

**SOUTH CAROLINA SOCIETY
FOR
RESPIRATORY CARE
BYLAWS**

ARTICLE I: NAME

This organization is a chartered affiliate of the American Association for Respiratory Care, (herein referred to as the AARC) which is incorporated under the General Not-For-Profit Corporation Act of the state of Illinois, and shall be known as the South Carolina Society for Respiratory Care, (herein referred to as the SCSRC), incorporated under the General-Not-For-Profit Corporation Act of the State of South Carolina.

ARTICLE II: BOUNDARIES

A. The SCSRC, being an affiliate of the AARC, is recognized as an official extension of that organization, and is limited by the geographical boundaries of the state of South Carolina. The SCSRC assumes the responsibility of coordination of all revenue generating activities, either directly or indirectly sponsored/endorsed by the parent organization within the boundaries.

B. The state is divided into three regions consisting of the following counties:

- a. Coastal Region: counties of Beaufort, Berkley, Charleston, Colleton, Dorchester, Hampton, Jasper, Chesterfield, Darlington, Dillon, Florence, Georgetown, Horry, Marion, Marlboro, and Williamsburg.
- b. Midlands Region: counties of Aiken, Allendale, Bamberg, Barnwell, Calhoun, Chester, Clarendon, Fairfield, Kershaw, Lancaster, Lee, Lexington, Orangeburg, Richland, Sumter and York.
- c. Piedmont – counties of Abbeville, Anderson, Cherokee, Edgefield, Greenville, Greenwood, Laurens, McCormick, Newberry, Oconee, Pickens, Saluda, Spartanburg, and Union

ARTICLE III OBJECT

Section 1: Purpose

The SCSRC is formed to:

1. Encourage, develop, and provide education programs for those persons interested in the field of Respiratory Care and diagnostics.
2. Advance the science, technology, ethics and art of Respiratory Care through institutes, meetings, lectures, publications, and other materials.
3. Facilitate cooperation and understanding among Respiratory Care personnel and the medical profession, allied health professions, hospitals, service companies, industry, governmental organizations, and other agencies interested in Respiratory Care.
4. Provide education to the general public in pulmonary health promotion and disease prevention.

Section 2: Intent

1. No part of the net earnings of the SCSRC shall inure the benefits of any private member or individual, nor shall the corporation perform particular services for individual members thereof.
2. The Board of Directors shall provide for the distribution of the funds, income and property of the SCSRC 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 Section 501, 2055, and 2522 of the Internal Revenue Code or changes which amend or supersede the said Sections.
3. In the event of the dissolution of the SCSRC, whether voluntary or involuntary, all of its remaining assets shall be distributed in such manner, as the Board of Directors of the SCSRC shall determine, by a majority vote, to be best calculated to carry out the objectives and purposes for which the SCSRC is formed. The distribution may be made available to any charitable, education, 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 any time of distribution, the payee or distributors are then exempt from taxation under provisions of Sections 501, 2055, 2052 of the Internal Revenue Code or changes when amend or supersede the said section.
4. The SCSRC shall not commit any act which shall constitute the unauthorized practice of medicine under the laws of the State of South Carolina or the State of Illinois.

ARTICLE IV MEMBERSHIP

Section I: Prerequisite for Membership

An individual is eligible to be a member of the SCSRC if he or she is a member of the AARC as specified in Article III of the AARC Bylaws.

Section II: Classes

The membership of the SCSRC shall include three (3) classes: Active Member, Associate Member, and Special Member.

Section III: Active Member

An individual is eligible for Active Membership if he/she lives in the United States or its territories or was an Active Member prior to moving outside its borders or territories, and meets ONE of the following criteria: (1) is legally credentialed as a respiratory care professional if he/she is employed in a state or territory that maintains a legal credential for respiratory care professionals OR (2) is a graduate of educational program in respiratory care accredited by an AARC-recognized agency, OR (3) holds a credential issued by an AARC-recognized agency. An individual who was an AARC Active Member in good standing on December 8, 1994, will continue as such, providing his/her membership remains in good standing shall be entitled to all the rights and privileges of membership of the Association including: the right to hold office, hold committee chairs, and vote.

