

BYLAWS OF THE MICHIGAN SOCIETY FOR RESPIRATORY CARE (MSRC) A CHARTERED AFFILIATE
OF THE AMERICAN ASSOCIATION FOR RESPIRATORY CARE

AS ADOPTED DECEMBER 1972
AND AMENDED JUNE 15, 1980
AND AMENDED JUNE 28, 1985
AND AMENDED NOVEMBER 16, 1990
AND AMENDED DECEMBER 5, 1991
AND AMENDED FEBRUARY 5, 1993
AND AMENDED JULY 23, 1996
AND AMENDED DECEMBER 3, 2004
AND AMENDED JUNE 1, 2012

ARTICLE I -NAME

This organization shall be known as the Michigan Society for Respiratory Care. It is incorporated under Public Act No. 327 of 1931 of the State of Michigan. It is a Chartered Affiliate of the American Association for Respiratory Care, hereinafter referred to as the AARC, which is incorporated under the General Not for Profit Corporation Act of the State of Illinois.

ARTICLE II -OBJECT

Section A -Purpose

- 1 To encourage and develop educational programs on a regional basis for those persons interested in the field of Respiratory Care.
- 2 To advance the science, technology, ethics and art of Respiratory Care, through meetings, lectures and the preparation and distribution of Society publications and other materials.
- 3 To facilitate cooperation between respiratory care personnel and the medical profession, hospitals, service companies, industry and other agencies within the State interested in respiratory care; except that this Society shall not commit any act which shall constitute unauthorized practice of medicine under the laws of the State of Michigan, the state in which the parent Society is incorporated, or any other state.
- 4 To ensure strict adherence to the principles of the Code of Ethics of the AARC.
- 5 To promote education of the general public on pulmonary health promotion and disease prevention.

Section B -Intent

- 1 No part of the net earnings of this Society shall inure to the benefit of any private member or individual, nor shall the Society perform particular services for individual members thereof, other than those usually and customarily performed by similar organizations.
- 2 Contributions of any kind, except as otherwise defined in this document, may be made only to such charitable or other organizations which operate from tax exempt contributions under the appropriate sections of the Internal Revenue Code. Such contributions must be authorized by a majority vote at any meeting of the House of Representatives.

ARTICLE III -MEMBERSHIP

The MSRC has the authority to assess annual dues.

Section A -Classification

The membership of this Association shall include the following classes: Active Member, Associate Member, Student Member, Life Member, and Honorary Member. The area included within the boundaries of this Society shall be the boundaries of the State of Michigan.

Section B -Active Member

An individual is eligible to be an Active Member of the MSRC if the member meets the following criteria

1. Is currently an Active or Life Member of the AARC.
2. Resides or works in the state of Michigan or has designated Michigan as their affiliate of choice to the AARC,
3. AND meets one of the following criteria:
 - a. Currently licensed by the State of Michigan as a respiratory therapist, OR
 - b. Holds a credential issued by the National Board for Respiratory Care, Inc. or its successors

Active members in good standing shall be entitled to all the rights and privileges of membership of the Society including: the rights to hold office, be a committee chair, and vote.

Section C -Associate Member

An individual will be classified as an Associate Member of the MSRC if the member wishes to be a member of the MSRC but does not qualify for Active Membership. Associate Members shall have all the rights and privileges of the Society except they shall not be entitled to hold office, vote, or serve as a chair of any standing committee of the Society.

This Membership classification would include, but is not limited to,

- 1 an individual who has the qualifications for Active Membership in the AARC but is not currently a member;
- 2 an individual who qualifies, but not necessarily is, an Associate Member of the AARC.

Section D -Student Member

An individual will be classified as a Student Member of the MSRC if the member is enrolled in a CoARC (Commission on Accreditation for Respiratory Care) accredited educational program in respiratory care or in a an educational program in respiratory care in the process of seeking CoARC (Committee on Accreditation of Respiratory Care) accreditation. Student Members shall have all the rights and privileges of the Society except they shall not be entitled to hold office, vote, or serve as a chair of any standing committee of the Society.

