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**BYLAWS OF THE  
MARYLAND - DISTRICT OF COLUMBIA SOCIETY  
FOR**

**RESPIRATORY CARE**

**AS ADOPTED APRIL 1976  
AND AMENDED APRIL 11, 1986  
AND AMENDED APRIL 1990  
AND AMENDED MAY 1996  
AND AMENDED JANUARY 2005  
AND AMENDED DECEMBER 2007**

**ARTICLE I – NAME**

This organization shall be known as the Maryland - District of Columbia Society for Respiratory Care incorporated under the General Not - For - Profit Corporation Act of the State of Maryland, hereafter referred to as the Society.

**ARTICLE II - AFFILIATION**

The Society shall be chartered affiliate of the American Association for Respiratory Care, hereafter referred to as the Association, and shall abide by the rules and regulations of the Association as promulgated from time to time.

**ARTICLE III - BOUNDARIES**

The area included within the boundaries of this Society shall be the boundaries of the State of Maryland and the District of Columbia.

**ARTICLE IV - OBJECT**

**SECTION 1. PURPOSE**

The Society is formed to:

- A. Encourage, develop, and provide on a regional basis educational programs for those persons interested in respiratory therapy and diagnostics, hereafter referred to as Respiratory Care.
- B. Advance the science, technology, ethics, and art of respiratory care through institutes, meetings, lectures, publications, and other materials.
- C. Facilitate cooperation and understanding among respiratory care personnel and the medical profession, other allied health professions, hospitals, service companies, industry, governmental organizations, and other agencies interested in respiratory care.
- D. Provide education of the general public in pulmonary health promotion and disease prevention.

**SECTION 2. INTENT**

- A. No part of the monies of the Society shall inure to the benefit of any private member or individual, nor shall the Society perform particular services for individual members thereof.
- B. The Board of Directors shall provide for the distributions of the funds, income, and property of the Society to charitable, educational, scientific, or religious corporations organizations, community chest 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 then exempt from taxation under the provisions of the Internal Revenue-Services

- C. In the event of the dissolution of the Society, whether voluntary or involuntary, all of its remaining assets shall be distributed in such 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 funds, income, and property of this Society upon dissolution may be made available to any similar charitable, educational, scientific, or religious 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 then exempt from taxation under the provisions of the Internal Revenue Code.
- D. The Society shall not commit any act which shall constitute the unauthorized practice of medicine under the laws of the State of Maryland or the District of Columbia.

**ARTICLE V - MEMBERSHIP**

**SECTION 1. Classes**

**Section 1. - CLASSES**

The Membership of this Society shall include three (3) classes: Active Member, Associate Member, and Special Member.

**Section 2. - ELIGIBILITY**

- a. Membership eligibility shall be considered without regard to race, religion, ethnic origin, national origin, age, or sex.
- b. **Active Members** in good standing of the Society shall be Active members in good standing of the AARC and shall be entitled to all the rights and privileges of membership of the Society including the right to hold office, hold committee chairs, and vote.
- c. **Associate Members** in good standing of the Society shall be Associate Members in good standing of the AARC and shall be entitled to all the rights and privileges of membership of the Society except that they shall not be entitled to hold office, vote, or serve as chair of any standing committee of the Society. Associate Members will be designated to a sub-class of Associate Membership (Foreign, Physician, and Industrial) corresponding to their AARC membership classification.

D. **Student Members** shall be individuals who are enrolled in an educational program in respiratory care accredited by, or in the process of seeking accreditation from, an AARC-recognized

agency. They shall be entitled to all the rights and privileges of membership of the Society except that they shall not be entitled to hold office, vote, or serve as chair of any standing committee of the Society.

