BYLAWS OF THE NEW YORK STATE SOCIETY FOR RESPIRATORY CARE, INC.

CHARTERED AFFILIATE OF THE AMERICAN ASSOCIATION FOR RESPIRATORY CARE, INC.

Amended, June, 2004

Amended, August, 2009

Article I. Name

This organization shall be known as the New York State Society for Respiratory Care, Inc., 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 boundaries of this Society shall be the boundaries of the State of New York.

Article III. Objectives

Section A. Purpose

1. To encourage and develop educational programs for those interested in the field of respiratory care.
2. To advance the science, technology, ethics and art of respiratory care through institutes, meetings, lectures, and the preparation and distribution of a newsletter and other materials.
3. To facilitate cooperation between respiratory care personnel and the medical professions, hospitals, service companies, industry, governmental organizations and other agencies interested in respiratory care.
4. To provide education to the general public in pulmonary health promotion and disease prevention.

Section B. Intent

1. 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.
2. Distribution of the funds, income and property of the Society shall be determined by the Board of Directors, and 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 income taxation under the provisions of Sections 501, 2055 and 2522 of the Internal Revenue Code or changes which amend or supersede the said sections. The distribution of funds, income and property of the Society upon dissolution may be made available to any similar charitable, educational, scientific or religious corporation, organizations, community chests, foundations or other kindred institutions maintained and created for one or more of the foregoing purposes, if at the time of the distribution the payee or distributees are then exempt from taxation under the provisions of Sections 501, 2055 and 2522 of the Internal Revenue Code or changes which amend or supersede the same sections.
3. The Society shall not commit any act which shall constitute unauthorized practice of medicine under the laws of the State of New York, or any other state.

Article IV. Membership

Section A. Classifications

The membership of this Society shall include three (3) classifications: active member, associate member, and special member

Section B. Qualifications

An individual is qualified for membership in this Society if he is a member of the AARC as specified in the AARC Bylaws, Article III-Membership, Section 1-5

Article V. Officers and Directors

Section A. Officers

The officers of the Society shall be the: President, President-Elect (who automatically succeeds to the presidency when the President's term expires), Past President, Vice-President, Secretary and Treasurer. The officers shall be elected by popular vote.

Section B. Directors

There shall be not more than fourteen (14) Directors comprised of regional directors and two delegates.

Section C. Term of Office

The terms of office for Society officers shall be for two (2) years. The term shall begin immediately following the annual business meeting. The President and President-Elect shall not serve more than one (1) consecutive term in the same office. The Vice-President, Secretary, and Treasurer shall not serve more than two (2) consecutive terms in the same office.

Section D. Vacancies in Office

1. Any vacancy that occurs on the Executive Committee, with the exception of the President, immediate Past-President and Delegates shall be filled by qualified members elected by the Board of Directors. Individuals so elected shall serve until the next election.
2. 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 own, the successive term, as President.
3. 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 own until a special election is held to fill the vacancy.
4. An elected President-Elect shall serve until the next election and then automatically accede to the presidency.
5. If there is a vacancy in the delegation, an election will be held within ninety (90) days.
6. If there is a vacancy in the office of Past-President, the most recent Past-President will assume the office.

Section E. Duties of Officers

1. President: The President shall be the chief executive officer of the Society. He 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 8 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 Board of Directors, be an Ex-Officio Member of all committees except the nominations and elections committees, present to the Board of Directors and membership an annual report of the Society's activities, and inform the President-Elect and Vice President of all the Society's activities. He may be the third member of the Delegation to the AARC House of Delegates. He shall, with the Treasurer, be responsible for disbursement of all Society funds.
2. President-Elect: The President-elect shall chair the Nominations and Elections Committee. He shall also 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 Board of Directors.
3. Vice-President: The Vice-President shall be a member of the Bylaws, Publications, and Public Relations and Society Affairs Committees. 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 shall perform such other duties as assigned by the President or Board of Directors.
4. 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 Board of Directors may designate. He shall see that full and accurate accounts are kept and make a written financial report at every regularly scheduled meeting of the Board of Directors. At the expense of the Society, he shall be bonded in an amount determined by the Board of Directors. He shall, with the President, be responsible for disbursement of all Society funds.
5. Secretary: The Secretary shall have charge of keeping the minutes of the Board of Directors meetings, 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 within ten (10) days following the meeting at which they are approved, executing the general correspondence, affixing the corporate seal on documents so requiring and in general performing all duties as assigned by the President or the Board of Directors.
6. Past-President: The Past President will maintain and update the strategic plan. He shall perform such other duties as assigned by the President or the Board of Directors.

