

**BYLAWS OF THE KANSAS RESPIRATORY CARE SOCIETY
OF THE
AMERICAN ASSOCIATION FOR RESPIRATORY CARE**

This organization shall be known as the Kansas Respiratory Care Society, hereinafter referred to as the Society, which is incorporated under the General Not for Profit Laws of the State of Kansas. The Society is 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 I - BOUNDARIES

The boundaries of the Society shall be the boundaries of the State of Kansas.

ARTICLE II - OBJECT

SECTION 1. MISSION AND VISION

The mission of the Society is to educate, advocate, and promote the profession and practice of Respiratory Care.

SECTION 2. PURPOSE

The Society is formed to:

- A. Encourage and develop, on a statewide basis, educational programs for those persons interested in the field of Respiratory Care.
- B. Advance the science, technology, ethics, practice, and art of Respiratory Care through seminars, meetings, lectures, publications and other methods.
- C. Facilitate cooperation and understanding among Respiratory Care personnel and the medical profession, allied health professions, hospitals, service companies, industry, government organizations and other agencies within the state interested in Respiratory Care.
- D. Provide education to the general public in pulmonary health promotion and disease prevention.

SECTION 3. INTENT

- A. No part of the 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, unless otherwise specified in these bylaws.
- B. The Society Board of Directors, hereinafter referred to as 'Board' shall provide for the distribution of the funds, income, and property of the Society to 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, and if gifts or transfers to the payee(s) or distributee(s) are then exempt from taxation.
- C. The Society shall not commit any act that shall constitute the unauthorized practice of medicine under the laws of the state of Kansas.

ARTICLE III - MEMBERSHIP

SECTION 1. CLASSES

The membership of this Society shall include three (3) classes; Active Member, Associate Member, and

Special Member. Each class shall be in accordance with AARC definitions.

SECTION 2. ELIGIBILITY AND CLASSIFICATION

- A. Membership eligibility shall be considered without regard to race, religion, ethnic origin, national origin, or gender/sexual orientation.
- B. Membership eligibility and classification shall be established in accordance with current AARC bylaws.
- C. Only AARC members in good standing shall be members of this Society. Active members in good standing shall be entitled to all rights and privileges of membership including the right to hold office, hold committee chairs and vote.

SECTION 3. ANNUAL REGISTRATION

Membership will be verified using the official AARC membership roster.

SECTION 4. ETHICS

If the conduct of any member shall appear to be in violation of the bylaws or code of ethics of the Society, or prejudicial to the Society's interests, the Board will refer the said member to the AARC where such member shall be dealt with in accordance with the procedures set forth in AARC policies and procedures.

ARTICLE IV - OFFICERS

SECTION 1. OFFICERS

The eight (8) elected officers of the Society shall consist of President, President-Elect, Immediate Past President, Secretary, Treasurer, Treasurer-Elect, Senior Delegate, and Junior Delegate. The positions of President-Elect and Immediate Past President are filled in alternating years leaving seven (7) elected officers serving in any given year.

SECTION 2. TERM OF OFFICE

- A. The term of office shall begin at the start of the calendar year (January 1) following the annual election. All terms of office must be completed before being eligible to serve a successive term in any other elected office unless exceptions provided for in these Bylaws.
- B. The four (4) year Presidential track includes successive terms of one (1) year in the office of President-Elect, a two (2) year term as President, and a one (1) year term as Immediate Past President.
- C. The term of Secretary shall be two (2) years.
- D. The Treasurer-Elect shall serve a two (2) year term as Treasurer-Elect immediately followed by a two (2) year term as Treasurer.
- E. The Junior Delegate shall serve a two (2) year term immediately followed by a two (2) year term as Senior Delegate for a total of four (4) years. One Delegate shall be elected every two (2) years.

SECTION 3. VACANCIES IN OFFICE

- A. In the event of a vacancy in the office of the President during the second year of Presidency, the President-Elect shall become Acting President to serve the unexpired term and shall serve their successive term as President.
- B. In the event of a vacancy in the office of the President during the first year of Presidency, the Immediate Past President will assume the duties, but not the office, of the President as well as their

own. Following the annual election, the newly elected President-Elect shall become Acting President to serve the unexpired term and shall serve their successive term as President.

