

AMERICAN ASSOCIATION FOR RESPIRATORY CARE

Board of Directors Meeting

New Orleans, LA • November 8, 2012

Minutes

Attendance

Karen Stewart, MSc, RRT, FAARC, President
George Gaebler, MEd, RRT, FAARC, President-Elect
Toni Rodriguez, EdD, RRT, FAARC, Past President
Susan Rinaldo-Gallo, MEd, RRT, FAARC, VP/Internal Affairs
Colleen Schabacker, BA, RRT, FAARC, VP External Affairs
Linda Van Scoder, EdD, RRT, FAARC, Secretary/Treasurer
Bill Cohagen, BA, RRT, RCP, FAARC
Lynda Goodfellow, EdD, RRT, FAARC
Fred Hill, Jr., MA, RRT-NPS
Denise Johnson, MA, RRT
Keith Lamb, RRT
Doug McIntyre, MS, RRT, FAARC
Camden McLaughlin, BS, RRT, FAARC
Mike Runge, BS, RRT, FAARC
Frank Salvatore, MBA, RRT, FAARC
Joe Sorbello, MEd, RRT
Greg Spratt, BS, RRT, CPFT
Cynthia White, BA, RRT-NPS, AE-C

Absent

Lori Conklin, MD, BOMA Chair

Consultants

Margaret Traband, MEd, RRT, FAARC, President's Council President
Dianne Lewis, MS, RRT, FAARC, Parliamentarian
Bill Lamb, BS, RRT, CPFT, FAARC, Past Speaker

Staff

Tom Kallstrom, MBA, RRT, FAARC, Executive Director
Sam Giordano, MBA, RRT, FAARC, Consultant
Doug Laher, RRT, MBA, Associate Executive Director/Meetings and Conventions
Tim Myers, MBA, RRT-NPS, Associate Exec Director/Brands Management
Steve Nelson, RRT, FAARC, Associate Executive Director/IT
Cheryl West, Government Affairs Directors
Anne Marie Hummel, Regulatory Affairs Director
Bill Dubbs, MHA, MEd, RRT, Director of Education & Management
Tony Lovio, CPA, Controller
Kris Kuykendall, Executive Assistant

CALL TO ORDER

President Karen Stewart called the meeting of the AARC Board of Directors to order at 8:00am CST, Thursday, November 8, 2012. Secretary/Treasurer Linda Van Scoder called the roll and declared a quorum.

DISCLOSURE

President Karen Stewart reminded members of the importance of disclosure and potential for conflict of interest.

Members stated their disclosures as follows:

Cynthia White – Advisory Boards, Aerogen, Discovery Labs
Fred Hill – Bylaws Chair, Alabama Society for Respiratory Care
Greg Spratt – Director of Clinical Marketing, Oridion/Covidien
Bill Lamb – National Clinical Manager, Ohio Medical Corp; Member, Corporate Council, National Patient Safety Foundation
Lynda Goodfellow – Consultant/Advisor, Teleflex Medical

APPROVAL OF MINUTES

Colleen Schabacker moved to approve the minutes of the July 16, 2012 meeting of the AARC Board of Directors with an amendment - Fred Hill, Alabama State Board of Respiratory Therapy.

Motion Carried

Colleen Schabacker moved to approve the minutes of the July 17, 2012 meeting of the AARC Board of Directors.

Motion Carried

E-MOTION RATIFICATION

Joe Sorbello moved to ratify the E-Motions discussed over the Board AARConnect since July 2012 as follows:

E12-3-81.1 “To ratify the appointment of Robert Joyner to the NBRC Board of Trustees”.

Motion carried

E12-3-15a.1 "To ratify the appointment of Richard Zahodnic to the Sputum Bowl Committee”.

Motion carried

E12-3-9.1 “That the AARC BOD approve the amended bylaws of the Pennsylvania Society for Respiratory Care”.

Motion carried

E12-3-1.1“To ratify the appointment of Dr. Toni Rodriguez to the Elections, Finance, Judicial, Program, Strategic Planning and Membership Committees, and as the BOD Liaison to the International Medical Mission Roundtable”.

Motion carried

E12-3-40.1 “To ratify the appointment of Lois Rowland, MS, RRT-NPS, FAARC as Chair of the Neurorespiratory Roundtable.”

Motion carried

GENERAL REPORTS

President

President Stewart thanked the Board for their support over the past two years.

Executive Director/Office

Susan Rinaldo Gallo moved to accept Recommendation 12-3-1.1 “That the AARC Board of Directors officially endorse the Clinical Practice Guidelines for the Management of Pain, Agitation, and Delirium in Adult Patients in the Intensive Care Unit as requested by the Society of Critical Care Medicine.”

Motion carried

Tom Kallstrom gave highlights of the Executive Office written report. Frank Salvatore challenged the Board to donate to the Disaster Relief fund. The Board thanked Bill Dubbs, who is retiring at the end of 2012, for his many years of service.

Government & Regulatory Affairs

State Government Affairs

Director of Government Affairs, Cheryl West, provided an update on state legislative and regulatory issues.

Federal Government Affairs

Cheryl West provided an update on our legislative issues pending before Congress.

President’s Council

Margaret Traband gave comments on her written report.

STANDING COMMITTEES REPORTS

Bylaws Committee

Susan Rinaldo Gallo moved to accept Recommendation 12-3-9.1 “That the AARC BOD accept and approve the Bylaws of the Alabama Society for Respiratory Care.”

Motion carried

Fred Hill abstained from voting.

Susan Rinaldo Gallo moved to accept Recommendation 12-3-9.2 “That the AARC BOD accept and approve the Bylaws of the Iowa Society for Respiratory Care.”

Motion carried

Susan Rinaldo Gallo moved to accept Recommendation 12-3-9.3 “That the AARC BOD accept and approve the Bylaws of the Maine Society for Respiratory Care.”

Motion carried

Susan Rinaldo Gallo moved to accept Recommendation 12-3-9.4 “That the AARC BOD accept and approve the Bylaws of the Mississippi Society for Respiratory Care.”

Motion carried

Susan Rinaldo Gallo moved to accept Recommendation 12-3-9.5 “That the AARC BOD accept and approve the Bylaws of the Nebraska Society for Respiratory Care.”