Section E -Life Member

1. Life Members shall be members who have rendered outstanding service to the MSRC or the AARC. Life membership may be conferred by a majority affirmative vote of the House of Representatives.
2. Life members of the AARC will automatically have life membership conferred upon them as long as they meet the following criteria:
 - a. Reside or work in the state of Michigan or have designated Michigan as their affiliate of choice to the AARC,
 - b. AND meet one of the following criteria:
 - 1) Currently licensed by the State of Michigan as a respiratory therapist, OR
 - 2) Hold a credential issued by the National Board for Respiratory Care, Inc. or its successors
3. Life Members who are also Active Members of the AARC or those members that are Life Members because they are AARC Life Members shall have all the rights and privileges of membership of the Society, including the right to hold office, serve as committee chair, and vote. Life Members shall be exempt from the payment of any dues.

Section F -Honorary Member

Honorary Members shall be individuals who have rendered distinguished service to the field of Respiratory Care. Honorary membership may be conferred by a majority affirmative vote of the House of Representatives. Honorary members shall have all the rights and privileges of membership of the Society, except that they shall not be entitled to hold office, serve as committee chair, and vote. Honorary Members shall be exempt from the payment of dues for a period as determined by the House of Representatives.

Section G -Application for Membership

1. An applicant for membership shall submit a completed official application to the MSRC office. The MSRC office staff will follow the Membership Application Process as outlined in the MSRC policy and procedure manual.
2. Annual Registration, Dues, and Assessments
 - a. Each member who attains Society membership may renew membership in the Society by demonstrating continuing eligibility for such.
 - b. Annual dues, or special assessments for the members of the Society, as well as policies and procedures regarding payment of such, are established by the MSRC House of Representatives.
 - c. A requirement for maintaining good standing in each membership category is to be current with any dues and assessments required by the MSRC membership policy.

Section H Membership Renewal

Membership Renewal will follow the policies as outlined in the MSRC Policy and Procedure Manual.

Section I -Membership Specialty Sections

Specialty Sections representing particular areas of interest within respiratory care shall be made available to all MSRC members. Specialty sections may be added or deleted by a majority vote of the House of Representatives.

Section J -Dues and Assessments

The amount for dues and dues cycle for each category of membership shall be recommended by the MSRC membership committee and follow the policies as outlined in the MSRC Policy and Procedure Manual. Changes in these policies require approval by the House of Representatives

Section K -Suspension or Expulsion from Membership

If the conduct of any Active member shall appear, by the report of the Society's or AARC's Judicial Committee, to be in willful violation of the Bylaws, or standing rules of this Society or that of the AARC, or prejudicial to this Society's interest as defined in the AARC's Code of Ethics, the individual's name will be submitted to the AARC Judicial Committee for further action. If the conduct of any Associate, Student, Life or Honorary member shall appear, by the report of the Society's or AARC's Judicial Committee, to be in willful violation of the Bylaws, or standing rules of this Society or that of the AARC, or prejudicial to this Society's interest as defined in the AARC's Code of Ethics, the House of Representatives may, by two-thirds (2/3) vote of its entire membership, suspend or expel such a member. A motion to reconsider the suspension or expulsion of a member may be made at the next regular meeting of the House of Representatives. All such suspension or expulsion actions shall be reported immediately to the AARC Judicial Committee.

ARTICLE IV -OFFICERS

Section A -Officers

The officers shall be President, President-Elect, Immediate Past President, Treasurer, Secretary, and AARC Delegates. The officers of this Society shall be members at large of the House of Representatives with full voting privileges.

Section B -Nominations and Election of Officers

1. The tabulation of all ballots and election of all officers and Medical Advisors shall be done as outlined in the MSRC Policy and procedure manual

Section C -Term of Office

The term of office shall begin January 1 of the fiscal year following the election. The incumbent officers shall remain in office until such date and until their respective successors assume office.

Section D -Succession

No officer may serve more than two (2) consecutive terms in the same office. The President, President-Elect, and Past President shall not consecutively serve more than one (1) term in the same office.