E. **General Members** shall be individuals who have an interest in respiratory care and who do not qualify for other membership classifications. General Members shall have all the rights and privileges of membership of the Society except that they shall not be entitled to hold office, hold committee chairs, or vote.

f. **Special member:**

1. **Life Members** shall be members who have rendered outstanding service to the Society as Active Members. This sub-classification of Special Membership may be conferred by a majority vote of the AARC Board of Directors. Life Members shall be entitled to all the rights and privileges of membership of the Society including the right to hold office, hold committee chairs, and vote. Life members shall be exempt from the payment of dues.

2. **Honorary Members** shall be persons who have rendered distinguished service to the field of respiratory care. This sub-classification of Special Membership may be conferred by a majority vote of the AARC Board of Directors, Honorary Members shall have all the rights and privileges of membership of the Society except that they shall not be entitled to hold office, hold committee chairs, or vote. Honorary Members shall be exempt from the payment of dues.

3. As a condition of membership, all Members shall be bound by the Bylaws, standing rules, code of ethics, and other rules, regulations, policies, and procedures adopted from time to time by the Society.

## SECTION 2. CODE OF ETHICS

If the conduct of any member shall appear to be in violation of the Articles of Incorporation, Bylaws, Standing rules, Code of Ethics, of other regulations, policies or procedures adopted by the Association or the Society, or shall appear to be prejudicial to the interests of the Association or the Society, such member may be reprimanded, suspended, expelled, or have their membership status reclassified in accordance with the procedures set forth in the Association's policies and procedures.

## ARTICLE VI - OFFICERS

### SECTION 1. OFFICERS

The Officers of the Society shall consist of President, President-Elect, Immediate Past President, Secretary, and Treasurer.

### SECTION 2. TERMS OF OFFICE

- A. The terms of office for President-Elect, President and Immediate Past President shall be one (1) year. The term shall begin immediately following the annual business meeting.
- B. The term of office for Treasurer shall be two (2) years. The term shall begin immediately following the annual business meeting.

- C. The term of office for Secretary shall be two (2) years. The term shall begin immediately following the annual business meeting.
- D. The term for the chapter representatives and the director at large will be two years. The term shall begin immediately following the annual business meeting.
- E. The President-elect shall complete immediate successive terms for the office of President-elect, President and Immediate Past President before being eligible to serve a successive term in any elected office, except the Past President may serve as Delegate.

## SECTION 3. VACANCY IN OFFICE

- A. In the event of a vacancy in the office of President, the President-Elect shall become Acting President to serve the unexpired term and shall serve his own, the successive term as President.
- B. In the event of a vacancy in the office of the President Elect, the Past President shall assume the duties, but not the office of the President Elect as well as his own until the Active and Life Membership elects a qualified individual. Individuals so elected shall serve term as President and Past President.
- C. Any vacancy in the office of, Secretary, or Treasurer, shall be filled by the election of a qualified individual by the Board of Directors. Individuals so appointed shall serve until the next scheduled election.
- D. In the event of a vacancy in the office of Immediate Past President, the position shall remain vacant.

## SECTION 4. DUTIES OF OFFICERS

- A. **President** - The President shall be the Chief Executive Officer of the Society. He/She shall establish the goals and objectives of the Society, preside at the Annual Business Meeting and all meetings of the Board of Directors; prepare an agenda for the Annual Business Meeting and submit it to the membership not fewer than (30) calendar days prior to such meeting in accordance with Article VIII, Section 3, of these Bylaws, prepare an agenda for each meeting of the Board of Directors and submit it to the members of the Board not fewer than fifteen (15) days prior to such meeting, appoint standing and special committees; assure that the annual external audit is performed, be an ex officio member of all committees except the Election and Nominating Committees, and present to the Board of Directors and membership an annual report of the Society. It shall be the final responsibility of the President to see that all reports are submitted and the Association requirements

are met by the Officers and Board of Directors, subject to the approval of the Board of Directors.

