



BYLAWS
of the
DELAWARE SOCIETY
FOR RESPIRATORY CARE

Article I
Name

This organization shall be known as the Delaware 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.

Article II
Boundaries

The area included within the boundaries of this Society shall be the state of Delaware.

Article III
Object

Section I: Purpose

- a. To encourage and develop 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, lectures, annual conference and programs for those persons interested in the field of Respiratory Care.
- c. To facilitate cooperation between Respiratory Care personnel and the medical profession, hospitals, service companies, industry and other agencies within the region interested in Respiratory Care.
- d. To encourage and promote membership in the AARC and Society

Section II: Intent

- a. No part of the moneys of the Society shall be used solely to the benefit of any private member or individual, nor shall the Society perform particular services for individual members thereof.
- b. Distribution of the funds, income, and property of the Society 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 distributes are then exempt from taxation under provisions of Section 501, 2055, and 2522 of the Internal Revenue Code, or any later or other sections of the Internal Revenue Code which amend or supersede the said sections.

- c. 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 AARC determines according to the objectives and purposes for which the AARC is formed.
- d. The Society shall not commit any act which shall constitute unauthorized practice of medicine under the laws of the State of Delaware.

Article IV
Membership

Section I: Classes

The membership of this Society shall include two (2) classes: Active Membership and Associate Member.

Members of the AARC employed in the State of Delaware shall be granted Society Membership in the same classes as their AARC Membership.

A. Active Member

An individual is eligible for Active Membership if he/she is employed within the boundaries of the state of Delaware and has Delaware listed as their state affiliation with the AARC, and meets one (1) of the following criteria:

- a. is legally credentialed by the National Board for Respiratory Care, Inc. or its successor as a respiratory care professional.
- b. is a graduate of an educational program in respiratory care accredited by an AARC recognized agency.

Active Members in good standing shall be entitled to all rights and privileges of membership of the Society including: the right to hold office, hold committee chair position, and vote.

B. Associate Member

An Individual will be classified as an associate member if he/she holds a position related to respiratory care and does not meet the requirements to become an Active Member. Associate Members shall have all of the rights and privileges of the Active Member except they shall not be entitled to hold office, vote, or serve as chair of any standing committee of the Society.

Article V
Officers

Section I: Officers

The officers of this Society shall be: A President, an Immediate Past-President, a President-Elect, a Secretary and a Treasurer. All officers will serve on the Board of Directors as voting members.

Section II: Term of Office

- a. The term of President, President-Elect and Immediate Past-President shall be for two (2) years each;
- b. The term of Secretary and Treasurer shall be for a two (2) year term each;
- c. All elected officers' term begin January 1;
- d. The incumbent officers shall remain in office until such date and until their respective successors assume office;
- e. The Secretary and Treasurer shall not serve for more than two (2) consecutive terms in the same office;
- f. No officer shall hold concurrent elected offices within the Society.

Section III: Vacancies in Office

- a. Office of President
 1. President-Elect shall become President and serve the remainder of the unexpired term and shall serve his/her own successive term as President;
- b. Other Officers and Directors
 1. President will recommend temporary appointments to be confirmed by a majority vote of the Board of Directors;
 2. These appointments will serve until the next scheduled elections.

Section IV: Duties of the Officers

- a. President shall:
 1. Preside as Chair over all regular and special meetings of the Society's membership and all meetings of the Board of Directors;
 2. Prepare an agenda for each meeting at which they will preside and assure that the meetings are effectively coordinated and conducted;
 3. Appoint Standing Committee(s) and Special Committees subject to the approval of the Board of Directors;
 4. Be an ex-officio member of all committees except the Nomination Committee or as otherwise provided in the Bylaws;
 5. Assure that all officers, directors, delegates, committee chairs, and representatives of the Society fulfill their duties;

6. Retain the fiduciary responsibility for all Society activities during their term;
7. Succeed to Immediate Past Presidency when the Immediate Past-President's term ends;

b. The President-Elect shall:

1. Become Acting President and shall assume the duties of the President in the event of the President's absence, resignation or inability to fulfill their duties and responsibilities.
2. Succeed to the Presidency when the President's terms ends;
3. Use their term in preparation for the Presidency;
4. Perform such other duties as may be assigned by the President or Board of Directors.

c. The Treasurer shall:

1. Account for the moneys of this Society and disburse funds under the direction of the President in accordance with the approved budget;
2. Be responsible for the continuing record of all income and disbursements and submit a quarterly trial balance to the Board of Directors within twenty (20) business days after the closing of each quarter.
3. Prepare and submit in writing an annual report of the finances of the Society for the preceding year to the Board of Directors and the membership;
3. Respond to inquiries from the Board of Directors, Committee Chairs, and the general membership regarding the fiscal operation and affairs of the Society;
4. At the expense of the Society, be bonded in such sum as required by the Board of Directors;
5. Participate in annual budget planning and development with respect to the Society's strategic plan;
6. Assist external auditors in conducting formal audits, as recommended by the Board of Directors.
7. Perform such other duties as may be assigned by the President or Board of Directors.

d. The Secretary shall:

1. Be responsible for recording the minutes of the proceedings of all regularly scheduled and special meetings of the Society;
2. Attest to the signature of the officers of the Society;
3. Prepare and submit reports as may be required by the AARC;
4. Perform such other duties as may be assigned by the President or Board of Directors.

e. Immediate Past President shall:

1. Advise and consult with the President;
2. Perform such other duties as may be assigned by the President or Board of Directors.

