

Colorado Respiratory Care Society CRCS

CRCS BYLAWS

ARTICLE I – NAME

This organization, the Colorado Respiratory Care Society, shall herein be referred to as the Society or CRCS. It is a not-for-profit chartered affiliate of the American Association for Respiratory Care or AARC.

ARTICLE II – CORPORATE PURPOSE

SECTION 1. MISSION AND VISION

The Colorado Respiratory Care Society promotes the professional advancement of Respiratory Therapists in Colorado through leadership, education, and innovation. We strive to provide quality care and advocate for our patients, their family members, and the communities we serve by supporting pulmonary wellness and disease prevention.

SECTION 2. NON-PROFIT PURPOSE

- a. This corporation is organized exclusively for educational and scientific purposes that qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

SECTION 3. SPECIFIC PURPOSE

- a. Encourage, develop, and provide educational programs for those persons interested in respiratory therapy and diagnostics, hereinafter referred to as Respiratory Care.
- b. Advance the science, technology, ethics, and art of respiratory care through institutes, meetings, lectures, publications, and other materials.
- c. Facilitate cooperation and a working collaboration amongst respiratory care personnel and the medical profession, allied healthcare professionals, hospitals, service companies, governmental organizations, and other agencies promoting respiratory care.
- d. Provide education to the general public in pulmonary health promotion and disease prevention. The fiscal year of the Society shall begin on January 1st and end on December 31st of each year.

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SECTION 4. INTENT

- a. No part of the earnings of the Society shall benefit any private member or individual, nor shall the corporation perform services for individual members thereof.
- b. Distribution of the funds, income, and property of the CRCS 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 following purposes. If at the time of distribution, the payees are then exempt from taxation under provisions of applicable Internal Revenue Codes, or any latter or other sections of the Internal Revenue Code which amend or supersede the said sections.
- c. In the event of the dissolution of the Society, whether voluntary or involuntary, all of its remaining assets shall be distributed in such a manner as the Board of Directors (BOD) of this Society shall by majority vote determine to be best calculated to carry out the objectives and purposes for which the Society is formed. The distribution of the funds, income, and property of this Society upon the dissolution may be made available to: A newly established Colorado respiratory care state society or to any eligible 501(c)(3) charity approved by majority vote of the CRCS BOD members.
- d. The Society shall not promote any act which shall constitute the unauthorized practice of medicine under the laws of the State of Colorado or any other state.

ARTICLE III. MEMBERSHIP

SECTION 1. ELIGIBILITY

- a. An individual is eligible to be a member of this Society who is a member of the AARC and whose current address is in the State of Colorado.
- b. The membership list issued by the AARC shall be the official list used to accept members into the CRCS.
- c. Membership shall not be denied based on race, religion, ethnic origin, national origin, gender, sexual orientation, or disability.

SECTION 2. CLASSES

The membership classes of the AARC will be the recognized classes in the CRCS. Refer to Article III, AARC Bylaws, for the definition of each class.

SECTION 3. PRIVILEGES

All AARC Active and Life Members of the Society shall be entitled to vote, hold office, and serve as chairperson or committee member, except as prohibited by AARC Bylaws. AARC Active and Life Members may vote for and serve as Delegates.

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SECTION 4. ETHICS

- a. If the conduct of any member shall appear to be in violation of the Bylaws, standing rules, code of ethics, or other regulations, policies, or procedures of the CRCS as defined by the AARC code of ethics, the CRCS BOD may, by three-fourths (3/4) vote of its membership, expel such a member.
- b. Within thirty (30) days after receipt of notice of expulsion, the expelled member shall have the right to appeal the decision of the Board to the President of the CRCS, who will refer the appeal to the AARC Executive Office for review.
- c. All expulsion actions shall be reported to the AARC Executive Office.
- d. Upon election and yearly thereafter, all members of the BOD shall sign a Conflict of Interest Statement.

