



# **BYLAWS**

## **OF**

### **THE OHIO SOCIETY FOR RESPIRATORY CARE**

**Approved by OSRC BOD January 2025**

#### ***ARTICLE I - NAME***

This organization shall be known as the Ohio Society for Respiratory Care, (hereinafter referred to as the Society) a not-for-profit corporation in the State of Ohio and a chartered affiliate of the American Association for Respiratory Care, (hereinafter referred to as the Association) which is included under the general not for profit corporation act of the State of Illinois.

#### ***ARTICLE II - BOUNDARIES***

The area included within the boundaries of this Society shall be the boundaries of the State of Ohio.

#### ***ARTICLE III - OBJECTIVES***

##### **SECTION 1. PURPOSE**

The Society is formed to:

- A. Encourage, develop, and provide on a regional basis educational programs and scholarships for those persons interested in the field of respiratory care;
- B. Advance the science, technology, ethics, and art of respiratory care through regional institutes, meetings, lectures, publications and other materials;
- C. Facilitate cooperation and understanding among respiratory care personnel and the medical profession, the allied health professions, the public, hospitals, service companies, industry, governmental organizations and other agencies interested in respiratory care;
- D. Provide education to the public on pulmonary health promotion and disease prevention.

##### **SECTION 2. INTENT**

- A. No part of the monies of the Society shall inure to the benefit of any private member or individual, nor shall the Society perform particular services for individual members thereof.
- B. The Board of Directors shall provide for the distribution of the funds, income, and property of the Society to charitable, educational, scientific, or religious corporations, organizations, community chests, foundations or other kindred institutions maintained and created for one or more of the foregoing purposes if at the time of distribution the payees or distributees are exempt from income taxation, and if the gifts or transfers to the payee or distributees are then exempt from taxation under provisions of Section 501, 2055, and 2522 of the Internal Revenue Code or changes which amend or supersede the said sections.

- C. In the event of the dissolution of this Society whether voluntary or involuntary, all of its remaining assets shall be distributed in such manner as the Board of Directors of this Society shall by majority vote determine to be best calculated to carry out the objectives and purposes for which the Society is formed. The distribution of the funds, income and property of this Society upon dissolution may be made available to any similar 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 payee or distributees are then exempt from income taxation, and if gifts or transfers to the payee or distributees are then exempt from income taxation under the provisions of Sections 501, 2055, and 2522 of the Internal Revenue Code or changes which amend or supersede the said revisions.
- D. The Society shall not commit any act which shall constitute unauthorized practice of medicine under the laws of the State of Ohio.

## ***ARTICLE IV - MEMBERSHIP***

### **SECTION 1. ELIGIBILITY**

Individuals are eligible to be members of this Society if they are members of the Association as specified in Article III of the Bylaws of the Association and their residence, principle place of employment, education, business, or practice is within the State of Ohio.

### **SECTION 2. CLASSES**

The membership of the Society shall include three classes: Active Member, Associate Member, and Special Member.

### **SECTION 3. PREREQUISITES**

Each application for membership shall meet all of the qualifications of the class of membership for which is applied. As a condition of membership, all Members shall be bound by the Articles of Incorporation, Bylaws, standing rules, code of ethics and other rules, regulations, policies, and procedures adopted from time to time by the Society/Association

### **SECTION 4. ACTIVE MEMBER**

- A. Individuals are eligible to be Active Members if they meet one of the following criteria:
- i. Are legally credentialed as a respiratory care professional in the state of Ohio or;
  - ii. Are graduates of an educational program in respiratory care accredited by an AARC-recognized agency, or;
  - iii. Hold a credential issued by an AARC recognized agency.
- B. Individuals, who were Society Active members in good standing on December 8, 1994 will continue as such, provided their membership remains in good standing.
- C. Active members in good standing shall be entitled to all the rights and privileges of membership of the Society including the right to hold office, chair a committee, and vote.

## **SECTION 5. ASSOCIATE MEMBER**

Individuals will be classified as Associate Members if they hold a position related to respiratory care but do not meet the requirements to become Active Members. Associate Members shall have all of the rights and privileges of membership except that they shall not be entitled to hold office, vote, or serve as chair of any standing committee or specialty section of the Society. There shall be the following sub-classes of Associate Membership:

- A. Student Member. Individuals will be classified as Student Members if they meet all of the requirements for Associate Member and are enrolled in a respiratory care educational program accredited by, or in the process of seeking accreditation from, an Association recognized agency. Students will be encouraged to participate and attend Society meetings to represent their district and serve as an aid to the District Director.
- B. Physician Member. Individuals will be classified as Physician Members if they meet all of the requirements for Associate Membership and are duly licensed as a doctor of medicine or osteopathy in the State of Ohio.
- C. Industrial Member. Individuals will be classified as Industrial Members if they meet all the requirements for Associate Membership and their primary occupation or business or a majority of their business time is directly or indirectly devoted to the manufacture, sale, or distribution of products or equipment which is directly or indirectly used in the area of respiratory care.

