

# Minnesota Society for Respiratory Care

## Bylaws

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Originated	1968	Article I	Name
Revised:	2017	Article II	Object
Revised:	2017	Article III	Membership
Revised:	2017	Article IV	Officers
Revised:	2017	Article V	Board of Directors
Revised:	2017	Article VI	Executive Government
Revised:	2017	Article VII	Annual Business Meeting
Revised:	2017	Article VIII	Delegation
Revised:	2017	Article IX	Medical Advisor
Revised:	2017	Article X	Chapter Organizers
Revised:	2017	Article XI	Committees
Revised:	2002	Article XII	Fiscal Year
Revised:	2017	Article XIII	Ethics
Revised:	2017	Article XIV	Amendments

### Article I — Name

The organization shall be known as the Minnesota Society for Respiratory Care (hereafter called the Society), a chartered affiliate of the American Association for Respiratory Care (hereafter referred to as the AARC).

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

### Article II — Object

#### Section 1. Purpose

1. Encourage education programs for those persons interested in respiratory care and diagnostics.
2. Advance the science, technology, ethics, and art of respiratory care through institutes, seminars, conferences, publications, and other materials.
3. Facilitate cooperation and understanding between respiratory care personnel and the medical profession, allied health professions, hospitals, service companies, industry, governmental-organizations and other agencies interested in respiratory care.
4. Promote educational strategies to the general public in pulmonary health promotion and disease prevention.

#### Section 2. Intent

1. No part of the monies of the Society shall inure to the benefit of any private member, nor shall the Society perform particular services for individual members thereof.
2. The Board of Directors shall provide for the distribution of the funds, income, and property of the Society to charitable, educational, scientific, or religious corporations, organizations, community chests, foundations, or other kindred institutions maintained and created for one or more of the foregoing purposes. These organizations must be exempt from income taxation under provisions of Sections 501, 2055, and 2522 of the Internal Revenue Code or changes which amend or supersede the said sections.
3. In the event of the dissolution of this Society, whether voluntary or involuntary, all of its remaining assets shall be distributed in such a manner as the Board of Directors of this Society shall by majority vote determine to be best calculated to carry out the objectives and purpose for which the Society is formed. Upon dissolution the distribution of funds may be made available to any similar charitable, educational, scientific, or religious corporations, organizations, community chest, foundations, or other kindred institutions maintained and created for one or more of the foregoing purposes. At the time of distribution the payee or distributees must be exempt from taxation under the provisions of Sections 501, 2055, and 2522 of the Internal Revenue Code or changes which amend or supersede the said sections.
4. The Society shall not commit any act, which shall constitute unauthorized practice of medicine under the laws of the State of Minnesota.

## Article III — Membership

### Section 1. Classes

The membership of the Society shall include three (3) classes: Active Member, Associate Member, and Special Member.

### Section 2. Active Member

Active members are those practitioners involved in the respiratory care profession as an active AARC member. An individual is eligible for membership if they live in the U.S. or its territories, and meets ONE of the following criteria: (1) is legally licensed as a respiratory care professional, OR (2) is a graduate of an accredited educational program in respiratory care, OR (3) holds a credential issued by the NBRC. Voting privileges, full membership benefits, and the ability to hold office are extended to all Active Members.

### Section 3. Associate Member

1. An individual will be classified as an Associate Member if they hold a position related to respiratory care, but does not meet the requirements to become an Active Member. Associate Members shall have all the rights and privileges of the Society except that they shall not be entitled to hold office, vote or serve as chairperson of any standing committee of the Society. There shall be the following subclasses of Associate Membership:
2. Student Member: An individual will be classified as a Student Member if they are enrolled in an education program in respiratory care that is accredited by an AARC-recognized agency or is enrolled in an educational program in respiratory care that is in the process of accreditation through an AARC-recognized agency. Student Member status will remain valid for a period not to exceed three (3) months following graduation.
3. Physician Member: An individual will be classified as a Physician Member if they meet all the requirements for Associate Membership and is duly licensed as a Doctor of Medicine or Osteopathy.
4. Industrial Member: An individual will be classified as an Industrial Member if they meet all the requirements for Associate Membership and their primary occupation or business or a majority of business time is directly or indirectly devoted to the manufacture, sale, or distribution of equipment or products which are directly or indirectly used in the area of respiratory care, and the individual does not meet eligibility requirements for Active Membership.

