

GEORGIA SOCIETY FOR RESPIRATORY CARE, INC.

BY-LAWS

ARTICLE I NAME

This organization shall be known as the Georgia Society for Respiratory Care, Inc., incorporated under the General Not For Profit Act of Georgia, referred to here-in-after as the Society. It is a chartered affiliate of the American Association for Respiratory Care, Inc., referred to here-in-after as the Association, 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 the State of Georgia inclusive.

ARTICLE III OBJECT

SECTION I. PURPOSE

- A. To encourage, develop and provide 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 institutes, meetings, lectures, publications and other materials.
- C. To facilitate cooperation between respiratory care practitioners and the medical profession, hospitals, service companies, industry, governmental organizations and other agencies 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 Georgia.
- D. To encourage and promote membership in the Association.
- E. To provide education of the general public in pulmonary health promotion and disease prevention.

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 funds, income and property of the Society may be made to charitable, educational, scientific or religious organizations, 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 distributees are 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.
- 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 a majority vote determine to be best calculated to carry out the objectives and purpose for which the Society is formed. The distribution of the funds, income and property of the Society upon dissolution may be made available to

any similar charitable, educational scientific or religious organizations, 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 distributees are then exempt from taxation under the provision of sections 501, 2055, and 2522 of the Internal Revenue Code or changes which amend or superseded the said sections.

ARTICLE IV MEMBERSHIP

SECTION 1. TYPES

The membership of the Society shall include four (4) types; Active Member, Associate Member, Special Member, and Patron Member.

SECTION 2. ELIGIBILITY

An individual is eligible to be a member of this Society if the individual is a member of the Association as specified in the Association By-Laws and provided the place of employment is within the defined boundaries of this Society. Associate and Special Members of the Society may be accepted who are not in the defined boundaries. An individual may be a Patron member if they pay dues to the society as defined in the GSRC bylaws.

SECTION 3. CLASSIFICATION

- A. Active Members - A person is eligible for Active membership in the society if the individual is an Active Member in good standing of the Association. Active Members shall have all the rights and privileges granted them by this Society, such as the right to hold office, the right to vote, submit nominations and hold committee chairs.
- B. Associate Members - A person is eligible for Associate membership if the individual is an Associate Member in good standing of the Association. Associate Members shall have all of the rights and privileges of Active Members except that they shall not be entitled to hold office or vote.
- C. Special Members - A person who is a special member in the Association shall have the same rights and privileges as Special members as described in the Association bylaws
- D. Patron Member - An individual may qualify as a Patron member if they meet the requirement for Active, Associate or Special member as defined by the Association, but are not members of the Association, and pay annual dues as established by the Board of Directors. Patron members will have rights and privileges of membership, but cannot vote, chair committees, or hold office in the GSRC.

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Section 4. Regional and District Representatives

- A. A. Regional Representatives are elected Directors at Large. The regions are North Georgia, South Georgia, and the Atlanta region.
- B. B. Districts are geographic areas within the above defined Regions. District Representatives are appointed by the Regional Representatives, or may be appointed by the President. District Representatives are not members of the Board of Directors but have duties as assigned by the board or the Regional Representatives. District Representatives vote on amendments to the bylaws as described in Article XV.

SECTION 5. RESIGNATIONS

A member may resign from the Society by submitting a letter to the Secretary of the Society.

ARTICLE V. BOARD OF DIRECTORS

SECTION 1. COMPOSITION AND POWERS

A. The government of this Society shall be vested in a Board of eleven (11) Active Members consisting of the President, President-Elect, Immediate Past President, Vice President, Secretary, Treasurer, Delegate, Delegate-elect and three (3) Regional Representatives elected from specific regions as defined by the Board of Directors.

B. The President shall be Chair and presiding officer of the Board of Directors and of the Executive Committee. The President shall invite such individuals to the meetings of the Board as shall be deemed necessary.

C. The President may appoint a member of the Society to serve as Parliamentarian and a member to serve as Protocolarian who shall attend Board Meetings without a vote.

SECTION 2. MEETINGS

A. The Board of Directors shall meet at least two (2) times per year.

B. Additional meetings of the Board of Directors shall be called by the President at such times as the business of the Society may require, or upon written request of the majority of the members of the Board of Directors filed with the President and the Secretary of the Society.

SECTION 3. DUTIES

A. Supervise all the business and activities of the Society.

B. Provide a review of the budget and financial status of the society annually.

C. Establish the rate of annual dues.

SECTION 4. EXECUTIVE COMMITTEE

The Executive Committee of the Board of Directors shall consist of the President, President Elect, Past-President, Vice-President Secretary and Treasurer. They shall have the power to act for the Board of Directors in the absence of the Board and such action shall be subject to ratification by the full Board at its next meeting.

