ALABAMA SOCIETY FOR RESPIRATORY CARE, INC.

BYLAWS

Chartered Affiliate of The American Association for Respiratory Care, Inc.

Revised 2005

ARTICLE I

NAME

This organization shall be known as the Alabama Society for Respiratory Care, Inc. incorporated under the GENERAL NOT FOR PROFIT ACT OF ALABAMA, referred to hereinafter as the Society. The Society is a Chartered Affiliate of the American Association for Respiratory Care, referred to hereinafter as the Association, which is incorporated under the General Not-For-Profit Corporation Act of the State of Illinois.

ARTICLE II

BOUNDARIES

SECTION 1. SOCIETY BOUNDARIES
The boundaries of the Society shall be the State of Alabama inclusive. The Society shall consist of six geographical districts, defined as the North District, West Central District, Central District, East Central District, Southwest District, and Southeast District.

SECTION 2. DISTRICT BOUNDARIES
a. NORTH DISTRICT: Colbert, Cullman, Dekalb, Franklin, Jackson, Lauderdale, Lawrence, Limestone, Madison, Marion, Marshall, Morgan, and Winston Counties inclusive.
b. WEST CENTRAL DISTRICT: Bibb, Dallas, Fayette, Greene, Hale, Lamar, Marengo, Perry, Pickens, Tuscaloosa, and Sumter Counties inclusive.
c. CENTRAL DISTRICT: Blount, Chilton, Jefferson, St. Clair, Shelby, and Walker Counties inclusive.
d. EAST CENTRAL DISTRICT: Autauga, Calhoun, Chambers, Cherokee, Clay, Cleburne, Coosa, Elmore, Etowah, Lowndes, Montgomery, Randolph, Talladega, and Tallapoosa Counties inclusive.
e. SOUTHWEST DISTRICT: Baldwin, Choctaw, Clarke, Conecuh, Escambia, Mobile, Monroe, Washington and Wilcox Counties inclusive.
f. SOUTHEAST DISTRICT: Barbour, Bullock, Butler, Coffee, Covington, Crenshaw, Dale, Geneva, Henry, Houston, Lee, Macon, Pike, Russell and Counties inclusive.

ARTICLE III

OBJECT

SECTION 1. PURPOSE
a. to encourage, develop and provide educational programs for those persons interested in the field of respiratory therapy.
b. to advance the science, technology, ethics and art of respiratory care through institutes, meetings, lectures, publications, and other materials.
c. to facilitate cooperation between respiratory therapy personnel and the medical profession, hospitals, service companies, industry, governmental organizations and other agencies interested in respiratory care except, this Society shall not commit any act which shall constitute unauthorized practice of medicine under the laws of the State of Alabama.
d. to encourage and promote membership in the Association and Society.

SECTION 2. INTENT
a. no part of the monies of the Society shall inure to the benefit of any private member or individual, nor shall the Society 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 payee or distributees are exempt from income taxation under the provisions of Section 510, 2055 and 2522 of the Internal Revenue Code or changes which amend or supersede the said sections.
c. in the event of the dissolution of the Society, whether voluntary or involuntary, all of its remaining assets shall be distributed in such manner as the Board of Directors of this Society shall by a majority vote, determine to be best calculated to carry out the objectives and purposes for which the Society is formed. The distribution of the funds, income and property of the Society upon dissolution shall be made available to any similar 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 for 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 said actions.

ARTICLE IV

MEMBERSHIP

SECTION 1. TYPES
The membership of the Society shall include three (3) types: Active Member, Associate Member, and Special Member of the Society.

SECTION 2. ELIGIBILITY
a. an individual is eligible to be an Active or Associate Member of this society if he is a member in good standing of the Association provided his place of employment or residence is within the defined boundaries of the Society or he has been assigned to the Society by the Association.
b. Special Members of the Society may be accepted as defined in Association or Society Bylaws.

