

BYLAWS OF THE SOUTH DAKOTA SOCIETY FOR RESPIRATORY CARE

Article I **NAME**

The organization shall be known as the South Dakota Society for Respiratory Care, hereinafter referred to as the Society, a chartered affiliate of the American Association for Respiratory Care, hereinafter referred to as the AARC, which is incorporated under the General Not for Profit Corporation Act of the State of Illinois.

Article II **BOUNDARIES**

The boundaries of this society shall be within the boundaries of the State of South Dakota

Article III **OBJECT**

Section 1 Purpose

- a. To encourage and develop on a regional basis 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 regional institutes, meetings, lectures, and other materials.
- c. To facilitate cooperation and understanding between respiratory care personnel and the medical profession, hospitals, service companies, industry, and other agencies within the region 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 net earnings of the Society shall benefit any private member or individual, nor shall the corporation perform particular services for individual members thereof.
- b. This Society shall not commit any act which shall constitute unauthorized practice of medicine under the laws of the State of Illinois in which the parent Association is incorporated or any other state.
- c. Distribution of the funds, income, and property of the Society may be made to charitable, educational, scientific, or religious corporations, community chests, foundations or other kindred institutions maintained and created for one or more of the foregoing purposes if at the time of the distribution the payees or distributees are exempt from income taxation under the provisions of Section 501, 2055, and 2522 of the Internal Revenue Code which amend or supersede the said sections.

Article IV **MEMBERSHIP**

Section 1 Classes

The membership of this Society should live or work in South Dakota and shall include three (3) classes: Active, Associate and Special Members.

Section 2 Eligibility

An individual is eligible to be a member of this Society if that person is a member of the AARC as specified in the AARC Bylaws and meets requirements for Chartered Affiliate membership in the SDSRC.

Section 3 Classifications

The classification and limitations of membership shall be as defined in the AARC bylaws.

Section 4 Application for Membership

Application for membership in this Society shall follow the procedure specified in the AARC Bylaws.

Article V **OFFICERS**

Section 1 Officers

The Officers of the Society shall be: President, President-Elect, Immediate Past-President, Secretary and Treasurer

Section 3 Term of Office

The term of office shall begin Jan. 1 of the year following the election. The term of President shall be two years. The term of President Elect and Immediate Past President shall be one year each. The term of Secretary shall be three years each. The term of the Treasurer shall be three years with a new Treasurer elected every two years.

Section 4 Vacancies of Office

- a. In the event of a vacancy of the office of President, the President- Elect shall become acting president to serve the unexpired term and shall serve his/her own (successive) term as President. In the event the office of President Elect is vacant, the Immediate Past President shall become acting President until the next scheduled general election when a President Elect can be replaced on the ballot and elected.
- b. In the event of a vacancy of any office (except President) the Board of Directors (BOD) shall at the next meeting of the BOD elect a qualified member to fill the vacancy.

Section 5 Duties of Officers

- a. President – The President shall be the chief executive officer of the Society. He / She shall preside at the annual business meeting and all meetings of the Board of Directors; prepare an agenda for the annual business meeting and make it available

to the membership prior to such a meeting in accordance with Article VIII 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 subject to the approval of the Board of Directors; be an ex-officio member of all committees.