#### Section 4. Special Member

1. **Life Member:**  
Special Members designated as Life Members shall have been granted Life Membership by the AARC and shall pay no dues and shall have all the rights and privileges of an Active Member. Special members designated as Life Members of the Society shall have demonstrated long-term and dedicated involvement with the Society, and may receive such membership upon recommendation of a member of the Board of Directors. (It is stated above that Life Membership is granted by the AARC, no MSRC action is required) Life Members of the Society shall pay no dues and shall have all rights and privileges of an Active Member so long as they maintain active membership in the AARC.
2. **Honorary Member:** Honorary membership may be conferred upon an individual who has held Associate status and has rendered distinguished service to the field of respiratory care. Honorary Membership status shall be conferred upon an individual through a majority vote of the Society's Board of Directors. Honorary Members shall have all the rights and privileges of membership of the Society except that they shall not be entitled to hold office, hold committee chairs, or vote. Honorary Members shall be exempt from payment of dues.

#### Section 5. Application for Membership

1. An applicant for Society membership shall submit their completed official application to the Executive Office of the AARC.
2. Any number of members may object to approval of an applicant for membership by filing written objection with the Chairperson of the Membership Committee within thirty (30) days after official notification of applicant's request for membership. If an objection is received, the Membership Committee shall review the written objection to the membership status and make a recommendation to the Board of Directors to approve or deny the application.

### Article IV — Officers

#### Section 1. Officers

1. The officers of the Society shall consist of the President, President-elect, Vice President, Secretary, Treasurer, and Immediate Past President.
2. The Officers shall have the power to act for the Executive Government between meetings of the Executive Government and such action shall be subject to ratification by the Executive Government at its next meeting.

#### Section 2. Term of Office

1. The term of office for officers shall be two (2) years except for President-elect and Immediate Past President.
2. The President and President-elect shall not serve more than one (1) consecutive term in the same office.
3. The Treasurer, Vice President, and Secretary shall not serve more than two consecutive terms in that office.

#### Section 3. Vacancies

1. In the event of a vacancy in the office of the President, the President-elect shall complete the remainder of the term of the vacated presidency and will serve the following term for which they were elected.
2. In the event of a vacancy in the office of the President-elect, the Vice President shall assume only the duties of the President-elect but not the office of the President-elect. The Vice President will concurrently fulfill all of the duties as Vice President in his/her elected term in addition to the duties of the vacated office of the President-elect.
3. A vacancy in the offices of Vice President, Secretary or Treasurer shall be filled by the election of a qualified individual by the Board of Directors. Individuals so elected shall serve the remainder of the vacated term.
4. A vacancy in the office of Past President will remain; however a qualified individual elected by the Executive Government will assume the duties.

