

**BYLAWS OF THE KENTUCKY SOCIETY OF THE AMERICAN  
ASSOCIATION FOR RESPIRATORY CARE (KSRC)**

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**ARTICLE I**

Name

This organization shall be known as the Kentucky Society for Respiratory Care, Inc. (KSRC), hereinafter, also referred to as the society and the KSRC, a chartered affiliate of the American Association for Respiratory Care, hereinafter referred to as the AARC. The AARC is incorporated under the General, Not ~~For~~for Profit Corporation Act of the State of Illinois.

Commented [HRA(1)]: Changed wording from “referred to as the society” to referred to as the society and the KSRC” per suggestions below and references throughout the document.

**ARTICLE II**

Boundaries

The area included within the boundaries of this society shall be the boundaries of the Commonwealth of Kentucky.

**ARTICLE III**

Object

**Section 1. Purpose:**

**Mission Statement**

The Kentucky Society for Respiratory Care (KSRC) will advance Respiratory Therapy education and practice, enhance public health and be an active advocate for Respiratory Care within the state.

**Vision Statement**

The KSRC will encourage and promote professional excellence, advance the science and practice of respiratory care, and serve as an advocate for patients, their families, the public, the profession and the respiratory therapist.

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Value Statement

- a. To encourage and develop, on a regional 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 regional institutes, meetings, lectures and other materials;
- c. To foster cooperation between licensed respiratory care professionals and the medical profession, hospitals, service companies, industry and other agencies within the state interested in respiratory care; except that this society shall not commit any act which shall constitute unauthorized practice of medicine.
- d. To educate the general public on cardiopulmonary disease prevention, treatment and management.

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**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 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 beneficiaries~~distributees~~ are exempt from income taxation under the appropriate provisions of the Internal Revenue Code.

**ARTICLE IV**  
Membership

**Section 1. Classification:**

- a. Active Member

An individual who meets the requirements set forth by the AARC bylaws and has paid the current dues assessment set by the AARC before the delinquent date, is eligible to be an active member. An active member in good standing shall be entitled to have all the rights and privileges of this society including ~~the~~ rights to hold office, hold committee chairs, and vote.

b. Associate Member

An individual is eligible to be an associate member if the individual meets the requirements set forth by the AARC bylaws and has paid the current dues assessment set by the AARC before the delinquent date. Associate members shall have all the rights and privileges of the society except the right to vote, ~~and~~ hold office, or chair any standing committee. There shall be the following sub-classes of Associate Membership:

1. Student Member

An individual is eligible to be a student member if the individual meets the requirements set forth by the AARC bylaws and has paid the current dues assessment set by the AARC. Student Members shall have all the rights and privileges of the society except the rights to vote, ~~hold office.~~

2. Physician Member

An individual is eligible to be a Physician member if the individual meets the requirements set for the by the AARC bylaws and has paid the current dues assessment set by the AARC. The Physician member shall have the same rights and privileges as set forth in the AARC bylaws.

3. Industrial Member

An individual is eligible to be an Industrial Member if the individual meets the requirements set forth by the AARC bylaws and has paid the current dues assessment set by the

AARC. The Industrial member shall have the same rights and privileges as set forth in the AARC bylaws.

c. Special Members

1. Life Member

The KSRC will recognize any Life Member when so designated by the AARC Board of Directors. Such a member shall have all the rights and privileges as designated by the AARC.

2. Honorary Member

The KSRC will recognize any Honorary Member when so designated by the AARC Board of Directors. Such a member shall have all the rights and privileges as designated by the AARC.

3. General Member

An individual is eligible to be a General Member if the individual meets the requirements set forth in the AARC bylaws and has paid the current dues assessment set by the AARC. The General Member shall have the same rights and privileges as set forth in the AARC bylaws.

**Section 2. Eligibility:**

An individual is eligible to be a member of this society if the individual is a member of the AARC as specified in the AARC bylaws.

