



## **BY-LAWS**

# **NEW YORK DOWNSTATE ASSOCIATION FOR RESPRATORY THERAPISTS, INC.**

08/18/2009  
Revised 06/29/2017

## DESCRIPTION

The New York Downstate Association for Respiratory Therapists, Inc. (NYDART, Inc.) is a newly formed corporate entity established August 18, 2009, a Non-Profit 501C6 Association, directed by volunteer Respiratory Therapists working or living in the Downstate New York area established by the Board of Directors of the former New York State Society for Respiratory Care-Southeastern Chapter Inc. (NYSSRC-SEC Inc.), which began offering educational symposiums to NYC and Long Island Respiratory Therapists in 1968.

## MISSION

Our mission, to continue the tradition of providing superior quality educational programs, conferences, and symposia to fulfill the continuing education requirements for licensure and advocate membership to the American Association for Respiratory Care (AARC).

## VISION

Our vision, to advance the field of Respiratory Care to the highest level of professional excellence by committing to serve the continuing educational needs of Respiratory Therapists, ultimately improving patient care, while enhancing public safety, awareness and education.

## ARTICLE I – NAME

This organization shall be known as the New York Downstate Association for Respiratory Therapists, Inc. (NYDART, Inc.)

## ARTICLE II – BOUNDARIES

The boundaries of this organization shall include, but are not limited to, the areas contained within the counties of Bronx, Kings, Nassau, New York, Queens, Richmond and Suffolk. All of these counties are within the State of New York.

## ARTICLE III – OBJECTIVES

### Section 1 - Purpose

- A. To develop and present education programs for Respiratory Therapists and other health care professionals.

- B. To advance the science, technology ethics and art of Respiratory Therapy through symposia, seminars, meetings, lectures, workshops, and other media.
- C. To facilitate cooperation between the Respiratory Therapy profession and other medical professions, hospitals, colleges, service companies, industry, governmental organizations, and other agencies involved and associated with Respiratory Therapy.
- D. To provide education to the public about the Respiratory Therapy profession and to promote lung health and pulmonary disease prevention.

**Section 2 - Intent**

- A. No part of the monies of the organization shall inure to the benefit of any private member or individual nor shall the organization perform any services for individual members thereof.
- B. Distribution of the funds, income and property of the organization shall be determined by the Board of Directors and shall be made in accordance with state and federal regulations governing a non-profit 501(c)6 organization.
- C. All activities of the organization will be in concert with the NYS Respiratory Therapy Licensure Act.

**ARTICLE IV - MEMBERSHIP**

**Section 1 - Classifications**

The membership of this organization shall include three (3) classifications: Voting Member, Non-Voting Member and Special Member.

**Section 2 - Eligibility**

An individual is eligible to be a voting member of this organization if he or she is a **New York State Licensed** Respiratory Therapist or Respiratory Therapy Technician and provided that his or her work place **or residence is located** within the defined boundaries of the organization. Non-voting members are Student members or, Respiratory Therapists and Respiratory Technicians who work **and live** beyond the defined boundaries of the organization. Special members are individuals that are not Respiratory Therapists or Respiratory Technicians, complete the registration process and are selected by the Board of Directors. **Founding members shall remain board members emeritus in perpetuity.**

**Section 3 - Annual Registration**

~~A. Each voting, non-voting, and special organization member must annually reassess his or her qualifications for membership by completing the registration process.~~

~~B. Registration can be completed by filling out an application at the annual symposium or by annually completing an application on the organization's website.~~

## **ARTICLE V – EXECUTIVE BOARD AND DIRECTORS**

### **Section 1 - Officers**

The Executive Board of this organization shall consist of the President, **Past President**, Vice President, Secretary, Treasurer, and Corresponding Secretary. **The Executive Board shall be comprised of board members who are elected by a majority vote (7 members) of the Board.**

### **Section 2 - Directors**

There shall be seven (7) Directors **at large**.

