

ARTICLE I - NAME

The organization shall be known as the Texas Society for Respiratory Care, Inc., a corporation under the 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, which is incorporated under the general Not for Profit Act of the State of Illinois.

ARTICLE II - OBJECT

Section A. Purpose

1. To improve the quality of patient care.
2. To encourage and develop on a regional basis educational programs for those persons interested in the field of respiratory care.
3. To advance the science, technology, ethics and art of respiratory care through regional institutes, meetings, lectures and the preparation and distribution of a newsletter and/or journal and other material.
4. To facilitate cooperation between respiratory care personnel and the medical profession, hospitals, service companies, industry and other agencies interested in respiratory therapy, except that this Society shall not commit any act which shall constitute unauthorized practice of medicine under the laws of the State of Texas.

Section B. Intent

1. No part of the net earnings of the Society will inure to the benefit of any private member or individual, nor shall the Society perform particular service 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 the Society, distribution of any funds remaining after all legal fiscal obligations have been satisfied shall be distributed in accordance with Paragraph 2, above.

ARTICLE III - MEMBERSHIP

Section A. Eligibility

Individuals are eligible to be a member of this Society provided their place of employment is within the political boundaries of the State of Texas. In addition, individuals are eligible to be Special members if they have an interest in respiratory care and do not fit into any other membership category.

Section B. Active Member

1. Individuals are eligible for Active Membership if they are an AARC Active or Life Member.
2. An Active Member shall have all rights and privileges of the Society and its subdivisions.

Section C. Associate Member

1. The following are eligible to become Associate Members of TSRC.
 - a. Individuals are eligible to be an Associate Member if they hold a position related to respiratory care and do not meet the requirement to become an Active or State Member of the Society.
 - b. Individuals who are directly involved with the manufacture of or profit from the sale of gases, equipment, or drugs are eligible to become an Associate Member of TSRC.
 - c. Physicians are eligible to become Associate Members of the TSRC.
2. Associate Members shall have all the rights and privileges of the Society and its subdivisions except those of holding office and voting.

Section D. State Member

1. Individuals are eligible to be a State Member if they have had twelve (12) consecutive months of experience or schooling in respiratory care and their primary function, with a recognized institution or organization, is directly related to the patient receiving respiratory care under medical direction or the education and training of respiratory care students. They shall not be an active physician.
2. A State Member shall have all the rights and privileges of the Society and its subdivisions except those of voting for and/or holding the offices of Delegate, Alternate Delegate, or TSRC elected State Board Executive Officers including President, President-Elect, Immediate Past President, Vice President, Secretary, Treasurer, and Regional President/Director. State Members are eligible to serve in any capacity not listed above.

Section E. Special Membership Status

1. A Special Member shall be an individual who has an interest in respiratory care who does not qualify for other membership qualifications.
2. Special Members shall have all the rights and privileges of membership in the Association except they shall not be entitled to hold office, hold committee chairmanships, or vote.

Section F. Miscellaneous Membership Status

1. TSRC Life Status
 - a. TSRC Life Membership may be conferred by two-thirds (2/3) majority vote of the Board of Directors.
 - b. To be eligible for TSRC Life Membership, a person must be or have been an Active Member of the Society.
 - c. TSRC Life members shall have all the rights and privileges of the Society and its subdivisions and they shall be exempt from the payment of dues.
2. TSRC Honorary Status
 - a. Honorary membership may be conferred by a majority vote of the Board of Directors upon a person who has rendered distinguished service to respiratory therapy.
 - b. Honorary membership shall have all the rights and privileges of the Society except they shall not be entitled to hold office or vote, and they shall be exempt for the payment of dues.
3. Student Status
 - a. An individual eligible for association membership as a student must be currently enrolled in a school of respiratory care approved by an AARC recognized accrediting body.
 - b. Student members shall have all the rights and privileges of the Society except that they shall not be entitled to hold office, vote, or wear official AARC shoulder patches or insignia of the Society except for those authorized for student members.

