

**BYLAWS OF THE
MISSOURI SOCIETY FOR RESPIRATORY CARE**

2011

ARTICLE I – NAME

This organization shall be known as the Missouri Society for Respiratory Care, Incorporated under the general Not-for-Profit Act of the State of Missouri, hereinafter referred to as the Society, a chartered affiliate of the American Association for Respiratory Care, hereinafter referred to as AARC, which is incorporated under the general Not-for-Profit Corporation Act of the State of Illinois.

ARTICLE II - OBJECTIVES

SECTION 1. PURPOSE

The Society is formed to:

- a. Encourage, develop and provide, on a regional basis, educational programs for those persons interested in respiratory therapy and diagnostics, hereinafter referred to as Respiratory Care.
- b. Advance the science, technology, ethics, and art of respiratory care, using all methods and procedures suitable and appropriate.
- c. Facilitate cooperation and understanding among respiratory care personnel and the medical profession, allied health professionals, hospitals, service companies, industry, government organizations, and other agencies interested in respiratory care.
- d. Provide education to the general public about pulmonary health promotion and disease prevention.

SECTION 2. INTENT

- a. No part of the monies of the Society shall inure to the benefit of any private members or individual, nor shall the Society perform particular services for individual members thereof.
- b. The Board of Directors shall provide for the distribution of the funds, income, and property of the Society to charitable, educational, scientific, or religious corporations, organizations, community chests, foundations, or other kindred institutions maintained and created for one or more of the foregoing purposes, if at the time of distribution the payee or distributees are exempt from income taxation, and if gifts or transfers to the payee or distributees are then exempt from taxation under the provisions of the Internal Revenue Code or changes which amend or supersede the said sections.
- c. In the event of dissolution of the Society, whether voluntary or involuntary, all of its remaining assets shall be distributed in such manner as the Board of Directors of the Society shall by majority vote determine to be best calculated to carry out the objectives and purposes for which the Society was formed. The distribution of the funds, income, and property of the Society upon dissolution may be made available to any similar charitable, educational, scientific, or religious corporations, organizations, community chests, foundations, or other kindred institutions maintained and created for one of more the foregoing purposes, if at the time of distribution the payee or distributees are then exempt from income taxation under the provisions of Sections 501, 2055, 2522 of the Internal Revenue Code or changes which amend or supersede the said sections.

MSRC BYLAWS

- d. The Society shall not commit any act which shall constitute the unauthorized practice of medicine under the laws of the State of Missouri or any other state.
- e. Members and individuals can receive compensation for services provided to the Society as approved by the Board of Directors.

ARTICLE III - MEMBERSHIP

SECTION 1. CLASSIFICATIONS

The membership of the Society shall only consist of membership classes as defined by the Bylaws of the AARC.

SECTION 2. QUALIFICATIONS

Applicants for membership shall meet all the qualifications of the class of membership for which they apply. As a condition of membership, all members shall be bound by the Articles of Incorporation, Bylaws, standing rules, code of ethics, and other rules, regulations, policies and procedures adopted from time to time by the Society and the AARC.

SECTION 3. APPLICATIONS FOR MEMBERSHIP

Applicants for membership shall submit their completed official applications to the Executive Office of the AARC for processing and approval.

SECTION 4. ETHICS

If the conduct of any member shall appear to be in violation of the Bylaws, standing rules, code of ethics, or other regulations, policies, or procedures adopted by the AARC or the Society, or shall appear to be prejudicial to the AARC or Society's interests, such members may be reprimanded, suspended, expelled, or have their membership status reclassified in accordance with the procedures set forth in the AARC's or Society's policies or procedures.

ARTICLE IV – EXECUTIVE COMMITTEE

SECTION 1. EXECUTIVE COMMITTEE OFFICERS

- a. The Executive Committee of the Board of Directors shall consist of the President, President-elect, Vice-President, Vice-President elect, Secretary, Treasurer, Immediate Past President, and Delegates.
- b. The Executive Committee shall have the power to act for the Board of Directors between meetings of the Board and such action shall be subject to ratification by the Board at its next meeting.