ARTICLE IV. MEETING OF MEMBERS

SECTION 1. REGULAR MEETINGS

The society shall hold no fewer than four (4) meetings during each calendar year. Meetings of the BOD may be in person, by telephone or video conferencing or other electronic means as shall be determined by the BOD.

SECTION 2. ANNUAL MEETINGS

There shall be an annual meeting of the Society which shall include the Annual Business Meeting of the membership, held at a time and place set by the BOD. Written notice of the time and place of the annual meeting shall be published on the AARC Connect, by announcement on the Society website, by electronic mailing list, or by a separate mailing to all members of the Society not less than thirty (30) days prior to the meeting. The agenda for the Annual Business Meeting shall be as stated in the Society's Standing Rules.

SECTION 3. SPECIAL MEETINGS

Special meetings of the BOD shall be called by the President at such times as the business of the Society or Association shall require, or upon written request by the majority of the BOD filed with the President.

SECTION 4. NOTICE OF MEETINGS

Meeting notices will be posted on the CRCS website and applicable social media sites at least fourteen (14) days prior to the meeting.

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SECTION 5. QUORUM

A quorum is established when a meeting has a majority of the BOD members. If a quorum is not established, voting may be conducted via electronic means as determined by the BOD.

ARTICLE V. OFFICERS/BOARD OF DIRECTORS

SECTION 1. IDENTIFICATION

- a. The officers of the CRCS shall consist of the President, Immediate Past President, Vice President, Secretary, Treasurer, Deputy Treasurer, Director(s) at Large, Chapter Presidents and, in alternate years, President-Elect shall be elected in accordance with the provisions of the AARC Bylaws.
- b. Members of the BOD/all officers shall not receive any compensation for their services as directors.

SECTION 2. TERMS OF OFFICE

The term of office for the President-Elect and Immediate Past President shall be one (1) year. The term of office for the President, Vice President, and Secretary shall be two (2) years. The terms of the Treasurer and Deputy Treasurer shall be two (2) years alternating.

The term of the Director(s) at Large and Chapter Presidents shall be two (2) years. The Delegates term shall be four (4) years, alternating every two (2) years.

SECTION 3. VACANCIES

- a. In the event of a vacancy in the office of the President, the Immediate Past President or President-Elect shall resume the duties but not the office of the President until a special election can be held to fill the office.
- b. In the event of a vacancy in the office of President-Elect due to resignation or inability to perform duties, the Vice President shall assume the duties, but not the office, of the President and shall also continue to serve as Vice President until a special election is held to fill the office of President.
- c. Any vacancy in the BOD shall be filled by the appointment of a qualified individual by the BOD. Individuals so appointed shall serve until the next scheduled election for that office.

SECTION 4. DUTIES

- a. President – The President shall preside at the CRCS Annual Business Meeting and all meetings of the BOD. The President shall prepare an agenda for the Annual Business

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Meeting and submit it to the membership prior to such a meeting in accordance with the AARC Bylaws, prepare an agenda for each meeting of the BOD and submit it to the members of the Board prior to such meeting, appoint standing and special committees subject to approval of the BOD, and present to the BOD and membership an annual report of the Society.

- b. Vice President – The Vice President shall serve as a liaison to the committees and groups of the Society as designated by the President and perform such other duties as assigned by the President or the BOD. The Vice President shall assume the duties of the President-Elect in the event of the President-Elect's absence, resignation, or disability, but will also carry out the duties of the office of the Vice President.
- c. The Treasurer and Deputy Treasurer – The Treasurer and Deputy Treasurer shall maintain full and accurate accounts. They shall submit quarterly financial statements to the BOD and Delegates within a reasonable amount of time after each quarter, be responsible for closing of the books, file annual taxes, make a complete written yearly report at the Annual Business Meeting and any other meeting as directed by the President; and perform such other duties as assigned by the President or BOD. The treasurer and Deputy treasure will validate every month's financial statements for all accounts held under the CRCS. At the expense of the Society, the Treasurer and Deputy Treasurer shall be bonded in an amount determined by the BOD, but in an amount no less than \$100,000.
- d. Immediate Past President – The Immediate Past President shall advise and consult with the President, serve as a member of the Bylaws Committee, perform such other duties as assigned by the President or the BOD.
- e. The Secretary – The Secretary shall compose meeting minutes and perform other duties as assigned by the President or BOD.