Section 4: Associate Membership

Individuals will be classified as Associate Members if they hold a position related to respiratory care but do not meet the requirement to become an Active Member. Associate Members shall have all the rights and privileges of membership except that they shall not be entitled to hold office, vote, serve as a director, or chair any standing committee of the SCSRC. There shall be the following sub-classes of Associate Membership:

1. Foreign Member-Individuals will be classified as foreign members if they meet all the requirements for Associate Membership and they are citizens of or reside in any country other than the United States of America.
2. Student Member – Individuals will be classified as Student Members if they meet all the requirements for Associate Membership and are enrolled in an educational program in respiratory care accredited by, or in the process of seeking accreditation from, and AARC recognized agency.
3. Foreign Student Member – Individuals will be classified as Foreign Student Members if they meet all the requirements for a Foreign Member and are enrolled in an educational program in respiratory care which is accredited or is seeking accreditation by an appropriate governmental or professional accrediting agency.
4. Physician Member – Individuals will be classified as Physician Members if they met all the requirements for Associate Membership and are duly licensed as Doctor of Medicine or osteopathy.
5. Industrial Member – Individuals will be classified as Industrial Members if they meet all the requirements for Associate Membership and their primary occupation or business or a majority of their business time is directly or indirectly related to the manufacture, sale, or distribution of equipment or products, which are directly or indirectly related used in the area of Respiratory Care.

Section 5: Special Member

1. Life Member – Life Members shall be members who have rendered outstanding services to the Association as Active Members. Life Members shall have all the rights and privileges of active membership of the Association. Life Members shall be exempt from payment of dues. Hereinafter, all references to Active Members shall refer to both Active and Life Members of the Association.
2. Honorary Member - Honorary Members shall be persons who have rendered distinguished service to the field of respiratory care. Honorary Members shall have all rights and privileges of Association Membership of the Association. Honorary Members shall be exempt from the payment of dues.
3. General Member – General Members shall be individuals who have an interest in respiratory care and who do not qualify for other membership classifications. General Members shall have all the rights and privileges of Associate Membership in the Association.

Section 6: Application for Membership

1. Application for membership in the SCSRC shall follow procedures specified in Article III, Sections 5 and 6 of the AARC Bylaws.
2. Upon acceptance into the AARC, an individual will automatically become a member of the SCSRC if the individual lives within the geographical boundaries of the state of South Carolina.
3. Each SCSRC member must annually reassess his qualifications for membership by renewing his/her membership.

Section 7: Ethics

If the conduct of any member shall appear to be in violation of the Bylaws, Code of Ethics, or other regulation, policies or procedures adopted by the SCSRC or shall appear to be prejudicial to the SCSRC interests, such member may be reprimanded, suspended, expelled, or have his/her membership status reclassified in accordance with the procedures set forth in the SCSRC policies and procedures.

ARTICLE V: Officers

Section 1: Officers

The officers of the SCSRC consist of President, President-Elect, Immediate Past President, Vice President, Secretary and Treasurer.

Section 2: Term of Office

1. The term of office for officers (excluding President-Elect, President, and Immediate Past President) shall be two (2) years. The term shall begin January 1 following the annual business meeting.
2. The Vice President, Secretary and Treasurer shall not serve more than two (2) consecutive terms in the same office.
3. The President-Elect shall complete immediate successive full one (1) year terms for the offices of President-Elect, President, and Immediate Past President before being eligible to serve a successive term in any elected office.
4. The President-Elect, President, and Immediate Past President shall not serve more than one consecutive term in the same office.

Section 3: Vacancies in Office

1. In the event of a vacancy in the office of President, the President-Elect shall become acting President to serve the unexpired term and shall serve his/her own successive term as President.
2. In the event of 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 until the next meeting of the Board of Directors, at which time the Board shall elect a qualified individual by the Board of Directors.

3. Any vacancy in the office of Vice President, Secretary or Treasurer shall be filled by the appointment of a qualified individual by the Board of Directors. Individuals so appointed shall serve until the next scheduled election.
4. In the event of a vacancy in the office of Immediate Past President, the office shall remain vacant.

