



# *Nebraska Society for Respiratory Care -* **BYLAWS**

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# Nebraska Society for Respiratory Care - BYLAWS

## BY LAWS OF THE NEBRASKA SOCIETY OF THE AMERICAN ASSOCIATION FOR RESPIRATORY CARE

### ARTICLE I – NAME

This organization shall be known as the Nebraska Society for Respiratory Care, hereinafter referred to as the NSRC, which is incorporated under the laws of the State of Nebraska. The NSRC 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 NSRC shall be the same boundaries as the State of Nebraska.

### ARTICLE III – OBJECTIVE

#### SECTION 1. PURPOSE

- a. To encourage and develop on a statewide basis 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, and the preparation and distribution of a newsletter and other materials.
- c. To facilitate cooperation between respiratory care personnel and the medical profession, hospitals, service companies, industry, and other agencies within the state interested in respiratory care, except that the NSRC shall not commit any act which shall constitute unauthorized practice of medicine under the laws of the State of Nebraska, or laws of the State of Illinois in which the

parent Association is incorporated.

- 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 NSRC 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, or 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 section 501, 2055, and 2522 of the Internal Revenue Code 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 foregoing 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 section.
- c. The Society shall not commit any act, which shall constitute the unauthorized practice of medicine under the laws of the State of Nebraska or any other state.

### ARTICLE IV – MEMBERSHIP

#### SECTION 1. CLASSIFICATIONS

The membership of the NSRC shall include three (3) classifications: Active member, Associate member, and Special Member. All classifications of membership and all responsibilities which members are entitled shall be defined in the AARC Bylaws.

#### SECTION 2. QUALIFICATIONS

An individual is qualified for membership in this society if he is a member of the AARC as specified in the AARC Bylaws, Article III, Membership, Section 1-5. Members of the NSRC must also be members of the AARC.

### ARTICLE V – OFFICERS AND DIRECTORS

#### SECTION 1. OFFICERS

The officers of the NSRC shall be President, President-elect (who automatically ascends to president after one (1) year), Immediate Past-president, Vice-president, Vice President-elect (who automatically ascends to vice-president after one (1) year), Secretary, and Treasurer. The officers shall be elected by popular vote.

#### SECTION 2. DIRECTORS

- a. There shall be three (3) Directors. One (1) Director shall be elected each year and the others as necessary in order to fill existing vacancies. One Director will be elected from the Lincoln area; one Director will be elected from the Omaha area; one Director will be elected at-large, which is defined as any area west of Nebraska State Highway 14. The Directors may either live in or be employed in the area they represent, and in all instances they must agree to represent the area and perform the duties necessary to represent the area for which they are elected.



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- 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 OF OFFICE

- a. The term of office for immediate Past-president, President, President-elect, Vice-president and Vice-president-elect shall be for (1) year. The term of office shall begin immediately following the annual business meeting. The immediate Past-president, President, and President-elect shall not serve more than one (1) consecutive term in the same office.
- b. The offices of Treasurer and Secretary shall be two (2) year terms and shall be elected alternately, with the Treasurer elected in even numbered years, while the Secretary is elected in odd numbered years. The Secretary shall assume office after the annual business meeting of the even numbered year, whereas the Treasurer shall assume office after the annual business meeting of the odd numbered year. The Secretary and Treasurer shall not serve more than two (2) consecutive terms in the same office.
- c. The term of office for Directors shall begin immediately following the annual business meeting and shall be a three- (3) year term of office. Directors will not serve more than two (2) consecutive terms.

## SECTION 4. VACANCIES OF OFFICERS AND DIRECTORS

- a. In the event of a vacancy in the office of President, the President-elect shall become the acting President to serve the unexpired term and shall serve his/her own successive term, as President.
- b. In the event of a vacancy in the office of President-elect, the Vice-president shall assume the duties, but not the office, of President-elect as well as his/her

own duties until a special election can be held to elect President-elect.

- c. Any vacancies that occur on the Board of Directors, with the exception of the President and immediate Past-president, shall be filled by qualified members elected by the Board of Directors. Individuals so elected shall serve the remainder of the term of that office.
- d. In the event of a vacancy the office of Immediate Past-president, that office shall remain vacant.