Section G. Application for Membership

1. American Association for Respiratory Care
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.

2. Texas Society for Respiratory Care, Inc.
An applicant for membership shall follow the procedures as outlined in paragraph 1 above and/or such other procedures as specified by the TSRC Board of Directors.

Section H. Annual Registration

1. The active member shall present evidence of current membership in good standing in the AARC with the annual dues payment or active Society membership will not be renewed.
2. All state, associate, or student members must renew their membership status with their dues payment annually on or before their anniversary or be subject to a reinstatement fee, as provided for under Article XVI, Section B of these Bylaws.

ARTICLE IV - NOMINATIONS AND ELECTIONS

Section A. Nominations and Elections Committee

The Nominations and Elections Committee shall be elected by the Board of Directors each year within sixty (60) days of an election year following the Annual Business Meeting. The committee will present a slate of nominees to the Board of Directors for their consideration and recommendations at least sixty (60) days prior to the following Annual Business Meeting.

Section B. Nominations and Elections

1. The Nominations and Elections Committee shall place in nomination the names of up to three (3) persons each for the office of President-elect, Vice President, Secretary, Treasurer, and Delegate.
2. Only eligible, active members in good standing shall qualify for nomination. The Nominations and Elections Committee shall provide a pertinent biographical sketch of each nominee's professional activities and services to the Society. Such information shall accompany the ballot.
3. Regional Presidents or their designee shall be members of the Nominating Committee.

Section C. Ballot

1. At least thirty (30) days prior to the Annual Meeting in an election year, ballots prepared by the Nominations and Elections Committee shall be sent by mail and/or electronic process to each eligible voting member. The ballot shall consist of the list of nominees so designed as to be a secret mail ballot with provisions for write-in votes for each office and/or position.

2. Ballot is defined as a paper or electronic process used to record a member's vote.

3. The ballot shall be considered when:
 - a. The ballot is postmarked via United States Mail at least three (3) days prior to the Annual Meeting and is received seventy-two (72) hours prior to the Annual Meeting; or

 - b. Is an active or state member in good standing 60 days prior to the annual State meeting and logged into the electronic voting system.

 - c. 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 Annual Meeting. The results of the election shall be announced at the Annual Meeting.

Section E. Elections

1. Persons shall be elected by a plurality of votes cast during the Annual Meeting in the event of a runoff election.

2. In the event of a tie, the attending eligible membership shall proceed with a runoff election. The results of such an election shall be binding upon the Society and each member thereof.

3. Election of the Medical Advisor and the Industrial Representative shall be by a majority vote of the Board of Directors.

4. 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

The term of office shall be two years, beginning (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.

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. the 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. Be vested with all the powers and shall assume all the duties of the presidency in the event of the absence, resignation, or disability of the President.
2. Have such other powers and shall perform such other duties as may be assigned to him by the President and/or the Board of Directors.

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 to him by the President and/or the Board of Directors.

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 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. Prepare and transmit, or cause to be prepared and transmitted, the annual dues and/or assessment notices.
10. 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 an 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. Immediately following each Annual Meeting of the members, the Board of Directors shall hold a regular meeting for the purpose of organization and the transaction of any other business. Any and all retiring members of the Board of Directors may be invited to attend this meeting. Notice of such meeting is hereby dispensed.
3. 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.
4. Special meetings of the Board of Directors for any purpose or purposes shall be called at any time by the President or, if he is absent or unable to act, by the President-elect at such times as the business of the Society may require, or upon written request of four (4) members of the Board of Directors 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 Directors or sent to each Director by mail or other form of written communication, charges prepaid, addressed to him/her at the address as shown on the records of the Society. If mailed or telegraphed, such notice shall be sent at least five (5) days prior to such meeting. If delivered personally, seventy-two hours before such meeting.
5. Special emergency meetings may be held with telephone notice, and 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 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. To select and remove all the agents and employees of the Society and prescribe their powers and duties, by their compensation, if any, and require from them security for faithful service.
2. To carry out all of the purposed and exercise all of 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. To affiliate with organizations of like purpose upon such terms and conditions as to them seem a furtherance of the aims of the Society.
4. To 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. To organize auxiliary and/or advisory groups and organizations wherever within the geographical confines of the Society area 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 - The President shall be succeeded by the President-elect.
2. President-elect - In the event of a vacancy in the office of President-elect, the Vice-President shall assume the duties until the completion of a special election. 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. Such slate is to be prepared according to the Board of Directors within not more than fifteen (15) days following said notification to the chairman.
3. Vice President - A vacancy in this office shall be filled through election by the Board of Directors
4. Secretary - A vacancy in this office shall be filled through election by the Board of Directors
5. Treasurer
 - a. A vacancy in this office shall be filled through election by the Board of Directors.
 - b. If a vacancy does occur in this office, 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 his appointment to office.

