

Delaware Society for Respiratory Care, Inc. Bylaws

Revised October 2025

ARTICLE I – Name

This organization shall be known as the Delaware Society for Respiratory Care, Inc., incorporated under the Delaware General Corporation Law as a nonstock corporation, hereinafter referred to as the Society. The Society is a Chartered Affiliate of the American Association for Respiratory Care, hereinafter referred to as the Association, which is incorporated under the General Not-For-Profit Corporation Act of the State of Illinois

ARTICLE II – Boundaries Section

The boundaries of the Society shall be the State of Delaware inclusive. The Society shall consist of three geographical districts, defined as the New Castle District, Kent District, and Sussex District.

- a. NEW CASTLE DISTRICT: Encompasses all areas within New Castle County.
- b. KENT DISTRICT: Encompasses all areas within Kent County.
- c. SUSSEX DISTRICT: Encompasses all areas within Sussex County.

ARTICLE III – Object

Section 1. Purpose

- a. To encourage, develop and provide educational programs for those persons interested in the field of respiratory care.
- b. To advance the science, technology, ethics, and art of respiratory care through institutes, meetings, lectures, publications, and other materials.
- c. To facilitate cooperation between respiratory care 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 to which shall constitute unauthorized practice of medicine under the laws of the State of Delaware.
- d. To encourage and promote membership in the Association and Society.

Section 2. Intent

- a. No part of the net earnings of this Society shall inure to the benefit of any Director, Officer, Member, or any private individual (except that reasonable compensation may be paid for services rendered to or for this Society in carrying out one or more of its purposes or for costs incurred in carrying out the purpose of the Society) and no Director, Officer, Member or other individual shall be entitled to share in the distribution of any of the Society's assets upon its dissolution.
- b. 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, provided that at the time of 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 any amendments or successors to these sections.

ARTICLE IV – Membership

Section 1. Types

The membership of the Society shall include Active Membership.

Section 2. Eligibility

- a. Individuals are eligible to be Active Members of this society if they are members in good standing of the Association provided their place of employment or residence is within the defined boundaries of the Society or they have been assigned to the Society by the Association.

Section 4. Applications

Applications for Membership in this Society will follow the procedures specified by the Membership Committee of the Association.

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 Directors, referred to here and after as the Board, composed of Active Members consisting of the President, President-Elect, Past-President, Secretary, Treasurer, two (2) Delegates and three (3) District Representatives from each of three (3) Districts as defined herein.
- b. The President shall be the presiding officer of the Board and the Executive Committee. The President shall invite such individuals to the meetings of the Board as deemed necessary.
- c. Student members of the Society may be represented by one Student Representative from each school to be non-voting members of the Board.

Section 2. Meetings

- a. The Board shall meet at least four (4) times each year at locations determined by the President and may be in-person, teleconference, or a virtual meeting. There shall be one meeting planned each quarter of the year.
- b. Additional meetings of the Board 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, filed with the President, and the Secretary of the Society.
- c. Board meetings shall be open to members 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.

Section 4. Vacancies

Any vacancy that occurs in the Board shall be filled by qualified members elected by the Board to serve until the next regularly scheduled election, except:

- a. 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.
- b. Should the office of President become vacant while being filled by the President-Elect, a successor is elected by the Board.
- c. Temporary appointments to the Delegation for specific meetings may be made in accordance with Association Bylaws and policies.
- d. The Board of Directors shall have the power to declare a position vacant by a simple majority vote at any meeting of Board upon refusal or neglect of any member(s) of the Board 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.
- e. Any member of the Board with two (2) consecutive unexcused absences at regularly scheduled Board meetings may be dismissed from the Board. The President shall give written notice to a Board member after the first unexcused absence and, if necessary, upon dismissal following a second unexcused absence.

ARTICLE VI – Officers

Section 1. Officers

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

Section 2. Terms of Office

- a. The term office of: President, Secretary, and Treasurer shall be two (2) years.
- b. The term of office of District Director shall be two (2) years.
- c. The term of the Delegates shall be two (2) years. The terms of Delegates shall overlap, so that one (1) Delegate is elected every year.
- d. The term office of : President-Elect and Past-President shall be (1) year.
- e. There is no term limit for officers.
- f. All terms of office will begin on January and conclude on December 31.