### **Section 3 - Board of Directors**

- A. There shall be a Board of Directors comprised of the Executive Board (Article V: Section 1) and directors (Article V: Section -2); each of whom has one vote. The President shall only hold a tie-breaking vote. All members of the Board of Directors, must be American Association for Respiratory Care (AARC) members.
- B. The founding members of the Board of Directors of this organization upon completion of service shall be given the title of Board Member Emeritus, and function in the capacity of Advisor for the organization.

#### **The founding members are:**

**Michael Karol, RRT**

**Robert Tralongo, RRT**

**Leon Lebowitz, RRT**

**Neil Rodia, RRT**

**Sharon Pollard, RRT**

**Larry Schlossberg, RRT**

**Valerie Yarczower, RRT**

**Andrea L. Gibbons, RRT**

**Tom Paolillo, RRT**

**Felix Khusid, RRT**

**Sharon Connelly-Merdian, RRT**

**Randi Dillon, CRT**

#### **Section 4 - Term of Office**

- A. The terms of office for the organization's officers shall be 2 years. A term of office can be terminated upon the Board of Directors receiving a written letter of resignation from the Board member. The Board of Directors shall have the power to declare an office vacant by two-thirds (2/3) vote of those present upon refusal or neglect of any member of the Board to perform the duties of that office, or for any conduct deemed prejudicial to the society. Written notice shall be given to the member that the office has been declared vacant. Such action shall not take place until a letter of intent is submitted to the member by certified mail
- B. The term of office will begin at the first regularly scheduled Board meeting of the New Year.

#### **Section 5 - Vacancies in Office**

- A. In the event of a vacancy in the office of the President, the Elections and Nominations Committee will present a nominee from the Board of Directors to be voted on by the remaining members of the board.
- B. Qualified members elected by the Board of Directors shall fill any vacancy that occurs within the Board of Directors.

#### **Section 6 - Duties of Board of Directors**

- A. President

The President shall be the Chief Executive Officer of the organization. He or She will preside at all meetings of the Board of Directors, prepare an agenda for each meeting of the Board of Directors, appoint standing and special committees subject to the approval of the Board of Directors, be an Ex-Officio member of all committees. The President shall have the ability to call a special meeting of the Board of Directors without an agenda by providing at least three working days' notice to the officers and board members. The President may require an annual report from all committee chairpersons.

- B. Vice-President

The Vice-President shall assume the duties but not the office of the President in the event of the President's absence, and will continue to carry out the duties of Vice-President. He or she will perform the duties as assigned by the President or Board of Directors.

- C. Treasurer

The treasurer shall have charge of all funds and securities of the Organization, co-sign, endorse checks, notes, or other orders for payment of bills, disbursing funds as authorized by the Board of Directors and/or in accordance with the adopted budget, depositing funds

as the Board of Directors may designate. He or she will see that full and accurate accounts are kept, submit a monthly balance to the Board of Directors at the regularly called meetings and submit ~~monthly~~ **quarterly** financial reports to the organization's Board of Directors.

D. Secretary

The Secretary shall have charge of keeping the minutes of the Board of Directors meetings and submitting a copy of the minutes to the Board of Directors.

E. Correspondence Secretary

The Correspondence Secretary shall make documents, forms, certificates, letterheads, etc.; be a liaison to the webmaster for website entries, monitor the organization emails and respond as per the Board of Directors. The Correspondence Secretary will fill in for the Secretary in the secretary's absence. He or She shall perform duties as assigned by the President, or the Board of Directors.

F. Directors

The Directors shall perform all duties assigned by the President or the Board of Directors.

## **ARTICLE VI – NOMINATIONS AND ELECTIONS**

### **Section 1 - Nominations and Elections Committee**

- A. The Nominations and Elections Committee will be nominated by the Board of Directors of the organization
- B. At the end of the first meeting of each New Year the President shall appoint a committee to present a slate of nominations for any vacant Director's office.-The committee shall present the slate of nominations to the Board of Directors at least sixty (60) days prior to the date of the election. Upon approval of the Board of Directors, the Chairman shall notify the membership at least (30) days prior to the election date, for the election of Directors
- C. Elections shall be decided by a plurality of votes cast. A tie vote shall be decided by revote.

