who shall be elected by the Board of Directors as outlined in these Bylaws.
2. The Society representative shall be the chair of the Board of Industrial Representatives.
3. The Society representative or designee shall attend all meetings of the Board of Directors as a non-voting advisor.
4. The Society Industrial Representative must be a member of the Society.

5. The Society Industrial Representative must have respiratory personnel as their primary customer or service group and have their primary territory within the state of Texas.

ARTICLE XXIV - LIMITATION OF LIABILITY OF OFFICERS,
DIRECTORS, AND COMMITTEE APPOINTEES

The Officers, Board of Directors, and Committee Appointees of the Texas Society for Respiratory Care shall not be liable for monetary damages for any act or omission in their capacity as an elected or appointed member of the Board of Directors or Committee except that this provision shall not eliminate or limit the liability of a Director, Officer, or committee appointee for

1. A breach of their duty of loyalty to the TSRC and its members.
2. Any act or omission not in good faith, or that involved intentional misconduct, or a knowing violation of the law.
3. A transaction from which a Director, Officer, or committee appointee received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the individual's elected office or appointed position.