Motion carried

Susan Rinaldo Gallo moved to accept Recommendation 12-3-9.7 “That the AARC BOD accept and approve the Bylaws of the Rhode Island Society for Respiratory Care.”

Motion carried

Susan Rinaldo Gallo moved to accept Recommendation 12-3-9.6 “That the AARC BOD accept and approve the Bylaws of the Puerto Rico Society for Respiratory Care.”

Motion carried

Susan Rinaldo Gallo moved to accept Recommendation 12-3-9.8 “That the AARC BOD accept and approve the Bylaws of the South Carolina Society for Respiratory Care.”

Motion carried

Susan Rinaldo Gallo moved to accept Recommendation 12-3-9.9 “That the AARC BOD accept and approve the Bylaws of the Tennessee Society for Respiratory Care.”

Motion carried

Colleen Schabacker abstained from voting.

Susan Rinaldo Gallo moved to accept Recommendation 12-3-9.10 “That the AARC BOD accept and approve the Bylaws of the Utah Society for Respiratory Care.”

Motion carried

Susan Rinaldo Gallo moved to accept Recommendation 12-3-9.11 “That the AARC BOD accept and approve the Bylaws of the Wyoming Society for Respiratory Care.”

Motion carried

Susan Rinaldo Gallo moved to accept Recommendation 12-3-9.12 “That the AARC BOD find the Texas Society for Respiratory Care in violation of Chartered Affiliate Policy CA.007.”

Colleen Schabacker moved to refer to President-elect.

Susan Rinaldo Gallo moved to make a friendly amendment to include a targeted date for the Texas Society for Respiratory Care to revise their bylaws. Susan Rinaldo Gallo withdrew her motion.

Colleen Schabacker withdrew her motion to refer.

Original motion carried

Frank Salvatore moved to accept Recommendation 12-3-9.13 “That the AARC BOD appoint an ad hoc committee to address the current imbalance in the 5-yr review cycle.”

Linda Van Scoder moved to refer back to Bylaws Committee to establish a calendar to present at the April 2013 Board meeting.

Motion carried

Elections Committee

Susan Rinaldo Gallo moved to accept Recommendation 12-3-10.1 “That the following statement be added to Policy CT.003 (Elections Committee – Nomination Process) ‘The Committee's goal will be to have a minimum of two qualified members for each elected position’.” (See Attachment “A”)

Motion carried

Susan Rinaldo Gallo moved to accept the Standing Committee Reports as submitted.

Motion carried

Finance Committee

FM 12-3-12.1 Linda Van Scoder moved to approve the capital purchases from July – September 2012 in the amount of \$6,597.79.

Motion carried

Susan Rinaldo Gallo moved to accept the Standing Committee reports as presented.

Motion carried

SPECIALTY SECTION REPORTS

Adult Acute Care Section

Susan Rinaldo Gallo moved to accept Recommendation 12-3-50.1 “That the BOD evaluate the feasibility of creating a Critical Care Clinic Fellowship syllabus and in conjunction with large academic centers, implement such a fellowship.”

Frank Salvatore moved to refer to Executive Office.

Motion carried

Susan Rinaldo Gallo moved to accept Recommendation 12-3-50.2 “That the BOD evaluate the feasibility of creating and supporting a monthly critical care teleconference and potentially offering continuing education credits for participants.”

Colleen Schabacker moved to refer to Executive Office for feasibility.

Motion carried

Continuing Care Rehabilitation Section

Susan Rinaldo Gallo moved to accept Recommendation 12-3-51.1 “That the AARC pursue a more formal partnership with the AACVPR which has been recommended in the AACVPR report.”

Colleen Schabacker moved to refer to Executive Office for investigation and follow-up.

Motion carried

Karen Stewart added a friendly amendment to receive a follow up by the April 2013 Board meeting. Colleen Schabacker and Camden McLaughlin agreed to the friendly amendment.

Motion to refer as amended carried

Education Section

Susan Rinaldo Gallo moved to accept Recommendation 12-3-53.1 “That the Preceptor Training Program as developed by the Preceptor Training Subcommittee of the Education Section be accepted, at least in concept, as the AARC's Preceptor Training Program.”

Linda Van Scoder moved to refer to Executive Office to explore and report back at the April 2013 Board meeting.

Motion carried

Susan Rinaldo Gallo moved to accept the Specialty Section Reports as presented.

Motion carried

RECESS

President Stewart recessed the meeting of the AARC Board of Directors at 9:40am CST Thursday, November 8, 2012.

RECONVENE

President Stewart reconvened the meeting of the AARC Board of Directors at 10:00am CST Thursday, November 8, 2012.

SPECIAL COMMITTEE REPORTS

Membership Committee

Frank Salvatore informed the Board of a new membership recruitment campaign that he will announce at the Joint Session meeting.

Position Statement Committee

FM 12-3-26.1 Colleen Schabacker moved to approve the white paper on “Best Practices in Respiratory Care Productivity and Staffing”.

Linda Van Scoder moved to postpone voting on this motion until Friday, November 9, 2012.

Motion carried

FM 12-3-26.2 Colleen Schabacker moved to bring back the Concurrent Therapy paper for revision by the Position Statement Committee to redevelop and submit a draft by April 2013 and final by July 2013.

Motion carried

SPECIAL REPRESENTATIVES REPORTS

American Heart Association

Colleen Schabacker moved to accept Recommendation 12-3-64.1 “That the AARC Executive Office pursue the AHA’s intent to limit the ability to issue cards for respiratory therapists who are seeking advance life support provider or instructor status enforced by some regional offices.”

Motion carried

Colleen Schabacker moved to accept the Special Representatives Reports as submitted.

Motion carried

ROUNDTABLE REPORTS

Susan Rinaldo Gallo moved to accept the Roundtable Reports as submitted.

Motion carried

AD HOC COMMITTEE REPORTS

Ad Hoc Committee to Recommend Bylaws Changes

Denise Johnson moved to accept Recommendation 12-3-30.1 “Review and accept proposed changes to AARC Bylaws as presented.” (See Attachment “B”)

Linda Van Scoder moved to refer back to the Ad Hoc Committee to Recommend Bylaws Changes to bring back a clean copy at the April 2013 Board meeting.