#### Section 4. Duties of Officers

1. **President:** The President shall be the Chief Executive Officer of the Society. The President shall: preside at the Annual Business Meeting and all meetings of the Executive Government; 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 VII of these Bylaws; prepare an agenda for scheduled meetings of the Board of Directors no fewer than fifteen (15) calendar days prior to such meeting; appoint standing and special committee chairpersons subject to the approval of the Board of Directors; be an ex-officio member of all committees except the Elections and Nominations Committee.
2. **President-elect:** The President-elect shall perform such duties assigned by the President or the Board of Directors, and shall accede to the office of President and shall assume the duties of the President in the event of a vacancy occurring in the presidency.
3. **Vice President:** The Vice President shall perform such duties as assigned by the President of the Board of Directors. The Vice President shall assume the duties but not the office of the President-elect in the event of the President-elect's absence and will continue to carry out the duties of the Vice President; serve as Chairperson of the Budget and Audit Committee and as Chairperson of the Long Range Planning Committee.
4. **Treasurer:** The Treasurer shall have charge of all funds and securities of the Society and endorsing checks, and notes, or other order for payment of bills, disbursing funds as authorized by the Board of Directors and/or in accordance with the adopted budget and; depositing funds as the Board of Directors may designate. The Treasurer shall see that full and accurate accounts are kept and; submit quarterly trial balances to the MSRC Officers within twenty (20) days after the quarterly closing of the books and make a written quarterly financial report to the Board of Directors. At the expense of the Society she/he shall be bonded in an amount determined by the Board of Directors. In the event of the inability of the Treasurer to perform her/his duties, the President shall assume the duties of the Treasurer.
5. **Secretary:** The Secretary has the charge of keeping minutes of the Board of Directors *meetings*, regular business meetings, the Annual Business meeting and other meetings convened by the Governing Body (*or 'as directed by the President'*). A copy of the minutes shall be submitted after each aforementioned meeting to the Board of Directors of the Society, including all chairs and members of the Standing Committees, no less than ten (10) days prior to the next scheduled business meeting. The Secretary holds the power to affix the official seal of the Society to documents. The Secretary will perform these general duties and those as assigned by the President or Board of Directors.
6. **Past President:** The Past President shall serve as an advisor to the Board of Directors in matters pertaining to the interpretation of these Bylaws, serve as a member of the Long Range Planning Committee and shall *assist* as deemed necessary by the President.

#### Article V — Board of Directors

##### Section 1. Board of Directors

1. The Board of Directors shall consist of eight (8) elected members at-large, the Society Officers, and the members of the delegation.
2. The Board of Directors shall have the power to declare an elected office vacant by a two thirds (2/3) vote upon refusal or neglect of any member of the Board to perform the duties of the 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.

##### Section 2. Term of Office

The Term of Office for Directors-at-Large shall be two (2) years. Four at-Large Directors shall be elected each year. There is no limit of consecutive terms.

### Section 3. Vacancies

Any vacancy that occurs in the office of an at-Large Director will be filled by a qualified member elected by the Executive Government. This individual shall serve the remainder of the vacated term.

### Section 4. Duties

The eight at-Large Directors will serve on the Board of Directors as specified in Article VI of these Bylaws.

## Article VI –Board of Directors

### Section 1. Board of Directors

The Board of Directors shall consist of the Officers, at-Large Directors, the Delegates, and the Chapter Presidents of the Society.

### Section 2. Term(s) of Office

As specified in Articles IV, V, and VIII of these Bylaws.

### Section 3. Vacancies

As specified in Articles IV, V, and VII of these Bylaws.

### Section 4. Duties

1. Supervise all the business and activities of the Society within the limitations of these Bylaws.
2. Grant charters to chapter affiliates that meet the requirements of affiliation according to Article X of these Bylaws.
3. Adopt and rescind standing rules of the Society.
4. After consideration of the budget, determine for the following year the remuneration, stipends, and other related matters.
5. Perform such other duties as may be necessary or appropriate for the management of the Society.

### Section 5. Duties

1. The Board of Directors shall meet preceding the Annual Business meeting of the Society and shall hold not fewer than two (2) regular and separate meetings during the calendar year.
2. 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 two-thirds (2/3) of the Board of Directors. The written request shall be filed with the President and Secretary of the Society.
3. A majority of the Board of Directors shall constitute a quorum at any scheduled meeting. Official Society business must not be conducted unless a quorum is present.
4. 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 the AARC.

### Section 6. Multiple Offices

No member of the Board of Directors may hold two (2) concurrent positions within the Board of Directors.

## Section 7. Electronic Vote

1. Whenever, in the judgment of the Board of Directors, it is necessary to present any business to the membership prior to the next Annual Business Meeting, the Board of Directors may, unless otherwise required by these Bylaws, instruct the Election Committee to conduct a vote of the membership by electronic means. Such votes shall require approval of a majority of the valid votes received within thirty (30) calendar days after date of such submission to the membership. The results of the vote shall control the action of the Society.

2. Official business requiring an electronic vote of the Board of Directors shall be governed by Robert's Rules of Order Revised. Discussion of *proposed* business will be assigned a minimum of *two* (2) business days prior to the call for a vote. The voting period will be a maximum of *two* (2) business days. In order for a motion to be passed a quorum must be achieved and have a majority affirmative vote.

