

Wisconsin Society for Respiratory Care (WSRC) Bylaws

(Official Chartered Affiliate of the American Association for Respiratory Care)

WISCONSIN SOCIETY FOR RESPIRATORY CARE (WSRC) BYLAWS.....1

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ARTICLE I – NAME

Section 1. Name

- A. This organization shall be known as the Wisconsin Society for Respiratory Care (hereinafter referred to as the “Society” or “WSRC”), a not-for-profit corporation incorporated in the State of Wisconsin.
- B. The Society is an official chartered affiliate of the American Association for Respiratory Care (hereinafter referred to as the “Association” or “AARC”).
- C. Definition of Membership: For the purposes of these Bylaws, “membership” shall refer to individuals recognized as members in good standing of the Wisconsin Society for Respiratory Care (WSRC) through their active membership in the American Association for Respiratory Care (AARC), in accordance with Article IV. Membership rights, privileges, and obligations are defined by the WSRC and are contingent upon compliance with both WSRC and AARC requirements, including payment of dues and adherence to ethical and professional standards.

Section 2. Non-Discrimination

- A. The Wisconsin Society for Respiratory Care shall not discriminate on the basis of race, color, religion, national origin, age, gender, gender identity or expression, sexual orientation, disability, marital status, veteran status, or any other characteristic protected by law in its membership, elections, programs, or activities.
 - B. The Society is committed to fostering an inclusive environment that values diversity, equity, and respect among all members and stakeholders.
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ARTICLE II – OBJECTIVE

Section 1. Purpose

- A. Mission Statement: The Wisconsin Society for Respiratory Care (WSRC) strives to be the leading voice and resource for respiratory care in Wisconsin. We are committed to supporting respiratory care professionals and advancing the practice of respiratory therapy through advocacy, public engagement, education, and innovation.
- B. Purposes: To fulfill this mission, the Society shall:
 - a. Advance the science, practice, and professionalism of respiratory care through education, research, innovation, and dissemination of knowledge.

- b. Promote the respiratory care profession and its vital role in healthcare through public engagement, workforce development, and recognition of professional excellence.
- c. Advocate for sound public policy and legislation that supports patient safety, access to quality care, and the advancement of respiratory therapy.
- d. Foster collaboration and inclusivity among respiratory care professionals, healthcare organizations, educational institutions, and other stakeholders to strengthen the profession and serve the community.

Section 2. Intent

- A. The Society shall not commit any act that would constitute the unauthorized practice of medicine under the laws of the State of Wisconsin.
 - B. No part of the net earnings of the Society shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except as reasonable compensation for services rendered.
 - C. The Society may distribute funds, income, and property only to charitable, educational, or scientific purposes consistent with applicable provisions of the Internal Revenue Code.
 - D. Upon dissolution, assets of the Society shall be distributed as determined by the Board of Directors, consistent with the objectives of the Society and the requirements of the Internal Revenue Code.
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ARTICLE III – BOUNDARIES

Section 1. Geographical Boundaries

- A. The boundaries of the Society shall include the entire State of Wisconsin.
- B. The Society shall be divided into geographical districts as defined by the Board of Directors. District boundaries shall be established and, at a minimum, reviewed annually at the Society's Annual Business Meeting to ensure equitable representation based on membership distribution and geographic considerations.
- C. The current composition of each district, including county assignments, shall be maintained in the *WSRC Policy and Procedure Manual*.

Section 2. District Descriptions

- A. The number of districts and their designations shall be determined by the Board of Directors based on membership distribution, geographic proximity, and organizational needs.
- B. Each district shall be represented on the Board of Directors by one (1) District Representative elected in accordance with *Article VII – Elections*.
- C. The specific counties or areas included in each district shall be defined in the Society's *Policy and Procedure Manual* and may be amended by the Board of Directors as needed to maintain balanced representation.