## **SECTION 6. SPECIAL MEMBER**

- A. Life Member. Life Members shall be members who have rendered outstanding service to the Association and Society as Active Members. Upon the recommendation of the Board of Directors of the Society, life membership may be conferred by a majority affirmative vote of the Board of Directors and the House of Delegates of the Association. Life Members shall have all the rights and privileges of membership in the Association and Society, including the right to hold office, chair a committee, and vote. Life Members shall be exempt from the payment of dues.
- B. Honorary Member. Honorary Members shall be persons who have rendered distinguished service to the field of respiratory care. Upon the recommendation of the Board of Directors of the Society, Honorary membership may be conferred by a majority affirmative vote of the Board of Directors and the House of Delegates of the Association. Honorary Members shall have all the rights and privileges of Associate Membership in the Association and Society. Honorary Members shall be exempt from the payment of dues.
- C. General Member. A General Member shall be an individual who has an interest in respiratory care and who does not qualify for other membership classifications. General Members shall have all the rights and privileges of associate membership in the Association and Society.

## **SECTION 7. PREREQUISITES FOR MEMBERSHIP**

Applicants for membership shall meet all of the qualifications of the class of membership for which they apply. As a condition of membership, all members shall be bound by the Articles of Incorporation, Bylaws, standing rules, Code of Ethics and other rules, regulations, policies and procedures adopted from time to time by the Association and Society.

## **SECTION 8. APPLICATION FOR MEMBERSHIP**

Applicants for membership in this Society shall submit a completed official application to the Executive Office of the Association as specified in Article III, Section 6 of the Bylaws of the Association.

## **SECTION 9. PAYMENT OF DUES**

Each member of the Society, except Life Members and Honorary Members, shall pay annual dues in such amounts and in such manner as may be established annually by the Board of Directors of the Association.

## **SECTION 10. SPECIALTY SECTION**

Specialty Sections representing particular areas of interest in Respiratory Care shall be made available to Active, Associate and Special Members of the Society. The purpose, organization and responsibility of Specialty Sections shall be defined in the policies and procedures of the Association.

## **SECTION 11. ETHICS**

If the conduct of any Society member shall appear to be in willful violation of the Bylaws, *or* standing rules, code of ethics or other policies and procedures of this

Society or prejudicial to this Society's interests as defined in the Association's Code of Ethics, all such conduct shall be reported to the Judicial Committee of the Association in accordance with Article XI, Section 6.

# **ARTICLE V - OFFICERS**

## **SECTION 1. OFFICERS**

- A. The officers of the Society shall consist of the President, President-Elect, Immediate Past-President, Vice-President, Delegate, Alternate Delegate and Immediate Past Delegate, Secretary, and Treasurer.
- B. Officers of the Society shall not concurrently be officers, board members, or staff of the national respiratory care credentialing, accreditation bodies, or the Association.

## **SECTION 2. PREREQUISITES FOR QUALIFICATION TO HOLD OFFICE**

Compliance with the Bylaws set forth under Article IV, Section 4, Paragraphs A(i-iii), B.

## **SECTION 3. TERM OF OFFICE**

- A. The term of office for President, Vice President, Secretary, Treasurer, Delegate, and Alternate Delegate shall be for two (2) years. The term of office for President-Elect, Immediate Past-President, Immediate Past-Delegate, and Treasurer-Elect shall be for one (1) year.
- B. The offices of President-Elect and Treasurer-Elect shall be filled during even-numbered years. The offices of President-Elect and Treasurer-Elect shall be vacant during odd-numbered years. The office of Immediate Past-President shall be filled during odd-numbered years and will be vacant during even-numbered years.
- C. All terms shall begin January 1. The

President, President-Elect, Immediate Past-President, Treasurer, Treasurer-Elect, Alternate Delegate and Delegate shall not succeed themselves in the same office.

- D. The President, President-Elect, Treasurer, Treasurer-Elect, Alternate Delegate, and Delegate shall not serve more than one (1) consecutive term in the same office. The Vice President shall not serve more than three (3) consecutive terms in the same office. The Secretary shall not serve more than two (2) consecutive two-year terms in the same office. No director shall be elected for more than (2) consecutive two (2) year terms.

