

Bylaws of the Pennsylvania Society for Respiratory Care

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ARTICLE I: NAME AND AFFILIATION

This organization shall be known as the Pennsylvania Society for Respiratory Care, incorporated under the Nonprofit Corporation Law of the Commonwealth of Pennsylvania, hereinafter referred to as, “the Society”; a chartered affiliate of the American Association for Respiratory Care, incorporated under the General Not for Profit Corporation Act of the state of Illinois hereinafter referred to as, “the Association”. The Society shall be affiliated with the Association and shall abide by the rules and regulations of the Association as promulgated from time to time.

ARTICLE II: OBJECTIVES

SECTION 1 - MISSION

- a. The Society will represent and promote Respiratory Therapists in Pennsylvania.

SECTION 2 – PURPOSE

- a. Encourage, develop, and provide educational programs for those interested in respiratory therapy and diagnostics, hereinafter referred to as Respiratory Care.
- b. Advance the science, technology, ethics, and art of respiratory care through regional institutes, meeting, lectures, and the preparation and distribution of various publications and materials.
- c. Facilitate and foster cooperation and understanding between respiratory therapists and the medical professions, hospitals, service companies, industry, and other agencies within the state involved in respiratory care.
- d. Provide education to the public in cardiopulmonary health and disease prevention.
- e. To serve and advocate on behalf of the Respiratory Therapists and patients we serve.
- f. Build and strengthen a diverse and inclusive professional respiratory community.
- g. Champion policies and initiatives that enhance the profession of Respiratory Care.

SECTION 3 - INTENT

- a. No part of the monies of the Society shall benefit any private member or individual, nor shall the Society perform services for individual members thereof.
- b. The Society’s Board of Directors shall provide for the distribution of the funds, income, and property of the Society may be made to charitable, educational, scientific or religious corporations, organizations, community chests, foundations, or other kindred institutions maintained and created for one or more of the foregoing purposes. If at the time of distribution, the payees or distributee are exempt from income taxation, and if gifts or transfers to the payees or distributee are then exempt from taxation under the provision of section 501, 2055 and 2522 of the Internal Revenue Code, or any later or other sections of the

- Internal Revenue Code which amend or supersede the said section.
- c. Upon the dissolution of the Society—whether voluntary or involuntary—the Board of Directors shall, by majority vote, distribute all remaining assets in a manner that best fulfills the Society’s original mission and purposes. Assets may be distributed to organizations such as charitable, educational, scientific, or religious corporations, community chests, or foundations. To receive these funds, a recipient must be recognized as tax-exempt under Sections 501, 2055, and 2522 of the Internal Revenue Code (or the corresponding provisions of any future federal tax laws).
 - d. The Society shall not commit any act which shall constitute unauthorized practice of medicine under the laws of the Commonwealth of Pennsylvania. The Society shall not commit any act which shall constitute unauthorized practice of medicine under the laws of the Commonwealth of Pennsylvania.
 - e. The Society shall, to the maximum extent permitted by law, indemnify each of its present or former directors, officers, employees, or other agents against expense, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any such person is or was an agent of the Society.

ARTICLE III: MEMBERSHIP

SECTION 1 - REQUIREMENTS

Current membership in the Association shall be the requirement for membership of this Society. Members of the Association may choose to be a member of one state affiliate only and must live or work in the affiliate that is chosen. If the member does not specify a state affiliation, the AARC will assign the member to the state affiliate in which s/he lives.

SECTION 2 - CLASSES AND DUES

The membership of this Society shall include Active Member, Associate Member, and Special Member. Refer to the AARC Bylaws for full current descriptions and definitions of membership classes.

SECTION 3 - ETHICS

If the conduct of any member shall appear to be in violation of the Articles of Incorporation, Bylaws, standing rules, code of ethics, or any other regulations or policies and procedures adopted by the Society/Association, or shall appear to be prejudicial to the Society/Association's interests, such member may be reprimanded, suspended, or expelled in accordance with the procedures set forth in the Society/Association's policies and procedures.

ARTICLE IV: OFFICERS AND DIRECTORS

SECTION 1 - OFFICERS

The Officers of the Society shall consist of the President, President-Elect or Immediate Past President (alternating years), Vice President, Secretary, Treasurer, Senior Delegate and Junior Delegate.