Section 3. Revisions to Boundaries

- A. The Board of Directors shall review and, when necessary, revise district boundaries to ensure equitable representation of members.
 - B. Proposed boundary changes shall be presented to the membership for review and comment for a period of not fewer than thirty (30) days prior to final Board action.
 - C. Following the comment period, the Board of Directors may adopt revisions by a majority vote.
 - D. Approved changes shall take effect following the next annual election and officer transition period, unless otherwise specified by the Board of Directors.
 - E. Notice of proposed boundary changes and instructions for submitting feedback shall be distributed electronically to all members and posted on the Society's official communication platforms.
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ARTICLE IV – MEMBERSHIP

Section 1. Classes

The membership of the Society shall consist of the same membership classifications as established by the AARC and shall automatically include any future changes adopted by the AARC.

The classes shall include:

- A. Active Members – Individuals credentialed or recognized by AARC as practicing respiratory care. Active Members shall have full rights and privileges of membership including the right to vote and hold office.

- B. Associate Members – Individuals who are interested or employed in related fields (e.g., physicians, industrial, manufacturing, foreign practitioners) but do not qualify for Active membership. Associate Members shall have membership benefits but shall not have the right to vote or hold elective office.
- C. Student Members – Individuals enrolled in an AARC-recognized entry-to-practice respiratory care educational program. Student Members shall have membership benefits but shall not have the right to vote or hold elective office until they qualify for Active membership.
- D. Special Members – Individuals designated by the Society in accordance with AARC categories (e.g., Life, Honorary) who have an interest in respiratory care but are not working in the field. Special Members shall have membership benefits as determined by the Board.

Section 2. Eligibility

All members of the Society must be members in good standing of the AARC and shall meet the membership eligibility requirements established by the AARC.

Section 3. Membership Application and Renewal

- A. Applications for membership shall be made through the AARC. Membership status shall be determined and maintained by the AARC in accordance with its Bylaws and policies.
- B. Annual dues for all membership classes, except Life and Honorary, shall be determined by and paid directly to the AARC.
- C. Membership in the Society shall be automatically conferred upon individuals who are members in good standing of the AARC and who reside or work within the boundaries of the Society, unless they elect to affiliate with another chartered Society.

Section 4. Ethics

- A. If the conduct of any member appears to violate the Bylaws, Policies and Procedure Manual, or code of ethics of the Society or the AARC, or is otherwise prejudicial to the interests of the profession, any member may recommend disciplinary action to the Board of Directors.
- B. Notice of such action shall be given to the member not fewer than thirty (30) days prior to the meeting of the Board of Directors at which the matter will be considered.
- C. Disciplinary action shall be determined by a majority vote of the Board of Directors. The member shall have the right to appeal to the Board of Directors, which may uphold, reverse, or modify the action.

- D. Disciplinary actions may include reprimand, suspension, expulsion, or reclassification of membership status, consistent with AARC policies. The decision of the Board shall be final.
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ARTICLE V – GOVERNMENT

Section 1. Officers

- A. The elected officers of the Society shall be:
- a. President
 - b. President-Elect
 - c. Immediate Past President
 - d. Vice President
 - e. Secretary
 - f. Treasurer
 - g. Senior Delegate to the AARC House of Delegates
 - h. Junior Delegate to the AARC House of Delegates
 - i. One District Representative from each District.
- B. The Senior Delegate and Junior Delegate shall be collectively referred to as *the Delegation*.
- C. A member may hold only one elected office at a time.

Section 2. Terms of Office

- A. The term of office for all officers shall begin and end in the spring of each year, coinciding with the Annual Business Meeting. Terms are as follows:

Office	Term Length
President	2 years
President-Elect	1 year → automatically succeeds to President
Immediate Past President	1 year following term as President
Vice President	2 years
Treasurer	2 years
Secretary	2 years
Senior Delegate	2 years
Junior Delegate	2 years → automatically succeeds to Senior Delegate
District Representative	2 years (staggered terms)

- B. The President-Elect shall automatically succeed to the office of President at the conclusion of the President's term.
- C. The Junior Delegate shall automatically succeed to the office of Senior Delegate at the conclusion of the Senior Delegate's term.

