

**Montana Society
for Respiratory Care Bylaws**
Last Revision Approved
May 10, 2016

ARTICLE I - Name

This Organization shall be known as the Montana Society for Respiratory Care (MSRC), hereinafter referred to as the Society, a chartered affiliate of the American Association for Respiratory Care, here in after referred to as the AARC, which is incorporated under the General Not-For-Profit Corporation Act of the State of Illinois.

ARTICLE II - Boundaries

The area included within the boundaries of this Society shall be the State of Montana.

ARTICLE III - Object

Section 1. Purpose

- a. To encourage, provide and develop, on a regional basis, educational programs for those persons interested in the field of respiratory care.
- b. To advance the science, technology, ethics, and art of respiratory care through regional institutes, meetings, lectures, and the preparation and distribution of a newsletter and other materials.
- c. To facilitate cooperation and understanding among respiratory care personnel and the medical profession, hospitals, service companies, industry, and the public, and other agencies within the region interested in respiratory care.
- d. To promote and/or support public health issues, programs, and concerns dealing with the field of respiratory care.
- e. To educate the general public regarding the field of respiratory care.

Section 2. Intent

- a. No part of the monies of the Society shall inure to the benefit of any private member or individual, nor shall the Society perform particular services for individual members thereof.
- b. Distribution of 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 distributees are exempt from income taxation, and if gifts or transfers to the payees or distributees are then exempt from taxation under the provisions of Section 501, 2055, and 2522 of the Internal Revenue Code, or changes which amend or supersede the said sections.
- c. In the event of the dissolution of this Society, whether voluntary or involuntary, all of its remaining assets shall be distributed in such a manner as the Board of Directors of this Society shall by majority vote determine to be best calculated to carry out the objectives and purposes for which the Society formed. The distribution of the funds, income, and property of this Society upon dissolution may be made available to any similar 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 payee or distributees are then exempt from taxation, and if gifts or transfers to the payee or distributees are then exempt from taxation under the provisions of Section 501, 2055, and 2522 of the Internal Revenue Code or changes which amend or supersede the said sections.
- d. The Society shall not commit any act which shall constitute the unauthorized practice of medicine under the laws of the state of Montana.

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ARTICLE IV - Membership

Section 1. Classes

The membership of this Society shall include three (3) classes: Active Member, Associate Member, and Special Member, consistent with the AARC Bylaws.

Section 2. Eligibility

- a. An individual is eligible to be an active member of this Society if he/she is a member of the AARC as specified in the Article III of the AARC Bylaws.
- b. An individual is eligible to be an associate or special member of this Society if he/she is a member of the AARC as specified in Article III of the AARC Bylaws.

Section 3. Classifications

The classifications and limitations of membership shall be defined in Article III of the AARC Bylaws.

Section 4. Application for Membership

AARC members eligible for Society membership as defined in Article IV Section 2 of these bylaws shall not be required to make separate membership application to the Society. Society membership will begin upon the Society's receipt of AARC notification of AARC membership approval.

ARTICLE V - Officers and Directors

Section 1. Officers

The Officers of the Society shall be: President, President-Elect, Immediate Past President, and Secretary/Treasurer.

Section 2. Directors

The Directors of the Society shall include three (3) Directors and the two (2) members of the AARC Delegation. The three (3) Directors positions shall be Director, Director-Elect and Immediate Past Director.

Section 3. Political Advocacy Contact Team (PACT)

The PACT Officers consists of Society members as previously defined in Article IV Section 2 of these bylaws. They are appointed by the office of the President subject to board approval. The number of Officers appointed represents only those members who have been appointed to travel to Washington D.C. to conduct official Society representation as part of the AARC's Government Affairs campaigns. Reference Article 5 Section 5.g for information regarding in-state PACT committee work and membership.

Section 4. Student Officers

Two students will be allowed to survey the activities conducted by the Society. One student from each program, Montana State University and the University of Montana, may attend the meetings of the Society. They may not attend any meeting or portion of any meeting called under Executive Session. Should one program not send a student to attend the other program may provide two (2) students.

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Section 5. Term of Office

- a. The office for Secretary/Treasurer shall be appointed by the Board of Directors.
- b. The term of office for the President shall be one year as President Elect, one year as President, and one year as Past President with each term beginning on January 1st. The President Elect, President and Past President may not serve more than (1) consecutive term in the same office.
- c. The term of office for the Director shall be one year as Director Elect, one year as Director, and one year as Past Director with each term beginning on January 1st. The Director Elect, Director and Past Director may not serve more than (1) consecutive term in the same office.
- d. The term of office for the Delegation shall be four years with each member serving 2 years as the junior member and 2 years as the senior member. One (1) Delegate should be elected every two (2) years.

