

OSRC BYLAWS

Revised September 15, 2016

OKLAHOMA SOCIETY FOR RESPIRATORY CARE, INC

ARTICLE I -NAME

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

ARTICLE II - BOUNDARIES

The area included within the boundaries of this Society shall be the boundaries of the State of Oklahoma.

ARTICLE III - OBJECT

SECTION 1. PURPOSE

- I. To encourage, develop and provide on a statewide basis educational programs for those persons actively participating and/or interested in the field of Respiratory Care.
2. To advance the science, technology, ethics and art of Respiratory Care through institutes, meetings, lectures, and the preparation and distribution of newsletter and other materials.
3. Facilitate cooperation and understanding among respiratory care personnel and the medical profession, allied health profession, hospitals, service companies, industry, governmental organizations, and other agencies interested in respiratory care
4. Provide education of the general public in pulmonary health promotion and disease prevention.

SECTION 2. INTENT

1. No part of the funds of the Society shall inure to the benefit of any private member or individual; nor shall the corporation perform particular services for individual members thereof.
2. The Board of Directors shall provide for the distribution of the funds, income, and property of the Association to charitable education, scientific, or religious corporations, organizations, community chest, foundations, or other kindred institutions maintained and created for one or more of the foregoing purposes and if gifts or transfers to the payee or distributees are then exempt from taxation under the provisions of Sections, 501, 2055, and 2522 of the Internal Revenue Code or changes which amend or supersede the said sections.
3. In the event of the dissolution of this 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 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 chest, foundations, or other kindred institutions maintained and created distributees are then exempt from income taxation, and if gifts or transfers to the payee or distributees are then exempt from taxation under the provisions of Sections 501, 2055, and 2522 of the Internal Revenue Code or changes which amend or supersede the said sections.

ARTICLE IV - MEMBERSHIP

SECTION 1. CLASSES

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

SECTION 2. ELIGIBILITY

An individual is a member of this Society if that person is a member of the AARC as specified in the AARC Bylaws.

SECTION 3. CLASSIFICATIONS

The classifications and limitations of membership are as defined in the AARC Bylaws.

SECTION 4. APPLICATION FOR MEMBERSHIP

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

ARTICLE V - OFFICERS

SECTION 1. OFFICERS / MEMBERS OF THE BOARD OF DIRECTORS

The officers of the Society shall be a President, a President Elect, an immediate Past President, a Vice-President, a Secretary, a Treasurer, and two delegates.

All officers are members of the Society's Board of Directors.

SECTION 2. TERM OF OFFICE

With the exception of delegates, the term of office for Society officers shall be one (1) year. The term of all officers shall begin January 1st of each year. The President-elect shall complete immediate successive one (1) year terms for the offices of President-elect, President, and immediate Past President before being eligible to run for a new elected Board of Director office. The incumbent officers shall remain in office until such date and time their respective successors assume office, a written resignation is received by the Board of Directors of the Society, or the individual's membership status in the Society is no longer active.

SECTION 3. VACANCIES IN OFFICE

1. In the event of a vacancy in the office of the President, the President-elect shall become acting President to serve the unexpired term and shall serve his/her own, the successive term, as President.
2. In the event of a vacancy in the office of the President-elect, the Board of Directors shall appoint a Past President of the Society to fill the office until a new President-elect is elected by the membership.
3. In the event of a vacancy in the office of the Vice-President, Secretary or Treasurer, the Board of Directors shall fill the vacancy by appointment of a qualified applicant. The individuals as appointed shall serve the remaining unexpired term of office.

SECTION 4. DUTIES OF OFFICERS

1. 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 submit it to the membership not fewer than thirty (30) days prior to such a meeting in accordance with Article TX, 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 of Directors not fewer than seven (7) days prior to such a meeting; appoint standing and special committees subject to the approval of the Board of Directors; be an ex-officio member of all committees except the Nominations and Elections Committee; present to the Board of Directors and membership an annual report of the Society activities.
2. 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 chair the Budget Committee; and shall perform such other duties as shall be assigned by the President or the Board of Directors.
3. The Vice-President shall chair the Program and Education Committee
4. 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; and depositing funds as the Board of Directors may designate. He/she shall see that full and accurate accounts are kept, submit quarterly trial balances to the Board of Directors and the Audit Committee at the next Board of Directors meeting. At the expense of the Society, he/she shall be bonded in an amount determined by the Board of Directors.
5. The Secretary shall have charge of keeping the minutes of the Board of Directors meetings, 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 within ten (10) days 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.
6. The immediate Past President shall hold the office of Past President and shall be a voting member of the Board of Directors. The immediate Past President shall advise and consult with the President and the Board of Directors and shall perform such other duties as shall be assigned from time to time by the President or the Board of Directors. In the event of a vacancy in the office of Past President, the Board of Directors shall fill the vacancy by appointment. The individual so appointed shall be a Past President and serve the remaining unexpired term of office.