No Officer shall be elected for more than two (2) consecutive terms in the same office.

SECTION 2 - DISTRICT DIRECTORS

There shall be one (1) or more directors from each district on the Board of Directors who shall be elected by the membership of that district.

SECTION 3 – DIRECTORS AT LARGE

There shall be three (3) Directors at Large elected to the Society Board of Directors. At the time of solicitation of nominations, the Elections Committee Chair will obtain a member roster from the Association and determine the three most populous specialty sections. Candidates for director-at-large must be current members of the specialty sections they are nominated for and a member of the Association’s Specialty Section. In addition, they should currently be active within this specialty of the respiratory therapy profession. At the time of the election, all members of the Society will vote for a candidate from each section. If a section fails to nominate at least one candidate within a specified timeframe, nominations will be accepted from members of the fourth most populous section.

SECTION 4 - TERM OF OFFICE

- a. No Officer, District Director or Director At Large shall be elected for more than two (2) consecutive terms in the same office.
- b. If an individual is re-elected for a second term to any of these positions, they will serve their “Elect” year of their second term concurrently with the final year of their first term.
- c. All elected officers shall assume their duties immediately upon the conclusion of the annual business meeting; however, the Treasurer’s term shall commence on January 1 of the year following their election.
- d. The President-Elect shall complete a four (4) year term consisting of one (1) year as President-Elect, two (2) years as President and one (1) year as Immediate Past President before being eligible to serve a successive term in any elected office, except in the case in which s/he accedes to fill a vacancy in the office of President.
- e. The office of Secretary shall consist of a three (3) year term consisting of one year as Secretary-Elect and two (2) years as Secretary.

- f. The office of Treasurer shall consist of a three (3) year term consisting of one (1) year as Treasurer-Elect and two (2) years as Treasurer.
- g. The office of Vice President shall consist of a two (2) year term.
- h. The office of Delegate shall consist of a four (4) year term consisting of two (2) years as Junior Delegate and two (2) years as Senior Delegate.
- i. The office of District Director shall consist of a three (3) year term consisting of one year as District Director-Elect and two (2) years as District Director.
- j. The office of Director at Large shall consist of a three (3) year term consisting of one year as Director at Large - Elect and two (2) years as Director at Large.
- k. All members of the Board of Directors including Committee Chairs must maintain current Association membership during their terms of office. Failure to do so will necessitate removal from office creating a vacancy.

SECTION 5 - VACANCIES IN OFFICE

- a. In the event of a vacancy in the office of President, the President-Elect shall become the acting President to serve the unexpired term and shall serve the successive term as President. In years that a President-Elect is not seated, the Immediate Past President shall become the acting President to serve the unexpired term or until a special election can be held.
- b. In the event of a vacancy in the office of President-Elect, the Vice President shall assume the duties, but not the office, of President-Elect as well as the office of Vice President until the next scheduled election.
- c. In the event of a vacancy in the office of Vice President, Secretary or Treasurer, the vacancy shall be filled by the appointment of a qualified individual by the President with approval of at least 2/3 of the Board of Directors. Individuals so appointed shall serve until the next scheduled election.
- d. In the event of a vacancy in the office of District Director or Director at Large the vacancy shall be filled by the appointment of a qualified individual by the President with approval of at least 2/3 of the Board of Directors. Individuals so appointed shall serve until the next scheduled election.
- e. In the event of a vacancy in the office of Immediate Past President, that office shall remain vacant.
- f. In the event of a vacancy in the office of Delegate, refer to Article VI – Delegation, Section 4
- g. The Board of Directors shall have the power to declare an office or seat on the Board of Directors vacant by a two-thirds (2/3) vote upon refusal, neglect or

inability of any officer or director to perform their duties, or for any conduct deemed prejudicial to the Society. Written notice shall be given to the member that the office has been declared vacant.

