

# **AMERICAN ASSOCIATION FOR RESPIRATORY CARE**

Board of Directors Meeting  
March 29, 2008 Irving, Texas

## **Minutes**

### **Attendance**

Toni Rodriguez, EdD, RRT, President  
Tim Myers, BS, RRT, NPS, President-Elect  
Michael Runge, BS, RRT, Past President  
Ruth Krueger Parkinson, MS, RRT, VP/Internal Affairs  
Karen Stewart, MS, RRT, FAARC, VP/External Affairs  
Colleen Schabacker, BA, RRT, FAARC, Secretary/Treasurer  
Terence Carey, MD, BOMA Chair  
Patricia Doorley, MS, RRT, FAARC  
Rick Ford, BS, RRT, FAARC  
Debbie Fox, MBA, RRT-NPS, Past Speaker  
George Gaebler, MEd, RRT, FAARC  
Michael Hewitt, RRT-NPS, FAARC, FCCM  
Denise Johnson, BS, RRT  
Joan Kohorst, MA, RRT-NPS  
Robert McCoy, BS, RRT, FAARC  
Susan Rinaldo-Gallo, MEd, RRT  
James Taylor, RRT  
Linda Van Scoder, EdD, RRT  
Brian Walsh, RRT-NPS, RPFT

### **Guests**

Camden McLaughlin  
Frank Salvatore

### **Absent**

Dianne Lewis, MS, RRT, FAARC, President/Presidents Council (excused)  
Jim Maguire, PhD (excused)  
Joe Horn, BS, RRT, HOD Treasurer (excused)  
Dawn Rost, BS, RRT-NPS, HOD Secretary (excused)

### **Consultant**

John Hiser, MEd, RRT, FAARC, Parliamentarian

### **Staff**

Sam Giordano, MBA, RRT, FAARC, Executive Director  
Tom Kallstrom, RRT, Chief Operating Officer  
Ray Masferrer, RRT, FAARC, Associate Executive Director  
Steve Nelson, RRT, FAARC, Associate Executive Director  
Sherry Milligan, MEd, Associate Executive Director  
Cheryl West, MHA, Director of Government Affairs  
Miriam O'Day, Director of Legislative Affairs  
William Dubbs, MHA, MEd, RRT, Director of Education and Management  
Dale Griffiths, Business Development Director  
Brenda DeMayo, Administrative Coordinator

## **CALL TO ORDER**

President-elect Tim Myers called the meeting to order at 8:05 a.m. CST, Saturday, March 29, 2008.

Secretary/Treasurer Colleen Schabacker called the roll and declared a quorum.

## **SPECIALTY SECTIONS**

### **LONG TERM CARE SECTION**

Colleen Schabacker moved to accept **Recommendation 08-1-51.1** "To change LTC Quality Respiratory Care Recognition requirement bullet point #7 to read as follows:

The Medical Director reviews plan of care at least weekly in facilities providing ventilator care and at least monthly in facilities providing only routine respiratory care.

Currently Bullet #7 reads:

The Medical Director reviews plan of care at least weekly.

We ask that this change become effective immediately on approval from the AARC BOD."

### **Motion Carried**

George Gaebler moved to accept **Recommendation 08-1-51.2** "That the LTC QRCR registration deadline be extended for 60 days (change from March 31<sup>st</sup> to May 31<sup>st</sup>) in 2008 to allow for adequate notification of the change to potential participants."

### **Motion Carried**

Susan Rinaldo Gallo moved to accept **Recommendation 08-1-51.3** "That the LTC QRCR requirements be regrouped by the AARC administrative staff in the QRCR Letter to Facility CEOs and in the QRCR registration form in the following manner for clarity:

- All respiratory therapists employed or contracted by the long term care facility who deliver bedside respiratory care services are either legally recognized by the state as competent to provide respiratory care services if applicable or hold the CRT or RRT Credential in non licensure states.
- All Respiratory therapy employees must have completed background checks
- For all routine care and patient assessment, respiratory therapists are available 24 hours a day.
- Respiratory therapists provide patient assessments and make clinical recommendations regarding the service needs and resident plan of care for the respiratory impaired residents to respective physicians.

- A policy and procedure manual that is reviewed annually and addresses the provision of respiratory care and services is available at the facility.
- A competency based training program shall be in place for personnel administering respiratory related care.
- A doctor of medicine or osteopathy (preferably a Pulmonologist) is designated as a medical director of respiratory care services.
- A preventive maintenance program must be in place for all RT equipment.
- An established respiratory QA/PI program must be in place.
- **The Medical Director reviews plan of care at least weekly in facilities providing ventilator care and at least monthly in facilities providing only routine respiratory care.**
- Facilities that provide ventilator management, Respiratory Therapists are available 24 hours per day within the facility.
- All ventilator systems shall have a remote external alarm system and an emergency back up power source.

**Motion Carried** – (With the provision that corrections are made on bullet point #7 as noted above.)

Joan Kohorst moved to accept **Recommendation 08-1-51.4** “That the AARC BOD authorize President Rodriguez or myself (Gene Gantt) as Chair of the Long Term Care Section to draft a letter to Health and Human Services Secretary, Michael O. Leavitt, requesting the development of a National Coverage Policy for Prolonged Mechanical Ventilation (similar to that of end stage renal disease) in order to remove the state-to-state disparities of coverage for those chronically ventilated in the US.”

Colleen Schabacker moved “To refer **Recommendation 08-1-51.4** to the Executive Office to identify a strategy (or strategies) of implementation and report back at the Summer meeting.”

**Motion to Refer Carried**

## **MANAGEMENT SECTION REPORT**

Linda Van Scoder moved to accept **Recommendation 08-1-49.1** “To revise the Listserv guidelines regarding the use of surveys, to include a definition of what a survey is, permit the use of surveys using links and attachments, and define limitations or restrictions of any Listserv generated survey.”

Colleen Schabacker moved “To amend **Recommendation 08-1-49.1** to include that an Ad Hoc Committee comprised of Section Chairs be established to revise or create a new policy related to surveys placed on the Listserv and bring back to the Summer meeting.”

**Motion to Amend Carried**

**Amended Motion Carried**

## **AD HOC COMMITTEE TO DEVELOP SURVEY DEFINITION**

President Toni Rodriguez appointed an Ad Hoc Committee to develop a definition of “survey” related to Board Policy No: BOD 027 to be established with Toni Rodriguez as the Chair and the Executive Committee as members.

## **SLEEP SECTION REPORT**

Patricia Doorley moved to accept **Recommendation 08-1-57.1** “That the Board of Directors approves the Sleep Section CPG/Protocol Committee Chair and Committee Members as volunteered and assigned.”

**Motion Carried** – With the provision that such committee members are deemed to be sleep section members and that verification of credentials is carried out.

## **SURFACE TO AIR SECTION REPORT**

Colleen Schabacker moved to accept **Recommendation 08-1-57.2** “That the Board of Directors approves the Sleep Section Legislative Affairs Committee Chair and Committee Members as assigned.”

**Motion Carried** With the provision that such committee members are deemed to be sleep section members and that verification of credentials is carried out.

Colleen Schabacker moved to accept **Recommendation 08-1-57.3** “That the Board of Directors approves the Sleep Section Nominations Committee Chair and Committee Members as assigned.”

**Motion Carried** – With the provision that such committee members are deemed to be sleep section members and that verification of credentials is carried out.

Colleen Schabacker moved to accept **Recommendation 08-1-57.4** “That the Board of Directors approves the Sleep Section Program Committee Chair and Committee Members as assigned.”

**Motion Carried** - With the provision that such committee members are deemed to be sleep section members and that verification of credentials is carried out.

Colleen Schabacker moved to accept **Recommendation 08-1-57.5** “That the Board of Directors approves the Sleep Section Publications Committee Chair and Committee Members as assigned.”

**Motion Carried** - With the provision that such committee members are deemed to be sleep section members and that verification of credentials is carried out.

Colleen Schabacker moved to accept **Recommendation 08-1-57.6** “That the Board of Directors approves the Sleep section Recognition Committee Chair and Committee Members as assigned.”

**Motion Carried** - With the provision that such committee members are deemed to be sleep section members and that verification of credentials is carried out.

Colleen Schabacker moved to accept **Recommendation 08-1-57.7** “That the Board of Directors approves the Sleep Section Resource Directory Committee Chair and Committee Members as assigned.”

**Motion Carried** - With the provision that such committee members are deemed to be sleep section members and that verification of credentials is carried out.

### **SURFACE TO AIR TRANSPORT SECTION REPORT**

Colleen Schabacker moved to accept **Recommendation 08-1-58.1** “That the AARC join with the Ambulance Transportation Safety Task Force in encouraging the National Transportation Safety Board in beginning to track and investigate ambulance accidents nationwide.”

Colleen Schabacker moved “To refer **Recommendation 08-1-58.1** to the Executive Office for further investigation and validation and report back at the summer meeting.”

### **Motion to Refer Carried**

Vice President for Internal Affairs Ruth Krueger Parkinson moved “To accept the specialty section reports as submitted.”

### **Motion Carried**

### **ROUNDTABLES**

Vice President for Internal Affairs Ruth Krueger Parkinson moved “To accept the Roundtable reports as submitted.”

### **Motion Carried**

### **SPECIAL REPRESENTATIVE REPORTS**

## **AMERICAN ASSOCIATION FOR CARDIOVASCULAR AND PULMONARY RESUSCITATION (AACVPR) REPORT**

Ruth Krueger Parkinson moved to accept **Recommendation 08-1-61.1** “That the AARC approve travel expenses for two individuals for two nights stay in Chicago to participate in writing the Pulmonary Rehab Performance Measures during summer 2008.”

Ruth Krueger Parkinson moved “To amend **Recommendation 08-1-61.1** to include that approval of travel hinges on a letter of invitation to the AARC from Dr. Carlin or other representative of AACVPR requesting our presence on this work group. Furthermore, the drafted guidance document will be brought back to the BOD for approval prior to publishing the final draft.”

### **Motion to Amend Carried**

### **Amended Motion Carried**

## **AMERICAN SOCIETY FOR TESTING MATERIALS (ASTM) REPORT**

Karen Stewart moved to accept **Recommendation 08-1-65.1** “Investigate the possibility of having standards that will impact an AARC specialty area sent to the specialty chairman to be shared with the members of that specialty area”

Robert McCoy moved “To refer **Recommendation 08-1-65.1** to the Executive Office for development of a process of implementation.”

### **Motion to Refer Carried**

Vice President for External Affairs Karen Stewart moved “That the Organizational Representative reports be accepted as submitted.”

### **Motion Carried**

## **RECESS**

President-elect Tim Myers recessed the meeting of the AARC Board of Directors at 9:20 a.m. CST, Saturday, March 29, 2008.

## **RECONVENE**

President Toni Rodriguez reconvened the meeting of the AARC Board of Directors at 9:35 a.m. CST, Saturday, March 29, 2008.

