

# Mississippi Society for Respiratory Care Bylaws

Bylaws Adopted

July 18, 2023

## **ARTICLE I – Name**

This organization shall be known as the Mississippi Society for Respiratory Care, Inc., 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 boundaries of this society shall be the boundaries of the State of Mississippi.

## **ARTICLE III – Objectives**

### **Section 1. Purpose**

- a. To encourage and develop educational programs for those interested in the field of respiratory care.
- b. To advance the science, technology, ethics, and art of respiratory care through institutes, meetings, and lectures.
- c. To facilitate cooperation between respiratory care personnel and the medical professions, hospitals, service companies, industry, governmental organizations, and other agencies interested in respiratory care.
- d. To provide education to the general public in pulmonary health promotion and disease prevention.

### **Section 2. Intent**

- a. No part of the net earnings 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.
- b. Distribution of the funds, income, and property of the society shall be determined by the Board of Directors, and may be made 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 payees or distributees are exempt from income taxation under the provisions of Sections 501, 2055, and 2522 of the Internal Revenue Code or changes which amend or supersede the said sections. The distribution of funds, income, and property of the society upon dissolution may be made available to any similar charitable, educational, scientific, or religious corporation, organizations, community chests, foundations, or other kindred institutions maintained and created for one or more of the following purposes, if at the time of the distribution, 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 same sections.
- c. The society shall not commit any act which shall constitute the unauthorized practice of medicine under the laws of the State of Mississippi, or any other state.

## **ARTICLE IV – Membership**

### **Section 1. Classifications**

The membership of this society shall include three (3) classifications: active member, associate member, and special member.

## **Section 2. Qualifications**

An individual is qualified for membership in this society if he/she is a member of the AARC as specified in the AARC Bylaw, Article III – Membership, Section 1 – 5 provided his/her place of employment is within the defined boundaries of this society, and upon payment of dues as assessed.

## **ARTICLE V – Officers and Directors**

### **Section 1. Officers**

The officers of the society shall be the: President, President-Elect (who automatically succeeds to the presidency when the President's term expires), Immediate Past President, Secretary and Treasurer. The officers shall be elected by popular vote.

### **Section 2. Directors**

- a. There shall be thirteen (13) Directors comprised of the president, president-elect, the society's immediate past president, two delegates, secretary, treasurer, and six at-large board members from across the state, based on their willingness to serve.
- b. Each position on the Board will have one (1) vote (except for the President, who will only vote in case of a tie).

### **Section 3. Term Office**

The terms of office for society officers shall be for two years. The term shall begin immediately following the annual business meeting. The President and President-Elect shall not serve more than one (1) consecutive term in the same office.

### **Section 4. Vacancies in Office**

- a. Any vacancy that occurs on the Executive Committee, with the exception of the President, immediate Past-President, and Delegate, shall be filled by qualified members elected by the Board of Directors. Individuals so elected shall serve until the next election.
- b. 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 his/her own, the successive term, as President.
- c. In the event of a vacancy in the office of President-Elect, the Secretary shall assume the duties, but not the office, of President-Elect as well as his/her own until the next meeting of the Board of Directors at which time the Board shall elect a qualified member to fill the vacancy. The Past President may serve an additional year if this is acceptable to the Board. In the event an emergency election establishes a new President-Elect, the Board may approve them as President ahead of their true term.
- d. An elected President-Elect shall serve until the next election and then automatically accede to the presidency.
- e. If there is a vacancy in the delegation, an election will be held within ninety (90) days. The Board of Directors may appoint a delegate until the election process occurs.
- f. If there is a vacancy in the office of Past-President, the most recent Past-President will assume the office.