Section 3. Vacancies

- A. In the event of a vacancy in the office of President, the President-Elect or Immediate Past President shall assume the duties—but not the title—of President until a special election is held.
- B. A vacancy in the office of President-Elect shall result in the Vice President assuming those duties until a special election is held.
- C. In the event of a vacancy in the office of Senior Delegate, the Junior Delegate shall serve the unexpired term as Senior Delegate and then their full succeeding term as elected.
- D. Vacancies in the offices of Vice President, Secretary, Treasurer, or Immediate Past President shall be filled by presidential appointment subject to majority approval of the Board of Directors until the next regular election.
- E. Vacancies among District Representatives shall be filled by presidential appointment, subject to majority approval of the Board of Directors.

Section 4. Duties of Officers

- A. Detailed role descriptions and specific responsibilities of each officer shall be maintained in the *WSRC Policy and Procedure Manual*, which may be amended by the Board of Directors as needed.
 - a. President – Serves as the chief executive officer of the Society; presides over all meetings of the Society and the Board of Directors; ensures effective implementation of the Society's mission and strategic priorities; and performs duties customarily pertaining to the office and as prescribed by the Board of Directors and the *WSRC Policy and Procedure Manual*. The President shall serve as an ex officio member of all Society and District committees, except the Nominations and Elections Committee.
 - b. President-Elect – Assists the President; serves as Chair of the Budget and Audit Committee; performs duties as assigned by the President or Board of Directors; and fulfills other responsibilities as prescribed in the *WSRC Policy and Procedure Manual*.

- c. Immediate Past President – Serves as an advisor to the President and Board of Directors; serves as Chair of the Budget and Audit Committee; assists with leadership transition and succession planning; performs duties as requested by the President; and fulfills other responsibilities as prescribed in the *WSRC Policy and Procedure Manual*.
- d. Vice President – Performs duties as assigned by the President or Board of Directors; serves as Chair or Co-Chair of the Legislative and Advocacy Committee; facilitates communication among committees; and fulfills other responsibilities as prescribed in the *WSRC Policy and Procedure Manual*.
- e. Secretary – Maintains the official records of the Society; ensures accurate minutes are kept of all meetings; oversees the maintenance of official correspondence; and fulfills other responsibilities as prescribed in the *WSRC Policy and Procedure Manual*.
- f. Treasurer – Oversees the financial affairs of the Society; ensures fiscal accountability and compliance with approved budgets; provides financial reports to the Board of Directors and membership in accordance with Society policy; and fulfills other responsibilities as prescribed in the *WSRC Policy and Procedure Manual*.
- g. Delegate(s) – Represent the Society in the AARC House of Delegates; attend all sessions; report to the Board of Directors and membership on House activities and actions; and fulfill other responsibilities as prescribed in the *WSRC Policy and Procedure Manual*. The Senior Delegate shall also serve as Parliamentarian for all Board of Directors meetings.
- h. District Representatives – Represent their respective districts on the Board of Directors; communicate Society and AARC initiatives to members; promote engagement and participation within their districts; and fulfill other responsibilities as prescribed in the *WSRC Policy and Procedure Manual*.

Section 5. Board of Directors

- A. The voting membership of the Board of Directors shall consist of all elected officers identified in Section 1. The Board shall serve as the governing body of the Society and shall manage its affairs in accordance with these Bylaws.

Section 6. Removal from Office

- A. A member of the Board of Directors may be removed from office for failure to perform assigned duties, violation of these Bylaws or the *AARC Code of Ethics*, or for conduct detrimental to the interests of the Society.
 - B. Removal shall occur only after a hearing and by a three-fourths (3/4) vote of the remaining voting members of the Board of Directors.
 - C. A petition signed by at least ten percent (10%) of the Active Membership statewide (for Society officers) or ten percent (10%) of the Active Membership within the affected District (for District Representatives) shall be sufficient to require such a hearing.
 - D. The results of any removal action shall be recorded in the official minutes of the Society and reported to the membership.
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ARTICLE VI – SOCIETY MEDICAL ADVISORS