SECTION 6 - DUTIES OF OFFICERS

a. President

The President shall be the Chief Executive Officer of the Society. The President shall schedule and preside at all meetings of the Board of Directors and shall prepare and submit an agenda for all such meetings to the members of the Board not fewer than seven (7) days prior to the meeting date; appoint standing and special committees subject to the approval of the Board of Directors; be an ex-officio member of all committees except the elections and nominations committees; present a quarterly report to the Board of Directors; present an annual report of the Society's activities to the Board of Directors and membership. During the second year of their term in office, the President shall provide an orientation of the position of President to the incoming president-elect throughout the year.

b. President-Elect

The President-Elect shall become acting President and shall assume the duties of the President in the event of the President's absence, resignation or disability, and shall perform such other duties as shall be assigned by the President or the Board of Directors. The main responsibility of the President-Elect is to learn the role and responsibilities of the position of President in preparation for their term in office.

c. Immediate Past President

The Immediate Past President shall advise and consult with the President and shall perform other duties as assigned by the President or the Board of Directors. The Immediate Past President shall become acting President and shall assume the duties of the President in the event of the President's absence, resignation or disability, and shall perform such other duties as assigned by the President or the Board of Directors.

d. Vice President

Vice President shall assume the duties but not the office of the President-Elect in the event of the President-Elect's absence, resignation or disability, and will also continue to perform the duties of the Vice President and shall also perform such other duties assigned by the President or the Board of Directors.

e. Treasurer

The Treasurer shall have charge of all funds and securities of the Society: endorsing checks, notes or other orders for payment of bills, disbursing funds as authorized by the Board of Directors and/or in accordance with adopted budget; depositing funds as the Board of Directors may designate; oversee and execute the investment

of funds as determined by the Investment Committee and Executive Board; see that full and accurate accounts are kept, submitting quarterly financial statements to the Executive Committee and Audit Committee within thirty (30) days after closing of each quarter; prepare a year-end financial report and send it to the AARC HOD Liaison upon request. At the expense of the Society, the Treasurer shall be bonded in an amount determined by the Board of Directors. The Treasurer shall be responsible for ensuring all necessary state and federal tax forms are filed by the respective deadlines.

f. Secretary

The Secretary shall have charge of keeping the minutes of the Board of Directors, regular business and the annual business meetings, submitting other documents to the Executive Office of the Association as required, executing the general correspondence, attesting the signatures of the officers of the Society, ensuring an annual corporate officers report is submitted to the Corporate Bureau of the Department of State, and in general, performing all duties from time to time as assigned by the President or the Board of Directors.

g. Delegates

Refer to Article VI- Delegation, Section 2 – Duties of Delegation

h. District Director

The District Director represents their elected district and is responsible for appointing district-level committee chairs and managing local communications. Core duties include Communication: Acting as the primary liaison by informing members of all district and Society activities. Event Management: Planning, coordinating, and representing the Board of Directors at district events, seminars and conferences. Financial Oversight: Maintaining financial control and oversight of all Society-sponsored events within the district. Collaboration: Supporting Society committees on additional initiatives as required.

i. Director at Large

Each Director-at-Large represents the members of the AARC Specialty Section from which they were elected. Key responsibilities include ensuring specialty-specific topics and speakers are integrated into Society educational programming, maintaining open communication with section members, and partnering with Society committees on projects and activities as needed.

ARTICLE V: BOARD OF DIRECTORS

SECTION 1 - COMPOSITION AND POWERS

- a. The President shall be chair and presiding officer of the Board of Directors and the Executive Committee. The President shall invite such individuals to the meetings of the Board as deemed necessary, with the privilege of voice but no vote.
- b. The President shall appoint a member of the Society to serve as Parliamentarian, who shall attend all Board of Directors meetings with voice but no vote.
- c. The Board of Directors shall have the power to conduct a telecommunications vote.
- d. Results of the votes shall be tallied, reported, and ratified by the Board of Directors at the next regular meeting.

SECTION 2 - DUTIES

- a. Supervise all business and activities of the Society within the limitations of these Bylaws.
- b. Adopt and rescind established policies and procedures of the Society.
- c. Determine remuneration, stipends and other related matters, after consideration of the budget.
- d. Perform such other duties as may be necessary or appropriate for the management of the Society.