### **Section 2 - Nominations**

- A. The Nominations and Elections Committee, when possible, shall place in Nominations, for each vacancy, the names of two (2) or more persons. In the event that only one (1) person accepts a nomination for any given ~~office~~ **position**, only that name will appear on the

ballot for that ~~office~~ **position**, and a provision will be made for a write-in vote.

- ~~B. A candidate cannot be nominated for the term of office as a Director without first attending a minimum of four board meetings and actively participating in NYDART activities.~~ **A candidate for Board of Directors must meet all of the requirements for a voting member.**
- C. A candidate cannot be nominated by the Board for the offices of President, Vice President, Secretary, Treasurer, or Corresponding Secretary without first completing a term of office as a Director.
- D. A candidate shall be nominated for only one office.
- E. Only voting members in good standing shall be eligible for nomination.
- F. ~~The Nominations and Election Committee~~ **Each candidate** shall provide a **short C.V. and** a pertinent biographical sketch of **his or her** ~~each nominee's~~ professional activities. ~~and service to the organization.~~ These biographical sketches shall be part of the ballot.

### **Section 3 - Ballot**

- A. The approved ballot and biographical sketches shall be made available to every voting member eligible to vote. Ballots shall be made available at least thirty (30) days prior to the voting deadline.
- B. The organization's vote shall occur at the Annual Meeting. A list of nominees shall be so designed as to be a secret ballot with the provisions for write-in votes. Ballots will be distributed at the Annual Meeting. You must be present to vote.
- C. The Nominations and Elections Committee or designee shall check the eligibility of each ballot and tally the votes. Within 30 days, the results will be presented to the Board for ratification. Results of the election shall be announced on the NYDART, Inc. website.
- D. The organization's Board of Directors shall declare a date of record for members who will be eligible to cast a ballot in each election.

## **ARTICLE VII - BOARD OF DIRECTORS**

### **Section 1 - Composition and Powers**

- A. The government of this organization shall be vested in a board of not more than thirteen (13) members consisting of ~~six~~ **seven** (7) Directors, the President, **Past President**, Vice-President, Secretary, Treasurer, and Correspondence Secretary.
- B. The President shall be chairman and presiding officer of the Board of Directors and the Executive Board. He or she shall invite, in writing, such individuals to the meetings of the Board as he or she shall deem necessary, with the privilege of voice but not vote.

- C. The Board of Directors shall have the power to declare an office vacant by two-thirds (2/3) vote of those present upon refusal or neglect of any member of the Board to perform the duties of that office, or for any conduct deemed prejudicial to the organization. Written notice shall be given to the member that the office has been declared vacant. Such action shall not take place until a letter of intent is submitted to the member by certified mail.

## **Section 2 - Duties**

- A. Supervise all business and activities of the organization within the limitations of these by laws.
- B. Adopt and rescind standing rules of the organization.
- C. Determine remuneration, stipends, and other related matters, after consideration of the budget.

## **Section 3 - Meetings**

- A. There shall be no less than six (6) regularly called meetings of the Board of Directors during the calendar year. **Each Board member shall be required to attend a minimum of 4 meetings or two-thirds of the meetings held, whichever is greater.**
- B. Special meetings of the Board of Directors shall be called by the President at such time as the business of the organization shall require or upon request of four (4) members of the Board of Directors filed with the President and Secretary in writing. Officers and members of the Board shall receive at least three working days' notice prior to the date of such meetings.
- C. A majority of the Board of Directors (**7 members**) shall constitute a quorum at any meeting of the Board. This will require either six voting members and the President or seven voting members in the absence of the President.
- D. The date and place of all Board meetings shall be decided in advance by the Board of Directors and opened to all organization members and guests. In the events of a major emergency, the Board of Directors may cancel the scheduled meeting, and set a new date and place if feasible.
- E. The Board of Directors meetings shall be for the purpose of receiving reports from the officers and the committees, and other business. Notification of the time and place of all Board meetings shall be made available to all organization members.

