



**TENNESSEE SOCIETY
FOR
RESPIRATORY CARE**

BYLAWS

**Revised August 2012
(DRAFT FOR AARC REVIEW/APPROVAL)**

ARTICLE I: NAME

Section 1: Name

This organization shall be known as the Tennessee 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.

Section 2: Boundaries

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

ARTICLE II: OBJECT

Section 1: Purpose

- a. Encourage and develop programs that advance the education, science, technology, ethics and art of cardiopulmonary care for those interested in all aspects of health care related to the cardiopulmonary system.
- b. Facilitate cooperation and communication between the cardiopulmonary practitioner and all participants in the health care environment.
- c. Provide for public education in health promotion and disease prevention.

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 Society perform particular services for individual members thereof except as otherwise stated in these Bylaws.
- b. In the event of the dissolution of this Society, whether voluntary or involuntary, all of its remaining assets shall be distributed in such manner as the Board of Directors, hereinafter referred to as the Board, of this Society shall, by 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 this Society upon dissolution may be made available to any similar organization(s) maintained and created for one or more of the foregoing purposes, if at any time of distribution, the payee or distributee is then exempt from taxation, and if gifts or transfers to the payee or distributee are then exempt from taxation under the provisions of the Internal Revenue Code or changes which amend or supersede the said provisions.
- c. The Society shall not commit any act which shall constitute the unauthorized practice of medicine under the laws of any state.

ARTICLE III: MEMBERSHIP

Section 1: Classes

The membership of this Society shall include ~~three (3)~~ **four (4)** classes: Active Member, Associate Member, and Special Member as defined in the AARC bylaws, **and State member as described below.** ~~The classifications and limitations of membership shall be as defined in the AARC Bylaws.~~

Section 2: Eligibility

- a.** An individual is eligible to be a member of this Society if that person is a member of the AARC as specified in the AARC Bylaws and meets the requirements for Chartered Affiliate membership in this Society, **or** ~~Only individuals holding AARC membership are considered Society members.~~

- b. An individual is eligible to be a State Member if the individual wishes to be a member of the TSRC and has the qualifications for Active, Associate, or Special membership in the AARC but is not currently a member of AARC. State membership dues are set annually by the TSRC Board of Directors.**

Section 3: Privileges

Active, Associate, and Special members are entitled to hold office and vote in all elections as defined by AARC Bylaws. State Members are not entitled to vote or hold office.

Section 3: **4:** Application for Membership

~~Application for membership in this Society shall follow the procedure specified in the AARC Bylaws.~~
Application for Active, Associate, or Special membership in this Society shall follow the procedure specified in the AARC Bylaws. Application for State membership in this Society shall follow procedures specified by TSRC Policy & Procedures.

ARTICLE IV: OFFICERS AND DIRECTORS

Section 1: Officers

The officers of the Society shall be a President, a President-Elect or an Immediate Past President, a Vice-President, a Secretary, and a Treasurer.

Section 2: Chapter Representation

Each Chapter shall be represented on the Board by the Chapter President and Chapter President-Elect, who shall hereafter be referred to as Directors. In the absence of a chapter President or President-Elect a representative designated by the Chapter's Officers may attend. The representative will have a voice, but can not vote.

Section 3: Term of Office

The term of office for the Society President, Vice-President, Secretary, and Treasurer shall be for two (2) years. The two-year term of these Executive Officers shall commence and end according to the Policies and Procedures promulgated by the Board. The term of office for any other Society officers and Directors of the Society Board shall be for one (1) year. The one-year term of other Society officers shall coincide with the Society's fiscal year.

Section 4: Vacancies in Office

- a. In the event of a vacancy in the office of President, The President-Elect shall become acting President to serve the unexpired term and shall serve his or her own, the successive term, as President.
- b. 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. At the next meeting of the Board the vacancy shall be filled by Board election.
- c. In the event of a vacancy in the office of Vice-President, Secretary or Treasurer, the President shall appoint a member of the Board to assume the duties of that office. At the next meeting of the Board the vacancy shall be filled by Board election.
- d. In the event of a vacancy in the office of Immediate Past-President, the Board, at its next meeting, may fill the vacancy, with a Past-President, by appointment.