- B. **President-Elect** - The President-Elect shall become Acting President and shall assume the duties of the President in the event of the President's absence, resignation, or disability, shall be an ex officio member of all committees except the Election and Nominating committees, and shall perform such other duties as assigned by the President or the Board of Directors.
- 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 the Board of Directors may designate. He/She shall see that full and accurate accounts are kept, make a written quarterly financial report to the Board of Directors, and make a complete written yearly report at the Annual Business Meeting. At the expense of the Society, he shall be bonded in an amount determined by the Board of Directors for the Entire (2) year term of office.
- D. **Secretary** - The Secretary shall have charge of keeping the minutes of Board of Directors meetings and the Annual Business Meeting, shall submit all forms and reports to the Association Director of Membership Series as may be requested or required in a timely fashion. He/she shall execute the general correspondence; attest to the signature of the officers of the Society; and, in general, perform all the duties as from time to time shall assigned by the President or the Board of Directors.
- C. **Past President** – The Past President shall perform such duties as assigned by the President or Board of Directors.

## SECTION 5. EXECUTIVE COMMITTEE

- A. The Executive Committee of the Board of Directors shall consist of the President, President-Elect, Secretary, Treasurer, Immediate Past President, and Medical Advisor as a non voting member.
- B. The Executive Committee shall have the power to act for the Board of Directors between meetings of the Board and such action shall be subject to ratification by the Board at its next meeting.
- C. The Executive Committee shall function as the Budget Committee.

## SECTION 6. ELECTION

- A. The officers shall be elected by the active membership of the Society prior to the annual business meeting of the Society.
- B. Only active members in good standing shall be eligible to hold office.

## ARTICLE VII - BOARD OF DIRECTORS

## SECTION 1. COMPOSITION AND POWERS

- A. The Executive Government of the Society shall be Vested in active members consisting of the Officers, (1) Director At Large, (2) Delegation Members and (5) Chapter Representatives.
- B. The President shall be Chairman and Presiding Officer of the-Board of Directors and the Executive Committee. He shall invite such individuals to the meetings of the Board as he shall deem necessary, which shall have the privilege of voice but not vote.
- C. The Board of Directors shall have the power to declare an office vacant by a two-thirds (2/3) vote, upon the 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.
- B. The President shall be Chairperson and Presiding Officer of the Board of Directors and the Executive Committee. He/She shall invite such individuals to the meetings of the Board as he shall deem necessary, they shall have the privilege of voice but not vote.
- C. The Board of Directors shall have the power to declare an office vacant by a two-thirds (2/3) vote, upon the 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 and the Association Chartered Affiliates Committee that the office has been declared vacant.

## SECTION 2. TERMS OF OFFICE

- A. The term of office for Directors-at-Large shall begin immediately following the Annual Business Meeting and shall be for two (2) years.
- B. No Director-at-Large shall serve more than two (2) consecutive terms.

## SECTION 3. DUTIES

The Board of Directors shall:

- A. Supervise all the business and activities of the Society within the limitations of these Bylaws.
- B. Adopt and rescind standing rules, regulations, policies, and procedures of the Society.
- C. Grant chapter status and have the power to revoke chapter status.
- D. Perform such other duties as may be necessary or appropriate for the management of the Society.
- E. Accept the slate of officers presented by the Nominations Committee no fewer than 90 (ninety) days prior to the Society's Annual Meeting.

- F. Govern the activities of an Executive Director should the majority of the Board vote on the need to retain one.

#### **SECTION 4. VACANCIES**

- A. Any vacancies that occur in the office of Director-at-Large shall be filled by appointment by the Board of Directors.
- B. An appointed Director-at-Large shall serve until the next scheduled election, or until his successor is elected.

#### **SECTION 5. MEETINGS**

- A. The Board of Directors shall hold its first Board meeting within five (5) Business days following Annual Installation Dinner and shall hold a minimum of 4 regularly scheduled meetings during the year.
- B. Special meetings of the Board of Directors shall be called by the President at such times as the business of the Society may dictate.
- C. A majority of the Board of Directors shall constitute a quorum at any meeting of the Board.
- D. Meetings of the Board of Directors may be in person, by telephone or video conferencing or other electronic means as shall be determined by the Board of Directors.