Section F. Voting

Each position will have one (1) vote (except the President, who votes only in case of a tie. Proxies will be accepted on specific issues when submitted to the Secretary at the beginning of the meeting and approved by the Board.

Article VI. Nominations and Elections

Section A. Nominations and Elections Committee

The Nominations and Elections Committee will consist of one of the directors of each region (or their designee) and will present a slate of nominees to the Board of Directors for approval at least ninety (90) days prior to the annual meeting. It shall be chaired by the President-elect.

Section B. Nominations

1. The Committee shall place in nomination, for each of the officers to be elected, the names of one (1) or more active or life members.
2. Only active and life members of the AARC in good standing shall be eligible for nomination.
3. The Nominations Committee shall provide a pertinent biographical sketch of each nominee's professional activities and services to the organization, all of which shall be part of the ballot.
4. On written petition of at least twenty-five (25) active voting members, not less than ninety (90) days prior to the annual business meeting, any other member or members may be nominated; if a nominating petition is so filed, such further nominations shall be placed on the ballot.

Section C. Ballot

1. The Committee's slate and biographical sketches shall be distributed to every active and life member in good standing and eligible to vote at least forty-five (45) days prior to the annual business meeting.
2. The Society's vote may be by mail or electronic means and the list of nominees shall be designed with provisions for write-in votes. If the vote is by mail, the list of nominees shall be so designed as to be a secret mail ballot with provisions for write-in votes. Ballots, to be acceptable, must be returned or completed electronically at least ten (10) days before the annual meeting. The deadline date shall be clearly indicated on the ballot.
3. The ballots shall be proxies which will authorize the secretary to vote at the annual meeting in accordance with the directions of the member.
4. The Board of Directors shall declare a date of record for members who will be eligible to cast a ballot in each election.
5. The committee will select an accountant who will verify and tabulate ballots and report the results in writing to the elections chair.
6. Elections shall be decided by a plurality of votes case. The minimum number of votes cast for a valid election shall be one-tenth of the active and life members of the Society.
A tie shall be decided by lot.

Article VII. Board of Directors

Section A. Composition and Powers

1. The government of this Society shall be vested in a board of not more than twenty (20) members consisting of fourteen (14) Directors and the President, President-Elect, Past President, Vice-President, Secretary, and Treasurer.

2. The President shall be chairman and presiding officer of the Board of Directors and the Executive Committee. He shall invite in writing such individuals to the meetings of the Board as he shall deem necessary, with the privilege of voice but not vote.
3. The Board of Directors shall have the power to declare an office vacant by a two-thirds (2/3) vote of those present 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. Such action shall not take place until a letter of intent is submitted to the member by certified mail.

Section B. Duties

1. Supervise all business and activities of the Society within the limitations of these bylaws.
2. Adopt and rescind standing rules of the Society.
3. Determine remuneration and stipends, and other related matters, after consideration of the budget.

Section C. Meetings

1. The Board of Directors shall not hold fewer than one (1) meeting every four (4) months 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 five (5) members of the Board of Directors filed with the President and Secretary of the Society.
3. A majority of the Board of Directors shall constitute a quorum at any meeting of the Board.

Section D. 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 meeting, the Board of Directors may, unless otherwise required by these bylaws, instruct the Nominations and Elections Committee to conduct a vote of the membership by mail or electronic means. The question thus presented shall be determined according to a majority of the valid votes received or completed electronically within thirty (30) days after date of such submission, except in the case of a 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 hereof. Any amendment to the bylaws of this Society shall be presented to the membership at least sixty (60) days prior to a vote, as provided in Article XVII of these bylaws concerning amendments.

Section E. Executive Committee

The Executive Committee of the Board of Directors shall consist of the President, President-Elect, Vice-President, immediate Past-President, Secretary, Treasurer, both Delegates and the Executive Director. 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.

Article VIII. Annual Meeting

Section A. Date and Place

1. The Board of Directors shall hold an annual meeting in each calendar year.
2. The date and place of the annual 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 electronic means.

Section B. Purpose

The annual meeting shall be for the purpose of receiving reports of officers and committees, receiving the results of the election (every other year as appropriate), and for other business brought by the President.

Section C. Notification

Notice of the time and place of the annual meeting shall appear in the Society Newsletter and the Society web site.

Article IX. Society Delegates to the AARC House of Delegates

Section A. Election

Delegates of this Society to the House of Delegates of the AARC shall be elected as specified in the AARC bylaws.

Section B. Duties

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

Section C. Multiple Offices

Except for the offices of President and Past-President, the members of the delegation may not hold concurrent office on the Executive Committee.