Section 5: Duties of Officers

- a. The President shall: be the chief executive officer of the Society; preside at the annual business meeting and all meetings of the Board, 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 these Bylaws, prepare an agenda for each meeting of the Board 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; be an ex-officio member of all committees except the Elections and Nominations Committee; present to the Board and membership an annual report of the Society activities.
- b. The President-Elect shall: become acting President and shall assume the duties of same in the event of absence, resignation, or disability of the President, shall perform such other duties as shall be assigned by the President or the Board, and shall chair the Nominations and Elections Committee.
- c. The Vice-President shall: assume the duties, but not the office, of the President-Elect in the event of absence, resignation, or disability, and shall also continue to carry out the duties of the Vice-President, and perform other duties as assigned by the President or the Board.
- d. The Treasurer shall: have charge of all funds and securities of the Society; endorse checks, drafts, or other orders for payment of bills; disburse funds as authorized by the Board of Directors in accordance with the adopted budget; deposit funds as the Board may designate; see that full and accurate accounts are kept; make written quarterly financial reports to the Board and a complete written yearly report for the previous year at the first meeting of the Board; and perform other duties as assigned by the President or the Board.
- e. The Secretary shall: keep the minutes of the Boards' regular business meetings and the annual business meeting; submit 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 thirty (30) days following the meeting; and perform other duties as assigned by the President or the Board.
- f. The Immediate Past-President shall: advise and consult with the President, be a member of the Bylaws Committee, and perform other duties as assigned by the President or the Board.

ARTICLE V: NOMINATIONS AND ELECTIONS

Nominations and Elections Committee

The chair shall be the President-Elect or the Immediate Past President, depending on which cycle of elections and officers the Society is in. The President shall appoint a Nominations and Elections Committee each year before the annual business meeting. The committee shall prepare and the Chairman report a slate of nominees to the Board at the third or fourth calendar year meeting of the Board, so that the election may be held in such a manner as to provide the membership adequate time for voting prior to the Annual Business Meeting. The committee shall perform such other duties as are defined in Article X, Section 2 of these Bylaws.

ARTICLE VI: BOARD OF DIRECTORS

Section 1: Composition and Powers

- a. The executive government of this Society shall be vested in a Board of Active members consisting of the President, President-Elect or Immediate Past-President, Vice-President, Secretary, Treasurer, Delegates, Chapter Presidents, Chapter Presidents-Elect, and in an ex-officio capacity, the Society Medical Advisor.
- b. The President shall be Chairman and presiding officer of the Board and the Executive Committee and shall invite, in writing (notification may be via email), such individuals to the meetings of the Board as shall be deemed necessary.
- c. The Board shall have the power to declare an office vacant by a two-thirds (2/3) vote of the whole Board, 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 incumbent that the office has been declared vacant.
- d. All Board members shall regularly attend the meetings of their chapter as described by Board policy. Failure to do so shall be reason for removal from office.
- e. Every Board member must be a member of the Tennessee Society for Respiratory Care.

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. After consideration of the budget, determine for the following year the amount of membership dues, remunerations, stipends, and other related matters.
- d. Approve formation or dissolution of a chapter which meets or fails to meet, respectively, the requirements for affiliation.
- e. Perform such other duties as may be necessary or appropriate for the management of the Society.

Section 3: Meetings

- a. The Board shall hold not fewer than four (4) regular and separate meetings during the calendar year.
- b. Special meetings of the Board shall be called by the President at such times as the business of the Society shall require or upon written request of four (4) members of the Board filed with the President and Secretary of the Society.
- c. A majority of the Board shall constitute a quorum at any meeting.

Section 4: Interim Business (Voting)

Whenever, in the judgment of the Board, it is necessary to present any business to the membership prior to the next regular or annual business meeting, the Board may conduct a vote of the membership by email. The question thus presented shall be determined according to a majority of the valid responses received by email within the time the Board may specify after the date of such submission. Any and all action approved by the members in accordance with the requirements of this Article shall be binding upon each member thereof.

Section 5: Executive Committee

- a. The Executive Committee of the Board shall consist of the President, President-Elect or Immediate Past-President, Vice-President, Secretary, Treasurer, and Delegates. This committee shall have the power to act for the Board between meetings of the Board and such action shall be subject to ratification by the Board at its next meeting. The Executive Committee shall also function as the Bylaws Interpretation Committee.
- b. This committee shall propose an annual budget for approval by the Board.
- c. This committee shall verify that the Treasurer does not exceed the budgeted expenses in any category without its consent and two-thirds (2/3) approval of the Board.

Section 6: Multiple Offices

No Officer or Delegate shall hold Chapter office simultaneously.