## **Section 4 - Executive Board**

The Executive Board of the Board of Directors shall consist of the President, **Past President**, Vice-President, Secretary, Treasurer, and Correspondence Secretary. 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 its next meeting. The Executive Committee shall also function as the Budget and Audit Committee. **Executive board members shall be nominated and voted upon by the Board of Directors from active Directors. Ratification requires a majority of 7 votes.**



## **ARTICLE VIII - ANNUAL MEETING**

### **Section 1 - Date and Place**

- A. The Board of Directors shall hold an annual meeting in each calendar year.
- B. The Board of Directors shall schedule the date and location of the annual meeting (or any additional meetings) in advance. In the event of an emergency, the Board of Directors shall cancel the scheduled meeting, set a new date and location if feasible, or conduct the business of the meeting by conference call or other electronic communication as determined by the President.

### **Section 2 - Purpose**

The purpose of the annual meeting shall be for the presentation of reports from officers and committees, ~~or~~ **and** for any other business as deemed essential by the President.

### **Section 3 - Notification**

Notice of the time and place of the annual meeting shall appear on the NYDART Inc, website.

## **ARTICLE IX - COMMITTEES**

### **Section 1 - Standing Committees**

The following committees shall be appointed annually by the President and approved by the Board of Directors.

- A. Membership
- B. Judicial and Bylaws
- C. Nominations and Elections
- D. Education
- E. Public Relations and Organization Affairs
- F. Symposium
- G. Awards
- H. Academic Challenge
- I. Management
- J. Government Affairs
- K. Correspondence

### **Section 2 - Special and Ad Hoc Committees**

The President may appoint special and Ad Hoc committees with the approval by the Board of Directors

### **Section 3 - Committee Chairperson's Duties**

- A. The President shall appoint with the approval of the Board of Directors, the Chairperson of each committee.

- B. The Chairperson of each committee shall confer, at the earliest possible date, with the members of his/her committee.
- C. The Chairperson of each committee may recommend prospective committee members to the President. When possible, the Chairperson of the previous year shall serve as a member of the new committee.
- D. **Non-voting or special** members or physician-members may be appointed as consultants to committees with the approval of the Board of Directors.
- E. Each committee Chairperson requiring operating expenses shall submit a budget for the next fiscal year.
- F. All committee reports shall be presented at the monthly meeting.

## **ARTICLE X - COMPOSITION AND DUTIES OF STANDING COMMITTEES**

### **Section 1 - Membership Committee**

- A. Composition  
The Membership Committee is composed of a Chairperson and others as recommended by the President.
- B. Responsibility
  - i. This committee is responsible for the maintenance of appropriate records and rosters of the organization membership.
  - ii. The committee shall, when appropriate, keep a file of each member's name, address, and telephone number and, when possible, his/her professional credential.

### **Section 2 - Judicial and Bylaws Committee**

- A. Composition  
  
This committee is composed of a Chairperson and at least three (3) other organization members, one of which must be a member of the Board of Directors, as recommended by the President.
- B. Responsibility
  - i. This committee shall review formal, written grievances against any individual member charged with any violation of the organization bylaws or conduct otherwise detrimental to the organization
  - ii. This committee shall develop, receive and prepare all amendments to the bylaws for submission to the Board of Directors for their approval **prior** to submission to the

~~membership~~ **board** for ratification.

- iii. This committee shall also participate in any and all inquiries of a judicial nature, which originate with the Board of Directors of this organization

### **Section 3 - Education Committee**

#### A. Composition

This committee is composed of a Chairperson and others, as recommended by the President and approved by the Board of Directors.

#### B. Responsibility

This committee shall be responsible for preparing documents and paperwork necessary to obtain continuing education credits from accrediting organizations for attendees of NYDART, Inc. programs, unless assumed by another organization, or company.

- i. The organization medical advisor(s) or any other interested physicians may be appointed as members of this committee.

### **Section 4 – Nominations and Elections Committee**

#### A. Composition

This committee is composed of a Chairperson and others, as recommended by the President and approved by the Board of Directors.