## Article VII — Annual Business Meeting

### Section 1. Date and Place

The Society shall hold an Annual Business meeting each calendar year; additional meetings may be held to fulfill the objectives of the Society.

### Section 2. Purpose

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

### Section 3. Notification

Electronic notice of the time and place of the Annual Business meeting shall be made available to all members of the Society not fewer than ninety (90) calendar days prior to the meeting. An agenda for the Annual Business meeting shall be made available to all members not fewer than thirty (30) days prior to the Annual Business meeting.

## Article VIII — Delegation

### Section 1. Delegation

The delegation of the Society to the House of Delegates of the AARC shall consist of the Delegate and Junior Delegate.

### Section 2. Term of Office

1. Term of office for the Delegate and Junior Delegate will be for two (2) years.
2. After a two (2) year term, the Junior Delegate will automatically accede to the position of Delegate for the following two (2) year term.
3. No person may serve more than eight (8) consecutive years in the House of Delegates, either as Delegate or as Junior Delegate, or a combination of both.

### Section 3. Vacancies

1. The Board of Directors, by majority vote, shall have the power to declare the office of Delegate and/or Junior Delegate vacant upon refusal or neglect or inability of the Delegate and/or Junior delegate to perform the duties of office or for any other conduct deemed prejudicial to the Society. Written notice shall be given to the Speaker of the House of Delegates that the office has been declared vacant.
2. The vacancy in the delegation will be filled by a qualified member elected by the Society's active and Life Members and shall serve in the office until the next general election. The Nominations Committee shall place the office on the ballot for vote at the next general election.

#### Section 4. Duties

1. Attend all meetings of the AARC House of Delegates and report the activities to the Society.
2. Attend the Annual Business meeting of the AARC as the representative of the active and Life Members of the Society.
3. In collaboration with the Board of Directors, furnish the Nominating Committee of the AARC with ~~the~~ names of qualified members for nomination to *the* AARC Board of Directors.
4. At the direction of the Society present proposed Bylaws amendments to the AARC Bylaws Committee.
5. Perform such other duties of the office, as may be necessary, required or advantageous to the Society at the national level.
6. Present an Annual Report of the Society's activities to the AARC Chartered Affiliates Committee and to the Society.
7. The Delegate and Junior Delegate shall be voting members of the Executive Government.

#### Section 5. Multiple Offices

The Delegate and Junior Delegate shall not hold concurrent elected offices.

### Article IX — Medical Advisor

#### Section 1. Medical Advisor

The Society shall have at least one (1) Medical Advisor, a licensed Physician or Doctor of Osteopathy, who shall have an identifiable role in clinical, or organizational, educational, or investigative respiratory care. The Medical Advisor shall be appointed by the incoming President.

#### Section 2. Term of Office.

The Medical Advisor's term of office will be for two ~~one~~ (2) years.

#### Section 3. Vacancies

A vacancy in the Medical Advisor position will be filled by a qualified physician elected by the Board of Directors.

#### Section 4. Duties

The Medical Advisor will be an ex-officio member of all committees except for the Nominations and Election Committees

### Article X — Chapter Organization

#### Section 1. Chapter Admission Requirements

1. Ten (10) or more active members of the Society, meeting the requirements for affiliation, may become a Chapter of the Society upon approval of the Board of Directors of the Society.
2. A formal application shall be sent to the Society's office and shall consist of a list of Officers, Chapter Bylaws, geographical location (by county) and Medical Advisor.

#### Section 2. Boundaries of Chapters

Chapter boundaries shall include full counties.

#### Section 3. Organization

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

#### Section 4. Officers and Chapter Representation

The President of each Chapter shall be a member of the Society's Board of Directors.

#### Section 5. Responsibilities of the Chapter President

The Chapter President shall have the responsibility of representing the Chapter from which he/she is elected. As Chapter President, he/she shall submit a written report at least thirty (30) calendar days prior to the Annual Business Meeting to the Board of Directors regarding activities of the affiliate Chapter.