- C. In the event of a vacancy in the office of the President-Elect, the Treasurer shall assume the duties, but not the office, of the President-Elect as well as their own. The Board shall then elect a qualified member to fill the vacancy of President-Elect until the next annual election. The annual election ballot will be adjusted to include a position for the remaining unexpired term of a two (2) year Presidency followed by one (1) year as Immediate Past President.
- D. In the event of a vacancy in the office of the Secretary, the Board of Directors shall elect a qualified member to fill the vacancy until the next annual election.
- E. In the event of a vacancy in the office of Immediate Past President, the office shall remain vacant.
- F. In the event of a vacancy in the office of the Treasurer, the Treasurer-Elect shall become Acting Treasurer, to serve the unexpired term, and shall also serve their successive term as Treasurer.
- G. In the event of a vacancy in the office of Treasurer-Elect, the Board of Directors shall elect a qualified member to fill the vacancy until the next annual election. The annual election ballot will be adjusted to include a position for the remaining unexpired term of the two (2) year Treasurer-Elect position.
- H. In the event of a vacancy in the office of Senior Delegate, the Junior Delegate shall serve as Senior Delegate for the unexpired term and shall also serve their successive term as Senior Delegate. The Board of Directors shall elect a qualified member to serve as the second Delegate until the next annual election.
- I. In the event of a vacancy in the office of Junior Delegate, the Board of Directors shall elect a qualified member to serve as the second Delegate until the next annual election.

SECTION 4. DUTIES OF OFFICERS

- A. **President:** The President shall be the chief executive officer of the Society. He/she shall preside at the Annual Business Meeting, all meetings of the Board and the Executive Committee; prepare an agenda for the Annual Business Meeting and submit it to the membership not fewer than (30) calendar days prior to the meeting; prepare an agenda for each meeting of the Board and submit it to the members of the Board not fewer than ten (10) calendar 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 Nominating and Election Committees; present to the Board, the membership, and the AARC, an annual report of the Society, and authorize expenditure of Society funds as approved by the Board.
- B. **President-Elect and Immediate Past President:** The President-Elect or Immediate Past President shall become Acting President and shall assume the duties of the President in the event of the President's absence, resignation, or inability to perform duties; shall advise and consult with the President and shall perform such other duties as assigned by the President or Board.
- C. **Treasurer:** The Treasurer shall have charge of all funds and securities of the Society; endorsing checks, notes, or other orders for the payment of bills; disbursing funds in accordance with the approved budget and depositing funds as designated by the Board and authorized by the President. He/she shall see that accurate and full accounts are kept, submit quarterly trial balances to the Executive Committee within twenty (20) calendar days after the monthly closing of the books. At the expense of the Society, he/she shall be bonded in an amount determined by the Board.
- D. **Secretary:** The Secretary shall have charge of keeping the minutes of the Board meetings and the Annual Business Meeting; executing the general correspondence; affixing the corporate seal on documents so requiring, and in general, performing all duties as from time to time shall be assigned by the President or the Board. The Secretary shall also submit a copy of the minutes of each meeting of the governing body and other business of the Society to the Executive office of the AARC and

each Board member of the Society.

- E. Treasurer-Elect: The Treasurer-Elect shall chair the Finance/Audit Committee and assist the Treasurer in the performance of her/his duties.
- F. Delegates: Delegates representing the Society to the AARC House of Delegates shall be elected as specified in the AARC Bylaws. The Junior Delegate shall chair the Bylaws committee. The Senior Delegate shall chair the Membership committee. The duties of the delegates shall be as specified in the AARC Bylaws. The Delegates shall submit a summary of HOD activities/meetings to the Board of Directors and perform such duties as shall be assigned by the President of Board.

ARTICLE V - BOARD OF DIRECTORS

SECTION 1. COMPOSITION AND POWERS

- A. The government of this Society shall be vested in a board of thirteen (13) Active Members consisting of seven (7) elected Officers with the President-elect and Immediate Past President serving in alternate years, and six (6) appointed Trustees.
- B. The President shall be the chairperson and presiding officer of the Board and the Executive Committee. He/she shall invite, in writing, such individuals who are not members of the Society to the Board as he/she shall deem necessary, who shall have the privilege of voice but not vote.
- C. The Board 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 shall be given to the member that the office has been declared vacant.
- D. The Society Medical Advisor(s), Education Evaluator, Webmaster and Kansas Respiratory Care Council Representative(s) shall be ex-officio members of the Board. Ex-officio members shall have voice but not vote.

