

Bylaws of the
Maine Society for Respiratory Care
Chapter
Of the
American Association for Respiratory Care

ARTICLE I - NATURE, PURPOSE, INTENT

Section 1. Name

The name of this corporation is the "Maine Society for Respiratory Care", (hereinafter "Society"). It is a chapter of the American Association for Respiratory Care, (hereinafter "AARC" or "Association").

Section 2. Purpose

The purpose and mission of this Society is to support those of the Association and to encourage those Maine individuals who are involved in respiratory care to become members of the Society and the Association.

Section 3. Intent

No part of the net earnings of this Society shall inure to the benefit of any Directors, Officer, Member or any private individual (except that reasonable compensation may be paid for services rendered to or for this Society in carrying out one or more of its purposes) and no Director, Officer, Member or other individual shall be entitled to share in the distribution of any of the Society's assets upon its dissolution.

Section 4. Term Dissolution

This Society shall exist in perpetuity, but in the event of its dissolution or termination of its activities, its assets remaining after payment of all its liabilities shall be distributed exclusively to one or more organizations organized and operated exclusively for similar purposes as this Society, which shall then qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, and as a charitable, benevolent, eleemosynary, scientific or educational corporation within the meaning of Title 12-B of the Maine Revised Statutes, as amended from time to time.

ARTICLE II – MEMBERSHIP

Section 1. Eligibility

An individual is eligible to be a member of this Society if he/she is a member of the AARC as specified in Article III of the AARC Bylaws, a copy of which is attached hereto as Exhibit A, and provided he/she resides or is employed within the State of Maine.

Section 2. Classification

a. Classes

The membership of the Society shall include three (3) classes: Active Member, Associate Member, and Special Member as more fully described in Article III of the AARC Bylaws.

b. Rights and Privileges

Active members in good standing 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.

Associate members shall have all of the rights and privileges 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.

Special Members, consisting of Life Members, Honorary Members and General Members shall have the same rights and privileges as described in Article III of the AARC Bylaws.

ARTICLE III – OFFICERS AND DIRECTORS

Section 1. Officers

The elected officers of the Society shall be: a President, a President-Elect, the Immediate Past President, a Secretary, and a Treasurer, all of whom shall be Directors. The President-Elect shall immediately succeed the President. No two offices may be held by the same person at one time.

Section 2. Directors

There shall be no less than five (5) nor more than ten (10) Directors. Two (2) Directors shall be Delegates (hereinafter also referred to collectively as the "Delegation"). The remaining Directors shall be elected at large from the Active Members in good standing.

Section 3. Term of Office

The term for all Officers and Directors except as further noted, shall be one (1) year. The two Delegates shall each serve for four (4) years with their terms staggered two (2) years apart. The Secretary and Treasurer shall each serve for two (2) years with their terms staggered one year apart. Terms shall begin immediately following the annual meeting at which the respective officers and board members are elected. The incumbents shall remain in office until such time as their respective successors assume office. The President and the President-Elect shall not serve more than one (1) consecutive term in the same office. No other officer or board member may serve more than three consecutive terms in the same office.

Section 4. Duties of Officers

a. The President shall:

1. Preside at all regular and special meetings, the annual meeting, and all meetings of the Board of Directors.
2. Prepare an agenda for each meeting at which he/she presides.
3. Appoint standing and special committees subject to the approval of the Board of Directors.
4. Be an ex-officio member of all committees; and
5. Present to the Board of Directors an annual report of the Society.

b. The President-Elect shall:

1. Become acting President and assume the duties of the President in the event of the President's absence, resignation, or disability.
2. Be Chair of the Society Judicial Committee.
3. Be Chair of the Society Nominating Committee.
4. Be Chair of the Constitution and Bylaws Committee.

5. Other Society duties as designated by the President.

c. **The Secretary shall:**

1. Keep the minutes of the Board of Directors and all regular or special meetings and shall keep a book for such purpose;
2. Send to the Headquarters of the AARC a copy of the minutes of every Society meeting as defined in Article X, Section 4 of the AARC Bylaws.
3. Have custody of the seal of Society as well as all-corporate records, official documents, and proceedings of the Society.
4. Attest to the signature of all officers of the Society;
5. Provide notices of all special and regularly scheduled meetings of The Society;
6. Act as the Registered Agent of the Society should no third party be authorized to do so by the Board of Directors and as Registered Agent the duties shall include, but not be limited to preparation of the Society's annual report that is to be filed with the Maine Secretary of State's office each year; and
7. Perform all duties that may be assigned from time to time by the President or the Board of Directors.