SECTION 3. CLASSIFICATION
a. a person is eligible for Active Membership if he is an Active Member in good standing of the Association. Active members shall have all the rights and privileges granted them by this Society, such as the right to hold office, the right to vote, submit nominations and chair committees.

b. a person is eligible for Associate Membership if he is an Associate Member in good standing with the Association and meets such other requirements as may be established by the membership Committee of the Society and approved by the Board of Directors of the Society. Associate Members shall have all the rights and privilege of Active Members except they shall not be entitled to hold office or vote.
c. a person may be eligible for Special Membership as defined in Association Bylaws, with all rights and privileges granted by Association Bylaws. In addition, two (2) classes of special Membership in the Society are defined herein.
1. 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. Confirmation shall be by two-thirds vote of the Board of Directors. Life Members of the Society shall pay no Society dues and shall have all rights and privileges of an Active Member so long as they maintain active membership in the Association.
2. Special Members designated as Honorary Members of the Society shall have rendered distinguished service in the field of respiratory therapy, and may receive such membership upon recommendation of a member of the Board of Directors of the Society. Confirmation shall be by two-thirds vote of the Board of Directors. Honorary Members shall have all the rights and privileges of the Society except that they shall not be entitled to vote or hold office. Honorary Members shall be exempt from the payment of dues.

SECTION 4. APPLICATIONS
Applications for Membership in this Society shall follow the procedures specified by the Membership Committee of the Society.

SECTION 5. RESIGNATIONS
A member may resign from the Society by submitting a letter to the Secretary of the Society.

ARTICLE V

BOARD OF DIRECTORS

SECTION 1. COMPOSITION AND POWERS
a. the government of this Society shall be vested in a Board of nineteen (19) Active Members consisting of the President, President-Elect, Vice President, Secretary, Treasurer, two (2) Delegates and two (2) District Representatives from each of six (6) Districts as defined herein.
b. The President shall be the presiding officer of the Board of Directors and the Executive Committee. He shall invite such individuals to the meetings of the Board as he shall deem necessary.
c. the President may appoint a member of the Society to serve as Parliamentarian, who shall attend Board Meetings without a vote.
d. Student Members of the Society may be represented by one Student Member of the Society from each school to be non-voting members of the Board of Directors.

SECTION 2. MEETINGS
a. the Board of Directors shall meet at least four (4) times each year.
b. additional meetings of the Board of Directors shall be called by the President at such times as the business of the Society may require, or upon written request of the majority of the members of the Board of Directors, filed with the President, and the Secretary of the Society.

SECTION 3. DUTIES OF THE BOARD OF DIRECTORS
a. Supervise all the business and activities of the Society.
b. Provide review of the books annually.
c. Establish the rate of annual dues.

SECTION 4. EXECUTIVE COMMITTEE
The Executive Committee of the Board of Directors shall consist of the President, President-Elect, Vice President, Secretary, and Treasurer. They shall have the power to act for the Board of Directors in the absence of the Board of Directors and such actions shall be subject to the ratification of the full Board at its next meeting.

SECTION 5. VACANCIES
Any vacancy that occurs in the Board shall be filled by qualified members elected by the Board of Directors to serve until the next regularly scheduled election, except:
a. a vacancy in the office of President-Elect as a result of the President-Elect assuming the office of president shall be filled at the next regular scheduled election.
b. a vacancy in the office of President shall be filled by the President-Elect, who will complete the unexpired term of the position vacated by the President and shall also serve the following term of office as President.
c. should the office of President become vacant while being filled by the President-Elect the duties of that office shall be assumed by the Vice President, until a successor is elected by the Board.
d. a vacancy in the office of Delegate shall be filled by special election or at the next regularly scheduled election. Temporary appointments to the Delegation for specific meetings may be made in accordance with Association Bylaws and policies.
e. the Board of Directors shall have the power to declare a position vacant by a simple majority vote at any meeting of the Board upon refusal or neglect of any member(s) of the Board of Directors to perform the duties of that office, or any conduct deemed detrimental to the Society. Written notice that the office has been declared vacant shall be given to the Board member(s) concerned
f. any member of the Board of Directors with two (2) consecutive unexcused absences at regularly scheduled Board meetings shall be dismissed from the Board. Written notice shall be given to the Board member.

