

## IaSRC BYLAWS (Final Draft 8/29/2012)

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**2012 IaSRC BYLAWS (Final Draft– 8/29/12)**

**ARTICLE I: NAME AND AFFILIATION**

This organization shall be known as the Iowa Society for Respiratory Care, hereinafter referred to as the Society; a chartered affiliate of the American Association for Respiratory Care, incorporated under the General Not for Profit Corporation Act of the state of Illinois hereinafter referred to as the Association. The Society shall be affiliated with the Association and shall abide by the rules and regulations of the Association as promulgated from time to time. The society is incorporated in the state of Iowa.

**ARTICLE II: BOUNDARIES**

The area included within the boundaries of this Society shall be the boundaries of the State of Iowa, and shall be divided into six (6) districts as follows:

District #1: shall be the North West section of Iowa to include the counties of: Lyon, Osceola, Dickinson, Emmett, Kossuth, Sioux, O'Brien, Clay, Palo Alto, Plymouth, Cherokee, Buena Vista, Woodbury, Ida, and Sac.

District #2: Shall be the North Central section of Iowa to include the counties of: Mitchell, Floyd, Butler, Grundy, Marshall, Winnebago, Worth, Hancock, Cerro Gordo, Pocahontas, Humboldt, Wright, Franklin, Calhoun, Webster, Hamilton, Hardin, Boone and Story.

District #3: Shall be the North East section of Iowa to include the counties of: Howard, Winneshiek, Allamakee, Chickasaw, Fayette, Clayton, Bremer, Black Hawk, Buchanan, Delaware, Dubuque, Tama, Benton, Linn, Jones and Jackson.

District #4: Shall be the South East section of Iowa to include the counties of: Iowa, Johnson, Cedar, Clinton, Scott, Muscatine, Keokuk, Washington, Louisa, Jefferson, Henry, Des Moines, Van Buren and Lee.

District #5: Shall be the South Central section of Iowa to include the counties of: Dallas, Polk, Jasper, Poweshiek, Madison, Warren, Marion, Mahaska, Clarke, Lucas, Monroe, Wapello, Decatur, Wayne, Appanoose and Davis.

District #6: Shall be the South West section of Iowa to include the counties of: Monona, Crawford, Carroll, Greene, Harrison, Shelby, Audubon, Guthrie, Pottawattamie, Cass, Adair, Mills, Montgomery, Adams, Union, Fremont, Page, Taylor, and Ringgold.

**ARTICLE III: OBJECT**

**SECTION 1 – PURPOSE**

- A. Encourage, develop and provide educational programs for those persons interested in respiratory care.
- B. Advance the science, technology, ethics and art of respiratory care through regional institutes, meetings, lectures and the preparation and distribution of various publications and materials.
- C. Facilitate and foster cooperation and understanding between respiratory care personnel and the medical profession, hospitals, service companies, industry and other agencies within the state interested in respiratory care, except that this Society shall not commit any act which shall constitute unauthorized practice of medicine under the laws of the State of Iowa.
- D. Provide education of the general public in pulmonary health promotion and disease prevention.
- E. To serve and advocate on behalf of the patients we serve.

**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. Distribution of the funds, income and property of the Society may be made to charitable, educational, scientific or religious corporations 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 exempt from income taxation, and if gifts or transfers to the payees or distributees are then exempt from taxation under the Internal Revenue Code.

- C. 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 was 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 corporations, community chests, foundations, or other kindred institutions maintained and created for one or more of the foregoing purposes if at the time of distribution the payee or distributee are then exempt from taxation under the provisions of the Internal Revenue Code.
- D. The Society shall not commit any act, which shall constitute unauthorized practice of medicine under the laws of the State of Iowa.
- E. The Society shall, to the maximum extent permitted by law, indemnify each of its present or former directors, officers, employees or other agents against expense, judgments, fines, settlements and other amounts actually and reasonable incurred in connection with any proceeding arising by reason of the fact that any such person is or was an agent of the Society.

**ARTICLE IV: MEMBERSHIP**

**SECTION 1 - REQUIREMENTS**

Current membership in the American Association for Respiratory Care (AARC) shall be the requirement for membership of this Society. Members of the AARC may choose to be a member of any one state affiliate only.

**SECTION 2 - CLASSES AND DUES**

The membership of this Society shall include Active Member or Associate Member. Refer to the AARC Bylaws for full current descriptions and definitions of membership classes.

**SECTION 3 - ETHICS**

If the conduct of any member shall appear to be in violation of the Articles of Incorporation, Bylaws, standing rules, code of ethics or any other regulations, policies and procedures adopted by the Society/Association, or shall appear to be prejudicial to the Society/Association's interests, such member may be reprimanded, suspended, or expelled in accordance with the procedures set forth in the Society/Association's policies and procedures.

**ARTICLE V: OFFICERS AND DIRECTORS**

**SECTION 1 - OFFICERS**

The officers of the Society shall be: a President, a President-Elect, (who shall automatically succeed to the presidency when the President's term ends), an Immediate Past President, a Vice President, a Secretary and a Treasurer.