SECTION 2. TRUSTEES

- A. There shall be six (6) Trustees appointed by the President and ratified by simple majority of the Board. Trustees will be assigned to represent one of the following three (3) geographical regions of the state: western, central and eastern.
- B. The term of office for Trustees shall begin at the beginning of the calendar year (January 1) following the annual election and shall be a two (2) year term.
- C. Trustees shall not serve more than two consecutive terms.
- D. Trustees will serve staggered two (2) year terms with three new Trustee appointments per year. Each trustee shall serve as a Junior Trustee during the first year and as Senior Trustee during the second year.
- E. Each Trustee shall:
 - 1. Serve on at least one core strategy committee.
 - 2. Perform other duties as assigned by the President.
- F. Any vacancy that occurs in the office of Trustee shall be filled by appointment of the President and ratification of the Board.

SECTION 3. DUTIES

The Board shall:

- A. Ensure that the Mission of the Society is being fulfilled.
- B. Supervise all the business and activities of the Society within the limitations of these Bylaws;
- C. Receive and act upon the reports and recommendations of the special and standing committees;

- D. Adopt and rescind standing rules of the Society.
- E. Annually evaluate Society activities and formulate specific plans to fulfill its purpose.

SECTION 4. MEETINGS

- A. Meetings shall be for the purpose of receiving reports and for other business brought by the President.
- B. The voting members of the board are the thirteen (13) active members consisting of seven (7) elected Officers with the President-elect and Immediate Past President serving in alternate years, and six (6) appointed Trustees.
- C. The Board shall meet at least quarterly and shall not hold fewer than four (4) regular and separate meetings during the course of the year.
- D. 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 seven (7) members of the Board, filed with the President and Secretary of the Society.
- E. A majority of voting members of filled Board positions shall constitute a quorum at any meeting of the Board.
- F. All meetings of the Board shall be open to all members of the Society except when the Board votes to go into executive session. Those Society members recognized by the chair shall have privilege of voice but not vote.
- G. Any member of the Board may request executive session to discuss matters of judicial, ethical, or personal business. Upon a majority vote of the Board members present, the President shall declare executive session.

SECTION 5. VOTE OF MEMBERSHIP

The majority of the Board, may conduct a general vote prior to the next annual business meeting, the Board may, unless otherwise required by these Bylaws, conduct a vote of the membership either by mail or alternative method. Such votes shall require approval of a majority of the valid votes received within thirty (30) days after the date of such submission to the membership. The result of the vote shall control the action of the Society.

ARTICLE VI - ANNUAL BUSINESS MEETING

SECTION 1. DATE AND PLACE

- A. The Society shall hold an annual business meeting in the last quarter of each calendar year.
- B. The date and place of the annual business meeting shall be decided in advance by the Board. In the event of unforeseen circumstances, the Board shall cancel the scheduled meeting, set a new date and place, if feasible, or conduct the business of the meeting by a vote of the membership.

SECTION 2. PURPOSE

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 before the board.

SECTION 3. NOTIFICATION

- A. Notice of the time and place of the Annual Business Meeting shall be available to all members of the Society not fewer than sixty (60) days prior to the meeting.
- B. An agenda for the Annual Business Meeting shall be communicated to all members not fewer than thirty (30) days prior to the Annual Business Meeting.

SECTION 4. QUORUM

A majority of the voting active members present at a duly called business meeting shall constitute a quorum.

SECTION 5. MEETING FORMAT

The Annual Business Meeting shall be conducted as an open meeting of the Board. Active members in good standing shall have the right to voice and vote.

ARTICLE VII - COMMITTEES

SECTION 1. STANDING COMMITTEES

The standing committees of the Society shall be: Bylaws, Education, Election, Executive, Finance/Audit, Legislative, Membership Services, Nominating, Public Relations/Digital Media, and Strategic Planning. The chairperson and members of standing committees shall be appointed by the President, subject to the approval of the Board. All committee chairs shall be active members. Committee terms shall expire at the end of each fiscal year.

SECTION 2. COMPOSITION AND DUTIES OF COMMITTEES

A. Bylaws Committee

1. The committee shall be chaired by the Junior Delegate.
2. Any active Society member may submit proposed amendments to the committee; the committee may initiate amendments proposals.
3. All proposed amendments shall be processed in accordance with Article XII. The committee shall review and edit proposed amendments to the bylaws and present them to the Board for approval. After Board approval the proposed amendments will be presented to the AARC Bylaws Committee for review prior to submission to the AARC Board for approval. After AARC Board approval, the amended bylaws will then be presented to the membership for approval.

