

## **WISCONSIN SOCIETY FOR RESPIRATORY CARE BYLAWS**

### **ARTICLE I - NAME**

- A. This organization shall be known as Wisconsin Society for Respiratory Care, Inc., incorporated under the General Not-For Profit Corporation Act of the State of Wisconsin, hereinafter referred to as the Society.
- B. The Society is an official chartered affiliate of the American Association for Respiratory Care, hereinafter referred to as the Association.

### **ARTICLE II – OBJECTIVE**

#### **SECTION I - 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 institutions, meetings, lectures and the preparation and distribution of Society publications and other materials.
- C. To facilitate cooperation between the Respiratory Care profession, all other medical professions, hospitals, service companies, industry, governmental organizations, and other related agencies.
- D. To provide education of the general public in pulmonary health promotion and disease prevention.

#### **SECTION II - INTENT**

- A. This Society shall not commit any act which would violate the laws pertaining to the practice of medicine in the State of Wisconsin.
- B. No private individual or member shall profit from the earnings from this Society; nor shall particular services be performed by this Society for its individual members.
- C. Distribution of funds, income and property of this Society may be made to charitable, educational, scientific or religious corporations, community chests, foundations or other institutions only so far as they relate to the purpose of this Society, providing that at the time of the distribution, the payees or distributees are exempt from income taxation under the provisions of Sections 501, 2055 and 2522 of the Internal Revenue Code or any other sections of the Internal Revenue Code which amend or supersede the said section.
- D. In the event of the dissolution of this Society, whether voluntary or involuntary, all its remaining assets shall be distributed in such a manner as the Board of Directors of this Society, shall by majority vote, determine to be best calculated, to carry out the objectives and purposes for which the Society is formed. The distribution of the funds, income and property of this Society upon dissolution may be made available to any similar charitable, educational, scientific or religious corporation, organizations, community chests, foundations and other kindred institutions maintained and created for one or more of the foregoing

purposes, if at the time of distribution, the payee or distributees are then exempt from taxation under the provisions of Section 501, 2055 and 2522 of the Internal Revenue Code or changes which amend or supersede the said Code.

### **ARTICLE III - BOUNDARIES**

The boundaries of this Society shall be the boundaries of the State of Wisconsin and shall be divided into six districts composed as follows:

- A. **DISTRICT #1** shall be the NORTHWEST section of the State of Wisconsin to include the Counties of Douglas, Bayfield, Ashland, Burnette, Washburn, Sawyer, Polk, Barron, Rusk, St. Croix, Dunn, Chippewa, Pierce, Pepin and Eau Claire.
- B. **DISTRICT #2** shall be the NORTHCENTRAL section of the State of Wisconsin to include the Counties of Iron, Vilas, Price, Oneida, Lincoln, Langlade, Taylor, Marathon, Clark, Wood, Portage, Waupaca, Adams and Waushara.
- C. **DISTRICT #3** shall be the NORTHEAST section of the State of Wisconsin to include the Counties of Forest, Florence, Marinette, Oconto, Menomonie, Shawano, Door, Outagamie, Brown, Kewaunee, Winnebago, Calumet, Manitowoc, Fond du Lac and Sheboygan.
- D. **DISTRICT #4** shall be the SOUTHEAST section of the State of Wisconsin to include the Counties of Washington, Ozaukee, Waukesha, Milwaukee, Racine and Kenosha.
- E. **DISTRICT #5** shall be the SOUTHCENTRAL section of the State of Wisconsin to include the Counties of Marquette, Green Lake, Sauk, Columbia, Dodge, Grant, Iowa, Dane, Jefferson, LaFayette, Green, Rock and Walworth.
- F. **DISTRICT #6** shall be the SOUTHWEST section of the State of Wisconsin to include the Counties of Buffalo, Jackson, Trempeleau, LaCrosse Monroe, Juneau, Vernon, Richland and Crawford.

### **ARTICLE IV – MEMBERSHIP**

#### **SECTION I - CLASSES**

The membership of the Society shall include three classes Active Member, Associate Member, and Special Member.

#### **SECTION II - ELIGIBILITY**

Persons eligible for membership in the Society shall comply with the membership requirements of the Association.

#### **SECTION III - ACTIVE MEMBER**

An individual shall automatically be included as an Active Member of the Society if that person is an Active Member of the Association.

#### **SECTION IV - ASSOCIATE MEMBER**

An individual is eligible to be an Associate Member of the Society if the Respiratory Practitioner holds a position related to Respiratory Care but does not meet the

requirements to become an Active Member. Associate Members shall have all of the rights and privileges of membership except that they shall not be entitled to hold office, vote or chair committees.