7. The Audit Committee Chair is elected by the membership and shall monitor financial records and tax records of the organization insuring appropriate documentation of each financial transaction.

ARTICLE VI - SOCIETY DELEGATION TO THE AARC HOUSE OF DELEGATES

SECTION 1. ELECTION

1. The Delegate(s) shall be elected by the Active Members of the OSRC, employed within the boundaries of the State of Oklahoma. The term of office shall begin on January 1 following the election and will be for 4 years (2 years as Junior Delegate followed by 2 years as Senior Delegate).
2. Only Active Members of the AARC/OSRC who are not on the Board of Directors of the AARC shall be eligible to serve as Delegate.
3. The OSRC Board of Directors shall have the power to declare the office(s) of Delegate, vacant upon refusal, neglect, or inability of the Delegate(s) to perform the duties of office, or for any other conduct deemed prejudicial to the AARC or OSRC. Written notice shall be given to the Delegate(s) and the AARC that the office(s) have been declared vacant.

SECTION 2. PURPOSE

The Delegate(s) shall serve to represent the general membership at affiliate meetings and the state society at national meetings. They shall participate in the establishment of the goals and objectives for the Association and participate in the governance of the Association. The Society's current President shall be considered a third delegate with voting privileges at the House of Delegates.

SECTION 3. BOARD MEMBER

The Delegate(s) shall be voting members of the Society's Board of Directors. SECTION 4. VACANCY

1. In the event of a vacancy in the office of a Delegate, the Board of Directors may temporarily fill the vacancy by appointment of a Board member elected by active members of the OSRC. The appointee shall serve until the next scheduled election.
2. In the event of a vacancy of both Delegates, one vacancy may be temporarily filled by the Board of Director by appointment of a Board member elected by active members of the OSRC active members. This appointee shall fill the remainder of that term. The other vacancy will be filled by special election. The appointee will fill the remainder of that term. The other vacancy will be filled by special election.

ARTICLE VII - NOMINATIONS AND ELECTIONS

SECTION 1. NOMINATIONS AND ELECTIONS COMMITTEE

The Board of Directors shall appoint a Nominations and Elections Committee each year at least one hundred and eighty (180) days before the annual business meeting to present a slate of nominees for the following year. The chairperson of this committee shall report the slate of nominees to the Board of Directors at least forty-five (45) days prior to the annual business meeting.

SECTION 2. NOMINATIONS

1. The Nominations and Elections Committee shall place in nomination the names of persons for the office of President-elect, Vice-President, Secretary, Treasurer, Delegate (every other year), and Audit Committee Chairperson.
2. Only Active AARC / OSRC members in good standing shall be eligible for nomination.
3. The Nominations and Elections Committee shall provide a pertinent biographical sketch of each nominee's professional activities and services to the organization, all of which shall be a part of the ballot.

SECTION 3. BALLOTS

1. The Nominations and Elections Committee's slate shall be mailed or made available electronically to every Active Member in good standing and eligible to vote at least thirty (30) days prior to the annual business meeting. Biographical sketches will be posted on the OSRC website at the time the ballots are mailed. Ballots will refer voting members to that information.
2. If the Society's Board of Directors specifies that the vote shall be by mail or electronic method, the list of nominees shall be so designed as to have a secret mail or electronic ballot attached with provisions for write-in/add-in votes for each office. Return ballots, to be acceptable, must be postmarked or received electronically at least five (5) days before the annual business meeting. The deadline date shall be clearly indicated on the ballot.
3. Any Active Member admitted to the membership up to the day of the ballot mailing shall be entitled to vote. Those members admitted to the membership after the day of ballot mailing shall be eligible to vote at the next regular election.

SECTION 4. ELECTIONS

The Nominations and Elections Committee shall review the eligibility of each ballot and tally the votes prior to the annual business meeting. The results of the elections shall be announced at the annual business meeting. Society elections shall be determined by a majority of the votes cast. A tie vote fails and the ballot for that office will be mailed a second time to the membership for a vote.

ARTICLE VIII - BOARD OF DIRECTORS

SECTION 1. COMPOSITION AND POWERS

1. The executive government of this Society shall be vested in the Board of eight (8) Active Members consisting of the President, President-elect, Vice-President, Secretary, Treasurer, immediate Past-President and two (2) Delegates.
2. The President shall be Chairperson and presiding officer of the Board of Directors and the Executive Committee.