## **COMMITTEE ON ACCREDITATION FOR RESPIRATORY CARE (CoARC) REPORT**

A letter from CoARC was distributed asking for AARC's acceptance of their amended bylaws. (See ATTACHMENT "D")

Linda Van Scoder moved to accept **FM 08-1-79.1** "To approve Option #3 provided by CoARC which states: 'Not provide written consent or objection to the proposed amendments within 60 days of your receipt of this letter which will constitute consent to the proposed amendments'."

**Motion Carried**

## **CONTINUING EDUCATION DISCUSSION**

Tim Myers moved to accept **FM 08-1-1.3** "That the AARC Executive Office investigate the need/feasibility and cost of implementing a mechanism to provide specific education content transcripts to AARC members with a report provided to the BOD in July 2008."

**Motion Carried**

## **UNFINISHED BUSINESS**

### **RATIFICATION OF PREVIOUSLY REVIEWED POLICIES**

Denise Johnson moved "To ratify **Policy Number CA 005**, Chartered Affiliate Travel Grant." (See ATTACHMENT "C")

**Motion Carried**

Karen Stewart moved "To ratify **Policy Number SS 002**, Formation, Dissolution and Conversion of Specialty Sections, as well as **Policy Number SS 003** Leadership, and **Policy Number SS 005** Maximization of Member Participation." (See ATTACHMENT "C")

**Motion Carried**

Susan Rinaldo Gallo moved "To ratify **Policy Number BOD 005** Oversight of Executive Director." (See ATTACHMENT "C")

**Motion Carried**

Karen Stewart moved "To ratify **Policy Number BOD 012** Approval of Presidential Appointments, Goals, Charges." (See ATTACHMENT "C")

**Motion Carried**

Denise Johnson moved “To ratify **Policy Number BOD 015** AARC Stationery, Business Cards.” (See ATTACHMENT “C”)

**Motion Carried**

George Gaebler moved “To accept **Policy Number BA 002**, Member Organizations.”

Linda Van Scoder moved “To amend **BA 002** by adding ‘H. American Academy of Allergy and Asthma Immunology’ under ‘Policy Amplification, Number 1’ contingent upon the AAAAI’s interest in a seat on the Board of Medical Advisors.”

**Motion to Amend Carried**

**Amended Motion Carried**

President Toni Rodriguez charged the Executive Office with drafting a letter to AAAAI to determine interest in having a seat on BOMA.

**POLICY REVIEW**

Pat Doorley moved “To accept **Policy Number SS 007**, Section Chairpersons Membership on Program Committee.” (See ATTACHMENT “C”)

**Motion Carried**

Tim Myers moved “To accept **Policy Number SS 008**, Publications.” (See ATTACHMENT “C”)

Tim Myers moved “To amend **Policy Number SS 008**, Policy Amplification #1, to read: ‘Each Specialty Section shall publish four (4) quarterly bulletins annually’.”

**Motion to Amend Carried**

**Amended Motion Carried**

Pat Doorley moved “To accept **Policy Number SS 009**, Purpose and Role.” (See ATTACHMENT “C”)

Susan Rinaldo Gallo moved “To amend **Policy Number SS 009** to delete ‘to serve as an association director’ under Policy Amplification F.”

**Motion to Amend Carried**

**Amended Motion Carried**

George Gaebler moved “To Accept **Policy Number BOD 027**, Policy for Surveys Conducted by the Association.” (See ATTACHMENT “C”)

Joan Kohorst moved “To postpone approval of **Policy Number BOD 027** until the Executive Committee can develop a definition of a survey and bring back to the Summer meeting.”

**Motion to Postpone Carried**

Susan Rinaldo Gallo moved “To accept **Policy Number CT 005**, Standing Committees.” (See ATTACHMENT “C”)

Linda Van Scoder moved “To amend **Policy Number CT 005** under Policy Amplification #3 to read ‘(2) years’ and eliminate 3.B which reads ‘Bylaws committee terms shall be for two years’.”

**Motion to Amend Carried**

**Amended Motion Carried**

**RECESS**

President Toni Rodriguez recessed the meeting of the AARC Board of Directors at 10:55 a.m. CST, Saturday, March 29, 2008.

**RECONVENE**

President Toni Rodriguez reconvened the meeting of the AARC Board of Directors at 11:05 a.m. CST, Saturday, March 29, 2008.

**NEW BUSINESS**

**RATIFICATION OF PRESIDENTIAL APPOINTMENTS**

Colleen Schabacker moved “To ratify the appointment of Tom McCarthy as AARC’s representative to the National Sleep Awareness Roundtable (NSART).”

**Motion Carried**

George Gaebler moved “To ratify the appointment of Linda Van Scoder as a member to the Cultural Diversity Committee.”

**Motion Carried**

Ruth Krueger Parkinson moved to ratify the appointment of Dr. Kathy Jones-Boggs Rye to replace Tom Smalling on the CoARC Board of Directors.

**Motion Carried**

Denise Johnson moved “To ratify the appointment of Nick Kuhnley as Chair of the Logistics Group of the Ad Hoc Committee on Ventilator Guidance.”

**Motion Carried**

Brian Walsh moved “To ratify the appointment of Emily Zyla as Chair of the Ad Hoc Committee on Protocol Implementation.”

**Motion Carried**

Colleen Schabacker moved “To ratify the appointment of Teresa Volsko as a member of the AARC Fellowship Committee.”

**Motion Carried**

Ruth Krueger Parkinson moved “To ratify the appointment of Jonathan Waugh as Chair of the Tobacco Free Lifestyle Roundtable.”

**Motion Carried**

**BOARD MEMBER RESPONSIBILITY**

President Toni Rodriguez reminded members that their roles are not to rubber stamp reports, but also to brainstorm, think outside the box and move the profession forward. She asked members to keep this in mind as they consider the following.

**VIABILITY OF CURRENT AARC INFRASTRUCTURE**

**PROPOSED HYPERBARIC ROUNDTABLE**

George Gaebler moved to accept FM 08-1-83.1 “That the AARC establish a Hyperbaric Roundtable.”

**Motion Carried** – Board liaison to that Roundtable is George Gaebler.

Linda Van Scoder moved to accept FM-08-1-83.2 “That the President identify leadership for liaisons to the Moderate Sedation Roundtable, Research Roundtable and Military Roundtable.”

**Motion Carried**

Mike Runge – Liaison to Military Roundtable  
Colleen Schabacker – Liaison to Moderate Sedation  
Timothy Myers - Liaison to Research Roundtable

## **ROUNDTABLE DISCUSSION**

President Toni Rodriguez asked members to consider the following regarding expanded policy of Roundtables:

1. What does the BOD expect to see from a Roundtable in terms of activity, number of members, etc., to continue to support it?
2. How do we dissolve a Roundtable if/when necessary?

The Executive Office has the ability to determine activity and number of people currently using the various Listservs.

**Colleen Schabacker** – Need to maintain at least 50 members.

**Tom Kallstrom** – The number of members doesn't necessarily dictate level of activity.

**Linda Van Scoder** – Would like to see a report showing # of people, roundtable activity, and bring those numbers back to Summer meeting to determine averages.

**Ray Masferrer** – Board Liaisons to Roundtables should monitor Listservs and report activity back to the BOD.

**Brian Walsh** – Put a timeline on Roundtables to grow into a section and establish a periodic review.

**Ruth Krueger Parkinson** – Liaison reports should include how much listserv activity they've had.

**George Gaebler** – Cautioned against dissolution of small group's such as in the case of hyperbaric when, in fact, they could be very active.

**Sam Giordano** – Cautioned against continuing to add Listservs just because it's free as we currently have 70 Listservs.

**Dr. Terence Carey** – Make a decision of what is inclusive or exclusive. Monitor activity and determine need for new leadership.

**George Gaebler** – Consider the need for staff personnel.

**Denise Johnson** – Include date of establishment of Roundtable on report.

**Tim Myers** – Must appoint a board liaison for those Roundtables that don't currently have one (Disaster Response - Brian Walsh ) (Neuromuscular – Jim Taylor ) and (Tobacco Free Lifestyles – Denise Johnson).

**Pat Doorley** – Would like data on activity, membership and topics.

**George Gaebler** – Have a small working group to work on these points and bring back to the Summer meeting.

Colleen Schabacker moved to accept **FM 08-1-83.3** "That the board liaisons to each of the roundtables be prepared to report membership numbers, activity, current topics being discussed over the Listserv and the date of establishment of the Roundtable."

## **Motion Carried**

## **AD HOC COMMITTEE ON ROUNDTABLE LIAISONS**

George Gaebler moved to accept **FM 08-1-83.4** “That an ad hoc committee of all Roundtable liaisons be created to recommend revision to current policy by address, degrees of support, establish probation period, identify leadership among Roundtable participants and define inactivity on Listservs which would trigger dissolution of a Roundtable, with George Gaebler as Chair and to bring back to the Summer meeting.”

### **Motion Carried**

## **ELECTRONIC REPORTING**

President Rodriguez advised members that the goal of electronic reporting was that reports would be maintained in a special site for members to view. This site would also house an archive mechanism. Ultimately, board books would be kept in this site as well as other information pertinent to the Board.

Electronic Report Submission comments are as follows:

*George Gaebler* – Liked it.

*Mike Runge* – Liked it.

*Pat Doorley* –Design of the site wasn’t conducive to her report which necessitated a re-write of her report. She suggested charges be broken out so that under each charge the submitter could report on it. She suggested developing a way to include an attachment.

*Ruth Krueger Parkinson* –Liked the ease of it and suggested we build template requirements into the Roundtable and Special Reps areas, etc.

*Tim Myers*– Suggested if submitter doesn’t complete all boxes the report will be kicked back to submitter.

*Pat Doorley* – Suggested an “Other” box to include anything that doesn’t pertain to the existing boxes.

Ruth Krueger Parkinson moved to accept **FM 08-1-83.5** “To extend the process of electronic reporting to all committees and representatives by December, 2008, with the Executive Office to determine which and how many tabs to implement.”

### **Motion Carried**

George Gaebler moved to accept **FM 08-1-83.6** “That the President-elect considers moving in the direction of establishing electronic board books in 2009.”

### **Motion Carried**

## **FAST TRACK INSTITUTE PROPOSAL**

President Toni Rodriguez advised members that she received a proposal from Robert Chatburn for a fast track initiative to develop leadership with a distance education component. Upon review of the proposal, members offered the following:

**Bob McCoy** - Would like to have seen more scientific value.

**Jim Taylor** - Thought it was a worthwhile venture.

**Tim Myers** - Wants to see a better business plan, cost, funding to grow it and support it.

**Sam Giordano** - Recommended establishing an initial planning group with leadership and enabling success as the ultimate goal.

### **AD HOC COMMITTEE ON MANAGEMENT, RESEARCH & EDUCATION**

Karen Stewart moved to accept **FM 08-1-83.7** "That the AARC BOD establish an Ad Hoc Committee to work up some initial ideas for developing Management, Research and Education Leadership Institutes for our membership, with Toni Rodriguez as Chair and Sam Giordano and Tim Myers as members."