Section 4: Duties of Officers

1. President – The President shall be the Chief Executive Officer of the Association. 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) calendar days prior to such a meeting in accordance with Article VI of these Bylaws, prepare an agenda for each meeting of the Board of Directors and submit it to the members of the Board not fewer than fifteen (15) calendar days prior to such meeting; appoint standing and special committees subject to approval of the Board of Directors; be an ex-officio member of all committees except the Elections Committee; and present to the Board of Directors and membership an annual report of the Association.
2. 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 duties as assigned by the President or the Board of Directors. The President-Elect shall also serve as the Chair of the Elections and Judicial Committees.
3. Immediate Past President – The Immediate Past President shall advise and consult with the President, serve as a member of the Bylaws Committee, and perform such other duties as shall be assigned by the President or the Board of Directors. If the office of President becomes vacant, the Immediate Past President will resume the duties of President until a special election can be held.
4. The Vice President shall perform such duties as assigned by the President and the Board of Directors. He/she shall assume the duties of the President-Elect in the event of the President-Elect's absence, resignation, or disability, but will continue to perform the duties of the office Vice President. The Vice President shall be Chair of the Program Committee.
5. The Treasurer shall have charge of all the funds and securities of the SCSRC; endorsing check, notes, or other orders for payment of bills; disbursing funds as authorized by the Board of Directors and/or in accordance with the adopted budget; depositing funds as the Board of Directors designates. He/she shall see that full and accurate accounts are kept, submit a written financial report at each Board of Directors meeting. At the expense of the SCSRC, he/she shall be bonded in the amount determined by the Board of Directors.
6. The Secretary shall have charge of keeping the minutes of the Board of Directors' meetings and the Annual Business Meeting, submitting a copy of the minutes of every meeting of the governing body and other business of the SCSRC to the Executive Office of the AARC within thirty(30) calendar days following the meeting; executing the general correspondence, and performing all duties as assigned by the President of the Board of Directors, correspondence: affixing the corporate seal on documents so requiring, and in general, performing all duties as assigned by the President or the Board of Directors.
7. Additional duties of the officers will be defined in the SCSRC Policies and Procedures and must be approved by the Board of Directors.

Section 5: Executive Committee

1. The Executive Committee of the Board of Directors shall consist of the President, President-Elect, Immediate Past President, Vice President, Secretary, Treasurer, and Delegates
2. The Executive Committee shall have the power to vote for the Board of Directors between meetings of the Board of Directors. Such action shall be subject to ratification by the Board at its next meeting.

ARTICLE VI: BOARD OF DIRECTORS

Section 1: Composition of Powers

1. The Executive Government of the SCSRC shall be vested in a Board of fourteen(14) Active Members, consisting of the President, President-Elect, Immediate Past President, Vice President, Secretary, Treasurer and six (6) Directors, two (2) from each geographical region. The term of office for Directors shall begin January 1 following the Annual Business Meeting and shall be for a two (2) year nonrecurring term of office.
2. The President shall be Chair and Presiding Officer of the Board of Directors. He/she shall invite, in writing, such individuals to the meetings of the Board of Directors as he/she deems necessary, whom shall have the privilege of voice but not vote.
3. The Board of Directors shall have the power to declare an office vacant by a two-thirds (2/3) vote, upon refusal, neglect, or inability of any member of the Board to perform the duties of that office, or for any conduct deemed prejudicial to the Society. Written notice shall be given to the member that the office has been declared vacant. Absence from more than two (2) Board of Directors Meetings in one business year may cause that position to be declared vacant.

Section 2: Duties

1. Supervise all business and activities of the SCSRC within the limitation of these Bylaws.
2. Adopt and rescind standing rules, regulations, policies, and procedures of the SCSRC.
3. After consideration of the budget, determine re-numeration and stipends for the following year and other related matters.
4. Perform such other duties as may be necessary or appropriate for the management of the SCSRC.

Section 3: Vacancies

Any vacancy that occurs in the office of Directors shall be filled by appointment by the Board of Directors. An appointed Director shall serve until the next scheduled election or until his successor is elected. In the event there is a vacancy for two (2) Directors from one region, the electee with the highest number of votes will serve a two (2) year term and the electee with the second highest number of votes will serve a one (1) year term.

Section 4: Directors

There shall be six (6) Directors. Three (3) Directors shall be elected each year, one from each geographical region, and such others as necessary to fill existing vacancies.

Section 5: Meetings

1. The Board of Directors shall meet immediately following the annual business meeting of the SCSRC and shall hold not fewer than two (2) regular and separate meetings during the calendar year.
2. Special meetings of the Board of Directors shall be called by the President at such times as the business of the SCSRC shall require, and/or upon written request of two (2) members of the Board of Directors filed with the President and Secretary of the SCSRC.
3. A majority of the Board of Directors shall constitute a quorum at any meeting of the Board.
4. Meetings of the Board of Directors may be in person, by telephone or video conferencing, or other electronic means as shall be determined by the Board of Directors.
5. All SCSRC members or invited guests of the Board of Directors may attend all open Board of Directors meetings.
6. All meetings are open unless declared closed by the Executive Committee.

Section 6: 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 Annual Business Meeting, the Board of Directors may (unless otherwise required by these Bylaws), instruct the Elections to conduct a vote of the membership by mail. Such votes require approval of a majority of the valid votes received within thirty (30) calendar days after date of submission to the membership. The result of the vote shall control the action of the SCSRC.

