

RESPIRATORY CARE SOCIETY OF WASHINGTON, INC. BYLAWS

A CHARTERED AFFILIATE OF THE AMERICAN ASSOCIATION FOR RESPIRATORY CARE

ARTICLE I NAME

This organization shall be known as the Respiratory Care Society of Washington, Incorporated, hereinafter referred to as the RCSW, which is incorporated under the Washington Nonprofit Corporation Act (RCW 24.03). The RCSW is a chartered affiliate of the American Association for Respiratory Care, hereinafter referred to as the AARC, 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 the RCSW shall be the boundaries of the State of Washington.

ARTICLE III - OBJECT

SECTION 1. PURPOSE

The RCSW is formed to:

A. Encourage, develop, and provide educational programs for those persons interested in respiratory therapy and diagnostics, hereinafter referred to as Respiratory Care.

B. Advance the science, technology, ethics and art of respiratory care through institutes, meetings, lectures, publications, and other materials.

C. Facilitate cooperation and understanding among respiratory care personnel and medical profession, allied health professions, hospitals, service companies, industry, governmental organizations, and other agencies interested in respiratory care.

D. Provide education of the general public in pulmonary health promotion and disease prevention.

SECTION 2. INTENT

A. No part of the monies of the RCSW shall inure to the benefit of any private member or individual, nor shall the RCSW perform particular services for individual members thereof, with the exception of scholarship and achievement awards as deemed by the Scholarship and Continuing Education committees and as approved by the Board of Directors.

B. The Board of Directors shall provide for the distribution of the funds, income and property of the RCSW to charitable, educational, scientific, or religious corporations, 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 distributes 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.

ARTICLE IV - MEMBERSHIP

SECTION 1. CLASSES

The membership classes of the RCSW shall be the same as the membership classes of the AARC: Active, Associate, and Special Members.

SECTION 2. PREREQUISITES

An individual is eligible to be a Member in this RCSW if they are a member in good standing of the AARC as specified in Article III of the AARC Bylaws and are assigned to the RCSW by the AARC.

SECTION 3. APPLICATION FOR MEMBERSHIP

Application for membership in the RCSW shall follow the procedure specified in Article III, Section 6 of the AARC Bylaws.

SECTION 4. ETHICS

If the conduct of any member shall appear to be in violation of the Articles of Incorporation, Bylaws, standing rules, code of ethics, or other regulations, policies, or procedures adopted by the RCSW, or shall appear to be prejudicial to the RCSW interest, such member may be reprimanded, suspended, expelled, or have his membership status reclassified in accordance with the procedures set forth in the RCSW policies and procedures.

ARTICLE V - OFFICERS

SECTION 1. OFFICERS

The officers of the Association shall consist of President, President-elect, Immediate Past President, Vice President, Secretary, and Treasurer. All candidates for officer positions must be members in good standing of the AARC/ RCSW.

SECTION 2. TERMS OF OFFICE

The term of office for President-elect, Immediate Past President, and Vice President shall be one (1) year. The term of office for President, Secretary and Treasurer shall be two (2) years. The term shall begin January 1. Officers shall not hold concurrent elected RCSW positions.

The Secretary and Treasurer shall not serve more than two (2) consecutive terms in the same office.

The President-elect shall complete immediate successive full one (1) year terms for the offices of President-elect, Immediate Past President, and a (2) year term for President before being eligible to serve a successive term in any elected office.

The Vice President, President-elect, President and Immediate Past President are not limited to the number of terms they may serve in the same office.

SECTION 3. VACANCIES IN OFFICE

In the event of a vacancy in the office of President, the President-elect shall become Acting President to serve the unexpired term and shall serve their own, the successive term, as President.

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 as well as their own until the next scheduled election.

Any vacancy in the office of Vice-president, Secretary, or Treasurer shall be filled by the appointment of a qualified individual by the Board of Directors. Individuals so appointed shall serve until the next scheduled election.

In the event of a vacancy in the office of Immediate Past President, that office shall remain vacant.

SECTION 4. DUTIES OF OFFICERS

President - The President shall be the Chief Executive Officer of the RCSW. The President 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 Board not fewer than thirty (30) calendar days prior to such a meeting scheduled in accordance with Article VII, Section I of these Bylaws; prepare an agenda for each meeting of the Board of Directors and submit it to the members of the Board not fewer than fifteen (15) calendar days prior to such meeting; appoint standing and special committees subject to the approval of the board of Directors; and an ex-officio member of all committees except the Election and Nominating Committees; and present to the Board of Directors and membership an annual report of the RCSW.