SECTION 2. TERM OF OFFICE

- a. The term of office shall begin July 1.

MSRC BYLAWS

- b. The term of office for the President, President-elect, Immediate Past President, Secretary, and Treasurer shall be two (2) years.
- c. The term of office for the Vice-President and Vice-President elect shall be one (1) year.
- d. The Delegates shall be elected for a term of four (4) years.
- e. No officer shall serve more than three (3) consecutive terms in the same office or hold concurrent offices, except as specified in Article VII, Section 3.

SECTION 3. VACANCIES IN OFFICE

- a. 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 the successive term as President.
- b. In the event of a vacancy in the office of the President-elect, the Vice-President shall assume the duties, but not the office, of the President-elect and shall also continue to serve as Vice-President until the next scheduled election.
- c. In the event of a vacancy in the office of Vice-President, the Vice-President-elect shall become acting Vice-President to serve the successive term as Vice-President.
- d. Any vacancy in the office of Secretary, Vice President Elect or Treasurer shall be filled by the appointment of a qualified individual by the Board of Directors. Individuals so appointed shall serve until the next scheduled election for office.
- e. In the event of a vacancy in the office of Immediate Past President, that office shall remain vacant for the remainder of that term.
- f. In the event of a vacancy in the office of Delegate, the Past President or President may be directed by the MSRC Board of Directors to be seated in the Missouri Delegation.

SECTION 4. DUTIES OF OFFICERS

- a. All Executive Committee officers are required to attend quarterly Board meetings. If an Executive Committee member is absent for three (3) consecutive Board meetings they may be removed from office by two thirds majority vote of the Board of Directors. Written notice will be given to the member that the office has been declared vacant.
- b. 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 Board of Directors; prepare an agenda for each meeting; appoint standing and special committees; be an ex officio member of each committee, except the Nominations and Elections committee; and present an annual report to the board and members of the society. Committee appointments shall be approved by a majority of the Board of Directors
- c. 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; the President-elect shall perform such other duties as shall be assigned by the President or Board of Directors. The President-elect serves as Chair of the Budget and Audit Committee and the District Affairs Committee
- d. Vice-President - The Vice President shall have primary responsibility for and serve as co-chair of the annual state conference program committee and perform such duties as assigned by the President and the Board of Directors. The Vice-President shall assume the duties of the President-elect in the event of the president-elect's absence, resignation,

MSRC BYLAWS

or disability and will also continue to carry out the duties of the office of the Vice-President.

- e. Vice-President-elect - The Vice-President-elect shall serve as co-chair of the annual state conference program committee 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 Vice-president, the President or Board of Directors.
- f. Treasurer - The Treasurer shall have charge of the funds and securities of the Society; endorsing checks or other orders for the payment of bills; disbursing funds in accordance with the approved budget and depositing funds as the Board of Directors may designate. The treasurer shall see that full and accurate accounts are kept; make written quarterly financial reports to the Board of Directors and a complete written yearly report of the Society for the preceding year to the Board of Directors. The Treasurer shall assure that all policies and procedures set forth by the Board of Directors relative to the funds and securities of the Society are followed and shall report any discrepancies or inconsistencies to the President and Budget and Audit Chair. The annual reports shall be made within thirty (30) days of the end of the fiscal year. At the expense of the Society, the treasurer shall see that a commercial insurance policy with general liability and crime coverage remains paid and in effect. The Treasurer, with the President, will be responsible for disbursement of all society funds.
- g. Secretary - The Secretary shall have charge of keeping the minutes of the Board of Directors' meetings and the annual business meeting; executing assigned general correspondence; attesting the signatures of the officers of the Society; forwarding an approved copy of the minutes of every Board of Director's meeting to the executive office of the AARC; and shall perform all duties as shall be assigned by the President or Board of Directors.
- h. Immediate Past President - The immediate past president shall advise and consult with the President and shall perform such other duties as shall be assigned by the President or the Board, and shall chair the Bylaws Committee.
- i. Delegate: the Delegates shall represent the Society membership and the MSRC Board of Directors in the AARC House of Delegates (**HOD**). They shall be elected by members of the Society who are Active or Life members of the AARC, in accordance with the AARC Bylaws.