Section 3. Duties of Board Members

- a. President: The President shall be the chief executive officer of the Society. The President shall preside at all meetings of the Board; prepare an agenda for each meeting; appoint standing committees and special committees in conformance with the Bylaws and subject to the approval of the Board of Directors; be an ex-officio member of all committees (except nominations and elections) and present to the Association, the Board of Directors of the Society and to the Membership an annual report of the Society's activities as needed or required. The President is authorized to sign checks and disburse electronic funds and, at the expense of the Society, shall

be bonded as required by the Board. The President shall assume the office of Past-President the first day of the fiscal year following completion of the term of President.

- b. President-Elect: The President-Elect shall serve a one-year term and assume the office of President on the first day of the year following completion of the term as President-Elect. The President-Elect shall assume duties as charged by the President. The President-Elect shall assume the duties of the President in the event of the President's absence, resignation, or disability.
- c. Past-President: The Past-President shall serve a one-year term. The Past-President shall serve in an advisory role to the President and the Board. The Past-President shall assume duties as charged by the President and/or Board.
- d. Treasurer: The Treasurer shall account for the monies of the Society, approve payment of bills and disbursement of funds under the direction of the Board. The Treasurer shall be responsible for the continuing record of all income and disbursements. The Treasurer shall prepare and submit in writing an annual report of the finances of the Society for the preceding year for the Board and the membership as needed. 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 for the Association as needed. The Treasurer shall assure that all financial reports required by the Internal Revenue Service or other agencies are completed and submitted in a timely fashion. Checks issued and debit card use for the Society are approved by Treasurer, President or other officers designated with Board approval.
- e. Secretary: The Secretary shall keep minutes of the Board meetings; attest to the signature of the officers of the Society; post minutes of every Board meeting to the society's website; perform duties as assigned by the President and approved by the Board; and submit such reports as required.
- f. District Director: The District Directors 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. They shall also perform duties as may be assigned by the President.

ARTICLE VII – Nominations and Elections

Section 1. Nominations Chairperson

The President, with the approval of the Board, shall appoint a Nominations Chairperson prior to each election. Nominations Chairperson shall submit a slate of nominees to the Board by the date specified by the Board so that elections can occur each year before December 31st.

Section 2. Nominations

- a. The Nominations Chairperson shall place in nomination, whenever possible, more than one (1) person for each of the elected offices of the Society, after verifying the nominee is agreeable to the nomination.

- b. Active Members in good standing shall be eligible for nomination. The Nominations Chairperson shall provide a pertinent biographical sketch which shall be part of the ballot.

Section 3. Ballot

- a. The Nominations Chairperson's slate and biographical sketches shall be provided to every voting member of the Society either via mail, electronically or posted on the website.
- b. The list of nominees shall be 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, online via the website is acceptable. The deadline date and time shall be clearly indicated on the ballot.
- c. Officers and Board members 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 sending the ballots to the members.

Section 4. Election

The Nominations Chairperson shall prepare, distribute, receive, and validate each ballot and tally the votes. The results of the ballot shall be reported to the Board of Directors and then published, on the website, or otherwise reported to the membership. Elected officers and directors will assume office in the year following the election. The President is responsible for notifying candidates of the election results which impact their service on the Board. The President may delegate this responsibility to the Nominations Chairperson, the President-Elect, or the Past-President.

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 Association's Bylaws concerning chartered affiliates' Medical Advisors.

Section 2. Function and Power

- a. The Medical Advisor shall have only such powers as granted to them by the Board.
- b. The Board may consult with the Medical Advisor regarding matters of medical policy, educational programs, and ethics.

ARTICLE IX – Society Meetings

Section 1. Business Meetings and Seminars

- a. At least two (2) educational seminars shall be held each year, including live in-person and virtual events.

- b. The Board shall hold at least two (2) business meetings per year open to all members of the Society.

ARTICLE X – Special Committees

Section 1. Special Committees and Other Appointments

Special committees and other appointments shall be at the discretion of the President and voted on by the Board.

Section 2. 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 shall 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 the Board. Once a budget has been approved, the chair may expend funds for committee projects subject to oversight by the President and Treasurer. Expenses over budget must be approved by the Board.

ARTICLE XI – Fiscal Year

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

ARTICLE XIII – Ethics

If the conduct of any Society member shall appear, by report of the Society Board 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 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 a subsequent meeting of the Board. 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 XIV – Amendments

These Bylaws may be amended by a two-thirds (2/3) majority vote of the Board, provided that the amendment has been presented to the membership in writing at least sixty (60) days prior to the vote.

ARTICLE XV – 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 the Association.

ARTICLE XVI – Society Property

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

ARTICLE XVII – With the adoption of these Bylaws, all previous enactments of Constitutions and Bylaws of the Society are herein replaced.

Revised October 2025