#### **SECTION V - STUDENT MEMBER**

An individual is eligible to be a Student Member if they meet all the requirements for Associate Membership and are enrolled in an educational program in respiratory care accredited by, or in the process of seeking accreditation from, an AARC recognized agency.

#### **SECTION VI - SPECIAL MEMBERSHIP**

- A. **LIFE MEMBER** - Active members who have rendered outstanding service to the Society may be nominated for Life Membership in the Association by the Society Board of Directors. Life members of the Association who reside within the boundaries of the state shall retain all the rights and privileges of an Active Member of the Society.
- B. **HONORARY MEMBER** - Honorary membership in the Society may be conferred upon persons who have rendered distinguished service to the field of Respiratory Care and have been confirmed by a three-quarters (3/4) vote of the Board of Directors. Honorary Members shall have all the rights and privileges of the Society except that they shall not be entitled to hold office, vote, or chair committees. They shall be exempt from payment of dues.

#### **SECTION VII - MEMBERSHIP APPLICATION AND RENEWAL**

- A. An applicant for membership in the Society shall submit a completed official application to the Executive Office of the Association. The Membership and Public Relations Committee of the Association shall assign membership status based on Article III of the Association bylaws.
- B. Annual dues for each class of membership other than Life and Honorary Member shall be determined by and paid to the Association.

#### **SECTION VIII - ETHICS**

- A. If the conduct of any member shall appear to be a violation of the Bylaws Or code of ethics of the Society, or prejudicial to the Society's interest, the Bylaws and Judicial Committee may, by two-thirds (2/3) vote of its entire membership; notify the Society Board of Directors for further action at their next regularly scheduled meeting.
- B. Notice of such action shall be given to the member not fewer than thirty (30) days prior to the meeting at which the BOD will consider the recommendation of the Bylaws and Judicial committee. The member shall have the right to appeal the recommendations of the committee. If such an appeal is made, the Board of Directors, at its next meeting shall uphold, reverse or modify the action of the committee.

- C. The Board of Directors will be decided by a 2/3 majority vote whether to notify the Association of misconduct for further action set forth in the Association's policies and procedures. There shall be no appeal of the decision from the Board of Directors.

**ARTICLE V - GOVERNMENT**

**SECTION I - OFFICERS**

The elected officers of the Society shall be: President, Vice-President, President-elect, Immediate Past President, Secretary, Treasurer, Delegate, Delegate-elect and one Representative from each District. Together, the Delegate and Delegate-elect shall be referred to as the Delegation. The Delegation will have one vote on the Society Board of Directors. A member can only hold one office at a time.

**SECTION II - TERMS OF OFFICE**

- A. The term of office for all officers shall begin or end in the spring each year, coinciding with the Board of Directors Annual Meeting. The term length for each office is as follows:

President	2 Years
President-elect	1 Year. This will be fulfilled in year two current presidents' term
Immediate Past President	1 Year. This will be fulfilled in year one of current presidents' term.
Vice president	2 Years
Secretary	2 Years
Treasurer	2 Years
Delegate	2 Years
Delegate-elect	2 Years then assume Delegate for 2 years
District Representatives	2 Years

- B. The President-elect shall automatically accede to the office of President when the President's term expires. The Delegate-elect shall automatically accede to the office of Delegate when the Delegate's term expires.

**SECTION III – VACANCIES**

- A. In the event of a vacancy in the office of President, the President- elect or the Immediate Past President shall assume the duties, but not the office, of the President until a special election can be held to fill the office.

- B. In the event of a vacancy in the office of Delegate, the Delegate-elect shall become the acting Delegate for the unexpired term and shall then serve the successive term as Delegate. The vacated office of Delegate-elect shall be filled by a special election to be called by the President.
- C. In the event of a vacancy in the office of the President Elect, the Vice President shall assume the duties, but not the office, of the President-elect and shall also continue to serve as Vice President until a special election is held to fill the office of President-elect.
- D. In the event of a vacancy in the office of Immediate Past President, Vice-President, Secretary, or Treasurer it shall be filled by the appointment of a qualified individual by the Board of Directors. Individuals so appointed shall serve until the next scheduled election for that office.
- E. In the event of a vacancy on the Board of Directors, other than the President, or Delegate-elect, the President shall appoint a replacement with the approval of the majority of the remaining voting members of the Board of Directors.