### **Section 5. Duties of Officers**

- a. President: The President shall be the chief executive officer of the society. He/She shall serve a term of 2 consecutive years. 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 membership not fewer than thirty

- (30) days prior to such a meeting, 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) days prior to such meeting, appoint standing and special committees subject to the approval of the Board of Directors, be an Ex-Officio Member of all committees except the elections and nominations committees, present to the Board of Directors and membership an annual report of the society's activities, and inform the President-Elect of all the society's activities. He/she shall, with the Treasurer, be responsible for disclosure of all society funds, as approved by the Board of Directors.
- b. 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. He/She shall serve a term of 2 consecutive years.
  - c. Immediate Past President: The Immediate Past President shall perform such duties as assigned by the President or the Board of Directors. The Past President will serve as the Chair of the Membership Committee.
  - d. Treasurer: The Treasurer shall have charge of all funds and securities of the society, endorsing checks, notes, or other orders for payment of bills, disbursing funds as authorized by the Board of Directors and/or in accordance with the adopted budget, depositing funds as the Board of Directors may designate. He/She shall see that full and accurate accounts are kept and make a written financial report at every regularly scheduled meeting of the Board of Directors. At the expense of society, he/she shall be bonded in an amount determined by the Board of Directors. He/She shall, with the President, be responsible for the disclosure of all society funds as approved by the Board of Directors.
  - e. Secretary: The Secretary shall have charge of keeping the minutes of the Board of Directors meetings, regular business meetings, and the annual business meeting, and in general, performing all duties as assigned by the President or the Board of Directors.

## **Section 6. Voting**

Each position will have one (1) vote (except the President, who votes only in case of a tie). Proxies will be accepted on specific issues when submitted to the Secretary at the beginning of the meeting and approved by the Board.

## **ARTICLE VI – Nominations and Elections**

### **Section 1. Nominations Committee**

The Nominations Committee will present a slate of nominees to the Board of Directors for approval at least sixty (60) days prior to the annual meeting.

### **Section 2. Nominations**

- a. The Nominations Committee shall place in nomination for each of the officers to be elected, the names of two (2) or more persons, if two (2) or more persons have expressed willingness to serve.
- b. Only active AARC members in good standing shall be eligible for nomination.
- c. The Nominations Committee shall provide a pertinent biographical sketch of each nominee's professional activities and services to the organization,
- d. On written petition of at least twenty-five (25) active voting members at any office of the society, not less than forty-five (45) days prior to the annual business meeting, any other member or members may be nominated; if a nominating petition is so filed, such further nominations shall be placed on the ballot.

### **Section 3. Ballot**

- a. The Nominating Committee's slate and biographical sketches shall be available to every active member in good standing and eligible to vote at least thirty (30) days prior to the annual business meeting or posted on [www.Msrcweb.com](http://www.Msrcweb.com).
- b. The Society's vote shall be by Board-approved methodology and or posted on [www.msrcweb.com](http://www.msrcweb.com), the list of nominees shall be so designed as to be a secret ballot with provisions for write-in votes. For ballots, to be acceptable, they must be timestamped by the established deadline.
- c. The ballots shall be collected by the designated member of the Elections Committee whose name does not appear on the ballot for consideration.
- d. The Board of Directors shall declare a date of record for members who will be eligible to cast a ballot in each election.

### **Section 4. Elections Committee**

- a. The President shall appoint an impartial Elections Committee, which shall be chaired by the President-Elect. The committee will receive ballots and will verify and tabulate the same, reporting the results in writing to the elections chairman.
- b. Elections shall be decided by a plurality of votes cast. A tie shall be decided by lot.

## **ARTICLE VII – Board of Directors**

### **Section 1. Composition and Powers**

- a. The government of this society shall be vested in a board of not more than thirteen (13) members consisting of six (6) representatives from across the state, based on their willingness to serve and the President, Immediate Past President, President-Elect, Secretary, Treasurer, and the junior and senior Delegate.
- b. The President shall be chairman and presiding officer of the Board of Directors and the Executive Committee. He/she shall invite in writing such individuals to the meetings of the Board, as he/she shall deem necessary, with the privilege of voice but not vote.
- c. The Board of Directors shall have the power to declare an office vacant by a two-thirds (2/3) vote of those present 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 notice shall be given to the member that the office has been declared vacant. Such action shall not take place until a letter of intent is submitted to the member by certified mail.

### **Section 2. Duties**

- a. Supervise all business and activities of the society within the limitations of these bylaws, in accordance with the AARC Policies and Procedures.
- b. Adopt and rescind the standing rules of the society.

### **Section 3. Meetings**

- a. The Board of Directors shall hold at least one (1) meeting every four (4) months during the calendar year. **These meetings may be held live, virtually, in conference calls, or other appropriate options which may be developed.**
- b. Special meetings of the Board of Directors shall be called by the President at such times as the business of the society shall require, or upon written request of three (3) members of the Board of Directors filed with the President and Secretary of the Society.
- c. A majority of the Board of Directors shall constitute a quorum at any meeting of the board.