ARTICLE V - BOARD OF DIRECTORS

SECTION 1. COMPOSITION AND POWERS

- a. The executive government of the Society shall be vested in a board of active members, licensed with the state of Missouri, consisting of the executive committee officers, Treasurer Elect, Directors-at-large, District Presidents, District Representatives, and Medical Advisors to the Society.
- b. The voting members of the Board of Directors shall be the President, President-elect, Vice-President, Vice-President elect, Secretary, Treasurer, Treasurer-elect, Immediate Past President, Delegates, District Presidents and Directors-at-Large.

MSRC BYLAWS

- c. The President, Past President, Vice President and Delegates shall be listed on the annual corporate registration with the state of Missouri.
- d. No Officer of the MSRC Board of Directors shall be an Officer of the AARC simultaneously.
- e. The President shall be chair and presiding officer of the Board of Directors and Executive Committee. The President shall invite such individuals to the meetings of the Board as deemed necessary who shall have the privilege of voice but not vote.
- f. To serve on the Board of Directors for the Society, the nonphysician members must maintain active licensure by the State of Missouri as a Respiratory Care Practitioner. Failure to submit proof of registration or maintain its active status will result in forfeiture of their office.
- g. To serve on the Board of Directors for the Society, the nonphysician members must maintain active membership in the AARC.

SECTION 2. DIRECTORS-AT-LARGE

- a. Two (2) Director at Large shall be elected every two (2) years, and the term of office for Director at Large shall begin on July 1. The Directors at Large shall represent the members of the Society at the Board of Directors meetings.
- b. No Directors at Large shall serve more than three (3) consecutive terms in the same office or hold concurrent offices, except as specified in Article VII, Section 3.

SECTION 3. TREASURER ELECT

- a. The Treasurer Elect shall be elected every two (2) years, and the term of office for Treasurer Elect shall begin on July 1.
- b. The Treasurer Elect becomes the Treasurer after their first year.
- c. In event the sitting Treasurer is elected as the Treasurer Elect, she/he continues to serve as Treasurer for the elected term.

SECTION 4. DUTIES OF THE BOARD OF DIRECTORS

- a. All Board of Directors are required to attend quarterly Board meetings. If a member is absent for three (3) consecutive Board meetings they may be removed from office by two thirds majority vote of the Board of Directors. Written notice will be given to the member that the office has been declared vacant.
- b. Supervise all business and activities of the Society within the limitation of these Bylaws.
- c. Adopt and rescind standing rules, regulations, policies, and procedures of the Society.
- d. Perform such other duties as may be necessary or appropriate for the management of the Society and/or its Policy & Procedures.

SECTION 5. VACANCIES

- a. The Board of Directors shall have the power to declare an office vacant by a two-thirds (2/3) vote, upon refusal, neglect, or disability of any member of the Board to perform the duties of office; for any conduct deemed prejudicial to the Society.
- b. Any vacancy that occurs on the Board of Directors, except Delegate, shall be filled by qualified active members elected by the Board of Directors for the unexpired term of such vacancy, unless otherwise noted in these Bylaws for such an event.

SECTION 6. MEETINGS

- a. The Board of Directors shall convene at least four (4) times per year, once each quarter.
- 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 the majority of the officers of the Board filed with the President or Secretary of the Society.
- c. A minimum of 1/3 of the voting members of the Board of Directors shall constitute a quorum.

SECTION 7. VOTING

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 Election committee to conduct a vote of the membership by mail (including electronic). Such votes shall require approval of a majority of the valid votes received within thirty (30) days after date of such submission to the membership. The result of the vote shall control the action of the Society.

