

**Bylaws of the
Colorado Society for Respiratory Care
2007**

Preamble

This organization, the Colorado Society for Respiratory Care, shall herein be referred to as the Society or CSRC. It is a not-for-profit chartered affiliate of the American Association for Respiratory Care or AARC, formed to:

1. Encourage, develop, and provide educational programs for those persons interested in respiratory care and diagnostics
2. Advance the science, technology, ethics, and art of respiratory care through institutes, meetings, lectures, publications, and other materials.
3. Facilitate cooperation and understanding among respiratory care personnel and the medical profession, allied healthcare professionals, hospitals, service companies, industrial governmental organizations, and other agencies interested in respiratory care.
4. Provide education of the general public in pulmonary health promotion and disease prevention.

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

Article I. Membership

Section 1. Eligibility

1. An individual is eligible to be a member of this Society who is a member of the AARC and whose current address is in the State of Colorado.
2. The membership list issued by the AARC shall be the official list used to accept members into the CSRC.
3. Membership shall not be denied based on race, religion, ethnic origin, national origin, gender, sexual orientation, or disability.

Section 2. Classes

The membership classes of the AARC will be the recognized classes in the CSRC. These are Active, Associate, and Special Member. Refer to Article III, AARC bylaws, for definition of each class.

Section 3. Privileges

All Active Members of the Society shall be entitled to vote, hold office, and serve as chairperson or committee member, except as prohibited by AARC bylaws.

Section 4. Ethics

1. If the conduct of any member shall appear to be in violation of the Bylaws of the CSRC, or prejudicial to the Society's interest as defined by

the AARC code of ethics, the CSRC Board of Directors may, by three-fourths (3/4) vote of its membership, expel such a member.

2. Within thirty (30) days after receipt of notice of expulsion, the expelled member shall have the right to appeal the decision of the board to the President of the CSRC, who will refer the appeal to the CSRC Bylaws and Judicial Committee for a final decision.
3. All expulsion actions shall be reported to the judicial committee of the AARC.

Article II. Officers

Section 1. Identification

The officers of the CSRC shall consist of President, Vice-President, Secretary, Treasurer, and alternating President-elect/Past-president (as described in Article II, Section 2).

Section 2. Term of Office

The President shall serve for two (2) years, and then serve as Past-President, for one (1) year. The President-Elect shall serve for one (1) year, and then automatically succeed to the office of President.

Therefore, the President shall be committed to the CSRC for a total of four (4) years. The Vice-President, Secretary, Treasurer, and two (2) Directors shall serve for two (2) year terms. The officers shall begin their terms after the annual business meeting.

Section 3. Vacancies

1. In the event of the President's absence, resignation, or disability, the President-Elect shall become the acting President and assume the President's duties during the vacancy. The President-Elect shall also serve during the successive term as President.
2. Vacancies occurring in any office or Director position, other than President or President-Elect, may be temporarily appointed by the Board of Directors until a special election can be held.

Section 4. Duties

1. President: The President shall preside at all meetings of the Board of Directors, and the Annual CSRC Business meeting. The President shall present to the membership an annual report of the Society, and perform such other duties as assigned by the Board of Directors or as set forth in the Society's Standing Rules.
2. President-Elect: During the year a President-elect holds office, the President-Elect shall become the acting President and assume the duties of the President in the event of the President's absence, resignation, or disability. The President-Elect shall perform other duties as assigned by the President, the Board of Directors, or as set forth in the Society's Standing Rules.
3. Vice-President: The Vice-President shall assume the duties of the President-Elect in the event of the President-Elect's absence, resignation,

or disability, but shall not assume the office of President-Elect; and shall perform such other duties as set forth in the Society's Standing Rules.

4. Secretary: The Secretary shall be the custodian of the record books of the Society, except those of the Treasurer, keep minutes of the meetings of the Board of Directors and the annual business meeting, and perform such other duties as set forth in the Society's Standing Rules.
5. Treasurer: The Treasurer shall have charge of all funds of the Society and shall be bonded in an amount deemed appropriate by the CSRC Board of Directors. The Treasurer shall maintain full and accurate accounts of revenue and expenses, assure that all checks are signed by two Board-approved, bonded signatories, and present a financial report at all Board of Directors meetings. The Treasurer shall perform such other duties as set forth in the Society's Standing Rules.
6. Directors at Large: The Directors at Large shall serve as advisors to the Society, taking whatever steps are required to determine the interests and wishes of the Society membership and perform other duties assigned by the President or set forth in the Society's Standing Rules.
7. Past-President: The Past-President shall assume the duties of the President in the event of the President's absence, resignation, or disability. This shall only occur during the year a President Elect is not on the Board of the Directors, and until a special election can be held. The Past-President shall serve to advise the Society President and Board of Directors to provide continuity in the activities of the Society, and shall perform such other duties as set forth in the Society's Standing Rules.