- 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; and shall perform such other duties as shall be assigned by the President or the Board of Directors and will also continue to carry out the duties of President-Elect and the duties of the Immediate Past-President when the office of Immediate Past-President is vacant.
- c. Immediate Past-President – The Immediate Past-President shall advise and consult with the President, serve as a member of the Bylaws Committee, serve as Parliamentary Authority and perform such other duties as shall be assigned by the President or the Board of Directors. The Immediate Past President shall assume the duties of the President in the event of the President's absence, resignation or disability; and shall perform such other duties of the President-Elect when the office of President-Elect is vacant.
- d. Treasurer – The Treasurer shall have charge of all funds and securities of the Society; endorsing checks, notes, or other orders for payment of bills, disbursing funds as authorized by the Board of Directors and / or in accordance with the adopted budget; depositing funds as the Board of Directors may designate. He / She shall see that full and accurate accounts are prepared quarterly and made available as requested by the BOD and AARC and make written reports at all Board of Directors and business meetings of the Society. He / She shall prepare, in conjunction with the Financial Review Committee, a proposed budget to be present at the pre-board and annual business meeting proceeding the year it will be in effect. The Treasurer will submit State and Federal Tax Forms as required by law.
- e. Secretary – The Secretary shall have the charge of keeping the minutes of the Board of Directors, regular business meetings and the annual business meeting, submitting a copy of the minutes of every meeting of the governing body and other business of the Society to the Executive Office of the AARC upon request following the meeting; executing the general correspondence; and in general, performing all duties as from time to time shall be assigned by the President or the Board of Directors.

Article VI **NOMINATIONS AND ELECTIONS**

Section 1 Nominations Committee

The President shall appoint a Nominations Committee in accordance with the AARC Bylaws.

Section 2 Nominations

- a. The Nominations Committee shall prepare a slate of one (1) or more candidates for each office for approval by the BOD.

- b. Only active members in good standing shall be eligible for nomination, and only active AARC members may vote.

Section 3 Ballot

- a. The Nominations Committee's slate and biographical sketches shall be made available to every active member in good standing prior to the scheduled election. The President will be responsible for submitting the list of SDSRC officers to the AARC following the annual election.
- b. The election of officers shall be performed by mail or electronic vote with the provisions for write-in votes for each office. Ballots, to be acceptable, must conform to the instructions supplied with the ballot. The deadline date must be clearly indicated on the ballot.

Section 4 Election Committee

The President shall appoint an Election Committee, whose names shall not be on the ballot, to verify the eligibility of each ballot, tally the votes and report the results to the Board of Directors in the event of an electronic vote, tally of the ballots will be completed by the online election service. Results will be made available to the general membership once the nominees are notified.

Section 5 Election Date

The date of the annual election shall be set by the Board of Directors

Article VII Board of Directors

Section 1 Composition and Powers.

- a. The executive government of this Society shall be vested in a Board of Directors consisting of President, President-Elect, Secretary, Treasurer, Immediate Past President, two (2) Delegates and two (2) Directors-at-Large, who must be in good standing with the AARC during their term of office.
- b. The President shall be Chairperson and presiding officer of the Board of Directors. He / She shall invite in writing such individuals to the meetings of the Board of Directors as deemed necessary with the privilege of voice but no vote.
- c. The Board of Directors shall have the power to declare an office vacant by a two-thirds (2/3) vote, upon refusal or neglect of any member of the Board to perform the duties of that office, or for any conduct deemed prejudicial to the Society. Written notice shall be given to the member that the office has been declared vacant.

Section 2 Term of Office

- a. The term of President, President-Elect, Immediate Past President, Secretary and Treasurer has been addressed in Article V, Section 3.
- b. The term of the Delegates is addressed in Article IX, Section 1.
- c. Directors-at-Large shall serve 2 years, with a new Director-at-Large elected every year.

An elected President-Elect shall serve one year and then automatically succeed to the Presidency.

Section 3 Duties

- a. Supervise all business and activities of the Society within the limitations of these Bylaws.
- b. Adopt and rescind the policy and procedure manual of the Society.
- c. Determine remuneration, stipends, the amount of membership dues for the following year, and other related matters, after consideration of the budget.
- d. Perform other duties as may be necessary or appropriate for the management of the Society.

Section 4 Vacancies

- a. Any vacancy that occurs on the Board of Directors, with the exception of the President and Immediate Past-President, shall be filled by qualified members elected by the Board of Directors. Individuals so appointed shall serve until the next scheduled election.
- b. In case of a vacancy occurs in the office of the Delegate, the SDSRC Board of Directors may appoint a member to serve. There will be a Delegate election to complete the remainder of the vacant term at the next annual election.
- c. In the event that both elected Delegates are unable to attend the House of Delegates Meeting(s) the President or elected Board Member may attend as a voting delegate. This representative shall not assume the office of Delegate.