Section 6. Vacancies in Office

- a. In the event of vacancy in the office of President, the President-Elect shall become acting President to serve the unexpired term and shall serve his/her own term (the successive term) as President.
- b. In the event of a vacancy in the office of President-Elect, the Secretary/Treasurer shall assume the duties, but not the office, of President-Elect, as well as his/her own duties until the next meeting of the Board of Directors at which time the Board shall fill the vacancy by appointment of a qualified individual.
- c. Any vacancy in the office of Director shall be filled by the appointment of a qualified individual by the Board of Directors. Individuals so appointed shall serve the remainder of the unexpired term.
- d. Any vacancy in the office of Secretary/Treasurer shall be filled by the appointment of a qualified individual by the Board of Directors. Individuals so appointed shall serve until either a new Secretary/Treasurer is appointed or such a time that the office is vacated.
- e. A vacancy in the office of Immediate Past President may be left vacant unless the Board appoints an individual that meets the qualifications of this office as set forth in Article V Section 7.
- f. An AARC Delegation member vacancy must be filled by special election by AARC members.

Section 7. Duties of Officers

- a. President
The President shall be the Chief Executive Officer of the Society. He/she shall preside at the annual business meeting and all meetings of the Board of Directors; prepare an agenda for the annual business meeting and submit to the membership not fewer than ten (10) day prior to such a meeting in accordance with Article VIII Section 3 of these Bylaws; prepare an agenda for each meeting of the Board of Directors and submit it to the members of the Board not fewer than fifteen (5) days prior to such meeting; appoint standing and special committees subject to the approval of the Board of Directors; be an ex-officio member of all committees except the Election and Nominations Committees; present to the Board of Directors and membership an annual report of the Society's activities; send a letter to all officers and administrators notifying them of their employee's elected position in the MSRC. Appoint PACT Officers subject to board approval. In the event that there is a vacancy in the office of Delegate the President may serve to fill that office.
- 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; he/he shall perform such other duties as shall be assigned by the President or Board of Directors.
- c. Secretary/Treasurer
The Secretary/Treasurer shall have charge of all funds and securities of the Society endorsing checks, notes or other orders for the payment of bills, disbursing funds as authorized by the Board of Directors and/or in accordance with the adopted budget, and depositing funds as the Board of Directors may designate. He/she shall see that full accurate accounts are kept, submit monthly trial balances to the Board of Directors within twenty (20) days after the monthly closing of the books; make a written quarterly financial report to the Board of Directors, and a complete written yearly report at the Spring meeting of the Board of Directors. At the expense of the Society, he/she shall be bonded in an

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amount determined by the Board of Directors. The Secretary/Treasurer shall have charge of keeping the minutes of the Board of Directors, regular business meetings and the annual business meeting, submitting a copy of the minutes of every meeting of the governing body and other business of the Society to the Executive Office of the AARC within Thirty (30) days following the meeting, executing the general correspondence, affixing the corporate seal on documents so requiring, and in general, performing all duties as from time to time shall be assigned by the President or the Board of Directors. (AARC Bylaws X.4)

d. Immediate Past President

The Immediate Past President shall advise and consult with the President and shall perform such duties as shall be assigned by the President or the Board of Directors.

e. AARC Delegation

The Delegation shall advise the Officers of the Society on actions taken by the AARC House of Delegates, bring to the AARC House of Delegates motions by the Society, and perform such other duties as may be necessary or appropriate for the management of the Society. The President-Elect requires having served on the MSRC Board previously.

f. Director

The Director shall advise and consult with the President and Board of Directors. They shall perform such duties as shall be assigned by the President or the Board of Directors. The primary role of the Directors is to learn the operations and rules of the Society, to be mentored by more experienced board members and to mentor less experienced board members if applicable.

g. Political Advocacy Contact Team

The PACT Officers are Non-Voting members of the board whom are appointed by the President to represent the therapists, patients and public of Montana in Political Advocacy. They will work with the AARC Government Affairs and are expected to represent Montana in Washington D.C. on Capitol Hill during the AARC's Capitol Hill Day events. They will make appointments with Montana's United States Senators and Congressman during this time. They will seek opportunities to lead advocacy within the state. They will report to the Board as necessary and to the membership at the yearly convention. The PACT Officers will Co-Chair the PACT committee.

h. Board Sanctioned Travel Expenses

All travel sanctioned by the MSRC board including but not limited to Speakers, Meetings, PACT, and HOD for food, lodging, gratuities and transportation for the member associated with MSRC travel will be paid by the Society. Specific rates and other reimbursement details are located in the "MSRC- Special Rules of the Society" document.