**ARTICLE V**

Officers and Representatives

**Section 1. Officers:**

The officers of the society shall be a President, a President-elect, ~~(who automatically accedes to the presidency when the President's term ends), a Vice President,~~ a Secretary, a Treasurer and an Immediate

Past-president. ~~These officers shall have voice and vote at all meetings of the governing bodies.~~

## Section 2. District Representation/Student Representative:

- a. Each district shall ~~be~~ should be represented on the Board of Directors by a Senior ~~d~~District Representative, ~~serving a second year term as District Representative~~ and a Junior District Representative, ~~serving a first year term as District Representative. For District voting rights see Article XI section 2a.~~
- b. ~~All s~~Students ~~will~~should be represented on the BOD ~~by an appointed Student Representative with a minimum of one student for each district.~~

## Section 3. Delegation:

The KSRC shall be represented to the AARC House of Delegates by a Delegation, which shall consist of two delegates, ~~who shall be members of the KSRC Board of Directors with both voice and vote, one of which may be the President.~~

## Section 4. Term of Office

- a. ~~The term of office for society officers shall be for two (2) years. The term shall begin January 1 following the annual business meeting at which their election was announced. The President and President-Elect shall not serve more than one (1) consecutive term in the same office. The Vice President, Secretary and Treasurer shall not serve more than three (3) consecutive terms in the same office. The President-Elect shall serve in four (4) consecutive years, one year as president-elect, two (2) years as president and one year as Immediate Past President before serving in another elected office.~~
- a. ~~The term for President shall be for two (2) years. The term of Immediate-Past President shall be for one two (12) years. The office of Immediate Past President shall be filled during odd-numbered years and will be vacant during even-numbered years. The term of office for the President-Elect shall be for one two (12) years.~~

~~This office shall be filled during even numbered years and vacant during odd numbered years. All terms shall begin January 1. Those serving in these offices shall not succeed themselves in the same office.~~

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b. ~~The term of office for Secretary shall be three (23) years. They shall not serve more than three (3) consecutive terms.~~

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c. ~~The office of Treasurer shall be for three (32) years. The first year will be considered a mentorship year serving with the previous treasurer as a mentor. They shall not serve more than two (23) consecutive terms.~~

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~~The term of office for Junior District Representative shall begin January 1 following the annual business meeting at which his/her election is announced and shall be for two (2) years. The Junior District Representative shall accede to the office of Senior District Representative.~~

d. ~~most recently elected member to the District Representatives shall serve a two (2) year term as the Junior District Representative and automatically accedes to the office of Senior District Representative for a two (2) year term.~~

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e. ~~The term for Student Representative shall be one (1) year. The Student Representative shall not serve more than (3) consecutive years may be reappointed to the Student Representative position as long as they remain and must in good standing in an accredited Respiratory Care Program.~~

e. ~~The term of office for Senior District Representative shall begin January 1 following the annual business meeting and shall be for two (2) years.~~

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~~The Term of office for the Delegation shall be as described in Article IX. most recently elected member to the Delegation shall serve a two (2) year term as the Junior Delegate and automatically accedes to the office of Senior Delegate for a two (2) year term.~~

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**Section 5. Vacancies in Office:**

- a. In the event of a vacancy in the office of President in his first year, the Past-President shall become President to serve the un-expired term and shall serve the successive term as Past President.
- b. In the event of a vacancy in the office of President in his second year, the President-Elect shall become President to serve the unexpired term and shall serve the successive term as President.
- c. ~~In the event of a vacancy in the office of President elect, the Vice-president shall assume the duties, but not the office, until the position is filled by special election. A special meeting of the Board of Directors shall be called to declare a special society election to fill the President elect position. In the event the election is not completed by January 1, the President shall remain as President of the society until the election is finalized, in addition to fulfilling the Immediate Past president's position.~~
- d. In the event of a vacancy in the office of Senior Delegate, the most recently elected member of the delegation shall accede to the position of Senior Delegate for the remainder of the original term and then serve his/her own full term as Senior Delegate.

~~The Society's President shall fill or appoint the interim position until election can occur, fulfill the duties of the most recently elected member of the Delegation excluding chairing the Nominations/Elections Committee, until a new Delegate can be selected, or until the next regularly scheduled election of a delegate. If more than eight (8) months remain until the next regularly scheduled election of a new Delegate, a replacement Delegate shall be selected by the active and life membership by special election. The newly elected Delegate thus selected shall serve only until the next regular election of a Delegate.~~

- e. ~~Vacancies in all other officer positions shall be filled by appointment of the Board of Directors to serve the remainder of that term. The president shall appoint an interim for all vacancies not specified with the approval of the Board of Directors to serve out the remainder of the term. If the remaining term is greater than 12 months a special election should occur.~~

**Commented [HL(2)]:** This will need to be removed. No process is defined in the nominations and elections for special elections.