Section E -Duties of Officers

- 1 President -The President shall be the Chief Executive Officer of the Society; shall serve as Speaker of the House of Representatives; preside at all general Society meetings; appoint chairs of all standing committees subject to House approval; be an ex-officio member of all committees except the Nominations and Elections Committee; present an annual report to the House and general membership; direct and administer the business of the Society as its Chief Executive Officer; The term of office shall be as outlined in the MSRC Policy and Procedure Manual.
- 2 President-Elect -The President-Elect shall become the President pro tem and shall assume the duties of the President in the event of the President's absence, resignation or disability; be an ex-officio member of all Committees; the term of office shall be as outlined in the MSRC Policy and Procedure Manual after which President-Elect will assume the responsibilities and duties of the President as described in Article IV, Section E, Subsection 1 of these MSRC Bylaws.
- 3 Immediate Past President -The Immediate Past President shall serve a term as outlined in the MSRC Policy and Procedure Manual immediately following the term as President and shall carry out duties as directed by the House of Representatives.
- 4 Treasurer -The Treasurer shall account for the monies of the Society and disburse funds in accordance with the budget approved by the House of Representatives; be responsible for the continuing record of all income and disbursements; prepare and submit in writing, an annual report of the finances of the Society for the preceding year to the House of Representatives within thirty (30) days of the end of fiscal year; be an ex-officio member of the Budget Committee. The term of office shall be as outlined in the MSRC Policy and Procedure Manual.
- 5 Secretary -The Secretary shall keep the minutes of the meetings of House of Representatives; attest to the signatures of the officers of this Society and, in general, perform all duties assigned by the President; submit a copy of the minutes of every meeting of the House and other business of the Society to the members of the House and the Director of Membership Services of the AARC within ten (10) days following the meeting. The term of office shall be as outlined in the MSRC Policy and Procedure Manual.
- 6 AARC Delegates -The Delegates shall represent the MSRC in the AARC House Delegates according to the instructions given to them by a quorum of the House of Representatives of the MSRC; shall attend all meetings of the MSRC House of Representatives; and will perform other duties as assigned by the MSRC House of Representatives. The terms of office of the AARC Delegate shall be four years with one delegate being elected every two years.
- 7 In addition to the foregoing specific duties, the duties of the officers shall be such as stated in Robert's Rules of Order Newly Revised except when in conflict with the Bylaws of the AARC or MSRC.

Section F -Vacancies in Office

The House of Representatives shall fill any vacancy that occurs in an officer's position for the unexpired term of said vacancy, unless a specified provision is made in these Bylaws in such an event. Vacancies may occur due to resignation, assumed resignation, impeachment, or other reasons. Details on filling officer position vacancies can be found in the MSRC Policy and Procedure Manual.

ARTICLE V -HOUSE OF REPRESENTATIVES

Section A -Composition and Power

1. The government of this Society shall be vested in the House of Representatives. The president shall serve as Speaker of the House of Representatives. The House Rules shall govern the organization and operation of the House of Representatives, provided they are not in conflict with these Bylaws or with the Bylaws of the AARC.
2. The Number of House of Representative districts and boundaries of each House of Representative district shall be determined by the House of Representatives.
 - a. Additional districts or changes in boundaries of existing districts may be established on petition of Active MSRC Members within affected areas and as approved the House of Representatives. Districts may be combined and the total number of districts reduced on petition of Active MSRC Members within affected areas and as approved by the House of Representatives.

Section B -Nomination and Election of Representatives

1. The tabulation of all ballots and election of all Representatives shall be done as outlined in the MSRC Policy and Procedure manual

Section C –Representation ratio and Term of Office

1. The requirements for the ratio of representatives per member in each district, numbers of alternates, and term of office is outlined in the MSRC policy and procedure manual.

Section D -Duties

1. Duties of Representatives and Alternate Representatives shall be to represent their constituency to the best of their ability. Alternate representatives shall have full voting privileges in the absence of the elected Representatives. If an elected district representative is also an elected Membership Section Chair, the alternate district representative will assume voting privileges if present.

Section E -Membership Section Representation

- 1 Each Membership Section Chair shall be a member at large of the House of Representatives with full voting privileges.
- 2 The Chair-elect shall be elected by the Active MSRC Members of the individual sections and shall serve a two-year term as Chair-elect and a two-year term as Chair.
- 3 If the Chair is not present at any House of Representatives meeting, the Chair-elect if present, will assume voting privileges.