#### **SECTION 4. VACANCIES IN OFFICE**

- A. In the event of a vacancy in the office of President during the first year of a Presidential term, the Board of Directors shall elect a qualified individual from those candidates recommended by the Nominations Committee. In the event of a vacancy in the office of President during the second year of a Presidential term, the President-Elect shall become acting President to serve the remainder of the term and shall serve the successive term as President.
- B. In the event of a vacancy in the office of Treasurer during the first year of a term, the Board of Directors shall elect a qualified individual from those candidates recommended by the Nominations Committee. In the event of a vacancy in the office of Treasurer during the second year of the term, the Treasurer-Elect shall become acting Treasurer to serve the remainder of the term.
- C. In the event of a vacancy in the office of President-Elect, Vice-President, or Secretary, the Board of Directors shall elect a qualified individual from those candidates recommended by the Nominations Committee. Individuals so elected shall serve the remainder of the unexpired term.
- D. In the event of a vacancy in the office of Delegate, the Alternate Delegate shall become acting Delegate to serve the unexpired term, as well as Alternate Delegate, and the successive elected term as Delegate.
- E. In the event of a vacancy in the office of Immediate Past-President or Immediate Past-Delegate, the office shall remain vacant.

#### **SECTION 5. DUTIES OF OFFICERS**

- A. President. The President shall be the chief executive officer of the Society. The President shall preside at the Annual Business Meeting and all meetings of the Board of Directors; shall notify the membership within thirty (30) days and prepare an agenda for the Annual Business Meeting and submit it to the membership not fewer than fifteen (15) days prior to such meeting in accordance with Article VIII, Section 3, of these Bylaws; prepare an agenda for each meeting of the Board of Directors and submit it to the members of the Board not fewer than fifteen (15) days prior to such meeting; appoint the Society Medical Advisor(s); appoint committee chairs and committee members and develop charges for standing and special committees subject to the approval of the Board of Directors; be an ex-officio member of all committees except the Finance and Nominations Committees; present to the Board of Directors and membership an annual report of the Society activities.

- B. **President-Elect.** The President-Elect shall become acting President and shall assume the duties of the President in the event of the President's absence, resignation, or disability; and shall perform such other duties as shall be assigned by the President or the Board of Directors. The President-Elect shall automatically accede to the office of President when the term of the current President ends.
- C. **Immediate Past-President.** The Immediate Past-President shall advise and consult with the President and shall perform such other duties as shall be assigned by the President or the Board of Directors.
- D. **Vice-President.** The Vice President will act as liaison between the Executive Board and the District Directors. The Vice-President will be responsible for orienting the District Directors and new board members to their duties at the beginning of their terms, monitoring their activities on a regular basis throughout their terms, and offering them advice and assistance in carrying out their duties. The Vice President will report on the activities of the District Directors to the Executive Committee as requested. In addition, the Vice- President shall perform such duties as shall be assigned by the President and the Board of Directors. The Vice-President shall assume the duties but not the office of the President-Elect in the event of the President-Elect's absence, resignation, or disability; and will also continue to carry out the duties of the office of the Vice-President until such time as a new President-Elect is chosen according to Article V, Section 3.
- E. **Delegates and Alternate Delegates.** The duties of the Delegates and Alternate Delegates shall be in accordance with Article IX of the Bylaws of the Association. The Delegates and Alternate Delegates shall report on the activities and actions of the House of Delegates at each meeting of the Board of Directors of the Society. The Delegates and Alternate Delegates, in collaboration with the President and Treasurer of the Society, shall be responsible for documentation for proper seating in the House of Delegates of the Association.
- F. **Immediate Past-Delegate.** The Immediate Past-Delegate shall advise and consult with the Delegate and Alternate Delegate, and shall perform such other duties as shall be assigned by the President or the Board of Directors.
- G. **Secretary.** The Secretary shall have charge of keeping the minutes of the Board of Directors, regular business meetings and the Annual Business Meeting; shall submit a copy of the minutes of every meeting of the governing body and other business of the Society to the Executive Committee of the Association within ten (10) days following the meeting; shall execute the general correspondence; shall affix the seal on documents so requiring, and in general perform all duties as from time to time shall be assigned by the President or the Board of Directors.
- H. **Treasurer.** The Treasurer shall have charge of all funds and securities of the Society; with oversight from the president and financial manager hired by the OSRC board. The treasurer shall endorse checks, notes, or other orders for the payment of bills; shall disburse funds as authorized by the Board of Directors and/or in accordance with the

approved budget; shall deposit funds as the Board of Directors may designate. The Treasurer shall see that full and accurate accounts are kept, make a written quarterly financial report to the Board of Directors. At the expense of the Society the Treasurer shall be bonded in an amount to be determined by the Board of Directors.