ARTICLE VI - Nominations and Elections

Section 1. Nominations & Elections Committee

The Board of Directors shall appoint a Nominations & Election Committee each year before August 1 to present a slate of nominees for the following year. The Chairperson shall report the slate of nominees to the Board of Directors for approval prior to developing and initiating the ballot process

Section 2. Nominations

- a. The Nominations & Elections Committee will solicit nominations from Active AARC Members with a call for nominations made by October 1st, elections held in November and results announced prior to December first. The Nominations & Elections Committee may place in nomination the names of one (1) or more persons for the offices of President-Elect, Secretary/Treasurer, AARC Delegation and Director. Only Active AARC Members in good standing with the AARC and not known have any licensure or legal proceedings pending shall be eligible for nomination. Full disclosure of any such matter is required by the nominee. Each nominee is required to fill out the MSRC Nominations Biography & Explanations of Duties form. Failure to do so will negate the nomination and may result in removal from the Board of Directors if elected. The Nominations & Elections Committee shall provide a pertinent biographical sketch of each nominee's professional activities and services to the organization taken from the Biography form, all of which shall be a part of the ballot.

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- b. The Nominations and Elections Committee shall manage the eligibility of each voting member and verify the results of the electronic vote. The results of the election shall be announced via an email to the voting members. Those newly elected to an office are to be notified of their position and welcomed personally by the President or Secretary/Treasurer.

Section 3. Electronic Ballot

The election vote shall be performed by electronic process, designed with privacy and provision for write-in votes for each office. All voting members will be notified electronically and directed to the electronic voting poll. Electronic submission will be accepted up to a clearly designated deadline date.

ARTICLE VII - Board of Directors

Section 1. Composition and Powers

- a. The voting Executive Government of this Society shall be vested in a Board of eight (9) active members consisting of the President, President-Elect, Immediate Past President, Secretary/Treasurer, AARC Delegation and three (3) Directors.
- b. The President shall be Chairman and presiding officer of the Board of Directors. He/she shall invite such individuals to the meetings of the Board as he/she 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 a two-thirds (2/3) vote, upon refusal or neglect of any member of the Board to perform the duties of the 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.
- d. The Conventions Program & Education Chairperson, Public Relations Chairperson, Executive Director of the American Lung Association of the Northern Rockies, and the Medical Advisor have standing invitations to attend.
- e. Voting – while present or conference call, requires a quorum present. A majority vote, that is a majority of the votes cast, is sufficient for the adoption of any motion that is in order, except those mentioned which require a two-thirds vote. A motion requiring a vote when a quorum is not present should be referred to the E-Vote process in section four (4) of this Article.

Section 2. Duties

- a. Supervise all business and activities of the Society within the limitations of these Bylaws.
- b. Determine remuneration and stipends, for the following year, and other related matters, after consideration of the budget.
- c. Perform such other duties as may be necessary or appropriate for the management of the Society.
- d. Recommend members to the Judicial Committee for review.

Section 3. Meetings

- a. The Board of Directors shall not hold fewer than two (2) regular and separate meetings during the course of the year. One of these meetings shall occur immediately preceding or immediately following the annual business meeting of the Society.
- b. Special meetings of the Board of Directors shall be called by the President at such times as the business of the Society shall require, or upon written request of four (4) members of the Board of Directors filed with the President and Secretary/Treasurer of the Society.
- c. A majority of the Board of Directors shall constitute a quorum at any meeting of the board.

Section 4. Electronic Vote

- a. Membership - Whenever, in the judgment of the Board of Directors, it is necessary to present any business to the membership prior to the next regular or annual business meeting, the Board of Directors may, unless otherwise required by these Bylaws, instruct the Nominations & Elections Committee to conduct a vote of the membership by electronic process. The question thus presented shall be determined according to a majority of the valid votes received by electronic process except in the case of a change in the Bylaws when a two-thirds (2/3) majority of the valid votes received is required. Any and all action approved by the members in accordance with the requirements of this Article shall be binding upon each member thereof. Any amendments(s) to the bylaws of this Society shall be presented to the membership at least fifteen (15) days prior to a vote, as provided in these Bylaws concerning Amendments. The Society will be vigilant in

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maintaining an up-to-date email address of its voting membership. It is ultimately the responsibility of the voting member to provide a current email address to the Society.