President-elect - The President-elect shall become Acting President and shall assume the duties of the President in the event of the President's absence, resignation, or disability; and shall perform such other duties as shall be assigned by the President or Board of Directors. The President-elect shall chair the Finance Committee. In the year without the president-elect, the president shall chair the Finance Committee

Vice President - The Vice President shall perform such duties as shall be assigned by the President and the Board of Directors. He shall assume the duties of the President-elect in the event of the President-elect's absence, resignation or disability, but will also continue to carry out the duties of the office of Vice President.

Treasurer - The Treasurer shall have charge of all funds and securities of the RCSW; endorsing checks, notes, or other orders for the payment of bills. They shall see that full and accurate accounts are kept, make a written report to the Board of Directors within twenty (20) calendar days after the closing of the

books; make a written quarterly financial report to the Board of Directors and a complete written yearly report at the annual business meeting of the Board of Directors. At the expense of the RCSW, they shall be bonded in an amount determined by the Board of Directors.

Secretary - The Secretary shall have charge of keeping the minutes of the Board of Director's meetings and the Annual Business Meeting; executing the general correspondence and, in general, performing all duties as from time to time shall be assigned by the President or the Board of Directors.

SECTION 5. EXECUTIVE COMMITTEE

The Executive Committee of the Board of Directors shall consist of the President, President-elect, Vice President, Secretary, Treasurer, Immediate Past President, Delegates and Medical Advisor.

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 VI - BOARD OF DIRECTORS

SECTION 1. COMPOSITION AND POWERS

The executive government of the RCSW shall be vested in a board of nineteen (18) active members consisting of the Officers, six (6) Directors-at-large, five (5) Chapter Presidents, and the two (2) Delegates. Each of these members shall have one vote.

There shall be six (6) Directors-at-large. Two (2) Directors-at-large shall be elected each year and such others as necessary in order to fill existing vacancies.

Each Chapter shall be represented on the Board of Directors by the Chapter President.

The President shall be Chairman and Presiding Officer of the Board of Directors and Executive Committee. They shall invite, in writing, such individuals to the meetings of the Board as they shall deem necessary, who shall have the privilege of voice, but not vote.

The Board of Directors shall have the power to declare an office vacant by a two-thirds (2/3) vote upon refusal, neglect, or inability of any member of the Board to perform the duties of office, or for any conduct deemed prejudicial to the RCSW. Written notice shall be given to the member that the office has been declared vacant.

SECTION 2. TERM OF OFFICE

The term of office for the Directors-at-large shall begin at the start of the next calendar year following the election and shall be for a three (3) year non-recurring term of office. Board of Directors shall not hold concurrent elected RCSW positions.

SECTION 3. DUTIES

The Board of Directors shall:

Supervise all the business and activities of the RCSW within the limitation of these Bylaws.

Adopt and rescind standing rules, regulations, policies, and procedures of the RCSW.

Perform such other duties as may be necessary or appropriate for the management of the RCSW.

SECTION 4. VACANCIES

Any vacancy that occurs in the office of Directors shall be filled by appointment by the Board of Directors.

An appointed Director shall serve until the next scheduled election, or until his successor is elected.

SECTION 5. MEETINGS

The Board of Directors shall meet immediately preceding the Annual Business Meeting of the RCSW and shall hold not fewer than four (4) regular and separate meetings during the course of the year.

Special meetings of the Board of Directors shall be called by the President at such times as the business of the RCSW shall require, or upon written request of four (4) members of the Board of Directors filed with the President and Secretary of the RCSW.

A majority of the Board of Directors shall constitute a quorum at any meeting of the Board.

SECTION 6. BOARD OF DIRECTORS EMAIL VOTE

When action by the Board of Directors is needed in a timely or convenient manner, the President may initiate or request a motion that may be put to a vote via email response. The motion must be seconded and pass only by a majority assent vote. The results of the voting will be dated and entered into the RCSW record as a special action.

SECTION 7. MEMBER VOTE

Whenever, in the judgment of the Board of Directors, it is necessary to present any business to the membership, prior to the next Annual Business Meeting, the Board of Directors may, unless otherwise required by these Bylaws, instruct the Election Committee to conduct a vote of the membership. Such votes shall require approval of a majority of the valid votes received within thirty (30) calendar days after date of such submission to the membership. The result of the vote shall control the action of the RCSW.