SECTION 5. REGIONAL REPRESENTATIVES

The Regional Representatives may be assigned duties by the President. The term of office for Regional Representatives shall be two (2) years, with the North and South Regional Representatives election to take place on even years, and the Atlanta Area Regional Representative election to take place on odd years.

ARTICLE VI. OFFICERS

SECTION 1. OFFICERS

The officers of the Society shall be; President, President-Elect, Immediate Past President, Vice President, Secretary, Treasurer, Delegate, Delegate-elect and Regional Representatives. No officer may hold concurrent office.

SECTION 2. TERM OF OFFICE

The term of office for each officer shall coincide with the fiscal year. If an officer is elected by special election to fill a vacancy, the officer elected will take office following certification of the election by the Board of Directors.

SECTION 3. VACANCIES IN OFFICE

A vacancy occurring among officers shall be filled as follows with the approval of the Board of Directors:

- A. In the event of a vacancy in the office of the President, the Vice President shall become President to serve the unexpired term.
- B. In the event of a vacancy in the office of President-Elect, the Nominating Committee shall place in nomination the names of two (2) candidates for the vacant office. One shall be chosen for the office, through a special election held within 90 days.
- C. If a vacancy occurs in the office of Delegate, the Delegate-elect shall assume the duties of the Delegate as well as complete the term for which he or she was elected to serve.
- D. If a vacancy occurs in the office of Delegate-elect, Vice President, Secretary, Treasurer, or Regional Representatives, the President, with the approval of the Board of Directors, shall appoint a person which meets the criteria to hold office as he or she sees fit to fulfill the duties until the next election. At the next election an individual shall be elected to fill the vacancy for the remainder of the term for that office.
- E. The board of directors shall have the power to declare an office vacant by a two-thirds (2/3) vote of the entire board, upon refusal or neglect of any member to perform the duties of the 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 4. DUTIES OF THE OFFICERS

A. President

The President shall be the Chief Executive Officer of the Society. The President shall preside at all regular and special meetings of the Society and all meetings of the Board of Directors and membership; prepare an agenda for each meeting of the Board; appoint Standing Committees and Special Committees, subject to the approval of the Board of Directors; be an ex-officio member of all committees; present to the Association, the Board of Directors of the Society and the membership an annual report of the Society's activities; assign the Treasurer signature responsibility for all checks and/or countersign all checks at the expense of the Society. The President shall notify the Medical Advisors of all such meetings and actions as are deemed pertinent.

B. President-Elect

The President-Elect shall serve a one-year term and assume the office of President on the first day of the fiscal year. The President-Elect shall be responsible for chairing the Bylaws Committee and shall assume all other duties as charged by the President. The President-Elect shall prepare Committee appointments for presentation to the Board at the first meeting following the assumption of the office of President.

C. Immediate Past President

The Immediate Past President shall assume the duties charged by the President and ratified by the Board of Directors to facilitate continuity in the Society operations.

D. Vice President

The Vice President shall assume the duties of the President in the event of the President's absence, resignation or disability. The Vice president shall assume the duties charged by the President.

E. Treasurer

The Treasurer shall account for the monies of the Society, approve payment of bills and disburse funds under the direction of the Board of Directors. The Treasurer shall be responsible for the continuing record of all income and disbursements and prepare and submit in writing an annual report of the finances of the Society for the preceding year to the Board of Directors and the membership. The Treasurer will serve a two (2) year term.

F. Secretary

The Secretary shall keep minutes of the Board of Directors and all regular and special meetings; attest to the signature of the officers of the Society; send to the Executive Office of the Association a copy of the minutes of every Society and Board of Directors meeting within ten (10) days following approval; perform duties as assigned by the President and the Board of Directors of the Society; and submit such reports as required. The Secretary will serve a two (2) year term.

G. Delegate and Delegate-elect

The duties of the Delegate and Delegate-elect in part, shall be all those outlined in the Association By-Laws. The Delegate and Delegate-elect shall represent the members of the Society in the House of Delegates of the Association. To establish a vacancy in the office of Delegate and/or Delegate-elect the Society shall follow the procedure as outlined in the Association's By-Laws. The term of office for each position shall be two (2) years and the Delegate-elect shall automatically succeed the Delegate

H. Regional Representative

The Regional Representatives may be assigned duties by the President. The term of office for Regional Representatives shall be two (2) years, with the North and South Regional Representatives election to take place on even years, and the Atlanta Area Regional Representative election to take place on odd years.

ARTICLE VII. NOMINATIONS AND ELECTIONS

SECTION 1. NOMINATIONS COMMITTEE

The Committee Chair, with approval of the Board of Directors, shall appoint a Nominations Committee each year. The Chair of the committee shall be the Immediate Past President. The committee shall submit a slate of nominees to the Board of Directors no later than the midway point of the fiscal year.