Article III. Society Delegates to the AARC House of Delegates.

Section 1. Identification

Two Delegates shall represent the Society membership and the CSRC Board of Directors in the AARC House of Delegates. They shall be elected by members of the Society who are active members of the AARC, in accordance with the AARC Bylaws.

Section 2. Term of Office

One Delegate shall be elected every two (2) years and shall serve for four (4) years.

Section 3. Vacancies

In the event of a Delegate's absence, resignation, or disability, the Society may be represented in the House of Delegates by the President or representative deemed appropriate by the House of Delegates Credentials Committee. This representative shall not assume the office of Delegate.

Section 4. Duties

1. The Delegates shall attend all meetings of the House of Delegates; and the Annual Business meeting of the AARC, and shall report in writing to

the Society Membership the activities at these meetings. They shall also attend the Society Board of Director's meetings.

2. The Delegates shall seek from the CSRC membership and Board of Directors, issues and recommendations regarding operation of the AARC, and shall present these as resolutions to the AARC House of Delegates.
3. The Delegates shall comply with official AARC requests within stated deadlines for credential forms, nominations, etc.
4. The Delegates shall perform other duties as specified in the Society's Standing Rules.

Article IV. Medical Advisor

Section 1. Identification

The Society shall have at least one (1) Medical Advisor who shall be a member of one of the sponsoring medical organizations of the AARC. Additional medical advisors may be appointed by the BOD.

Section 2. Term of Office

The Medical Advisor(s) shall be appointed by the CSRC Board of Directors in compliance with the AARC Bylaws and Standing Rules

Section 3. Duties

The Medical Advisor(s) shall be available to the Society Board of Directors to provide advice and assistance in regard to matters of medical policy. The Medical Advisor(s) shall present a report to the membership at the Annual Society Business meetings, and provide other assistance as specified in the Society's Standing Rules.

Article V. Chapter Organization

Section 1. Identification

The state shall be divided into chapters, as specified in the Society's Standing Rules. Each chapter shall be encouraged to expand the membership of the chapter and to develop educational activities and such other activities as are consistent with these Bylaws.

Section 2. Officers and Responsibilities

The Society members working in the chapter shall elect a President and any other officers as they may desire. The President shall be the official correspondent for the chapter, in the absence of a Secretary.

Article VI. Membership Sections

Section 1. Identification

CSRC members representing areas of professional specialization may apply to the Society Board of Directors for recognition as membership sections. If

the organization meets the criteria specified in the Society's Standing Rules, it shall be given membership section status.

Section 2. Privileges and Responsibilities

1. The chairperson shall represent the membership section on the Board of Directors, shall present a report of section activities at the annual Society Business Meeting and shall perform other duties as set forth in the Society's Standing Rules.
2. The membership section finances shall be managed through the Society's Treasurer, in accordance with the Society's Standing Rules.

Article VII. Board of Directors

Section 1. Composition

1. The Board of Directors shall consist of the President, alternating Past-President/President-Elect, Vice-President Secretary, Treasurer, and Chapter Presidents, with each being a voting member of the Board. The Society's President shall be the chairperson and presiding officer, shall invite such individuals to the meeting of the Board of Directors as deemed necessary, and may appoint a Society member as a Parliamentarian to attend meetings without a vote.
2. The Board of Directors shall have the power to declare any officer or delegate position vacant by two-thirds (2/3) vote of the entire board, upon refusal or neglect to perform the duties of office, or for any conduct deemed prejudicial to the Society. Written notice shall be given to the person that the position has been declared vacant.
3. No member of the Board of Directors shall serve in more than one position.

Section 2. Duties

The Board of Directors shall supervise all financial and administrative activities of the Society, shall adopt Standing Rules as required to carry out action authorized by the Bylaws, shall appoint appropriate committees to achieve the objectives of the Society, and shall perform such other duties as are set forth in the Society's Standing Rules.

Section 3. Meetings

1. The Board of Directors shall hold no less than six (6) meetings during each calendar year. Special emergency meetings may be held and shall be valid if a quorum is present.
2. A majority of the Board of Directors shall constitute a quorum at any meeting of the Board of Directors.

Section 4. Executive Committee

The President, President-Elect, Vice-President, Secretary, Treasurer, and Past-President shall constitute the Executive Committee and perform the duties of the Board between meetings subject to ratification by the Board and shall perform other duties as set forth in the Society's Standing Rules.