**Commented [HL(3)]:** With extended terms, should consideration be made to define a special election?

~~f. In the event of a vacancy in the office of Senior District Representative, the Junior District Representative shall become acting Senior District Representative to serve the un-expired term and shall serve the successive term as Senior District Representative.~~

~~g.f. In the event of a vacancy in the office of Junior District Representative, the Senior District Representative shall remain as Senior District Representative and shall remain in office until the next regular election is finalized. If the Senior District Representative does not agree to remain in office, then the Board of Directors shall appoint a Junior District Representative.~~

#### Section 6. Duties of Officers:

a. President – The President shall be the chief executive officer of the society. 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 membership not fewer than thirty (30) days prior to such a meeting in accordance with Article VIII 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) 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 Nominations/Elections Committee; and present to the Board of Directors membership an annual report of the society's activities. ~~In the event of a vacancy in the office of Delegate, the President shall assume the duties, excluding chairing the Nominations/Elections Committees, of the most recently elected member of the Delegation as detailed in Article IX, Section 3, of these bylaws.~~

~~a.~~  
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 the Board of Directors. The President-elect shall serve as an ex-officio member of all committees, except the Nominations/Elections Committees when in the role of Acting President.

~~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~~

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~~absence, resignation or disability. The Vice Present shall perform other duties as assigned by the President or Board of Directors.~~

~~d.c.~~ 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 Director in accordance with the adopted budget; and depositing funds as the Board of Directors may designate. The Treasurer shall see that full and accurate accounts are kept, and submit a written financial report to each meeting of the Board of Directors. At the expense of the society, the Treasurer shall be bonded in an amount determined by the Board of Directors. The Treasurer shall comply with all state regulations required by Articles of Incorporation. The Treasurer shall oversee the preparation of an external annual audit of the Society’s finances and shall, annually, file all applicable, Federal, State and Local income tax returns.

~~e.d.~~ Secretary – The Secretary shall have charge of keeping the minutes of the Board of Directors meetings, regular business meetings and the annual business meeting, submitting a copy of the minutes of every meeting of the governing bodies and other business of the society 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 Board of Directors.

~~e.~~ Immediate Past-President – The Immediate Past-President’s specific duties include serving as a resource person for the President; and other duties as assigned by the President or the Board of Directors.

~~f.~~ Delegates: The duties of the delegation shall be the same as specified by AARC bylaws.

~~f.~~

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**ARTICLE VI**  
~~Nominations/Elections~~

**Section 1. ~~Nominations~~/Election Committee:**

The Board of Directors shall appoint ~~a an~~Nominations/ Elections Committee chairperson each year at its annual business meeting.

a. It shall be the duty of the committee to prepare a slate of nominees for the ~~next year's~~ regular and special elections.

~~b. Nominations shall open not later than February 1<sup>st</sup>, and shall remain open at least twenty five (25) days, and not more than ninety (90) days remain open at least twenty five (25) days.~~

~~b.~~  
c. The Chairperson of the committee shall report the slate of nominees to the board of directors for ratification ~~not later than May 31.~~

d. No member of the Nominations/ Elections Committee shall be a candidate for an elected office.

## Section 2. Nominations

a. The Nominations/ Elections Committee shall determine the eligibility of all nominees prior to the name being placed on the ballot

~~b.~~ The Nominations/ Elections Committee shall place in nomination the names of two (2) or more active or life members for each of ~~the~~ offices of the society.