Motion carried

LUNCH RECESS

President Stewart recessed the meeting of the AARC Board of Directors at 11:30am CST Thursday, November 8, 2012.

JOINT SESSION

Speaker-elect, John Steinmetz, convened Joint Session at 1:34pm CST, Thursday, November 8, 2012. Secretary/Treasurer Linda Van Scoder called the roll and declared a quorum.

Commission on Accreditation of Respiratory Care - CoARC

Dr. Kathy Rye, CoARC President-elect, gave highlights of the written report.

Elections Committee Report

Jim Lanoha, Elections Committee Chair, announced the 2013 election results.

Vice President Internal Affairs – Brian Walsh
Vice President External Affairs – Colleen Schabacker
Secretary/Treasurer – Frank Salvatore
Director-at-Large – Sherri Tooley
Director-at-Large – Gary Wickman
Homecare Section – Kimberly Wiles
Neonatal/Pediatrics – Natalie Napolitano
Sleep Section – Russell Rozensky

Government Affairs

Cheryl West commented on current state affairs. Anne Marie Hummel and Miriam O’Day gave comments on the Government and Regulatory Affairs report. Sam Giordano gave an update on Medicare Part B Initiative.

Karen Stewart and Karen Schell presented Sam Giordano with a retirement gift from the Board of Directors and House of Delegates.

International Committee Report

John Hiser gave highlights of his written report.

This year there were 23 International Fellowship applications from 18 different countries and 7 new countries and 20 City Hosts applied. There were 7 International Fellows selected and 2 alternates:

China – Ling Liu – Honolulu, HI and Oakland, CA (Kaiser)
China – Manling Liu – Portland, OR and Oakland, CA (Katy)
Ecuador – Raul Castro Garcia – Charleston, SC and Winston-Salem, NC
Ghana – Audrey Forson – Emporia, KS and Salt Lake City, UT
Haiti – Job Joseph – Charlottesville, VA and Washington, DC
India – Anitha Nileshtar – Brooklyn, NY and Baltimore, MD
Turkey – Sanihe Ugurlu – Cincinnati, OH and Baltimore, MD

Alternates:

Argentina – Marina Busico
Columbia – Lsybeth Yamylle Roldan Valencia

John Hiser reported that the House of Delegates has donated over \$35,000 to the International Fellows Program in the past 6 years.

MEMBERSHIP

Frank Salvatore presented the new membership recruitment campaign that will run from November 1, 2012 through October 31, 2013.

EXECUTIVE SESSION

Linda Van Scoder moved to go into Executive Session to discuss the current 2012 and proposed 2013 budget with the AARC Board of Directors and House of Delegates at 3:10pm CST, Thursday, November 8, 2012.

Motion carried

Denise Johnson moved to come out of Executive Session.

Motion carried

Executive Session ended at 3:30pm CST, Thursday, November 8, 2012.

Colleen Schabacker moved to approve the 2013 budget.

Motion carried

RECESS

President Karen Stewart recessed the meeting of the AARC Board of Directors at 3:31pm CST, Thursday, November 8, 2012.

Meeting minutes approved by AARC Board of Directors as attested to by:

Frank Salvatore, MBA, RRT, FAARC
AARC Secretary/Treasurer

Date

Attachment “A”

Policy No. CT.003 – Elections Committee – Nomination Process

American Association for Respiratory Care Policy Statement

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Policy No.: CT.003

SECTION: Committees
SUBJECT: **Elections Committee – Nominations Process**
EFFECTIVE DATE: December 14, 1999
DATE REVIEWED: November 8, 2012
DATE REVISED: December 4, 2012

REFERENCES: AARC Bylaws, CT.005, and Delegate Handbook

Policy Statement:

The process used to prepare a slate of candidates for Association offices and to conduct elections shall be in accordance with the following revision from AARC's July 2011 BOD meeting.

Policy Amplification:

1. An official nomination form must be submitted for each nominee.
2. Each nominee shall be notified of the location on-line where they can find the requirements of the Elections Committee in order to continue in the elections process with full instructions and the submission deadline date.
3. All candidates shall submit information (e.g., answers to questions. **Biographical form**) required of all nominees with a defined date of return to the Executive Office for preparation and publication in the appropriate publication to provide the general membership with additional information about the candidates.
4. An AARC Officer or Director shall not hold a paid or voluntary position of authority for or in any AARC Chartered Affiliate during his/her term of office as an AARC Officer or Director. Candidates holding such positions must submit in writing a plan for resolution of any conflict of interest prior to Election Committee consideration of candidates.
5. Questions will be derived from HOD/BOD input, and organized/compiled by the Elections Committee. Nominees will respond via mail, e-mail or fax to the Executive Office according to established timelines.
6. The administrator/supervisor of each nominated individual must submit written certifying support for the candidate's nomination and time commitment for AARC responsibilities.
7. The Elections Committee members, under the guidance of the Committee chair, will review the compiled data, assess qualifications, rank, etc. Once the data is compiled, it will be sent to each committee member, followed by a telephone conference, and the

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committee will decide upon a slate of candidates.

8. All nominated individuals shall be notified in writing the outcome of their nomination.
9. All deliberations within the Elections Committee for preparation of the slate of candidates shall be performed in Executive Session and may not be discussed beyond the committee. Any committee member breaching confidentiality of the aforementioned deliberations shall be referred to the AARC Judicial Committee for appropriate action.
10. The Elections Committee Chair shall submit the elections slate in writing to the Board of Directors and the House of Delegates no later than June 1. This deadline for submission of nominees may be extended as necessary.
11. Voting will be by an online process with the order of candidate names randomly listed.
12. The Elections Committee Chair shall receive and review the layouts of the general election ballots and the biographical forms.
13. The Elections Committee shall forward a roster of all nominees for the AARC Board of Directors to the President and/or President-elect which would include all personal contact information for these individuals (i.e., e-mail, work address, work phone, etc.) for consideration in the committee appointment process.
14. Past speakers of the House of Delegates are eligible for nomination for Association officer positions to include Secretary-Treasurer, Vice President for Internal Affairs, Vice President for External Affairs and President-elect, provided that they will have completed their full term of office as speaker-elect, speaker and immediate past speaker sometime prior to the year for which they would serve as an Association officer.
15. Write-in candidates for Directors and Officers of the Board of Directors of the AARC must meet the minimum eligibility requirements for the office for which they have received votes.
16. The Elections Committee shall have the ability to extend the established nomination period by 20 days if a full slate of candidates for each position has not been obtained.
17. The Committee's goal will be to have a minimum of two qualified members for each elected position.