#### Section 6. *Charter* Suspension or Revocation

The Executive Government of the Society may suspend or revoke the Charter of any affiliate with due and sufficient cause or upon failure of the affiliate to maintain a membership of at least then (10) Active or Life Members in good standing.

### Article XI — Committees

#### Section 1. Standing Committees

The Standing Committees of the Society shall be: Education, Budget and Audit, Bylaws, Nominations, Elections, Judicial, Legislative, Long Range Planning, Membership, and Student Affairs. With the exception of the Budget and Audit and Long Range Planning Committees, the Chairperson of Standing Committees shall be appointed by the President subject to the approval of the Board of Directors.

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

Special Committees may be appointed by the President upon Board of Directors approval.

#### Section 3. Committee Composition and General Duties

1. With exception of the Budget and Audit and Long Range Planning committees, the President shall appoint the Chairperson of each committee subject to Board of Directors approval. The committee's Chairperson shall select committee members.
2. When possible, the Chairperson from the previous year shall serve as a member of the committee.
3. The Chair of each committee shall submit a written annual report to the President and Secretary of the Society at least fifteen (15) calendar days prior to the Annual Business Meeting. Each committee's annual report shall be presented to the membership at the Annual Business meeting.
4. Nonmembers or physician members may be appointed as consultants to committees. The President may request recommendations for such appointments from the Medical Advisor(s).

5. Each Committee Chairperson requiring operating expenses shall submit a budget for the next fiscal year to the Budget and Audit Committee not fewer than fifteen (15) calendar days prior to the preparation of the next fiscal year budget.
6. Chairpersons may be relieved of their position because of their absence or nonperformance of duties subject to review and decision by the Board of Directors. Written notice shall be given to the Chair that the position has been declared vacant.

#### Section 4. Term of Office

A Committee Chairperson and member's term of office shall be for one (1) year.

#### Section 5. Committee Chairperson and Member Vacancies

1. A vacancy occurring in the committee Chairperson role shall be filled by a qualified individual in accordance with Article IV; Section 4 or Article XI; Section I, *Section 2 and 3*) of these Bylaws.
2. A vacancy occurring within a committee shall be filled upon appointment by the Committee Chairperson.

#### Section 6. Specific Committee Duties

1. Education
  1. The Committee shall consist of at least three (3) members and the American Lung Association (ALA) liaison.
  2. The Committee shall be concerned with the planning, organization, and presentation of continuing education to the members of the Society.
  3. The Medical Advisor(s) or his/her designate will be a consultant member of this committee
2. Budget and Audit
  1. The Committee shall be composed of the Society Officers and the Medical Advisor or her/his designate and any other members as appropriate.
  2. The Society Vice President shall be the Chairperson.
  3. The Committee shall prepare an annual budget for the next fiscal year to be presented to the Board of Directors at the final business meeting of the current fiscal year. This budget shall be approved by a majority vote of the Executive Government prior to the next fiscal year. The Committee shall request an operating budget from each committee Chairperson to be submitted to the committee's chairperson at least thirty (30) calendar days prior to the preparation of the next fiscal year's budget.
  4. The Committee shall be required to submit four (4) quarterly internal audits and one (1) annual external audit to the Board of Directors.
3. Bylaws
  1. The Committee shall consist of three (3) members, one of whom shall be a Past President.
  2. 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.
  3. The Chairperson of the Committee shall serve as advisor to the Board of Directors in matters pertaining to the interpretation of the Bylaws.
4. Nominations
  1. The Committee shall consist of at least three (3) Active Members.
  2. The Committee shall prepare a slate of Officers and at-Large Directors for approval by the Directors at least 90 days prior to membership voting. It is the responsibility of the Committee to insure that all nominees are Active Members of the Society at the time of nomination.
  3. It shall be the duty of the Committee to make final critical appraisal of candidates to see that the nominations are in the best interest of the AARC and the Society through a consideration of personal qualifications and geographical representations as applicable.
  4. Committee members shall provide a pertinent biographical sketch of each nominee's professional activities and services to the organization, which shall be part of the ballot.
5. Elections
  1. The Committee shall consist of at least three (3) Active members.

