

# California Society for Respiratory Care Bylaws

Adopted May 22, 2008

## ARTICLE I – NAME

The organization shall be known as the California Society for Respiratory Care, Inc., a 501 c (6) corporation under the Not for Profit Corporation Act of the State of California, herein after known as CSRC.

## ARTICLE II – OBJECT

### Section A. Purpose

1. To improve the quality of patient care.
2. To encourage and develop on a regional basis educational programs for those persons interested in the field of respiratory therapy.
3. To advance the science, technology, ethics and art of respiratory therapy through regional institutes, meetings, lectures and the preparation and distribution of a newsletter and/or journal and other material.
4. To facilitate cooperation between respiratory therapy personnel and the medical profession, hospitals, service companies, industry and other agencies interested in respiratory therapy. This CSRC shall not commit any act which shall constitute unauthorized practice of medicine under the laws of the State of California.

### Section B. Intent

1. No part of the net earnings of the CSRC will benefit any private member or individual, nor shall the CSRC perform particular service for individual members thereof.
2. Distribution of the funds, income and property of the CSRC may be made 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, if at the time of distribution the payees or distributor are exempt from income taxation, and if gifts or transfers to the payees or distributor are then exempt from taxation under the provisions of Section 501, 2055, 2522 of the Internal Revenue Code, or any later or other sections of the Internal Revenue Code which amend or supersede the said sections.
3. In the event of dissolution of the CSRC, distribution of any funds remaining after all legal fiscal obligations have been satisfied shall be distributed in accordance with Paragraph 2, above.

## ARTICLE III – AFFILIATION

The CSRC is a chapter affiliate of the American Association for Respiratory Care, hereinafter referred to as the AARC, which is incorporated under the general Not for Profit Act of the State of Illinois.

## ARTICLE IV - MEMBERSHIP

The CSRC has the authority to assess annual dues.

There are 4 paid annual membership categories: Active, State, Associate, and Student.

### Section A. Active Member

1. Individuals are eligible for Active Membership if they are an AARC Active or Life Member in good standing.
2. Active Members shall have the right to vote and hold office as well as all rights and privileges of the CSRC and its subdivisions.

### Section B. Associate Member

1. The following are eligible to become Associate Members of CSRC:

- a. An individual is eligible to be an Associate Member if they have an interest in the respiratory profession and do not meet the requirement to become an Active or State Member of the CSRC.
2. Associate Members shall have all the rights and privileges of the CSRC and its subdivisions except holding office and voting.

#### Section C. State Member

1. Individuals are eligible for State Member if they are not Active Members in the CSRC.
2. State Members shall have all the rights and privileges of the CSRC and its subdivisions except voting and holding office of Delegate, Alternate Delegate and CSRC Elected Officers. State Members may vote and hold office in the CSRC Regions only.

#### Section D. Student Member

1. Student Membership is for all students enrolled in a respiratory therapy program. Student members shall have all the rights and privileges of the CSRC except they shall be non-voting members. Student members shall be eligible to hold appointed positions.

#### Section E. Miscellaneous Membership Status

1. CSRC Life Membership may be conferred by two-thirds (2/3) majority vote of the Board of Directors. To be eligible for CSRC Life Membership, a person must be or have been an Active Member of the CSRC. (Refer to the Corporation Policy & Procedure Manual.) CSRC Life members shall have all the rights and privileges of the CSRC and its subdivisions. Life Members shall be exempt from the payment of dues.
2. CSRC Honorary Membership may be conferred by a two-thirds (2/3) majority vote of the Board of Directors upon a person who has rendered distinguished service to respiratory therapy in California. Honorary membership shall have all the rights and privileges of the CSRC except they shall not be entitled to hold office or vote. Honorary Members shall be exempt for the payment of dues.

### **ARTICLE V - NOMINATIONS AND ELECTIONS**

#### Section A. Nominations and Elections Committee

The Nominations and Elections Committee shall be appointed by the Board of Directors each year within sixty (60) days following the Annual Business Meeting. The committee will present a slate of nominees to the Board of Directors for their consideration. The final slate of candidates must be approved by the Board of Directors at least sixty (60) days prior to the Annual Business Meeting.