Section D. Composition

The delegation may be comprised of up to three members, including two at-large delegates and the Society's President. The Delegate in his second term will be referred to as the senior delegate.

Section E. Succession

No person may serve more than four (4) consecutive years in the House of Delegates. Approval for the senior Delegate to appear on the slate must be by two-thirds (2/3) vote of those Board members present. The Delegates shall be elected to a term of four (4) years; one Delegate shall be elected every two years.

Article X. Committees

Section A. 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 period of two (2) years.

1. Awards
2. Budget and Audit
3. Bylaws
4. Disaster Response
5. Education and Research
6. Governmental Affairs
7. Judicial
8. Membership Services
9. Nominations and Elections
10. Program
11. Publications
12. Public Relations and Society Affairs
13. Sputum Bowl

Section B. Special Committees and Other Appointments

Special committees may be appointed by the President.

Section C. Committee Chairman's Duties

1. Committee chairs should be members of the Board of Directors. If a non-Board member is appointed as a committee chair. a liaison from the Board of Directors to this committee shall be appointed.
2. The President shall appoint the Chairman of each committee.
3. The Chairman of each committee shall confer promptly with the members of his committee on work assignments.
4. The Chairman of each committee may recommend prospective committee members to the President. When possible, the Chairman of the previous year shall serve as a member of the new committee.
5. All committee's reports shall be submitted to the Secretary of the Society at least ten (10) days prior to the meeting at which the report is to be read.
6. Non-members or physician members may be appointed as consultants to committees. The President may request recommendations for such appointment from the medical advisor(s).
7. Each committee chairman requiring operating expenses shall submit a budget for the next fiscal year to the Budget and Audit Committee.
8. All committee appointments will be for two years to coincide with the term of the members of the Board of Directors.

Article XI. Duties of Committees

Section A. Awards Committee

This committee shall consist of at least one (1) member from each region. Members shall recommend recipients of all Society awards amd scholarships. The committee shall also be responsible for obtaining awards.

Section B. Budget and Audit Committee

This committee shall be composed of the Executive Committee who shall assist the Treasurer in preparation of the annual budget and shall oversee disbursement of Society funds

Section C. Bylaws Committee

1. This committee shall consist of at least ~~six (6)~~ **seven (7)** members, one (1) from each region, one (1) of whom shall be the Vice-President of the Society, with two (2) members appointed annually for a two (2) year term, except as is necessary to establish and maintain this rotation.
2. The committee shall receive and prepare all amendments to the bylaws for submission to the Board of Directors.

Section D. Disaster Response Committee

1. This committee will be composed of a chair appointed by the President and a representative for each region.
2. The members of the committee will partner with outside organizations as possible to prepare for a disaster scenario.
3. The committee members will coordinate disaster response in the state among the regions.

Section E. Education and Research Committee

1. This committee shall consist of at least five (5) educators and be constructed and rotated so as to guarantee a core of experienced members.
2. This committee shall concern itself with issues related to the establishment, development, and evaluations of academic respiratory care programs sponsored by both public and private institutions.
3. The committee shall encourage research throughout the State of New York by developing awards or displays at meetings.

Section F. Governmental Affairs Committee

1. The members of this committee shall be selected from the Executive Committee.
2. This committee shall propose an annual legislative agenda to the Board of Directors.
3. This committee will work with our legislative advisor to advance pertinent bills in the legislature and monitor other legislation which may have an impact on the practice of respiratory care in New York State.
4. A representative from this committee shall attend all meetings of the New York State Board for Respiratory Therapy and other meetings as invited by the Office of the Professions in the New York State Education Department.

5. This committee shall provide representatives to the AARC Political Advocacy Contact Team (PACT).

Section G. Judicial Committee

1. This committee shall consist of at least six (6) members. One (1) shall be a member of the Society's Board of Directors and at least one (1) member shall be appointed each year for a two year term of office, except as is necessary to establish and maintain this rotation.
2. 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.

Section H. Membership Services Committee

This committee shall consist of at least one member from each region. Members shall investigate ways in which the Society can serve its members.

Section I. Nominations and Elections Committee

1. This committee is chaired by the President-elect.
2. This committee shall prepare for approval by the Board of Directors a slate of candidates for Directors-at-large and a delegate.
3. The committee shall consist of six (6) members with at least one member from each region who shall serve for a term of two (2) years.
4. 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 consideration of personal qualifications and geographical representation as applicable.
5. This committee shall receive ballots for all elections held during the calendar year

Section J. Program Committee

1. This committee shall consist of at least three (3) members and be so constructed as to provide experienced members for program and educational planning.
2. The medical advisor or his designee will be a consultant member of this committee.
3. This committee shall plan and execute the State symposia.
4. This committee will also coordinate symposia within the State.
5. This committee shall maintain and distribute the calendar of the NYSSRC.