### **Motion Carried**

### **REVENUE SHARING ISSUES**

President Toni Rodriguez advised members that Corporate Attorney Larry Wolfish shared the following regarding AARC's revenue sharing:

Revenue Sharing was designed to recognize the success of the AARC that is propagated by the success of the affiliates. Therefore, revenue sharing is given as a reward or as a gift from the AARC in recognition of what the chartered affiliate does to underpin AARC success. It is given to those affiliates who give.

President Toni Rodriguez asked members to comment on the following:

1. Should revenue be given to those states that undermine the AARC?
2. What strategies would help promote loyalty of the affiliates?

Karen Stewart moved "To enter into Executive Session."

### **Motion Carried**

### **EXECUTIVE SESSION**

President Toni Rodriguez convened Executive Session at 12:50 p.m. CST, Saturday, March 29, 2008."

Susan Rinaldo Gallo moved "To adjourn Executive Session."

**Motion Carried**

**EXECUTIVE SESSION ADJOURNED**

President Toni Rodriguez adjourned Executive Session at 1:05 p.m. CST, Saturday, March 29, 2008.

**RECESS**

President Toni Rodriguez recessed the meeting of the AARC Board of Directors at 1:05 p.m. CST, Saturday, March 29, 2008.

**RECONVENE**

President Toni Rodriguez reconvened the meeting of the AARC Board of Directors at 1:15 p.m. CST, Saturday, March 29, 2008.

Jim Taylor moved "To enter into Executive Session."

**Motion Carried**

**EXECUTIVE SESSION**

President Toni Rodriguez convened Executive Session at 1:20 p.m. CST, Saturday March 29, 2008.

Colleen Schabacker moved "To adjourn Executive Session."

**Motion Carried**

**EXECUTIVE SESSION ADJOURNED**

President Toni Rodriguez adjourned Executive Session at 1:35 p.m. CST, Saturday, March 29, 2008.

President Toni Rodriguez advised the Board that she and Sam Giordano intend to travel to Tennessee to meet with the affiliate leadership to discuss various affiliate issues.

**PINNACLE AWARD**

President Toni Rodriguez advised members of a proposal submitted by Jerry Edens which would recognize staff and management of RC departments who provide coverage to medical

institutions. She appointed an ad hoc committee to look into cost, perceived need by hospital administrators, charges, etc., as follows:

Jerry Edens - Chair  
Rebecca Jackvony  
Debby Skees  
Jennifer Bush  
Joe Huff  
Karen Stewart  
Colleen Schabacker  
Mike Runge  
Tim Myers  
Rick Ford  
Debbie Fox

Joan Kohorst moved to accept **FM 08-1-83.8** “To ratify the Presidential appointment of the Pinnacle Ad Hoc Committee.”

### **Motion Carried**

### **SPUTUM BOWL ISSUES**

President Toni Rodriguez advised that the Program Committee wished to convey information on the current status of the sputum bowl. Ray Masferrer reported that last year’s attendance at the sputum bowl was quite low resulting in a disappointed vendor who financially supported the sputum bowl. This event costs between \$45,000 and \$50,000 not including staff hours spent during the year to organize it, and the Committee questions whether it is worth the expense to the AARC if sponsors can’t be secured. Ray Masferrer noted that this was for Board information on the situation and did not require Board action at this time.

Sam Giordano requested that the HOD locate Claude Dockter’s Task Force on Affiliate Best Practices report, update it, and bring back to the Board before the Summer meeting so the BOD can discuss it at the summer meeting.

### **ARCF AWARD NOMINATIONS**

President Toni Rodriguez will send a reminder e-mail via the Board Listserv to call for nominations for the *Sepracor Achievement Award for Excellence in Pulmonary Disease State Management 2008*.

The following Board nominations were noted:

***Dr. Charles H. Hudson Award for Cardiopulmonary Public Health 2008***  
- Congressman Mike Ross (nominated by Joan Kohorst)

***Invacare Award for Excellence in Home Respiratory Care 2008***

- Joan Kohorst (Nominated by Ruth Krueger Parkinson)

***Forrest M. Bird Lifetime Scientific Achievement Award 2008***

- Rich Kallet (Nominated by Tim Myers)

Karen Stewart moved “To destroy the ballots.”

**Motion Carried**

**TREASURER’S MOTION**

Secretary Treasurer Colleen Schabacker moved “That the expenses incurred at this meeting be reimbursed according to AARC Policy.”

**Motion Carried**

Karen Stewart moved “To adjourn the meeting of the AARC Board of Directors.”

**Motion Carried**

**ADJOURNMENT**

President Toni Rodriguez adjourned the meeting of the AARC Board of Directors at 2:15 p.m. CST, Saturday March 29, 2008.

## ATTACHMENT “A”

### Protocol Implementation Survey

## ATTACHMENT “B”

### Cultural Diversity Position Statement

# American Association for Respiratory Care

9425 N. MacArthur Blvd, Suite 100, Irving, TX 75063

## **Position Statement**

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### **Cultural Diversity**

The AARC is committed to the advancement of cultural diversity among its members, as well as in its leadership. embraces diversity and multi-culturalism in all of its forms and promotes a professional community established with understanding, respect and cultural competence. The AARC is enriched by the unique differences found among its diverse members, their patients/clients, and other stakeholders. The AARC encourages and promotes a culture where personal and cultural backgrounds are utilized effectively to enhance our profession. The AARC is commitment entails accomplishes this by:

- ~~being sensitive to the professional needs of all members of racial and ethnic groups,~~
- Demonstrating sensitivity to all forms of diversity and multiculturalism including, but not limited to: age, gender and gender identity, race, color and ethnicity, nationality and national origin, ancestry, religious affiliation and creed, sexual orientation, socio-economic status, political affiliation, physical and mental abilities, veteran and active armed service status, job responsibilities and experience, education and training.
- 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.
- ~~p~~ Promoting an appreciation for, communication between, and understanding among people with different beliefs and backgrounds.
- Accommodating the needs of the physically disabled at events and activities.
- Using multicultural content and gender-neutral references in documents and publications.
- ~~p~~ Promoting diversity education and cultural competence in its professional schools and continuing professional education programs.
- ~~r~~ Recruiting strong leadership candidates from under-represented groups for leadership and mentoring programs.

**Effective 12/94**

**~~Revised 3/00~~**

**Revised 12/07**

## ATTACHMENT “C”

### Policies Reviewed

CA 005  
SS 002  
SS 003  
SS 005  
BOD 005  
BOD 012  
BOD 015  
BA 002  
SS 007  
SS 008  
SS 009  
BOD 027  
CT 005

American Association for Respiratory Care  
Policy Statement

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Policy No.: CA 005

SECTION: Chartered Affiliate

SUBJECT: **Chartered Affiliate Travel Grant**

EFFECTIVE DATE: December 2003

DATE REVIEWED: July 2007

DATE REVISED: July 2007

REFERENCES:

***Policy Statement:***

The chartered Affiliate Travel Fund is to assist affiliates in paying for the travel expenses of AARC officers or executive office staff invited to affiliate meetings to speak about AARC issues. This travel fund **will also** assist affiliates in paying for the travel expenses of a designated Chartered Affiliate Consultant when an affiliate **requests for such services**.

***Policy Amplification:***

1. A grant will be issued which duplicates funding provided by another sponsor or sponsors.
2. Authority:
  - A. The AARC President must approve all Affiliate Travel Fund grants.
  - B. The AARC Executive Director must approve any executive office staff travel.
3. Grant request procedure:
  - A. The Affiliate President sends a completed request form to the AARC Controller, who will forward a copy to the AARC President.
  - B. For grants to assist affiliates in paying for the travel expenses of AARC officers or executive office staff, the AARC President must approve the grant. If the grant is approved, the President will determine the amount of assistance and. send the approved request to the AARC Controller.**
  - C. For grants to assist the Chartered Affiliate Consultant, the President will consult with the State Affiliate submitting the grant to determine the appropriateness of the request. If the grant is approved, the President will determine the amount of assistance and. send the approved request to the AARC Controller.**
  - D. All grants will generally be a percentage of total expenses up to a maximum dollar amount. Any other funding received from the other outside parties reduces the total expense to be considered in the grant determination process.

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Policy No.: CA 005

- E. The AARC Controller will advise the Affiliate President of the grant amount approved.
  - F. The affiliate should acknowledge that it is receiving support from the AARC in its printed materials.
4. Responsibility for expenses:
- A. The affiliate will be responsible for paying all travel expenses.
    - 1. Airfare: The AARC can make flight arrangements, and bill the affiliate.
    - 2. Ground Transportation: The affiliate must provide any necessary transportation between the airport, hotel, and meeting site, and is responsible for the cost of airport transportation or parking in the officer's or staff member's hometown.
    - 3. Hotel: The affiliate must provide the hotel room and taxes.
  - B. Any expenses paid by the AARC will be billed or deducted from the grant.
  - C. Any other non-AARC monies received to defray our speaker's expenses must reduce the amount of expenses ultimately submitted to the AARC under this grant.
5. Payment of the grant:
- A. Copies of paid invoices should be sent to the AARC Controller, who will then issue a check to the affiliate.
6. Expenses (car rental, per diem, airfare, etc.) will be reimbursed in accordance with AARC policy.

### DEFINITIONS:

ATTACHMENTS:     **E: Chartered Affiliate Travel Grant Application**

# American Association for Respiratory Care Policy Statement

Page 1 of 3  
Policy No.: SS.002

---

SECTION: Specialty Sections

SUBJECT: **Formation, Dissolution, and Conversion of Specialty Sections**

EFFECTIVE DATE: December 14, 1999

DATE REVIEWED: **July 2007**

DATE REVISED: **July 2007**

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## REFERENCES:

### ***Policy Statement:***

The Association Board of Directors shall retain the responsibility and authority to form, dissolve and convert Specialty Sections.