~~b. Nominees for District representation must live within the district borders for which they are seeking office. President elect, Vice-President, Secretary, and Treasurer. The committee shall also place in nomination the names of two (2) or more active or life members for Junior District Representative who are members of that specific district.~~

~~— Every two (2) years, the Nominations/ Elections Committee shall place in nomination the names of two (2) or more active or life members for the Delegation. The Nominations/ Elections committee shall make every reasonable effort to assure at least two (2) nominees for each of the above described offices. If, however, the nominations committee is unable to assemble a ballot with at least two (2) candidates for each office, the Board of Directors may authorize publication of a ballot with less than two (2) candidates for any of the above described offices. In the event an office has no qualified candidates who accept the nomination, the board may reopen nominations for that office only for a period of 15 calendar~~

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**Commented [HL(5):** Need a section to define process for special election

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days, with notification of this fact being carried out by activation of the appropriate portions of the rapid communication network.

c. ~~Except for the office of President elect, if at the end of this period, no qualified candidates have accepted the nomination for the office, the Board of Directors shall appoint an individual to fulfill the duties of that office until the next regular election.~~

**Commented [HL(6)]:** With the extended terms, I suggest consideration for special election for terms that are not ending within a specified period of time.

e. ~~The Nominations/Elections Committee shall prepare a pertinent biographical sketch of each nominee's professional services and activities to the society or district, which shall be part of the ballot.~~

d. ~~On written petition of five (5) percent of the voting membership filed with any officer of the society, not later than May 31, any other eligible member of members may be nominated. If a nominating petition is so filed, such further nominations shall be placed on the ballot, providing eligibility requirements are fulfilled.~~

**Commented [HL(7)]:** Not sure I understand the reason for this – someone else is nominating an individual for a position and it requires 5% of the voting membership. Is this necessary?

**Commented [HRA(8)]:** Move to strike

### Section 3. Ballot:

The ~~nominations~~/Elections Committee must present the slate to the Board of Directors for approval. ~~This should include and the candidate's biographical professional qualifications, sketches to the Nominations/Elections Committee not later than June 30.~~ The ~~Nominations~~/Elections Committee shall prepare the ballots, with:

- ~~provisions~~Provisions for write in votes for each position to be filled.

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- The ~~voting deadline~~ deadline date clearly indicated

~~—and time for return of the ballots shall be clearly indicated on the ballot.~~

a. ~~The ballots for officers, district representative, and the Delegation (in applicable years) shall be distributed to all voting members active or life AARC members in good standing of the society not later than 90 days prior to the annual business meeting, and in such a manner as to assure the secrecy and authenticity of each ballot. The committee shall be responsible for preparing, distributing, receiving and verifying all ballots. At least sixty (60) days prior to the Annual Business Meeting, ballots setting forth the slate of candidates shall be made available to Active Members of the society in good~~

standing. Each active member will be allowed to vote only for the representation in the district in which they reside. Voting will close no less than thirty (30) calendar days prior to the Annual Business Meeting. Ballots shall be counted no less than twenty one (21) calendar days prior to the Annual Business Meeting. For a returned ballot to be deemed valid, valid it must be postmarked or electronically date stamped no later than sixty (60) days prior to the annual business meeting. The Committee shall be responsible for receiving the ballots and tallying the votes no sooner than fifteen (15) days prior to the Annual business Meeting. The results of the election shall be announced by the committee chairperson at the annual business meeting, the Board of Directors shall consider and approve the results, and the presiding officer shall declare the results of the election.

b. In the event the Board of Directors does not approve the results of the election, the presiding officer shall declare the results of the election invalid. In such a case, the election process shall be repeated. In the event the election process is repeated, those persons in elected positions shall remain in their elected positions until the results of the new election have been declared valid and those elected have been installed.

c. The ballots for special society election shall be distributed to all voting members active or life AARC members of the society in good standing ~~within ten (10) working days after the call for a special election. For the ballot to be deemed valid, it must be postmarked no later than the date specified on the special election ballot.~~ The results of the election shall be announced at the next Board of Directors meeting, the Board of Directors shall consider and approve the results, and the presiding officer shall declare the results of the election.

~~b.~~ .

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#### Section 4. Vote:

Except in cases of bylaws amendments, the elections shall be by plurality of the votes cast. Lot shall decide a tie vote.