**SECTION 2 - DISTRICT DIRECTORS**

There shall be one director from each district on the Board of Directors who shall be elected by the membership of that district.

**SECTION 3 – DIRECTORS AT LARGE**

There shall be two (2) Director-at-Large positions.

**ARTICLE VI: BOARD OF DIRECTORS**

**SECTION 1 - COMPOSITION AND POWERS**

- A. The executive government of this Society shall be vested in a board of Active Members consisting of the President, President-Elect, Vice President, Secretary, Treasurer, Immediate Past President, Delegates and one Director from each educational district. Each of these Board members has the privilege of vote. If a Board vote is equally divided, the President's vote shall determine the vote's outcome. Committee Chairs and Committee members have the privilege of voice but no vote.
- B. The President shall be chair and presiding officer of the Board of Directors and the Executive Committee. The President shall invite such individuals to the meetings of the Board 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 two-thirds (2/3) vote, upon refusal, neglect or inability of any member of the Board to perform the duties of that office, or any conduct deemed prejudicial to the Society. Written notice shall be given to the member that the office has been declared vacant.
- D. The Board of Directors shall have the power to conduct a telecommunications vote via the President of the Board. Results of the vote shall be tallied by the President and ratified by the Board of Directors at the next regular meeting.
- E. With the exception of the President-elect, all other "elect" positions shall have the privilege of voice, but not vote.

**SECTION 2 - DUTIES**

- A. Supervise all business and activities of the Society within the limitations of these Bylaws.
- B. Adopt and rescind established policies and procedures of the Society.
- C. Determine remuneration, stipends and other related matters, after consideration of the budget.
- D. Perform such other duties as may be necessary or appropriate for the management of the Society.

**SECTION 3 - MEETINGS**

- A. The Board of Directors shall meet at the annual business meeting and shall not hold fewer than two additional regular and separate meetings during each 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 a majority of 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 4 – MAIL/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 these Bylaws, instruct the Elections Committee to conduct a vote of the membership by either electronic or U. S. mail. The question thus presented shall be determined according to a plurality of the valid votes received 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 votes received 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.

**SECTION 5 - EXECUTIVE COMMITTEE**

The Executive Committee of the Board of Directors shall consist of the President, President-Elect or Immediate Past President (both never serve concurrently), Vice President, Secretary, Treasurer and Senior Delegate. They shall have the power to act for the Board of Directors between meetings of the Board of Directors and such action shall be subject to ratification by the Board at the next regular meeting. The Executive Committee shall also function as the Budget Committee.

**SECTION 6 - MULTIPLE OFFICES**

No officer, District Director or Delegate shall hold another Society elected office simultaneously.

**ARTICLE VII: DELEGATION**

The Delegation shall be composed of two (2) Delegates, hereinafter referred to as the Delegation.

**ARTICLE VIII: ANNUAL BUSINESS MEETING**

**SECTION 1 - DATE AND PLACE**

- A. The Society shall hold an annual business meeting each calendar year.
- B. The date and place of the annual business meeting shall be decided in advance by the Board of Directors.
- C. In the event of a major emergency the Board of Directors shall have the authority to cancel the scheduled meeting, set a new date and inform the membership of such.

**SECTION 2 – PURPOSE AND NOTIFICATION**

- A. The annual business meeting shall be for the purpose of receiving reports of officers and committees, and for other business brought by the President, Board of Directors or the membership.
- B. Additional business meetings shall be for the purpose of receiving reports and other business brought by the President, Board of Directors or the membership.

**SECTION 3 - QUORUM**

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

**ARTICLE IX: MEDICAL ADVISOR**

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

**ARTICLE X: DISTRICT ORGANIZATION**

**SECTION 1 - DISTRICT BOUNDARIES**

The Districts shall be named and their geographic boundaries shall be determined by the Board of Directors.

**SECTION 2 - ORGANIZATION**

- A. The internal organization of each district shall be the concern of the membership of that district, subject to the approval of the Board of Directors, and is consistent with the Bylaws.
- B. District membership shall be determined by the mailing address furnished to the Association.

**SECTION 3 - OFFICERS**

Each district shall elect a Director who shall become a member of the Board of Directors.

**ARTICLE XI: PARLIAMENTARY AUTHORITY**

The rules contained in Robert's Rules of Order, newly revised, shall govern whenever they are not in conflict with the Articles of Incorporation, Bylaws, standing rules or other rules of the Society or Association.

**ARTICLE XII: FISCAL YEAR**

The fiscal year of this Society shall begin January 1<sup>st</sup> and end after December 31<sup>st</sup>.

**ARTICLE XIII: AMENDMENT**

These Bylaws may be amended with a vote of all Active members to amend the Bylaws. A two-thirds (2/3) vote of the valid votes returned shall be required for adoption, provided the amendment has been published to all Active members. All amendments must be approved by the AARC Board of Directors prior to the membership vote. Upon approval the amendments shall become effective immediately.