SECTION 3 - MEETINGS

- a. The Board of Directors shall hold the first quarter meeting no later than April 15th each year and shall hold at least three (3) other quarterly meetings during the calendar year.
- b. Special meetings of the Board of Directors shall be called by the President as the Society's business requires, or upon the written or electronic request of a majority of the Board members.
- c. A majority or two-thirds ($\frac{2}{3}$) of voting members of the Board of Directors shall constitute a quorum at any meeting of the Board.
- d. All regular and special meetings of the Board of Directors including the Annual Business meeting, normally be held in person. However, any meeting may be held virtually, upon approval by a majority vote of the Board of Directors, if deemed appropriate.

SECTION 4 - MAIL/ELECTRONIC VOTE

Whenever, in the judgment of the Board of Directors, it is necessary to present any business to the membership for a vote prior to the next regular or annual business meeting, the Board of Directors may, unless otherwise required by these Bylaws, instruct the Elections Committee to conduct a vote of the membership. Any question thus presented shall be determined by a plurality of the valid votes received within thirty (30) days of submission, except in the case of a Bylaws amendment, which requires a two-thirds ($\frac{2}{3}$) majority of valid votes. All actions approved by the membership in accordance

with this article shall be binding. Furthermore, any proposed amendments to these Bylaws must be presented to the membership at least forty-five (45) days prior to the voting period, as provided under Article XII.

SECTION 5 - EXECUTIVE COMMITTEE

The Executive Committee of the Board of Directors shall consist of the President, President-Elect or Immediate Past President (both never serve concurrently), Vice President, Secretary, Treasurer and Delegates.

They shall have the power to act for the Board of Directors between meetings of the Board of Directors, and such action shall be subject to ratification by the Board at the next regular meeting. The Executive Committee shall also function as the Budget Committee as specified under Article IX, Section b; 1.

SECTION 6 - MULTIPLE OFFICES

No officer, Director, Director at Large or Delegate shall hold another Society elected office simultaneously.

ARTICLE VI: DELEGATION

SECTION 1 - COMPOSITION

The Delegation shall be composed of two (2) Delegates, hereinafter referred to as the Delegation.

SECTION 2 - DUTIES OF THE DELEGATION

The members of the Delegation shall:

- a. Attend all meetings of the House of Delegates and report the activities to the Society.
- b. Attend the annual business meeting of the Association.
- c. Attend all meetings of the Society's Board of Directors.
- d. Furnish the Association Elections Committee with the names of qualified members for nomination for AARC Directors-at-Large.
- e. Present recommendations, resolutions, and/or amendments to the Association's House of Delegates that offer direction on issues the Society believes are important and should be considered by the Association's Board of Directors.
- f. Present proposed amendments to the Bylaws Committee at the direction of the Society.
- g. Perform such other duties of office as may be necessary or required.

SECTION 3 - TERM OF OFFICE

- a. A member of the Delegation will serve a term of four (4) years that shall consist of two (2) years served as the Junior Delegate followed by two (2) years as the Senior

Delegate.

- b. No person may be elected to more than two (2) consecutive terms in the House of Delegates as a member of the Delegation.

SECTION 4 - VACANCY IN OFFICE

- a. The individual shall be recommended by any member of the Board of Directors and shall be appointed by the President after approval by a majority vote of the Board.
- b. If a qualified candidate cannot be found, the President may serve as a substitute Delegate at Association House of Delegates meetings until such time as a replacement is appointed.
- c. If the vacancy is caused by the departure of the Senior Delegate, the Junior Delegate will assume the role of Senior Delegate for the remainder of their term if they are already instated or qualified by previous experience in the HOD.
- d. The individual appointed to fill the vacant position will serve in the role of Junior Delegate. If the vacancy is caused by the departure of the Junior Delegate, the qualified appointed individual shall fill the vacant position until the next regularly scheduled election of a Delegate is held.

ARTICLE VII: ANNUAL BUSINESS MEETING

SECTION 1 - DATE AND PLACE

- a. The Society shall hold the annual business meeting in the last quarter of each calendar year. Additional meetings may be held as required to fulfill the objectives of the Society.
- b. The dates and place of the annual business meeting and additional meetings shall be decided in advance by the Board of Directors, and they shall inform the membership of such.
- c. In the event of a major emergency, the Board of Directors shall have the authority to cancel the scheduled meeting, set a new date, and inform the membership of such.