## SECTION 5. DUTIES OF OFFICERS

- a. President  
The President shall be the chief executive officer of the NSRC. 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 in accordance with Article VIII of these Bylaws; prepare and submit an agenda for each meeting of the Board of Directors not fewer than seven (7) days prior to such a 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 election and nominations committees; and present to the Board of Directors and membership an annual report of NSRC activities. He shall, with the Treasurer, be responsible for disbursement of all society funds.

- b. President-elect  
The President-elect shall serve until the next annual business meeting and then ascend to the office of President. He/she 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.

- c. Vice-president  
The Vice-president shall assume the duties but not the office of the President-elect in the event of the President-elect's absence, resignation, or disability; and shall perform such duties as assigned by the President or Board of Directors. He/she shall be the Chairperson of the program and education committee.
- d. Vice-president-elect  
The Vice-president-elect shall serve until the next annual business meeting and then ascend to the office of Vice-President. He/she shall become acting Vice-president and shall assume the duties of the Vice-president in the event of the Vice-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 be the vice-chairperson of the program and education committee. He/she will also serve as a member of the Awards Committee.
- e. Treasurer  
The Treasurer shall: have charge of all funds and securities of the NSRC, endorsing checks, notes or other orders for the 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. The Treasurer shall see that full accurate accounts are kept, and make a written financial report at every regularly scheduled meeting of the Board of Directors.

- f. Secretary  
The Secretary shall have charge of: keeping the minutes of the Board of Directors regular meetings, and the annual business meeting, tracking all electronic correspondence related to NSRC business and submit pertinent information for inclusion in the following board meeting minutes, submitting a copy of the minutes of every



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meeting of the governing body and other business of the NSRC to the Executive Office of the AARC within thirty (30) days following the 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.

- g. Immediate Past-president  
The immediate Past-president shall serve as an ex-officio member of the program and education committee and shall also serve other duties as assigned by the President or 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. Electronic voting is permissible when business requires such action and information has been disbursed to educate the Board of Directors about such business.

## ARTICLE VI – BOARD OF DIRECTORS

### SECTION 1. COMPOSITION AND POWERS

- a. The executive government of the NSRC shall be vested in a board of twelve (12) active members consisting of President, President-elect, immediate Past-president, Vice-president, Vice-president-elect, Secretary, Treasurer, three (3) Directors, and two (2) Delegates.
- b. The President shall be chairman and presiding officer of the Board of Directors and the executive committee. The President shall invite such individuals to the meetings of the Board as he/she shall deem necessary, with the privilege of voice but no vote.

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

### SECTION 2. DUTIES

- a. Supervise all business and activities of the NSRC within the limitation of these Bylaws.
- b. Adopt and rescind standing rules of the NSRC.
- c. Determine remuneration, stipends, and other related matters, after consideration of the budget.
- d. Approve by vote the slate of candidates for the upcoming Board vacancies presented by the Nominations Committee.

### SECTION 3. MEETINGS

- a. The Board of directors shall meet during the annual business meeting of the NSRC and shall hold not fewer than one (1) meeting every three (3) months during the calendar year.
- b. Special meetings of the Board of Directors shall be called by the President at such time as the business of the NSRC shall require, or upon written request of six (6) members of the Board of Directors filed with the President and the Secretary of the NSRC.
- c. Six (6) Board members shall constitute a quorum at any Board of Directors meeting.

### 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 business meeting, the Board of directors may, unless otherwise required by these Bylaws,

instruct the Elections Committee to conduct a vote of the membership by conventional or electronic methods. The question thus presented shall be determined according to a majority of valid votes received by mail within thirty (30) days after the date of submission, except in the case of a bylaws amendment or change in the Bylaws when a 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 hereof. Any amendment(s) to the Bylaws of the NSRC shall be presented to the membership at least sixty (60) days prior to a mail vote, as provided in Article XV of these Bylaws concerning amendments.

