

2019



BYLAWS

2019

Florida Society for Respiratory Care

A CHARTERED AFFILIATE OF THE
AMERICAN ASSOCIATION FOR RESPIRATORY CARE

2019 FSRC BYLAWS

THESE BYLAWS WERE APPROVED BY THE AARC ON July 24, 2019

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ARTICLE I - PREAMBLE

This organization, known as the Florida Society for Respiratory Care, hereafter referred to as the Society or the FSRC, is a Chartered Affiliate of the American Association for Respiratory Care, hereinafter referred to as the AARC, and has been formed for the following purposes: Improve the quality of Respiratory Care; encourage and develop regional educational programs; advance the science, technology, ethics, and art of Respiratory Care through regional institutes, meetings, lectures, social media, websites and printed materials; and facilitate cooperation between Respiratory Care practitioners and the medical profession, hospitals, service companies, industry, and other agencies. For the purposes of representing members of the AARC, the area included within the boundaries of this Society shall be the state of Florida.

ARTICLE II - MEMBERSHIP

SECTION A: CLASSES

The membership of the Society consists of the following classes: Active, Associate, Life, and Student.

SECTION B: ACTIVE MEMBER

An individual is eligible for Active membership in the FSRC if he or she:

1. Is currently an Active or Life member of the AARC,
2. Resides in the state of Florida or has designated Florida as their affiliate of choice to the AARC,
3. AND meets ONE of the following criteria:
 - a. Is currently licensed by the state of Florida as a Respiratory Care professional, OR,
 - b. Holds a credential issued by the National Board for Respiratory Care, Inc. (NBRC) or its successors, OR,

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- c. Upon submission for verification of AARC membership to the FSRC Executive Office, Life members of the AARC who reside in the state of Florida or have designated Florida as their affiliate of choice will be recognized as Active members of the FSRC.

SECTION C: ASSOCIATE MEMBER

An individual is eligible for Associate membership in the FSRC if he or she meets ONE of the following criteria:

1. Is presently licensed by the state of Florida as a Respiratory Care Professional, OR,
2. Holds a credential by the NBRC or its successor or an AARC-recognized agency.

SECTION D: LIFE MEMBER

The Board of Directors may grant Life membership to Society Active members who have rendered outstanding service to the Society.

SECTION E: STUDENT MEMBER

An individual is eligible for Student membership if he or she is not currently credentialed by the NBRC, and is enrolled in an educational program in Respiratory Care that is located in Florida or has a clinical affiliation in Florida, and is accredited by, or in the process of seeking accreditation from an AARC-recognized agency.

SECTION F: APPLICATION

Membership enrollment or renewal may be completed online at www.fsrc.org under Membership, or by requesting an official membership application from the FSRC Executive Office.

SECTION G: PRIVILEGES

1. Active/Life members are entitled to vote, hold office, serve as Delegate, and/or Chairperson or member of any council or committee and have all other rights and privileges of membership.

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2. Associate members are entitled to all the rights of membership except the right to vote, hold office, serve as delegate, or serve as Chairperson of any council or committee.
3. Student members are entitled to all the rights of membership except the right to vote, hold office, serve as Delegate, or as Chairperson of any council or committee.

SECTION H: ETHICS

If the conduct of any member appears to be in violation of the Articles of Incorporation, Bylaws, Code of Ethics, or other regulation, policy, or procedure adopted by the Society, or is prejudicial to the Society's interests, such member may be reprimanded, suspended, expelled, or have their membership status reclassified in accordance with procedures set forth in the Society's Policies and Procedures.

SECTION I: ANNUAL REGISTRATION, DUES, AND ASSESSMENTS

1. Each member who attains Society membership may renew membership in the Society by demonstrating continuing eligibility.
2. 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 Board of Directors.

ARTICLE III – OFFICERS

SECTION A: OFFICERS

The Officers of the Society will consist of: President, President-Elect, Secretary, Treasurer, Immediate Past-President, and the Florida Delegates to the AARC.