ARTICLE VI

OFFICERS

SECTION 1. OFFICERS

The officers of the Society shall be President, President-Elect, Vice President, Secretary, and Treasurer. No officer shall hold concurrent office.

SECTION 2. TERMS OF OFFICE
a. the term of office of: President, President-Elect, Vice President, Secretary, and Treasurer shall be two (2) years.
b. the term of office of District Representative shall be two (2) years
c. the term of the Delegates shall be four (4) years. The terms of Delegates shall overlap, so that one (1) delegate is elected every two (2) years.
d. no officer shall serve more than three (3) consecutive terms in the same office. Delegates shall be limited to two (2) consecutive terms of office. All terms of office will begin on January 1 and conclude on December 31.

SECTION 4. DUTIES OF OFFICERS
a. PRESIDENT: The President shall be the chief executive officer of the Society. He shall preside at the regular and special scheduled meetings of the Society and all meetings of the Board of Directors and Membership; prepare an agenda for each meeting at which he presides; appoint Standing Committees and Special Committees, subject to the approval of the Board of Directors; be an ex-officio member of all committees, present to the Association, the Board of Directors of the Society and to the Membership an annual report of the Society's activities; countersign all checks and at the expense of the Society shall be bonded as required by the Board of Directors. He shall notify the Medical Advisors of all such meetings and actions as are deemed pertinent.
b. PRESIDENT-ELECT: The President-Elect shall serve a two-year term and assume the office of President on the first day of the fiscal year. He shall assume duties as charged by the President. He shall prepare Committee Appointments for presentation to the Board at the first meeting following the assumption of office of President, which shall be called immediately. The President-Elect shall assume the duties of the President in the event of the President's absence, resignation or disability.
c. VICE PRESIDENT: The Vice President shall assume the duties of the President-Elect in the event of the President-Elect's absence, resignation, or disability. He shall also assume such other duties as may be charged by the President and ratified by the Board of Directors.
d. TREASURER: The Treasurer shall account for the monies of the Society, approve payment of bills and disburse funds under the direction of the Board of Directors and sign all checks which shall be countersigned by the President. He shall be responsible for the continuing record of all income and disbursements; prepare and submit in writing an annual report of the finances of the Society for the preceding year for the Board of Directors and the Membership. At the expense of the Society, he shall be bonded in such a sum as shall be required by the Board of Directors. The Treasurer shall engage a respectable and independent accounting firm to perform a review or audit of the Society's books and records of account and the report of such accounts shall be presented to the Board.
e. SECRETARY: The Secretary shall keep minutes of the Board of Directors and all regular and special meetings, attest to the signature of the officers of the Society, send to the Executive Officer of the Association a copy of the minutes of every Society and Board of Directors' meeting within ten (1) days following approval; perform duties as assigned by the President and approved by the Board of Directors of the Society, and submit such reports as required.
f. DISTRICT REPRESENTATIVES: The District Representatives are responsible for representing their districts at Board meetings and promoting educational meetings within their districts. They shall also perform duties as may be assigned by the President.
g. DELEGATES: The duties of the Delegates, in part, shall be all those as prescribed in the Association's Bylaws. The Delegates shall represent the members of the Society in the House of Delegates of the Association.
h. EXECUTIVE DIRECTOR: The Executive Director shall serve for a one year term. The Executive Director shall be appointed by a majority vote of the Board of Directors. He may serve any number of successive one year terms. He shall be responsible for disbursing to the appropriate persons correspondence which arrives at the Society's mailing address. He shall attend the Board of Directors Meeting, but shall not be a voting member. The Executive Director will be reimbursed for mailing and telephone expenses, and any other expenses as approved by the Board of Directors of the Society. The Executive Director may hold a concurrent elected office in the Society.