- A. The Society shall maintain at least one (1) Medical Advisor who is a physician licensed to practice medicine in the State of Wisconsin. Additional Medical Advisors may be appointed as needed to represent different regions, specialties, or areas of practice.
- B. Medical Advisors shall serve as non-voting members of the WSRC Board of Directors and shall act in an advisory capacity on matters related to clinical practice, education, ethics, and professional standards in respiratory care.
- C. Each Medical Advisor shall be appointed by the President, with the approval of the Board of Directors. Appointments shall be based on professional qualifications, active engagement in respiratory care, and willingness to serve.
- D. The name(s) of the WSRC Medical Advisor(s) shall be submitted to the AARC Board of Medical Advisors in accordance with AARC policy and procedure.
- E. The specific duties and expectations of the Medical Advisor(s) shall be defined in the *WSRC Policy and Procedure Manual* and may include, but are not limited to:
 - a. Providing professional and clinical guidance to the WSRC Board of Directors and committees.
 - b. Serving as a liaison between the Society, the medical community, and other healthcare organizations.
 - c. Supporting the mission and objectives of both the WSRC and the AARC in advancing the science and practice of respiratory care.

ARTICLE VII – NOMINATIONS AND ELECTIONS

Section 1. Nominations and Elections Committee

- A. The President shall appoint a Chairperson of the Nominations and Elections Committee, subject to approval by the Board of Directors. The Chairperson's term of service shall coincide with the President's term of office.
- B. The Committee shall consist of at least three (3) Active Members representing different districts of the Society, appointed by the President with Board approval.
- C. The Committee shall be responsible for ensuring a fair, transparent, and timely nominations and elections process consistent with these Bylaws, the *WSRC Policy and Procedure Manual*, and AARC guidelines.
- D. The Committee's term of service shall conclude following the completion of the annual election cycle or upon the installation of a new President, whichever occurs later.

Section 2. Nominations Process

- A. Notice of the opening of nominations shall be distributed to the membership no later than January 7th of the voting year.
- B. Nomination submissions shall be accepted from the Active Membership of the Society for a period of not less than thirty (30) days.
- C. Nomination period dates shall be established annually by the Nominations and Elections Committee but must conclude no less than sixty (60) days prior to the Annual Business Meeting.
- D. Each nominee and their endorsers must be Active Members in good standing of both the WSRC and the AARC.
- E. The Nominations and Elections Committee shall verify candidate eligibility and prepare a slate of qualified nominees for each office. Whenever possible, at least two (2) candidates shall be listed for each position.
- F. A member may be nominated for only one (1) elective office per election cycle.
- G. Candidates for President-Elect, Vice President, Secretary, Treasurer, and Junior Delegate shall be nominated from the membership at large. Eligibility for District Representative shall be limited to Active Members who reside or work within the District they seek to represent.
- H. The final slate of candidates shall be submitted to the Board of Directors for approval prior to ballot distribution.

Section 3. Election Procedures

- A. Elections shall be conducted electronically using a secure, confidential voting system accessible to all eligible Active Members.
- B. The ballot shall include the approved slate of candidates and shall provide space for write-in votes for each position.
- C. Ballots shall be distributed to all eligible voters at least sixty (60) days prior to the Annual Business Meeting.
- D. Voting shall remain open for not less than fourteen (14) consecutive days.
- E. Election results shall be verified by at least three (3) members of the Nominations and Elections Committee or the Board of Directors and certified by the President.
- F. Election outcomes shall be determined by a simple plurality of votes cast. In the event of a tie, the winner shall be determined by lot, conducted by the Nominations and Elections Committee.
- G. Certified results shall be communicated to the membership no later than fourteen (14) days following certification and formally announced at the Annual Business Meeting.

Section 4. Terms of Office and Transition

- A. Newly elected officers shall assume office at the conclusion of the Annual Business Meeting, unless otherwise specified by the Board of Directors.
- B. Outgoing officers shall cooperate fully with their successors to ensure an orderly transition of all records, responsibilities, and Society materials in accordance with established procedures.
- C. All financial accounts, administrative controls, and digital access privileges shall transfer to the newly elected officers upon assumption of office.
- D. Details regarding transition procedures and documentation shall be maintained in the *WSRC Policy and Procedure Manual*.