ARTICLE VI - ANNUAL BUSINESS MEETING

SECTION 1. DATE AND PLACE

- a. The society shall hold an Annual Business Meeting; additional meetings may be held as required to fulfill the objectives of the Society.
- b. The date and place of the Annual Business Meeting and additional meetings shall be decided in advance by the Board of Directors. The Board of Directors may cancel the scheduled meeting, set a new date and place if feasible, or conduct the business of the meeting by mail (including electronic), provided the written material is sent to the membership.

SECTION 2. PURPOSE

- a. The Annual Business Meeting for the membership 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 other business brought by the President.

SECTION 3. NOTIFICATION

Notice of the time and place of the Annual Business Meeting shall be published to all members of the Society not fewer than forty-five (45) days prior to the meeting.

ARTICLE VII - 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, Article VII, Section 5. The MSRC Past-President or President may be seated as the society's second or third Delegate as approved by the Board.

SECTION 2. DUTIES

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

SECTION 3. MULTIPLE DUTIES

Except for the office of 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 three (3) complete consecutive terms in the House of Delegates, unless approved by the MSRC Board of Directors. The Delegates shall be elected for a term of four (4) years; one Delegate shall be elected every two years.

ARTICLE VIII - SOCIETY MEDICAL ADVISORS

The Society shall have at least one (1) Medical Advisor, who shall be a member of at least one of the sponsoring organizations of the AARC. Advisors must be physicians who have an identifiable role in clinical, organizational, educational, or investigative Respiratory Care and is licensed to practice medicine in the State of Missouri. Medical Advisors shall act as consulting members to the President and Board of Directors and to those committees to which they have been assigned.

ARTICLE IX – DISTRICTS

SECTION 1. REQUIREMENTS

MSRC BYLAWS

- a. There shall be a minimum of four (4) districts within the state and each shall be bounded by county lines.
- b. Districts must have a minimum of twenty (20) active members and must include geographical areas outside either a Standard Metropolitan Statistical Area, or the counties adjacent to a main population center.
- c. A new district of this society may be organized by petition of no less than twenty (20) active members in a given geographical area within county lines as boundaries. The petition will then be presented to the Board of Directors for action.

SECTION 2. DISTRICT REPRESENTATION

- a. Each district will be represented on the Board of Directors by the District officers to include the District - President and District Representative. Only the District President will have voting privileges on the Board of Directors. In the absence of the District President, the District Representative will vote; in the absence of the District President and District Representative, the District Vice President or, in the absence of the District President, District Representative and Vice President, the District Secretary will vote; if the aforementioned officers are not available, the District President may proxy voting privileges to another active District member for that meeting.
- b. Each District will elect officers for the District to include the District President, Vice-President, Secretary, and Representative. Only the active or life members working within a District may be nominated and elected by members of that District to represent them on the Board of Directors. The District officers shall be elected prior to the Annual Business Meeting, and shall take office on July 1 of the calendar year.
- c. A District officer shall serve a term of two (2) years, and shall not serve more than three (3) consecutive terms in the same office, unless approved by the Board. District officers cannot hold concurrent offices within the District.
- d. A District office may be declared vacant by a simple majority of the district membership in the event of an officer's refusal, neglect, or disability to perform the duties of office. The MSRC Board of Director may appoint a replacement in the event of vacancy, or an District election may take place to fill the unexpired term of office.
- e. A District office may be declared vacant by the Board of Directors in accordance with these Bylaws.

SECTION 3. DUTIES OF DISTRICT OFFICERS

- a. President -The District President shall represent the District members on the Board of Directors of the Society, preside at all District meetings, appoint such committees as are necessary to conduct District affairs, supervise preparation of minutes of each District meeting and their submission to the Secretary of the Society; supervise the submission of reports of District activities to the editor of the society newsletter and to the Board of Directors, and disseminate information from the Board to the members of the District.
- b. Vice President- The District Vice President shall assist in the planning of the meetings held within the District boundaries and serve as a member of the annual state conference program committee. In the event the District President office is declared vacant, the District Vice President assumes the office of District President for the remainder of the term; the District may hold a special election to fill the office of District Vice President.
- c. Secretary- The District Secretary shall record the minutes of all District meetings and submit them to the District President for approval, submit the approved minutes to the

MSRC BYLAWS

secretary of the society, conduct communications to the members of the District as requested by the District President, serve as a member of the publications committee, and submit information about District activities to the editor of the society newsletter.