#### **SECTION 6. MAIL VOTE**

Whenever, in the judgement of the Board of Directors, it is necessary to present any business to the membership, prior to the next Annual Business Meeting, the Board of the Directors may, unless otherwise required by these Bylaws, instruct the Election Committee to conduct a vote of the membership by mail. Such votes shall require approval of a majority of the valid votes received within thirty (30) days after date of submission to the membership. The result of the vote shall control the action of the Society.

#### **SECTION 7. MULTIPLE OFFICES**

With the expectation of the President & Past President who may serve as a Delegate, no Officer, Director-at-Large, or Delegate shall hold Chapter Office simultaneously.

#### **SECTION 8. ELECTION**

- A. The members of the Board of Directors shall be elected by the active membership of the Society prior to the Annual Business Meeting of the Society.
- B. Only active members in good standing shall be eligible to hold office.

### **ARTICLE VIII - ANNUAL BUSINESS MEETING**

#### **SECTION 1. DATE AND PLACE**

- A. The Society shall hold an Annual Business Meeting at the beginning of each Calendar year.

- B. The date and place of the Annual Business Meeting and additional meetings shall be decided in advance by the Board of Directors. The Board of Directors may cancel the scheduled meeting, set a new date and place if feasible or conduct the business of the meeting by mail provided the material is sent in the same words to 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 elections, and for other business brought by the President.

#### **SECTION 3. NOTIFICATION**

Written notice of the time and place of the Annual Business Meeting shall be sent to all members of the Society not less than five (5) or more than sixty (60) calendar days prior to the meeting. An agenda for the annual business meeting shall be sent to all members not fewer than fifteen (15) calendar days prior to the Annual Business Meeting.

#### **SECTION 4. QUORUM**

The Majority of (7) voting members present shall constitute a quorum at any duly called business meeting.

### **ARTICLE IX - REPRESENTATION IN THE ASSOCIATION HOUSE OF DELEGATES**

#### **SECTION 1. PURPOSE**

1. The Delegates, hereinafter referred to as the Delegation, shall serve as representatives of the general membership of the Society through the direction of the Board of Directors.

2. The president of the society will be seated as a third member of the delegation.

#### **SECTION 2. DUTIES**

A. The Delegation shall:

1. Attend all meetings of the House of Delegates, vote as directed by the Board of Directors and report the activities to the Board of Directors and the general membership.

2. Attend the Annual Business Meeting of the Association as the representative of the Active Members of the Society.

3. Furnish the Association Nominating Committee with the names of qualified Active Members for nomination to office.

4. At the direction of the Board of Directors, present proposed amendments to the Association Bylaws Committee.

5. Perform such other duties of the office as may be required.

#### **SECTION 3. ELECTION**

- A. A Delegate shall be elected by the Active Members of the

Society not fewer than ninety (90) calendar days prior to the Annual Business Meeting of the Association.

- B. Only Active Members in good standing of the Society and who are not on the AARC Board of Directors shall be eligible to be elected as a Delegate.
- C. The Board of Directors shall have the power to declare the office of Delegate vacant by a two-thirds (2/3) vote, upon refusal, neglect, or inability of a Delegate to perform the duties of office, or for any conduct deemed prejudicial to the Society or to the Association. Written notice shall be given to the Delegate and to the Speaker of the House of Delegates that the office has been declared vacant.
- D. In the event of a vacancy in the position of a delegate, the board of director's shall wait to the next scheduled election to replace the vacant delegate position. The president, being a seated member of the delegation will fulfill the delegate duties until the next scheduled election.

#### SECTION 4. TERM OF OFFICE

- A. The term of office of an elected Delegate shall be four (4) years, with the exception of the president who serves as the third delegate and whose term is defined by these bylaws. The delegate term shall begin immediately following the Annual Business Meeting.
- B. No person shall serve in the House of Delegates for more than 2 consecutive terms, or eight (8) years.