1. 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. GENERAL DUTIES OF BOARD OF DIRECTORS

1. Supervise all business and activities of the Society within the limitations of these Bylaws.
2. Adopt and rescind rules, regulations, policies, procedures, and standing rules of the Society, by which all members of the Society will be bound.
4. Determine remuneration, stipends, and other related matters, after consideration of the budget.

SECTION 3. MEETINGS

1. The Board of Directors shall hold regularly scheduled meetings at least quarterly during the calendar year.
2. Special meetings of the Board of Directors shall be called by the President at such time as the business of the Society shall require, or upon written request of four (4) members of the Board of Directors. The meeting request will be filed with the President and the Secretary of the Society.
3. Written, or electronic, or printed notice stating the date, time, and place of meetings of the Board of Directors and an agenda of the meeting shall be delivered to each Board Member not less than 5 calendar days before the day of the meeting, by/or at the direction of the President.

4. A majority of the Board of Directors shall constitute a quorum at any meeting of the Board. A quorum is required to conduct business.
5. Individuals shall be invited to the meetings of the Board of Directors as deemed necessary with the privilege of voice but not vote.
6. All meetings are open to the membership. The right of executive session may be exercised by the Board of Directors when deemed appropriate. The intent of executive session is for discussion of issues by Board of Director members only. No business can be conducted nor votes taken while a body is in executive session.

SECTION 4. MAIL or ELECTRONIC VOTE

Whenever, in the judgment 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 Nominations and Election Committee to conduct a vote of the membership by mail or electronically. The question thus presented shall be determined according to the majority of the valid votes received by mail or electronically within thirty (30) days after the date of such submission, except in the case of a change in the Bylaws when a two-thirds (2/3) majority of the valid vote is required.

Any and all action approved by the members in accordance with the requirements of this Article shall be binding upon each member thereof. Any amendment to the Bylaws of this Society shall be presented to the membership at least thirty (30) days prior to the mail or electronic vote.

SECTION 5. EXECUTIVE COMMITTEE

The Executive Committee of the Board of Directors shall consist of the President, President elect, Vice-President, immediate Past-President, Secretary, and Treasurer. They shall have the power to act for the Board of Directors. The Executive Committee shall also function as the Budget Committee.

ARTICLE IX - ANNUAL BUSINESS MEETING

SECTION 1. DATE AND PLACE

1. The Society shall hold at least one annual business meeting during the fiscal year. Additional meetings may be held as required to fulfill the objectives of the Society.
2. The date and place of the annual business meeting and additional meetings shall be approved 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 provided the material is sent in the same words to the voting membership.

SECTION 2. PURPOSE

1. The annual business meeting shall be for the purpose of reviewing reports of officers and committees, the results of the election, installation of new officers and for other business brought by the Board of Directors.
2. Additional business meetings shall be for the purpose of receiving reports and other business brought by the Board of Directors.

SECTION 3. NOTIFICATION

Written or electronic notice of the annual business meeting and an agenda for the meeting shall be posted on the OSRC website not fewer than 30 days prior to the scheduled meeting.

ARTICLE X - COMMITTEES

SECTION 1. STANDING COMMITTEES

1. The Chair and members of the Standing Committees shall be appointed by the President, except the Budget Committee, Audit Committee, and Program and Education Committee. The Budget Committee will be chaired by the President-elect and the Audit Committee Co-chair shall be elected by the membership. Program and Education Committee will be chaired by the Vice-President. Appointments are subject to ratification of the Board of Directors. The individual so appointed shall serve for a term of one (1) year starting January 1st of each year.

2. Standing committees are as follows:

Membership Committee
Budget Committee
Audit Committee
Nominations and Elections Committee
Judicial and Bylaws Committee
Program and Education Committee
Publication, Public Relations Committee
Scholarship Committee
Legislative Committee

3. Recommendations of standing committees will be ratified by the Board of Directors. If a recommendation from a standing committee is not ratified by the Board of Directors, the committee chair may appeal the decision to the Board of Directors. A two-thirds (2/3) vote of the Board of Directors shall be required to sustain an appeal.
4. The Chair and/or member(s) of the standing committees may be removed from office by the Board of Directors.

SECTION 2. SPECIAL COMMITTEES AND OTHER APPOINTMENTS

Special committees may be appointed by the President of the Society.

SECTION 3. COMMITTEE CHAIR DUTIES

1. The chairperson shall perform those duties specified by the President and the Board of Directors to carry out the objectives of this Society.
2. The chairperson of each committee shall confer promptly with the members of his/her committee on work assignments.
3. The chairperson of each committee may recommend prospective committee members to the Board of Directors. When possible, the chairperson of the previous year shall serve as a member of the committee.
4. The chairperson shall be encouraged to attend and report at each Board of Directors meetings. In the event that the chairperson cannot attend a Board of Directors meeting, they will be charged and required to submit a report in writing or electronically seven (7) days prior to the next scheduled to the Board of Directors.