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 IX, Section B.

Section C.

If the Delegate resigns a special election will be held as described in paragraph 2, Section A of this Article. The newly elected Delegate will fulfill the unexpired term prior to assuming the Senior Delegate position.

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

Section A. Composition

1. The Delegation can be composed of from one (1) to three (3) 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 B. Election

1. 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.
2. 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 C. 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 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 and the Texas Society for Respiratory Care.

Section D. 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

A majority 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. A majority of the Board of Medical Advisors shall constitute a quorum at any meeting of the Board of Medical Advisors.

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 he may deem 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 at least two (2) weeks 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 his designee.
4. Will have as consultant member the Industrial Representative or his/her 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.
7. Report as requested by the President at any meeting the activities of the committee.

Section B. Nominations and Elections Committee

The committee shall:

1. Prepare for approval of the Board of Directors according to Sections A and B, Article 1V of these Bylaws, a slate of candidates for the annual election.
2. Make the final critical appraisal of candidates 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, as specified in Article IV, Section D.

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 American Association for Respiratory Care 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 document 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 TSRC Board of Directors, which will be selected by the Chair and approved by the TSRC 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

This 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 TRC 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. Written notice of this meeting shall be given at least thirty (30) days prior to said meeting sent, charges prepaid, to each member of this Society addressed to him at the address shown on the record of the Society.
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. Installation of Officers
 - f. 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 and/or state members to the Secretary at any office of the Society. Written notice of such meetings shall be sent to each member at least thirty (30) days prior to such meeting, charges prepaid, addressed to him or her at his or her address as shown on the records of the Society.

ARTICLE XIV - BOARD OF MEDICAL ADVISORS

1. The Society shall have at least one (1) Medical Advisor who shall be elected by the Board as outlined in Section IV, E, 4.
2. Each region may choose to have a Medical Advisor that will serve on the Regional Board. This Regional Medical Advisor shall be elected by a two-thirds (2/3) majority of the Regional Board of Directors.
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 his delegate, shall attend all meetings of the Board of Directors as a non-voting advisor.
7. The term of office of the Society 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 XVI - DUES AND ASSESSMENTS

Section A. Amount

1. Annual dues for each category of membership, other than Honorary or Life, shall be determined for the following year by the Board of Directors after consideration of the budget.
2. Honorary and Life members shall be exempt from the payment of dues.
3. The Society shall have the right to assess the membership.

Section B. Payment

Dues shall be payable on/or before the anniversary date of a member. Any member whose dues and/or assessments are not paid by that time shall be dropped from the membership rolls thirty (30) days after notification by mail, or other form of written communication, charges prepaid, addressed to him at his address as shown on the records of the Society. Any member who has been dropped from the rolls may be reinstated during the next year by the payment of current dues and/or assessment plus a reinstatement fee, the amount of which is to be determined annually by the Board of Directors.

ARTICLE XVII - ETHICS

If the conduct of any member of the Society shall appear, by report of the Bylaws and Judicial Committee of the Society, or the Judicial Committee of the AARC, to be in willful violation of the Bylaws or Policies and Procedures of the Society, or the Bylaws or Rules of the AARC or prejudicial to the interest of the Society as defined in the Code of Ethics of the AARC, the Board of Directors may, by a two-thirds (2/3) vote of its entire membership, suspend or expel such a member. All such suspension or expulsion actions shall be reported immediately to the Judicial Committee of the AARC by the Secretary. A motion to reconsider the suspension or expulsion of a member may be made at the next regular meeting of the Board of Directors. Readmission shall follow the procedure as prescribed for new members, with the exception that if re-admission is allowed with the same fiscal year as suspension or expulsion occurred, additional payment of currently valid dues shall not be required.