#### **SECTION IV - DUTIES OF THE OFFICERS**

- A. The President shall preside at all business meetings of the Society and at all meetings of the Board of Directors and prepare an agenda for each of these meetings. The President shall appoint standing committee chairpersons according to Article XI of these Bylaws and serve as an Ex-officio member of all Society and District committees except the Nominations and Elections Committee. The President shall present to the membership an annual report of the Society and a statement of affairs in the Society newsletter following each Board of Directors meeting. The President shall assure appropriate communications be maintained and assistance provided to the other professional organizations related to Respiratory Care as deemed necessary by the Board of Directors. The President shall also assure that Respiratory Care students in the State of Wisconsin are informed of the goals, objectives and functions of professional Respiratory Care organizations.
- B. The president-elect shall chair the budget and audit committee while holding office. The President-elect shall perform all duties as delineated in the standing rules, by the President, or the Board of Directors.
- C. The Vice President shall perform all duties as delineated in the standing rules, by the President, or the Board of Directors.
- D. The Secretary shall be responsible for keeping the minutes of the Board of Directors and of all Society and special meetings; attest the signature of the officers of this Society; send a copy of the minutes of every Society meeting to the executive office of the Association; maintain the original and all revisions to

- the Society Bylaws; be responsible for general correspondence; and in general, perform all duties as assigned by the President or the Board of Directors.
- E. The Treasurer shall account for the moneys of the Society; approve payment of bills and disburse funds under the direction of the Board of Directors in accordance with the approved budget; and be responsible for the continuing record of all income and disbursements. The Treasurer shall be bonded. The Treasurer shall prepare and submit in writing to the membership and the Board of Directors at the Annual Business Meeting an annual report of the finances of the Society for the preceding year. They shall be bonded at the expense of the Society.
  - F. The Delegation shall represent the Society in the House of Delegates of the American Association for Respiratory Care and shall attend and participate in all House of Delegates functions. The Delegation shall serve as members of the Board of Directors and shall submit in writing a report on the operation of the House of Delegates for each session to which the Delegate was elected. The Delegation shall be responsible for representing the Society and communicating to the membership as directed by the Board of Directors matters involving legislation, standards, and/or codes that may affect the field of Respiratory Care.
  - G. District Representatives shall serve as an advisor represents their District's constituency on the Board of Directors. District Representatives shall also assure that appropriate efforts are made to foster communications with ALL practicing Respiratory Care personnel in their respective Districts.
  - H. The Past President shall serve as an advisor to the President and Directors, serve as Chairperson of the Long range Planning Committee, chair the budget and audit committee while holding office, and assist with other committees at the request of the President.

#### **SECTION V - BOARD OF DIRECTOR VOTING**

The voting membership of the Board of Directors shall consist of the elected Society Officers as listed in ARTICLE V, Section I.

#### **SECTION VI - REMOVAL FROM OFFICE**

If at any time a member of the Board of Directors is deemed not to be fulfilling the duties of the office, that member may be removed, following a hearing, by a three-fourths (3/4) majority vote of the other voting members of the Board. A petition of ten percent (10%) of the active Society Membership in the case of a Society officer, or ten percent (10%) of the Active District Membership in the case of a District Representative shall be sufficient to call for a hearing. Should the hearing lead to a vote on removal from office; the member in question may not be present at the vote. The results of such a hearing shall be published in the next official Society publication. Names will be deleted except in the case of removal from office.

## **ARTICLE VI - SOCIETY MEDICAL ADVISOR(S)**

There shall be one or more Medical Advisors as non-voting members of the Board of Directors. Each Medical Advisor shall be a physician licensed to practice medicine in the State of Wisconsin. The Medical Advisor(s) shall be appointed each year by the President with the approval of the Board of Directors.

## **ARTICLE VII - NOMINATIONS AND ELECTIONS**

### **SECTION I - COMMITTEE**

The President shall appoint a chairperson of the Nominations and Elections Committee. District Representatives shall ensure participation of their District in the Nominations and Elections process. The committee term shall terminate in the spring each year, coinciding with the Board of Directors Annual Meeting.

### **SECTION II – NOMINATIONS**

- A. Notice of the opening of nominations will be made to the membership at large no later than January 7<sup>th</sup> of the voting year.
- B. Nomination papers will be accepted from the Active Membership of the Society for a period of 30 days.
- C. Nomination period dates will be determined on an annual basis but will be no less than 60 days prior to the Annual Spring Meeting.
- D. Nomination papers will be available for inspection by Society members through the close of the fiscal year.
- E. It will be the responsibility of the Nominations and Elections Committee to place at least one and preferably two names per office on the ballot.
- F. A candidate may be nominated for only one office per election.
- G. The Nominations and Elections Committee shall verify that each candidate and endorser is an Active AARC Member.
- H. President-elect, Vice-President, Secretary, Treasurer and Delegate-elect shall be nominated from members at large. Eligibility for District Representative shall be limited to only Active Members of that District.