ARTICLE VI. SOCIETY DELEGATES TO THE AARC HOUSE OF DELEGATES.

SECTION 1. COMPOSITION

Two (2) Delegates shall represent the Society membership and the CRCS Board of Directors in the AARC House of Delegates. They shall be elected by members of the Society who are Active or Life members of the AARC, in accordance with the AARC Bylaws.

SECTION 2. PURPOSE

The Delegates shall serve as a representative body of the general membership and the representative of the Society. They shall participate in the establishment of the goals and objectives for the Association and participate in the governance of the Association.

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SECTION 3. DUTIES

- a. The Delegates shall attend all meetings of the House of Delegates and report the activities to the BOD.
- b. Attend the Annual Business Meeting of the Association as the representative of the Active Members of the Association within the Society.
- c. At the direction of the AARC, present proposed amendments to the Bylaws Committee.
- d. The Delegates shall meet preceding the Annual Business Meeting of the Association and at such other times as called by its Speaker or by the majority vote of the Delegates.
- e. The Delegates shall perform other duties as assigned by the President or BOD.

SECTION 4. VOTING

- a. Each delegation shall have one (1) vote for each Active Member within the Society as submitted by the Executive Office and certified by the House of Delegates Credentials Committee, as stated in the associated AARC bylaws.

SECTION 5. ELECTION OF DELEGATES

- a. The Delegates term shall be four (4) years, alternating every two (2) years.
- b. The Delegation shall be elected by the Active Members of the Association within the Society.
- c. Only Active Members in good standing of the Association who are not on the BOD of the Association shall be eligible to be members of the delegation.
- d. The Society shall have the power to declare any position of the Delegation vacant upon refusal, neglect, or inability of the Delegate to perform the duties of office, or for any other conduct deemed prejudicial to the Society or the Association. Written notice shall be given to that Delegate and the Speaker of the Delegates that the office has been declared vacant, as specified by the AARC Bylaws.

SECTION 6. VACANCIES

In the event of a vacancy in the Delegation, the BOD shall appoint an Acting Delegate(s) until such time as a special election can be held to elect a new Delegate(s).

ARTICLE VII. MEDICAL ADVISOR

SECTION 1. IDENTIFICATION

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The Society shall have the option to appoint at least one (1) Medical Advisor as defined by the Association Board of Directors Policy. Medical Advisors shall not concurrently be members of national respiratory care credentialing or accreditation bodies. Appointees to the Board of Medical Advisors must be physicians who have an identifiable role in clinical, organizational, educational, or investigative respiratory care and are licensed to practice medicine in the State of Colorado. Members of the Board of Medical Advisors must be members of the Association during their term, at the cost of the Society.

SECTION 2. TERM OF OFFICE

The Medical Advisor shall be appointed by the CRCS Board of Directors in compliance with the AARC Bylaws and Standing Rules.

SECTION 3. DUTIES

The Medical Advisor shall be available to the Society Board of Directors to provide advice and assistance regarding matters of medical policy.

SECTION 4. MEETINGS

- a. The Medical Advisor shall be invited to all BOD meetings.
- b. The Medical Advisor shall assist the appropriate committees and specialty sections regarding medical and education issues.