- I. Treasurer-Elect. The Treasurer-Elect shall become acting Treasurer and shall assume the duties of the Treasurer in the event of the Treasurer's absence, resignation, or disability; and shall perform such other duties as shall be assigned by the President or the Board of Directors. The Treasurer-Elect shall automatically accede to the office of Treasurer when the term of the current Treasurer ends.

## **ARTICLE VI - BOARD OF DIRECTORS**

### **SECTION 1. COMPOSITION AND POWERS**

- A. The executive government of this Society shall be vested in a Board of twenty-two (22) Active or Life Members consisting of the President, President-Elect, Immediate Past-President, Vice-President, Delegate and Alternate Delegate, Immediate Past-Delegate, Secretary, Treasurer, Treasurer-Elect, and two (2) elected District Directors from each District.
- B. The Society Medical Advisor shall be a non-voting member of the Board.

- C. The President shall be Chair and Presiding Officer of the Board of Directors and the Executive Committee. The President shall invite such individuals to the meetings of the Board as the President deemed necessary with the privilege of voice but not vote.
- D. The Board of Directors shall have the power to declare an office vacant by a two-thirds (2/3) vote, upon refusal or neglect of any member of the Board to perform the duties of that office, or for any conduct deemed prejudicial to the Society. Written notice shall be given to the officer that the office has been declared vacant.

### **SECTION 2. PREREQUISITES FOR QUALIFICATION TO HOLD OFFICE**

District Directors shall comply with the Bylaws set forth under Article IV, Section 4, Paragraphs A(i-iii), B, C.

### **SECTION 3. DUTIES**

The Board of Directors shall:

- A. Supervise all business and activities of the Society within the limitations of these Bylaws.
- B. Adopt and rescind standing rules of the Society.
- C. Determine remuneration, stipends, and other related matters, after consideration of the budget.
- D. Perform such other duties as may be necessary or appropriate for the management of the Society.

### **SECTION 4. VACANCIES**

- A. Vacancies in the offices of officers of the Society shall be filled in

accordance with Article V, Section 3 of these Bylaws.

- B. Any vacancy that occurs in the Office of District Director shall be filled by a qualified member of that District and appointed by the Board of Directors. Individuals so appointed shall serve until the next annual election.

## **SECTION 5. TERM OF OFFICE**

- A. The terms of office of the officers of the Society are specified in Article V, Section 2 of these Bylaws.
- B. The term of office for District Directors shall begin on January 1 following the election or upon the majority vote of the Board of Directors and shall be for two (2) years.
- C. The term of office for the Delegate is specified in Article IX, Section 3 of these Bylaws.

## **SECTION 6. MEETINGS**

- A. All meetings of the Board of Directors shall be open to Society members.
- B. The Board of Directors shall meet immediately preceding the Annual Business Meeting of the Society and shall not hold fewer than two (2) additional regular meetings in a calendar year.
- C. Special meetings of the Board of Directors shall be called by the President at such times as the business of the Society shall require, or upon written request of the majority of the Board of Directors filed with the President and Secretary of the Society.

- D. A majority of the Board of Directors shall constitute a quorum at any meeting of the Board.

## **SECTION 7. VOTING**

Whenever, in the judgment of the Board of Directors, it is necessary to present any business to the membership prior to the next regular or Annual Business Meeting, the Board of Directors may, unless otherwise required by these Bylaws, instruct the Elections Committee to conduct a vote of the membership. The question thus presented shall be determined by plurality of the valid votes received within thirty (30) days after the date of such submission. Any and all action approved by the members in accordance with the requirements of this Article shall control the action of the Society.

## **SECTION 8. MULTIPLE OFFICES**

No officer, Delegate, or District Director shall hold more than one office simultaneously.

# ***ARTICLE VII - ELECTIONS***

## **SECTION 1. BALLOT**

- A. In accordance with Article IX, Section 1 and Article XI, Section 5 and 9 of the Bylaws, a slate of candidates, biographical sketches and a ballot should be made available to every Active and Life Member in good standing and eligible to vote at least forty-five (45) days prior to the Annual Business Meeting.
- B. The vote shall be so designed as to be a secret ballot. Ballots to be accepted must be received by the Chairperson of the Election Committee at least fifteen (15) days before the Annual



Business Meeting. The deadline date shall be clearly indicated on the ballot.

- C. Society elections shall be determined by a plurality of the votes cast. A tie vote shall be decided by lot.