Section 5 Meetings

- a. The Board of Directors shall meet preceding and may meet following the annual business meeting of the Society and shall not hold less than one other regular and separate meeting during the calendar year.
- b. Special meetings of the Board of Directors shall be called by the President at such times as the business of the Society shall require, or upon written request of four (4) members of the Board of Directors filed with the President and Secretary of the Society.
- c. A majority of the Board of Directors shall constitute a quorum at any meeting of the Board.

Section 6 Voting

- a. Whenever, in the judgement of the Board of Directors, it is necessary to present any business to the membership prior to the next regular or annual business meeting, the Board of Directors may unless otherwise required by the Bylaws, instruct the Elections Committee to conduct a vote of the membership by mail, electronic mail or other means available.
- b. Business to be decided by vote shall be present to the Membership at least 30 days prior to the vote deadline. The outcome of this vote shall be determined according to the majority of the valid votes received
- c. Any and all action approved by the members in accordance with the requirements of this Article shall be binding upon each member thereof.
- d. It is the responsibility of the voting member to provide a current e-mail address to the Society and the AARC.

Article VIII Annual Business Meeting

Section 1 Date and Place

- a. The Society shall hold an annual business meeting. Additional meetings may be held as required to fulfill the objectives of the Society whenever called by the President or at least 5% of the voting members.

- b. The date and place of the annual business meeting and additional meetings shall be decided in advance by the Board of Directors. In the event of a major emergency the Board of Directors shall cancel the scheduled meeting, set a new date and place if feasible, or conduct the business of the meeting by mail, electronic mail or other means available provided the material is sent in the same words to the voting membership.

Section 2 Purpose

- a. The annual business meeting shall be for the purpose of receiving the reports and for other business brought by the President.
- b. Additional BOD business meetings shall be for the purpose of receiving reports of officers and committees and for other business brought by the President.

Section 3 Notification

Notice of the time and place for the annual business meeting shall be available to all members of the Society. An agenda for the annual business meeting shall be available to all members of the Society prior to the annual business meeting.

Section 4 Quorum

A majority of the voting members registered at a duly called business meeting shall constitute a quorum

Article IX SOCIETY DELEGATION TO THE AARC HOD

Section 1 Term of Office

Delegates to the AARC shall be elected by the active membership for a four-year term of office with a new delegate elected every two years. The Delegate nominee shall be an active AARC member in good standing and must have held a previous Board of Director position in the Society.

Section 2 Duties

- a. The duties of the Delegation shall be specified in the Bylaws of the AARC
- b. The Delegates shall be empowered to vote on behalf of the membership of the Society
- c. The Delegates shall, at the expense of the Society, and with the authority of the Board of Directors, attend all House of Delegates meetings of the AARC.

Section 3 Vacancies

Refer to Article VII, Section IV

Section 4 Representation

There shall be two Society Delegates attending the AARC House of Delegates.

Article X COMMITTEES

Section 1. Standing Committees

The members of the following standing committees shall be appointed by the President, subject to the approval of the Board of Directors.

- Membership
- Financial Review
- Elections/Nominations
- Program and Education
- Bylaws
- Public Relations, and Chapter Affairs

Section 2 Special Committees and other Appointments

Special committees may be appointed by the President.

Section 3 Committee Chairperson's Duties

- a. The President shall appoint the chairperson of each committee.
- b. The Chairperson of each committee shall confer promptly with the members of his / her committee on work assignments.
- c. The Chairperson of each committee may recommend prospective committee members to the President. When possible, the Chairperson of the previous year shall serve as a member of the new committee.
- d. All committee reports shall be submitted to the President and Secretary of the Society.
- e. Non-members or physician members may be appointed as consultants to committees. The President shall request recommendations for such appointments from the Medical Advisor(s).
- f. Each committee chairperson requiring operating expenses may submit a request for the next fiscal year to the Financial Review Committee.