### **SECTION III - BALLOT**

- A. The approved list of nominees shall be on the ballot at least 60 days prior to the Annual Spring Meeting.
- B. Election ballots are to be made available to the active AARC members in the state at least 60 days prior to the Annual Spring Meeting.
- C. The election shall close no less than 30 days prior to the Annual Spring Meeting.

- D. Election results will be reviewed by at least three (3) Board of Director members validating the results, prior to the Annual Board of Directors meeting in the spring.
- E. The election shall be determined by plurality. A tie vote will be decided by lot.
- F. The ballots shall be counted, validated and winners notified, no less than 21 days prior to the Annual Spring Meeting.
- G. Election of President-elect, Vice-President, Secretary, Treasurer and Delegate-elect shall be by the Active Membership of the entire State Society. Election of District Representatives shall be by the Active Membership of their respective Districts.

## **ARTICLE VIII – AMENDMENTS**

The Bylaws Committee may prepare and submit to the Board of Directors proposed amendments to the Society bylaws. Any individual who is an Active Society Member may prepare and submit, to the Bylaws and Judicial Committee, proposed amendments to the Society Bylaws.

- A. After receiving a/any proposed amendment(s), the Bylaws and Judicial Committee is required to consider a/any proposed amendment(s) within ninety (90) days.
- B. Upon consideration of the proposed amendment(s), the Bylaws and Judicial Committee will submit the proposed amendment(s) to the Board of Directors with its recommendation(s). The Board of Directors must act on the proposed amendment(s) at the next regularly scheduled board meeting after receipt of the proposed amendment(s) except that the Board of Directors may act at an earlier regular or special meeting provided the board members agree that they have had sufficient time for consideration of the proposed amendment(s).
- C. If the Board of Directors approves the amendment(s), they shall be submitted to the active membership of the Society for a vote either by inclusion on the next general election ballot or through a special ballot to be prepared and submitted to the membership prior to the general election.
- D. In the event that the Board of Directors disapproves of the proposal(s), it/they will be returned to the source(s) following the Board of Directors decision.
- E. The author(s) of the amendment(s) may then require submission of the proposed amendment(s) to the membership, by obtaining a petition of signatures of at least ten percent (10%) of the active membership.
- F. Any amendments to the Bylaws of the Society shall be presented to the membership at least sixty (60) days prior to the due date of the ballot.

## **ARTICLE IX – VOTING**

### **SECTION I**

All voting for amendments to the Bylaws and election of Officers will be by secret ballot.



## **SECTION II**

The Board of Directors at its discretion may submit to the membership a referendum ballot on any question not otherwise served by the provisions of these Bylaws.

## **SECTION III**

Balloting information sent to the membership for any reason must be clearly marked with a due date.

## **SECTION IV**

In the case of an amendment(s) to the Bylaws, a two-thirds (2/3) majority of the valid votes received is required for passage.

## **SECTION V**

All actions approved by the members in accordance with the requirements of this article shall be binding upon the Society and each member thereof.

### **ARTICLE X - BOARD MEETINGS**

- A. The Board of Directors shall hold a minimum of four (4) meetings during the fiscal year. Of the four meetings, one (1) will be held in each of the four (4) quarters of the calendar year.
- B. A meeting of the Board of Directors may be called by the President or the majority of the voting membership of the board.
- C. All board members must be notified a minimum of three (3) days prior to all board meetings.
- D. A majority of voting board members must be present to constitute a quorum.

### **ARTICLE XI – COMMITTEES**

#### **SECTION I - SPECIAL COMMITTEES**

Special committee chairpersons may be appointed by the President. Special committees will be established for a specified period. If at the end of that period the project is unfinished, the chairpersons may request an extension from the board. All special committees must be approved by the Board of Directors at their next meeting following formation of the committee. Committee reports indicating new and old business shall be submitted as requested by the President, with copies sent to the Secretary.

#### **SECTION II - STANDING COMMITTEES**

Standing committee chairpersons shall be appointed by the President with exception of the Budget and Audit committee, which shall be chaired by the President-elect. All

standing committee chairpersons will be subject to approval by the Board of Directors. All committee chairpersons are responsible for submitting committee reports indicating new and old business to the President with a copy sent to the Secretary.

### **SECTION III - DUTIES AND COMPOSITION**

All standing committees and the duties of each committee are delineated in the standing rules of the Society.

### **SECTION IV - VACANCIES**

Committee chairperson vacancies will be filled by appointment by the officer who normally appoints to that position. These appointments are subject to approval by the Board of Directors.

## **ARTICLE XIII - PARLIAMENTARY PROCEDURE**

Whenever they are not in direct conflict with the Bylaws of this Society or those of the Parent Organization, questions of parliamentary procedure shall be settled according to Robert's Rules of Order, latest edition.