- d. District Representative- The District Representative shall represent the District membership as a nonvoting member of the Board of Directors, serve as the District Treasurer, and serve upon the Society's Budget and Audit committee.

SECTION 4. ELECTIONS OF DISTRICT OFFICERS

The odd-numbered Districts will hold elections for officers during odd-numbered years and even-numbered Districts will hold elections during even-numbered years.

SECTION 5. DISSOLUTION OF DISTRICTS

A District may be dissolved and merged with a neighboring District by the Board of Directors with due and sufficient cause such as: failure of the District to maintain at least twenty (20) active members; failure of the District membership to fill vacancies for District officers; or failure of District officers to perform their appointed duties. Members of the District shall be notified of the intent to dissolve the District and shall be allowed at least sixty (60) days to present just cause in writing to the President of the Society that such action is unjustified. In the event that a District is dissolved, the District Affairs committee will recommend new District boundaries which shall be subject to a two-thirds (2/3) affirmative vote of the Board of Directors present.

SECTION 6. BOUNDARIES OF DISTRICTS

The area included in the boundaries of the Society shall be boundaries of the State of Missouri and shall include counties and/or cities to make up the following districts:

DISTRICT 1:

Crawford, Franklin, Gasconade, Jefferson, Lincoln, Montgomery, St. Charles, St. Francis, St. Genevieve, St. Louis County, St. Louis City, Warren, and Washington.

DISTRICT 2:

Barton, Benton, Barry, Camden, Cedar, Christian, Dade, Dallas, Dent, Douglas, Greene, Hickory, Howell, Jasper, LaClede, Lawrence, McDonald, Morgan, Newton, Oregon, Ozark, Polk, Shannon, St. Clair, Stone, Taney, Texas, Vernon, Webster, and Wright.

DISTRICT 3:

Adair, Audrain, Boone, Callaway, Chariton, Clark, Cole, Cooper, Howard, Knox, Lewis, Macon, Maries, Marion, Miller, Moniteau, Monroe, Osage, Pettis, Phelps, Pike, Pulaski, Ralls, Randolph, Saline, Schuyler, Scotland, and Shelby.

DISTRICT 4:

Bates, Cass, Clay, Henry, Jackson, Johnson, Lafayette, Platte, and Ray, Andrew, Atchison, Buchanan, Caldwell, Carroll, Clinton, Davies, DeKalb, Gentry, Grundy, Harrison, Holt, Linn, Livingston, Mercer, Nodaway, Putnam, Sullivan and Worth

DISTRICT 5:

Iron, Madison, Perry, Reynold, Wayne, Bolinger, Cape Girardeau, Stoddard, Butler, Dunklin, New Madrid, Pemiscot, Mississippi, Scott, Ripley, and Carter.

ARTICLE X - COMMITTEES

SECTION 1. STANDING COMMITTEES

- a. The standing committees of the Society shall be: Budget and Audit, Bylaws, District Affairs, Education, Government Affairs, Judicial, Membership, Nominations and Elections, Program, Publications, and Public Relations. The Chair and members of 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, except as otherwise specified in these Bylaws.
- b. Decisions of standing committees must be approved by the Board of Directors.
- c. The committee chairperson appointment must be approved by a simple majority of the Board of Directors at the first meeting of the Board of Directors during the Fiscal Year.