DEFINITIONS:

ATTACHMENTS: Biographical Form Guidelines (See Appendix)

Attachment “B”

AARC Bylaws (*revisions from Nov 2012 BOD meeting included*)

ARTICLE I - NAME

This organization shall be known as the American Association for Respiratory Care, incorporated under the General Not-For-Profit Corporation Act of the State of Illinois, hereinafter referred to as the Association.

ARTICLE II - OBJECT

SECTION 1. PURPOSE

AARC Vision/Mission Statement

The American Association for Respiratory Care (AARC) will continue to be the leading national and international professional association for respiratory care. The AARC will encourage and promote professional excellence, advance the science and practice of respiratory care, and serve as an advocate for patients, their families, the public, the profession and the respiratory therapist.

The Association is formed to:

- a. Encourage, develop, and provide educational programs for those persons interested in respiratory therapy and diagnostics, hereinafter referred to as Respiratory Care.
- b. Advance the science, technology, ethics, and art of respiratory care through institutes, meetings, lectures, publications, and other materials.
- c. Facilitate cooperation and understanding among respiratory care personnel and the medical profession, allied health professions, hospitals, service companies, industry, governmental organizations, and other agencies interested in respiratory care.
- d. Provide education of the general public in pulmonary health promotion and disease prevention.

SECTION 2. INTENT

- a. No part of the monies of the Association shall inure to the benefit of any private member or individual, nor shall the Association 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 Association 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 payee or distributees are exempt from income taxation, and if gifts or transfers to the payee or distributees are then exempt from taxation under the provisions of Sections 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 Association, whether voluntary or involuntary, all of its remaining assets shall be distributed in such a manner as the Board of Directors of this Association shall by majority vote determine to be best calculated to carry out the objectives and purposes for which the Association is formed. The distribution of the funds, income, and property of this Association upon the dissolution may be made available to any 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 distributee are then exempt from taxation under the provisions of Sections 501, 2055 and 2522 of the Internal Revenue Code or changes which amend or supersede the said sections.

d. The Association shall not commit any act which shall constitute the unauthorized practice of medicine under the laws of the State of Illinois or any other state.

ARTICLE III - MEMBERSHIP

SECTION 1. CLASSES

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

SECTION 2. ACTIVE MEMBER

An individual is eligible for Active Membership if he/she lives in the United States or its territories or was an Active Member prior to moving outside its borders or territories, and meets ONE of the following criteria: (1) is legally credentialed as a respiratory care professional if he/she is employed in a state or territory that maintains a legal credential for respiratory care professionals OR (2) is a graduate of an educational program in respiratory care accredited by an AARC- recognized agency, OR (3) holds a credential issued by an AARC-recognized agency. An individual who was an AARC Active Member in good standing on December 8, 1994, will continue as such, providing his/her membership remains in good standing. Active Members in good standing shall be entitled to all the rights and privileges of membership of the Association including: the rights to hold office, hold committee chairs, and vote.

SECTION 3. 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 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 Association. There shall be the following subclasses of Associate Membership:

a. Foreign Member – Individuals will be classified as foreign members if they meet all the requirements for Associate Membership and they are citizens of or reside in any country other than the United States of America.

b. Student Member – Individuals will be classified as Student Members if they meet all the requirements for Associate Membership and are enrolled in an educational program in respiratory care accredited by, or in the process of seeking accreditation from, an AARC-recognized agency.

c. Foreign Student Member – Individuals will be classified as Foreign Student Members if they meet all the requirements for a Foreign Member and are enrolled in an educational program in respiratory care which is accredited or is seeking accreditation by an appropriate governmental or professional accrediting agency.

d. Physician Member – Individuals will be classified as Physician Members if they meet all the requirements for Associate membership and are duly licensed as doctors of medicine or osteopathy.

e. 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 equipment or products which are directly or indirectly used in the area of respiratory care.

SECTION 4. SPECIAL MEMBER

a. Life Member – Life Members shall be members who have rendered outstanding service to the Association as Active Members. Life Members shall have all the rights and privileges of active membership of the Association. Life Members shall be exempt from the payment of dues. Hereinafter all references to Active Members shall refer to both Active and Life Members of the Association.

- b. Honorary Members – Honorary Members shall be persons who have rendered distinguished service to the field of respiratory care. Honorary Members shall have all the rights and privileges of Associate Membership of the Association. Honorary Members shall be exempt from the payment of dues.
- c. General Member – General Members shall be individuals who have an interest in respiratory care and who do not qualify for other membership classifications. General Members shall have all the rights and privileges of Associate Membership in the Association.

SECTION 5. PREREQUISITES FOR MEMBERSHIP

Applicants for membership shall meet all 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.

SECTION 6. APPLICATION FOR MEMBERSHIP

- a. Applicants for membership shall submit their completed official application to the Executive Office of the Association.
- b. The names and addresses of applicants accepted by The Executive Office shall be submitted for publication.
- c. Any member or members may object to approval of an applicant for membership by filing written objection with the Executive Office within (30) calendar days after publication of the applicant's name. If an objection is received, the Executive Office shall promptly notify the President, Judicial Committee Chair, the applicant, and the Chartered Affiliates-President. Whenever there is an objection, the Judicial Committee shall reevaluate the application and make a decision regarding admission.

SECTION 7. SPECIALTY SECTIONS

- a. Specialty Sections representing particular areas of interest within respiratory care shall be made available to Active, Associate, and Special Members of the Association. The purpose, organization and responsibilities of Specialty Sections shall be defined in the policies and procedures of the Association. **Specialty Sections with a minimum of 1000 active members may be considered for a seat on the Board.**
- b. The active members of each Specialty Section shall elect a Chair-elect every third year. Elections shall be staggered such that a maximum of one third (1/3) of section chairs-elect shall be elected each year.