## SECTION 5. EXECUTIVE COMMITTEE

The executive committee of the Board of Directors shall consist of President, President-elect, Vice-president, Vice-president-elect, immediate Past-president, Secretary and Treasurer. They shall have the power to act for the Board of Directors between meetings of the Board of Directors and such action 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 VII – NOMINATIONS AND ELECTIONS

### SECTION 1. NOMINATIONS COMMITTEE

The Board of Directors shall appoint a nominations chairperson at the start of the fiscal year and approve his/her committee at the first scheduled board meeting of the fiscal year. The chairperson shall prepare and present a slate of nominees for the following year at the last scheduled business meeting of the Board of Directors of the current calendar year for approval.

### SECTION 2. BALLOT

- a. Only active NSRC members in good standing will have the right to hold office, hold committee



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chairs, and vote. Members of the NSRC will be considered active members if they are in compliance with AARC Bylaws, Article III.

- b. The official ballot and brief biographical sketches of each nominee's professional activities and services to the organization shall be mailed to all active members of the NSRC at least sixty (60) days prior to the annual business meeting.
- c. If the NSRC Board of Directors specifies that the vote shall be by mail, the list of nominees shall be so designed 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 thirty (30) days before the annual meeting. The deadline date shall be clearly indicated on the ballot.
- d. If the vote is to be conducted at the annual business meeting, the time, date, and place shall be clearly indicated on the ballot. Provisions shall be made for absentee ballots, which allow all eligible members the opportunity to vote.

## SECTION 3. ELECTION COMMITTEE

The Board of Directors shall appoint an impartial election committee, which shall prepare, distribute, receive and verify each ballot, and tally the votes. Results of the ballot shall be presented to the board of director. The NSRC president will notify all candidates of the results. The official results of the election shall be formally announced to the membership at the annual business meeting.

## ARTICLE VIII – ANNUAL BUSINESS MEETING

### SECTION 1. DATE AND PLACE

- a. The NSRC shall hold an annual business meeting in each calendar year; additional

business meetings may be held as required to fulfill the objectives of the NSRC.

- b. 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, teleconference, or electronically.

## SECTION 2. PURPOSE

- a. The annual business meeting shall be for the purpose of receiving reports of 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.
- c. Education opportunities for the membership shall be delivered when the business meeting coincides with the annual educational meeting.

## SECTION 3. NOTIFICATION

Written notice of the time and place of the annual business meeting shall appear in the NSRC's web page.

## ARTICLE IX – NSRC DELEGATES TO THE AARC HOUSE OF DELEGATES

### SECTION 1. ELECTION

The Delegates of the NSRC 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 specified in the Bylaws of the AARC.

They shall also serve other duties as assigned by the NSRC President of Board of Directors.

## SECTION 3. BOARD MEMBER

The Delegates shall be voting members of the NSRC Board of Directors.

## SECTION 4. MULTIPLE DUTIES

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

## SECTION 5. TERM OF OFFICE

- a. Terms of office for the Delegates shall begin after installation at the annual business meeting.
- b. The length of term for each Delegate shall be four (4) years, with one Delegate elected every two (2) years.
- c. In the event of a vacancy in either office of Delegate. The Board of Directors may elect to appoint a surrogate to attend individual meetings. This individual assumes the duties but not the position of Delegate. A Delegate will then be elected at the next scheduled election to fill the remainder of the vacated term.

## ARTICLE X – COMMITTEES

### SECTION 1. STANDING COMMITTEES

The chairmen of the following standing committees shall be appointed by the President, subject to the approval of the Board of Directors, to serve for a term of one (1) year. The standing committees shall be: Membership, Budget and Audit, Election, Judicial, Nominations, Program and Education, Bylaws, Publications, Public Relations, Awards, and Summit Award.



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## SECTION 2. SPECIAL COMMITTEES AND OTHER APPOINTMENTS

Special committees may be appointed by the President.

## SECTION 3. COMMITTEE CHAIRPERSON DUTIES

- a. The chairperson of each committee shall provide a list of prospective committee members to the President. When possible the chairperson of the previous year shall serve as a member of the new committee.
- b. All committee reports shall be made in writing and submitted to the President and Secretary of the NSRC at each Board of Directors meeting, at which time is to be read.
- c. Nonmembers or physician members may be appointed as consultants to the committees. The President shall request recommendation for such appointments from the Medical Advisor.
- d. The chairperson of each committee is responsible for working within the assigned budget for the fiscal year following. In addition, the chairperson of each committee shall: provide input for budget development, review the budget, and submit changes to the President no later than thirty (30) days following the annual business meeting.