## ARTICLE VII

## Board of Directors

### Section 1. Composition and Powers:

- a. The ~~executive government~~ governing body of this society shall be vested in a board of active or life members consisting of the Immediate Past-President, President, President-elect, ~~Vice President~~, Secretary, Treasurer, Delegation and Senior District Representatives, all of whom shall have a voice and vote. Other members of the board who have voice but not vote are the Junior District Representatives (except in the absence of the Senior District Representative), and the Medical Advisor(s), Student Representative and the Industrial Representative(s).
- b. ~~The President shall be the chairperson and presiding officer of the Board of Directors and the executive committee. The President shall~~ The Board of Directors may invite ~~such~~ individuals to the meetings ~~of the Board, as the President shall deem necessary,~~ with the privilege of voice, but not vote.
- c. If any member of the board is charged as being negligent in performing the duties of that office or in exhibiting any conduct deemed prejudicial to the society, the member's name shall be given to the Judicial Committee for investigation and recommendation before the next board meeting. Based on the Judicial Committee's findings, the position may be declared vacant by a 2/3's vote of all the Board of Directors present.

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### Section 2. Duties

- a. Supervise all business and activities of the society within the limitations of these bylaws, including but not limited to the budget.
- b. Adopt and rescind standing rules of the society and/or policy and procedure of the society.
- e. ~~Determine remuneration, stipends, and the amount of any membership fees for the following year, and other related matters, after consideration of the budget.~~

### Section 3. Meetings:

- a. ~~The Board of Directors shall hold 4 meetings annually, one of which shall be within 30 days prior to the state educational meeting. Attendance can be in person or per electronic means.~~
- a. ~~meet during the annual state educational meeting prior to the annual business meeting of the society, and shall hold not fewer than three (3) regular and separate additional meetings during the calendar year.~~
- b. ~~Business~~Board of Directors meetings shall be for the purpose of receiving reports and other business brought by or to the President.
- c. 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 five percent (5%) of the voting membership of the society. ~~A written request from the membership must be~~ filed with the President or Secretary of the society. Special meetings of the Board of Directors shall only deal with a specific written agenda as ~~filed~~ with the written request. ~~Special meetings can be in person or by electronic means. All outcomes should be recorded into the minutes of the next regularly scheduled Board of Directors meeting.~~
- d. A majority of the voting Board of Directors shall constitute a quorum at any meeting of the Board.

**~~Section 4. Phone/Electronic Vote:~~**

~~The presiding officer shall have the authority to conduct a phone/electronic vote of the board between Board of Directors' meetings. The outcome of the vote must be entered into the minutes of the next Board of Director's meeting.~~

**~~Section 5. Mail Vote:~~**

- a. ~~The Board of Directors determines necessity of a mail vote of the membership on any issue, except bylaws amendments.~~
- b. ~~The Board of Directors shall instruct the Nominations/Elections Committee to conduct the mail vote.~~

~~e. Except for bylaws amendments, decision of the question shall be by the majority of those votes received by the stated deadline for return. The stated deadline for return shall not be sooner than thirty (30) days from the mailing date.~~

~~d. Decision of bylaws amendments shall be by two thirds (2/3) majority of the valid votes received by the stated deadline for return. The stated deadline for return shall not be sooner than thirty (30) days from the mailing date.~~

**Section 56. Multiple Office.**

No officer, District Representative, or Delegate shall hold more than one (1) elected position, within the society, simultaneously.

**ARTICLE VIII**  
Annual Business Meeting

**Section 1. Date and Place:**

The society shall hold the annual business meeting in conjunction with and as a part of the agenda of the annual state educational meeting, which shall be held in the third or fourth quarter. The time and place of the annual business meeting shall be decided and announced in advance by the Board of Directors.

**Section 2. Purpose:**

The annual business meeting shall be for the purpose of receiving reports of officers and committees, announcing the results of elections, and conducting other business brought by or to the President. Additionally, the President-elect shall announce committee chairpersons and committee charges for the coming year, announce the tentative dates and locations of the coming year's Board of Directors' meetings and the tentative date, place and time of the coming year's annual business meeting.

**Section 3. Notification:**

Written notice of the time and place and agenda of the annual business meeting shall be sent to all members of the society not fewer than thirty (30) days prior to the meeting.