ARTICLE VII

NOMINATIONS AND ELECTIONS

SECTION 1. NOMINATIONS COMMITTEE
The President, with the approval of the Board of Directors, shall appoint a Nominations Committee for a two-year term. The Committee shall submit a slate of nominees to the Board of Directors not later than July 1st of each even-numbered year. This slate shall include nominees for the offices of President-Elect, Vice President, Treasurer, Secretary, Delegate and two (2) District Representatives from each district. The Nominations Committee shall also submit a nominee for any office which shall become vacant and for which no succession is otherwise provided herein.

SECTION 2. NOMINATIONS
a. The Nominations Committee shall place in nomination, whenever possible, more than one (1) person for each of the elected offices of the Society.
b. Life and Active Members in good standing shall be eligible for nomination. The Nominations Committee shall provide a pertinent biographical sketch which shall be a part of the ballot.

SECTION 3. BALLOT
a. The Nominations Committee's slate and biographical sketches shall be provided to every voting member of the Society.
b. Elections will be held in even-numbered years. The vote is to be conducted by mail. The list of nominees shall be so designed as to be a secret ballot with provisions for write-in votes for each position. Ballots to be acceptable must be received at the designated place at the designated time. The deadline date and time shall be clearly indicated on the ballot.
c. Officers and directors to be elected must receive a plurality of all votes cast. In the event of a tie vote, a random drawing will be conducted by the president in the presence of two witnesses from the names of those candidates receiving the high number of votes so that one person is selected to fill the office.
d. Membership rolls for voting shall be closed five (5) working days prior to the mailing of the ballot.

SECTION 4. ELECTION COMMITTEE

The President shall appoint an impartial election committee who shall prepare, distribute, receive, and validate each ballot and tally the votes. The results of the ballot shall be announced. Elected officers and directors will assume office in the year following the election.

ARTICLE VIII

MEDICAL ADVISOR

SECTION 1. NUMBER OF ADVISORS
There shall be at least one (1) Medical Advisor, who shall be appointed by the president. The Medical Advisor shall conform to the Associations Bylaws concerning chartered affiliates' Medical Advisor.

SECTION 2. FUNCTION AND POWER
a. The Medical Advisor(s) shall have only such powers as granted to them by the Board of Directors of the Society.
b. The Board of Directors of the Society may consult with the Medical Advisor in regards to matters of medical policy and ethics.

ARTICLE IX

SOCIETY MEETINGS

SECTION 1. BUSINESS MEETINGS AND SEMINARS
a. At least two (2) educational seminars shall be held each year with a business meeting of the Society held in conjunction with one of these educational seminars.
b. The Board of Directors shall meet at least four (4) times each year at dates and times designated by the President. Additional meetings may be held as deemed necessary by the Board of Directors or the President. The Membership of the Society shall be notified in writing at least two (2) weeks prior to any regularly scheduled meeting of the Board of Directors.
c. A majority of the members of the Board of Directors of the Society present at a duly called meeting of the Board of Directors shall constitute a quorum.

ARTICLE X

COMMITTEES

SECTION 1. STANDING COMMITTEES
The members of the following Standing Committees shall be appointed by the President for two (2) year terms, subject to ratification by the Board of Directors; each committee shall have no fewer than three (3) members.

1. Membership
2. Budget & Audit
3. Election
4. Judicial
5. Nominations
6. Program & Education
7. Bylaws
8. Publications
9. Public Relations
10. Scholarship

Committee charges in addition to those specified in the Bylaws will be issued annually by the President and ratified by the Board of Directors.

SECTION 2. SPECIAL COMMITTEES AND OTHER APPOINTMENTS
Special committees and other appointments shall be at the discretion of the President.

SECTION 3. DUTIES OF COMMITTEE CHAIRS
a. The Chair of each committee shall confer promptly with the members of his committee on work assignments.
b. 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.
c. All committee reports must be made in writing and submitted to the President and Secretary of the Society.
d. Non-members or physician members may be appointed as consultants to committees.
e. Each committee chair requiring operating expenses shall submit a request to the Treasurer, President, or Board of Directors. Once a budget has been approved, the chair may expend funds for committee projects without specific Board approval. Expenses over budget must be approved by the Board.