### ARTICLE X - COMMITTEES

#### SECTION 1. STANDING COMMITTEES

The standing Committee of the Society shall be: Budget, Bylaws, Education, Election, Membership, Nominating, Public Relations, Publications, and Symposium. With the exception of the Budget Committee, the Chairpersons and members of Standing Committees shall be appointed by the President, subject to the approval of the Board of Directors. Committee terms shall be one (1) year.

#### SECTION 2. COMPOSITION AND DUTIES OF COMMITTEES

- A. Budget Committee
  - 1. The Committee shall be composed of the Executive Committee of the Board of Directors, with the President serving as Chairperson.
  - 2. The Committee shall propose an annual budget to the Board of Directors.

- 3. The Committee shall review all written external auditors reports and report to the Board of Directors.
- B. Bylaws Committee
  - 1. The Committee shall consist of the Immediate Past President and three (3) additional Active Members.
  - 2. Proposed amendments to the Bylaws may be submitted by any Active Member through the Board of Directors, to the Committee. The Committee shall review the proposed amendments and shall submit their recommendations to the Board of Directors at least sixty (60) calendar days prior to the meeting in which they are to be reviewed. Upon receipt of such recommendations, the Board of Directors may, but shall not be obligated to, withdraw the proposed amendments from further consideration. Such amendments must receive an affirmative vote of two-thirds (2/3) of the Board of Directors before being sent to the Association Board of Directors and then to the membership.
- C. Education
  - 1. The Committee shall consist of one (1) Active Member from each Chapter.
  - 2. The Committee shall concern itself with continuing education programs, special education programs, and other projects as directed by the President or the Board of Directors.
- D. Election Committee
  - 1. The Committee shall consist of one (1) Active Member from each Chapter.
  - 2. The committee shall prepare, distribute, receive, and verify all ballots. At least sixty (60) calendar days prior to the Annual Business Meeting, the Committee shall mail a ballot setting forth the slate of nominees to each Active Member in good standing, at the last address on record with the Society. Ballots shall be returned enclosed in the special envelopes provided to the Chairperson of the Election Committee, and must be postmarked at least ten (10) calendar days prior to the Annual Business Meeting. The deadline date shall be clearly indicated on the ballot.
  - 3. Elections shall be determined by a plurality of the vote cast. A tie vote shall be decided by lot.
- E. Membership Committee
  - 1. The Committee shall consist of at least three (3) Members.
  - 2. The Committee shall review and evaluate membership services and benefits.
  - 3. The Committee shall be responsible for the recruitment and retention of members.
- F. Nominating Committee
  - 1. The Committee shall consist of one (1) Active Member from each Chapter.
  - 2. The Committee shall attempt to place in nomination at least two (2) Active Members who have been recommended by the Board of Directors or the general Membership for each of the offices of President-Elect, , Secretary, Treasurer, Director-at-Large, Delegate, and for each office of Chapter Representative.

the exception of the Budget and executive, the President may appoint Members to fill such vacancies, subject to the approval of the Board of Directors.

3. The Chairperson of the Committee shall report the slate of nominees to the Board of Directors not later than October 15.
4. The Committee shall prepare a pertinent biographical sketch of each nominee's professional services and activities in the Society and Association, which shall be a part of the ballot.

G. Public Relations Committee

1. The Committee shall consist of at least four (4) Members, at least one (1) of which shall be a member of the Board of Directors.
2. The Committee shall concern itself with relations of the Society with the public, hospitals, health care institutions and associations, regulatory agencies, and other organizations, through the dissemination of information concerning respiratory care.

H. Publications Committee

1. The Committee shall consist of at least three (3) Members.
2. The Committee shall concern itself with the production of a newsletter and any other publications as directed by the President or the Board of Directors.

I. Symposium Committee

1. The Committee shall consist of at least four (4) Members, one of which shall be the Chairperson of the Education Committee, one of which shall be the Treasurer.
2. The Committee shall plan and organize the Annual Symposium as directed by the President and the Board of Directors.