## **ARTICLE IX**

### **Society Delegates to the AARC House of Delegates**

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

~~The Delegation shall be elected by the voting membership of active or life AARC members of the society not fewer than ninety (90) days prior to the annual business meeting of the AARC at which they will represent the KSRC.~~

#### **Section 2. Term of Office:**

~~The most recently elected member to the Delegation shall serve a two (2) year term and automatically accedes to the office of Senior Delegate for a two (2) year term.~~

#### **Section 3. Duties:**

~~The duties of the delegation shall be the same as specified by AARC bylaws.~~

## **ARTICLE IX**

### **Committees**

#### **Section 1. Standing Committees:**

The following are Standing Committees of the KSRC;

- a) Executive & Finance
- ~~a) Budget and Audit Finance~~
- b) Bylaws
- c) District Affairs
- d) Program

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- e) Governmental Affairs
- f) Judicial
- g) Strategic Planning ~~Long Range Planning~~
- h) Membership ~~Public Relations~~
- i) ~~Nominations~~ Elections
- j) Publications ~~Public Relations~~
- k) Education

Except for the ~~Nominations~~ Elections, Bylaws and Executive and Finance Budget and Audit Committees, the President shall appoint the chairperson to serve for a term of two one (21) years.

**Section 2. Committee Chairperson’s Duties:**

- a. Except those committees in which membership is defined, committee chairpersons shall appoint committee members. When possible, the chairperson of the previous year shall serve as a member of the new committee. If the chairperson is unable to determine membership the President may assist with appointment of committee members.
- ~~b. The chairperson of each committee shall confer promptly with the members of that committee on work assignments.~~
- b. The chairperson of each committee shall establish regular meetings at a minimum of one per quarter
- c. All ~~Standing~~ Committee reports shall be made in writing and submitted to the President and the Secretary of the society prior to the Board of Directors quarterly meetings.
- ~~d. Non members or physician members may be appointed as consultant to committees. The President shall request recommendations for such appointments from the Medical Advisor.~~
- d. Non-members or physician members may be appointed as consultants to committees.
  - ~~e. Each committee chairperson requiring operating expenses shall submit a budget for the next fiscal year to the President.~~

**Section 3. Duties of Committees:**

- a. ~~Budget and Audit~~ Executive & Finance

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1. The Executive Committee & Finance shall consist of the Immediate Past-President, President, President-elect, Delegate(s), Secretary and Treasurer. The Medical Advisor shall act as a consultant for the committee.
2. The committee shall have the power to act for the Board of Directors between meetings and such action shall be subject to ratification by the board at its next scheduled meeting.
3. This committee shall ~~be composed of the executive committee and shall~~ submit an annual budget for approval by the board at the first meeting of the new fiscal year~~board of directors~~.
4. This committee shall also be responsible for receiving and reviewing ~~annual~~ audits of KSRC finances as prepared by an external auditor and overseen by the Treasurer.

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**Commented [kah9]:** We aren't doing annual audits-does the time frame need to change?

**Commented [HRA(10):** Since we aren't doing annual audits do we need to change the wording to "requested audits" (since the BOD is reviewing the finance report & all accounts quarterly there is really no reason for an annual audit—but the BOD should reserve the right to request one as needed.

b. Bylaws

1. ~~Annually, The~~the Board of Directors shall appoint a member for a three (3) year term.
2. ~~This committee will have a minimum of three members.~~
3. The chairperson of this committee, ~~of at least three (3),~~ shall be the ~~board appointed~~ member serving his/her third year on the committee. In the case of inability of the third year member to serve as chair person, the President will appoint a chair.
4. At least one (1) member of the committee must be a current or past ~~past president member of the Executive Committee.~~
5. The committee shall review the by-laws every two years and as requested by the AARC.
2. ~~Receive and prepare all amendments to the bylaws for submission to the Board of Directors. The committee may also initiate such amendments for submission to the Board of Directors.~~

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c. District Affairs

1. This committee shall consist of at least one (1) member for each district.

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2. This committee shall engage members in their district by collaborating and sharing best practices.

~~The committee shall receive applications for the districts and report its findings to the Board of Directors. It shall review the minutes of all district meetings and advise the District Representative and Secretaries of any irregularities or other recommendations, and send copies of all pertinent information to the President and Secretary of the society.~~

d. Program

1. This committee shall be responsible for providing educational opportunities at the state level for membership.

2. This committee shall serve as a resource for the development of educational opportunities for the district.

3. The Medical Advisor(s) or designee shall be a consultant member of this committee.

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e. Governmental Affairs

1. This committee shall be responsible for monitoring legislation impacting keeping current on governmental actions affecting the practice of respiratory care and issues that impact cardiopulmonary disease.