Section 5. Special Elections

- A. In the event of a vacancy that cannot be filled through normal succession, the Board of Directors shall call a special election in accordance with these Bylaws and the procedures outlined in the *WSRC Policy and Procedure Manual*.
- B. The Nominations and Elections Committee shall administer the special election using the same secure electronic voting process, eligibility criteria, and verification standards as a regular election.

- C. A special election should be initiated within sixty (60) days of the vacancy whenever practicable.
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ARTICLE VIII – AMENDMENTS

Section 1. Proposal of Amendments

- A. Amendments to these Bylaws may be proposed by:
 - a. The WSRC Board of Directors, or
 - b. Any Active Member of the Society in good standing, through written submission to the Bylaws and Judicial Committee or to the President.
- B. Proposed amendments submitted by members must be accompanied by signatures from at least ten percent (10%) of the Active Membership or the written endorsement of at least two (2) District Representatives.
- C. The Bylaws and Judicial Committee shall review all proposed amendments within ninety (90) days of receipt and forward its recommendations to the Board of Directors.

Section 2. Review and Approval by the Board of Directors

- A. The Board of Directors shall review proposed amendments at its next regularly scheduled or special meeting following recommendation by the Bylaws and Judicial Committee.
- B. The Board of Directors may approve, modify, or decline proposed amendments by majority vote.
- C. Amendments approved by the Board of Directors shall be submitted to the Active Membership for vote in accordance with Section 3.

Section 3. Membership Vote

- A. Proposed amendments approved by the Board of Directors shall be distributed to all Active Members at least thirty (30) days prior to the voting deadline.
- B. Voting shall be conducted electronically using a secure and verifiable system administered by the Nominations and Elections Committee.
- C. Adoption of an amendment shall require an affirmative vote of at least two-thirds (2/3) of the valid ballots received by the published deadline.
- D. Approved amendments shall take effect immediately following certification of the vote, unless otherwise specified in the amendment.

Section 4. Consistency with AARC Bylaws

- A. All amendments to these Bylaws must be consistent with the Bylaws and policies of the AARC.
- B. Any amendment that alters the Society's structure, boundaries, or relationship to the AARC shall be submitted to the AARC for review and approval prior to implementation.
- C. In cases of conflict between these Bylaws and those of the AARC, the AARC Bylaws shall take precedence.

Section 5. Recordkeeping and Publication

- A. The Secretary shall maintain the official record of all amendments, including the date of adoption, the method of approval, and any related correspondence or certification documents.
 - B. The Society shall ensure that the current version of the Bylaws is made accessible to all members through the WSRC website or other official communication channels within thirty (30) days of adoption.
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ARTICLE IX – VOTING

Section 1. General Voting Provisions

- A. Only Active Members of the Society, in good standing with both the WSRC and the AARC, shall have the right to vote on matters of the Society.
- B. Each Active Member shall have one (1) vote. Voting by proxy shall not be permitted.
- C. Voting may be conducted electronically, by mail, or in person, as determined by the Board of Directors.

Section 2. Electronic Voting

- A. Electronic voting shall be conducted using a secure, verifiable platform that ensures member confidentiality and accurate tabulation of votes.
- B. Notice of all electronic votes shall include clear instructions, the voting deadline, and a means for verifying ballot receipt.
- C. Voting shall remain open for a minimum of ten (10) calendar days from the date ballots are distributed.

- D. If a specific voting period is otherwise defined in these Bylaws for a particular type of election or ballot, that provision shall take precedence over the general timeline stated herein.

Section 3. Referendum Ballots

- A. The Board of Directors may submit any question of significance to the membership by referendum ballot.
- B. The question, rationale, and any supporting documents shall be distributed to all Active Members at least fifteen (15) days prior to the voting deadline.
- C. A simple majority of valid votes cast shall determine the outcome, unless otherwise specified by these Bylaws.

