

## Bylaws of the Utah Society for Respiratory Care

### **Article I – Name**

This organization shall be known as the Utah Society for Respiratory Care, hereinafter referred to as the Society; 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 area included within the boundaries of this Society shall be the area within the boundaries of the State of Utah.

### **Article III – Object**

#### **Section 1. Purpose**

- A. To encourage and develop on a regional basis educational programs for those persons interested in the field of respiratory care.
- B. To advance the science, technology, ethics, and art of respiratory care through regional institutes, meetings, lectures, and the preparation and distribution of a newsletter and other materials;
- C. To facilitate cooperation between respiratory care personnel and the medical profession, hospitals, service companies, industry, and other agencies within the region interested in respiratory care; except that this Society shall not commit any act which shall constitute unauthorized practice and medicine under the laws of the State of Illinois in which the parent Association is incorporated, or any other state.

#### **Section 2. Intent**

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

payees or distributees are exempt from taxation, and if gifts or transfers to the payees or distributees are then exempt from 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 amend or supersede the said sections.

## Article IV – Membership

### Section 1. Classes

The membership of this Society shall include three (3) classes: Active Member, Associate Member, and ~~Student~~ *Special* Member *as defined by Article III of the AARC Bylaws.*

**Comment [1]:** Associate includes student membership, so this is redundant. Include special member to be consistent with AARC Bylaws Article III, Section 4.

**Comment [2]:** To provide definitions for member types.

### Section 2. Eligibility

An individual is eligible to be a member of this Society if he/she is a member of the AARC as specified in Article III of the AARC Bylaws., ~~and provided his/her place of employment is within the defined boundaries of this Society.~~

**Comment [3]:** Eligibility determined by AARC and selected state at time of joining.

### Section 3. Classifications

The classifications and limitations of membership shall be as defined in Article III of AARC Bylaws.

### Section 4. Application for Membership

Application for Membership in this Society shall follow the procedure specified in Article III, Section 6 of the AARC Bylaws.

### ~~Section 5. Annual Registration~~

~~Each Society member must annually reassess his/her qualifications for membership.~~

**Comment [4]:** Unnecessary. Change consistent with AARC Bylaws.

## Article V - Members of the Board

### Section 1. ~~Officers~~ *Board of Directors*

*The Board of Directors shall be voting members and shall consist of*

A. ~~Officers~~—The officers of this Society shall be: A President, *Immediate Past President*, ~~a President-Elect (who automatically succeeds to the presidency when the President's term ends)~~, a Vice-President, a Secretary, a Treasurer, and ~~an immediate Past President in alternate years,~~ *President-Elect.*

**Comment [5]:** Housekeeping; clarification.

**Section 2.B. Directors**--There shall be three (3) Directors. *The three (3) director positions shall be termed Director, Director-Elect, and Immediate Past Director.* ~~One (1) Director shall be elected each year and such others as necessary in order to fill existing vacancies.~~

**Comment [6]:** To clarify members of the board of directors and to indicate voting members.

*C. Delegates--The Society shall have two (2) delegates to the AARC House of Delegates.*

**Comment [7]:** Information included in other relevant sections (vacancies, nominations, elections).

### **Section 3 Section 2. Student Representatives**

Each respiratory training program in the state shall ~~may~~ identify a representatives ~~each academic year~~ from their respective school to attend all USRC meetings. Student representatives will not be voting members.

**Comment [8]:** Housekeeping

### **Section 4 Section 3. Term of Office**

*A. The President-Elect shall serve for one (1) year, and then automatically succeed to the office of President.* The President shall serve for two (2) years, and then serve as *Immediate* Past President, for one (1) year. ~~The President-Elect shall serve for one (1) year, and then automatically succeed to the office of President. Therefore, the President shall be committed to the Society for a total of four (4) years.~~ The President-Elect shall not serve more than one (1) consecutive term in the same office.

**Comment [9]:** Format change.

**Comment [10]:** Redundant

*B. The Vice-President and Secretary shall serve for one (1) year terms a term of two (2) years.* The Vice-President, ~~and~~ Secretary, shall not serve more than three (3) consecutive terms in the same office.

**Comment [11]:** For consistency, to have terms align with the President's term

*C. The Treasurer shall be appointed by the Board of Directors and shall serve for a term of two (2) years.* ~~The officers shall begin their terms immediately following the annual business meeting.~~

**Comment [12]:** Wording being removed to allow for installation of officers at different time if that is in the best interest of the society and it's members.