~~2. In addition, this committee shall keep the membership informed of any regulatory changes affecting the practice of respiratory care.~~  
communicate such changes to the membership.

3. Promote partnerships with interested stakeholders to improve cardiopulmonary health, prevent cardiopulmonary disease, and identify and maximize the care of patients with chronic disease.

f. Judicial

1. This committee shall consist of members from the board of directors or previous society officers.

2. Via due process, this committee shall review formal, written complaints against any individual society member charged with any violation of the society bylaws, or Articles of Incorporation, or with any conduct deemed detrimental to the society or AARC. If the person is a member of the KSRC by virtue of membership in the AARC, such

3. The Committee shall report -a member shall be reported to the judicial Committee of the AARC for consideration.

4. Complaints or inquires may be referred to this committee by the Judicial Committee of the AARC.

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g. ~~Long Range Planning~~Strategic Planning

This committee shall be responsible for updating the long-range plan and submitting its recommendations to the board of directors ~~bi-annually, and perform other services as directed by the President and Board of Directors.~~

h. Membership/~~Public Relations~~:

1. This committee shall consist of the society's Delegation and at least one (1) other member ~~of the Board of Directors.~~

2. The committee shall receive, process, and distribute membership lists, ~~and develop and implement plans to keep and enhance membership.~~

3. The committee will ~~report to the Membership Committee of the AARC all required information on all membership drives, activities, etc., and perform other services as directed by the President and Board of Directors.~~

~~This committee shall maintain such liaison as has been established by the Board of Directors with other organizations whose activities may be of interest to the members of the society.~~

i. ~~Nominations~~/Elections

This committee shall be responsible for ~~all activities conducting the nominations and elections Article of President elect, Vice-president, Secretary, Treasurer, and Delegates as outlined in Article VI of this document.~~

j. Publications/Public Relations

This committee ~~is responsible for communication with the society in ways that can include print and electronic means to promote the vision and mission. shall publish a society newsletter and other publications of this society.~~

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**Section 4. Special Committees and Other Appointments:**

- a. Special Committees may be appointed by the President, subject to the approval of the Board of Directors.

- b. Representatives ~~of the society~~ to ~~such~~ external organizations ~~as may be required and~~ shall be appointed by the President with the approval of the Board of Directors. The term of appointment shall be for one (1) year or as designated by the external organization.

~~**Section 5. Executive Committee:**~~

~~The Executive Committee of the Board of Directors shall consist of the Immediate Past President, President, President elect, Vice President, Delegate(s), Secretary and Treasurer. The Medical Advisor shall act as a consultant for the committee. The committee 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 XI**  
**District Organization**

**Section 1. District Boundaries**

This society shall be subdivided into geographic districts as deemed appropriate by the Board of Directors.

**Section 2. District Representative**

- a. ~~Each District is should represented~~ be represented by a Senior and Junior Representative ~~with one voting seat on the Board of Directors. The Senior Representative of each District shall be a voting member of the society's Board of Directors. In the absence of the Senior District Representative, the Junior Representative may east the District's vote.~~

- b. ~~The voting members of this society working in a specific district may elect other positions in that district as circumstances may require.~~

**Section 3. Activities:**

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Each district shall be encouraged to expand the membership ~~of the district~~ and to develop ~~educational~~ activities ~~and such other activities~~ as is consistent with the Articles of Incorporation and these bylaws.