SECTION 2. COMMITTEE CHAIRPERSON DUTIES

- a. The chairperson shall attend all Board meetings and perform those duties specified by the President and Board of Directors and/or its Policy & Procedures to carry out the objectives of the Society, and shall confer promptly with the members of that committee on work assignments. A committee chairperson who is absent for three (3) consecutive Board meetings may be removed from office by the Society President. Written notice will be provided to the member that the office has been declared vacant.
- b. Consultants to committees must be approved by the Board.
- c. The chairperson of each committee may recommend prospective committee members to the President.
- d. The chairperson of each committee shall submit a written report to the President prior to each quarterly meeting of the Board of Directors.
- e. Each committee requiring operating expenses shall submit a budget for the next fiscal year to the Budget and Audit Committee.

SECTION 3. COMPOSITION AND DUTIES OF COMMITTEES

- a. Budget and Audit Committee
 - 1. This committee shall be composed of the President-elect, Treasurer, Treasurer Elect and District Representatives.

MSRC BYLAWS

2. This committee shall propose an annual budget which shall be presented at the annual business meeting. The budget shall be available for review by the membership.
3. The committee shall verify that no Board member or committee chairperson exceeds their budget without the approval of two-thirds (2/3) of the Board of Directors.

b. Bylaws Committee

1. The Bylaws Committee shall consist of the immediate Past-President, as chair, the sitting President and minimum of four (4) additional active Society members approved by the Board of Directors.
2. All proposed amendments shall be processed in accordance with these Bylaws, and shall be presented to the Board of Directors for review. Amendments shall be presented to the Board of Directors at least thirty (30) days prior to the Board meeting at which they are to be considered.
3. Upon approval by the MSRC Board of Directors, proposed revisions of the MSRC Bylaws must be sent to the AARC Bylaws Committee for review and approval by the AARC Board of Directors.
4. Upon approval by the AARC Board of Directors, the amended Bylaws will be published for ratification by MSRC membership by vote.

c. District Affairs Committee

1. The committee shall consist of the President-elect as chairperson and the District Presidents.
2. It shall review activities of all districts on a quarterly basis and shall maintain a liaison with each District President for the purpose of critique and consultation concerning district activities.

d. Education Committee

1. This committee shall consist of a chairperson, the Program Directors and Directors of Clinical Education of accredited Respiratory Care Programs within Missouri, and at least three (3) other members.
2. This committee shall assist in designing and planning the educational activities of the Society and its districts.
3. The Society Medical Advisor(s) shall be consultant member(s) of this committee.

MSRC BYLAWS

e. Government Affairs Committee

1. This committee shall consist of a chairperson and co-chairperson and at least three (3) other members.
2. This committee shall be responsible for monitoring and working with the Legislature, State and local government agencies to promote the practice of Respiratory Care by members of the Society.

f. Judicial Committee

1. The committee shall consist of a chairperson and no less than five (5) active members of the Society appointed by the President.
2. This committee shall review formal written complaints against any individual Society member charged with any violation of the Society's Bylaws or Code of Ethics, or otherwise with any conduct deemed detrimental to the Society or the AARC. The committee may also originate complaints. Complaints or inquiries may be referred to this committee by the AARC Judicial Committees.
3. If this committee determines that the complaint justifies an investigation, a written copy of the charges shall be prepared, with benefit of legal counsel if deemed advisable.
4. A statement of charges shall then be served upon the member and an opportunity given that member to be heard before the committee with counsel if the member desires.
5. After careful review of the results of this hearing, conducted with benefit of legal counsel, when the Chairperson of the committee deems counsel is necessary or advisable, the committee may, by two-thirds (2/3) vote of its entire membership, recommend expulsion to the Board of Directors. Upon approval the Board of Directors may forward that recommendation and all applicable documents to the chairperson of the AARC Judicial Committee .
6. The member shall have the right to appeal the decision of the Board of Directors. Within thirty (30) days after receipt of notice of expulsion, the expelled member shall have the right to appeal the decision to the Board of Directors. If such an appeal is made, the Board shall forward the appeal and accompanying documentation to the AARC Judicial Committee.
7. The Society Board of Directors, as it deems appropriate, and by (2/3) vote of members present, shall report action(s) taken and or recommendations to the Missouri Board for Respiratory Care and or other appropriate agencies relative to the Practice of Respiratory Care in the State of Missouri.