5. Non-members or physician members may be appointed as consultants to committees. The President shall request recommendations for such appointments from the Medical Advisor.

SECTION 4. DUTIES OF THE COMMITTEES

1. Membership Committee

This committee shall be responsible for the recruitment of new qualified applicants for membership in this Society.

2. Budget Committee

This committee shall be chaired by the President-elect and shall be composed of the Executive Committee. The committee will formulate and propose an annual budget for approval by the Board of Directors. The proposed budget shall then be submitted to the membership at least thirty (30) days prior to the annual business meeting for ratification. The committee will review the ratified budget to ensure that all expenditures are within the guidelines of the budget.

3. Audit Committee

The chairperson of this committee shall be elected by the general membership and the committee shall consist of members appointed by the chairperson. In the event of a vacancy in the chair of this committee, the office will be filled by mail or electronic vote. The committee shall be accountable for quarterly audits of the treasurer's reports. The committee shall be accountable for arranging an external annual financial audit of the Society's books.

4. Nominations and Elections Committee

The committee shall prepare for review by the Board of Directors, a slate of candidates for the annual election. The committee shall prepare, receive, verify and count the ballots for all elections held during the fiscal year.

5. Judicial and Bylaws Committee

The committee shall receive formal, written complaints against any individual Society member charged with any violation of the Society Bylaws, or otherwise with any conduct deemed detrimental to this Society or the AARC. Complaints or inquires may be refened to this Society by the Judicial Committee of the AARC. The committee shall follow the procedure set forth in the AARC Bylaws.

Complaints regarding individual members of the OSRC are referred to the Judicial and Bylaws Committee of the OSRC who then may refer the issue to the Oklahoma State Board of Medical Licensure and Supervision. Individuals expressing concerns about a particular member are advised to put the complaint in writing and forward it to the OSRC Board of Directors who then forwards it to the Judicial Committee. All other complaints are received by the Board of Directors and referred to the appropriate committee. A written response is made by a member of the Board of Directors within 90 days.

If the committee determines in its sole discretion that the complaint warrants further action, a written statement of the charges shall be prepared with benefit of legal counsel if deemed advisable, and the matter shall be resolved according to established policies and procedures.

The member shall have the right to appeal the decision of the committee to the Board of Directors. There shall be no appeal from the decision of the Board of Directors.

The committee shall receive and prepare all amendments to the Bylaws for submission to the Board of Directors. The Committee may also initiate such amendments for submission to the Board of Directors.

6. Program and Education Committee

This committee shall be chaired by the Vice-President and is responsible for the supervision, planning and organization of all Society sponsored education programs. The committee shall prepare and submit a budget for and a report of all educational meetings to the Board of Directors.

7. Publication/Public Relations Committee

The committee shall concern itself with the publications of this Society in order to provide the Society, the public, hospitals, and other interested organizations with information concerning Respiratory Care. Material shall be subject of approval of this Society's Board of Directors.

The committee will maintain liaison as has been established by the Board of Directors with other organizations whose activities may be of interest to the members of this Society. This will include the preparation of exhibits, programs, and other items to bring the message of Respiratory Care and the AARC to medical, nursing, and hospital groups as well as educational facilities where the use of such material can be expected to recruit new people to the field of Respiratory Care. Such material will be subject to the approval of the Board of Directors.

8. Scholarship Committee

This committee chair will be appointed annually for a one (!)·year terms and will be accountable for submitting committee reports to the Board of Directors. The committee will follow approved policy and procedures as outlined in the OSRC Policy and Procedure Manual.

9. Legislative Committee

This committee chair will be appointed annually for a one (1) year term and will inform the Board of Directors of legislative activity pertinent to the role of the respiratory care practitioners. The Committee will communicate directly with the lobbyist if one is on retainer and network all information to the Board of Directors.

ARTICLE XI -SOCIETY MEDICAL ADVISOR

The Society shall have at least one (1) Medical Advisor as specified by the AARC Bylaws. The Medical Advisor shall be appointed by the Board of Directors.

ARTICLE XII -FISCAL YEAR

The fiscal year of this Society shall be from January 1st through December 31st.

ARTICLE XIII -PARLIAMENTARY PROCEDURE

The mies contained in the latest edition of Roberts Rules of Order - Revised shall govern whenever they are not in conflict with the Bylaws of the Society or the AARC.

ARTICLE XIV -AMENDMENTS

SECTION 1. AMENDMENTS

These Bylaws may be amended with approval of the Board of Directors and the OSRC membership. Amendments are sent to the AARC Bylaws Committee and the AARC Board of Directors for review prior to being sent to the OSRC membership for approval.