SECTION 4. VACANCIES
In the event of vacancies occurring in any committee, the President shall make appointments as necessary to fill such vacancies. All appointments are subject to Board approval.

ARTICLE XI

COMMITTEE STRUCTURE

SECTION 1. MEMBERSHIP COMMITTEE
The Membership Committee shall consist of a Chair and one District Representative from each of the Districts and other members as deemed appropriate.

SECTION 2. BUDGET AND AUDIT COMMITTEE
a. This Committee shall be composed of a Chair, who shall be the Immediate Past Treasurer of the Society, the current Treasurer of the Society, and one District Representative from each of the Districts, and other members as deemed appropriate.

b. They shall review the financial records of the Society at least twice annually and report to the Board.

SECTION 3. ELECTIONS COMMITTEE
a. This Committee shall consist of a Chair, and at least two (2) other members of the Society.
b. The Committee shall prepare, mail, receive, verify, count, and certify all ballots.

SECTION 4. JUDICIAL COMMITTEE
a. This Committee shall consist of the President, President-Elect, and senior delegate. The senior Delegate shall be Chair.
b. 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 the Association. Complaints or inquiries may be referred to this committee by the Judicial Committee of the Association.
c. If the Committee determines that this complaint justifies an investigation, a written copy of the charges shall be prepared for the Board of Directors.

SECTION 5. NOMINATIONS COMMITTEE
This Committee shall perform in accordance with Article VII, Sections 1 and 2 of these Bylaws.

SECTION 6. PROGRAM AND EDUCATION COMMITTEE
This Committee shall consist of the President-Elect and at least two (2) members, designed as to provide experienced members for all program and education planning. The President shall appoint the Chair.

SECTION 7. BYLAWS COMMITTEE
a. This Committee shall consist of three (3) members appointed by the President.
b. The Committee shall receive and prepare all amendments and revisions of 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 COMMITTEE
a. This Committee shall consist of a Chair and at least two (2) members.
b. This Committee shall concern itself with the publication of the Society's Newsletter and other publications.
c. The members of the Committee shall be appointed by the President.

SECTION 9. PUBLIC RELATIONS COMMITTEE
This Committee shall consist of a Chair and at least two (2) members appointed by the President.

SECTION 10. SCHOLARSHIP COMMITTEE
a. This Committee shall consist of a Chair and at least two (2) members appointed by the President.
b. The Committee shall recommend, to the Board of Directors, individuals for consideration for scholarships as may be available through the A.S.R.C.

ARTICLE XII

FISCAL YEAR

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

ARTICLE XIII

DUES

SECTION 1. AMOUNT
Annual Society dues shall be determined for the following year by the outgoing Board of Directors.

SECTION 2. PAYMENT
Dues shall be payable upon expiration and become delinquent 60 days after billing. Any member whose dues are not paid within this period shall be dropped from Society membership after suitable notification.

ARTICLE XIV

ETHICS

If the conduct of any Society member shall appear, by report of the Society or Association's Judicial Committee, to be in willful violation of the Bylaws, or standing rules of the Society or the Association, or prejudicial to the Society's interests as defined in the Society's Code of Ethics, The Board of Directors may, by 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 Association's Judicial Committee. The Society shall recognize the Code of Ethics of the Association as its own.

ARTICLE XV

AMENDMENTS

These Bylaws may be amended by mail vote of the Society 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) days prior to the vote.

ARTICLE XVI

PARLIAMENTARY PROCEDURE

Questions of parliamentary procedure shall be settled according to Robert's Rules of Order, whenever they are not in conflict with the Bylaws of the Society or of the Association.

ARTICLE XVII

CHAPTER PROPERTY

All documentation, committee reports, correspondence, historical documents, tape recordings of business meetings and other valuable records used to conduct the Society's business shall be the sole property of this Society.

ARTICLE XVIII

With the adoption of these Bylaws, all previous enactments of Constitutions and Bylaws of the Society are herein repealed.