Section 4. Amendments and Special Ballots

- A. Voting procedures for proposed Bylaw amendments shall follow the process described in *Article VIII – Amendments*.
- B. Special ballots for other matters, such as organizational changes, charter updates, or dues adjustments, may be conducted at the discretion of the Board of Directors.

Section 5. Certification of Results

- A. Election and ballot results shall be verified by at least three (3) members of the Nominations and Elections Committee or the Board of Directors.
- B. The President shall certify the official results, which shall be recorded in the minutes of the next Board meeting and communicated to the membership within fourteen (14) days of certification.

Section 6. Binding Authority

- A. All actions approved by the membership or the Board of Directors through valid voting procedures established in these Bylaws shall be binding upon the Society and its members.
- B. If a specific voting period or procedure is otherwise defined in these Bylaws for a particular type of election or ballot, that provision shall take precedence over the general timeline stated herein.

ARTICLE X – BOARD MEETINGS

Section 1. Regular Meetings

- A. The Board of Directors shall hold a minimum of four (4) regular meetings each fiscal year, with at least one (1) meeting held in each calendar quarter.
- B. Meetings may be conducted in person, virtually, or in a hybrid format, at the discretion of the President and with the approval of the Board of Directors.
- C. The date, time, and format of each meeting shall be determined in advance and communicated in writing (electronic or physical) to all Board members at least ten (10) days prior to the meeting.

Section 2. Special Meetings

- A. Special meetings of the Board of Directors may be called by the President or upon written request of a majority of the voting members of the Board.
- B. Notice of any special meeting shall be provided to all Board members not less than three (3) days prior to the meeting and shall include the purpose, agenda, and access information.
- C. No business other than that specified in the meeting notice shall be conducted unless approved by a majority of the voting members present.

Section 3. Quorum and Voting

- A. A majority of the voting members of the Board of Directors shall constitute a quorum for the transaction of business.
- B. Unless otherwise specified in these Bylaws, decisions of the Board shall be made by a simple majority of those present and voting.
- C. If a quorum cannot be reached in person, the President may call for an electronic vote of the full Board in accordance with Section 4 to address time-sensitive matters.

Section 4. Electronic and Asynchronous Voting

- A. Between regular meetings, the Board of Directors may vote electronically on matters requiring timely action.
- B. Electronic votes shall be distributed to all voting members of the Board with a clear deadline and summary of the motion being considered.

- C. The outcome of any electronic vote shall be recorded in the minutes of the next regular Board meeting.

Section 5. Open Session and Confidentiality

- A. Meetings of the Board of Directors shall be open to all Active Members of the Society, except when an executive session is declared for discussion of personnel, legal, or other confidential matters. Guests or non-members may attend by invitation of the President or with prior approval of the Board of Directors.
- B. The Secretary shall record in the minutes that an executive session occurred, the time convened/adjourned, and attendees, without detailing its content.
- C. Members of the Board shall maintain confidentiality regarding all matters discussed in executive session.

Section 6. Recordkeeping

- A. The Secretary shall ensure that accurate minutes are recorded for all Board meetings, including motions, votes, and actions taken.
 - B. Approved minutes shall be retained as part of the official records of the Society and made available to the membership upon request, except for confidential content discussed in executive session, in accordance with the Society's Policy and Procedure Manual.
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ARTICLE XI – COMMITTEES

Section 1. General Provisions

- A. Committees of the Society shall be established to carry out the mission, goals, and operational work of the WSRC.
- B. The President shall appoint all committee chairs, subject to approval by the Board of Directors, unless otherwise specified in these Bylaws.
- C. Committee members shall be Active, Associate, or Student Members of the WSRC in good standing.
- D. Each committee shall operate under a defined purpose statement or charter approved by the Board of Directors and shall submit regular reports to the Board.
- E. All committees are accountable to the Board of Directors and shall operate in accordance with these Bylaws and the *WSRC Policy and Procedure Manual*.