SECTION 2 – PURPOSE AND NOTIFICATION

- a. The annual business meeting shall be for the purpose of receiving reports of officers and committees, and for other business brought by the President, Board of Directors, or the membership.
- b. Additional business meetings may be held for the purpose of receiving reports and other business brought by the President, Board of Directors, or the membership.
- c. Notice of the time and place of the Annual Business Meeting shall be communicated to all members of the Society not fewer than thirty (30) calendar days prior to the meeting. An agenda for the Annual Business Meeting shall be communicated to all members not fewer than thirty (30) calendar days prior to the Annual Business Meeting.

SECTION 3 - QUORUM

A two-thirds (2/3) majority of the voting Board members registered at a duly called business meeting shall constitute a quorum.

ARTICLE VIII - MEDICAL ADVISOR

SECTION 1 - PREREQUISITES

The Medical Advisor shall be a member of one of the following organizations: American College of Chest Physicians; American Thoracic Society; American Society of Anesthesiologists or other organizations as defined in the Association Board of Directors policy. The Medical Advisor shall not concurrently be a member of the national respiratory care credentialing or accreditation bodies. The Medical Advisor must be a physician who has an identifiable role in clinical, organizational, educational, or investigative respiratory care

SECTION 2 - DUTIES

The Board of Directors and its committees shall consult with the Medical Advisor regarding all matters of medical policy. The Medical Advisor shall assist the appropriate committees regarding educational programs and publications. The Medical Advisor shall be invited to attend all regular meetings of the Board of Directors and shall have voice but no vote.

SECTION 3- TERM OF OFFICE

The Medical Advisor shall be recruited, appointed and approved by a majority vote of the Board of Directors and shall serve for a two (2) year term which shall begin immediately following the annual meeting. The Medical Advisor may serve multiple consecutive terms upon approval by a majority vote of Board of Directors. The term of office of the Medical Advisor may be terminated at any time by at least a two-third (2/3) vote of the Board of Directors. Notification of this action shall be submitted in writing to the Medical Advisor and the Association.

SECTION 4 - VACANCY IN OFFICE

In the event of a vacancy in the office of Medical Advisor, the Board of Directors shall recruit, appoint, and approve by a majority vote an interim Medical Advisor who shall complete the current term of office.

ARTICLE IX COMMITTEES

SECTION 1 - STANDING COMMITTEES

- a. The standing committees of the Society shall be - Audit, Budget, Bylaws, Elections, Investment, Judicial and Legislative. The committee chairs, unless specifically named in these bylaws, shall be appointed by the President-Elect subject to approval of a two-thirds ($\frac{2}{3}$) majority vote of the Board of Directors.
- b. The President-Elect shall appoint committee chairs at the fourth-quarter Board of Directors meeting prior to assuming office. Committee chairs serve a two (2) year term to coincide with the term of the President. No member shall serve more than two (2) consecutive terms as chairs of the same committee.
- c. Decisions of standing committees, except as specified in Article IX, Section 2 (c) (4), may be appealed to the Board of Directors. A two-thirds ($\frac{2}{3}$) majority vote of the Board of Directors shall be required to sustain an appeal

SECTION 2 - DUTIES OF STANDING COMMITTEES

AUDIT

1. The committee shall consist of three (3) members approved by a majority vote of the Board of Directors. In addition to the committee chair, two additional committee members shall be recruited by either the committee chair or by the Board of Directors. At least one committee member must not be a voting member of the Board of Directors.
2. The committee is responsible for the auditing of the financial affairs of the Society, ensuring that no category of the budget is exceeded without a two-thirds ($\frac{2}{3}$) approval of the Board of Directors, with prompt notification, and explanation of such actions to the members.
3. The committee shall submit all reports to the Board of Directors.
4. An internal audit will be conducted quarterly, and an external audit or review will be conducted by an independent professional accountant annually.

BUDGET

1. The committee shall be composed of the Executive committee with the Treasurer serving as Chair of the committee.
2. The committee shall prepare an annual budget for approval by at least a $\frac{2}{3}$ majority of voting members of the Board of Directors at the 3rd Quarter meeting. The proposed budget then shall be published and the membership notified of its availability for review and comment for thirty (30) days prior to the annual business meeting. The budget shall not be implemented until it has been reviewed by the membership.