### ***Policy Amplification:***

1. The Association Board of Directors may establish a Specialty Section by a 2/3-majority vote **if there are at least 350 active members interested in establishing a specialty section.**
2. The President shall appoint a Chairperson for newly established Specialty Sections, subject to ratification by the Board of Directors.
3. Specialty Section dues shall be established by the Board of Directors as part of the budgetary process.
4. The President may appoint liaisons from the Board of Directors to each Specialty Section.
5. **As outlined in the AARC Bylaws (Article 5, Section 1), a Section Chair from each Specialty Section of at least 1000 active members of the Association will serve on the Board of Directors as a Section Director. So long as the number of Section Directors is at least six (6), the number of At Large Directors shall be equal to the number of Section Directors. If the number of Section Directors is less than six (6), the number of At Large Directors shall be increased to assure a minimum of twelve (12) Directors. The Board shall then be comprised of six (6) Officers and a minimum of twelve (12) Directors for a total of at least eighteen (18) active members.**

## American Association for Respiratory Care Policy Statement

Page 2 of 3  
Policy No.: SS.002

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6. If the active membership of a section exceeds 1,000 active members on December 31<sup>st</sup> of a year in which the section does not have a serving section director, the Chair of the Section will be sworn in as a Section Director at the next annual business meeting of the Association. The term of the Section Director shall be for the remaining term of the Section Chair.
7. If the active membership of a specialty section is no longer at least 1,000 members as of December 31<sup>st</sup> of the year preceding completion of the term of the section director the following will occur:
  - A. The President shall notify the Specialty Section Director of the specialty section not meeting the requirements of the bylaws in writing that they have until the next scheduled Board of Directors meeting to increase their membership of the section to exceed 1,000 active members as outlined in the bylaws.
  - B. This notification shall provide the Specialty Section Chairperson with the opportunity to meet the requirements of the bylaws.
  - C. If the Specialty Section Director and the Specialty Section can not meet the requirements of the bylaws and is unable to increase its active membership of the section to exceed 1,000 active members as outlined in the bylaws, the current Specialty Section Director shall serve out their remaining term of office as the Specialty Section Director and the incoming Specialty Section Director will serve as the Specialty Section Chair.
  - D. The President will notify the specialty section director of the outcome of the Board deliberations in writing.
  - E. AARC and Section members will be informed of the decision of the Board of Directors at the earliest opportunity via approved Association channels of communication.
8. If the Specialty Section does not have at least 350 total members as of December 31<sup>st</sup> of the year preceding completion of the term of the Section Chair, the following will occur:
  - A. The President shall notify the Specialty Section Chair that the Specialty Section is not meeting the section membership policy.

## American Association for Respiratory Care Policy Statement

Page 3 of 3  
Policy No.: SS.002

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- B. This notification shall provide the Specialty Section Chairperson with the opportunity to show cause, in writing, why the Specialty Section should not be **converted to a Roundtable by the next scheduled Board of Directors Meeting**.
  - C. The President shall notify the Chairperson of the Specialty Section of the outcome of the Board deliberations in writing.
  - D. AARC and Section members shall be informed of the conversion of the Specialty Section at the earliest opportunity via approved Association channels of communication.
9. In any situation in which reductions in the number of Section Directors will result in the number of At Large Directors exceeding the number of Section Directors, and at least twelve (12) Directors will be serving, the number of At Large Directors nominated by the Elections committee and elected by the membership in the next Association election shall be reduced so the number of At Large and Section Directors on the Board of Directors following the installation of those Directors shall be equal.
10. If at any time the number of Section Directors decreases below six (6), the number of At Large Directors nominated by the elections committee and elected by the membership in the next Association election will be increased so that there will be twelve (12) Directors serving following installation of those persons.

DEFINITIONS:

ATTACHMENTS:

# American Association for Respiratory Care Policy Statement

Page 1 of 2  
Policy No.: SS.003

---

SECTION: Specialty Sections

SUBJECT: **Leadership**

EFFECTIVE DATE: December 14, 1999

DATE REVIEWED: **March 2008**

DATE REVISED: July 2007

---

## REFERENCES:

### ***Policy Statement:***

The Specialty section members, in a manner consistent with the Association Bylaws, shall elect Specialty Section Leadership

### ***Policy Amplification:***

1. Terms of office for Specialty Section Chairpersons-elect and Chairpersons shall commence at the end of the Association's Annual Meeting.
2. The Chairperson of a Specialty Section shall not serve more than one consecutive term in the same office.
3. In the event of the vacancy in the office of Specialty Section Chair, the Chair-elect, if one is serving at the time, shall serve the unexpired term of the Chair and his or her own three (3) year term.
  - A. If no Chair-elect is serving at the time of the vacancy, the President shall appoint a member of the Specialty Section to serve as Chairperson, subject to ratification by the Board of Directors.
  - B. A Chair-elect so appointed shall serve until the next scheduled election, or until a successor is elected by the Specialty Section Membership.
4. The Specialty Section Chair may be removed from office by a 2/3-majority vote of the Board of Directors upon refusal, neglect or inability to perform their duties, or any conduct deemed prejudicial to the Association.
  - A. Written notice of action by the Board of Directors shall come from the President.

# American Association for Respiratory Care

## Policy Statement

Page 2 of 2  
Policy No.: SS.003

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- B. This written notice will be sent to the Chair and Chair-elect as formal notification that the office has been declared vacant.
5. The duties and responsibilities of Specialty Section Chairpersons shall include:
- A. Oversight of all Specialty Section activities
  - B. Assurance that Section activities are in compliance with Association Bylaws and policy
  - C. Assurance that Section activities are in compliance with Association Bylaws and policy
  - D. Submitting reports of Section activities to the AARC Board of Directors to be included in each meeting agenda book.
  - E. Submitting periodic or interim reports that may be required by the President or Board of Directors.
  - F. Serving as the primary spokesperson for the Section, through which Section members express opinions, ideas and concerns to the AARC Board of Directors
  - G. Submitting minutes of all Section business/membership meetings to the Executive Office liaison within thirty (30) days following the meeting.
    - 1. Copies of the minutes will also be sent to the VP/Internal Affairs.
  - H. Following guidelines established and approved by the Board of Directors for the specialty Sections.
  - I. Being responsible for the Section fulfilling the charges from the President and as outlined in Association policy.
  - J. Organizing the Section business/membership meeting of the Specialty Section to be held at the Annual International Congress and Summer Forum.
6. The Chairperson of the Specialty Sections that have at least 1000 active members on December 31 of the year of nominations/elections shall serve a concurrent three (3) year term as a Section Director on the Board of Directors.
7. The duties and responsibilities of the Specialty Section Chair-elect shall include:
- A. Assisting the Chairperson with facilitation the activities of the Section and assuring successful completion of its goals and charges
  - B. Assisting the Chairperson with organizing the Section business/membership meeting of the Specialty Section to be held at the Annual International Congress and Summer Forum.

DEFINITIONS:

ATTACHMENTS:

# American Association for Respiratory Care Policy Statement

Page 1 of 2  
Policy No.: SS.005

---

SECTION: Specialty Sections

SUBJECT: **Maximization of Member Participation**

EFFECTIVE DATE: **March 2008**

DATE REVIEWED: July 2007

DATE REVISED:

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## REFERENCES:

### ***Policy Statement:***

A primary goal of the Specialty Sections shall be maximization of Section member participation in Section activities.

### ***Policy Amplification:***

1. The following activities shall be designed to improve communication, visibility and credibility of the Specialty Section activities:
  - A. In conjunction with the Executive Office, develop a Section Directory for each Specialty Section which shall include:
    1. All Section members
    2. All Section Committees and charges with names of Committee Chairpersons and members.
    3. A listing of Section members willing to serve as “Experts” on key topics
  - B. Publish Specialty Section Bulletins and use them to their full potential as communication tools.
  - C. Actively publicize all Section meetings and, as soon as possible after the meeting, publish a summary of the meeting minutes in the Section Newsletter.
  - D. Encourage those who cannot attend Section meetings to submit discussion topics/questions/ideas, etc. to the Section Chairperson for inclusion in the meeting agenda.

## **American Association for Respiratory Care Policy Statement**

Page 2 of 2  
Policy No.: SS.005

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1. If possible, plan Section business meetings at the beginning of, or during, a segment of lectures pertinent to the respective specialty Section to increase the number of Section members present and therefore attend the meeting.
- E. In the first issue each year of each Section Newsletter, publish a list of each Section Committee, the committee's focus, and invite member participation at the committee level.
- F. The President and President-elect shall seek input of the Section leadership in both the planning process and problem-solving process of the Association.
  1. The President and President-elect shall credit the Specialty Section members when ideas are incorporated into strategies and action plans.

DEFINITIONS:

ATTACHMENTS:

## American Association for Respiratory Care Policy Statement

Page 1 of 1  
Policy No.: BOD.005

---

SECTION:	Board of Directors
SUBJECT:	<b>Oversight of Executive Director</b>
EFFECTIVE DATE:	December 14, 1999
DATE REVIEWED:	December, 2007
DATE REVISED:	December, 2007

---

### REFERENCES:

#### ***Policy Statement:***

The day-to-day functioning and business aspects of the Executive Office shall be the responsibility of the Executive Director.

#### ***Policy Amplification:***

1. These duties and responsibilities shall not be altered, except by the full Board of Directors.
2. Individual officers or directors shall neither cause nor direct a change in Executive Office operations.
3. The President and Executive Committee will review and approve the employment contract of the Executive Director.

### DEFINITIONS:

### ATTACHMENTS:

# American Association for Respiratory Care Policy Statement

Page 1 of 1  
Policy No.: BOD.012

---

SECTION: Board of Directors

SUBJECT: **Approval of Presidential Appointments, Goals, Charges**

EFFECTIVE DATE: December 14, 1999

DATE REVIEWED: **December, 2007**

DATE REVISED: **December, 2007**

---

## REFERENCES:

### ***Policy Statement:***

All goals, charges, and appointments made by the President shall be approved by the Board of Directors before being considered official.

### ***Policy Amplification:***

1. At the Board of Directors meeting following the Annual Meeting of the Association, the President shall submit:
  - A. Appointments of individuals to serve on Special Committees, Task Forces, Focus Groups, and Panels, and as representatives to other organizations, as applicable
  - B. Goals for the succeeding year
  - C. Charges to Special Committees, Task Forces, Focus Groups, Panels, Specialty Sections and representatives, as applicable
2. Any other appointments made by the President during his/her term shall also be submitted to the Board of Directors for approval prior to being considered official.

## DEFINITIONS:

## ATTACHMENTS:

## American Association for Respiratory Care Policy Statement

Page 1 of 1  
Policy No.: BOD.015

---

SECTION: Board of Directors

SUBJECT: AARC Stationery, Business Cards

EFFECTIVE DATE: December 14, 1999

DATE REVIEWED: December 2007

DATE REVISED:

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REFERENCES: AARC Bylaws

***Policy Statement:***

Only authorized personnel shall use Association stationery and receive Association business cards.

***Policy Amplification:***

1. Officers and directors may be supplied with business cards indicating their position with the AARC, and their business title and contact information **subject to approval of the President.**

DEFINITIONS:

ATTACHMENTS:

# American Association for Respiratory Care Policy Statement

Page 1 of 1  
Policy No.: BA.002

---

SECTION: Board of Medical Advisors

SUBJECT: **Member Organizations**

EFFECTIVE DATE: December 14, 1999

DATE REVIEWED:

DATE REVISED:

---

## **REFERENCES:**

### ***Policy Statement:***

Physician organizations shall be named to the Board of Medical Advisors by the Board of Directors in concurrence with the Board of Medical Advisors.

### ***Policy Amplification:***

1. Physician organizations named to the Board of Medical Advisors shall be:
  - A. American College of Chest Physicians (ACCP)
  - B. American Thoracic Society (ATS)
  - C. American Society of Anesthesiologists (ASA)
  - D. American Academy of Pediatrics (AAP)
  - E. American College of Asthma, Allergy, and Immunology (ACAAI)
  - F. Society for Critical Care Medicine (SCCM)
  - G. National Association for Medical Directors of Respiratory Care (NAMDRC)
2. The Board of Medical Advisors shall determine the number of appointees invited from each physician organization named above.
3. The Chairperson of the Board of Medical Advisors shall assure compliance with Association Bylaws Article VIII, Section 2, "Term of Office."