**Section 4. Responsibilities of the ~~Senior~~ District Representatives:**

- a. Represent the district ~~from~~ which elected
- b. Submit a written report at least fifteen (15) days prior to each Board of Directors meeting, relating to the activities in their district.
- c. ~~Should~~ Cconduct at least two (2) district meetings per year.
- d. Report ~~in writing~~ to the ~~Program appropriate committee chairperson committees~~ all ~~educationally related~~ activities prior to their occurrence.
- ~~e. Submit notifications of any district meetings shall be submitted to the society President and District Affairs chairperson at least fourteen (14) days prior to such meeting.~~

**Section 5. District Admission Requirements:**

- a. Ten (10) or more active or life members of the society ~~meeting the requirements for affiliation~~ may become a District ~~of the society upon approval of the District Affairs Committee~~, subject to ratification by the Board of Directors ~~of the society~~.
- b. The formal application~~s~~ shall be sent to the society's ~~office~~ President and shall consist of the names of the elected Senior and Junior District Representatives, membership, presider of the organizational meeting, and a letter from the elected representatives accepting the duties of the office responsibilities.
- ~~b. proposed Medical Advisor accepting the duties of the Medical Advisor.~~

**Section 6. District Dissolution:**

- a. If the number of active members in an existing district falls below ten (10), for a period of six months, the KSRC President shall appoint a special representative to that District whose purpose shall

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~~be to be~~ assist the District Representatives (~~Senior and Junior~~) in rebuilding the active member base ~~of the district.~~

- a. ~~If the active membership total remains below ten (10) for one (1) additional year, the district shall be declared dissolved, the geographic area shall be reassigned to other district(s) of the KSRC, and the District representative positions for that district shall be discontinued.~~
- b. If a district is unable to yield at least one (1) qualified candidate (who will accept the nomination) for Junior district representative for two (2) consecutive regular elections, the district shall be declared dissolved, ~~the geographic area shall be reassigned to other district(s) of the KSRC and the district representative positions for that district shall be discontinued.~~
- c. ~~Except within 24 months of dissolution, a~~Any district dissolved by the procedure described ~~above in either a/b above~~ may petition for re-instatement as a district if it ~~again~~ can meet the requirements described in Article XI, Section:(5).

#### ARTICLE XII

~~Society~~ Medical Advisor(s)

- 1. The society shall have at least one (1) Medical Advisor who shall conform to the AARC bylaws.
- 2. Each district ~~shall~~ should have at least one (1) Medical Advisor.

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#### ARTICLE XIII

Fiscal Year

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

#### ARTICLE XIV

Ethics

- 1. All members of the KSRC shall conduct themselves in accordance with the Article of Incorporation, bylaws, standing rules, code of

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ethics, or other regulations, policies or procedures adopted by the AARC and KSRC.

2. If any member appears to have violated any of the above references or appears to be prejudicial to the Association's or Society's interests, such member shall be reported to the Judicial Committees of the AARC and KSRC for consideration.

#### **ARTICLE XIV** Parliamentary Procedure

The rules contained in ROBERT'S RULES OF ORDER ~~REVISED-~~ The Modern Edition (ISBN:978-0-425-11690-6) shall govern whenever they are not in conflict with the bylaws of the society or the AARC.

#### **ARTICLE XVI** Amendments

1. Bylaws amendments are reviewed and presented to the KSRC BOD for approval by the Bylaws Committee.
2. Once approved by the KSRC BOD, the amendments are presented to the AARC for approval.
3. Once approved by the AARC, amendments are presented to the KSRC membership in writing for review no less than ninety (90) days prior to any vote.
4. Final approval of these bylaw amendments is made by the KSRC voting members. The approval of s may be amended at any regular or called meeting or by mail vote of the Kentucky Society voting members, by a two-thirds (2/3) majority of those voting of voting members is required to enact proposed amendments., providing that the amendment has been presented to the membership in writing at least ninety (90) days prior to the vote.
5. All proposed amendments must be approved by the AARC prior to being sent to the KSRC membership for vote. These bylaws

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may be changed throughout the body of the document to reflect name changes by named organizations, i.e. AART to AARC, without vote by the KSRC membership or submission to the AARC. Further, the name of this Society may be changed throughout the body of these bylaws without vote from the membership or approval of the AARC if the name change is mandated by the AARC, i.e. KSRT to KSRC.

[AARC Board of Directors, approved April 11, 2019](#)

[KSRC Board of Directors, approved January 2018](#)

[KSRC By-Laws Committee Review: 2017 Higdon, Houle, Hayes, Cissell](#)

KSRC Board of Directors 10/97, Revised and Approved May 17, 2011

AARC Board of Directors 1996, Approved September 1, 2011

KSRC Membership 1997, Final Approval September 16, 2011