## ARTICLE XI – DUTIES OF COMMITTEES

### SECTION 1. MEMBERSHIP

- a. This committee shall consist of at least three (3) members, and the directors from Omaha, Lincoln and western Nebraska. Members shall investigate ways

in which the Society can serve its members.

## SECTION 2. BUDGET AND AUDIT COMMITTEE

- a. The committee shall consist of the executive committee. The committee shall assist the Treasurer in preparation of the annual budget and shall oversee the disbursement of Society funds.

## SECTION 3. ELECTION COMMITTEE

- a. The committee shall consist of at least three (3) members who shall serve for one (1) year and the directors from Omaha, Lincoln and western Nebraska.
- b. The chairperson along with any combination of two (2) committee members, officers, or directors shall prepare, receive, verify and count ballots for all elections held during the calendar year. Individuals represented on the ballot will not participate in the election process.

## SECTION 4. JUDICIAL COMMITTEE

- a. This committee shall consist of the President, President-elect, and immediate past-President.
- b. The committee shall review formal written complaints against any individual NSRC member charged with any violation of the NSRC Bylaws or otherwise with any conduct deemed detrimental to the NSRC or the AARC. Complaints or inquiries may be referred to this committee by the judicial committee of the AARC.

## SECTION 5. NOMINATIONS COMMITTEE

- a. This committee shall prepare for approval, by the Board of Directors, a slate of officers and directors for the annual election.
- b. The committee shall consist of at least three (3) members who

shall serve a term for one (1) year.

- c. It shall be the duty of this committee to make the final critical appraisal of candidates before Board approval to see that the nominations are in the best interests of the AARC and the NSRC through a consideration of personal qualifications and geographical representations as applicable.

## SECTION 6. PROGRAM AND EDUCATION COMMITTEE

- a. This committee shall consist of at least three (3) members and be so constructed as to provide experienced members for program and education planning.
- b. The Vice-president and Vice-president-elect will assume responsibility of this committee.
- c. This committee shall plan and execute the educational symposium held at the annual meeting.
- d. The Medical Advisor will be a consultant member of this committee.

## SECTION 7. BYLAWS COMMITTEE

- a. This committee shall consist of the Delegates and two (2) additional members.
- b. The committee shall receive and prepare all amendments to the bylaws for submission to the Board of Directors.

## SECTION 8. PUBLICATIONS

- a. This committee shall consist of at least three (3) members, one (1) of whom shall be the current NSRC president, with members being appointed annually for a one- (1) year term subject to reappointment.
- b. This committee shall concern itself with all publications of the NSRC as meets the communication needs of the Society, including the website.



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## SECTION 9. PUBLIC RELATIONS COMMITTEE

- a. This committee shall consist of at least three (3) members.
- b. The committee shall concern itself with the relations of the NSRC to the public, hospitals, and other organizations through the dissemination of information concerning respiratory care.

## SECTION 10. AWARDS COMMITTEE

- a. This committee shall consist of at least three (3) members the Vice-President-elect and two (2) additional members appointed by the President. Members shall recommend recipients of all Society awards and scholarships. The committee shall also be responsible for obtaining awards.

## ARTICLE XV – AMENDMENTS AND REVISIONS

These Bylaws may be amended at any regular or called meetings or by mail vote of the NSRC of the AARC by majority count of returned ballots, 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 Chartered Affiliates Committee and shall become effective upon ratification by the AARC Board of Directors.

NSRC Bylaws 1970  
Revised 1973  
Revised 1975  
Revised 1980  
Revised 1987  
Revised 1992  
Revised 1995  
Revised 1997  
Revised 2005  
Revised 2008

## ARTICLE XII – NSRC MEDICAL ADVISOR

The NSRC shall have one (1) Medical Advisor, as described in Article VIII, Section 3, of the AARC Bylaws. The Medical Advisor shall serve a two (2) year term.

## ARTICLE XIII – FISCAL YEAR

The Fiscal Year for the NSRC shall be from June 1 through May 31.

## ARTICLE XIV – PARLIAMENTARY PROCEDURE

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