d. **The Treasurer shall:**

1. Be responsible for oversight of all the financial functions of the Society and shall maintain the books of account and all financial records of the Society;
2. Approve the payment of all bills and disburse funds under the direction of the Board of Directors in accordance with the approved budget;
3. Have signing authority of all checks and other financial documents of the Society in conjunction with the President;

4. Prepare a complete written report of the finances of the organization for the preceding year for the annual meeting and aid such other audits as may be directed by the Board of Directors; and
5. Be bonded, as may be required by the Board of Directors.

e. The Immediate Past President shall:

1. Advise and consult with the President; and
2. Perform such other duties as shall be assigned by the President or the Board of Directors.

Section 5. Executive Committee

- a. The Executive Committee of the Board of Directors shall consist of the officers of the Society.
- 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.

ARTICLE IV. - NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee

The President, with approval of the Board of Directors, shall appoint a nominating committee each year at least sixty (60) days before the annual meeting to present a slate of nominees for the following year. The President-Elect as chair of this committee shall report the slate of nominees at a Chapter meeting at least thirty (30) days prior to the annual meeting.

Section 2. Nominations

The nominating committee may place in nomination the names of more than one (1) person for the office of President-Elect, Secretary, Treasurer, two (2) Alternate Delegates, and Board Members At Large. In the event of a vacancy in the office of President-Elect, nominations will be accepted for the office of President-Elect to replace the vacant office. The Nomination Committee will accept nominations from any member of the Society. Only Active members in good standing shall be eligible for nomination. The Board of Directors shall approve the slate of candidates prior to any balloting.

Section 3. Ballot

- a. The proposed slate shall be mailed to every Active Member in good standing as of the first day of the month that ballots are mailed and eligible to vote at least thirty (30) days prior to the annual meeting.
- b. If the Society's Board of Directors specifies that the vote shall be by mail, the list of nominees shall be so designated as to be a secret mail ballot with provisions for write-in votes for each office. Ballots to be acceptable must be postmarked at least five (5) days before the annual meeting. The deadline, time, and return address shall be clearly indicated on the ballot.
- c. If the vote is to be conducted at the annual meeting, the time, date, and place shall be clearly indicated on the list of nominees provided to the Active Members.
- d. The paper ballots will be returned to the President-Elect by the voting Members. The returned ballots authorize the President-Elect to cast the ballots.

Section 4. Election Committee

The President shall appoint an impartial election committee, which shall check the eligibility of each ballot and tally the votes at the annual business meeting. The results shall be announced at the annual business meeting.

ARTICLE V- BOARD OF DIRECTORS

Section 1. Composition

- a. The Board of Directors shall consist of the Immediate Past President, President, President-Elect, Secretary, Treasurer, the two (2) Delegates, and four to six (4 to 6) at large Directors to be elected annually.
- b. The President shall be the Chairperson and Presiding officer of the Board of Directors. He/she shall invite in writing such individuals and guests to the meeting of the Board as deemed necessary.
- c. The Board of Directors shall have 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 his/her duties of 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. Duties

- a. Supervise all the business and activities of this Society pursuant to this Society's Bylaws.
- b. Notify the Medical Advisor(s) of all such meetings and actions as are deemed pertinent.

Section 3. Vacancies

- a. In the event any vacancy occurs in the Board of Directors with the exception of the President President-Elect and the two (2) Delegates, an individual shall be appointed by the Board of Directors to serve out the remainder of that term of office of any other Officer or Board Member.
- b. President - In the event of a vacancy in the office of President, the President-Elect/Vice President shall become Acting President to serve the unexpired term and shall also serve the successive term as President.
- c. President-Elect - In the event of a vacancy in the office of President-Elect, the Treasurer shall assume the duties, but not the office, of the President-Elect President-Elect/Vice President.
- d. Delegate - In the event of a vacancy in the Delegation, the Board of Directors shall appoint an Acting Delegate(s)" until such time as a special election can be held to elect a new Delegate(s). The Board of Directors shall have the power to declare any position of the Delegation vacant upon refusal, neglect, or inability of a Delegate to properly perform the duties of office or for any other conduct deemed prejudicial to the society or the Association. Written notice shall be given to that Delegate and to the Speaker for the House of Delegates that the office has been declared vacant.
- e. Committees - In the event of vacancies occurring on any committee, the President shall appoint members to fill such vacancies subject to the approval of the Board of Directors.