#### **Section 4. Mail Vote**

Whenever, in the judgment of the Board of Directors, it is necessary to present any business to the membership prior to the next regular or annual meeting, the Board of Directors may, unless otherwise required by these bylaws, instruct the Elections Committee to conduct a vote of the membership by **Board-approved methodology**. The question thus presented shall be determined according to a majority of the valid votes received within thirty (30) days after the date of such submission, except in the case of constitutional amendment or change in the bylaws when a two-thirds (2/3) majority of the valid votes received 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 sixty (60) days prior to the mail vote, as provided in Article XVII of these bylaws concerning amendments.

#### **Section 5. Executive Committee**

The Executive Committee of the Board of Directors shall consist of the President, President-Elect, immediate Past-President, Secretary, Treasurer, and Senior Delegate. They shall have the power to act for the Board of Directors between meetings of the Board of Directors, and such actions shall be subject to ratification by the Board at its next meeting. The Executive Committee shall also function as the Budget and Audit Committee.

### **ARTICLE VIII – Annual Meeting**

#### **Section 1. Date and Place**

- a. The Board of Directors shall hold an annual meeting each calendar year.
- b. The date and place of the annual 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 business of the meeting virtually or by mail.

#### **Section 2. Purpose**

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

#### **Section 3. Notification**

Written notice of the time and place of the annual meeting shall appear on the Society webpage and in other media. Society Newsletter, webpage, and other media.

### **ARTICLE IX – Society Delegates to the AARC House of Delegates**

#### **Section 1. Election**

Delegates of this society to the House of Delegates of the AARC shall be elected as specified in the AARC bylaws.

#### **Section 2. Duties**

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

#### **Section 3. Multiple Duties**

Except for the office of the Past-President, the members of the delegation may not hold concurrent office on the Executive Committee.

#### **Section 4. Succession**

No person may serve more than four (4) consecutive years in the House of Delegates. Approval for the senior Delegate to appear on the slate must be by two-thirds (2/3) vote of those Board members present. The delegates shall be elected for a term of four (4) years; one Delegate shall be elected every two years.

### **ARTICLE X – Committee**

#### **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 for a period of two (2) years. During times, when there are not sufficient participants willing to serve on all the committees listed below, the Board of Directors may combine the committees for that 2-year term, as necessary, to carry out the business of the Society.

- a. Budget and Audit
- b. Judicial
- c. Program / Symposium
- d. Bylaws
- e. Publications, Public Relations, and Society Affairs
- f. Nominating and Elections
- g. Rehabilitation and Home Care
- h. Awards
- i. Membership Services
- j. Legislative Affairs / Political Advocacy Contact Team (PACT)

#### **Section 2. Special Committees and Other Appointments**

Special committees or consultants may be appointed by the President (e.g., Medical Advisor, Industrial Representative)

#### **Section 3. Committee Chairman's Duties**

- a. The President shall appoint the Chairman of each committee.
- b. The Chairman of each committee shall confer promptly with the members of his/her committee on work assignments.
- c. The Chairman of each committee may recommend prospective committee members to the President. When possible, the Chairman of the previous year shall serve as a member of the new committee.
- d. All committee reports shall 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 the report is to be read.
- e. Non-members or physician members may be appointed as consultants to committees.
- f. Each committee chairman requiring operating expenses shall submit a budget for the next fiscal year to the Budget and Audit Committee.

### **ARTICLE XI – Duties of Committees**

#### **Section 1. Budget and Audit Committee**

This committee shall be composed of the Executive Committee, who shall assist the Treasurer in the preparation of the annual budget and shall oversee the disbursement of Society funds.

## **Section 2. Judicial Committee**

- a. This committee shall consist of at least three (3) members. One (1) shall be a member of the Society's Board of Directors, and at least one (1) member shall be appointed each year for a two-year term of office, except as is necessary to establish and maintain this rotation.
- b. This committee shall review formal written complaints against any individual Society member charged with any violation of the Society Bylaws or otherwise with any conduct deemed detrimental to the Society or the AARC. Complaints or inquiries may be referred to this committee by the Judicial Committee of the AARC.

