

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  
AND AMENDED AUGUST 11, 2017  
AND AMENDED SEPTEMBER 3, 2024

**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 the 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 the 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 insure 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**

### **Classification**

Membership in this association shall include the following classes: active member, associate member, student member, and life member. The area contained within the boundaries of this Society shall be the boundaries of the State of Michigan.

### **Active Membership**

Active Members are those practitioners actively involved in the respiratory care profession. An individual is eligible if they live in the State of Michigan and meets one of the following criteria:

1. legally credentialed as a respiratory care professional if employed in a state that mandates such, or
2. a graduate of an accredited educational program in respiratory care, or hold a credential issued by the NBRC.

Voting privileges, full membership benefits, and the ability to hold office are extended to all Active Members.

### **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. The following are the criteria for an Associate member:

1. Anyone who is working in a field related to the practice of respiratory care in the United States.
2. Associate Members can be those working in medical equipment sales or manufacturing, physicians, and other allied health practitioners not engaged in direct respiratory patient care.
3. Associate Members cannot vote or hold office but have the full membership benefits package.

### **Student Member**

1. Any respiratory care student enrolled in an AARC-recognized or accredited entry-to-practice educational program is eligible for the \*AARC Early Professional Membership.
2. Persons with NBRC credentials are not eligible to enter the \*AARC Early Professional program.

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.

*\*Refer to the AARC Early Professional Membership Policy and Procedure*

### **Special Member**

1. Any individual who has an interest in respiratory care but does not work in a field related to respiratory care.
2. Special Members have the same rights and privileges as Associate Members.

### **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 if 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 MSRC conference fees.

### **Application for Membership**

An applicant for membership shall submit a completed official application to the AARC.

### **Annual Dues**

1. Each member who attains Society membership may renew membership in the Society by demonstrating continuing eligibility.
2. Being current with any dues required by the AARC is a requirement for maintaining good standing in each membership section.

### **Membership Renewal**

Membership Renewal will follow the policies as outlined by the AARC.

### **Membership Specialty Sections**

Specialty Sections representing particular areas of interest within respiratory care shall be made available to all MSRC members.

1. Open to all member types.
2. Membership in MSRC and AARC Specialty Sections connects you to others who practice in your area of respiratory care through our online community AARConnect, special mailings, and an information-rich AARC Specialty Section website.

### **Suspension or Expulsion from Membership**

If the conduct of any Active member shall appear, by the report of the 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, or Life member shall appear, by the report of the 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 the President, President-Elect, Immediate Past President, Treasurer, Secretary, and AARC Delegates. This Society's officers shall be members 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 the 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 the 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 elected every two years.

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 the petition of Active MSRC Members within affected areas and as approved by the House of Representatives. Districts may be combined, and the total number of districts will be reduced on the 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, number of alternates, and term of office are outlined in the MSRC policy and procedure manual.

### **Section D -Duties**

1. The 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 without 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 the 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 the 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. A 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 require 50% of those eligible (by the Bylaws) to vote to 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. Legislative Committee
- f. Membership Committee
- g. Nominations and Elections Committee
- h. 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 of one (1) year. All Chairs must be Active members of the Society. They need not be members of the House of Representatives. The duties and composition of each Permanent Standing Committee are as follows:

### **1. Audit Committee**

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

### **2. Bylaws and House Rules Committee**

- a. The Committee shall comprise the Clerk Parliamentarian (as defined in the Standing Rules of Order) and three other individuals whose duty is 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 is to design and plan the educational activities of the Society. In addition, the Committee shall administer funds designated for education and research, as well as for procuring and maintaining educational materials for the MSRC.

### **4. Industrial Relations Committee**

- a. The Committee shall comprise 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. Legislative Committee**

- a. The Committee will be composed of three members. It 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 the approval of the House of Representatives.

**6. Membership Committee**

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

**7. 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 send 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.

**8. Program Committee**

- a. The Committee shall comprise at least five members whose duty is to plan, implement, and coordinate the Annual Society Educational Programs.

*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 Committees are committees that are generally expected to continue for a period of several years. The list of duties and composition of non-permanent standing committees can be found in the policy and procedure manual.*

- 9. Other special committees may be created and/or chairs appointed by the President with the House of Representatives' approval. The duties of these committees will be as designated by the President. Other permanent standing committees may be created by revising these bylaws.**

*All committee members must be MSRC members (Active, Associate, Affiliate, Life, 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 an Active Member 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**

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 have been the foundation of 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 who serve on them. Changes in these policies will require a 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.