#### Section B. Nominations and Elections

1. The Nominations and Elections Committee shall place in nomination the name(s) of qualified candidates for the office(s): President-Elect, Vice President, Secretary, Treasurer, Delegate and Region President.
2. Only eligible CSRC Active Members in good standing shall qualify for nomination. Refer to the Corporation Policy & Procedure Manual.
3. Regions must submit nominees for Region President to Nominations and Elections Committee as per Article IV, Section A.

#### Section C. Ballot

1. At least forty-five (45) days prior to the Annual Meeting, ballots prepared by the Nominations and Elections Committee shall be made available to each eligible voting member. The ballot shall consist of the list of nominees and designed to be a secret ballot with provisions for write-in votes for each office and/or position.
2. The ballot shall be considered when:
  - a. The ballot is received 10 business days prior to the annual meeting.
  - b. All ballots shall be kept by the Secretary for ninety (90) days following certification of the elections.

#### Section D. Inspectors of Election

The President shall appoint a least two (2) impartial Inspectors of Election from the membership who check eligibility and tally the votes. The results of the election shall be announced at the Annual Meeting.

#### Section E. Elections

1. Officers shall be elected by a majority of votes.
2. In the event of a tie, a vote by the Board of Directors will determine the winners.
3. The results of such an election shall be binding upon the CSRC and each member thereof.

### **ARTICLE VI – OFFICERS**

#### Section A. Officers

The officers of the Corporation shall be: President, President-Elect, Vice President, Secretary, and Treasurer.

#### Section B. Term of Office

The term of office shall commence at the beginning of the fiscal year (September 1) and run until the end of the elected term.

1. President - 2 year term
2. President Elect - 2 year term
3. Vice President - 2 year term
4. Secretary - 2 year term
5. Treasurer - 2 year term
6. Past President - 2 year term
7. Delegate - 4 year term

#### Section C. MULTIPLE OFFICES

1. An officer of the Corporation shall not concurrently hold chapter office except for Chapter Past President.
2. No individual shall hold more than one Corporation office.
3. An officer of the Corporation shall not concurrently hold an elected office of the AARC.
4. No individual shall serve as an officer of the Corporation and concurrently serve as AARC Delegate.

### **ARTICLE VII - DUTIES OF OFFICERS**

The duties of the Officers of the Corporation are detailed in the Corporation Policy & Procedure Manual. Additional duties may be assigned by the Board of Directors.

### **ARTICLE VIII - BOARD OF DIRECTORS**

#### Section A. Composition and Powers

1. The Board of Directors shall consist of the Past President, President, President Elect, Vice President, Secretary, Treasurer, Delegate and all Regional Presidents. The Board will also consist of Alternate Delegate, Medical Advisor, Committee Chairs, Student Representative, Executive Director, Industrial Representative and Trustee Representatives as nonvoting members.
2. The Board of Directors shall have the power to declare an office vacant by a two-thirds (2/3) vote, upon abandonment of duty by any member of the Board of Directors failing to perform the duties of office, or conduct deemed prejudicial to the CSRC. Written notice shall be given to the member that the office has been declared vacant.

#### Section B. Meetings

1. Meetings may be held for the CSRC at any place designated by the Board of Directors.
2. The Board of Directors shall hold at least three (3) meetings each year. Notice of such meetings will be given at least fifteen (15) days prior to such meeting.
3. Special meetings of the Board of Directors for any purpose shall be called at any time by the President or, if the President is absent or unable to act, by the President Elect at such times as the business of the CSRC

may require, or upon written request of four (4) members of the Board of Directors filed with the Secretary. All Directors will be given timely notice.

4. The Annual Meeting of the CSRC shall be held between April 1 and August 31 each year.

#### Section C. Duties of the Board of Directors

The Board of Directors shall have the following duties:

1. To select and replace all agents and employees of the CSRC and direct their powers and duties.
2. To take all action authorized by these Bylaws, and to make such rules and regulations as they may deem appropriate.
3. To affiliate with organizations of like purpose.
4. To appoint and delegate duties to committees.
5. To organize auxiliary and/or advisory groups.
6. To take any legal action required to preserve or protect the Corporation integrity.