Section F -Medical Advisors

- 1 There shall be at least two (2) Medical Advisors elected each election year for a term of one year, the exact number to be determined annually by the House of Representatives.
- 2 The Medical Advisors shall have only such powers as are granted to them in these Bylaws.
- 3 A Medical Advisor should attend the meetings of the House of Representatives as a non-voting member.

Section G - Vacancies in the House of Delegates.

Any vacancy that occurs in a House member's position shall be filled by appointment by the President with approval of a majority of the House of Representatives for the unexpired term of said vacancy. Vacancies may occur due to resignation, assumed resignation, impeachment, or other reasons. Details on filling a vacancy in the House of Representatives can be found in the MSRC Policy and Procedure Manual.

ARTICLE VI -MEETINGS

Section A -Regular Meetings

1. The House of Representatives shall meet on a regular schedule as approved by the House of Representatives. Details on the meeting schedule can be found in the MSRC Policy and Procedure Manual

Section B -Special Meetings

1. Additional meetings of the House of Representatives may be called by the President or at the request of a majority of the total membership of that body.

Section C -Annual Business Meetings

- 1 Not less than sixty (60) days prior to the Annual Business Meeting, written notice of the time and place of Meeting shall be sent to all members of the Society.
- 2 The purpose of this meeting is to report to the general membership the activities of the MSRC government.

Section D -Quorums

1. Quorum at a regularly called meeting is 12 voting members of whom 3 are officers as listed in Article IV, Section A of these bylaws. Any Specially Called Meetings requires 50% of those eligible (by the Bylaws) to vote be present.

ARTICLE VII -COMMITTEES

Section A –Permanent Standing Committees

The following are Permanent Standing Committees and shall not be changed without a change in Bylaws

- a. Audit Committee
- b. Bylaws and House Rules Committee
- c. Professional Development Committee
- d. Industrial Relations Committee
- e. Judicial Committee
- f. Legislative Committee
- g. Membership Committee
- h. Nominations and Elections Committee
- i. Program Committee

The Chair of each of these Standing Committees shall be appointed by the President, with House approval by simple majority vote, to serve a term one (1) year. All Chairs must be Active members of the Society. They need not be members of the House of Representatives. Duties and composition of each of the Permanent Standing committees are as follows:

1. Audit Committee

- a. The Committee shall be composed of at least three members whose duty it shall be to ensure, by at least quarterly review of the accounts, that the Treasurer does not exceed the budget in any account, without approval of the House of Representatives.

2. Bylaws and House Rules Committee

- a. The Committee shall be composed of the Clerk Parliamentarian (as defined in the Standing Rules of Order) and three other individuals whose duty it shall be to review and properly prepare all proposed amendments to these Bylaws and House Rules.

3. Professional Development Committee

- a. The Committee shall be composed of at least three individuals whose duty it shall be to design and plan the educational activities of the Society. In addition the Committee shall administer funds designated for education and research, and for procuring and maintaining educational materials for the MSRC.

4. Industrial Relations Committee

- a. The Committee shall be composed of at least three members, with the Program Committee Chairperson acting as an ex-officio member. The duty of the committee shall be to solicit exhibit hall booth sales, sponsorships and outside support funding for the Annual MSRC Convention and other programs and activities in conjunction with the President and respective chairpersons of committees and membership sections. The Committee will also coordinate exhibit hall set-up and operation, ensuring compliance with appropriate regulations.

5. Judicial Committee

- a. The Committee shall be composed of three members. The Committee shall have the duty of reviewing formal, written complaints against any individual charged with any violation of the Society's Bylaws, AARC Code of Ethics, or otherwise with any conduct deemed detrimental to the Society or the AARC and any written requests for impeachment. All complaints regarding MSRC Active or Life Members are to be directed to the AARC Judicial Committee for resolution. All complaints regarding all other MSRC members are to be handled by the MSRC Judicial Committee.
- b. If the 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. A statement of charges shall then be served upon the member and an opportunity given that member to be heard before the Committee.
- c. After careful review of the results of the hearing conducted with benefit of legal counsel, when the Chairperson of the committee deems counsel to be necessary or desirable, the Committee may, by two-thirds (2/3) vote of its entire membership, recommend expulsion to the MSRC House of Representatives. Counsel shall be retained only to advise the MSRC and not for purpose of representing the individual whose membership is being reviewed.