SECTION B: REGIONAL DIRECTORS

One Director will be elected by the Active members of each Society Region to represent that Region on the Board of Directors.

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SECTION C: TERM

1. The President will serve for two (2) years and then serve as Immediate Past-President for one (1) year. The President-Elect will serve for one (1) year and will then succeed to the office of President thereafter. The Secretary and Treasurer shall each serve for two (2) years. Regional Directors will serve for a term of two (2) years.
2. Each Delegate will serve for up to four years. One Delegate will be elected every two years by all Active AARC members residing in, or designating Florida as their affiliate of choice. Elections for these terms will be staggered every two (2) years.
3. All Officers, Directors, and Delegates begin their terms immediately following swearing in at the FSRC Annual Business Meeting.

SECTION D: VACANCIES

1. In the event of the President's absence, resignation, or inability to serve, the Immediate Past President will become the acting President and assume the President's duties for the remainder of the term. If that person is unable or unwilling to serve, the office will be filled by the appointment of a qualified individual by the Board of Directors. The individual so appointed will serve the remainder of the term.
2. In the event of a vacancy in the office of President Elect, the Immediate Past-President will assume the duties, but not the office of President Elect until a special election is held to fill the office of President Elect.
3. In the event of a vacancy in the office of Past President, the most recent Past President shall be appointed to assume the office of Past President. If that person is unable or unwilling to serve, the office shall be filled by the appointment of a qualified individual by the Board of Directors. Individuals so appointed shall serve the remainder of the term.
4. In the event of a vacancy in the office of Secretary or Treasurer the unexpired term will be completed by a Board-appointed individual.

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5. In the event of a vacancy in the office of Regional Director the Board will appoint a qualified member from that respective Region to complete the unexpired term.
6. In the event of a vacancy in the office of Delegate, the President-Elect will assume the Duties, but not the office of Delegate until a special election is held to fill the vacant position.

ARTICLE IV – BOARD OF DIRECTORS

SECTION A: COMPOSITION

1. The Board of Directors consists of the President who serves as Chairperson and presiding officer, President-Elect or Immediate past President, Secretary, Treasurer, Delegates, and Regional Directors.
2. The Board of Directors has the power to declare any office vacant by a two-thirds (2/3) vote upon the resignation, refusal, inability, or neglect of any member of the board to perform the duties of office, or for conduct deemed prejudicial to the Society. Written notice will be given via U.S. Postal Service Registered Mail to that member that their office has been declared vacant.

SECTION B: DUTIES

The Board of Directors will supervise all Society business and activities in accordance with the Articles of Incorporation, these Bylaws, and Society Policies and Procedures. The Board will develop, adopt, and maintain official documents, and determine remuneration, stipends, honorariums, membership dues and other fiscal matters for each following year in accordance with budgetary needs and objectives. The Board will cooperate and/or affiliate with other organizations upon such terms and conditions as are deemed in the Society's best interests, in such a manner as is deemed necessary to best inform and protect the membership in matters of legislative action.

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SECTION C: MEETINGS

The Board of Directors will meet four (4) times per year. Special meetings may be called by the President when required to fulfill the mission of the Society.

Excluding the Annual Business Meeting, all special and regular meetings of the Board may be held electronically.

SECTION D: QUORUM

A majority of the Board of Directors present at the start of the Annual Business Meeting or any official meeting of the Board will constitute a quorum for the entire meeting.

SECTION E: VOTE OF THE MEMBERSHIP

Whenever the Board deems it necessary to present business to the membership, the Board may direct the Nomination/Elections Committee to conduct a vote of the membership.

ARTICLE V – SOCIETY MEDICAL ADVISOR

SECTION A: TERM

1. The Society will have at least one (1) Medical Advisor who will serve a term of at least one (1) year.
2. The term of office of the Medical Advisor(s) may be terminated at any time by a two-thirds (2/3) vote of the Board of Directors. Notification of this action will also be reported to the Board of Medical Advisors of the AARC.