B. Education Committee

The committee shall:

1. Be chaired by the Chairperson appointed by the President.
2. Be responsible for the development of any displays required for educational programs.
3. Be responsible to plan and conduct Society education meetings annually.
4. Concern itself with continuing educational programs and special educational projects to meet the objectives of the Society.
5. Perform such other pertinent duties as assigned by the President or the Board.
6. The Education Evaluator and Webmaster shall be ex-officio member of the committee.

C. Election Committee

1. Each year prior to June 1, the President shall appoint an impartial Election Committee, which shall create, distribute, receive and verify all ballots. Members of the Nominations Committee shall not serve on this committee.
2. The Committee shall consist of three (3) active members who shall serve for a period of one (1) year. No member of the elections committee shall be eligible to run for any elected Board position. Should a member of this committee choose to run for an elected Board position after their appointment, then that person must submit a resignation to the Society President at least ninety (90) days prior to the Annual Business Meeting.
3. Ballots shall be made available to each Active member in good standing.

4. Ballots shall be distributed to the membership no later than forty-five (45) days prior to the annual business meeting.
 5. A ballot validation mechanism shall be part of each ballot. Ballots shall be returned in a method to assure validity to the Chairperson of the Elections Committee no less than thirty (30) calendar days prior to the Annual Business Meeting. The deadline date and time shall be clearly indicated on the ballot. The Committee shall cause the ballots for the annual election to be counted no less than twenty-one (21) days prior to the Annual Business Meeting.
 6. The results of the election, including vote totals for each office, total number of ballots received and invalid ballots, if any, shall be announced by the Committee Chairperson at the Annual Business Meeting.
 7. Elections shall be by plurality of the votes cast. Ties shall be decided by lot, by the Board at the Annual Business Meeting.
- D. Executive Committee**
1. The Executive Committee of the Board shall consist of the President, President-Elect or in alternate years the Immediate Past President, Secretary, Treasurer, Treasurer-Elect, Junior and Senior Delegate.
 2. The Executive 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.
 3. The committee shall propose an annual budget for the approval by the Board at the first Board meeting following the annual election, and no later than ninety (90) days following the annual election. The budget adopted by the Board shall be communicated to the membership within thirty (30) days after its adoption.
 4. The committee shall submit financial reports as required by the Board and the AARC.
- E. Finance/Audit Committee**
1. The Finance/Audit Committee is composed of the Treasurer-Elect and the Trustees.
 2. The Committee is responsible for monitoring the financial affairs of the Society in cooperation with external auditors, tax preparers, or bookkeepers when utilized.
 3. The Committee will review the Treasurer's reports and financial records of income and expenses to ensure accuracy.
- F. Legislative Committee**
1. The President shall appoint a Committee Chair. The Committee Chair will also serve as the AARC Political Advocacy Contact Team (PACT) Leader.
 2. The Committee shall monitor ongoing and upcoming state and federal legislative issues pertaining to Respiratory Care.
 3. The Committee is responsible for reporting legislative information pertaining to Respiratory Care to the Board and communicating with the membership.
- G. Nominating Committee**
1. The President shall appoint a Nominating Committee of three (3) active members each year at the Annual Business Meeting, and shall appoint a Trustee to serve as a non-voting advisory member to the committee. It shall be the duty of this committee to prepare a slate of nominees for the following year's elections. The chairperson of the committee shall report the slate of nominees to the Board at least ninety (90) days prior to the Annual Business Meeting.
 2. No member shall serve more than two (2) consecutive terms on this committee. No member of this committee shall be eligible to run for any elected Board position. Members of the Election Committee shall not serve on this committee.
 3. The Nominating Committee shall select only those candidates for election who are Active Members, well qualified, and willing to serve. Individuals so qualified may be nominated for multiple offices in the same term, but must limit choice to one office before their name can be

- placed on the ballot.
4. Any member of the Board shall complete their stated term(s) of office before serving a term in any newly elected office.
 5. The Nominating Committee shall name at least two (2) nominees each for the offices of President-Elect, Secretary, Treasurer-Elect, and Delegate.
 6. The committee shall prepare, as a part of the ballot, a pertinent biographical sketch of each nominee's professional activities. On written petition of five (5) percent of the voting membership, any other active member of the Society may be nominated if said petition is presented to the chairperson of the Nominating Committee not less than seventy-five (75) days prior to the annual election. If a nominating petition is so filed, such further nominations shall be placed on the ballot.
 7. The committee shall have a ballot prepared at least sixty (60) days prior to the Annual Business Meeting, setting forth the slate of nominees.
- H. Membership Services Committee**
1. The committee shall be chaired by the Senior Delegate.
 2. The committee shall monitor membership and develop strategies to increase membership recruitment and retention.
 3. The committee performs such pertinent duties to meet the objectives of the Society as may be assigned by the President.
- I. Public Relations and Digital Media**
The committee shall:
1. Be chaired by the member appointed by the President
 2. Plan and implement the interactions of the Society with the public, hospitals, and other organizations through the dissemination of information concerning Respiratory Care.
 3. Develop strategies to increase public awareness of the Respiratory Care Profession and Pulmonary Care and disease prevention.
 4. Monitor current communication means including digital media and recommend or develop policies and procedures to address current technologies and their use.
 5. The Webmaster shall be an ex-officio member of this committee.
- J. Strategic Planning**
1. The committee will be chaired by the president and shall consist of not fewer than five (5) members including the president-elect or past president.
 2. The committee shall make recommendations to the Board about the direction of the Society and the profession of Respiratory Care.