ARTICLE XVIII - VOTE

Whenever, in the judgment of the Board of Directors, it is necessary to present to the members, prior to the next Annual Business Meeting, any question that may arise and it is deemed advisable to call a special meeting, the Board of Directors may, unless otherwise required by the Bylaws, instruct the Elections Committee to prepare a ballot for submission to each eligible member by mail, or other forms of written or electronic communication, charges prepaid, to the member's address as shown on the record of the Society. The question thus presented shall be determined according to a majority of the

valid votes received by mail or electronic process with thirty (30) days after such submission to the membership except in the case of changes in these Bylaws when a two-thirds (2/3) majority of the valid votes received is required. Any and all action approved by the members in accordance with the requirement of this Article shall be binding upon the Society and upon each member thereof. Any amendment to the Bylaws shall be presented to the membership at least forty-five (45) days prior to a mail, or electronic process.

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 or other form of written communication, charges prepaid, addressed to him at his address as shown on the records of the Society thirty (30) day prior to the vote.

Section B. Recall

The membership of the Society shall have the power to recall any Officer, Director, Delegate, Medical Advisor, or Board Appointee of the Society. Only Active Members shall have the power to recall the Senior Delegate or Delegate. The petition to recall shall be submitted to the chair of the Bylaws and Judicial Committee at the address of the Society 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, if he/she determines 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 he/she shall have received the petition. Notice of such vote shall be given each eligible member, by the Secretary by mail, charges pre-paid, electronic process, or other form of written communication, addressed to the member at his or her address or email address; or designated voting link/site as shown on the records of the Society thirty (30) days prior to the election.

Section C. Voting

The initiative or referendum proposition or recall election shall be accomplished by a mail or electronic process, and the question thus presented shall be determined according to a majority of the valid votes received by mail or electronic process within thirty (30) days after such submission to the membership, 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 Article VIII or Article XIV of these Bylaws.

ARTICLE XX - AMENDMENTS

These Bylaws may amended, or revised at any properly called meeting or by a mail or electronic vote of the Society member s by a two-thirds (2/3) vote of the majority voting

provided that the proposed action has been presented by mail or other forms of written communication, charges prepaid, or electronic process, to each eligible member to the members address as shown on the records of the Society at least forty-five (45) days prior to the vote. Any such mail vote shall be in accordance with Article XVIII of 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 TSRC 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 Robert's Rules of Order, revised, whenever they are not in conflict with the Bylaws of the American Association for Respiratory Care and/or the Bylaws of this Society and with the deletion of the motion "to reconsider" and have entered on the minutes for action at the next meeting.

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 Representatives

1. The Active and State Members working within the geographical limits of each region shall annually elect the officers prior to the TSRC Annual Business Meeting. All officers must be Active or State Members of the Society.
2. The President of the region shall be the Regional Representative (Director) to the Society. This individual must be an AARC member as well as a TSRC member.
3. Notification of the names and address of the elected officers shall be sent to the principal office of the Society not later than the third Friday of June annually.

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 Representative (Director)

The representative 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 his 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.

Section E. Regional Medical Advisor

1. Each region shall elect at least one (1) Medical Advisor according to the procedures established in the Bylaws of the AARC.
2. Names of nominees for the position of Regional Medical Advisor shall be submitted to the Secretary of the Society.
3. All such approved and duly elected Regional Medical Advisors shall be members of the Society Board of Medical Advisors.

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 as outlined in Section IV, E, 3.
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 office of the Society Industrial Representative may be declared vacant at any time by a two-thirds (2/3) majority vote of the Board of Directors of the Society.
5. A vacancy in the position of Society Industrial Representative shall be filled by election of an individual who has served as a member of the Board of Industrial Representatives.
6. The Society Industrial Representative must be a member of the Society.
7. 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.

Any act or omission for which the liability of the individual is expressly provided for by statutes of their elected office or appointed position.