SECTION 8. PAYMENT OF DUES

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

SECTION 9. ETHICS

If the conduct of any member 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 Association, or shall appear to be prejudicial to the Association's interests, such members may be reprimanded, suspended, expelled, or have their membership status reclassified in accordance with the procedures set forth in the Association's policies and procedures.

ARTICLE IV - OFFICERS

SECTION 1. OFFICERS

- a. The Officers of the Association shall consist of the President, Immediate Past President, Vice President for Internal Affairs, Vice President for External Affairs, Secretary-Treasurer, and in alternate years President-Elect, and shall be elected in accordance with the provisions of Article XII, Section 2 (b).
- b. Officers of the Association shall not concurrently be members of national respiratory care credentialing or accreditation bodies, **chartered affiliate staff or voting members of their Board of Directors.**

SECTION 2. TERM OF OFFICE

- a. The term of office for the President-elect shall be one (1) year. The term of office for the President, Immediate Past President, Vice President for Internal Affairs, Vice President for External Affairs, and Secretary-Treasurer shall be two (2) years. The term shall begin immediately following the Annual Business Meeting.
- b. The President-elect shall complete immediate successive full terms for the offices of President-elect, President, and Immediate Past President before being eligible to serve a successive term in any elected office.

SECTION 3. VACANCIES IN OFFICE

- a. 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 until a special election can be held to fill the office.
- b. In the event of a vacancy in the office of President-elect due to resignation or inability to perform duties, the Vice President for Internal Affairs shall assume the duties, but not the office, of the President-elect and shall also continue to serve as Vice President for Internal Affairs until a special election is held to fill the office of President-elect.
- c. Any vacancy in the office of either Vice President or the Secretary-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.
- d. 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 4. DUTIES OF OFFICERS

- a. President – The President shall be the Chief Executive Officer of the Association. The President shall preside at the Annual Business Meeting and all meetings of the Board of Directors; prepare an agenda for the Annual Business meeting and submit it to the membership not fewer than thirty (30) calendar days prior to such a meeting in accordance with Article VI 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) calendar days prior to such meeting; appoint standing and special committees subject to approval of the Board of Directors; be an ex-officio member of all committees except the Elections Committee; and present to the Board of Directors and membership an annual report of the Association.
- b. President-elect – The President-elect, if sitting, shall perform duties as assigned by the President or Board of Directors.
- c. Vice President for Internal Affairs – The Vice President for Internal Affairs shall serve as a liaison to the committees **and groups** of the Association **as designated by the President** and perform such other duties as shall be assigned by the President or the Board of Directors. The Vice President for Internal Affairs shall assume the duties of the President-elect in the event of the President-elect's absence, resignation, or disability, but will also carry out the duties of the office of the Vice President for Internal Affairs.

- d. Vice President for External Affairs – The Vice President for External Affairs shall serve as a liaison to **committees and groups as designated by the President**, and perform such other duties as shall be assigned by the President or the Board of Directors.
- e. Secretary-Treasurer – The Secretary Treasurer shall see that full and accurate accounts are kept; see that the Executive Office submits monthly financial statements to the Board of Directors, House of Delegates Officers, and the Finance Committee within a reasonable period of time after the monthly closing of the books, make a complete written yearly report at the Annual Business Meeting; keep complete and accurate minutes of meetings of the Board of Directors, Executive Committee, Finance Committee, the Annual Business Meeting, and any other meeting as directed by the President; and perform such other duties as shall be assigned by the President or the Board of Directors. At the expense of the Association, the Secretary-Treasurer shall be bonded in an amount determined by the Board of Directors.
- f. Immediate Past President – The Immediate Past President, shall advise and consult with the President, serve as a member of the Bylaws Committee, serve as a liaison to the Board of Medical Advisors and perform such other duties as shall be assigned by the President or the Board of Directors. If the office of President becomes vacant, the Immediate Past President will resume the duties of President until a special election can be held.

ARTICLE V - BOARD OF DIRECTORS

SECTION 1. COMPOSITION AND POWERS

- a. The executive government of the Association shall be vested in a board of at least seventeen (17) **and no more than eighteen (18)** Active Members consisting of **at least** five (5) Officers, **and twelve (12)** Directors-at-Large, and/or Section Chairs serving as a Director. So long as the number of Section Chairs serving as Directors is at least six (6), the number of at-Large Directors shall be equal to the number of Section Chairs serving as Directors. If the number of Section Chairs serving as Directors is less than six (6), the number of at-Large Directors shall be increased to assure a minimum of **twelve (12) director seats** on the Board of Directors. The Immediate Past Speaker of the House of Delegates, the Chair of the Presidents Council, and the Chair of the Board of Medical Advisors shall serve as non-voting members. Directors shall be elected in accordance with the provisions of Article XII, Section 2 (b).
- b. Members of the Board of Directors shall not concurrently be members of national respiratory care credentialing or national respiratory care accreditation bodies, **chartered affiliate staff or voting members of their Board of Directors**.
- c. The President shall be the 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 deemed necessary, who shall have the privilege of voice but not vote.

SECTION 2. TERM OF OFFICE

Up to one-third (1/3) of the at-Large Directors shall be elected each year, and the term of office for all Directors shall begin following the Annual Business Meeting and shall be three (3) years.

SECTION 3. DUTIES

The Board of Directors shall:

- Supervise all the business and activities of the Association within the limitation of these Bylaws.
- Employ a business counsel to be identified as the Executive Director, who shall manage the Executive Office from which the business of the Association is conducted.
- Govern the activities of the Executive Director.
- Grant charters to affiliates which meet the requirements for affiliation upon recommendation of the Chartered Affiliates Committee; and have the power to revoke charters.

- e. Adopt and rescind standing rules, regulations, policies, and procedures of the Association.
- f. After consideration of the budget, determine for the following year the amount of membership dues, remunerations, stipends, and other related matters.
- g. Furnish the elections committee with the names of qualified candidates for AARC Officers.
- h. Perform such other duties as may be appropriate for the management of the Association.