Section K. Publications Committee

1. This committee shall consist of at least three (3) members, one (1) of whom shall be the Vice-President, with members being appointed annually for a two (2) year term, subject to reappointment.
2. The committee shall be responsible for such publications (newsletters, journals) as meet the communications needs of the Society.

Section L Public Relations and Society Affairs Committee

1. This committee shall consist of at least three (3) members, one (1) of whom shall be the Vice-President, with members being appointed for two (2) year terms, subject to reappointment.
2. The committee shall concern itself with the relations of the Society to the public, hospitals, and other organizations through the dissemination of information concerning respiratory care.
3. This committee will maintain records of Board of Directors personnel and orientation of new members of the Board of Directors.

Section M. Sputum Bowl Committee

1. This committee will be composed of at least 4 members.
2. The committee will choose representatives for therapist and student teams if they are sent to the AARC International Congress.
3. The committee will complete the required documentation for the team(s) which go to the International Congress.

Article XII. Regions

Section A. Boundaries of Regions
The New York Regions shall be comprised of the following counties:

Central Region**:** Broome, Cayuga, Chenango, Cortland, Franklin, Herkimer, Jefferson, Lewis, Madison, Oneida. Onondaga, Oswego, St. Lawrence, Seneca, Tioga, Tompkins.

Long Island Region**:** Nassau, Suffolk,

New York City Region**:** the Boroughs of Bronx, Brooklyn, Manhattan, Queens, Richmond (Staten Island), and A.P.O.

Northeastern Region**:** Albany, Clinton, Columbia, Essex, Fulton, Greene, Hamilton, Montgomery, Otsego, Rensselaer, Saratoga, Schenectady, Schoharie, Warren, Washington

Hudson Valley Region**:** Delaware, Dutchess, Orange, Putnam, Rockland, Sullivan, Ulster, Westchester

Western Region**:** Allegany, Cattaraugus, Chautauqua, Chemung, Erie, Genesee, Livingston, Monroe, Niagara, Ontario, Orleans, Schuyler, Steuben, Yates, Wayne, Wyoming

Section B. Organization

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

Section C. Regional Representation

1. The directors of each region shall be members of the Society's Board of Directors.
2. Each region will elect a regional director every two years for a 4-year term so that each region will have two directors at any time.

3. Membership in the Region shall be determined by place of employment or as specified by the member.
4. For the purposes of transition, at the time these bylaws take effect, the current president of each chapter will become a regional director for a two-year term and the president elect will become a regional director for a four-year term.
5. In the event that there is a vacancy in a position of regional director, the region will hold a special election to replace that director.

Section D. Activities

Each region shall be encouraged to expand the membership of the Society and to develop educational activities and such other activities as is consistent with ~~the Articles of Incorporation of~~ these Bylaws.

Section E. Responsibilities of the Regional Directors

A. Represent the region from which they are elected.
B. Submit a written report at least ten (10) days prior to each Board of Directors meeting, relating the activities in the region.

Section F. Duties

1. A copy of the minutes of the governing body and business meetings of the Region shall be sent to the secretary within thirty (30) days following the meeting.
2. The names and addresses of directors and medical advisor(s) shall be sent to the Society's office within thirty (30) days following the Region's annual meeting.

Article XIII Society Medical Advisor

The Society shall have at least one (1) medical advisor who shall conform to Article VIII, Section 1 of the AARC Bylaws. Each Region shall have at least one (1) medical advisor. Together, they shall form a Board of Medical Advisors, of which the Society Medical Advisor shall be chairman.

Article XIV Executive Director

The Society shall employ an Executive Director to manage the daily affairs of the Society and assist the Board of Directors as they may direct. He shall report directly to the President. He shall be part-time with compensation negotiated at the time of his hiring.

Article XV Fiscal Policies

Section A. The fiscal year of this Society shall be from January 1 through December 31.
Section B. All funds of this Society will be contained in a central treasury overseen by the Society treasurer.
Section C. The treasurer shall arrange for an external audit at least on an annual basis of the Society's's finances.

Article XVI Parliamentary Procedure

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

Article XVII Amendments

These bylaws may be amended by vote of the New York State Society for Respiratory Care of the AARC by two-thirds (2/3) of those voting, provided that the amendment has been presented to the membership in writing at least sixty (60) days prior to the vote. All amendments must be approved by the AARC Bylaws Committee and ratified by the AARC Board of Directors prior to being voted on by the membership of the Society.