ARTICLE VIII. BOARD OF DIRECTORS

SECTION 1. COMPOSITION

- a. The BOD shall consist of the President, Immediate Past President, President-Elect, Vice President, six (6) Directors at Large, Secretary, Treasurer, Deputy Treasurer, and Chapter Presidents, with each being a voting member of the Board. The Delegates and the Medical Advisor shall serve as non-voting members, as stated in the AARC Bylaws. The Society's President shall be the chairperson and presiding officer and shall invite such individuals to the meeting of the BOD as deemed necessary.
- b. The BOD shall have the power to declare any Officer or Delegate position vacant by two-thirds (2/3) vote of the entire Board upon refusal or neglect to perform the duties of office, or for any conduct deemed prejudicial to the Society. Written notice shall be given to the person that the position has been declared vacant.
- c. Members of the BOD shall not concurrently be Officers, Board members, or staff of the national respiratory care credentialing, accreditation bodies, or chartered affiliates.

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SECTION 2. TERMS OF OFFICE

Up-to one-half (1/2) of the Directors at Large shall be elected each year, and the term of office for all Directors shall begin following the Annual Business Meeting and shall be two (2) years.

ARTICLE IX. CHAPTER ORGANIZATION

SECTION 1. IDENTIFICATION

The state shall be divided into chapters, as specified in the Society's Standing Rules. Each chapter shall be encouraged to expand the membership of the chapter and to develop educational activities and such other activities as are consistent with these Bylaws.

SECTION 2. OFFICERS AND RESPONSIBILITIES

The Society members residing in the counties of a chapter shall elect a President and any other officers as they may desire. The President shall be the official correspondent for the chapter.

ARTICLE X. MEMBERSHIP CHAPTERS

SECTION 1. IDENTIFICATION

CRCS members representing areas of professional specialization or patients with an interest in the business of the CRCS may apply to the Society BOD for recognition as membership chapters. If the organization meets the criteria specified in the Society's Standing Rules, it shall be given membership chapter status.

- a. Chapter Presidents shall serve a term of two (2) years.

SECTION 2. PRIVILEGES AND RESPONSIBILITIES

- a. The chairperson shall represent the membership chapter in a nonvoting capacity on the BOD, shall present a report of chapter activities at the Society's Annual Business Meeting and shall perform other duties as set forth in the Society's Standing Rules.
- b. The membership chapter finances shall be managed through the Society's Treasurer and Deputy Treasurer in accordance with the Society's Standing Rules.

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ARTICLE XI. COMMITTEES

SECTION 1. STANDING COMMITTEES

The Standing Committees of the Society shall be: Bylaws, Elections, Finance, Grants and Planning Committee. These committees shall be approved by the BOD. The operating policies are specified in the Association's Standing Rules.

Decisions of Standing Committees, except as specified in Article XII, Section 2(a) (3), AARC Bylaws, may be appealed to the BOD. A two-thirds (2/3) vote of the BOD shall be required to sustain an appeal.

SECTION 2. DUTIES OF STANDING COMMITTEES

- a. The Bylaws Committee
 1. The Committee shall be composed of the Immediate Past President and four (4) additional Active Members of the Association elected by the Delegates. The elected members shall serve two (2) year terms. These terms shall be staggered, with two (2) members being elected each year.
 2. Proposed amendments to the Bylaws may be originated by the Bylaw Committee only by the Board of Directors, Delegates, or Chartered Affiliates. The committee shall review the amendments proposed by any of the foregoing bodies and shall submit its recommendations to the proponent. Upon receipt of such recommendations, the proponent may, but shall not be obliged to, withdraw the proposed amendments from further consideration.
- b. The Election Committee
 1. The Committee shall be composed of five (5) Active Members; three (3) elected by the Delegates, one (1) elected by the BOD and one (1) by the seated Past President. The chair shall be selected by the Delegates.
 2. The term of office for each member except the seated Past President shall be two (2) years. The election of the members shall be staggered, so that no more than fifty percent (50%) of the membership changes each year.
 3. The Committee shall be responsible for preparing, distributing, receiving, verifying, and counting all ballots. Ballots setting forth the slate of candidates shall be made available to Active Members of the Society. Provisions shall be made on the ballot for write-in votes for each office to be filled.
- c. The Finance Committee
 1. The Committee shall be composed of the President, Past President, Treasurer and Deputy Treasurer. The Committee shall be chaired by the President. The Committee shall submit for approval the annual budget to the BOD.
 2. The fiscal year of the Society shall begin on January 1st and end on December 31st of each year.