3. The committee shall submit quarterly or requested reports to the Board of Directors.
4. The fiscal year shall be January 1 to December 31.

BYLAWS

1. The committee shall be composed of a chair who shall recruit additional active members, approved by a majority vote of the Board of Directors, to assist with committee duties as needed.
2. The committee shall receive and prepare all amendments to the Bylaws for submission to the Board of Directors. The committee may also initiate such amendments for submission.
3. Proposed amendments to the Bylaws may be originated by the Bylaws Committee or submitted to the Bylaws Committee by the Board of Directors. The committee shall review the amendments proposed and shall submit its recommendations to the Board of Directors . Upon receipt of such recommendations, the proponent may, but shall not be obliged to, withdraw the proposed amendments from further consideration. Any proposed amendments that are not withdrawn by the proponent and any proposed amendments which are originated by the Bylaws Committee shall be delivered to the Board of Directors, with the committee's recommendations for same, at least forty-five (45) calendar days prior to the date on which voting begins.
4. In the event of a problem with the interpretation of the Bylaws, the question shall be referred to by the Bylaws Committee. The Board of Directors may refer to a Bylaws interpretation matter to the committee by a two-third (2/3) affirmative vote. The decision of the Bylaws Committee shall be final.

ELECTIONS

1. The committee shall consist of a chair and additional active members, approved by a majority vote of the Board of Directors, to assist with committee duties, if needed. Additionally, the Immediate past Chair of the Elections Committee shall remain on the Elections Committee for one additional year in a consultative role, with voice but no vote.
2. The chair of the Elections Committee shall report the slate of candidates of officers, including those for the Directors At Large, and District Directors, along with pertinent biographical sketches and position statements to the Board of Directors following the timelines outlined in the Society policy and procedure manual.
3. The committee shall prepare a special slate for President-Elect if a vacancy should occur in that office. The chair shall present the names of the nominees, along with pertinent biographical sketches and position statements, to the Board of Directors at least fourteen 14 days prior to a special election.

4. Only Active Members in good standing shall be eligible for nomination and a written consent must be obtained from the person whose name is to be placed in nomination. Nominees for the offices of President-Elect, Vice President, Delegate, Treasurer-Elect, and Secretary-Elect shall have prior Board of Directors experience to be eligible for nomination.
5. The committee shall provide pertinent biographical, professional activities, educational background, position statement and service to the Society/Association for each nominee, all of which shall be a part of the ballot.
6. The committee shall distribute the ballot to every Active Member in good standing at least forty-five (45) days prior to the close of the election.
7. Society elections shall be determined by a plurality of the valid votes cast. A tie vote shall be decided by lot. The results of the annual election shall be announced by the committee chair at the third quarter Board of Directors meeting. The presiding officer shall declare the results of the election.
8. All candidates for election will be notified of the election results within seven (7) days of the third quarter Board of Directors meeting.

EXECUTIVE COMMITTEE

1. The Executive Committee of the Board of Directors shall be composed of the President, Immediate Past President, Vice President, Delegate, Secretary, Treasurer, and in alternate years, the President-Elect.
2. The President shall chair the committee. 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.

INVESTMENT

1. The committee shall be chaired by the Treasurer. The committee will be at least two (2) additional active members, selected by the Chair, approved by a majority vote of the Board of Directors (BOD), to assist with committee duties.
2. The committee shall monitor all Society investments and assets on an ongoing basis and recommend potential changes to maximize the income from these investments without undue risk.
3. Any recommendation to changes in the investment strategy shall be made to the Executive Committee and can be made at any time. Any recommendation approved by a majority vote of the Executive Committee shall then be implemented.
4. The committee shall prepare a quarterly report of activities to the BOD.

JUDICIAL

1. This committee is chaired by the Immediate Past President or President Elect
2. The Committee shall consist of two (2) active members appointed by the Chair and approved by the majority vote of the Board of Directors.