### **ARTICLE IX – VACANCIES**

#### Section A. Resignation

Any member of the Executive Committee who resigns office shall be ineligible to run for any Executive Committee position of the Corporation for the remainder of that term of that office.

#### Section B. Vacancy

A vacancy occurring in the offices of the CSRC shall be filled as follows:

1. President - The President shall be succeeded by the President Elect for a total term no greater than three (3) years.
2. President Elect - In the event of a vacancy in the office of President Elect, the Vice President or Board Appointment shall assume the duties until the regularly scheduled election to fill this vacancy.
3. Vice President - In the event of a vacancy in the office of Vice President, a Board Appointment shall assume the duties until the regularly scheduled election to fill this vacancy.
4. Secretary - In the event of a vacancy in the office of Secretary, a Board appointment shall assume the duties until the regularly scheduled election to fill this vacancy.
5. Treasurer - In the event of a vacancy in the office of Treasurer, a Board appointment shall assume the duties until the regularly scheduled election to fill this vacancy. If a vacancy does occur in this office, an audit of the financial records of the CSRC shall be performed by an independent auditing agent within ten (10) days before the new Treasurer assumes office.
6. In the case of the absence, neglect or disability of a Board Officer, notice that the Office has been declared vacant by the Board of Directors will be communicated to the membership and the vacating officer, followed by an appropriate interim replacement.
7. If the office of Delegate becomes vacant, the Alternate Delegate will finish the term of the vacated office. The Delegate will serve a term no greater than four (4) years. Immediately upon vacancy of the office of Delegate, the Nominations Committee will prepare a slate of candidates for the regularly scheduled election to fill this vacancy.

### **ARTICLE X – QUORUMS**

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

### **ARTICLE XI – AARC DELEGATE**

#### Section A. Composition

1. The Delegation can be composed of one (1) or two (2) Delegates.
2. The Alternate Delegate shall be the newest elected member of the Delegation.
3. The Delegate will be the member of the Delegation that is serving the last two (2) years of the term.

Section B. Election

1. The position of AARC voting Delegate shall be filled by the succession of the Alternate Delegate.
2. The Alternate Delegate shall be elected by majority vote of the eligible members of the CSRC.

Section C. Duties

See Job Description in the Corporation Policy and Procedure Manual.

Section D. Multiple Offices

1. The Delegate shall hold no other CSRC office.
2. The Alternate Delegate shall hold no other CSRC office except Past President.

**ARTICLE XII – COMMITTEES**

Section A. Standing Committees

Standing committee chairs shall be appointed by the President subject to the approval of the Board of Directors, to serve for a period of one (1) year except as otherwise specified in these Bylaws. All committee members shall be members of the CSRC.

The following are the standing committees of the CSRC:

1. Executive
2. Bylaws and Judicial
3. Budget/Finance
4. Audit (QA/QI)
5. Nominations and Elections

Section B. Special, Ad Hoc or Other Committees and Appointments

The following committees shall be expanded or condensed based upon need and resources by the Board of Directors. The President may appoint special committees or other appointments for the term of one (1) year subject to the approval of the Board of Directors.

1. Education
2. Government Affairs
3. Membership
4. Program
5. Publications
6. Public Relations

Section C. Committee Duties

1. The duties of the standing committees are detailed in the Corporation Policy & Procedure Manual. The duties of special committees will be outlined at the time of the appointment.

**ARTICLE XIII - BOARD OF MEDICAL ADVISORS**

The Corporation shall have a Medical Advisor appointed by the Board of Directors. The CSRC or Regional Medical Advisor must be a physician licensed in the state of California with a specialty in pulmonary medicine, anesthesiology, or a related area.

**ARTICLE XIV - REGIONAL ORGANIZATIONS**

Each Regional organization shall be encouraged to expand the membership of the region and to develop educational activities and such other activities as are consistent with the Articles of Incorporation and these Bylaws.

Section A. Officers and Regional Representatives

1. The Active and State Members within the geographical limits of each region shall annually elect state and regional officers prior to the CSRC Annual Business Meeting. All officers must be Active or State Members of the CSRC.
2. The President of the region shall be the regional representative to the CSRC.
3. Notification of the names and addresses of the regional officers shall be sent to the Executive Office of the CSRC.

Section B. Responsibilities of Region President

The Region President shall:

1. Represent the membership of the region at the state level.
2. Submit an annual written report on the activities within his region to the CSRC thirty (30) days prior to the Annual Meeting.
3. Submit quarterly Regional activity and financial reports to the CSRC Board of Directors.
4. Attend the CSRC Board of Directors meetings.

**ARTICLE XV - FISCAL YEAR**

The fiscal year of this CSRC shall be from September 1 through August 31, or as determined by the Board of Directors.

**ARTICLE XVI - ETHICS**

CSRC Members, and especially the Board of Directors, are held to the highest standards of professionalism. If the conduct of any member of the CSRC shall appear to be in willful violation of the Bylaws or Policies and Procedures of the CSRC or the AARC, the Board of Directors may, by a two-thirds (2/3) vote, suspend or expel the member. All suspensions or expulsion actions shall be reported immediately to the Judicial Committee of the AARC by the Secretary. A motion to reconsider the suspension or expulsion of a member may be made at the next regular meeting of the Board of Directors.

**ARTICLE XVII- INITIATIVE, REFERENDUM, RECALL**

Section A. Initiative

The Board of Directors may present the membership any question that may arise. A ballot will be sent to the membership. A majority of votes received within thirty (30) days determines the action. In the case of an amendment to the Articles of Incorporation or Bylaws, a two-thirds (2/3) majority is required.

Section B. Referendum

Fifty (50) percent of the Active membership of the CSRC, by signing a petition, may initiate change including bylaws amendments. The petition shall be submitted to the Secretary. If the petition is determined to be in order, the President will call an election in not less than thirty (30) nor greater than forty-five (45) days after receiving the petition.

Section C. Recall

The voting membership of the CSRC shall have the power to recall any member of the Board of Directors or Board Appointee of the CSRC. The petition to recall shall be submitted to the chair of the Bylaws and Judicial Committee. The petition must contain the signatures of a least twenty (20) percent of the voting membership of the CSRC. The chair shall, once the petition is determined to be in good order, call an election in not less than thirty (30) nor greater than forty-five (45) days after receiving the petition.

Section D. Voting

Voting shall be accomplished by a majority of the valid votes received by written notice within thirty (30) days after submission to the membership. Any and all actions approved by the members in accordance with the requirements of this article shall be binding upon the CSRC and each member thereof. If the recall is accomplished and creates a vacancy in the office, the vacancy shall be filled in accordance with Article IX of these Bylaws.

**ARTICLE XIII - PARLIAMENTARY PROCEDURE**

Questions of parliamentary procedure shall be settled according to Robert's Rules of Order, latest edition, if not in conflict with the Bylaws of this Corporation.

**ARTICLE XIX - BYLAWS AMENDMENTS**

Section A. Amendments

All proposed bylaws amendments shall be referred to the Bylaws and Judicial Committee for study and recommendation to the Board of Directors. If accepted by the Board, the proposed amendments will then be published and included with the annual ballot. The Amendment(s) will pass with a majority vote.

Section B. AARC Bylaws

The CSRC Bylaws may be amended by the Board of Directors at any time if found to be in conflict with the AARC Bylaws.

**ARTICLE XX - LIMITATION OF LIABILITY OF OFFICERS,  
DIRECTORS, AND COMMITTEE APPOINTEES**

The Officers, Board of Directors, and Committee Appointees of the CSRC shall not be liable for monetary damages for any act or omission in their capacity as an elected or appointed member of the Board of Directors or Committee. This provision shall not eliminate the liability of a Director, Officer, or committee appointee for:

1. A breach of their duty to the CSRC and its members.
2. Any act or omission not in good faith, or intentional misconduct, or a known violation of the law.
3. A transaction from which a Director, Officer, or Committee Appointee received an improper benefit.