Section 4. Meetings

- a. The Board of Directors shall meet four (4) times per year.
- b. Additional meetings of the Board of Directors shall be called by the President with the consent of two (2) other Board members at such times as the business of

the Society may require, or upon written request of a majority of the members of the Board of Directors filed with the President.

- c. A simple majority of the Board of Directors shall constitute a quorum of any meeting of the Board.

ARTICLE VI - ANNUAL BUSINESS MEETING

Section 1. Date and Place

- a. The Society shall hold an annual business meeting in the last quarter of each calendar year. Additional meetings may be held as required to fulfill the objectives of the Society.
- b. The date and place of the annual business meeting shall be set in advance by the Board of Directors. The Board of Directors may cancel the scheduled meeting for a legitimate business reason and a new date and place shall be set, as soon as is feasible.

Section 2. Purpose

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

Section 3. Notification

Written notification of the time and place of the annual business meeting shall be sent to all members of the Society not less than forty-five (45) days prior to the annual business meeting. An agenda for the annual business meeting shall be sent to all members not less than thirty (30) days prior to the annual business meeting. The date of record to be considered eligible to vote shall be, the last day of the month prior to the distribution of the ballots. The ballots returned by the members give the secretary the authorization to cast the ballots.

Section 4. Quorum

A simple majority of the Society Board of Directors, present at a duly called business meeting shall constitute a quorum.

ARTICLE VII - DELEGATES

Section 1. Election

Delegates of this Society to the House of Delegates of the AARC shall be elected as specified in Article VII of the National Bylaws.

Section 2. Duties

The duties of the Delegates shall be as specified in the Bylaws of the AARC.

ARTICLE VIII- MEDICAL ADVISORS

Section 1. Composition

The Society shall have at least one (1) Medical Advisor, who shall be an interested physician who is a member of the American College of Chest Physicians (ACCP), or of the American Thoracic Society (ATS), or the American Society of Anesthesiologists (ASA), and/or a Medical Director of Respiratory Care. The name(s) of all Medical Advisor(s) shall be provided to the AARC Board of Medical Advisors.

Section 2. Duties

The Medical Advisor shall:

- a. Attend the annual business meeting.
- b. Consult on all matters of medical policy; and
- c. Advise committees regarding education and publication.

ARTICLE IX- COMMITTEES

Section 1. Standing Committees

The members of the following standing committees shall be appointed by the President, subject to approval by the Board of Directors, to serve for a term of one (1) year, except as otherwise specified in the Bylaws.

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|-----------------------|--------------------------|
| 1. Membership | 5. Nominating |
| 2. Elections | 6. Program and Education |
| 3. Judicial | 7. Bylaws |
| 4. Finance and Budget | 8. Newsletter |

Section 2. Duties of Committees

a. Membership Committee

1. This committee shall consist of at least three (3) Active Members, one of who is a member of the Board of Directors, who will each serve for a one year-term.
2. This committee shall act as a liaison between the Board of Directors and the general membership. It shall also act as a liaison to the non-member Respiratory Care Practitioners in the State of Maine.

b. Elections Committee

1. This committee shall prepare, receive, verify and count all ballots.
2. This committee shall consist of three (3) Active Members, one (1) whom is a member of the Board of Directors, who will each serve for a one (1) year term.

c. Judicial Committee

1. This committee shall consist of the President-Elect/Vice President, who shall act as chair, one of the Delegates, and one (1) member at large appointed by the Board of Directors. The term of each member shall be one (1) year.

2. This committee shall review formal, written complaints against any individual Society member charged with any violation of the Society's Bylaws or otherwise with any conduct which is detrimental to the Society or the Association. Complaints or inquiries may be referred to this committee by the Judicial Committee of the AARC.
3. If the committee determines that the complaint justifies an investigation, a written copy of the charges shall be prepared for the Medical Advisor.
4. A statement of charges shall then be served upon the member and an opportunity given that member to be heard before the committee. The complainant must be permitted to be present.
5. After careful review of the results of the hearing conducted with benefit of legal counsel, when the chairman of the committee deems counsel to be necessary or desirable, the committee shall make recommendations for action to the Board of Directors and shall forward a complete report, including copies of all documents to the chairman of the Judicial Committee of the AARC.