## **Section 3. Program/Symposium Committee**

- a. This committee shall consist of at least three (3) members and be so constructed as to provide experienced members for program and educational planning.
- b. This committee shall plan and execute the State symposia.
- c. This committee will also coordinate symposia within the State.

## **Section 4. Bylaws Committee**

- a. This committee shall consist of at least three (3) members, one (1) of whom shall be the immediate Past President of the Society.
- b. The committee shall receive and prepare all amendments to the bylaws for submission to the Board of Directors.

## **Section 5. Publications, Public Relations, and Society Affairs Committee**

- a. This committee shall consist of at least three (3) members, one (1) of whom shall be the President-Elect, with members being appointed for one (1) year terms.
- b. The committee shall concern itself with the relations of the Society to the public, hospitals, and other organizations through the dissemination of information concerning respiration care.

## **Section 6. Nominations and Elections**

- a. This committee shall prepare for approval by the Board of Directors a slate of candidates for the Executive Committee and delegate. The committee shall consist of three (3) members who shall serve for a term of one (1) year.
- b. It shall be the duty of this committee to make the final critical appraisal of candidates to see that the nominations are in the best interest of the MSRC through consideration of personal qualifications and geographical representation as applicable.
- c. This committee is chaired by the President-Elect.
- d. This committee shall receive ballots for all MSRC elections.

## **Section 7. Rehabilitation and Home Care Committee**

- a. This committee shall monitor state and federal legislation affecting the practice of respiratory care as it relates to rehabilitation and home care.
- b. The committee shall develop, adopt, and monitor standards of practice related to the rehabilitation and home care of patients with cardiopulmonary disease.
- c. The committee shall establish working relationships with state and regulatory agencies responsible for the monitoring and promotion of rehabilitation and home care issues.

### **Section 8. Awards Committee**

Members shall recommend recipients of all Society awards and scholarships. The committee shall also be responsible for obtaining awards.

### **Section 9. Membership Services Committee**

Members shall investigate ways in which the Society can serve its members and recruit new members. The Membership Committee will be chaired by the Immediate Past President of the MSRC.

### **Section 10. Legislative Affairs Committee**

- a. This committee shall propose an annual legislative agenda to the Board of Directors.
- b. This committee will work with our legislative advisor to advance pertinent bills in the legislature and monitor other legislation which may have an impact on the practice of respiratory care in Mississippi in conjunction with the Political Advocacy Contact Team (PACT). The Political Advocacy Contact Team (PACT), shall function as a subgroup of the Legislative Affairs Committee and shall be composed of therapists from the three regions.  
Their function will be to call or contact Washington Congressmen and Senators concerning matters of interest and professional concern to Respiratory Therapists, and patient advocacy. The PACT should provide written reports of their activities to the LAC and Board of Directors.
- c. A representative from this committee shall attend all meetings of the Mississippi Board of Respiratory Care and other meetings as invited by the Office of Professions in the Mississippi State Education Department.

## **ARTICLE XII – Regional Organization**

### **Section 1. Boundaries of Region**

The Mississippi Chapters shall be comprised of one region.

### **Section 2. Organization**

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

### **Section 3. Officers**

The active members of this society shall elect a President, President-Elect, Secretary, and Treasurer, which shall serve as members of the MSRC Board of Directors. The Secretary shall be the official correspondent for the Region to the Society.

## **ARTICLE XIII – Society Medical Advisor**

The Society shall have at least one (1) medical advisor who shall conform to Article VIII, Section 3 of the AARC Bylaws.

## **ARTICLE XIV – Fiscal Year**

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

## **ARTICLE XV – Dues**

Annual Society dues for each category of membership shall be determined for the following year by the Board of Directors after consideration of the budget and in accordance with the AARC policy.



**ARTICLE XVI – 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 XVII – Amendments**

These bylaws may be amended by mail vote of the Mississippi Society for Respiratory Care of the AARC by two-thirds (2/3) of those voting, provided that the amendment has been presented to the membership in writing at least sixty (60) days prior to the vote. All amendments must be approved by the AARC Bylaws Committee and ratified by the AARC Board of Directors prior to being voted on by the membership of the Society.

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Revised March 2005

Revised September 2008

Revised January 2012

Revised December 2015

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