Article VI
Board of Directors

- a. The Executive Government of this Society shall be vested in a board of eight (8) Active Members consisting of the Officers and three (3) members, in good standing, elected as Directors at Large; one (1) from each of the three (3) voting districts in the State of Delaware, (New Castle County, Kent County and Sussex County).
- b. The Delegate/ alternate to the AARC House of Delegates will serve as an ex-officio member on the Board of Directors and shall have the power of voice, and vote.
- c. Members of the Board of Directors shall not concurrently be members of the Commission on Accreditation for Respiratory Care (CoARC) , National Board of Respiratory Care (NBRC), or the Delaware Respiratory Care Practice Advisory Council for the Board of Medical Licensure and Discipline National Board of Respiratory Care.
- d. The President shall be the Chair and Presiding Officer of the Board of Directors. The President shall invite, in writing, such individuals to the meeting of the Board, as deemed necessary, who shall have the privilege of voice but not of vote. In addition, any Board member may submit in writing or email to the President a request to invite a guest to attend a meeting, but it must be requested a minimum of 14 days in advance of the meeting.
- e. The Board of Directors shall have the power to declare an office vacant by a two-thirds (2/3) vote, upon refusal, neglect or inability of any member of the Board to perform the duties of office, or for any conduct deemed prejudicial to the Society. Written notice, sent by certified mail, shall be given to the member that the office has been declared vacant.

Section I: Composition and Powers

- a. If the conduct of any Society member shall appear to be in violation of this Society's Bylaws, standing rules of this Society and/or the AARC's, code of ethics; regulations, policies / procedures adopted by the Association, the Society will report the member to the AARC Judicial Committee.

Section II: Term of Office

- a. Board members, including members consisting of the President, Treasurer, Secretary and three (3) members, in good standing, elected as Directors at Large; one (1) from each of the three (3) voting districts in the State of Delaware, New Castle County, Kent County and Sussex County shall serve a term of two (2) years, which shall begin the first of January.
- b. The term of office for the Delegate and Delegate-Elect shall be for two (2) years each.
- c. No person may serve more than four (4) consecutive years in the House of Delegates, either as a Delegate, a Delegate-Elect, or combination of both.
- d. The Delegate-Elect automatically succeeds the Delegate in office.

Section III: Duties

- a. The Board of Directors shall:
 1. supervise all of the business and activities of the Society within the limitation of these bylaws;
 2. adopt and rescind standing rules, regulations, policies/procedures of the Society;
 3. annually review the financial status of the society ;
 4. confirm temporary appointments to office or position, as appropriate;
 5. confirm appointment of Medical Director(s), as appropriate;
 6. perform such other duties as may be necessary or appropriate for the management of the Society.

Section IV: Vacancies

- a. Any vacancy that occurs in the office of the Board of Directors shall be appointed by the President and confirmed by majority vote of the remaining Board of Directors.
- b. An appointed Director shall serve until the next scheduled election.

Section V: Meetings

- a. The Board of Directors shall meet quarterly.
- b. 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 the majority of the Board of Directors filed with the President of the Society.

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

Section VI: Mail / Electronic Vote

Whenever, in the judgment of the Board of Directors, it is necessary to present any business that requires the membership to vote the Board of Directors may, unless otherwise required by the Bylaws, instruct a Board member to conduct a vote of the membership by mail or electronically. Such votes shall require approval of a majority of the valid votes received within thirty (30) calendar days after date of submission to the membership. The result of the vote shall control the action of the Society.

Article VII Nominations and Elections

Section I: Nomination and Election Committee

- a. The Board of Directors shall select a nominations chairperson.
- b. The chairperson of the Nominations Committee shall report the slate of nominees of officers, Delegate-Elect, and Directors at Large with pertinent biographical data to the Board of Directors.
- c. The Committee shall prepare, receive, verify, and count ballots for all elections held during the calendar year.
- d. The members of this Committee are not eligible to run for any elected office or position of the Society.

Section II: Nominations

- a. The Committee shall solicit nominations from the Society's active members, in good standing with the DSRC and the AARC, and prepare for approval by the Board of Directors, a slate of perspective candidates.
- b. The Committee shall place in nomination the name(s) of:
 - 1. at least one (1) person for the offices of President-Elect, Secretary, and Treasurer;
 - 2. at least one (1) person for the position of Delegate-Elect;
 - 3. at least one (1) person for each of the positions of Directors at Large.
- c. The Nomination Committee shall provide a pertinent biographical information for each nominee's professional activities and service to the organization, all of which shall be a part of the ballot.
- d. 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 interest of the AARC and the Society through a consideration of personal qualifications and geographical representation, as applicable.