d. Finance and Budget Committee

1. This committee shall consist of at least three (3) members of the Board of Directors: the Treasurer who shall be chair, the President-Elect/, and the immediate Past President. The term of each member shall be one (1) year or so long as they shall serve in their designated office.
2. This committee shall propose a budget for the coming year and be responsible for the auditing of the present year's budget. They are to insure that no category of the budget is exceeded without the consent of the committee, and a two-thirds (2/3) vote of approval of the Board of Directors.

e. Nominating Committee

1. This committee shall prepare a slate of officers and directors for the annual election. The term of each member shall be one (1) year.
2. It shall be the duty of this committee to make the final critical appraisal of candidates including but not limited to. Consideration of each candidate's personal qualifications and geographic representation to assure that the nominations are in the best interests of the Association and the Society.

f. Program and Education Committee

1. The committee shall consist of not fewer than eight (8) members. At least four (4) will be Active Members. The term of each member shall be one (1) year.
2. The committee shall promote, organize, and conduct continuing education programs and education projects, as directed by the President.
3. The committee shall prepare the program for the Annual meeting and all other programs, as directed by the President.

g. Bylaws

1. The Bylaws committee shall consist of the President-Elect and at least two Active Members. The term of each member shall be one (1) year.
2. Proposed amendments to the Bylaws may be originated by the Bylaws Committee or submitted to the Bylaws Committee only by the Board of Directors. The committee shall review the amendments proposed and submit its recommendations to the Board of Directors. Upon receipt, the Board may, but shall not be obligated to, withdraw the proposed amendments from further consideration.
3. Proposed amendments approved by the Board of Directors will be forwarded to the AARC Bylaws Committee for approval and/or recommendations.
4. Amendments that have been approved by the AARC Bylaws Committee shall be forwarded to the Elections Committee for consideration by the Active Members of the Society.

h. Newsletter

1. An editor of the Newsletter will be appointed by the President. Additional members of this committee will be appointed as necessary by the President. The term of the editor and other members of this committee shall be one (1) year.
2. Issues of the Newsletter will be published on a quarterly basis. Additional issues may be published as necessary or desirable.

3. All Members shall be mailed copies of each newsletter. Additional copies shall be mailed to groups or individuals deemed appropriate by the Board of Directors.

Section 3. Special Committees

Special committees may be appointed by the President, subject to approval by the Board of Directors.

ARTICLE X - FISCAL YEAR

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

ARTICLE XI - LIABILITY AND INDEMNIFICATION

Section 1. Exculpation

No Officer, Director, Delegate or Committee Member shall be liable for any act or default of any other Officer, Directors, Delegate, Committee Member or other member of the Society for any loss sustained by the Society or any Officer, Director, Delegate, Committee Member or other member of the Society or for any other liability of the Society, unless the same has resulted from his or her own willful misconduct, gross negligence or criminal action.

Section 2. Indemnification

Every Officer, Director, Delegate and Committee Member shall be indemnified by the Society against all costs, expenses and liabilities (including reasonable attorney's and paralegal's fees) actually and necessarily incurred by or imposed upon him/her in connection with any claim, action, suit, proceeding, investigation or inquiry of whatever nature by a third party in which he/she may be involved as a party or otherwise by reason of his/her having been an Officer, Director, Delegate or Committee Member whether or not he//she continues to be such at the time such costs, expenses and liabilities are incurred or imposed, except in relation to matters as to which he/she shall be finally adjudged to be liable for willful misconduct, gross negligence or criminal action toward the Society in the performance of his/her duties. The foregoing indemnification shall be in addition to and not in limitation of all rights to which such persons may be entitled as a matter of law.

Section 3 Insurance

The Board of Directors shall have authority to purchase and maintain insurance on behalf of any person who is or was an Officer, Director, Delegate or Committee Member against any liability

asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such.

ARTICLE XII - PARLIAMENTARY AUTHORITY

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

ARTICLE XIII- AMENDMENTS

These Bylaws may be amended in accordance with Article IX, Section 2g, at any regular or called meeting or by mail vote. The Bylaws Committee may 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 his/her last address on the records of the Society. Votes shall be returned to the Chair of the Elections Committee and postmarked on or before the date indicated. Not fewer than thirty (30) days shall be allowed for return of the votes. A two-thirds (2/3) vote of the valid votes returned shall be required for adoption. The Elections Committee shall cause the votes to be tallied and the presiding officers shall announce the result to the membership.