SECTION B: VACANCY

In the event of a vacancy in the position of Medical Advisor, the position will be filled through an election by the Board of Directors.

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ARTICLE VI – COUNCILS

SECTION A: GOVERNANCE COUNCILS

1. EXECUTIVE COUNCIL
 - a. Strategic Planning
 - b. Fiscal Management: banking, bonding, audit, budget development, revenue and spending
 - c. Bylaws, Policies and Procedures
 - d. Judicial
2. MEMBERSHIP COUNCIL
 - a. AARC and FSRC Membership Strategies, Incentives and Engagement
 - b. AARC and FSRC Student Membership Strategies, Incentives and Engagement
 - c. Elections
3. EDUCATION COUNCIL
 - a. Annual and Regional Programs
 - b. Scholarship Management
 - c. Student Liaison
4. PUBLIC AFFAIRS COUNCIL
 - a. Communication
 - b. Legislative
 - c. Special Recognition
 - d. Collaboration

The number of members, their manner of appointment, term of office, objective and operating policies will be specified in the Society's Policies and Procedures.

SECTION B: SPECIAL COMMITTEES AND REPRESENTATIVES

Special committees may be appointed by the President subject to the approval of the Board of Directors. Representatives of the Society to external organizations may also be appointed by the President, subject to the approval of the Board of Directors. Members of such committees or representatives will serve to the completion of the task and will meet the qualifications, perform such duties and comply with such procedures as are defined in the Society's Policies and Procedures.

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ARTICLE VII – REGIONS

SECTION A: BOUNDARIES

The number, distribution, and boundaries of Society Regions will be established by the Board of Directors.

SECTION B: REGIONAL DIRECTORS

1. The Regional Director is responsible for organizing and implementing activities within the Region that are consistent with the goals of the Society.
2. The Regional Director will maintain a liaison with the Board of Directors for guidance, review, and assistance on Regional Activities.

ARTICLE VIII – ANNUAL BUSINESS MEETING

There will be an Annual Business Meeting of the Society held at a time and place set by the Board of Directors. The Annual Business Meeting will be held for the purpose of presenting reports to the membership and other business. Notification of the time and place of the Annual Business Meeting will be made available to the members of the Society not less than sixty (60) days prior to the meeting.

ARTICLE IX – FISCAL YEAR

The fiscal year of this Society will be from July 1 to June 30.

ARTICLE X – PARLIAMENTARY AUTHORITY

The rules contained in the current edition of "*Rules of Order, Newly Revised*" will govern the Society in all cases to which they are applicable, and in which they are not inconsistent with these Bylaws and/or any Policy and Procedure that the Society may adopt.

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ARTICLE XI – AMENDMENTS

SECTION A: POLICY AND PROCEDURE MANUAL

Any additions, deletions, or modifications to the Society's Policies and Procedures must be approved by the Board of Directors.

SECTION B: BYLAWS

The Bylaws may be amended in the following manner:

1. Proposed amendments may be submitted by a member of the Board of Directors to the Bylaws Committee, which will review proposals for legality and conflict with the Articles of Incorporation, these Bylaws, the Bylaws of the AARC, and/or the Policies and Procedures of this Society.
2. After review by the Bylaws Committee, the proposed amendments must then be approved by the Board of Directors.
3. Upon approval of the Society's Board of Directors, the amendment will then be submitted to the AARC Bylaws Committee, and the AARC Board of Directors for review and approval.
4. Following approval by the Society's Board of Directors and the AARC Board of Directors, the proposed amendment will be made available to the voting membership at least thirty (30) days prior to a vote. An amendment will be adopted by a two-thirds (2/3) affirmative vote of the membership returning a ballot, electronic or otherwise by the published due date.

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