SECTION 3. SPECIAL COMMITTEES

- A.** The President may appoint special committees, as the need arises, to carry out a specific task.
- B.** The President shall communicate the specific committee charge, mandatory check-in and completion dates to each committee chairperson.
- C.** Upon presentation of its final report to the Board, said committee shall automatically cease to exist.
- D.** A special committee shall not be appointed to perform a special task that normally falls within the assigned duties of an existing standing committee.

SECTION 4. COMMITTEE CHAIR DUTIES

- A.** Each committee chairperson shall:
1. Confer promptly with the members of the committee on work assignments.
 2. Recommend prospective committee members to the President.

3. Submit all committee reports to each member of the Board at least ten (10) days prior to the meeting at which the report is to be read.
4. Request that the President appoint non-members or physician members as consultants when needed.

SECTION 5. VACANCIES ON COMMITTEES

In the event of vacancies occurring on any committee, the President shall appoint members to fill such vacancies subject to approval of the Board.

ARTICLE VIII - BOARD OF MEDICAL ADVISORS

SECTION 1. MEDICAL ADVISOR(S)

- A. The Society may have one or more medical advisors whose name(s) shall be submitted to the Board for approval.
- B. The Medical Advisor(s) shall be selected by the Board from names placed into consideration by individual board members.
- C. The Medical Advisor(s) shall serve as an ex-officio member of the Board.

ARTICLE IX - FISCAL YEAR

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

ARTICLE X - PARLIAMENTARY AUTHORITY

The business of the Society shall be conducted by consensus as feasible. The rules contained in the current edition of Robert's Rules of Order Revised, shall govern whenever they are not in conflict with the Bylaws of the Society.

ARTICLE XI - BYLAWS INTERPRETATION

In the event of a problem with the interpretation of the Bylaws, the question shall be referred to a bylaws interpretation committee. This committee shall be comprised of the members of the Executive Committee. The interpretations of this committee shall be reported to the Board.

ARTICLE XII - AMENDMENT

SECTION 1. METHOD

These Bylaws may be provisionally amended if a quorum is present, and if an amendment receives a two thirds (2/3) vote of the Board present at such meeting. The amendment will be invalidated unless approved in accordance with Article VII, Section 2A, prior to the next annual business meeting. Provisional amendments must be in accordance with AARC Bylaws.

SECTION 2. SEPARABILITY

Should any section of these bylaws be found to be in conflict with the AARC Bylaws, that section shall be separated from these bylaws and the remainder shall be kept in force.

ARTICLE XIII - USE OF INDEPENDENT CONTRACTORS

The President may, with approval of the Board, enter into a fee-for-service contract with an individual or individuals, to provide a service to the Board of the Society. The nature, duration, and fee for this service shall be outlined in a contract approved by the Board. Contracted individuals shall be considered Independent Contractors answerable to the Board.

ARTICLE XIV - EDUCATION EVALUATOR AND WEBMASTER

- A.** The President may enter into contract, with approval of the Board, an individual to serve as Education Evaluator to assist and advise the Board and Membership. The Education Evaluator shall grant approval for continuing education units per established guidelines, attend Board meetings and serve on the Education Committee, in an ex-officio capacity.
- B.** The President may enter into contract, with approval of the Board, an individual to serve as Webmaster to assist and advise the Board and the Membership. The Webmaster shall oversee web and technical/digital related matters per established guidelines, attend Board meetings and serve on the Education Committee, Public Relations and Digital Media Committee in an ex-officio capacity.

ARTICLE XV - ENACTMENT

These Bylaws shall take effect following approval by the AARC Board of Directors and the membership of the Kansas Respiratory Care Society.

Latest Revision: 2016