2. The President shall appoint an impartial Elections Committee which shall check the eligibility of each ballot and tally the votes prior to the Annual Business Meeting. The results of the election shall be announced at the Annual Business Meeting.
3. The Committee shall prepare, *distribute*, receive, verify and count ballots for all elections held during the calendar year.
4. Committee members nominated and placed on the ballot for elections shall resign from the Elections Committee and be replaced by another Active member appointed by the President for the remainder of the term.
5. The Ballot:
  1. The Nominations Committee's slate and biographical sketches shall be made available to every Active and Life Member in good standing at least thirty (30) days prior to the Annual Business Meeting. The Society's Board of Directors will conduct the annual election electronically. A provision will be made for write-in votes on the ballot within the deadline specified for membership voting.
  2. If the vote is to be conducted at the Annual Business Meeting, the date, time, and place shall be clearly indicated on the ballot. Provisions shall be made for absentee ballots to allow all eligible members the opportunity to vote.
6. Judicial
  1. The Committee shall consist of three (3) members from the Board of Directors or previous Society Officers.
  2. The Chairperson shall have served at least one (1) year previously on this committee, if available (*or possible*).
  3. The 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 to the AARC.
    1. Upon receipt of a complaint the committee will meet and review the complaint and any evidence attached to the complaint. This review shall be conducted in strict confidence. Should any of the committee have a personal relationship with the individual who is the subject of the complaint such that in their view they cannot objectively evaluate the merits of the complaint, they shall recuse themselves from further work on the complaint.
    2. The Judicial Committee shall review the complaint and make one of three determinations: (a) the matter is fact intensive and requires an investigation that will include taking statements; (b) the evidence submitted with the matter is sufficient to believe that there are grounds for an investigation; or (c) that the evidence and allegations as stated do not amount to a violation of the Society's bylaws or ethics provisions and no further action is necessary.
    3. In the event that the committee determines either (a) or (b) from paragraph 2, *supra*, then the committee chair will forward the complaint, all evidence, and a written summary of its findings to the Judiciary Committee of the AARC.
4. Legislative
  1. The Committee shall consist of three (3) Active Members.
  2. The Committee shall monitor activities of and provide liaison to state and federal legislative bodies, including Executive and Judicial proceedings that affect the practice and/or profession of respiratory care.
  3. The Committee upon request of the Society's Executive Government, shall prepare all documents deemed necessary to comply with all state or national government agencies.
3. Long Range Planning
  1. The Committee shall consist of the Vice President who will serve as the Chairperson when possible and all previous Society Presidents who remain members of the Society.
  2. The Committee shall serve in an advisory capacity to the Board of Directors.
  3. The Committee shall be concerned with the long range goals and activities of the Society.
4. Membership
  1. The Committee shall consist of at least three (3) Active Members.
  2. The Committee shall upon request, investigate the background and experience of applicants for membership.
  3. The committee shall review and evaluate membership services and benefits.

4. The committee shall maintain an accurate roster of Society members.
5. Student Affairs
  1. The Committee shall consist of a Chairperson and will provide the opportunity for one (1) student representative from each education program that is accredited by an AARC-recognized agency or is seeking accreditation by an AARC-recognized agency.
  2. The Committee shall be concerned with the student activities, awards, scholarships, employment opportunities, publications, and any other activities that will enhance student involvement in the Society.

#### **Article XII — Fiscal Year**

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

#### **Article XIII — Ethics**

If the conduct of any member shall appear to be in violation of the Bylaws, standing rules, code of ethics or other regulations, policies, or procedure adopted by the Society, or shall appear to be prejudicial to the Society's interests, such member may be reprimanded, suspended, expelled, or reclassified in accordance with the procedures set forth in the Society's Bylaws in agreement with the AARC's Bylaws.

#### **Article XIV — Amendments**

These Bylaws may be amended at any regular or called meeting or by electronic vote of the Society, providing that the written amendment(s) has been presented to the membership for voting at least sixty (60) calendar days prior to the vote. Ratification requires two-thirds (2/3) of votes in approval of the Bylaws amendment(s).