Article VIII. Committees

Section 1. Standing Committees

The Standing Committees of the Society shall be: *membership, nominating, elections, finance, legislative, publications, bylaws and judicial, and program*. These committees shall be appointed by the President, subject to the approval of the Board of Directors. The operating policies are specified in the Society's Standing Rules.

Section 2. Duties of Standing Committees

1. The **Membership Committee** shall seek to expand the membership of the Society and facilitate the relationship of the individual member with the Society.
2. The **Nominating Committee** shall be responsible for the preparation of a slate of nominees of Officers, Directors, Delegates, and Chapter Officers, as appropriate.
3. The **Election Committee** shall be responsible for preparation, mailing, receiving, certifying, and counting of election ballots.
4. The **Finance Committee** shall monitor budget performance during the year, and prepare a proposed annual budget, to be presented for approval to the Board of Directors, as well as recommend financial policy.
5. The **Legislative Committee** shall monitor legislative activity affecting the Society and shall pursue action to safeguard the position of the profession as regulated by health care legislation.
6. The **Publications Committee** shall be responsible for the financing and publication of the Society newsletter.
7. The **Bylaws and Judicial Committee** shall review the bylaws and standing rules annually and propose needed revision, shall review and process proposed amendments to the bylaws and shall review formal written complaints concerning individual Society members and recommend action to be taken.
8. The **Program Committee** shall coordinate the annual meeting of the Society, to include the annual business meeting.

Section 3. Special Committees and Representatives

Special committees may be appointed by the President, subject to approval of the Board of Directors. Representatives of the Society to external organizations shall be appointed by the President, subject to approval of the Board of Directors.

Section 4. Ex Officio Membership

The President shall serve as an *ex officio* member of all standing and special committees with the exception of the nominating committee.

Article IX. Annual Meeting

There shall be an annual meeting of the Society which shall include the annual business meeting of the membership, held at a time and place set by the Board of Directors. Written notice of the time and place of the annual meeting shall be given in the newsletter or by a separate mailing to all members ~~if~~ of the Society not less than thirty (30) days prior to the meeting. The agenda for the annual business meeting shall be as stated in the Society's Standing Rules.

Article X. Recall and Voting

Section 1. Recall

The membership of the Society shall have the power to recall any Officer, Delegate, Director, or Board appointee of the Society. The petition to recall shall be submitted to the chairperson of the Bylaws and Judicial Committee and shall not be valid unless it contains the signature of at least thirty (30) percent of the membership of the Society. The chairperson shall, if the petition is determined to be in good order, within the limitations of the bylaws, order a recall vote in not less than ten (10) days nor more than thirty (30) days after the petition is received. Public notice shall be given following the vote by the Secretary by mail or other form of written communication.

Section 2. Voting

Voting shall be accomplished by mail vote or secure electronic vote, and the outcome of the question there presented shall be determined according to a majority of the valid votes received. Any and all actions approved by the members in accordance with the requirements of this article shall be binding upon this Society and each member thereof. Such recall shall create a vacancy in such office and shall be filled in accordance with Article II of these Bylaws.

Article XI. Parliamentary Procedure

The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any Standing Rules the Society may adopt.

Article XII. Amendments

Section 1. Standing Rules

Any additions, deletions, or modifications of the Society's Standing Rules must be approved by the Board of Directors by a majority vote.

Section 2. Bylaws

1. Proposed amendments shall be submitted to the Bylaws and Judicial Committee, which shall review proposals for legality and conflict with the AARC Articles, Bylaws, or Standing Rules. After review by the Bylaws and Judicial Committee, proposed amendments must be approved by the Board of Directors, by a majority vote.

2. After approval by the Board of Directors, the proposed amendments shall be sent to the AARC for review.
3. After approval by the AARC, proposed amendments shall be submitted to the membership at least sixty (60) days prior to a mail vote or secure electronic vote. Amendments shall be adopted by a two-thirds (2/3) vote of the membership voting.

These Bylaws were reviewed/revised by the Bylaws and Judicial Committee in 2004 and 2007, in accordance with Article XII.2.a of these bylaws.

The recommendations of the Bylaws and Judicial Committee were reviewed and approved for submission to the Society Membership for ratification by the Society Board of Directors in accordance with Article XII.2.b

The changes to these Bylaws were ratified by a vote of the Society Membership in May 2004 and XXX 2007 in accordance with Article XII.2.d

These Bylaws were reviewed/revised by the Bylaws and Judicial Committee in 2004 and 2007, in accordance with Article XII.2.a of these bylaws. They were also approved again by the Board of Directors and submitted to the AARC for approval.