### SECTION 3. COMMITTEE CHAIR'S DUTIES

- A. The Chairperson shall perform those duties specified by the President or the Board of Directors to carry out the objectives of the Society.
- B. The Chairperson of each committee shall promptly appoint and confer with the members of his committee on work assignments.
- C. The Chairperson shall submit a written quarterly report of Committee activities to the President.
- D. Members of any membership class, as well as non-members, may be appointed as consultants to a committee.

### SECTION 4. SPECIAL COMMITTEES AND OTHER APPOINTMENTS

- A. Special committees may be appointed by the President, subject to the approval of the Board of Directors.
- B. Representatives of the Society to such external organizations as may be required shall be appointed by the President with the approval of the Board of Directors.

### SECTION 5. VACANCIES OF COMMITTEES

In the event of vacancies occurring in any committee with

## ARTICLE XI - CHAPTER ORGANIZATION

### SECTION 1. REQUIREMENTS

- A. Ten (10) or more Active Members in good standing of the Society may become a Chapter of the Society.
- B. The minimum geographical boundaries of an applicant for chapter status shall encompass entire states, cities, or counties, except that the District of Columbia shall be considered a state for the purpose of this section.

### SECTION 2. ADMISSION PROCEDURE

- A. The formal application for Chapter status shall be sent to the President and shall consist of a list of officers, membership, and minutes of the organizational meeting.
- B. The granting of Chapter status is contingent upon a two-thirds (2/3) affirmative vote of the Board of Directors.

### SECTION 3. OFFICERS

A Chapter Representative shall be elected by the Active Members in good membership standing and shall serve for a two (2) year term but no more than three (3) consecutive terms. Other officers shall be elected as circumstances may require.

### SECTION 4. DUTIES

- A. The Chapters shall provide on a regional basis educational programs and such other activities as is consistent with the purpose of the Society.
- B. The Chapter Representative shall serve as a voting member of the Board of Directors and shall represent the interests of the members of the Chapter.
- C. The Chapter Representative shall submit a written quarterly report of Chapter activities to the President.

### SECTION 5. SUSPENSION OR REVOCATION OF CHAPTER STATUS

The Board of Directors may suspend or revoke Chapter status of any Chapter with due and sufficient cause or upon the failure of a Chapter to maintain a membership of at least ten (10) Active Members in good standing of the Society, upon a two-thirds (2/3) affirmative vote of the Board of Directors.

## ARTICLE XII - SOCIETY MEDICAL ADVISOR

- A. The Society shall have a least one (1) Medical Advisor who Shall be appointed by the President, approved by the Board of Directors, and approved by the Board of Medical Advisors.
- B. The Board of Directors and any Committees may consult With the Medical Advisor in regard to any matter. The Medical Advisor shall assist the appropriate committees Regarding educational programs, publication, and other Matters.
- C. The Medical Advisor shall be invited to attend all regular

Meetings of the Board of Directors and shall have the privileges of voice but no vote.

### **ARTICLE XIII - FISCAL YEAR AND BUDGET**

- A. The Fiscal Year shall begin on January 1 and end on December 31.
- B. The annual budget, proposed by the Budget Committee, shall be approved by the Board of Directors before implementation.

### **ARTICLE XIV - PARLIAMENTARY PROCEDURE**

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

### **ARTICLE XV - AMENDMENT**

The Bylaws may be amended in accordance with Article X, Section 2.b.2. The Election Committee shall conduct a mail vote to amend the Bylaws, provided the proposed amendment is sent in the same words to each Active Member in good standing at the last address on record with the Society. Ballots shall be returned enclosed in the special envelopes provided to the Chairman of the Election Committee and must be postmarked on or before the date indicated. Not fewer than sixty (60) calendar days shall be allowed for return of the ballots. A two-thirds (2/3) affirmative vote of the valid ballots returned shall be required for adoption. The Election Committee shall cause the ballots to be tallied and the presiding officer shall declare and announce the result to the membership.