SECTION 4. VACANCIES

- a. Any vacancy that occurs in the office of an at-Large Director shall be filled by appointment by the Board of Directors.
- b. An appointed at-Large Director shall serve until the next scheduled election, or until a successor is elected.
- c. Any vacancy that occurs in the office of Section Chair serving as a Director shall be filled by the Chair-elect of that Specialty Section, if one is serving at that time. The ascending Chair-elect shall serve the unexpired term of the Chair and his or her own three (3) year term. If there is no Chair-elect, that Specialty Section will hold a special election of a Chair, who will serve the unexpired term and his or her own three (3) year term.
- d. If no Chair-elect is serving at the time of vacancy, the vacancy shall be filled by appointment, of a member of that Specialty Section, by the Board of Directors. An appointed Section Director shall serve until the next scheduled election, or until a successor is elected.
- e. The Board of Directors shall have the power to declare an office or seat on the Board of Directors vacant by a two-thirds (2/3) vote upon refusal, neglect or inability of any officer or director to perform their duties, or for any conduct deemed prejudicial to the Association. Written notice shall be given to the member that the office has been declared vacant.

SECTION 5. MEETINGS

- a. The Board of Directors shall meet immediately preceding and immediately following the annual Business Meeting of the Association and shall hold not fewer than two (2) regular and separate meetings during the course of the year.
- b. Special meetings of the Board of Directors shall be called by the President at such times as the business of the Association shall require, or upon written request by the majority of the Board of Directors filed with the President and the Executive Director of the Association.
- c. Meetings of the Board of Directors may be in person, by telephone or video conferencing or other electronic means as shall be determined by the Board of Directors.
- d. A majority of the Board of Directors shall constitute a quorum at any meeting of the Board.

SECTION 6. VOTE OF MEMBERSHIP

Whenever, in the judgment of the Board of Directors, it is necessary to present any business to the membership, prior to the next 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. Such votes shall require approval of a majority of the valid votes received within thirty (30) calendar days after date of such submission to the membership. The result of the vote shall control the action of the Association.

ARTICLE VI - ANNUAL BUSINESS MEETING

SECTION 1. DATE AND PLACE

- a. The Association shall hold an Annual Business Meeting each calendar year. Additional meetings may be held as required to fulfill the objectives of the Association.
- 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 may cancel the scheduled meeting, set a new date and place if feasible, or conduct the business of the meeting by alternate means provided the material is distributed in the same words to the membership.

SECTION 2. PURPOSE

- a. The Annual Business Meeting shall be for the purpose of receiving reports of 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 for other business brought by the President.

SECTION 3. NOTIFICATION

Written notice of the time and place of the Annual Business Meeting shall be sent to all members of the Association not less than five (5) nor more than forty (40) calendar days prior to the meeting. An agenda for the Annual Business Meeting shall be sent to all members not fewer than thirty (30) calendar days prior to the Annual Business Meeting.

ARTICLE VII - HOUSE OF DELEGATES

SECTION 1. COMPOSITION

- a. The House of Delegates shall be composed of from one (1) to three (3) delegates from each Chartered Affiliate of the Association. They shall be hereinafter referred to as the Delegation.
- b. A Speaker shall be elected by and from the House to chair House meetings. The House shall elect such other officers and be responsible for such organizational practices as it may otherwise require.

SECTION 2. PURPOSE

The House of Delegates shall serve as a representative body of the general membership and the representative body of the Chartered Affiliates of the Association. It shall participate in the establishment of the goals and objectives for the Association and participate in the governance of the Association.

SECTION 3. DUTIES

- a. The House of Delegates shall adopt such rules, regulations, policies, and procedures with respect to the House as it may deem necessary or appropriate, and all Delegates shall be bound thereby.
- b. The House Speaker may appoint members to the House Committees, subject to the approval of the House of Delegates. In the event of vacancies occurring in any House Committee, the Speaker may appoint members to fill such vacancies, subject to the approval of the House of Delegates.
- c. Each Delegate shall:
 1. Attend all meetings of the House of Delegates and report the activities to the respective Chartered Affiliate.
 2. Attend the Annual Business Meeting of the Association as the representative of the Active Members of the Association within their respective Chartered Affiliate.
 3. Furnish the Elections Committee with the names of qualified members for nomination as Director-at-Large.
 4. At the direction of their respective Chartered Affiliate, present proposed amendments to the Bylaws Committee.

5. Perform such other duties of office as may be necessary or required.

SECTION 4. MEETING

The House of Delegates shall meet preceding the Annual Business Meeting of the Association and at such other times as called by its Speaker or by the majority vote of the House of Delegates.

SECTION 5. ELECTION OF DELEGATES

- a. The Delegation shall be elected by the Active Members of the Association within their respective Chartered Affiliates.
- b. Only Active Members in good standing of the Association who are not on the Board of Directors of the Association shall be eligible to be members of a delegation.
- c. The Chartered Affiliate shall have the power to declare any position of the Delegation vacant upon refusal, neglect or inability of the Delegate to perform the duties of office, or for any other conduct deemed prejudicial to the Chartered Affiliate of the Association. Written notice shall be given to that Delegate and the Speaker of the House of Delegates that the office has been declared vacant.

SECTION 6. VOTING

- a. Each delegation shall have one (1) vote for each Active Member within their Chartered Affiliate as submitted by the Executive Office and certified by the House of Delegates Credentials Committee.
- b. The House Speaker shall appoint the members of the House Credentials Committee from the House. This Committee shall certify the Delegation and number of votes each Delegation may cast.

SECTION 7. QUORUM

A majority of the credentialed Delegations shall constitute a quorum at any meeting of the House of Delegates.

ARTICLE VIII - BOARD OF MEDICAL ADVISORS

SECTION 1. COMPOSITION

The Board of Medical Advisors of the Association shall consist of no less than twelve (12) individual members. Representation shall be maintained from each member organization, as defined by the Association Board of Directors policy. Members of the Board of Medical Advisors shall not concurrently be members of national respiratory care credentialing or accreditation bodies. Appointees to the Board of Medical Advisors must be physicians who have an identifiable role in clinical, organizational, educational or investigative respiratory care. Members of the Board of Medical Advisors must be members of the Association during their term.