*D. The term of office for Delegates shall be four (4) years. One (1) delegate shall be elected every two (2) years.*

*B E. The term of office for Directors shall begin immediately following the annual business meeting and shall be for a three (3) year term of office. One (1) Director shall be elected each year.*

### **Section 5 Section 4. Vacancies in Office**

*A. In the event of a vacancy in the office of President in the first year of Presidency, the Immediate Past President shall assume the duties but not the*

office of President as well as their own. Following the annual election, the newly elected President-Elect shall become Acting President to serve the unexpired term, and shall serve their successive term as President. In the event of a vacancy in the office of President in the second year of Presidency, the President-Elect shall become Acting President to serve the unexpired term and shall serve his/her own, the successive term, as President. Additionally in this case, the current Past-President shall have the option to serve for a 1-year term extension.

Comment [13]: Define vacancy for two-year presidency, not previously defined. Referenced Kansas Bylaws Article IV, Section 3b

B. In the event of a vacancy in the office of the Immediate Past-President, the office shall remain vacant until the end of the current President's term.

C. In the event of a vacancy in the office of President-Elect, the Vice-President shall assume the duties, but not the office, of President-Elect as well as his/her own until the next meeting of the Board of Directors, at which time the Board shall elect appoint a qualified member to fill the vacancy. This does not apply if the vacancy in the office of the President-Elect is a direct result of a vacancy in the office of the President.

Comment [14]: Consistent language with AARC Bylaws, Article IV, Section 3 c,d

D. A vacancy in any other office will be addressed as outlined in Article VII, Section 3a.

Comment [15]: Clarification so vacancies in all offices are addressed.

### Section 6 Section 5. Duties of Officers

A. President – The President shall be the chief executive officer Chief Executive Office of the Society. He/She shall preside at the annual business meeting Annual Business Meeting and all meetings of the Board of Directors; prepare an agenda for the annual business meeting in accordance with Article VIII of these Bylaws: prepare an agenda for each meeting of the Board of Directors; submit it to the members of the Board prior to such a meeting; appoint standing and special committees subject to the approval of the Board of Directors; be an ex-officio member of all committees except the Elections and Nominations Committees; present to the Board of Directors and membership an annual report of the Society's activities.

B. President-Elect – The President-Elect, if sitting, shall become acting President and shall assume the duties of the President in the event of the

Comment [16]: clarification for two-year presidential term

President's absence, resignation, or disability; he/she shall perform such other duties as shall be assigned by the President or Board of Directors.

C. Vice-President – The Vice-President shall assume the duties but not the office of the President-Elect in the event of the President-Elect's absence, resignation, or disability; and will also continue to carry out the duties of the office of the Vice-President ~~as specified in Article V Section 4.b.~~ *The Vice-President shall perform duties as assigned by the President or Board of Directors.*

Comment [17]: Define the duties of the VP not previously described.

D. Treasurer – The Treasurer shall have charge of all funds and securities of the Society; endorsing checks, notes, or other orders for the payment of bills, disbursing funds as authorized by the Board of Directors and/or in accordance with the adopted budget; depositing funds as the Board of Directors may designate. This officer shall see that full accurate accounts are kept, make a written quarterly financial report to the Board of Directors, and a complete written yearly report at the ~~annual business meeting~~ *Annual Business Meeting* of the Board of Directors. At the expense of the Society, he/she shall be bonded in an amount determined by the Board of Directors. ~~All checks issued by the Society will bear the signature of the Treasurer and the President.~~

Comment [18]: To be consistent with AARC Bylaws

E. Secretary – The Secretary shall have charge of keeping the minutes of the Board of Directors 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 the Executive Office of the AARC;~~ executing the general correspondence; and in general, performs all duties assigned by the President or the Board of Directors.

Comment [19]: Change contingent upon AARC Bylaws approval

F. Immediate Past President – The Immediate Past President shall advise and consult with the President and shall perform such other duties as shall be assigned by the President or the Board of Directors.

G. Directors – There are three director positions. ~~They are elected on a rotating basis so only one is elected each year as they serve a three-year term. They are voting members of the board.~~ A director serves as a representative of the affiliate and performs duties as directed by the President.

Comment [20]: This information is included in term of office, and members of the board.

H. Delegates—~~There shall be two delegates elected to the board. Both are to be voting members.~~ They shall fulfill the duties as assigned in the delegate section of the bylaws or as assigned by the President.

Comment [21]: Redundant; Defined in Members of the Board.