## **ARTICLE VIII - ANNUAL BUSINESS MEETING**

### **SECTION 1. DATE AND PLACE**

- A. The Society shall hold an Annual Business Meeting each calendar year; additional meetings may be held as required to fulfill the objectives of the Society.
- B. The date and place of the Annual Business Meeting and additional meetings shall be decided in advance by the Board of Directors. In the event of a major emergency the Board of Directors shall cancel the scheduled meeting, set a new date and place if feasible or conduct the business of the meeting by mail provided the material is sent in the same words to the voting membership.

### **SECTION 2. PURPOSE**

- A. The Annual Business Meeting shall be for the purpose of receiving reports of identified officers and committees, the results of the election, and for other business brought by the President.
- B. Additional business meetings shall be for the purpose of receiving reports and other business brought by the President.

### **SECTION 3. NOTIFICATION**

Written notification of the time and place of the Annual Business Meeting shall be sent to all members of the Society not

fewer than thirty (30) days prior to the meeting. An agenda for the Annual Business Meeting shall be sent to all members not fewer than fifteen (15) days prior to the meeting.

## **ARTICLE IX - SOCIETY DELEGATES TO THE ASSOCIATION HOUSE OF DELEGATES**

### **SECTION 1. ELECTION**

- A. Delegates and Alternate Delegates of this Society to the House of Delegates of the Association shall be elected as specified in Article VII of the Association Bylaws.
- B. Only voting members in good standing who are not on the Board of Directors of the Society shall be eligible to be a Delegate, Alternate Delegate, or Immediate Past-Delegate.

### **SECTION 2. VACANCY**

- A. In the event of a vacancy in the office of Delegate, the Alternate Delegate shall become acting Delegate to serve the unexpired term, as well as Alternate Delegate, and the successive elected term as Delegate.
- B. In the event of a vacancy in the office of Immediate Past-Delegate, the office shall remain vacant until it is ipso facto occupied with the expiration of the current Delegate's term in office.

### **SECTION 3. DUTIES**

- A. The Delegate and, or Alternate Delegate shall attend all meetings of the House of Delegates and report the activities to the Society.

- B. The Delegate and, or the Alternate Delegate shall attend the annual business meeting of the Association.
- C. The Delegate and, or Alternate Delegate shall, prior to each Association annual business meeting, submit to the Chairperson of the Association's House of Delegates, a current written financial report of the Society; and a written report summarizing the activities of the Society for the preceding twelve (12) months.
- D. The Delegate, Alternate Delegate and the Immediate Past-Delegate shall attend all meetings of the Society's Board of Directors.
- E. The Delegate and, or the Alternate Delegate shall furnish the Association Nominations Committee with the names and biographical sketches of one (1) or more deserving and qualified members, in order of Society preference, to be considered for nomination to the Association Board of Directors.
- F. The Delegate and, or the Alternate Delegate shall present to the House the recommendations of the Society.
- G. The Delegate and, or the Alternate Delegate shall, at the direction of the Society, present proposed amendments to the Association Bylaws Committee.

#### **SECTION 4. TERM OF OFFICE**

- A. The Alternate Delegate shall serve a term of two (2) years, after which that person will automatically accede to the Delegate position which also has a term of two (2) years.

- B. The Immediate Past-Delegate shall serve a term of one (1) year in office.
- C. No person may serve more than five (5) consecutive years in the House of Delegates either as Delegate, Alternate, Immediate Past, or any combination.

#### **SECTION 5. BOARD PRIVILEGES**

The Delegate, Alternate Delegate, and Immediate Past-Delegate shall be officers and members of the Society Board of Directors.

#### **SECTION 6. MULTIPLE OFFICES**

Alternate Delegate nor the Delegate may not hold concurrent elective offices in the Society or the Association.

### ***ARTICLE X - COMMITTEES***

#### **SECTION 1. STANDING COMMITTEES**

Possible standing committees of the Society include: Bylaws, Education, Executive, Elections, Finance, Judicial, Legislative, Membership, Nominations, Program, Publications and Public Relations. Utilization of these committees will be at the current President's discretion.

#### **SECTION 2. APPOINTMENTS**

Subject to the approval of the Board of Directors, the President shall appoint chairs and approve all members of the standing committees who are selected by the Chair or who volunteer to serve.

### **SECTION 3. SPECIAL COMMITTEES AND OTHER APPOINTMENTS**

- A. Special Committees may be appointed by the President, subject to the approval of the Board.
- B. Representatives of the Society to such external organizations as may be required shall be appointed by the President, with the approval of the Board of Directors.

### **SECTION 4. VACANCIES ON COMMITTEES**

In the event of vacancies occurring in any committee, the President may appoint members, under the advisement of the committee chair, to fill such vacancies subject to the approval of the Board of Directors.