g. Membership Committee

1. The membership committee shall consist of a chairperson and at least five (5) members two (2) of whom shall be the Delegates, Treasurer of the Society and Treasurer Elect.
2. This committee shall maintain a current roster of all members and promote AARC membership within the profession.

h. Nominations and Elections Committee

1. This committee shall consist of a chairperson and at least two (2) other members.
2. The chairperson of this committee shall report the slate of nominees to the Board of Directors for approval no less than forty-five (45) days prior to the annual meeting.
3. The Committee shall place in nomination the names of persons for each of the following offices: President-Elect, Vice President-elect, Secretary, Treasurer-elect, a Delegate, and two (2) Directors-at-Large. Additional nominations may be made from the Board of Directors.
4. Only active and life members in good standing shall be eligible for nomination. The committee shall provide a pertinent biographical sketch of each nominee's professional activities and service to the organization.
5. Election of officers shall be by mail (including electronic) ballot.
6. The approved slate and biographical sketches shall be published to every Active and Life member in good standing.
7. The slate of nominees shall be so designed as to be a confidential ballot, with provisions for write-in votes for each office.
8. The Committee shall verify the eligibility of each ballot and tally the votes prior to the annual business meeting. A simple majority of the eligible votes received will determine which candidate is placed in office. The results of the election shall be announced at the annual business meeting, and shall be published in the official publications of the Society.

i. Program Committee

1. This committee shall consist of two (2) co-chairpersons, Education committee chairperson, a member from each District who is involved in the district's educational program, and at least two (2) members.
The Vice-President and Vice-President elect of the organization shall serve as co-chairpersons.
2. This committee shall plan the annual program and serve as consultant for seminars and other Society meetings as necessary.
3. The Medical Advisor(s) shall be consultant member(s) of this committee.

j. Publications Committee

1. This committee shall consist of a chairperson and at least three (3) other members.
2. This committee shall be responsible for publishing the Society newsletter and oversight of the Society's media.

k. Public Relations

MSRC BYLAWS

1. This committee shall consist of a chairperson and at least three (3) other members.
2. This committee shall maintain a liaison with all of the Society committees and other organizations whose activities may be of interest to members of this Society, provided that the liaison has been approved by the Board of Directors.
3. This committee shall prepare exhibits and programs to publicize respiratory care and the Society to interested professional and technical groups, as well as educational groups.

SECTION 4. SPECIAL COMMITTEES AND OTHER APPOINTMENTS

- a. Special committees may be appointed by the President, subject to approval of the Board of Directors.
- b. Representatives of the Society to such external organizations as may be required shall be appointed by the President, with the approval of the Board of Directors.

SECTION 5. VACANCIES ON COMMITTEES

In the event of a vacancy occurring on any committee, the President shall appoint members to fill such vacancies, subject to the approval of the Board of Directors by electronic vote or at the next regular meeting.

ARTICLE XI - FISCAL YEAR

The fiscal year of the Society shall be from July 1 through June 30.

ARTICLE XII - PARLIAMENTARY AUTHORITY

The rules contained in the most current edition of *Robert's Rules of Order* shall govern whenever they are not in conflict with the Articles of Incorporation, Bylaws, Standing Rules, MSRC Policy and Procedure or other rules of the Society, or AARC.

ARTICLE XIII - BYLAWS INTERPRETATION

- a. In the event of a problem with the interpretation of the Bylaws, the question shall be referred to a Bylaws Interpretation Committee. This committee shall be comprised of the Immediate Past President, President, President-Elect, Vice-President, and Delegates. The President shall serve as the Chair of the committee.
- b. The Board of Directors may refer a Bylaws interpretation matter to the committee by a two-thirds (2/3) affirmative vote.
- c. The decision of this committee shall be final.