- F. Student Members in good standing may serve on committees or task forces as non-voting members at the discretion of the Committee Chair and with the approval of the President. Student Members shall not serve as Committee Chairs.

Section 2. Standing Committees

- A. The Society, under the authority of the Board of Directors, shall maintain standing committees necessary to fulfill its mission and obligations as an affiliate of the AARC.
- B. The titles, composition, and duties of standing committees shall be defined in the *WSRC Policy and Procedure Manual* and may be modified by majority vote of the Board of Directors as organizational needs evolve.
- C. At a minimum, standing committees shall support the Society's functions in governance, finance, membership, education, legislation, and professional development.
- D. Each standing committee shall operate under the authority of the Board of Directors and in accordance with the Society's mission, Bylaws, and the *WSRC Policy and Procedure Manual*. Committee responsibilities, membership, and reporting requirements shall be defined by the Board of Directors to ensure alignment with the Society's strategic priorities and obligations as an AARC affiliate.

Section 3. Special and Ad Hoc Committees

- A. The President may establish special or ad hoc committees or task forces to address specific issues or short-term projects.
- B. Each special or ad hoc committee shall operate for a defined period and submit progress and final reports to the Board of Directors.
- C. An ad hoc committee may be designated as a standing committee by majority vote of the Board if its purpose becomes ongoing or essential to the operations of the Society.
- D. Special committees may be dissolved by the Board upon completion of their assigned purpose or at the discretion of the President.

Section 4. Committee Reports and Records

- A. Committee Chairs shall provide written reports to the Board of Directors at least quarterly or in conjunction with each meeting of the Board, summarizing activities, decisions, and recommendations.
- B. Committee documents, including meeting minutes, rosters, and reports, shall be retained and archived as defined in the *WSRC Policy and Procedure Manual*.

ARTICLE XII – FISCAL YEAR AND BUDGET

Section 1. Fiscal Year

- A. The fiscal year of the Society shall begin on January 1 and end on December 31 of each calendar year.

Section 2. Budget Development and Approval

- A. The Treasurer, in conjunction with the Budget and Audit Committee, shall prepare a proposed annual operating budget for the upcoming fiscal year. The Budget and Audit Committee shall be chaired by the President-Elect or Immediate Past President. The Treasurer shall serve as a voting member of the committee and provide financial data, analysis, and operational insight to support budget development.
- B. The proposed budget shall include projected revenues, expenditures, and any anticipated capital investments or reserve allocations.
- C. The proposed budget shall be presented to the Board of Directors for review and discussion prior to final approval. Following review, the Board of Directors shall approve the budget before the start of the new fiscal year.
- D. The approved budget shall serve as the official financial plan for the Society and shall guide all financial activities during the fiscal year.

Section 3. Financial Oversight and Reporting

- A. The Treasurer shall ensure that accurate and complete financial records are maintained for all WSRC accounts.
- B. Financial statements shall be presented to the Board of Directors at least quarterly and shared with the membership in conjunction with each regular meeting of the Board.
- C. The Budget and Audit Committee shall provide ongoing oversight of the Society's financial condition and report findings and recommendations to the Board of Directors at each regular Board meeting.
- D. Financial records shall be made available for inspection by any member of the Board of Directors upon reasonable request and maintained in accordance with the Society's recordkeeping policy.

Section 4. Auditing and Accountability

- A. The Board of Directors shall ensure that an independent review or audit by a qualified financial professional is conducted according to AARC requirements or at least once every three (3) years, or more frequently if required by law or the Board.
- B. The Budget and Audit Committee shall oversee the selection of the independent auditor or reviewer and the completion of the audit process.
- C. The final audit report shall be presented to the Board of Directors for review and acceptance, summarized for the membership, and submitted to the AARC as required.
- D. Any identified discrepancies or recommendations from the audit shall be addressed promptly by the Board and documented in the official minutes.