### **SECTION 5. COMMITTEE CHAIRS DUTIES**

- A. The Chair of each committee shall recommend prospective committee members to the President. When possible, the Chair of the previous year shall serve as a member of the new committee.
- B. The Chair of each committee shall confer promptly with the members of the committee on work assignments.
- C. The Chairs shall perform those duties specified by the President and the Board of Directors to carry out the objectives of the Society.
- D. The Chair of each committee shall provide a written report of the activities and actions of their committee at each regular meeting of Board of Directors.
- E. The Chair of each committee shall submit a written report to the President and Secretary of the Society at least fourteen (14) days prior to the Annual Business Meeting.
- F. Nonmembers may be appointed as

consultants to committees. The President shall request recommendations for such appointment from the Medical Advisor, Committee Chairs and Board of Directors.

- G. The Chair of each committee requiring operating expenses shall submit a budget for the next fiscal year to the Budget Committee.

## ***ARTICLE XI - COMPOSITION AND DUTIES OF COMMITTEES***

### **SECTION 1. EXECUTIVE COMMITTEE**

The Executive Committee of the Board of Directors shall consist of the President, President-Elect, Immediate Past-President, Vice-President, Delegate, Alternate Delegate, Immediate Past-Delegate, Secretary, Treasurer-Elect and Treasurer.

The Executive Committee shall have the power to act for the Board of Directors between meetings of the Board of Directors and such action shall be subject to ratification by the Board of Directors at its next meeting. The Executive Committee shall function as the Finance Committee.

### **SECTION 2. FINANCE COMMITTEE**

- A. The Finance Committee shall be composed of the Executive Committee.

- B. The Finance Committee shall propose an annual budget for approval by the Board of Directors.
- C. The President shall serve as Chair of the Finance Committee.

### **SECTION 3. BYLAWS COMMITTEE**

- A. The Bylaws Committee shall consist of the chairperson and additional members as necessary to accomplish assigned charges.
- B. All proposed amendments shall be processed in accordance with ARTICLE XVI.
- C. Proposed amendments to the Bylaws may be originated by the Bylaws Committee, the Board of Directors or any active member of the Society.
- D. The committee shall review and edit all proposed amendments to the Bylaws.
- E. The proponents of proposed amendments which the Bylaws committee does not favor shall be notified by the committee, and such proponent may, but shall not be obligated to, withdraw the amendment from further consideration. Any proposed amendments which are not withdrawn by the proponent and any proposed amendments which are originated by the Bylaws Committee shall be presented to the Board of Directors at least thirty (30) days prior to the meeting in which they are to be reviewed.
- F. The Bylaws Committee shall monitor the Society's compliance with these Bylaws, and shall advise the Board of Directors with the interpretation of these bylaws.

### **SECTION 4. EDUCATION COMMITTEE**

- A. The Education Committee shall consist of the chairperson and additional members as necessary to accomplish assigned charges.
- B. The Education Committee shall concern itself with continuing education programs, scholarships, and special educational programs planned in each District.
- C. The Education Committee shall assist the Program Committee and District Directors in meeting requirements for awarding continuing education credits by the Association.
- D. The Education Committee shall advise the Program Committee and assist District Directors on assessing the continuing education needs of the members.

### **SECTION 5. ELECTIONS COMMITTEE**

- A. The Elections Committee shall consist of the chairperson and additional members as necessary to accomplish assigned charges.
- B. The Elections Committee shall prepare, distribute, receive, verify and count ballots for all elections held during the calendar year.
- C. The Elections Committee shall announce the results of the annual election at the Annual Business Meeting and then transmit the results to the Association prior to the beginning of the terms of office.

### **SECTION 6. JUDICIAL COMMITTEE**

- A. The Judicial Committee shall consist of the chairperson and additional members as necessary to accomplish assigned charges.

- B. The Judicial Committee shall promote ethical conduct among the membership.
- C. The Judicial Committee shall receive, review, and forward to the Judicial Committee of the Association any written and signed complaints against any Society member charged with any violation of the Society Bylaws, standing rules, policies or procedures, Code of Ethics, or any conduct deemed detrimental to the Society.
- D. The Judicial Committee shall be the liaison with the Judicial Committee of the Association and shall report to the Society Board of Directors whenever complaints are forwarded to and membership actions taken by the Association regarding any member of the Society.

#### **SECTION 7. LEGISLATIVE COMMITTEE**

- A. The Legislative Committee shall consist of the chairperson and additional members as necessary to accomplish assigned charges.
- B. The Legislative Committee shall monitor health-related legislation in the State of Ohio.
- C. The Legislative Committee shall maintain a statewide network of members corresponding with the Ohio House of Representatives and Senate districts.