ARTICLE VII: ANNUAL BUSINESS MEETING

Section 1: Date and Time

- a. The society shall hold an annual business meeting during the annual state meeting of each calendar year; additional meetings may be held as required to fulfill the objectives of the Society.
- b. The date and place of the annual business meeting and additional meetings shall be decided in advance by the Board. In the event of a major emergency, the Board may cancel the scheduled meeting, set a new date and place, if feasible, or conduct the business of the meeting remotely provided the material is sent in the same words to the voting membership.

Section 2: Purpose

- a. 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.
- b. Additional business meetings shall be for the purpose of receiving reports and other business brought by the President.

Section 3: Notification

Written notice of the time, place, and agenda of the annual business meeting shall be sent to all members of the Society not fewer than thirty (30) days prior to the meeting. Email distribution to all members may be held to be equivalent to USPS mail.

Section 4: Quorum

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

ARTICLE VIII: SOCIETY DELEGATES TO THE AARC HOUSE OF DELEGATES

Section 1: Election

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

Section 2: Duties

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

Section 3: Board Members

The Delegates shall be voting members of the Society Board.

Section 4: Multiple Offices

Delegates may not hold concurrent elective offices.

Section 5: Term of Office

- a. The Delegate shall serve for a two (2) year term to begin at the time the Board determines in its Policies and Procedures for elections that Executive Officers' terms shall begin.
- b. The Junior Delegate shall be elected for a two (2) year term to begin as specified above and automatically accede to the position of Delegate at the end of the two (2) year term.

Section 6: Vacancies in Office

- a. In the event of a vacancy in the office of Delegate, the Junior Delegate shall assume the duties but not the office of Delegate, and serve until the next meeting of the Board, at which time the Board will compile a slate of nominees to be presented to the active members of the Society for election of the Delegate.
- b. In the event of a vacancy in the office of Junior Delegate, the President shall appoint a member of the Board to assume the duties of the office until the next meeting of the Board, at which time the Board will compile a slate of nominees to be presented to the active members of the Society for election of the Junior Delegate.

ARTICLE IX: COMMITTEES

Section 1: Standing Committees

The members of the following Standing Committees, except as otherwise described in these Bylaws, shall be appointed by the President, subject to the approval of the Board, to serve for a term of one (1) year. The term shall coincide with the Society's fiscal year:

- a. Bylaws
- b. Chapter Affairs
- c. Education
- d. Government Affairs and Regulations
- e. Membership and Public Relations
- f. Nominations and Elections
- g. Program
- h. Publications

Section 2: Special Committees and Other Appointments

Special committees may be appointed by the President.

Section 3: Committee Chair Duties

- a. The President shall appoint the Chair of each committee except as may be otherwise specified in these Bylaws.
- b. The Chair of each committee shall confer promptly with the members of his 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 shall be made in writing and submitted as requested.
- e. Nonmembers or physician members may be appointed as consultants to committees.
- f. Each committee shall submit a budget for the next fiscal year to the President-Elect.

ARTICLE X: DUTIES OF COMMITTEES

Section 1: Membership and Public Relations Committee

- a. This committee shall include at least one (1) representative from each Chapter.
- b. This committee shall develop ways to improve public awareness.
- c. This committee shall perform any other duties as directed by the President and Board.

Section 2: Nominations and Elections Committee

- a. The chair of this committee shall be the President-Elect or the Past President, depending upon which cycles of elections is in effect.
- b. This committee shall consist of at least one (1) member from each chapter, who shall serve for a term of one (1) year.
- c. Using approved procedures, this committee shall place in nomination Active members in good standing for the offices of President-Elect, Vice President, Secretary, Treasurer, and Junior Delegate. The election of Junior Delegate shall be two years prior to said person's accession to the office of Delegate. This committee shall provide a pertinent biographical sketch of each nominee's professional activities and services to the organization, all of which shall be available for each office.
- d. The final slate of candidates shall be approved by the Board of Directors before submission to the general membership.
- e. This committee shall prepare, receive, verify, and count ballots for all elections, and such other mail or email votes as the Society shall deem necessary.

- f. In the event of the use of postal mail for voting, ballots, to be acceptable, shall be postmarked by the Board's indicated deadline. The deadline shall be clearly indicated on the ballot. Electronic voting is allowed by use of appropriate systems.
- g. The elections shall be by plurality of the votes cast. A tie vote shall be decided by the Board.
- h. Only active members in good standing shall be eligible for nomination, and only active AARC members may vote.