Section 5. Fiscal Responsibility

- A. The Budget and Audit Committee shall serve as the approving body for Society expenditures, ensuring all financial commitments are authorized within the approved budget and consistent with established policies. No officer, member, or committee may incur expenses or obligate the Society to any financial commitment without prior approval of the Budget and Audit Committee or specific authorization from the Board of Directors.
- B. All disbursements shall be made in accordance with the approved budget, approved purchasing procedures, and supported by appropriate documentation.
- C. Members of the Board of Directors shall exercise prudent fiscal judgment in all decisions and expenditures, ensuring that Society funds are used responsibly, transparently, and in alignment with the approved budget and mission of the WSRC.
- D. Operational funds shall be maintained in insured accounts or other secure, Board-approved financial institutions and used solely for the routine expenses and obligations of the Society.
- E. The Treasurer and at least one (1) additional elected officer, as determined by the Board of Directors, shall be bonded at the expense of the Society.
- F. The Society may maintain reserve or investment accounts to promote financial stability and long-term sustainability. All investments shall be made in accordance with an investment policy approved by the Board of Directors, prioritizing preservation of principal, prudent risk management, and compliance with applicable laws. Investment decisions shall be reviewed annually by the Budget and Audit Committee and reported to the Board of Directors.

Section 6. Financial Transparency and Record Retention

- A. The WSRC shall maintain transparency in financial operations through regular reporting to the membership and publication of key financial summaries in official communications.
 - B. Financial records, including budgets, statements, and audits, shall be retained in accordance with the WSRC record retention policy and applicable laws.
 - C. Members of the WSRC may request access to non-confidential Society records, including approved Board minutes and financial summaries, by submitting a written request to the Secretary or Treasurer. Such requests shall be reviewed by the Board of Directors to ensure compliance with privacy, confidentiality, and record retention policies.
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ARTICLE XIII – POLICY AND PROCEDURE MANUAL

- A. The Society shall maintain a *Policy and Procedure Manual* to supplement these Bylaws. The manual shall include operational policies, detailed committee descriptions, financial procedures, and other guidance necessary for the efficient and consistent administration of Society business.
 - B. The *Policy and Procedure Manual* shall be reviewed at least annually by the Board of Directors and updated as needed to ensure alignment with these Bylaws, current AARC policies, and applicable laws.
 - C. Additions, deletions, or revisions to the *Policy and Procedure Manual* shall require approval by a majority vote of the Board of Directors.
 - D. In the event of a conflict between the *Policy and Procedure Manual* and these Bylaws, the Bylaws shall take precedence.
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ARTICLE XIV – PARLIAMENTARY AUTHORITY

- A. The rules contained in the most current edition of *Robert's Rules of Order Newly Revised* shall govern the proceedings of the Society in all cases where they are not inconsistent with these Bylaws or the Bylaws and policies of the AARC.
- B. The Senior Delegate shall serve as the Parliamentarian of the Society and act as the authority on parliamentary procedure during meetings of the Board of Directors and the membership. In the absence of the Senior Delegate, the President may designate another qualified member to serve in this capacity.

- C. The Society may adopt standing rules or policies to guide operational or procedural matters not otherwise addressed in these Bylaws, provided that such rules do not conflict with Robert's Rules of Order, these Bylaws, or AARC policies.
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ARTICLE XV – CONFLICT OF INTEREST

- A. Members of the Board of Directors, officers, committee members, and other representatives of the Society shall act in the best interest of the WSRC and avoid actual or perceived conflicts of interest.
- B. A conflict of interest exists when an individual's personal, professional, or financial interests may compromise or appear to compromise their objectivity or loyalty to the Society.
- C. Individuals must disclose any potential conflicts of interest to the President and the Board of Directors as soon as they arise. The Board shall determine whether a conflict exists and, if so, the appropriate course of action.
- D. No individual may participate in deliberations or vote on any matter in which they have a conflict of interest.
- E. The Society shall maintain a written Conflict of Interest Policy, as outlined in the *WSRC Policy and Procedure Manual*, consistent with nonprofit best practices and AARC affiliate guidelines.
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ARTICLE XVI – SEVERABILITY

- A. If any provision of these Bylaws is found invalid or unenforceable, the remaining provisions shall remain in full force and effect.