#### **SECTION 8. MEMBERSHIP COMMITTEE**

- A. The Membership Committee shall consist of the chairperson and additional members as necessary to accomplish assigned charges.

- B. The Membership Committee shall maintain a roster of all Society members.
- C. The Membership Committee shall be responsible for recruiting new members to the Society.
- D. The Membership Committee shall review and evaluate membership services and benefits and make recommendations to the Board of Directors.

#### **SECTION 9. NOMINATIONS COMMITTEE**

- A. The Nominations Committee shall consist of the Senior District Directors. The Vice-President of the Society shall Chair the Committee.
- B. The Nominations Committee shall prepare for review and approval by the Board of Directors a slate of nominees for Society officers and District Directors for the annual election at least thirty (30) days prior to the Annual Business Meeting.
- C. The Nominations Committee shall provide a pertinent biographical sketch of each candidate's professional activities and services to the Society which shall accompany the ballot.
- D. On written petition of twenty-five (25) Active Members, not less than sixty (60) days prior to the Annual Business Meeting, any other member or members may be nominated. If a nominating petition is so filed including the nominees biographical sketch, such further nomination shall be placed on the ballot.
- E. It shall be the duty of the Nominations Committee to make a critical appraisal of candidates to assure that the

nominations are in the best interest of the Society through a consideration of personal qualifications.

#### **SECTION 10. PROGRAM COMMITTEE**

- A. The Program Committee shall consist of the chairperson and additional members as necessary to accomplish assigned charges
- B. The Program Committee shall prepare the program for the Annual Meeting and all other programs as directed by the President.

#### **SECTION 11. COMMUNICATIONS COMMITTEE**

- A. The Communications Committee shall consist of the chairperson, and additional members as necessary to accomplish assigned charges with presidential oversight.
- B. The Communications Committee shall be responsible for such communications to the membership as to meet the needs of the Society.
- C. The Communications Committee shall maintain liaisons as has been established by the Board of Directors with other organizations whose activities may be of interest to the members of this Society. This shall include preparation of exhibits, programs, and other items to bring the message of respiratory care and the Society to the public, regulatory agencies, associations, health care institutions and hospitals, educational facilities and other organizations

where use of such material can be expected to recruit new people to the field of respiratory care or promote pulmonary health and disease prevention.

### ***ARTICLE XII - DISTRICT ORGANIZATION***

#### **SECTION 1. BOUNDARIES OF THE DISTRICTS**

The Society shall be divided into six (6) Districts: Central, Eastern, Northeastern, Northwestern, Southern and Western.

- A. The Central District consists of those members who either live or work within the Ohio Counties of:
  - i. Athens
  - ii. Belmont
  - iii. Coshocton
  - iv. Delaware
  - v. Fairfield
  - vi. Fayette
  - vii. Franklin
  - viii. Gallia
  - ix. Guernsey
  - x. Hocking
  - xi. Jackson
  - xii. Knox
  - xiii. Lawrence
  - xiv. Licking
  - xv. Madison
  - xvi. Marion
  - xvii. Morgan
  - xviii. Meigs
  - xix. Monroe
  - xx. Morrow
  - xxi. Muskingum
  - xxii. Noble
  - xxiii. Perry
  - xxiv. Pickaway
  - xxv. Pike
  - xxvi. Richland

- xxvii. Ross
- xxviii. Scioto
- xxix. Union
- xxx. Vinton
- xxxi. Washington

B. The Eastern District consists of those members who either live or work within the counties of:

- i. Ashland
- ii. Carroll
- iii. Columbiana
- iv. Harrison
- v. Holmes
- vi. Jefferson
- vii. Mahoning
- viii. Portage
- ix. Stark
- x. Summit
- xi. Trumbull
- xii. Tuscarawas
- xiii. Wayne

C. The Northeastern District consists of those members who either live or work within the Ohio Counties of:

- i. Ashtabula
- ii. Cuyahoga
- iii. Geauga
- iv. Lake
- v. Lorain
- vi. Medina

D. The Northwestern District consists of those members who either live or work within the Ohio Counties of:

- i. Allen
- ii. Auglaize
- iii. Crawford
- iv. Defiance
- v. Erie
- vi. Fulton
- vii. Hancock
- viii. Hardin
- ix. Henry
- x. Huron

- xi. Lucas
- xii. Mercer
- xiii. Ottawa
- xiv. Paulding
- xv. Putnam
- xvi. Sandusky
- xvii. Seneca
- xviii. Van Wert
- xix. Williams
- xx. Wood
- xxi. Wyandot