DEFINITIONS:

ATTACHMENTS:

# American Association for Respiratory Care Policy Statement

Page 1 of 1  
Policy No.: SS.007

---

SECTION: Specialty Sections

SUBJECT: **Section Chairpersons Membership on Program Committee**

EFFECTIVE DATE: December 14, 1999

DATE REVIEWED:

DATE REVISED:

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## REFERENCES:

### ***Policy Statement:***

The Chairpersons of the Specialty Sections shall serve as ex-officio members of the Program Committee.

### ***Policy Amplification:***

1. The duties of the Specialty Sections Chairpersons as ex officio members of the Program Committee shall include all of the following:
  - A. Provide recommendations for topics and speakers for the International Congress and the Summer Forum.
  - B. Coordinate Specialty Section programming with the Director of Conventions.

DEFINITIONS:

ATTACHMENTS:

# American Association for Respiratory Care Policy Statement

Page 1 of 1  
Policy No.: SS.008

---

SECTION: Specialty Sections

SUBJECT: **Publications**

EFFECTIVE DATE: December 14, 1999

DATE REVIEWED:

DATE REVISED:

---

## REFERENCES:

### ***Policy Statement:***

Specialty Sections shall publish the activities, goals, objectives and projects pertinent to its membership.

### ***Policy Amplification:***

1. Each Specialty Section shall publish six (6) Section Newsletters annually.
2. The President shall direct the Section to provide copy for publication for other Association Publications or other appropriate publications as requested by Section Membership Association Membership, Board of Directors, House of Delegates, and the Executive Office.

DEFINITIONS:

ATTACHMENTS:

# American Association for Respiratory Care Policy Statement

Page 1 of 1  
Policy No.: SS.009

---

SECTION: Specialty Sections

SUBJECT: **Purpose and Role**

EFFECTIVE DATE: December 14, 1999

DATE REVIEWED:

DATE REVISED:

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## REFERENCES:

### ***Policy Statement:***

Specialty Sections representing specific areas of interest and/or practice shall be made available to Active, Associate, and Special Members of the Association on a voluntary basis.

### ***Policy Amplification:***

1. The purpose of the Specialty Sections shall be to represent specialty areas of practice for the purposes of education, research, and promotion of Association goals.
2. The roles of the Specialty Sections shall include serving as consultants to the Association through:
  - A. Direct involvement in development of goals and objectives for the Association
  - B. Direct membership recruitment and retention for the Association and the Specialty Sections
  - C. Provide expert advice in the development, revision and review of Position Statements, Clinical Practice Guidelines (CPGs) and other projects as assigned by the president
  - D. Provide expert input regarding research initiatives of the Association.
  - E. Provide educational opportunities for members of the Specialty Section and the Association
  - F. Serve the Association by electing a Chairperson to serve as an Association Director

DEFINITIONS:

ATTACHMENTS:

# American Association for Respiratory Care Policy Statement

Page 1 of 1  
Policy No.: BOD.027

---

SECTION: **Board of Directors**

SUBJECT: **Policy for Surveys Conducted by the Association**

EFFECTIVE DATE:

DATE REVIEWED: December 2005

DATE REVISED: March 2001, May 8, 2004, July 2005

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REFERENCES: CT.0688b Revised

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## ***Policy Statement:***

All surveys of the AARC membership must be reviewed and approved by the Executive Committee before permission will be granted for conducting them.

***Policy Amplification:*** 1. The requester must submit a copy of the survey plus communication stating the intent of the survey to the AARC President c/o the Executive Office, no less than 30 days prior to the requested distribution date. The President will distribute the material directly to the Executive Committee.

2. Prior to Executive Committee the Executive Director or designate will evaluate the survey based upon the following criteria:

- A. Overall appearance (e.g. clarity of layout, correction of typographical and other areas, etc.
- B. Have similar surveys have been done within the last 24 months?
- C. Clarity of questions and appropriateness of format.
- D. No redundancy of questions.
- E. Has the appropriate demographic information is requested.
- F. Has a survey been sent to the same population of AARC members during the last six months?

2. After Executive Committee review, the requester will be informed by the Executive Office of the Committee's decision. If revisions are needed, the requester shall submit the revisions to the AARC Secretary who will be authorized to approve or reject these revisions on behalf of the Executive Committee.

DEFINITIONS:

ATTACHMENTS:

# American Association for Respiratory Care Policy Statement

Page 1 of 1  
Policy No.: CT.005

---

SECTION: Committees

SUBJECT: **Standing Committees**

EFFECTIVE DATE: December 14, 1999

DATE REVIEWED: **December 2006 – deferred to Summer Mtg.**

DATE REVISED:

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## REFERENCES:

### ***Policy Statement:***

The standing committees of the Association shall be the Bylaws, Elections, Executive, Finance, Judicial, Program and Strategic Planning Committees.

### ***Policy Amplification:***

1. The Association's standing committees are designated by the Association's Bylaws and only may be changed by initiation of a Bylaws change as designated in the Association's Bylaws in Article XII, sec 2.2.
2. Committee chairs and committee members of standing committees, not otherwise designated in the Association's Bylaws and/or policy shall be appointed by the President and subject to the approval of the Board of Directors.
3. Committee terms of appointment shall be for one (1) year with the exception of the Elections and Bylaws Committees.
  - A. Elections committee terms shall be for three (3) years.
  - B. Bylaws committee terms shall be for two (2) years.
4. Decisions of the standing committees of the Association, except as specified in Article XII, Section 2 (a) (3), may be appealed to the Board of Directors.
  - A. A two-thirds (2/3) vote of the Board of Directors shall be required to sustain an appeal.

DEFINITIONS:  
ATTACHMENTS

## ATTACHMENT “D”

### CoARC Proposed Amended Bylaws



*Sponsored By:*

The American Association for Respiratory Care • The American College of Chest Physicians  
The American Society of Anesthesiologists • The American Thoracic Society

# **BYLAWS**

## **OF THE**

## **COMMITTEE ON ACCREDITATION**

## **FOR**

## **RESPIRATORY CARE**

A Non-Profit Corporation

A Committee on Accreditation of



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BYLAWS  
OF  
COMMITTEE ON ACCREDITATION FOR RESPIRATORY CARE  
A NON-PROFIT CORPORATION

These Bylaws govern the affairs of the COMMITTEE ON ACCREDITATION FOR RESPIRATORY CARE, a non-profit corporation (Corporation or CoARC) organized under the Texas Non-Profit Corporation Act (Act).

**ARTICLE I**

**OFFICES**

**Principal Office**

1.01 The principal office of the Corporation in the State of Texas shall be located in the City of Bedford, County of Tarrant. The Corporation may have such other offices, either in Texas or elsewhere, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time. The Board of Directors may change the location of any office of the Corporation.

Registered Office and Registered Agent

1.02 The Corporation shall comply with the requirements of the Act and maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the Corporation's principal office in Texas. The Board of Directors may change the registered office and the registered agent as provided in the Act.

**ARTICLE II**

PURPOSES, SPONSORS

Purposes

2.01 The Corporation shall have the purposes set forth in the Articles of Incorporation and the Corporation shall cooperate with the Commission on Accreditation of Allied Health Education Programs (CAAHEP) to ensure quality education in respiratory care through a cost-effective accreditation process that is responsive to its constituencies.

**Standards**

2.02 The maintenance of the **Standards** for accreditation of educational programs for the preparation of **Respiratory Therapists** is the responsibility of the Corporation.

## Scope

2.03 The bylaws contained herein will be followed by the Corporation in cooperation with the CAAHEP in fulfilling its responsibilities in the accreditation of programs in respiratory care.

## Sponsors

2.04 The sponsors of the Corporation shall be the American Association for Respiratory Care (AARC), the American College of Chest Physicians (ACCP), the American Society of Anesthesiologists (ASA), and the American Thoracic Society (ATS).

## Responsibilities of Sponsors

2.05 The responsibilities of each sponsor shall include:

2.05.01 participation in the initiation, development, and adoption of the **Standards**;

2.05.02 assurance that CoARC can function autonomously in all accreditation actions;

2.05.03 timely nominations to the Board of Directors, as described in Section 3.02, and timely appointments for elected members of the Board of Directors, as described in Section 3.04;

2.05.04 immediate notification to the CoARC of an adverse change in any Director's membership status in the relevant sponsoring organization; and, upon confirmation and verification of any such Director's inability to reinstate membership in good standing, provision of an appointee for a replacement Director in accordance with Section 3.05.

2.05.05 participation in the adoption of Bylaws amendments.

## ARTICLE III

### **BOARD OF DIRECTORS**

#### Management of the Corporation

3.01 The affairs of the Corporation shall be managed by the Board of Directors.

### **Composition**

3.02 There shall up to seventeen (17) directors through the nominations process as follows:

3.02.01 The AARC shall be responsible for providing nominations to maintain six (6) therapist directors serving four (4) year terms in such a way that no more than two therapist directors' terms would terminate in any given calendar year, except as noted in Section 3.05.

3.02.02 ACCP shall nominate representatives to maintain two (2) directors serving four (4) year terms. Nominations shall be made in such a way that no more than one ACCP director's term would terminate in any given calendar year, except as noted in Section 3.05.

3.02.03 ASA shall nominate representatives to maintain two (2) directors serving four (4) year terms. Nominations shall be made in such a way that no more than one ASA director's term would terminate in any given calendar year, except as noted in Section 3.05.

3.02.04 ATS shall nominate representatives to maintain two (2) directors serving four (4) year terms. Nominations shall be made in such a way that no more than one ATS director's term would terminate in any give calendar year, except as noted in Section 3.05.

3.02.05 The National Network of Health Career Programs in Two Year Colleges (NN2) shall nominate representatives so as to maintain one (1) director serving a four (4) year term.

3.02.06 The Association of Schools of Allied Health Professions (ASAHP) shall nominate representatives so as to maintain one (1) director serving a four (4) year term.

3.02.06 The directors appointed pursuant to Sections 3.02.01, 3.02.02, 3.02.03, 3.02.04, and 3.02.05 shall periodically nominate and elect by majority vote at least one (1), but no more than three (3) public members as required under the regulations of the Council for Higher Education Accreditation (CHEA). Each of said public directors shall serve four (4) year terms.

- 3.02.07 The Nominations and Elections Subcommittee shall solicit suggestions from the Board of Directors and nominate individuals for up to three (3) at-large positions. There shall be no more than three (3) at-large members with no more than one (1) at-large respiratory therapist, no more than one (1) at-large physician, and at least one (1) at-large public member provided the number of at-large public members is as required under the regulations of the Council for Higher Education Accreditation (CHEA). Each at-large member shall serve four (4) year terms.

The intention in Sections 3.02.01 through 3.02.06 is that for each vacancy amongst its representative(s), the sponsoring agency will provide the Board with a maximum of two (2) nominees.

#### Election of Directors

3.03 The organization which had nominated (Section 3.02) or appointed (Section 3.05) any particular director whose term is to expire at the close of the annual meeting of a given year shall be notified before December 31 of the prior year that it must nominate a maximum of two (2) persons prior to such expiration or prior to a meeting at which such election would be conducted. The Board of Directors shall, at a meeting no later than the annual meeting following such nominations, consider the nominees and may elect by majority vote to select one (1) of the nominees to fill the anticipated vacancy. If none of the nominees is elected, the sponsor will be requested to submit further nominees. Notwithstanding the foregoing, with respect to the at-large members of the Board of Directors, the BOD shall elect successor or additional at-large members as required to fill anticipated vacancies of the at-large members.

#### Re-election

3.04 Directors are not required to be Texas residents. A member of the Board of Directors may serve only two (2) consecutive full terms as representative of a particular sponsor or college organization. However, nothing in these bylaws shall prohibit an individual from being nominated by another sponsor or college organization or serving as an at-large member to a term immediately following such consecutive terms, nor shall these bylaws prohibit a previous director from being nominated by the same organization for which s/he had previously served consecutive terms, provided however that there be at least one (1) year between such consecutive terms and the term for which the nomination is intended. Each director shall hold office until the expiration of his/her term. A director may resign by submitting a written letter of resignation to the Chair of the Corporation. In the event of resignation, a replacement member will be selected as provided in Section 3.05.

#### Vacancies

3.05 Any vacancy occurring in the Board of Directors by reason other than expiration of a term shall be appointed by the organization represented by the director or in the case of the at-large member(s), elected by majority vote of the Board of Directors. A director selected to fill a vacancy shall serve the un-expired remainder of the predecessor's term in office, and may be eligible to serve further terms as noted in section 3.04.

### **Annual Meeting**

3.06 The Chair shall be responsible for the preparation of agendas for all annual meetings. The annual meeting shall be held at such time and place as designated by a majority of the Board of Directors, but in no event earlier than September 1<sup>st</sup> of any year.

### **Regular Meetings**

3.07 The Board of Directors may provide for regular meetings by resolution stating the time and place of such meetings. The meetings may be held either within or without the State of Texas and shall be held at the Corporation's registered office in Texas if the resolution does not specify the location of the meetings. The Chair shall be responsible for the preparation of agendas for all regular meetings.

### **Special Meetings**

3.08 Special meetings of the Board of Directors may be called by or at the request of the Chair or any five (5) directors. A person or persons authorized to call special meetings of the Board of Directors may fix any place within or without the State of Texas as the place for holding a special meeting. The person or persons calling a special meeting shall notify the Secretary of the information required to be included in the notice of the meeting. The Secretary shall give notice to the directors as required in these Bylaws. The Chair shall be responsible for the preparation of agendas for all special meetings.

## Notice and Waiver of Notice

3.09 Written or printed notice of any annual or regular meeting of the Board of Directors shall be delivered to each director no less than forty-five (45) days before the date of the meeting. Written or printed notice of any special meeting of the Board of Directors shall be delivered in person, by mail, e-mail (if signature capable), or facsimile to each director not less than seven (7) days before the date of the meeting. The notice shall state the place, day, and time of the meeting, who called the meeting, and the purpose or purposes for which the meeting is called. Any notice required by law or by these bylaws may be waived by execution of a written waiver of notice executed by the person entitled to the notice. The waiver may be signed before or after the time stated in the notice and may be sent and received by mail or facsimile (also see Article 10.02 and 10.03).

## Quorum

3.10 A simple majority of the current number of directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If a quorum is present at no time during a meeting, a majority of the directors present may adjourn and reconvene the meeting one (1) time without further notice.

## Conduct of Meeting

3.11 Rules of order as 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, these Bylaws, or other policies and procedures established by the Corporation. Meetings may be held in person, by teleconference, or via electronic methods that allow concurrent communication by all participants. Any decision required or permitted to be made at the meeting of the Board of Directors or any subcommittee of the Corporation may be made without a meeting if waiver of notice and consent by a majority is obtained via e-mail, voice, or in writing.

## Duties of Directors

3.12 Directors shall exercise ordinary business judgment in managing the affairs of the Corporation and in all recommendations related to the accreditation of Respiratory Care Education Programs. In their official capacity as directors of this Corporation, board members shall act in good faith and take actions they reasonably believe to be in the best interests of the Corporation and that are not unlawful. In all other circumstances, individual members of the Board of Directors shall not take any action that they should reasonably believe would be opposed to the Corporation's best interests or would be unlawful. A director shall not be liable if, in the exercise of ordinary care, the director acts in good faith relying on written financial and legal statements provided by an accountant or attorney retained by the Corporation.

The Board of Directors shall:

- (a) Supervise all the business and activities of the Corporation within the limitation of these Bylaws.

- (b) Employ an individual to be identified as the Executive Director, who shall manage the Executive Office from which the business of the Corporation is conducted.
- (c) Govern the activities of the Executive Director.
- (d) Adopt and rescind policies and procedures of the Corporation.
- (e) Furnish the elections committee with the names of qualified candidates for Officers.
- (f) Perform such other duties as may be appropriate for the management of the Corporation.

#### Actions of Board of Directors

3.13 The vote of a majority of directors present and voting at a meeting at which a quorum is present shall be sufficient to constitute an action of the Board of Directors unless the action of a greater number is required by law or these Bylaws. A director who is present at a meeting and abstains from a vote is not considered to be present and voting for the purpose of determining the decision of the Board of Directors.

#### Action by Written Consent of Board Without Meeting

3.14 Any action required or permitted to be taken by the Board of Directors, or any of its committees, under any provision of the Texas Non-Profit Corporation Act or by these Bylaws, may be taken without a meeting if at least 2/3 of the members consent in writing to the action to be taken. Each such written consent shall also bear the date of signature of the member and shall be addressed to the Chair and delivered to the Corporation at its principal office. A written consent signed by less than all of the members is not sufficient to take any action subject to the consent unless, within sixty (60) days after the date of the earliest consent delivered to the corporation at least the requisite 2/3 signed consents are delivered to the Corporation. Delivery shall be by hand delivery, or by certified or registered mail, return receipt requested. In addition, prompt notice of the taking of any action by the Board or committee without unanimous written consent shall be given to all members who did not consent in writing to said action. For purpose of this section, a telegram, telex, cablegram, or other similar transmission by a member, or photographic, photostatic, facsimile, or similar reproduction of a writing signed by a member shall be regarded as being signed by the member.

#### **Proxies**

3.15 A director may not vote by proxy.

#### Compensation

3.16 Directors shall not receive salaries for their services. The Board of Directors may adopt a resolution providing for reimbursement to directors for expenses, if any, for attendance at each meeting of the Board of Directors. A director may serve the Corporation in any other capacity and receive compensation for those services. Any

compensation that the Corporation pays to a director shall be commensurate with the services performed and reasonable in amount.

#### Removal of Directors

3.17 Whenever any sponsor or any director of the Corporation believes that there exist grounds for the dismissal of a director of the Corporation, he or she may submit a written request for such dismissal to the Chair of the Corporation. The request shall cite the alleged grounds for dismissal. For the purpose of this Section, grounds for dismissal include, but are not limited to the following:

- (a) non-compliance with the Corporation's policies and procedures;
- (b) failure to perform assigned tasks;
- (c) failure to attend required meetings; or
- (d) breach of confidentiality.

The Executive Committee of the Corporation shall determine the disposition of all requests for dismissal. Should the Executive Committee determine by majority vote to dismiss a director of the Corporation, that director shall be notified of the dismissal and the grounds for same by registered mail, return receipt requested. In addition, the full Board must be notified, in writing, of the dismissal and grounds for the dismissal.

A decision by the Executive Committee to dismiss a director may be appealed to the Board of Directors. The appeal is initiated by the submission of a written notice of appeal by registered mail, return receipt requested, to the Chair of the Corporation within ten (10) days of receipt of notice of dismissal. A copy of the appeal shall be sent to a member of the Board of Directors who is not a member of the Executive Committee. The director under threat of dismissal shall be given the opportunity to select this member. Should s/he refuse to do so, this director shall be the longest serving member of the Board of Directors not currently serving on the Executive Committee. This individual shall be responsible for: ensuring that the Board members not on the Executive Committee receive all materials relevant to the reconsideration; shall provide opportunity for the director under threat of dismissal to speak with this group; shall arrange an opportunity for these individuals to vote on the reconsideration. A two-thirds (2/3) majority of the Board of Directors not serving on the Executive Committee is required to overturn the dismissal.

### **ARTICLE IV**

#### **OFFICERS**

##### Officer Positions

4.01 The officers of the Corporation shall be a Chair, a Chair-elect, a Secretary, a Treasurer and an Immediate Past Chair. All officers shall be members of the Board of Directors of the Corporation. The Board of Directors may create additional officer positions, define the authority and duties of each such position, and elect or

appoint persons to fill the positions. No individual member of the Board of Directors may hold more than one office. A public member cannot serve as Chair or Chair-elect.

#### Executive Committee

4.01.01 The Officers of the Corporation along with the CAAHEP Commissioner will constitute the Executive Committee. The Executive Committee shall have the responsibility of managing the investments of the Corporation, making decisions about the routine financial affairs of the Corporation and making recommendations to the Board of Directors about other aspects of the affairs of the Corporation as the Chair or the Board may from time to time determine. The Board of Directors may periodically direct the Executive Committee to make other decisions on its behalf. This Committee shall meet in advance of regularly scheduled Board meetings, or at other times as may be designated by the Chair. The minutes of all meetings of the Executive Committee will be available to the Board of Directors within seven (7) working days of any meeting of the Executive Committee, and any decision of the Executive Committee relating to matters not specifically delegated to the Executive Committee may be overruled by a simple majority vote of the Board. Objections to such decisions by the members of the Board must be submitted to the Chair, at the principal office of the Corporation, within fifteen (15) working days following the notification of the action.

#### Election and Term of Office

4.02 The Secretary and Treasurer of the Corporation shall be elected annually by a majority of the Board of Directors at the annual meeting of the Board of Directors. The term of office for the Secretary and Treasurer shall be for one (1) year. The Chair-elect shall be elected as needed to replace Chairs-elect who are succeeding to the office of the Chair. Once elected, the Chair-elect will remain in that office {for a maximum of two (2) years} until he/she assumes the office of Chair. If the Board term of the Chair-elect is to expire, the Chair-elect will remain on the Board and serve the completion of his/her terms as Chair-elect and Chair until such time as a new Chair assumes office. No Chair shall serve more than two (2) consecutive years as Chair. Such officers shall assume their responsibilities following the annual meeting. If the election of officers is not held at this meeting, the election shall be held as soon thereafter as conveniently possible. New officer positions may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until a qualified successor is duly elected. An officer may be elected to succeed himself or herself in the same office, except as specifically provided in Section 4.05.

#### **Removal**

4.03 Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors only with good cause by a two-thirds (2/3) vote of the Board of Directors. The removal of an officer shall be without prejudice to the contract

rights, if any, of the officer.

## Vacancies

4.04 In the event of a vacancy in the office of Chair, the Chair-elect shall assume the duties of the office of Chair. All other vacancies shall be filled by the Nominating Committee as set forth in Section 6.01 for the un-expired portion of the officer's term.

## Chair

**4.05 The Chair shall be the chief executive officer of the Corporation, and shall supervise and control all of the business and affairs of the Corporation subject to the approval of the Board of Directors. The Chair shall preside at all meetings of the Board of Directors and shall prepare the agenda for all meetings. The Chair shall serve as Chair of the Executive Committee of the Corporation. The Chair shall appoint chairs and members of the Subcommittees and ad hoc committees of the Corporation. The Chair may appoint representatives to outside agencies subject to the approval of the Board of Directors. The specific terms of the appointment shall be determined by the requesting agency. The Chair shall serve as the spokesperson and contact person for the Corporation and shall maintain liaison with the sponsoring organizations. The Chair may execute any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors has authorized to be executed. However, the Chair may not execute instruments on behalf of the Corporation if this power is expressly delegated to another officer or agent of the Corporation by the Board of Directors, these Bylaws, or statute. The Chair shall perform other duties prescribed by the Board of Directors and all duties incident to the office of Chair. No Chair shall serve more than two (2) consecutive years as Chair.**

## Chair-elect

4.06 When the Chair is absent or unable to act, the Chair-elect shall perform the duties of the Chair. When the Chair-elect acts in place of the Chair, he/she shall have all the powers of and be subject to all the restrictions upon the Chair. The Chair-elect shall serve as Chair of the Strategic Planning Subcommittee. The Chair-elect shall perform such other duties as assigned by the Chair or the Board of Directors. The Chair-elect shall assume the office of Chair at the end of the final year as Chair-elect.

## Immediate Past Chair

4.07 An Immediate Past Chair whose term on the Board has expired, will be automatically placed on the nominations list for consideration as a Board member filling the role as Immediate Past Chair. The Immediate Past Chair may remain on the Board until such time as a new Immediate Past Chair assumes the position (a maximum of two (2) years). During this time the Immediate Past Chair will retain voting rights on both the Board and the Executive Committee and perform the following primary responsibilities:

- (a) act as a designated Referee for programs identified by the current Chair and Executive Office
- (b) mentor new Referees,
- (c) serve as Chair of the Accreditation Policies/Bylaws Subcommittee, and
- (d) perform other duties as delegated by the Chair.
- (e) serve as a resource to the chair

Should the Immediate Past Chair choose not to serve, the position will remain unfilled. The Chair will utilize one or more members of the Board, as necessary, to fulfill the duties of the Immediate Past Chair.

4.08 An Immediate Past Chair whose board term has not expired will remain on the Committee until the normal expiration of his/her term (or will progress to the role identified under Section 4.07 above). During completion of his/her term as Immediate Past Chair he/she will perform the normal responsibilities of both a Board member and a member of the Executive Committee and will serve both as a resource for the Chair, and as chair of the Accreditation Policies/Bylaws Subcommittee.

### ***Treasurer***

4.09 The Treasurer shall perform or delegate the following duties:

- (a) Oversee all funds and securities of the Corporation.
- (b) Maintain & review the financial books and records of the Corporation.
- (c) Present financial reports to the Board of Directors at each of the meetings
- (d) Make recommendations regarding the Corporation's investments
- (e) Other duties incident to the office of Treasurer as assigned by the Executive Committee and the Board of Directors.
- (f) Perform other duties as assigned by the Chair or by the Board of Directors.

### **Secretary**

4.10 The Secretary shall perform or delegate the following duties:

- (a) Give all notices as provided in these Bylaws or as required by law.
- (b) Ensure that minutes of the meetings of the Board of Directors are recorded and reviewed for accuracy.
- (c) Ensure that all records of the meetings are maintained as part of the corporate records.
- (d) Ensure the safe custody of the corporate records and of the seal of the Corporation.
- (e) Authorize the affixing of the seal of the Corporation to all documents as appropriate.
- (f) Ensure that a register is kept of all applicable methods of contacting each director, officer, and employee of the Corporation.
- (g) Perform all duties incident to the office of Secretary.
- (h) Perform duties incident to the office of Secretary as assigned by the Chair or by the Board of Directors.

### ***CAAHEP Commissioner***

#### **4.11 The CAAHEP Commissioner shall:**

- (a) Be a current member of the CoARC board when elected. However, a public member cannot serve as CAAHEP Commissioner. The primary responsibility of the CAAHEP Commissioner is to serve as a liaison between the CoARC board and CAAHEP. The CAAHEP Commissioner's term of office and specific duties are defined by CAAHEP.
- (b) Serve as an ex-officio member of the Executive Committee.
- (c) As noted in Article 4.01, the CAAHEP Commissioner shall not be considered an officer of the Corporation.
- (d) If a CAAHEP Commissioner's term on the CoARC Board expires before his/her three-year term as CAAHEP Commissioner, this individual's name will automatically be placed on the nominations list for consideration as a Board member filling the office of CAAHEP Commissioner. If elected, this individual may remain on the Board until his/her current term as CAAHEP Commissioner expires. During this time on the Board the individual will continue to function as a Referee for those programs assigned to him/her.

However, during this time, the individual will not be eligible to serve as an Officer of the Board and will become an ex-officio member of the Executive Committee.

## **ARTICLE V**

### **EXECUTIVE DIRECTOR**

#### **Employment**

5.01 The Board of Directors shall hire an executive officer to be designated the Executive Director, to carry out the intent of the CoARC as put forth in the articles of incorporation and the Bylaws. The Executive Director shall be responsible to the Board of Directors and the Chair for the quality of services delivered by and from the executive offices in accordance with procedures, policies, and objectives of the CoARC.

#### **Duties**

5.02 The Executive Director shall carry on the daily activities of the Corporation and shall have general supervision over its property, business, and affairs, subject to the direction of the Officers and the Board of Directors itself.

## **ARTICLE VI**

### **SUBCOMMITTEES**

#### **Standing Subcommittees**

6.01 The Board of Directors authorizes the Chair to establish one (1) or more subcommittees. The Chair will delegate specific authority to each subcommittee and will appoint or remove members of each subcommittee. A subcommittee shall include at least two (2) Directors and may include persons who are not directors as ex-officio, non-voting members. The Chair may appoint special subcommittees subject to the authority of the Board of Directors. The establishment of a subcommittee or the delegation of authority to it shall not relieve the Board of Directors, or any individual director, of any responsibility imposed by these Bylaws or otherwise imposed by law. The Board will act as the Nominating Subcommittee to determine nominations for public member vacancies and for election of new members.

No subcommittee shall have the authority of the Board of Directors to:

- (a) Amend the Articles of Incorporation.
- (b) Adopt a plan of merger or a plan of consolidation with another corporation.

- (c) Authorize the sale, lease, exchange, or mortgage of all or substantially all any of the property and assets of the Corporation.
- (d) Authorize the voluntary dissolution of the Corporation.
- (e) Revoke proceedings for the voluntary dissolution of the Corporation.
- (f) Adopt a plan for the distribution of the assets of the Corporation.
- (g) Amend, alter, or repeal these Bylaws.
- (h) Elect, appoint, or remove a member of a subcommittee or a director or officer of the Corporation.
- (i) Approve any transaction to which the Corporation is a party and involves a potential conflict of interest as defined in Section 7.04 below.
- (j) Take any action outside the scope of authority delegated to it by the Board of Directors.

#### Ad Hoc Subcommittees

6.02 The Board of Directors authorizes the Chair to establish one (1) or more ad hoc subcommittees. The Chair will delegate specific authority to each subcommittee and will appoint or remove members of each subcommittee. A subcommittee shall include at least two (2) Directors and may include persons who are not directors as ex-officio, non-voting members of the subcommittee. The establishment of a subcommittee or the delegation of authority to it shall not relieve the Board of Directors, or any individual director, of any responsibility imposed by these Bylaws or otherwise imposed by law.

#### Term of Appointment

6.03 Each member of a subcommittee shall continue to serve on the subcommittee until the next annual meeting of the Board of Directors of the Corporation. However, the term of a subcommittee member may terminate earlier if the subcommittee is terminated, if the member is removed by the Chair or if the member ceases to perform his/her duties. A vacancy on a subcommittee may be filled by an appointment made in the same manner as an original appointment. Any person appointed to fill a vacancy on a subcommittee shall serve at the pleasure of the Chair for the un-expired portion of the terminated subcommittee member's term.

#### Subcommittee Chairs

6.04 Subcommittee Chairs shall be appointed by the Chair of the Corporation. The subcommittee chair shall preside at all meetings of the subcommittee. When the subcommittee chair is absent or is unable to act, the Chair of the Corporation shall

appoint another subcommittee member to perform the duties of the chair. When such other subcommittee member acts in place of the chair, such other subcommittee member shall have all the powers of and be subject to all the restrictions upon the chair.

### **Notice of Meetings**

6.05 Written or electronic notice of a subcommittee meeting shall be delivered to each member of a subcommittee not less than seven (7) days before the date of the meeting. The notice shall state the place, date, and time of the meeting, and the purpose or purposes for which the meeting is called.

### **Quorum**

6.06 A simple majority of the current number of voting subcommittee members shall constitute a quorum for the transaction of business at any meeting of the subcommittee. If no quorum is present at a meeting, the chair may adjourn and reconvene the meeting one (1) time without further notice.

### **Actions of Subcommittees**

6.07 Subcommittees shall try to act by consensus. However, the vote of a majority of subcommittee members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the subcommittee unless the act of a greater number is required by law or these Bylaws. A subcommittee member who is present at a meeting and abstains from a vote is not considered to be present and voting for the purpose of determining the act of the subcommittee. A recommendation made by any subcommittee must be presented to the full board for action.

### **Proxies**

6.08 A subcommittee member may not vote by proxy.

### **Compensation**

6.10 Subcommittee members shall not receive salaries for their services. The Board of Directors shall adopt a resolution providing for reimbursement to subcommittee members for expenses, if any, for attendance at each meeting of the subcommittee. A subcommittee member may serve the Corporation in any other capacity and receive compensation for those services. Any compensation that the Corporation pays to a subcommittee member shall be commensurate with the services performed and shall be reasonable in amount.

### **Procedures**

6.11 Each subcommittee may adopt procedures for its own operation

consistent with these Bylaws and with policies adopted by the Board of Directors.

## **ARTICLE VII**

### **TRANSACTIONS OF THE CORPORATION**

#### **Contracts**

7.01 The Board of Directors may authorize any officer or agent of the Corporation to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Corporation. This authority shall be limited to specific contracts or instruments. However, no agent or officer may enter into a contract or execute or deliver any instrument in the name of and on behalf of the Corporation without the specific written authorization of the Board, and any such contract or instrument must be countersigned by the Chair.

#### **Deposits**

7.02 All funds of the Corporation shall be deposited to the credit of the Corporation in banks, trust companies, or other depositories that the Treasurer with the approval of the Executive Committee selects. The Board of Directors shall review and approve all such actions at least annually.

#### **Gifts**

7.03 The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or device for the general purposes or for any special purpose of the Corporation. The Board of Directors may make gifts and give charitable contributions that are not prohibited by these Bylaws, the Articles of Incorporation, state law, and any requirements for maintaining the Corporation's federal and state tax status.

#### **Potential Conflicts of Interest**

7.04 The Corporation shall not make any loan to a director or officer of the Corporation. A director, officer, or subcommittee member of the Corporation may not lend money to and otherwise transact business with the Corporation except as otherwise provided by these Bylaws, the Articles of Incorporation, and all applicable laws. Such a person transacting business with the Corporation has the same rights and obligations relating to those matters as other persons transacting business with the Corporation. The Corporation shall not borrow money from or otherwise transact business with a director, officer, or subcommittee member of the Corporation unless the transaction is described fully in a legally binding instrument and is in the best interests of the Corporation. The Corporation shall not borrow money from or otherwise transact business with a director, officer, or subcommittee member of the Corporation without full

disclosure of all relevant facts and without the approval of the Board of Directors, not including the vote of any person having a personal interest in the transaction.

#### Prohibited Acts

7.05 As long as the Corporation is in existence, no director, officer, or subcommittee member of the Corporation shall:

- (a) Do any act in violation of these Bylaws or a binding obligation of the Corporation.
- (b) Do any act with the intention of harming the Corporation or any of its operations.
- (c) Do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the Corporation.
- (d) Receive an improper personal benefit from the operation of the Corporation.
- (e) Use the assets of this Corporation, directly or indirectly, for any purpose other than carrying on the business of this Corporation.
- (f) Wrongfully transfer or dispose of Corporation property, including intangible property such as good will.
- (g) Use the name of the Corporation (or any substantially similar name) or any trademark or trade name adopted by the Corporation, except on behalf of the Corporation in the ordinary course of the Corporation's business.
- (h) Disclose to any person not authorized to receive it, any of the Corporation's business practices, proprietary information or any other information not generally known to the business community.

#### **Prior Written Approval**

7.06 Except with the prior written approval of AARC, ACCP, ASA, and ATS, (i) the Articles of Incorporation may not be amended; (ii) no plan of merger or plan of consolidation with another corporation may be made; and (iii) except as provided by Article XI, these Bylaws may not be amended.

#### **ARTICLE VIII**

## BOOKS, RECORDS AND REPORTS

### Required Books and Records

8.01 The Corporation shall keep correct and complete books and records of account. The Corporation's books and records shall include:

- (a) A file-endorsed copy of all documents filed with the Texas Secretary of State relating to the Corporation, including, but not limited to, the Articles of Incorporation, and any articles of amendment, restated articles, articles of merger, articles of consolidation, and statement of change of registered office or registered agent.
- (b) A copy of these Bylaws, and any amended versions or amendments.
- (c) Minutes of the proceedings of the Board of Directors and subcommittees having any of the authority of the Board of Directors.
- (d) A list of the names and addresses of the directors, officers and any subcommittee members of the Corporation.
- (e) Financial statements showing the assets, liabilities, and net worth of the Corporation at the end of each of the seven (7) most recent fiscal years.
- (f) Financial statements showing the income and expenses of the Corporation for the seven (7) most recent fiscal years.
- (g) All rulings, letters, and other documents relating to the Corporation's federal, state, and local tax status.
- (h) The Corporation's federal, state, and local income tax returns for each of the Corporation's seven (7) most recent tax years.

### ***Inspection and Copying***

8.02 A Board member of the Corporation, on written demand stating the purpose of the demand, has the right to examine and copy, in person or by agent, accountant, or attorney, at any reasonable time, for any proper purpose, the books and records of the Corporation relevant to that purpose, at the expense of the Board member.

### Budget

8.03 The annual budget, proposed by the Treasurer, shall be approved by the Board of Directors before implementation.

#### Reports

8.04 The Corporation will publish an annual financial statement and a report of operational activity for the preceding year.

### **ARTICLE IX**

#### ***FISCAL YEAR***

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

### **ARTICLE X**

#### ***NOTICES***

##### Notice by Mail

10.01 Any notice regarding amendment of the Articles of Incorporation; any plan of merger or consolidation with another corporation; any amendment of the Bylaws must be made by either (1) United States certified mail, return receipt requested; or (2) overnight courier service requiring signature by the recipient. Any other notice required or permitted by these Bylaws to be given to a Director of the Corporation may be given by mail, facsimile, e-mail or overnight delivery service. If sent by regular or certified mail, by e-mail or by overnight courier, a notice shall be deemed to be delivered when deposited in the United States mail or with the overnight courier, with postage or delivery fee prepaid, addressed to the person at his or her address or e-mail address as it appears on the records of the Corporation. If given by facsimile, a notice shall be deemed to be delivered at the time and date specified on the acknowledgment printed by the facsimile equipment used, addressed to the person at his or her facsimile number as it appears in the records of the Corporation. A person may change his or her address, e-mail address or facsimile number by giving notice to the Secretary of the Corporation.

##### Signed Waiver of Notice

10.02 Whenever any notice is required to be given under the provisions of the Act or under provisions of the Articles of Incorporation or these Bylaws, a waiver in writing, signed by a person entitled to receive a notice shall be deemed equivalent to the giving of the notice. A waiver of notice shall be effective whether signed before or after

the time stated in the notice being waived and may be sent and received by mail, e-mail (if signature capable), or facsimile.

#### Waiver of Notice by Attendance

10.03 The attendance of a person at a meeting shall constitute a waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

## **ARTICLE XI**

### ***AMENDMENTS***

These Bylaws may be altered, amended, or repealed, and new bylaws may be adopted by the Board of Directors, with consent of the appropriate governing bodies of the AARC, ACCP, ASA, and ATS. All members of the CoARC Board of Directors must receive a copy of the proposed bylaw amendment at least thirty (30) days before the meeting at which the reading and vote is to be held. If the proposed amendment receives an affirmative vote from two-thirds (2/3) of the members of the Board of Directors, it will then be presented to AARC, ACCP, ASA, and ATS. In the event each of the AARC, ACCP, ASA, and ATS provide their written consent to the proposed amendment, then the proposed amendment will be approved and adopted. In the event the AARC, ACCP, ASA, or ATS do not provide written consent or written objection to the amendment within sixty (60) days after presentation, the amendment will be approved and adopted.

## **ARTICLE XII**

### **CONFLICTS OF INTEREST AND CONFIDENTIALITY**

#### Conflicts of Interest

12.01 Members of the Board of Directors shall not participate in any way in accrediting decisions in which they have a pecuniary or personal interest.

## Confidentiality

12.02 Members of the Board of Directors shall not discuss matters, disclose or use information specific to an institution or program of which they have knowledge by virtue of involvement in the accreditation process, except when officially participating in this capacity. Unauthorized disclosure or use of oral or written information is a serious breach of confidence and can be basis for disciplinary action and dismissal from the Board of Directors.

## ARTICLE XIII

### INDEMNIFICATION

The Corporation, under its Articles of Incorporation, may indemnify its directors, officers and employees for expenses they incur by reason of their service. The Corporation shall maintain insurance against risks that its directors, officers, and employees may incur by reason of their service to the Corporation.

## ARTICLE XIV

### NON-DISCRIMINATORY PRACTICE POLICY

In accordance with the established policy of the CAAHEP, any officer, employee, constituent, site visitor, or other individual who is appointed to carry out the business of the Corporation shall be selected on a non-discriminatory basis with respect to race, color, creed, sex, age, handicap(s), or national origin, as set forth in Title 42 of the United States Code.

## ARTICLE XV

### RESTRICTIONS FOR FEDERAL TAX EXEMPTIONS

#### General Restrictions

15.01 No part of the net earnings of the Corporation shall inure to the benefit of any director of the Corporation, officer of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one of more of its purposes), and no director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

#### Distribution of Income

15.02 The Corporation shall distribute its income for each taxable year at such time and in such a manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code 1986, as amended ("Tax Code").

#### Self-Dealing

15.03 The Corporation shall not engage in any act of self-dealing as defined in Section 4941[d] of the Tax Code.

#### Excess Business Holdings

15.04 The Corporation shall not retain any excess business holdings as defined in Section 4943[c] of the Tax Code.

#### Investments

15.05 The Corporation shall not make any investments in such a manner as to subject the Corporation to tax under Section 4944 of the Tax Code.

#### Taxable Expenditures

15.06 The Corporation shall not make any taxable expenditures as defined in Section 4945[d] of the Tax Code.

#### Activities Not Permitted

15.07 Notwithstanding any other provisions of the Articles of Incorporation of the Corporation or these Bylaws, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501[c][3] of the Tax Code or by an organization, contributions to which are deductible under Section 170[c][2] of the Tax Code.

#### Distributions Upon Dissolution

15.08 Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, religious, scientific, public safety testing, literary or educational organizations which would qualify under the provisions of Section 501[c][3] of the Tax Code.

## **ARTICLE XVI**

### **MISCELLANEOUS PROVISIONS**

#### **Legal Authorities Governing Construction of Bylaws**

16.01 These Bylaws shall be construed in accordance with the laws of the State of Texas. All references in these Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

#### ***Legal Construction***

16.02 If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and these Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in these Bylaws.

#### **Headings**

16.03 The headings used in these Bylaws are used for convenience and shall not be considered in construing the terms of these Bylaws.

#### **Gender**

16.04 Wherever the context requires, all words in these Bylaws in the male gender shall be deemed to include the female gender, all singular words shall include the plural, and all plural words shall include the singular.

#### **Seal**

16.05 The Board of Directors may provide for a corporate seal that shall have inscribed thereon the name of the Corporation.

#### ***Power of Attorney***

16.06 With the approval of the Board, a person may execute any instrument related to the Corporation by means of a power of attorney. An original executed copy of the power of attorney must be kept with the Corporation's records.

***Parties Bound***

16.07 These Bylaws shall be binding upon and inure to the benefit of the directors, officers, subcommittee members, employees and agents of the Corporation and their respective administrators, legal representatives, successors, and assigns except as otherwise provided in these Amended Bylaws.

Certificate of Secretary

I certify that I am the duly elected and acting Secretary of the Committee on Accreditation for Respiratory Care and that the foregoing Bylaws constitute the Bylaws of the Committee on Accreditation for Respiratory Care. These Bylaws were duly adopted by the Board of Directors pursuant to the Unanimous Consent of the Committee on Accreditation for Respiratory Care in Lieu of Organizational Meeting, dated March, 2008.

Date: \_\_\_\_\_

\_\_\_\_\_  
Secretary

**Revised: 11/03, 6/04, 2/08 (pending sponsor approval)**