6. Legislative Committee

- a. The Committee will be composed of three members and shall have the duty of concerning itself with legislation and government regulations pertaining to health care or the profession of respiratory care. The Committee shall participate with State government agencies as needed and prepare statements of the Society's position with regard to legislation or regulations subject to approval of the House of Representatives.

7. Membership Committee

- a. The Committee shall be composed of at least three members whose duty it shall be to monitor a roster of members, bill and collect dues and forward monies to the Treasurer. They shall issue certificates of membership annually.

8. Nominations and Elections Committee

- a. The Committee shall be composed of at least three members whose duty it shall be to present each year the slate of nominees to the House of Representatives at least ninety (90) days prior to the election. The Committee will sent ballots to all eligible members of the MSRC and/or AARC as described in Article IV, Section B and Article V, Section B of these Bylaws. The Committee will further tabulate ballots and announce Election Results as noted in Article IV, Section B and Article V, Section B of these Bylaws.

9. Program Committee

- a. The Committee shall be composed of at least five members whose duty it shall be to plan, implement and coordinate the Annual Society Educational Program.

The House of Representatives may create, combine, or disband non-permanent standing committees as necessary to manage the society's business. Approval to create, combine or disband a non-permanent standing committee requires a 2/3 majority vote of the House of Representatives. Non-permanent Standing Committee are committees that generally are expected to continue for a period of several years. The list

Duties and composition of non-permanent standing committees can be found in the policy and procedure manual.

10. Other special committees may be created and/or chairs appointed by the President with House of Representatives approval. Duties of these committees will be as designated by the President. Other Permanent standing committees may be created by revision of these Bylaws.
11. All committee members must be MSRC members (Active, Associate, Affiliate or Student).

Section B -Membership Sections

Membership sections shall be established or dissolved by approval of two-thirds of the MSRC House of Representatives present and voting at any regular or specially called meeting. The Chair shall be nominated and elected by those MSRC members who have designated themselves members of the respective Membership Sections. The Chair of these sections shall be Active Members of the MSRC and members-at-large of the House of Representatives with full privileges.

Chairs of these Membership sections shall submit a written report to the President and Secretary prior to each meeting of the House of Representatives. Each membership section requiring operating expenses shall submit a budget for the fiscal year to the Budget and Audit Committee.

ARTICLE VIII -PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with these bylaws, the bylaws of the AARC and any special rules of order the Society may adopt.

ARTICLE IX –Type of Policies

The MSRC has the following types of policies.

1. Governance and House Rules
 - A. These policies are policies that had historically been in the Michigan Society for Respiratory Care (MSRC) bylaws and/or described the composition of the House of Delegates, voting functions and other MSRC governance issues.
 - B. Since these Governance and House Rules policies had been the historical foundation for the organization, changes in these governance functions should be considered carefully. These Governance and House Rules policies may be amended at any regular or specially called meeting of the MSRC House of Representatives, by approval of two-thirds of those members present and voting. The two-thirds affirmative vote must be repeated at a separate meeting held at least 30 days after the first, provided that prior notice of all proposed changes to all members of the Society has been made.
2. Operational Policies and Procedures. These policies describe the roles and functions of MSRC committees and the volunteers that serve on these committees. Changes in these policies will require simple majority vote of the MSRC House of Representatives.

ARTICLE X -AMENDMENT OF BYLAWS

These Bylaws may be amended at any regular or specially called meeting of the MSRC House of Representatives, by approval of two-thirds of those members present and voting. The two-thirds affirmative vote must be repeated at a separate meeting held at least 30 days after the first, provided that prior notice of all proposed changes to all members of the Society has been made. All amendments to these Bylaws shall be submitted to the AARC for adjudication as provided in its Bylaws. The Bylaws or amendments thereof, do not become effective until ratified by the Board of Directors of the AARC.