Section 7: Telephone/Electronic Mail Vote

Whenever, in the judgment of the Executive Committee, it is necessary to present any business to the Board of Directors prior to the next scheduled business meeting a telephone or electronic mail vote via Quick Response Survey (QRS) will be conducted. A two-third (2/3) vote of the Board of Directors is required for approval.

Section 8: Multiple Offices

No officer, Board Member or Delegate shall hold more than one (1) SCSRC Office simultaneously.

ARTICLE VII SOCIETY REPRESENTATION TO THE AARC HOUSE OF DELEGATES

Section 1: Election

1. Delegates of the SCSRC shall be elected by the Active Members of the SCSRC as specified in Article VI, Section 5 of the AARC Bylaws.
2. The SCSRC Board of Directors shall have the power to declare the office of Delegate vacant upon refusal, neglect, or inability of the Delegate(s) to perform the duties of the office or for any other conduct deemed prejudicial to the SCSRC. Written notice shall be given to the Delegate(s) that the office has been declared vacant.

Section 2: Duties

1. The duties of the Delegates shall be as specified in the AARC Bylaws.
2. The Delegates shall serve as voting members of the SCSRC Board of Directors.
3. The Delegates shall not hold concurrent elective offices.

Section 3: Term of Office

The term of office shall be for four (4) years with one Delegate being elected every two (2) years.

Section 4: Vacancies

Should a Delegate position become vacant, the President (or designee as the President and the Board deems appropriate) shall represent the SCSRC in the House of Delegates until the next scheduled election of a Delegate.

ARTICLE VIII SOCIETY MEDICAL ADVISOR

The Society shall have at least one (1) Medical Advisor who shall conform to Article X, Section 3 of the AARC Bylaws.

ARTICLE IX COMMITTEES

Section 1: Standing Committees

The Standing Committees of the South Carolina Society for Respiratory Care shall be:

1. Audit Committee
2. Budget Committee
3. Bylaws Committee
4. Elections Committee
5. Judicial Committee
6. Legislative Committee
7. Membership Committee
8. Public Relations Committee
9. Policy and Procedure Committee
10. Program Committee
11. Publications/Web Committee
12. Scholarship Committee

The Chairs of these committees shall be appointed by the President, subject to the approval of the Board of Directors, unless otherwise stated in these Bylaws. These Chairs shall serve as stated in the SCSRC Policy and Procedure Manual.

Section 2: Composition and Duties of Committees

1. Audit Committee

1. The committee shall consist of a Director appointed as chair by the Board of Directors, and two (2) active SCSRC members, elected by the Board of Directors, but who are not presently serving on the Board.
2. The committee is responsible for the auditing of the affairs of the SCSRC, ensuring that no category of the budget is exceeded without a two-thirds (2/3) approval of the Board of Directors.
3. The committee shall submit their report to the Board of Directors, the result of which shall be presented to the SCSRC membership.

2. Budget Committee

1. The committee shall consist of the Executive Committee, chaired by the President.
2. The Budget Committee shall present the budget at the first regular Board of Directors meeting of the fiscal year for ratification by the Board of Directors.

3. Bylaws Committee

1. The committee shall consist of the Immediate Past President and three (3) Active Members, one from each region of the state.
2. Proposed amendments to the Bylaws may be originated by the Board of Directors and/or the SCSRC membership and submitted to the Bylaws Committee through the Board of Directors. The committee shall review the proposed amendments and submit their recommendation to the Board of Directors.

4. Elections Committee

1. The committee shall consist of the President-Elect who shall serve as chair.
2. Utilizing approved SCSRC policy and procedure, the Elections Committee may place in nomination the names of qualified candidates for the offices of President-Elect, Vice President, Secretary, Treasurer, Delegate(s), and Directors. In accordance with the SCSRC Policy and Procedure Manual, the committee will prepare and distribute pertinent biographical information concerning each candidate.
3. At least thirty (30) days prior to the Annual Business Meeting, ballots setting forth the slate of nominees shall be made available to each Active Member in good standing. Provisions shall be made on the ballot for write-in votes for each office to be filled. Voting will close no less than 5 days prior to the Annual Business Meeting. If balloting is conducted via electronic vote, the balloting will end at noon the day of the Annual Business Meeting. The deadline date and time shall be clearly indicated on the ballot.

Chair will appoint a committee of qualified members as stated in the SCSRC Policy and Procedure Manual. The committee shall prepare, for Board of Directors approval, a slate of Officers, Directors and Delegate(s) (when applicable). The Chair of the committee shall report a slate of nominees to the Board of Directors at least ninety (90) days prior to the annual business meeting. The final slate of nominees shall be approved by the Board of Directors before submission to the general membership.