SECTION 2. NOMINATIONS

A. The Nominations Committee shall place in nomination the names of more than one (1) person for the elected offices of the Society.

B. Life and Active members in good standing shall be eligible for nomination. The Nominations Committee shall provide a pertinent biographical sketch which shall be a part of the ballot.

SECTION 3. BALLOT

A. The Nominations Committee's slate and biographical sketches shall be provided to every voting member of the Society.

B. The list of nominees shall be so designed as to be a secret ballot with provisions for write-in votes for each office except in cases of run-off elections. Ballots, to be acceptable, must be received at the designated place and by the designated time. The deadline date and time shall be clearly indicated on the ballot.

C. Officers to be elected must receive a majority of all votes cast for each office with the exception of the three (3) Regional Representatives, where the individual receiving the highest vote total for their respective region, are elected.

D. A run-off election will be conducted for any office in which a candidate did not receive a majority of the votes cast. The run-off Ballot will list the names of the two (2) candidates receiving the highest number of votes cast; no write-in votes will be accepted on this Ballot. In the event of a tie among more than two (2) candidates a decision will be made by the drawing of two (2) of those names by the President.

E. Membership rolls for voting shall be closed at the end of the month preceding the distribution of the Ballot. Run-off Ballots are a continuation of the original election and the same roll for the distribution of the Ballots will be used.

SECTION 4. ELECTION COMMITTEE

The Nominations Committee Chair shall appoint an impartial Election Committee which shall check the eligibility of each ballot and tally the votes. The results of the ballot shall be announced.

ARTICLE VIII MEDICAL ADVISOR

SECTION 1. NUMBER OF ADVISORS

There shall be at least one (1) Medical Advisor, who shall conform to the association's By-Laws concerning chartered affiliates' Medical Advisors.

SECTION 2. FUNCTION AND POWER

A. The Medical Advisor(s) shall have only such powers as are granted to them by the Board of Directors of the Society.

B. The Board of Directors of the Society should consult with the Medical Advisor(s) regarding matters of medical policy and ethics.

ARTICLE IX. SOCIETY MEETINGS

SECTION 1. BUSINESS MEETINGS AND SEMINARS

A. At least one (1) educational seminar and business meeting of the Society shall be held each year.

B. Additional meetings may be held as deemed necessary by the Board of Directors.

C. A majority of the Active Members of the Society present at a duly called business meeting shall constitute a quorum.

SECTION 2. ANNUAL MEETING

A. The date and place of the Annual meeting and additional meetings shall be decided by the Board of Directors. In the event of an emergency the Board of Directors may cancel the scheduled meeting, set a new date and a place if feasible, or conduct the business of the Society by mail provided that the material is sent to the voting membership.

B. The Annual Meeting shall be for the purpose of receiving reports of officers and committees.

C. Not less than 30-days prior to the Society's Annual Meeting, notice of time and place of the Annual Meeting shall be made to all members of the Society.

ARTICLE X. COMMITTEES

SECTION 1. STANDING COMMITTEES

The members of the following Standing Committees shall be appointed by the President and subject to ratification by the Board of Directors. Each committee shall have no fewer than three (3) members.

Membership and Public Relations

Subcommittees: Scholarship and Polysomnography

Financial

Subcommittee: Long Range Planning

Bylaws

Subcommittee: Judicial

Program and Education

Subcommittees: Continuing Education, Specialty Committees

Nominations

Subcommittee: Elections

Publications

Subcommittees: Advertising and Website

Legislative

Committee charges in addition to those specified in the bylaws will be issued annually by the President.

SECTION 2. SPECIAL COMMITTEES AND OTHER APPOINTMENTS

Special committees and other appointments shall be at the discretion of the President.

SECTION 3. DUTIES OF COMMITTEE CHAIRMEN

A. The Chair of each committee shall confer promptly with the members to consider committee charges. When possible, the Chair of the previous year shall serve as a member of the new committee.

B. All committee reports must be made in writing and submitted to the President and Secretary of the Society at least ten (10) days prior to the meeting at which time the report is to be read.

C. Non-members or physician members may be appointed as consultants to committees.

D. Each committee Chair requiring operating expenses shall submit a request for funding to the Treasurer.

SECTION 4. VACANCIES

In the event of vacancies occurring of any committee chair, the President shall make appointments to fill such vacancies.