Section 3: Program Committee

This committee shall consist of at least two (2) members. The Chair shall be appointed for a two (2) year term, and be so charged to provide Society members with an annual meeting designed for continuing education.

Section 4: Education Committee

- a. This committee shall be appointed by the President and shall consist of at least three (3) members.
- b. This committee shall develop, obtain funding, and implement scholarship programs; perform other duties as may be assigned by the President or Board, work to insure the quality of education for all levels of practitioners; and, in conjunction with the Program Committee, provide for continuing education for educators in the geographical boundaries of this Society.

Section 5: Bylaws Committee

- a. This committee shall consist of at least three (3) members, one (1) of whom shall be a Past-President or President Elect, depending upon the current cycle of officers and elections.
- b. The committee shall receive and prepare all amendments to the Bylaws for submission to the Board. The committee may also initiate such amendments to the Board.
- c. The committee shall review the Tennessee Society for Respiratory Care Bylaws yearly, and make recommendations for changes as may be deemed necessary.

Section 6: Publications Committee

- a. This committee shall consist of one (1) member from each Chapter.
- b. This committee may publish a Society newsletter and all other publications, as may be deemed necessary by the Board, for the public, health care organizations, or other entities, where dissemination of information concerning respiratory care is indicated.

Section 7: Chapter Affairs Committee

- a. This committee shall consist of at least three (3) members. The Chair shall be the TSRC President-Elect or Past-President.
- b. This committee shall receive and review applications for chapter formations and petitions for chapter dissolution as outlined in these Bylaws, and make a recommendation to the Board of Directors.
- c. This committee shall review chapter reports for determination of continued affiliation.

Section 8: Government Affairs and Regulations Committee

- a. This committee shall consist of at least six (6) members, with one (1) in each of the following areas:
 1. TSRC President
 2. TSRC President-Elect or Past President
 3. TSRC Lobbyist

4. A person employed in respiratory care education
5. A person employed in respiratory home care
6. A person employed as a director of a respiratory care department

Other members may be appointed to the committee by the President or the Board.

- b. The committee shall review actions and monitor meetings of the Board of Respiratory Care.
- c. The committee shall review legislation proposed or passed by the Tennessee General Assembly.
- d. The committee shall develop and recommend legislation for submission to the Tennessee General Assembly.
- e. The committee shall develop and recommend rule changes to the Board of Respiratory Care.
- f. The committee shall perform other duties as directed by the President or the Board.

Section 9: Committee Vacancies

In the event of a vacancy occurring in any Board ratified committee, the President shall appoint member(s) to fill such vacancies subject to the approval of the Board.

ARTICLE XI: CHAPTER ORGANIZATION

Section 1: Boundaries of Chapters

The boundaries of a Chapter shall be established by the Board and recorded in the Board minutes. The boundaries shall be changed as necessary to allow for deletion or addition of chapters.

Section 2: Organization

The internal organization is to be established by the individual chapters, provided they are not in conflict with these Bylaws.

Section 3: Officers and Chapter Representation

- a. The President and President-Elect of each chapter shall be members of the Society's Board.
- b. The Active members of this Society in the chapter shall elect a President and President-Elect. A Secretary, Treasurer, or Secretary/Treasurer may be appointed by the President or elected by the chapter membership. The Secretary shall be the official correspondent for the chapter to the Society.
- c. Membership in a chapter shall be determined by place of employment, residence, or by member's preference.

Section 4: Activities

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

Section 5: Duties of the Chapter President

- a. Represent their chapter at all Board meetings.
- b. Report all actions taken by the Board to their chapter.
- c. Submit a written report, relating to the activities of their chapter, at least twenty-one (21) days prior to each Board meeting.
- d. Function as the chief executive officer of the chapter, preside over the business meetings of the chapter, oversee the implementation of all chapter goals and activities.

- e. Submit chapter reports as requested by the Executive Committee.

Section 6: Duties of the Chapter President-Elect

- a. Represent the chapter at each Board meeting.
- b. Report to the chapter all actions taken by the Board.
- c. Assume the duties of the chapter President during the President's absence from a Board meeting. Develop chapter goals for the coming year; select committee members for the coming year as president; perform other duties as requested by the chapter President.