ARTICLE VII - ANNUAL BUSINESS MEETING

SECTION 1. DATE AND PLACE

The RCSW shall hold an annual business meeting in the second quarter of each calendar year; additional meetings may be held as required to fulfill the objectives of the RCSW.

The date and place of the annual business meeting and additional meetings shall be decided 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 is sent in the same words to the voting membership.

SECTION 2. PURPOSE

The annual business meeting shall be for the purpose of receiving reports of officers, committees and for other business brought by the President.

Additional business meetings shall be for the purpose of receiving reports and other business brought by the President.

SECTION 3. NOTIFICATION

Written notice of the time and place of the annual business meeting shall be sent to all members of the RCSW not less than five (5) nor more than forty (40) calendar days prior to the meeting.

ARTICLE VIII - DELEGATES

SECTION 1. ELECTION

Two (2) Delegates of this RCSW to the House of Delegates of the AARC shall be elected as specified in Article VII, Section 5 of the AARC Bylaws. One (1) Junior Delegate will be elected every other year and will serve concurrently with the third and fourth year of the Senior Delegate.

SECTION 2. DUTIES

The duties of the Delegates shall be as specified in Article VII, Section 3 of the AARC Bylaws.

SECTION 3. TERM OF OFFICE

The term of office for the Delegates shall be for four (4) years. Delegates shall not serve more than three (3) successive terms of office.

SECTION 4. MULTIPLE OFFICES

Delegates may not hold concurrent elective offices.

ARTICLE IX - COMMITTEES

SECTION 1. STANDING COMMITTEES

The members of the following Standing Committees shall be appointed by the President, subject to the approval of the Board of Directors, to serve a term of one (1) year.

Decisions of standing committees may be appealed to the Board of Directors. A two-thirds (2/3) vote of the Board of Directors shall be required to sustain an appeal.

Standing Committees of the RCSW shall be:

- 1) Membership
- 2) Finance
- 3) Program
- 4) Scholarship/ Continuing Education
- 5) Bylaws
- 6) Communications/ Webmaster
- 7) Public Awareness
- 8) Chapter Affairs
- 9) Nominations/Elections
- 10) Legislative
- 11) Strategic Planning

SECTION 2. SPECIAL COMMITTEES AND OTHER APPOINTMENTS

Special Committees may be appointed by the President.

SECTION 3. COMMITTEE CHAIRMAN'S DUTIES

The President shall appoint the Chairperson of each Committee.

The Chairperson of each committee shall confer promptly with the members of the committee on work assignments.

The Chairperson of each committee may recommend prospective committee members to the President. When possible, the Chairperson of the previous year shall serve as a member of the committee.

All committee reports shall be made in writing and submitted to the President and Secretary of the RCSW at least five (5) days prior to the meeting at which the report is to be read.

Nonmembers or physician members may be appointed as consultants to committees. The President shall request recommendations for such appointments from the Medical Advisor(s)

Each committee Chairperson requiring operation expenses shall submit a budget for the next fiscal year to the Board of Directors for approval.

SECTION 4. COMPOSITION AND DUTIES OF COMMITTEES

Membership Committee This committee shall organize membership drives and other membership recruitment activities.

Finance Committee This committee shall be composed of the President-elect, the Treasurer, and the President. They propose an annual budget for approval by the Board of Directors. The proposed budget shall be submitted to the Board at least seven (7) days prior to implementation and run concurrent with the calendar year.

Program Committee This committee shall consist of at least two (2) members and be so constructed as to provide experienced members for program planning.

Scholarship/ Continuing Education Committee This committee shall consist of the Chapter Presidents and the Committee Chairperson. They will determine the equitable distribution of RCSW funds, subject to the budgetary constraints, for advancement of education in the field of Respiratory Care.

Bylaws Committee This committee shall consist of at least two (2) members, including the Secretary and the President. The committee shall receive and prepare all amendments to the Bylaws for submission to the Board of Directors and the membership. The committee may also initiate such amendments for submission to the Board of Directors and the membership.

Communications/ Webmaster This committee shall consist of at least two (2) members, with members being appointed annually for a one (1) year term, subject to reappointment. This committee concerns itself with the distribution of a RCSW newsletter and maintenance of the RCSW website.

Public Awareness This committee shall consist of at least two (2) members. This committee shall concern itself with dissemination of information regarding respiratory health issues.