## Article VI - Nominations and Elections

### Section 1. Nominations *and Elections* Committee

The Board of Directors shall elect *appoint* a nominations *and elections* committee each year at least one hundred and twenty (120) days before the ~~annual business meeting~~ *Annual Business Meeting*. ~~The committee shall to~~ present a slate of nominees ~~for the following year. The Chair shall report the slate of nominees to the Board of Directors prior to preparing a ballot. at least sixty (60) days prior to the annual business meeting.~~

Comment [22]: Housekeeping; to be consistent with current practice

### Section 2. Nominations

The Nominations *and Elections* Committee may place in nomination the names of ~~more than one (1) or more~~ persons for the offices of President-Elect, Vice President, Secretary, *Director-Elect, and Delegate*. ~~and Treasurer and shall place in nomination for each of the Board Members to be elected the names of two (2) or more persons.~~ Only Active *AARC* Members in good standing *and not known to have any licensure or legal proceedings pending* shall be eligible for nomination. The Nominations *and Elections* Committee shall provide a pertinent biographical sketch of each nominee's professional activities and services to the organization, all of which shall be a part of the ballot.

Comment [23]: Treasurer is appointed.

Comment [24]: Licensure/Legal: Per Montana's Bylaws, Article VI, Section 2

### Section 3. *Electronic* Ballot

~~a.~~ *The election vote shall be performed by electronic processes with provisions for write-in votes for each office.* The ~~Nominations Committee's slate and biographical sketches~~ *electronic ballot* shall be sent to ~~every the Society's~~ Active *AARC* Members in good standing and eligible to vote at least thirty (30) days prior to the ~~annual business meeting~~ *Annual Business Meeting*. *Electronic submissions will be accepted up to a clearly published deadline.*

Comment [25]: Current practice

~~b.~~ *If the Society's Board of Directors specifies that the vote shall be by mail, the list of nominees shall be so designed as to be a secret ballot with provisions for write-in votes for each office. Ballots, to be acceptable, must be received at least five (5) days before the annual business meeting. The deadline date shall be clearly indicated on the ballot.*

~~c. If the vote is to be conducted at the annual business meeting, the time, date, and place shall be clearly indicated on the ballot. Provisions shall be made for absentee ballots allowing all eligible members the opportunity to vote.~~

Comment [26]: To be consistent with current practice.

#### Section 4. Election ~~Committee~~ Results

*Upon conclusion of the election period, The President the Nominations and Elections Committee shall appoint an impartial election committee, which shall check the eligibility of each ballot and tally the votes. at the annual business meeting. The newly elected officers shall be notified and welcomed by the President. The results of the election shall be announced to the membership prior to the Annual Business Meeting. -at the annual business meeting.*

Comment [27]: Improve communication of election results.

### Article VII - Board of Directors

#### Section 1. Composition and Powers

A. The Board of Directors shall consist of the President, President-Elect, Vice-President, Secretary, Treasurer, Immediate Past-President, three (3) Directors and two (2) delegates. *The Board of Directors will hereinafter be referred to as the Board.*

B. The President shall be Chair and presiding officer of the Board of Directors and the Executive Committee. He/She shall invite ~~in writing such~~ individuals to the meeting of the Board as he/she shall deem 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) 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.~~ *adopt and rescind established policies and procedures of the Society.*

Comment [28]: Deleted wording included in Policy and Procedure Manual

#### 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 enumeration, stipends, the amount of the membership dues for the following year, and other related matters, after consideration of the budget.~~  
*Perform such other duties as may be necessary or appropriate for the management of the Society.*

**Comment [29]:** USRC does not have separate membership dues; Make wording consistent with current practice; PSRC Bylaws

**Section 3. Vacancies**

~~A.~~ Any vacancy that occurs on the Board of Directors, with the exception of the President and Immediate Past-President, shall be filled by qualified members elected by the Board of Directors. Individuals so elected shall serve until the next regular election.

**Section 4. Meetings**

- A. The Board of Directors shall meet immediately preceding and immediately following the annual business meeting of the Society and shall not hold fewer than two (2) regular and separate meetings 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, or upon written request of five (5) members of the Board of Directors filed with the President and Secretary of the Society.
- C. A majority of the Board of Directors shall constitute a quorum at any meeting of the Board.

**Section 5. Vote**

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 those Bylaws, instruct the *Nominations and Elections* Committee to conduct a vote of the membership by appropriate means. The question thus presented shall be determined according to a majority of the valid votes received within thirty (30) days after date of such submission, except in the case of a constitutional amendment or change in the Bylaws when a two-thirds (2/3) majority of the valid votes received is required. Any and all action approved by the members in accordance with the requirements of this Article shall be binding upon each member thereof. Any amendment(s) to the Bylaws of this Society shall be presented to the membership at least ~~sixty (60)~~ *thirty (30)* days prior to a vote, as provided in Article XVI of these Bylaws concerning Amendments.