ARTICLE XI. COMMITTEE STRUCTURE

SECTION 1. MEMBERSHIP AND PUBLIC RELATIONS COMMITTEE

- A. This Committee shall consist of a Chair, one (1) member of the Board of Directors and additional geographical appointments.
- B. This Committee shall utilize public relations and other methods to increase the membership of the Society and the Associations
- C. This Committee shall also act to promote, to the general public, awareness of the Respiratory Care Profession in the state. The Committee shall also act to foster a positive image of the GSRC among Respiratory Care Practitioners in the State.

SECTION 2. FINANCIAL COMMITTEE

- A. This Committee shall consist of a Chair and at least two (2) members.
- B. Subcommittee under this committee include Long Range Planning
 - 1. Budget and Audit Subcommittee. This Committee shall be composed of a Chair, two (2) members of the Board of Directors, and other members as deemed appropriate. They shall review the financial records of the Society at least annually and report to the membership.
 - 2. Long Range Planning Subcommittee: This Committee shall consist of a Chair who shall be the Society President-Elect, and at least two (2) Active Members. This Committee shall make recommendations for future Society development..

SECTION 3. BY-LAWS COMMITTEE

- A. This Committee shall consist of three (3) members appointed by the Chair of the Bylaws Committee. The President-Elect shall serve as Chairperson.
- B. This Committee shall receive and prepare all amendments to the By-Laws for submission to the Board of Directors. The Committee may also initiate such amendments for submission to the Board of Directors.
- C. The Judicial Committee is subcommittee of the Bylaws committee
 - 1. The Judicial Committee shall consist of three (3) members appointed by the Chair of the Bylaws Committee.
 - 2. This Committee shall review formal written complaints against any individual Society member charged with any violation of the Society By-Laws or otherwise with any conduct deemed detrimental to the Society or the Association. Complaints or inquiries may be referred to this Committee by the Judicial Committee of the Association.
 - 3. If the Committee determines that a complaint justifies an investigation, a written copy of the charges shall be prepared for the Board of Directors.

SECTION 4. PROGRAM AND EDUCATION COMMITTEE

- A. This Committee shall consist of a Chair and at least four (4) members. This Committee is to provide planning and/or support for all program and education activities
- B. Members of any GSRC Clinical Specialty Committees are to be represented on the Program and Education Committee.

SECTION 5. NOMINATIONS COMMITTEE

- A. This Committee shall perform in accordance with article VII, Sections 1 and 2 of these By-Laws.
- B. The Subcommittee will be the Elections committee
 - 1. This Committee shall consist of a Chair, and at least two (2) members.
 - 2. The Committee shall prepare, mail, receive, verify, count and certify all ballots.

SECTION 6. PUBLICATIONS COMMITTEE

- A. This Committee shall consist of a chair and at least two (2) members.
- B. This committee shall edit and publish a periodic newsletter or other medium to inform the members of the Society's activities.
- C. Advertsing and Website

SECTION 7. LEGISLATIVE COMMITTEE

- A. This committee shall Consist of a chair and at least one (1) member
- B. This committee shall review and report state and federal activity that may affect respiratory care practitioners or the profession.

ARTICLE XII. FISCAL YEAR

The Fiscal Year of the Society shall be from July 1 through June 30.

ARTICLE XIII. DUES

SECTION 1. AMOUNT

Annual Society dues and other fees shall be determined by the Board of Directors.

SECTION 2. PAYMENT

Each member of the Society shall pay dues in such amounts and in such manner as may be established annually by the Board of Directors.

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ARTICLE XIV. ETHICS

If the conduct of any Society member shall appear, by report of the Society or Association's Judicial Committee, to be in willful violation of the Bylaws, the standing rules of the Society or the Association, or be prejudicial to the Society's interests as defined in the Society's Code of Ethics, the Board of Directors may, by 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 Association's Judicial Committee. The Society shall recognize the Code of Ethics of the Association as its own.

ARTICLE XV. AMENDMENTS

These bylaws may be amended by a two-thirds (2/3) majority of the board of directors and a majority of the district representatives, provided that the amendment has been approved by the AARC Board of directors. Once approved by the AARC, the membership is to be notified in writing at least thirty (30) days prior to the vote by the GSRC Board and district representatives. (See article IV, Section 4 for the role of district representatives in the amendment process)

ARTICLE XVI. PARLIAMENTARY PROCEDURE

Questions of Parliamentary procedure shall be settled according to Robert's Rules of Order, Newly Revised, whenever they are not in conflict with bylaws of the Society or of the Association.

ARTICLE XVII. SOCIETY PROPERTY

All documentation, Committee reports, correspondence, historical documents, tape recordings of business meetings and other valuable records used to conduct the Society's business shall be the sole property of this Society.

ARTICLE XVIII. ADOPTION

With the adoption of these bylaws dated 11/29/2011, all previous enactment of Constitutions and bylaws of the Society are herein repealed.