SECTION 2. TERM OF OFFICE

Each member shall be appointed by the sponsoring member organization in such a manner that no more than one-fourth of the members of the Board of Medical Advisors shall be replaced in any year. Any vacancy that occurs on the Board of Medical Advisors should be filled by an appointment from the member organization. Terms shall commence immediately following the Annual Business Meeting.

SECTION 3. DUTIES

- a. The Board of Medical Advisors shall elect their own officers and be responsible for such organizational policies and procedures as they may require.
- b. The Board of Directors of the Association and all of its committees and specialty sections may consult with the Board of Medical Advisors in regard to medical issues. The Board of Medical Advisors shall assist the appropriate committees and specialty sections regarding medical and educational issues.
- c. The Chair of the Board of Medical Advisors shall be a non-voting member of the Board of Directors.

SECTION 4. MEETINGS

An annual meeting of the Board of Medical Advisors shall be held at the time and place of the Annual Meeting of the Association, and other meetings shall be held at such times and places as shall be determined necessary by the Board of Medical Advisors.

ARTICLE IX - PRESIDENTS COUNCIL

- a. The Presidents Council shall be composed of Past Presidents of the Association who have been elected to membership by the Council.
- b. The Presidents Council shall serve as an advisory body to the Board of Directors and perform other duties assigned by the Board of Directors.
- c. The Presidents Council shall elect a Chair from its membership to serve a one-year term beginning immediately following the Annual Business Meeting.
- d. The Chair of the Presidents Council shall serve as a non-voting member of the Board of Directors and preside at meetings of the Presidents Council.
- e. The Presidents Council shall meet annually following the Annual Business meeting of the Association.
- f. The Presidents Council may appoint committees as necessary to complete its duties.
- g. In the event of a vacancy in the Chair, the vacancy shall be filled according to the procedure defined by the Association.

ARTICLE X - CHARTERED AFFILIATES

SECTION 1. REQUIREMENTS

Twenty (20) or more Active members in good standing of the Association meeting the requirements for affiliation may become a Chartered Affiliate of the Association upon the affirmative recommendation of the Chartered Affiliates Committee and approval by the Board of Directors of the Association. Active Members of Chartered Affiliates must be Active Members of the Association. The minimum geographical boundaries of an applicant for a Chartered Affiliate of the Association shall encompass one or more entire states, territories, possessions, or protectorates of the United States. The District of Columbia shall be considered an entire state for this section.

SECTION 2. ADMISSION PROCEDURE

The formal application for a charter shall be sent to the Executive Office of the Association and shall consist of a list of officers, membership, minutes of the organizational meeting, the Bylaws, and a letter requesting approval of the proposed medical advisor or advisors.

SECTION 3. MEDICAL ADVISOR

Each Chartered Affiliate shall have one (1) or more medical advisors whose name(s) shall be submitted to the Board of Medical Advisors.

SECTION 4. DUTIES

A copy of the minutes of every meeting of the governing body and other business meetings of the Chartered Affiliates shall be sent to the Executive Office of the Association within thirty (30) calendar days following the meeting.

SECTION 5. SUSPENSION OR REVOCATION OF A CHARTER

- a. The Board of Directors of the Association may suspend or revoke the charter of any affiliate with due and sufficient cause or upon the failure of an affiliate to maintain a membership of at least twenty (20) Active Members in good standing of the Association.
- b. Action for the suspension or revocation of the charter of any affiliate shall follow approved Association policy and procedure.

ARTICLE XI - INTERNATIONAL AFFILIATES

SECTION 1. REQUIREMENTS

Twenty (20) or more Foreign Members in good standing of the Association meeting the requirements for affiliation may become an International Affiliate of the Association upon the affirmative recommendation of the Chartered Affiliates Committee, and approval by the Board of Directors of the Association.

SECTION 2. INTERNATIONAL AFFILIATE ADMISSION PROCEDURE

The formal application for International Affiliate status shall be sent to the Executive Office of the Association and shall consist of a list of officers, membership, minutes of the organizational meeting, the Bylaws, and a letter requesting approval of the proposed medical advisor or advisors.

SECTION 3. INTERNATIONAL AFFILIATE MEDICAL ADVISOR

Each International Affiliate shall have one (1) or more medical advisors whose name(s) shall be submitted to the Board of Medical Advisors.

SECTION 4. INTERNATIONAL AFFILIATE DUTIES

A copy of the minutes of every meeting of the governing body and other business meetings of the International Affiliate shall be sent to the Executive Office of the Association within thirty (30) calendar days following the meeting.

SECTION 5. SUSPENSION OR REVOCATION OF INTERNATIONAL AFFILIATE STATUS

- a. The Board of Directors of the Association may suspend or revoke the International Affiliate status with due and sufficient cause or upon the failure of an affiliate to maintain a membership of at least twenty (20) Foreign Members.

b. Action for the suspension or revocation of International Affiliate status shall follow approved Association policy and procedure.

ARTICLE XII - COMMITTEES

SECTION 1. STANDING COMMITTEES

a. The standing committees of the Association shall be: Bylaws, Elections, Executive, Finance, Judicial, Program and Strategic Planning. The Chair and members of standing committees, not otherwise designated in these Bylaws or Association Policy and Procedure, shall be appointed by the President, subject to the approval of the Board of Directors. With the exception of the Elections and Bylaws Committees, committee terms shall be for two (2) years. The Chartered Affiliates Committee, as referred to in these Bylaws, shall be a standing committee of the House of Delegates.

b. Decisions of standing committees, except as specified in Article XII, Section 2 (a) (3), may be appealed to the Board of Directors. A two-thirds (2/3) vote of the Board of Directors shall be required to sustain an appeal.

SECTION 2. COMPOSITION AND DUTIES OF COMMITTEES

a. Bylaws Committee

1. The committee shall be composed of the Immediate Past President and four (4) additional Active Members of the Association elected by the House of Delegates. The House elect members shall serve two year terms. These terms shall be staggered, with two (2) members being elected each year. The Chair shall be the senior House elect member, who, between the two senior members, received the greatest number of votes cast by the House.