5. Judicial Committee

1. The Committee shall consist of not fewer than four (4) Active Members with the President-Elect serving as Chair.

2. The Committee shall review membership challenges or complaints against any member charged with any violations of the SCSRC Bylaws, code of ethics, policy and procedures, or any conduct deemed detrimental to the SCSRC. Such complaints must be filed with the Chair of the Judicial Committee. The Committee shall conduct a review in accordance with established policy and procedures. Such policies and procedures shall be available to any members upon request. Complaints or inquiries may be referred to the SCSRC Judicial Committee by the Judicial Committee of the AARC.
3. If the Committee determines in its sole discretion that the complaint warrants further action, a written statement of the charges shall be prepared with the benefit of legal counsel if deemed advisable, and the matter shall be resolved according to established policies and procedures.
4. The member shall have the right to appeal against the decision of the committee to the Board of Directors. There shall be no appeal from the decision of the Board of Directors.

6. Legislative Affairs Committee

1. The Committee shall consist of a Chair and at least four (4) Active Members.
2. The Committee shall monitor and advise the Board of Directors of pending and proposed legislation which may influence the practice of Respiratory Care in the state of South Carolina.

7. Membership and Public Relations Committee

1. The Committee shall consist of the Chair and at least one (1) Active Member from each of the three (3) regions.
2. The Committee shall concern itself with the relations of the SCSRC, the public, hospitals and health care institutions.

8. Policy and Procedure Committee

1. The Committee shall consist of a Chair appointed by the President and the Chairs of each standing committees.
2. The Committee shall review and revise the Policy and Procedure Manual which shall be approved by the Board of Directors.

9. Program Committee

1. The Committee shall consist of a Chair and at least four (4) Active Members who shall serve in accordance with the established policies and procedures.
2. The Committee shall prepare the program for the Annual Meeting and all other programs as directed by the President.

10. Publications/Web Committee

1. The Committee shall consist of a Chair, who is the administrator of the SCSRC website, and the Chairs of standing and special committees shall act as contributing editors.
2. The Committee shall concern itself with the execution of dissemination of Society website activities per approved policies and procedures.

11. Scholarship Committee

1. The Committee shall consist of a Chair and at least two (2) Active Members. Additional members shall be selected by the committee Chair per policy and procedure.

Special Committees and Other Appointments

1. Special Committees may be appointed by the President, subject to the approval of the Board of Directors.
2. Representatives of the SCSRC to such external organizations as may be required shall be appointed by the President with the approval of the Board of Directors.

Section 4: Committee Chairs Responsibilities

1. The President shall appoint the Chair of each committee per the policy and procedure for each committee.
2. The Chair of each committee shall appoint members per policy and procedure, unless otherwise specified in the Bylaws.
3. Nonmembers or Physician members may be appointed as consultants to committees, per policy and procedure.
4. Each Committee Chair requiring operating expenses shall submit a budget per policy and procedure.

ARTICLE X ANNUAL BUSINESS MEETING

Section I: Date and Place

1. The SCSRC shall hold an Annual Business Meeting each calendar year. Additional meetings may be held as required to fulfill the objectives of the SCSRC.
2. 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 meetings, set a new date and place if feasible, or conduct the business of the meeting by mail provided the material is sent in the same words to the voting membership.

Section 2: Purpose

1. 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.
2. Additional business meetings shall be for the purpose of receiving reports and other business brought by the President.

Section 3: Notification

1. Written notice of the time and place of the Annual Business Meeting shall be sent to all members of the SCSRC not fewer than forty (40) calendars days prior to the meeting.

Section 4: Quorum

1. A majority of the voting members registered at a duly called business meeting shall constitute a quorum.

ARTICLE XI FISCAL YEAR

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

ARTICLE XII PARLIAMENTARY PROCEDURE

The rules contained in the most recent edition of Robert's Rules of Order shall govern whenever they are not in conflict with the Bylaws of the Society or the AARC.

ARTICLE XIII BYLAWS INTERPRETATION

1. In the event of a problem with interpretation of the Bylaws, the question shall be referred to the Bylaws Committee.
2. The Board of Directors may refer a Bylaws Interpretation matter to the Committee by a two-thirds (2/3) affirmative vote.
3. The decision of the Committee is final.

ARTICLE XIV AMENDMENTS

These Bylaws may be amended by two-thirds (2/3) majority vote of the Board of Directors provided that the amendment has been presented to the membership for comment and input at least sixty (60) days prior to the vote of the Board of Directors. All amendments must be approved by the AARC Bylaws Committee and ratified by the AARC Board of Directors to become effective.

SOUTH CAROLINA SOCIETY FOR RESPIRATORY CARE BYLAWS

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Revised: 2011

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