**Comment [30]:** A more realistic time frame with adequate time to review proposed changes.

**Comment [31]:** Consistent with AARC Bylaws.

## Section 6. Executive Committee

The Executive Committee of the Board of Directors shall consist of the President, President-Elect, Vice-President, 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. ~~The Executive Committee shall also function as the Budget and Audit Committee.~~

Comment [32]: Addressed in committees, Article X

## Article VIII - Annual Business Meeting

### Section 1. Date and Place

A. The Society shall hold an annual business meeting in the last quarter of each calendar year; additional meetings may be held as required to fulfill the objective of the Society.

B. The date and place of the ~~annual business meeting~~ *Annual Business Meeting* and additional meetings shall be decided in advance by the Board of Directors. In the event of a major emergency, the Board of Directors shall cancel the scheduled meeting; set a new date and place if feasible, or conduct the business of the meeting by ~~mail or other~~ appropriate means of communication, provided the material is sent in the same words to the voting membership.

### Section 2. Purpose

The annual business meeting shall be for the purpose of receiving reports of officers and committees, the results of the election, and for other business brought by the President.

### Section 3. Notification

Notice of the time and place of the ~~annual business meeting~~ *Annual Business Meeting* shall be sent to all members of the Society not fewer than ~~ninety (90)~~ *thirty (30)* days prior to the meeting. ~~An agenda for the annual business shall be sent to all members not fewer than thirty (30) days prior to the annual business meeting.~~

Comment [33]: Realistic time frames

### Section 4. Quorum

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

## **Article IX – Society Delegates to the House of Delegates**

### **Section 1. Election**

There shall be two Delegates elected to the board. Delegates of the Society to the House of Delegates of the AARC shall be elected as specified in the AARC Bylaws.

### **Section 2. Term of Office**

The Delegate shall be elected for a four (4) year term. Elections for one (1) delegate position will take place every two (2) years.

### **Section 3. Duties**

The duties of the Delegates shall be as specified in the Bylaws of the AARC.

### **Section 4. Board Member (ex-officio)**

The Delegate shall be a voting member of the Society Board of Directors.

### **Section 5. Multiple Offices**

Delegates may not hold concurrent elective offices.

### **Section 6. Succession**

No person may serve more than eight (8) consecutive years or two consecutive 4-year terms in the House of Delegates.

### **Section 7. Vacancies**

In the event of a Delegate's absence, resignation, assumption of duty as an Officer of the HOD or disability, the Society may be represented in the House of Delegates by the President or representative deemed appropriate by the Delegate's Credentials Committee. This representative shall not assume the office of Delegate and will be a non-voting member of the HOD.

## **Article X – Committees**

### **Section 1. Standing Committees**

The members of the following Standing Committees shall be appointed by the President, subject to the approval of the Board of Directors, to serve for a term of one (1) year, except Article VI, Section 1 of these Bylaws.

- a. Membership
- b. Budget and Audit
- ~~c. Elections~~
- d. Judicial
- e. Nominations *and Elections*
- f. Program and Education
- g. Bylaws
- h. Publications and Public Relations

**Comment [34]:** Combined elections and nominations committee in Article VI.

### **Section 2. Special Committees and Other Appointments**

The President may appoint special committees, Special Advisors to the President, or Consultants to the board. The appointed 'Consultant' or 'Special Advisor to the President' may not be a currently sitting board member. They may be a former officer of the board, or any other USRC (or AARC) member that the board deems appropriate. The 'Consultant' and 'Special Advisor to the President' will not be a voting board member.

### **Section 3. Committee Chair's Duties**

- A. The President shall appoint the chair of each committee.
- B. The Chair of each committee shall confer promptly with the members of his/her committee on work assignments.
- C. The Chair of each committee may recommend prospective committee members to the President. When possible, the Chair of the previous year shall serve as a member of the new committee.
- D. All committee reports and updates will be presented at the regular business meetings.
- E. The President may appoint non-members or physician members as consultants to the committees.
- F. Each committee Chair requiring operating expenses shall submit a budget for the next fiscal year to the Budget and Audit Committee.

### **Article XI – Duties of Committees**

### **Section 1. Membership**

A. — This Committee shall consist of the Society Delegate and two (2) members of the Board of Directors.

B. — This Committee shall investigate and evaluate the background and experience of applicants for qualification and classification for membership in the AARC and report to the Membership Committee of the AARC as required by the AARC Bylaws.