E. The Southern District consists of those members who either live or work within the Ohio Counties of:

- i. Adams
- ii. Brown
- iii. Butler
- iv. Clermont
- v. Hamilton
- vi. Highland

F. The Western District consists of those members who either live or work within the Ohio Counties of:

- i. Champaign
- ii. Clark
- iii. Clinton
- iv. Darke
- v. Greene
- vi. Logan
- vii. Miami
- viii. Montgomery
- ix. Preble
- x. Shelby
- xi. Warren

## **SECTION 2. ORGANIZATION**

The internal organization, except where in conflict with these Bylaws, shall not be the concern of this document.

### **SECTION 3. DISTRICT DIRECTORS**

- A. The Senior and Junior District Directors shall be members of the Board of Directors of the Society.
- B. The Active Members of each District shall elect a Junior District Director each year.
- C. The term of office for District Directors shall begin January 1 and shall be for a two (2) year term of office.
- D. The Senior District Director of each District will serve on the Nominations Committee.

### **SECTION 4. ACTIVITIES**

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

### **SECTION 5. RESPONSIBILITIES OF THE DISTRICT DIRECTORS**

- A. Represent the District from which they are elected on the Board of Directors of the Society.
- B. The Senior District Director shall submit a written report prior to each Board of Directors meeting relating to the activities of the District.

### **SECTION 6. REDISTRICTING**

A change in the Districts of the Society would constitute an amendment to these Bylaws subject to Article XVI.

### **ARTICLE XIII - SOCIETY MEDICAL ADVISORS**

The President shall appoint at least one Society Medical Advisor who is a Physician Member of the Society, who shall assist the Board of Directors and Society committees regarding education programs, publications and medical matters, and shall serve as a liaison with the medical organizations in Ohio.

### **ARTICLE XIV - FISCAL YEAR**

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

### **ARTICLE XV - PARLIAMENTARY PROCEDURE**

The rules contained in the most current Robert's Rules of Order shall govern whenever they are not in conflict with the Bylaws of the Society or the Association.

### **ARTICLE XVI - AMENDMENTS**

- A. The process of amending these Bylaws may be initiated in accordance with Article XI, Section 3, if a quorum is present, and if an amendment receives an affirmative majority vote of the Board of Directors present at such meeting within thirty (30) days of receipt from the Bylaws Committee.
- B. Once reviewed by the Board of Directors, the proposed amendments shall be sent to Chartered Affiliates Committee of the Association within thirty (30) days for review. The Association requires two (2) copies of the amended Bylaws:



- i. One (1) copy that possesses the original wording while highlighting the proposed amendments.
  - ii. One (1) clean copy of the amended version.
- C. Upon review by the Association, the proposed amendments shall be presented to the membership for a vote of approval via electronic mail provided that the proposed amendment is sent to each member at the last email address on the records of the Society. Not fewer than fourteen (14) days shall be allowed for return of the votes. A two-thirds (2/3) affirmative vote of the valid votes returned shall be required for adoption. The Elections Committee shall cause the votes to be tallied and the presiding officers shall declare and announce the result to the membership.

**ARTICLE XVII - NON  
DISCRIMINATION**

- A. The Society embraces diversity and multiculturalism in all of its forms and promotes a professional community established with understanding, respect and cultural competence. The Society is enriched by the unique differences found among its diverse members, their patients/clients, and other stakeholders. The Society encourages and promotes a culture where personal and cultural backgrounds are utilized effectively to enhance our profession.
- B. The Society accomplishes this by:
- i. Demonstrating sensitivity to all forms of diversity and multiculturalism including, but not limited to:

- 2. gender and gender identity
- 3. race
- 4. color and ethnicity
- 5. nationality and national origin
- 6. ancestry
- 7. religious affiliation and creed
- 8. sexual orientation
- 9. socio-economic status
- 10. political affiliation
- 11. physical and mental abilities
- 12. veteran and active armed service status
- 13. job responsibilities and experience
- 14. education and training

- ii. Acknowledging the varied beliefs, attitudes, behaviors and customs of the people that constitute its communities of interest, thereby creating a diverse and multicultural professional environment.
- iii. Promoting an appreciation for communication between, and understanding among, people with different beliefs and backgrounds.
- iv. Accommodating the needs of the physically disabled at events and activities.
- v. Using multicultural content and gender-neutral references in documents and publications.
- vi. Promoting diversity education and cultural competence in its professional education programs.
- vii. Recruiting candidates from under-represented groups for leadership and mentoring programs.

- 1. age