Article XI DUTIES OF COMMITTEES

Section 1 Membership Committee

- a. The committee shall consist of two (2) members of the Board of Directors and additional members as needed.
- b. The committee shall be responsible for recruiting new members and retaining current members.

Section 2 Financial Review Committee

- a. The committee shall be composed of the Board of Directors and additional members as needed.
- b. They propose an annual budget for final approval by the Board of Directors Section 3 Nominations and Elections Committee
- a. The nominations committee shall prepare for approval by the Board of Directors a slate of officers for the annual election.

- b. It shall be the duty of the nominations committee to make the final critical appraisal of candidates to see that the nominations are in the best interests of the AARC and the Society through a consideration of personal qualifications and geographical representations as applicable.
- c. The election committee under the direction of the Society President / Board of Directors shall prepare, receive, verify and count ballots for all elections held during the calendar year.
- d. In the event of an electronic vote, votes will be tallied by the company providing the electronic voting service.
- e. In the event the SDSRC holds an online election the nominations and elections committee chair shall be the President-Elect or the President or the Past-President due to the confidentiality of the AARC membership list used to populate the list of eligible votes into the computerized election system.

Section 4 Program and Education Committee

The purpose of this committee is to plan, organize and conduct education meeting for the Society in conjunction with the annual business meeting and / or any other meeting as deemed by the Board of Directors.

Section 5 Bylaws Committee

The committee shall review and update the bylaws of the Society and prepare any amendments to the Bylaws for approval by the Board of Directors and AARC.

Section 6 Public Relations and Chapter Affairs Committee

The committee shall concern itself with the preparation and publications of this Society for the public, hospitals, and other organizations through dissemination of information concerning respiratory care. The committee shall maintain social media accounts and update social media accounts on a regular basis.

Article XIII Society Medical Advisor

The Society shall have at least one (1) Medical Advisor who shall conform to the AARC Bylaws.

Article XIV FISCAL YEAR

The fiscal year of this society shall be from January 1 to December 31.

Article XV ETHICS

If the conduct of any Society member shall appear, by report of the Society or the AARC Judicial Committee, to be in willful violation of the Bylaws or standing rules of this Society, or the AARC, or prejudicial to the Society's interests as defined in the AARC Code of Ethics, the Board of Directors may, by a two-thirds (2/3) vote of its entire membership, suspend or expel such a member. A motion to reconsider the suspension or expulsion of a member may be made at the next regular meeting of the Board of Directors. All such suspension or expulsion actions shall be reported immediately to the AARC Judicial Committee.

Article XVI **PARLIMENTARY AUTHORITY**

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

Article XVII **AMENDMENT**

The Bylaws may be amended at any regular meeting of the Board of Directors of the South Dakota Society of Respiratory Care by a two-thirds (2/3) majority vote of the Board of Directors, providing the amendment has been presented to the membership for comment, in writing, at least thirty (30) days prior to the vote. All amendments must have been previously approved by the Associations ByLaw's Committee and shall become effective upon ratification by the Board of Directors.

Enacted	July 1988	
Revised: May 1992	AARC Approval Dec. 1992	SDSRC Approval Dec. 1992
Revised: Sept. 1996	AARC Approval Oct. 1996	SDSRC Approval Apr. 1997
Revised: Sept. 1999	AARC Approval Dec. 1999	SDSRC Approval Apr. 2000
Revised: Jan. 2005	AARC Approval Mar. 2005	SDSRC Approval June 2005
Revised: May 2011	AARC Approval Aug. 2011	SDSRC Approval Dec 2011
Review: May 2014	AARC Approval July 2014	
Revised: March 2016	AARC Approval April 2016	SDSRC Approval April 2016
Revised: May 2022	AARC Approval August 2023	SDSRC Approval July 2022