

OSRC BYLAWS

Revised April 21, 2005

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

1. 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, remaining assets shall be distributed in such manner by majority vote to be best calculated to the Society formed. The distribution of the funds, dissolution may be made available to any similar corporation, organizations, community chest, foundation and created distributees are then exempt from income or distributees are then exempt from taxation under of the Internal Revenue Code or changes which amend whethervoluntaryorinvoluntary,allofits rastheBoardofDirectorsofthisSocietyshall carryouttheobjectivesandpurposesforwhich income,andpropertyofthisSocietyupon aritable,educational,scientific,orreligious tions,orotherkindredinstitutionsmaintained etaxation,andifgiftsortransferstothepayee theprovisionsofSections501,2055,and2522 orsupersedethesaidsections.

4. The Society shall not commit any act, which shall constitute the unauthorized practice of medicine under the laws of the State of Oklahoma.

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 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 their requirements for Chartered Affiliate membership in the OSRC.

SECTION 3. CLASSIFICATIONS

The classifications and limitations of memberships shall be as defined in the AARC Bylaws.

SECTION 4. APPLICATION FOR MEMBERSHIP

Application for membership in this Society shall follow the procedures 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 Vice-President, a Secretary, a Treasurer, and two Delegates. President Elect, an immediate Past President, a

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 of all officers shall begin January 1 of each immediate successive one (1) year term for the office. The Past President before being eligible to run for any office, a written resignation is received by the Board, and the membership status in the Society is no longer active.

for Society officers shall be one (1) year. The term of office of the President-elect shall complete the term of the President-elect, President, and immediate other elected Board of Director offices. The term of office of the President-elect shall be one (1) year, and the term of office of the other elected Board of Director offices shall be one (1) year. The date and time their respective successors assume office shall be the date and time the individual assumes office.

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.

resident, the President-elect shall become acting President. If the President-elect is unable to serve, the President-elect shall become acting President.

2. In the event of a vacancy in the office of the President-elect, the Vice-President shall assume the duties, but not the office of the President-elect, until the membership elects a successor. Refer to Article VII, Section 4 of these bylaws for the process of mail voting.

resident-elect, the Vice-President shall assume the duties, but not the office of the President-elect, until the membership elects a successor. Refer to Article VII, Section 4 of these bylaws for the process of mail voting.

3. In the event of a vacancy in the office of the Vice-President, the Board of Directors shall fill the vacancy by appointment of a qualified applicant. The individual shall serve the remaining unexpired term of office.

ice-President, Secretary or Treasurer, the Board of Directors shall fill the vacancy by appointment of a qualified applicant. The individual 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 members of the Board of Directors not fewer than thirty (30) days prior to the meeting; 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; 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.

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2. The President-elect shall become acting President in the event of the President's absence, resignation, and shall perform such other duties as shall be assigned by the President or the Board of Directors.

tand shall assume the duties of the President in the event of the President's absence, resignation, and shall perform such other duties as shall be assigned by the President or the Board of Directors.

3. The Vice-President shall assume the duties but not the office of the President-elect in the event of the President-elect's absence, resignation, or disability; and will also continue to carry out the duties of the Vice-President and shall chair the Program and Education Committee.

ot the office of the President-elect in the event of the President-elect's absence, resignation, or disability; and will also continue to carry out the duties of the Vice-President and shall chair the Program and Education Committee.

4. The Treasurer shall have charge of all funds and notes, or other orders for payment of bills; disburse and/or in accordance with the adopted budget; and 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 a sum of money determined by the Board of Directors.

curities of the Society; endorsing checks, disburse and/or in accordance with the adopted budget; and 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 a sum of money determined by the Board of Directors.

5. The Secretary shall have charge of keeping the regular business meetings, and the annual business every meeting of the governing body and other business of the AARC within ten (10) days following the meeting in general, performing all duties as from time to time of Directors. Minutes of the Board of Directors meetings, meeting; submitting a copy of the minutes of the Society to the Executive Office of the Society; executing the general correspondence; and it shall be assigned by the President or the Board of Directors.

6. The immediate Past President shall hold the office of the Board of Directors. The immediate Past President and the Board of Directors 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 also appointed shall be a Past President and shall serve the remaining unexpired term of office.

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 their respective Chartered Affiliates not fewer than nine (90) calendar days before the annual business meeting.

2. Only Active Members in good standing of the AARC / OSRC who are not on the Board of Directors of the AARC shall be eligible to be a 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 notices shall be given to the Delegate(s) and the AARC that the office(s) have been declared vacant.

4. The Delegate(s) will assume their position on January 1st every other year. The Delegate with the longest tenure will be deemed Senior Delegate.

SECTION 2. TERM OF OFFICE

The terms of office for the Senior Delegate and Delegates shall be for four (4) years. The Delegate shall succeed the Senior Delegate.