C. — This Committee shall institute and coordinate membership recruitment and provide membership services in cooperation with the Society Delegate.

### **Section 2. Budget and Audit Committee**

A. — This committee shall be composed of the Executive Committee and Medical Advisor(s) or his/her designate.

B. — They may propose an annual budget for approval by the Board of Directors. The proposed budget shall then be submitted to the membership at least thirty (30) days prior to the annual business meeting. The budget shall then be ratified by the Membership at the annual business meeting.

### **Section 3. Elections Committee**

A. — This Committee shall prepare, receive, verify, and count ballots for all elections held during the calendar year.

B. — The Committee shall consist of at least four (4) members who shall serve for a one (1) year term of office.

### **Section 4. Judicial Committee**

A. — This Committee shall consist of four (4) members from the Board of Directors or previous Society officers. One (1) member shall be appointed each year for a four (4) year term of office, except as is necessary to establish and maintain this rotation.

B. — This Committee shall review formal, written complaints against any individual Society member charged with any violation of the Society Bylaws or otherwise with any conduct deemed detrimental to the Society or the AARC. Complaints or inquiries may be referred to this Committee by the Judicial Committee of the AARC.

C. — If the Committee determines that the complaint justifies an investigation, a written copy of the charges shall be prepared for the Medical Advisor(s) or his/her designate with benefit of legal counsel if deemed advisable.

D. — A statement of charges shall then be served upon the member and an opportunity given that member to be heard before the Committee.

E. — After careful review of the results of the hearing conducted with benefit of legal counsel, when the Chair of the Committee deems counsel to be necessary or advisable, the Committee shall make recommendations for action to the Board of Directors and shall forward a complete report including copies of all documents to the Chair of the Judicial Committee of the AARC.

#### **Section 5. Nominations Committee**

A. — This Committee shall prepare for approval by the Board of Directors, a slate of officers and directors for the annual election.

B. — The Committee shall serve for a one (1) year term of office, and shall be appointed from members or former Society Officers.

C. — 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 representation as applicable.

#### **Section 6. Program and Education Committee**

A. — This Committee shall consist of at least three (3) members and be so constructed as to provide experienced members for program and education planning.

B. — The Medical Advisor(s) or his/her designate will be a consultant member(s) of this committee.

#### **Section 7. Bylaws Committee**

A. — This Committee shall consist of two (2) members, one (1) of whom shall be a past-president, with one (1) member being appointed annually for a two (2) year term, except as is necessary to establish and maintain this rotation.

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 8. Publications and Public Relations Committee**

A. — This Committee shall consist of at least three (3) members, one (1) of whom shall be a past-president, with members being appointed annually for a one (1) year term subject to reappointment.

B. — This Committee shall concern itself with the execution of a Society Newsletter and all other publications of this Society with the public, hospitals, and other organizations through the dissemination of information concerning respiratory care. One (1) member will be appointed by the President as Editor of the Newsletter.

C. — The Committee shall maintain such liaison as has been established by the Board of Directors with other organizations whose activities may be of interest to the members of this Society. This may include the preparation of exhibits, programs, and other items to bring the message of respiratory care and the AARC to medical, nursing, and hospital groups as well as educational facilities where such material can be expected to recruit new people to the field of respiratory care. Such material shall be subject to the approval of the Medical Advisor(s).

Comment [35]: Committee specifications including duties are specified in the policy and procedure manual of the Society.

*Committee duties as specified by policy and procedure of the Society.*

#### **Article XII – Society Medical Advisor**

The Society shall have at least one (1) Medical Advisor, and shall conform to the AARC Bylaws concerning Society Medical Advisors.

#### **Article XIII – Fiscal Year**

The Fiscal Year of this Society shall be from January 1 through December 31.

#### **Article XIV – Ethics**

If the conduct of any Society member shall appear, by report of the Society 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 as 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 member. A motion to reconsider the suspension or expulsion of any member may be made at the next regular meeting of the Board of Directors. All such suspensions or expulsion actions shall be reported immediately to the AARC Judicial Committee.

#### **Article XV – Parliamentary Procedure**

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

**Article XVI – Amendments**

These Bylaws may be amended at any regular or called meeting or by mail vote of the Utah Society of the AARC by a two-thirds (2/3) majority of those voting, provided that the amendment has been presented to the membership in writing at least ~~sixty (60)~~ *thirty 30* days prior to the vote. All amendments must be approved by the AARC Chartered Affiliates Committee and shall become effective upon ratification by the AARC Board of Directors.

Revised ~~August 2012~~ *May 2017*