2. Proposed amendments to the Bylaws may be originated by the Bylaws Committee or submitted to the Bylaws Committee only by the Board of Directors, House of Delegates, or Chartered Affiliates. The committee shall review the amendments proposed by any of the foregoing bodies and shall submit its recommendations to the proponent. Upon receipt of such recommendations, the proponent may, but shall not be obliged to, withdraw the proposed amendments from further consideration. Any proposed amendments that are not withdrawn by the proponent and any proposed amendments which are originated by the Bylaws Committee shall be delivered to the House of Delegates and the Board of Directors, with the committee's recommendations for same, at least sixty (60) calendar days prior to the date on which voting begins.

3. In the event of a problem with the interpretation of the Bylaws, the question shall be referred to the Bylaws Committee. Either the Board of Directors or the House of Delegates may refer a Bylaws interpretation matter to the committee by a two-thirds (2/3) affirmative vote. The decision of the committee shall be final.

b. Elections Committee

1. The committee shall be composed of **six (6)** Active Members; three (3) elected by the House of Delegates and two elected by the Board of Directors **and the Immediate Past President**. The Chair shall be selected by the House of Delegates.

2. The term of office for each member, **except the Immediate Past President** shall be three (3) years. The election of the members shall be staggered, so that no more than 50% of the membership changes each year.

3. The committee shall screen candidates nominated for Director, Officer, and Specialty Section Chair-Elect positions. Nominations for at-Large Directors shall be submitted to the committee only by the House of Delegates. Nominations for Section Chair-elect shall be submitted to the committee only by members of that Specialty Section. Nominations for Officers shall be submitted to the committee only by the Board of Directors.

4. The Chair of the committee shall report the slate of nominees to the Board of Directors and House of Delegates no later than June 1. The final slate of candidates shall be submitted to the Board of Directors and the House of Delegates before submission to the general membership.

5. The committee shall be responsible for preparing, distributing, receiving, and verifying all ballots. At least sixty (60) days prior to the Annual Business Meeting, ballots setting forth the slate of candidates shall be made available to Active Members of the Association in good standing. Only Active Members of a Specialty Section may vote for the Chair-elect of the Specialty Section. Provisions shall be made on the ballot for write-in votes for each office to be filled. Voting will close no less than thirty (30) calendar days prior to the Annual Business Meeting. Ballots shall be counted no less than twenty-one (21) calendar days prior to the Annual Business Meeting. The deadline date and time shall be clearly indicated on the ballot.

6. Association elections shall be determined by a plurality of the votes cast. A tie vote shall be decided by lot.

c. Executive Committee

1. The Executive Committee of the Board of Directors shall be composed of the President, Immediate Past President, Vice President for Internal Affairs, Vice President for External Affairs, Secretary-Treasurer, and in alternate years, the President-Elect.

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

d. Finance Committee

1. The Finance Committee is composed of the Executive Committee of the Board of Directors and the House of Delegates Treasurer and Speaker-elect. The committee shall be chaired by the President. The committee shall submit for approval the annual budget to the House of Delegates and the Board of Directors.

2. The Audit Subcommittee shall consist of the Speaker-elect, who shall be the chair, the House of Delegates Treasurer, and one member of the Executive Committee appointed by the President. The Secretary-Treasurer shall be a non-voting member. The subcommittee is responsible for monitoring the financial affairs of the Association in cooperation with external independent auditors.

e. Judicial Committee

1. The committee shall consist of not fewer than four (4) Active Members.

2. The committee shall review membership challenges, or complaints against any member charged with any violation of the Association's Articles of Incorporation, Bylaws, standing rules, code of ethics, or other rules, regulations, policies, or procedures adopted, or for any conduct deemed detrimental to the Association. Such complaints must be filed with the Chair of the Judicial Committee. The committee shall conduct a review in accordance with established policies and procedures. Such policies and procedures shall be available to any member upon request.

3. If the committee determines in its sole discretion that the complaint warrants further action, a written statement of the charges shall be prepared with benefit of legal counsel if deemed advisable, and the matter shall be resolved according to established policies and procedures.

4. The member shall have the right to appeal the decision of the committee to the Board of Directors. There shall be no appeal from the decision of the Board of Directors.

f. Program Committee

1. The committee shall consist of not fewer than four (4) Active Members.

2. The committee shall prepare the program for the Annual Business meeting and all other programs, as directed by the President.

g. Strategic Planning Committee

1. The committee shall consist of not fewer than five (5) members. The chair shall be the Immediate Past President.

2. The committee shall make recommendations to the Board of Directors about the direction of the Association and the profession of Respiratory Care.

SECTION 3. COMMITTEE CHAIR'S DUTIES

- a. The Chair shall perform those duties as specified by the President and the Board of Directors to carry out the objectives of the Association.
- b. The Chair of each committee shall confer promptly with the members of that committee on work assignments.
- c. Members of any membership class, as well as non-members, may be appointed as consultants to committees. The President shall request recommendations regarding physician consultants from the Chair of the Board of Medical Advisors.

SECTION 4. SPECIAL COMMITTEES AND OTHER APPOINTMENTS

- a. Special committees may be appointed by the President, subject to the approval of the Board of Directors.
- b. Representatives of the Association to such external organizations as may be required shall be appointed by the President, with the approval of the Board of Directors.

SECTION 5. VACANCIES ON COMMITTEES

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

ARTICLE XIII - FISCAL YEAR AND BUDGET

- a. The fiscal year of the Association shall begin on January 1 and end on December 31.
- b. The annual budget proposed by the Finance Committee, shall be approved by the House of Delegates and Board of Directors before implementation.

ARTICLE XIV - PARLIAMENTARY AUTHORITY

The rules contained in the most current edition of Robert's Rules of Order shall govern whenever they are not in conflict with the Articles of Incorporation, Bylaws, standing rules, or other rules of the Association.

ARTICLE XV - AMENDMENT

These Bylaws may be amended in accordance with Article XII, Section 2 (a) 2, if an amendment receives an affirmative majority vote of the Board of Directors and also receives an affirmative majority vote of the House of Delegates. The amendment must then be submitted to the membership for comments and input within forty-five (45) days of the first affirmative vote. After which the Board of Directors and the House of Delegates will have a second reading and vote. If the amendment receives an affirmative vote of two-thirds (2/3) of the Board of Directors and also receives an affirmative vote of two-thirds (2/3) of the House of Delegates, then it shall be adopted.