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3. The Committee shall ensure a formal financial review is conducted by an independent licensed accounting/auditing firm annually.
4. The Committee shall ensure that all required state and federal tax forms are submitted annually.
- d. The Grants Committee
 1. The Committee shall be composed of three (3) Active Members and two (2) elected members of the BOD.
 2. The Committee shall be responsible for receiving, verifying, and reviewing all grant proposals made by active Association members.
- e. Program Committee
 1. The Committee shall be composed of one (1) Chair, one (1) Co-Chair, and one (1) chair for each sub-committee: Speakers and Lecture Hall, Vendors and Vendor Hall, Registration, and Volunteers.
 2. The Committee shall coordinate the annual meeting of the Society, to include the Annual Business Meeting.

SECTION 3. SPECIAL COMMITTEES AND REPRESENTATIVES

Special committees may be appointed by the President, subject to approval of the Board of Directors. Representatives of the Society to external organizations shall be appointed by the President, subject to approval of the Board of Directors.

SECTION 4. EX OFFICIO MEMBERSHIP

The President shall serve as an ex officio member of all standing and special committees with the exception of the nominating committee.

ARTICLE XII. RECALL AND VOTING

SECTION 1. RECALL

The membership of the Society shall have the power to recall any Officer, Delegate, Director, or Board appointee of the Society. The petition to recall shall be submitted to the chairperson of the Bylaws and Judicial Committee and shall not be valid unless it contains the signature of at least thirty percent (30%) of the membership of the Society. The chairperson shall, if the petition is determined to be in good order, within the limitations of the Bylaws, order a recall vote in not fewer than ten (10) days nor more than thirty (30) days after the petition is received. Public notice shall be given following the vote by the Secretary by mail or other form of written communication.

SECTION 2. RECALL VOTING

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Voting shall be accomplished by mail or secure electronic vote, and the outcome of the question there presented shall be determined according to a majority of the valid votes received. Any and all actions approved by the members in accordance with the requirements of this article shall be binding upon this Society and each member thereof. Such recall shall create a vacancy in such office and shall be filled in accordance with Article II of these Bylaws.

ARTICLE XIII. PARLIAMENTARY PROCEDURE

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 and any Standing Rules the Society may adopt.

ARTICLE XIV. AMENDMENTS

SECTION 1. STANDING RULES/CODE OF CONDUCT

Any additions, deletions, or modifications of the Society's Standing Rules must be approved by the Board of Directors by a majority vote.

SECTION 2. BYLAWS

1. Proposed amendments must be approved by majority vote of the BOD after the Society Bylaws Committee has reviewed them for legality or conflict with AARC Bylaws or Policies.
2. After the Society BOD has approved the proposed amendments, they shall be forwarded to the AARC Executive Office in accordance with AARC policy.
3. After approval by the AARC Bylaws Committee, the Bylaws shall be submitted to the AARC BOD for approval
4. After approval by the AARC BOD, the proposed amendments shall be submitted to the membership at least sixty (60) days prior to a mail or electronic vote. Amendments shall be adopted by two-thirds (2/3) concurrence of the membership voting.

ARTICLE XV. BOOKS AND RECORDS

The Society shall keep complete books and records of accounts and minutes of the proceedings of the Board of Directors.

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These Bylaws were reviewed/revised by the members of the CRCS Board of Directors and approved by the BOD: May 2021.

These Bylaws were approved by the AARC BOD: