

Bylaws of the North Dakota Society for Respiratory Care

April 2011

Article I:

Name

The organization shall be known as the North Dakota Society for Respiratory Care, a chartered affiliate of the American Association for Respiratory Care, hereinafter referred to as the AARC, which is incorporated under the General Not-For-Profit Corporation Act of the State of Illinois.

Article II:

Boundaries

The boundary of this Society shall be within the boundary of the State of North Dakota.

Article III:

Object

Section 1. Purpose

- a. To encourage and develop educational programs on a regular basis for those persons interested in the practice of Respiratory Care, and to provide education to the general public.
- b. To advance the science, technology, ethics and art of Respiratory Care through meetings, lectures, and the preparation and distribution of news and/or other materials as determined by the Board of Directors.
- c. To facilitate cooperation between Respiratory Care personnel and the medical profession, hospitals, service companies, industry, and other agencies within the State Interested in Respiratory Care.

Section 2. Intent

- a. No part of the net earnings of the Society shall incur to the benefit of any private member or individual, nor shall the corporation perform particular services for individual members thereof.
- b. Distribution of funds, income, and property of the Society may be made to charitable, educational, scientific, or religious organizations, community chests, foundations or other kindred institutions maintained and created for one or more of the foregoing purposes if

at the time of distribution the payees or distributees are exempt from income taxation under the provisions of Section 501, 2055, and 2522 of the Internal Revenue Code, or any later or other Sections of the Internal Revenue Code which amends or supercedes the said Sections. The Society may also distribute funds in honor of deceased active members in the form of memorials.

c. This Society shall not commit any act, which shall constitute unauthorized practice of medicine under the laws of the State of Illinois in which the parent Association is incorporated, or any other State.

Article IV:

Membership

Section 1. Membership

- a. The membership of this Society shall be as defined in the AARC bylaws.
- b. An individual is eligible to be a member of this Society if he/she is a member of the AARC as specified in the AARC Bylaws.

Section 2. Application for Membership

- a. Application for membership in this Society shall follow the procedure specified in the AARC Bylaws.

Article V:

Officers and Directors

Section 1. Officers

- a. The officers of the Society shall be: President, President-Elect (who automatically succeeds to the presidency when the President's term ends), Past President, Secretary, and Treasurer.

Section 2. Term of Office

- a. The term of each officer shall be for two (2) years beginning July 1 of the year following the election. The President and President-Elect shall not serve more than one (1) consecutive term in the same office. The Secretary and Treasurer shall not serve more than two (2) consecutive terms in the same office.

Section 3. Vacancies of Office

- a. In the event of a vacancy in the Office of President, the President-Elect shall become

acting President to serve the unexpired term and shall serve his/her own successive term as President.

b. In the event of a vacancy of any office the Board of Directors shall at the next meeting of the BOD appoint a qualified member to fill the vacancy until the next scheduled general election, at which time the Society membership shall elect a new officer to serve the rest of the vacated term. In the event of the vacancy of the Past President, the Board of Directors at the next meeting shall elect a previous Past President to fill that vacancy.

Section 4. Duties of Officers

a. President

The President shall be the Chief Executive Officer of the Society. He/she shall preside at the annual business meeting and all meetings of the Board of Directors; prepare an agenda for the annual business meeting and submit it to the membership not fewer than thirty (30) days prior to such a meeting in accordance with Article VIII of these Bylaws; prepare an agenda for each meeting of the Board of Directors and submit it to the members of the Board not fewer than fifteen (15) days prior to such meeting; appoint standing and special committees subject to the approval of the BOD; be an ex-officio member of all committees; present to the BOD and membership an annual report of the Society activities.

b. President-Elect

The President-Elect shall become acting President and shall assume the duties of the President in the event of the President's absence, resignation, or disability, and shall perform such other duties as shall be assigned by the President or the BOD. The President-Elect shall be a member of the Budget/Audit and Bylaws Committee.

c. Treasurer

The Treasurer shall have charge of all funds and securities of the Society, endorsing checks, notes, or other orders for payment of bills, disbursing funds as authorized by the Board of Directors and or in accordance with the adopted budget, depositing funds as the BOD may designate, and preparing of documents for annual audit and tax return. He/she shall see that full and accurate accounts are kept, submit quarterly reports to the BOD and AARC, and make written reports at all BOD and business meetings of the Society. He/she shall prepare, in conjunction with the Budget and Audit Committee, a proposed budget to be presented at the pre-board and annual business meeting preceding the year it will be in effect.

d. Secretary

The Secretary shall have charge of keeping the minutes of BOD, regular business meetings and the annual business meeting; submitting a copy of the minutes of every

meeting of the governing body and other business of the Society, to all members of the BOD within thirty (30) days and, if requested, to the AARC Executive Office executing the general correspondence; and in general, performing all duties as from time to time shall be assigned by the President or the BOD. The Secretary shall also be responsible for submitting the list of NDSRC Officers to the AARC following the annual election.

e. Past-President

The Past-President shall be an active member of the Bylaws Committee. The Past-President will be readily available as a resource to the current President and perform all other duties assigned by the President and the BOD.

Article VI:

Nominations and Elections

Section 1. Nominations and Elections Committee

a. The President shall appoint a Nominations and Elections Committee. It shall be the responsibility of the Nominations and Elections Committee to assure that the individual verifying the eligibility of each ballot, tallying the votes and reporting the results (in writing) to the BOD is not on the ballot.

Section 2. Nominations

a. The Nominations and Elections Committee shall prepare a slate of one (1) or more candidates for each office for approval by the BOD at least thirty (30) days before the scheduled election.

b. Only active members in good standing shall be eligible for nomination.

c. Active members may have their name placed in nomination upon written petition of at least ten (10) active members of the Society. The petition must be filed with the Secretary of the Society at least thirty (30) days before the scheduled election.

Section 3. Ballot

a. The Nominations and Elections Committee shall be responsible for distributing the biographical sketches and to every active member in good standing and eligible to vote at least fifteen (15) days prior to the scheduled election.

b. The election of officers shall be by mail, electronic or other acceptable form of voting as determined by the Board of Directors with provisions for write-in for each office. Ballots, to be acceptable, must conform to instructions supplied with the ballot. The deadline date shall be clearly indicated on the ballot.

Section 4. Election Date

- a. The date of annual election shall be set by the Board of Directors.

Article VII:

Board of Directors

Section 1. Composition and Powers

- a. The executive government of this Society shall be vested in a Board of Directors consisting of President, President-Elect, Secretary, Treasurer, Past President, two Delegates and two Directors at large.
- b. The President shall be the Chairperson and presiding officer of the Board of Directors and the Executive Committee. He/she shall invite non-members/members to the meetings of the Board of Directors, as he/she deems necessary, with the privilege of voice, but not vote.
- c. The Board of Directors shall have the power to declare an office vacant by a two-thirds (2/3) majority vote, upon refusal or neglect of any member of the Board to perform the duties of that office, or for any conduct deemed prejudicial to the Society. Written notice shall be given to the member that the office has been declared vacant by certified mail.
- d. Voting members of the Board shall consist of the Officers, Directors at large, and Delegates. The President shall vote only in the presence of a tie vote.

Section 2. Duties

- a. Supervise all business and activities of the Society within the limitations of these Bylaws.
- b. Adopt and rescind standing rules of the Society.
- c. Determine enumerations, stipends, and other related matters, after consideration of the budget.

Section 3. Meetings

- a. The Board of Directors shall meet immediately preceding and immediately following the annual business meeting of the Society and shall not hold less than one other regular and separate meeting during the calendar year.
- b. Special meetings of the Board of Directors shall be called by the President at such times as the business of the Society shall require upon written request of four (4) members of the Board of Directors filed with the President and Secretary of the Society

or upon phone request of four (4) members of the Board of Directors via phone conference with the President and Secretary.

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

Section 4. Voting

a. Whenever, in the judgment of the Board of Directors, it is necessary to present any business to the membership prior to the next regular or annual business meeting, the Board of Directors may, unless otherwise required by these Bylaws, instruct the Nominations/Elections Committee to conduct a vote of the membership by mail, electronic, or other acceptable form of voting as determined by the Board of Directors. The questions thus presented shall be determined according to a simple majority of the valid votes received post-marked prior to established voting deadline, except in the case of a constitutional amendment change in the Bylaws when a two-thirds (2/3) majority of the valid votes received is required. Any and all action shall be binding upon each member thereof. Any amendment to the Bylaws of this Society shall be presented to the membership at least fifteen (15) days prior to a vote, as provided in Article XVII of these Bylaws concerning amendments.

Section 5. Executive Committee

a. The Executive Committee of the Board of Directors shall consist of the President, President-Elect, immediate Past-President, Secretary and Treasurer. They shall have the power to act for the Board of Directors between meetings of the Board of Directors and such action shall be subject to ratification by the Board at its next meeting.

Section 6. Multiple Offices

a. No two (2) offices may be held simultaneously.

Article VIII:

Annual Business Meeting

Section 1. Date and Place

a. The Society shall hold an annual business meeting. Additional meetings may be held as required to fulfill the objectives of the Society whenever called by the President or petitioned by at least five percent (5%) of the voting members.

b. The date and place of the annual business meeting and additional meetings shall be decided in advance by the Board of Directors. In the event of a major emergency the President may cancel the scheduled meeting, set a new date and place if feasible, or conduct the business of the meeting by mail, phone, or other means. (According to Article VII, Section 4 of these Bylaws).

Section 2. Purpose

- a. The annual business meeting shall be for the purpose of receiving the annual reports of officers and committees and for other business brought by the membership and the Board of Directors.
- b. Additional business meetings shall be called as deemed appropriate by the President or voting membership in accordance with Article VIII, Section 1, Part A.

Section 3. Notification

- a. Notification of the time and place of the annual business meeting and agenda shall be available to all members of the Society not fewer than thirty (30) days prior to the meeting.

Section 4. Quorum

- a. A majority of voting members registered at a duly called business meeting shall constitute a quorum.

Article IX:

Society Delegates to the American Association for Respiratory Care (AARC) and House of Delegates (HOD)

Section 1. Term of Office

- a. Delegates to the AARC shall be elected by the membership for a four (4) year term of office with the exception of Article IX, Section 3. No person may serve more than eight (8) consecutive elected years in the AARC House of Delegates. The Delegates shall be past Board members.

Section 2. Duties

- a. The Delegates are empowered by the Society membership to vote on its behalf on resolutions and other issues brought to the floor of the AARC House of Delegates. The Delegates are bound to vote as directed by the Society membership through the Society's Board of Directors. If no direction is given to the Delegates in this regard, the Delegates are free to vote as they deem to be in the best interest of the Society membership. The Delegates shall, at the expense of the Society, and with the authority of the Board of Directors, attend all House of Delegates meetings of the AARC. The Delegates will be voting members of the Society Board of Directors.

Section 3. Vacancies

a. If the office of one Delegate becomes vacant, the Society's Board of Directors shall appoint a substitute Delegate to serve until the next scheduled general election, at which time the Society membership shall elect a new Delegate to serve the remainder of the vacated term. If the offices of both Delegates are vacated, a special general election shall be held to fill the remainders of both vacated terms.

Section 4. Representation

a. There shall be two Society Delegates to the AARC House of Delegates.

Section 5. Multiple Offices

a. Delegates may not hold concurrent elective offices.

Article X: Committee Structure

Section 1. Standing Committees

a. The Chairperson of the following Standing Committees and Ad Hoc shall be appointed by the President, subject to approval of the Board of Directors

Standing Committees

1. Nominations/Elections
2. Program and Education
3. Bylaws
4. Publications
5. Membership
6. Budget/Audit
7. Scholarship

Ad Hoc Committees

1. Public Relations
2. Legislation
3. Sputum Bowl

Section 2. Special Committees and Other Appointments

a. Special committees may be appointed by the President.

Section 3. Committee Chairperson's Duties

a. The Chairpersons of each committee shall be responsible for appointing his/her committee members and assure their participation in committee activities.

b. All committee reports shall be made in writing and submitted to the President and Secretary prior to the meeting at which the report is to be read.

- c. Physician non-members may be appointed as consultants to committees with recommendations for appointment coming from Society medical advisor(s).
- d. Each committee Chairperson requiring operating expenses shall submit a budget for the next fiscal year to the Budget and Audit Committee.
- e. Professional non-members may be appointed as consultants to committees pending approval by the Board of Directors.

Article XI:

Standing Committees

Section 1. Membership Committee

- a. This Committee shall be responsible for the recruitment of new members and the retention of current members. The membership Committee shall also act as a resource:
 - to the Board of Directors for active members wishing to participate in Society activities.
 - to the general membership of the Society as to how they may be involved in Society activities.

Section 2. Budget/Audit Committee

- a. The Treasurer and President-Elect shall be members of this Committee, with the Treasurer being the Chairperson of the Committee.
- b. The Committee will propose an annual budget for approval by the Board of Directors. Proposed budget shall then be submitted to the membership thirty (30) days prior to the annual business meeting. The budget shall then be voted on by the membership at the annual business meeting.