3. The committee shall review formal, written complaints against any individual Society member charged with a violation of the Society's Bylaws or otherwise with any detrimental conduct deemed to the Society or the Association. Complaints or inquiries may be referred to the Judicial Committee of the Association or any member of the Society or may originate from within the committee itself.
4. If the committee determines that the complaint justifies an investigation, a written copy of the charges shall be prepared with the benefit of legal counsel if deemed advisable by the Board of Directors.
5. A statement of charges then shall be served upon the member and an opportunity given that member to be heard before the committee.
6. After careful review of the results of the hearing the committee shall report their findings and recommendations for action to the Board of Directors.
7. If disciplinary action is deemed necessary by the Board of Directors, their recommendations shall be forwarded to the Judicial Committee of the Association.
8. The committee shall review all disciplinary actions taken by the PA State Board of Medicine and State Board of Osteopathic Medicine and provide a quarterly report on these actions to the Board of Directors.

LEGISLATIVE

1. The committee shall consist of a chair, selected and additional active members, selected by the chair (approved by a 2/3 majority vote of the Board of Directors) to assist with committee duties.
2. The committee shall actively contact legislators via the AARC contact system, PSRC networking system or in person to advocate on behalf of the professional and respiratory care patients.
3. The committee shall investigate the need and/or feasibility of having a PSRC Legislative Day in Harrisburg each year.
4. The committee chair shall serve as the PSRC contact for all AARC legislative activities.
5. The committee shall monitor health-related legislation and regulations (nationally and statewide) and recommend appropriate positions or responses.
6. Investigate and recommend cultivation of professional relationships with other organizations with mutually beneficial goals (PA AARP, ALA, AHA, AE, COPD Foundation, AAFA...)

SECTION 3 - SPECIAL COMMITTEES (AD HOC)

1. Special committees may be appointed by the President, subject to approval by a majority vote of the Board of Directors.
2. Subject to Board approval, the President shall appoint Society representatives to required external organizations.

SECTION 4 - COMMITTEE CHAIR DUTIES

1. The Chair is responsible for leading the committee as assigned by the President and Board of Directors and ensuring the Society's objectives are met. Reference the current Policy and Procedure Manual
2. Chair of each committee shall confer promptly with the members of that committee on work assignments.
3. The Chair of each committee may recommend prospective committee members to the President. Whenever possible, the chair of the previous year shall serve as a member of the new committee with the privilege of voice, but no vote.
4. Non-members and physician members may be appointed as consultants to committees. The President shall request recommendations regarding physician members from the Medical Advisor.
5. Each committee chair requiring operating expenses shall submit a budget for the next fiscal year to the Budget Committee.

SECTION 5 – VACANCIES ON COMMITTEES

1. In the event of vacancies occurring in any committee, the Chair shall appoint members to fill such vacancies, subject to approval by the President.
2. Chair vacancies shall be appointed by the President, subject to approval by the Board of Directors.

ARTICLE X DISTRICT ORGANIZATION

SECTION 1 - DISTRICT BOUNDARIES

The Board of Directors shall establish district names and geographic boundaries.

SECTION 2 - ORGANIZATION

1. The internal organization of each district shall be the concern of the membership of that district, subject to the approval of the Board of Directors, and is consistent with the Bylaws.
2. District membership shall be determined by the mailing address furnished to the Association.

SECTION 3 - OFFICERS

1. Each district shall elect a Director who shall become a member of the Board of Directors.
2. The election of District Directors shall be held following the guidelines in Article IX, Section D.

ARTICLE XI 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 or other rules of the Society or Association.

ARTICLE XII: DISSOLUTION CLAUSE

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. Any assets not so disposed shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is located. Disposal shall be made exclusively for exempt or public purposes or be made to such organization (or organizations) as the court shall determine to be organized exclusively for such purposes.

ARTICLE XIII: AMENDMENT

1. These Bylaws may be amended in accordance with Article IX, Section 2, c, 3.
2. The Election Committee shall conduct a vote of all Active members to amend the Bylaws.
3. A period of not fewer than forty-five (45) days shall be allowed for return of the votes. A two-thirds vote of the valid votes returned shall be required for adoption.
4. The Elections Committee will tally the votes, and the presiding officer will announce the results to the membership.