#### B. Responsibility

- i. The Nominations and Elections Committee, when necessary, shall place in Nominations, for each vacancy, the names of two (2) or more persons. In the event that only one (1) person accepts a nomination for any given office, only that name will appear on the ballot for that office, and a provision will be made for a write-in vote.
- ii. See Article VI – Nominations and Elections, for further responsibilities

### **Section 5 - Public Relations and Organization Affairs-Committee**

#### A. Composition

This committee is composed of a Chairperson and others, as recommended by the President and approved by the Board of Directors.

#### B. Responsibility

This committee shall develop a dialogue with public and private organizations and agencies, which will enhance the image of Respiratory Care, or assist in jointly sponsored programs.

### **Section 6 - Symposium Committee**

#### A. Composition

This committee is composed of a Chairman and others, as recommended by the President and approved by the Board of Directors.

#### B. Responsibility

- i. The symposium Committee shall conduct the organization's Symposia, as directed and approved by the Board of Directors.
- ii. This committee shall be responsible for planning, conducting, and evaluating the organization's Symposia, as directed and approved by the Board of Directors.

### **Section 7 - Awards Committee**

#### A. Composition

This committee is composed of a Chairman and others, as recommended by the President and approved by the Board of Directors.

#### B. Responsibility

Members shall recommend recipients of all NYDART, Inc. awards and scholarships to the Board of Directors. The committee shall also be responsible for obtaining awards.

### **Section 8 -- Academic Challenge**

#### A. Composition

This committee is composed of a Chairman and others, as recommended by the President and approved by the Board of Directors.

#### B. Responsibility

Coordinate the competition; coordinate rules of competition, elimination rounds, and final round. This committee will be a liaison with Respiratory Care Programs in the NYDART region.

### **Section 9 – Management**

#### A. Composition

This committee is composed of a Chairman and others, as recommended by the President and approved by the Board of Directors.

#### B. Responsibility

This committee will maintain a relationship between NYDART and, the New York City

Respiratory Therapy Directors Group (NYCRTDG), and the Long Island Respiratory Care Managers Association (LIRCMA). The committee will seek to host Managers' Meetings throughout the year; which will generally include a vendor sponsored dinner/; continuing education program (1 CRCE), and a business presentation depending on the vendor and the topic.

#### **Section 10 – Government Affairs**

A. Composition

This committee is composed of a Chairman and others, as recommended by the President and approved by the Board of Directors.

B. Responsibility

This committee will be a liaison to represent NYDART, with Federal, State or Local Agencies.

#### **Section 11 – Correspondence**

A. Composition

This committee is composed of a Chairman and others, as recommended by the President and approved by the Board of Directors.

B. Responsibility

This committee will be responsible for disseminating NYDART information to others in the organization and will facilitate NYDART correspondence.

#### **ARTICLE XI - ORGANIZATION MEDICAL ADVISOR(S)**

The organization will have at least one (1) Medical Advisor, appointed by the Board of Directors. Procedures for this appointment shall conform to all bylaws concerning medical advisors.

#### **ARTICLE XII - FISCAL YEAR**

The Board of Directors of the organization shall designate the fiscal year of this organization. It is the responsibility of the current President and Treasurer to insure accurate and timely filing of all Federal and State tax returns. Tax returns are to be prepared by a Certified Public Accountant.

#### **ARTICLE XIII - PARLIAMENTARY PROCEDURE**

The rules contained in Robert's Rules of Order shall govern all meetings. **There shall be no voting by proxy. Members must be present to vote.**

#### **ARTICLE XIV – AMENDMENTS**

Any proposed amendment(s) to the bylaws must be presented to the By Laws Committee ~~and~~ to the Board of Directors for review. Once **reviewed approved**, the amendment(s) must be ~~presented to the membership a minimum of sixty (60) days prior to the vote~~ **voted on by a**

**quorum consisting of at least 7 active board members.** The vote may take place at ~~the Annual Meeting~~, **a subsequent board meeting**, a special meeting (if deemed necessary) by the President, or by mail or electronic vote. ~~The results shall be decided by a plurality of votes cast.~~ **A majority of the full board (7 votes) is required for affirmation.** A tie vote shall be decided by ~~a re-vote~~ **the President's tie-breaking vote.** **There shall be no voting by proxy. Board Members must be present to vote.**