Section 3. Nominations/Elections Committee

- a. This Committee shall prepare, for approval by the Board of Directors, a slate of nominees for the annual election. This Committee shall also receive, verify, and count the ballots for all elections held during the calendar year.
- b. This Committee shall make the final critical appraisal of the candidates to see that the nominations are in the best interests of the AARC and the Society through a consideration of personal qualifications.
- c. This Committee shall prepare for approval by the Board of Directors a slate of officers for the annual election.
- d. It shall be the duty of this Committee to make the final critical appraisal of candidates,

to see that the nominations are in the best interests of the AARC and the Society through a consideration of personal qualifications and geographical representations as applicable.

Section 4. Programs and Education Committee

- a. The Committee shall be constructed as to provide experienced leadership and serve as a resource for those persons organizing education programs for the Society.
- b. The Medical advisor(s) or his designate will be a consultant member of this Committee.

Section 5. Bylaws Committee

- a. This Committee shall include a Past Board of Directors member and the President Elect.
- b. The Committee shall receive and prepare all amendments to the Bylaws for submission to the Board of Directors. The Committee may also initiate such amendments for submission to the Board of Directors.

Section 6. Publications Committee

- a. The Chair of this Committee shall be the Editor of the Society's website and/or other publications.
- b. The membership of this Committee shall be appointed as deemed necessary by the Chair.
- c. This Committee shall concern itself with the distribution of information to the Society's membership.

Section 7. Public Relations Committee

- a. This Committee shall concern itself with the relations of the Society with the public, hospitals, health care institutions and associations, regulatory agencies, and other organizations through the dissemination of information concerning Respiratory Care.

Section 8. Legislation Committee

- a. This Committee shall concern itself with the business of the North Dakota Legislative assembly and its impact on health care in general and Respiratory Care, specifically.
- b. The Society's lobbyist shall be a consultant to this Committee.

Section 9. Scholarship Committee

a. This Committee shall concern itself with the distribution of scholarship monies, and the selection of the recipient(s) of those monies.

Section 10. Sputum Bowl Committee

a. This Committee shall concern itself with the organization and administration of the annual Sputum Bowl, assuring adherence to the NDSRC Sputum Bowl Organization Guidelines.

Article XII:

Directors at Large

Section 1. Directors

a. Two (2) Directors at large shall be elected in alternating years for a two (2) year term. The Directors at large shall not serve more than two (2) consecutive terms in office.

b. Directors at large shall be voting members of the Board of Directors.

Section 2. Duties

a. Directors at large shall attend all Board of Directors meetings and perform duties as assigned by the President or the Board of Directors.

Section 3. Vacancies

a. A vacancy of the office of Director at large shall be filled in accordance with Article V, Section 3 of these Bylaws.

Article XIII:

Society Medical Advisor

Section 1. Medical Advisor

a. The Society shall have at least one (1) Medical Advisor appointed by current President.

Article XIV:

Fiscal Year

Section 1. Fiscal Year

a. The fiscal year of this Society shall be from July 1 through June 30.

Article XV:

Ethics

Section 1. Ethics

a. If the conduct of any Society member shall appear, by report or the AARC Judicial Committee, to be in willful violation of the Bylaws or standing rules of this Society or the AARC, or prejudicial to this Society's interests defined in the AARC Code of Ethics, the Board of Directors may, by a two-thirds (2/3) vote of its entire membership, suspend or expel such a member. A motion to reconsider the suspension or expulsion of a member may be made at the next regular meeting of the Board of Directors. All such suspension or expulsion actions shall be reported immediately to the AARC Judicial Committee.

Article XVI:

Parliamentary Procedure

Section 1. Parliamentary Procedure

a. The rules contained in Roberts Rules of Order Revised shall govern whenever they are not in conflict with the Bylaws of the Society or the AARC.

Article XVII:

Amendments

Section 1. Amendments

a. These Bylaws may be amended at any regular or called meeting or by mail vote of the North Dakota Society for Respiratory Care by a two-thirds (2/3) majority of those voting, provided that the amendment has been presented to the membership in writing at least fifteen (15) days prior to the vote. All amendments must be approved by the AARC Bylaws Committee prior to presentation and vote by the membership. The amendments shall become effective upon ratification by the AARC Board of Directors and the Membership.