Chapter Affairs This committee shall consist of the Past-President (Chair) and all chapter presidents. This committee will assist Chapters in developing successful Chapter activities and seminars.

Nominations/Elections Committee The Nominations/Election Committee shall consist of a chairperson and the Chapter Presidents. The committee shall check the eligibility of each nominee and validate their eligibility. The committee shall prepare a slate of nominees for each office of the RCSW. The committee shall submit a slate of one (1) candidate for each available position. They shall tally the votes within ten (10) days after the close of the election and report the results of the election at the next Board Meeting.

Legislative Committee This committee shall consist of at least two (2) members. The duties of this committee shall be to monitor the activities of the Legislature and represent the RCSW on issues pertaining to respiratory care.

Strategic Planning Committee This committee shall consist of the President-elect and any others as needed. This committee shall organize the transition of offices and provide direction for the RCSW.

SECTION 5. VACANCIES ON COMMITTEES

In the event of vacancies in any committee, the President may appoint members to fill such vacancies, subject to the approval of the board of Directors.

ARTICLE X- CHAPTER ORGANIZATION

SECTION 1. BOUNDARIES OF CHAPTERS

Chapters will be defined by geography as approved by the Board of Directors, including chapter Presidents.

Disputes over the boundaries of chapters shall be submitted to the Chapter Affairs Committee for negotiation. The Committee may make recommendations to the Board of Directors of the RCSW who shall decide the issue if negotiation fails.

SECTION 2. ORGANIZATION

The internal organization, except where in conflict with these Bylaws, shall not be the concern of this document.

SECTION 3. OFFICERS AND CHAPTER REPRESENTATION

The President of each Chapter shall be a member of the RCSW Board of Directors.

The Active Members of the RCSW Residing in the Chapter shall elect a President and other officers as circumstances may require.

Membership in a Chapter shall be determined as assigned to the RCSW by the AARC.

SECTION 4. ACTIVITIES

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

SECTION 5. RESPONSIBILITIES OF THE CHAPTER PRESIDENT

Represent the Chapter from which the President is elected.

Submit a written report to the Chapter Affairs Committee Chair at least ten (10) days prior to each Board of Directors meeting, relating to the activities in their Chapter.

SECTION 6 TERM OF OFFICE FOR CHAPTER PRESIDENTS

The term of office for the Chapter Presidents shall begin at the start of the next calendar year following the election and shall be for a two (2) year term of office. Chapter Presidents shall not hold concurrent elected RCSW positions.

SECTION 7. CHAPTER ADMISSION REQUIREMENTS

Ten (10) or more active members of the RCSW meeting the requirements for affiliations may become a Chapter of the RCSW upon approval of the Chapter Affairs Committee, subject to ratification by the Board of Directors of the RCSW. Members of Chapters must be members of the AARC and RCSW.

The formal application shall be sent to the RCSW office and shall consist of a list of officers, membership, and minutes of the organizational meeting.

SECTION 78. DUTIES

A copy of the minutes of the governing body and business meetings of the Chapter shall be reported at the next following Board of Directors meeting and be included in the minutes.

ARTICLE XI - RCSW MEDICAL ADVISOR

The RCSW shall have at least one (1) Medical Advisor.

ARTICLE XII - FISCAL YEAR AND BUDGET

SECTION 1. FISCAL YEAR

The fiscal year of the RCSW shall begin January 1 and end on December 31.

SECTION 2. ANNUAL BUDGET

The annual budget, proposed by the Finance Committee, shall be approved by the Board of Directors prior to implementation.

ARTICLE XIII - PARLIAMENTARY AUTHORITY

The rules contained in the most current edition of Robert's Rules of Order shall govern whenever they are not in conflict with the Articles of Incorporation, Bylaws, Standing rules, or other rules of the RCSW.

ARTICLE XIV ELECTED POSITIONS

All RCSW elected positions will be filled by candidates receiving the majority vote on the ballots returned by RCSW/ AARC Active members in good standing.

ARTICLE XV - AMENDMENTS

Amendments to these Bylaws will be submitted to the RCSW Board of Directors as outlined in Article IX, Section 4, paragraph E2. Following Board approval, the Bylaws Committee will submit the proposed amendments to the AARC Bylaws Committee for review. Following AARC approval, the proposed amendments must be ratified by vote of the RCSW membership by a two-thirds (2/3) affirmative vote of those voting, provided that the amendments has been presented to the membership in writing at least thirty (30) days prior to the vote.