SECTION 3. PURPOSE

The Delegate(s) will serve as a representative body of the general membership and the representative body of our state society. They shall participate in the establishment of the goals and objectives for the Association and participate in the governance of the Association.

SECTION 4. BOARD MEMBER

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

SECTION 5. 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 OSRC active members. The appointee shall serve until the next scheduled election.

2. In the event of a vacancy of both Delegates, one of Director by appointment of a Board member elected by OSRC active members. This appointee shall fill the remainder of that term. The other vacancy will be filled by special election. The other 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 sixty (60) 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 and biographical sketches shall be mailed to every Active Member in good standing and eligible to vote at least thirty (30) days prior to the annual business meeting.

2. If the Society's Board of Directors specifies that the votes shall be by mail, the list of nominees shall be so designed as to have a secret mail ballot attached with provisions for write-in votes for each office. Return ballots, to be acceptable, must be postmarked at least five (5) days before the annual business meeting. The deadline dates shall be clearly indicated on the ballot.

3. If the vote is conducted at the annual business meeting, the date, time and place shall be clearly indicated on the ballot. Provisions shall be made for absentee ballots, which allow eligible members the opportunity to vote.

4. Any Active Member admitted to the membership up to the day of the ballot mailings shall be entitled to vote. Those members admitted to the membership after the day of ballot mailings 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 plurality of the votes cast. Atie votes shall be decided by lot.

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.

3. 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 notices shall be given to the member that the office has been declared vacant.

SECTION 2. DUTIES

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.

3. 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 filed with the President and the Secretary of the Society.

3. Written, or electronic, or printed notices stating the date, time, and place of meetings of the Board of Directors and an agenda of the meetings shall be delivered to each Board Member not less than 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.
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 an executive session may be exercised by the Board of Directors when deemed appropriate. The intent of an 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 an executive session.

SECTION 4. MAIL VOTE

Whenever, in the judgment of the Board of Directors 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. The question thus presented shall be determined according to the majority of the valid votes received by mail 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 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 dissent in the same word to the voting membership.

SECTION 2. PURPOSE

1. The annual business meetings 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 meetings shall be sent to all members of the Society not fewer than ninety (90) days prior to the meeting. An agenda for the annual business meetings shall be sent to all members, not fewer than thirty (30) days prior to the annual business meeting.

SECTION 4. QUORUM

A majority of the voting members present shall constitute a quorum.

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 individuals 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 Committee

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. At 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 to each Board of Directors meeting. 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

Membership Committee

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

Budget Committee

(1) This committee shall be chaired by the President-elect and shall be composed of the Executive Committee.

(2) 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

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AuditCommittee

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NominationsandElectionsCommittee

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JudicialandBylawsCommittee

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(3) 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.

Program and Education Committee

(1) This committee shall be chaired by the Vice-President. The Society Medical Advisor will be a consultant member to this committee.

(2) This committee shall be responsible for the supervision, planning and organization of all Society sponsored education programs.

(3) The committee shall prepare and submit a report of all educational meetings to the Board of Directors.

Publication Committee

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

Public Relation Committee

(1) This committee chair will be appointed annually for one (1) year terms.

(2) 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.

Scholarship Committee

(1) This committee chair will be appointed annually for one (1) year terms.

(2) This committee will be accountable for submitting committee reports to the Board of Directors.

(3) This committee will follow approved policy and procedures as outlined in the OSRC Policy and Procedure Manual.

Legislative Committee

(1) This committee chair will be appointed annually for one (1) year terms.

(2) This Committee will inform the Board of Directors of legislative activity pertinent to the role of respiratory care practitioners. The Committee will communicate directly with the lobbyist if one is a retainer and network all information to the Board of Directors.

SECTION 5. VACANCIES ON COMMITTEES

In the event of a vacancy on the Audit Committee, the Audit Chair will appoint an OSRC member to fill such vacancies.

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 rules contained in the latest edition of Robert's 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

(1) These Bylaws may be amended in accordance with Article X Section 4, Duties of the Committees, if a quorum is present and if an amendment receives an affirmative majority vote of the Board of Directors present at such meeting. The amendment must then be submitted (electronically or in publication form) to the membership for comments and input within forty-five (45) days of that meeting in which the first affirmative vote was taken. At the next regularly scheduled meeting of the Board of Directors the amendment will receive a second reading and vote. If the amendment receives an affirmative vote of two-thirds (2/3) of the Board of Directors present at such meeting, then it shall be adopted.

2. Amendments approved by the OSRC Board of Directors will then be sent to the AARC Bylaws Committee and the AARC Board of Directors for review.

SECTION 2. CONFLICTS WITH AARC BYLAWS

Notwithstanding the provisions of Section 1 of this Article, these Bylaws may be amended by the Board of Directors at any time they are found to be in conflict with the Bylaws of the AARC.