Section 7: Chapter Admission Requirements

- a. Twenty (20) or more Active Members of the Society, meeting the requirements for affiliation, may become a chapter of the Society upon approval of the Board. Members of chapters shall be members of the Society.
- b. The formal application shall be sent to the Society's Secretary and shall consist of a list of officers, membership, minutes of the organization meeting, a geographical location.
- c. Approval and continuance of a chapter is contingent on the chapter agreeing to comply with such rules, regulations, and conditions as promulgated by the Society.

Section 8: Chapter Duties

The names and addresses of officers of the chapter shall be sent to the Society's Secretary within ten (10) days following their election.

Section 9: Chapter Committees

- a. The chapter President shall appoint such committees as may be necessary to perform the duties of the chapter, subject to the approval of the chapter membership.
- b. In the event of vacancies on chapter committees the chapter President shall appoint members to fill such vacancies, subject to the approval of the chapter membership.

Section 10: Suspension or Dissolution of a Chapter

The Board may suspend or dissolve any chapter for failure to comply with any rule, regulation, or conditions promulgated by the Society or upon failure to maintain a Society membership of at least twenty (20) Active Members.

Section 11: Vacancies in Chapter Office

- a. In the event of a vacancy in the office of President, The President-Elect shall become acting President to serve the unexpired term and shall serve their own, the successive term, as President.
- b. In the event of a vacancy in the office of President-Elect, the Vice-President, if this office exists, shall assume the duties, but not the office, of President-Elect, as well as his own. At the next meeting of the Chapter the vacancy shall be filled by Chapter election.
- c. In the event of a vacancy in the office of Vice-President, Secretary or Treasurer, the President shall appoint a member of the Chapter to assume the duties of that office, or, at the next meeting of the Chapter the vacancy shall be filled by Chapter election.
- d. In the event of a vacancy in the office of Immediate Past-President, the Chapter, at its next meeting, may fill the vacancy with a Past-President, by appointment.

ARTICLE XII: SOCIETY MEDICAL ADVISOR

The Society shall have at least one (1) Medical Advisor who shall conform to the AARC Bylaws.

ARTICLE XIII: FISCAL YEAR

The fiscal year of the Society shall be the Calendar Year – January through December.

ARTICLE XIV: ETHICS

If the conduct of any Society member shall appear to be in violation of the Society's Bylaws, standing rules, code of ethics, or other regulations, or policies promulgated by the Society or the AARC, or shall appear to be prejudicial to the Society's or the AARC's interests, such members will be referred to the AARC Judicial Committee for adjudication. Any violations must be reported to the Board of Directors in writing.

ARTICLE XV: PARLIAMENTARY PROCEDURE

The rules contained in the most current edition of Robert's Rules of Order shall govern whenever they are not in conflict with the Articles of Incorporation, Bylaws, Standing Rules, or other rule, regulations, or policies of the Society or the AARC.

ARTICLE XVI: AMENDMENTS

- a. Proposed amendments to these Bylaws may be originated by the Bylaws Committee or submitted to the Bylaws committee only by the Board of Directors or a Chapter. The Committee shall review the amendments proposed by any of the foregoing and shall submit their recommendations to the proponent.
- b. Upon receipt of such recommendations, the proponent may, but shall not be obligated to, withdraw the proposed amendments from further consideration. Any proposed amendments which are not withdrawn by the proponent and any proposed amendments which are originated by the Bylaws Committee shall be delivered to the Board of Directors, with the committee's recommendations for same, at least sixty (60) calendar days prior to the meeting in which they are to be reviewed.
- c. These Bylaws may be amended by an affirmative majority vote of a quorum of the Board at such meeting. The amendment then must be submitted (in publication form) to the membership for comments and input within forty-five (45) days of that meeting in which the first affirmative vote was taken.
- d. At the next regularly scheduled meeting of the Board the amendment will receive a second reading and vote. If the amendment receives an affirmative vote of two-thirds (2/3) of the Board present at such a meeting, then it shall be adopted.
- e. Prior to the second reading and vote, the Bylaws will be sent to the AARC Bylaws Committee for recommendations, and approval by the AARC Board of Directors.

ARTICLE XVII: BYLAWS INTERPRETATION

All interpretation questions regarding the Bylaws shall be referred to the Bylaws Interpretation Committee. This committee shall be comprised of the Executive Committee. The Society's Board may refer a Bylaws interpretation matter to the committee by a two-thirds (2/3) affirmative vote of those voting members present. The decision of the Bylaws Interpretation Committee shall be final.