- e. This Committee shall prepare, receive, verify, and count ballots for all elections held during the calendar year.
- f. The members of this Committee are not eligible to run for any elected office or position of the Society.

Section III: Ballot

- a. The slate of candidates, their biographical information and ballot shall be mailed/sent electronically to every eligible active member in good standing and to vote 60 days before the 4th quarter's meeting of the calendar year in which an election is to be held.
- b. The information must be received by the designated date. The deadline shall be clearly indicated on the ballot.

Article VIII Annual Business Meeting

Section I: Date and Place

- a. The Society shall hold an Annual Business Meeting; 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 of Directors. In the event of an emergency, the Board of Directors may cancel the scheduled meeting, set a new date and place if feasible, or conduct the business of the meeting by mail /electronically_ provided the material is sent in the same words to the membership.

Section II: Purpose

- a. The Annual Business Meeting shall be for the purposes of receiving reports of officers and committees, as well as for other business brought by the President and/or membership.
- b. Additional business meetings shall be for the purpose of receiving reports and for other business brought by the President and/or membership.

Section III: Notification

- a. A notice of the agenda, time and place of the Annual Business Meeting shall be sent to all members of the Society not less than ten (10) and not more than forty-five (45) calendar days prior to the meeting.

Section IV: Quorum

- a. A majority of voting members registered at a duly called business meeting shall constitute a quorum.

Article IX
Society Delegates to the AARC House of Delegates

Section I: Composition

- a. The Delegate and Delegate-Elect, hereinafter referred to as the Delegation, will be active members in good standing of the Society.

Section II: Duties

The Delegation shall:

- a. serve as representatives of the Society's membership to the AARC's House of Delegates;
- b. attend all meetings of the AARC's House of Delegates;
- c. attend the Annual Business Meeting of the Society and AARC;
- d. be an active communicator between the AARC's Executive branch and the Society;
- e. present proposed amendments to the AARC Bylaws to the AARC Bylaws Committee;
- f. present resolutions for consideration to the House of Delegates;
- g. participate as a member of the Society's Membership Committee;
- h. have the power of voice and vote to the Society's Board of Directors;
- i. report to the Society the activities of the AARC's Business and House of Delegate's Meetings;
- j. perform such other duties as may be assigned by the President or Board of Directors.

Section III: Vacancies

- a. If the Delegate is unable to discharge the duties of office, then the Delegate-Elect shall assume that position and complete their remaining consecutive terms.
- b. Any vacancy that occurs in the position of Delegate-Elect shall be appointed by the President and confirmed by a majority vote of the Board of Directors.
- c. An appointed Delegate-Elect shall serve until the next scheduled election.

Article X Committees

Section I: Standing Committees

The members of the following Standing Committees shall be appointed by the President, subject to the approval of the Board of Directors.

- a. Membership
- b. Nominations and Elections

Section II: Special Committees and Other Appointments

Special Committees may be appointed by the President as deemed necessary.

Section III: Duties of Committee Chairs

- a. The President shall appoint the Chair of each committee, and be an ex-officio member of all committees.
- b. The Chair of each committee shall confer promptly with the committee members on work assignments.
- c. The Chair of each committee may recommend prospective committee members to the President. When possible, the Chair shall have served as a member on the committee the previous year.
- d. All committee reports shall be made in writing and submitted to the President and Secretary of the Society within ten (10) business days of the meeting.
- e. Non-members of the Society or physician members may be appointed as consultants to the committees. The President shall request recommendations for such appointments from the Medical Advisor(s).
- f. Each committee Chair requiring funding shall submit a projection of expenses to the Board of Directors.

Article XI Composition and Duties of Committees

Section I: Membership

- a. This Committee shall consist of at least one member of the Board of Directors.
- b. This Committee shall coordinate efforts to increase and retain membership.
- c. This Committee shall convey the membership benefits of the AARC.

Article XII
Affiliation

This Society is a chartered affiliate of the American Association for Respiratory Care (AARC) and shall abide by the Articles of Incorporation, Bylaws, Standing Rules, Code of Ethics, and other rules, regulations, policies and/or procedures promulgated and adopted from time to time by the AARC.

Article XIII
Society Medical Advisor (s)

The Society shall have at least one (1) or more medical advisors whose name(s) shall be submitted to the AARC's Board of Medical Advisors. The medical advisor(s) shall be a licensed doctor(s) in medicine or osteopathy, within the geographical boundaries of the Society, and have a demonstrated interest in respiratory care.

Article XIV
Fiscal Year

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

Article XV
Parliamentary Procedure

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

Article XVI
Amendments

These Bylaws may be amended at any regular or duly called meeting or by mail/electronic vote of the Society by a two-thirds (2/3) majority of those voting, provided that the amendments have been presented to the membership in writing at least sixty (60) days prior to the vote. All amendments must have prior approval of the AARC's Chartered Affiliates Committee and Board of Directors and shall become effective upon ratification by the membership of the Society.