- b. **Board** - Routine Board business may be conducted via electronic process. On matters requiring a Board vote a majority vote of the quorum is necessary to pass a motion. Once discussion on a motion has closed, a call for vote will be made via AARC Connect. Voting will be open for seven (7) days unless specifically noted in the call for vote notification. All members not casting a vote are considered to be abstained. Matters requiring a Board vote is any motion brought forth by the board excepting changes in the Bylaws or those matters that the Board deems necessary to present to the membership for vote.

ARTICLE VIII - Annual Business Meeting

Section 1. Date and Place

- a. The Society shall hold an annual business meeting in conjunction with the Annual State Convention; additional meetings may be held as required to fulfill the objectives of the Society.
- b. The date and place of the annual business meeting and additional meetings may be decided in advance by the Board of Directors. In the event of a major emergency the Board of Directors shall cancel the scheduled meeting, set a new date and place if feasible, or conduct the business of the meeting by electronic process provided the material is sent in the same words and format to the voting membership.

Section 2. Purpose

- a. The annual business meeting shall be for the purpose of receiving reports of officers and committees, the results of the election, and for other business brought by the President.
- b. Additional business meetings shall be for the purpose of receiving reports and for other business brought by the President.

Section 3. Notification

Electronic notice of the time and place of the annual business meeting shall be posted not fewer than sixty (15) days prior to the meeting. An agenda for the annual business meeting shall be electronically posted not fewer than thirty (10) days prior to the annual business meeting.

Section 4. Quorum

A majority of the voting members registered at a duly called business meeting shall constitute a quorum. When a quorum is present, a majority vote, that is a majority of the votes cast, non-votes are considered abstained, is sufficient for the adoption of any motion that is in order, except those mentioned which require a two-thirds vote.

ARTICLE IX - Society Delegation to the AARC House of Delegates

Section 1. Election

The Delegation of this Society to the House of Delegates of the AARC shall be elected as specified in the AARC Bylaws Article VII.

Section 2. Duties

The duties of the Delegation shall be as specified in the Bylaws of the AARC Article VII.

Section 3. Nominations

Only Active AARC Members in good standing shall be eligible for nomination as stated in Article VI Section 2. The nominee must have held a previous office in the Society.

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Section 4. Term of Office

The term of office of the Delegation shall be for four (4) years, two (2) as junior delegate and two (2) as senior delegate. The Delegate may not serve more than two (2) consecutive terms.

Section 5. Succession

The junior member of the Delegation shall serve as such for 2 years becoming the senior member of the Delegation for the next 2 years.

Section 6. Expenses

See Article 5 Section 7.h

ARTICLE X - Committees

Section 1. Standing Committees

The members of the following standing committees shall be appointed, as necessary, by the President, subject to the approval of the Board of Directors, to serve for a term of one (1) year, except as provided for in Article VI Section 1 of these Bylaws.

- a. Membership
- b. Elections
- c. Budget and Audit
- d. Program and Education
- e. Bylaws
- f. Judicial
- g. Public Relations
- h. Orientation
- i. House of Delegates
- j. Political Advocacy Contact Team & Legislation
- k. Industry Partnerships

Section 2. Special Committee and Other Appointments

Special Committees may be appointed by the President

Section 3. Committee Chairman's Duties

- a. The President shall appoint the chairman of each committee. In most cases this would be a member of the Board but it is not a requirement.
- c. The chairman of each committee shall confer promptly with the members of his/her committee on work assignments.
- d. The chairman of each committee may recommend prospective committee members to the President. When possible, the Chairman of the previous year shall serve as a member of the new committee.
- e. All committee reports shall be made in writing and submitted to the President and Secretary/Treasurer of the Society at least ten (5) days prior to the meeting at which the report is to be read.
- f. Non-members or physician members may be appointed as consultants for the committees. The President shall request recommendations regarding physician members from the Board of Medical Advisors.
- g. Each Committee Chairman requiring operating expenses shall submit a budget for the next fiscal year to the Budget and Audit Committee.

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ARTICLE XI - Duties of Committees

Section 1. Membership

This committee shall consist of the Society Delegation, two (2) members of the Board of Directors and Society members duly appointed.

Section 2. Budget and Audit Committee

- f. This committee shall be composed of the Board of Directors.
- g. They shall propose and approve an annual budget. The proposed budget shall then be published to the membership at least thirty (15) days prior to the annual business meeting.

Section 3. Nomination and Elections Committee

- a. This committee shall prepare a slate of officers and directors for the annual election for approval by the Board of Directors. The Committee shall manage the eligibility of each voting member, prepare and verify the results of the electronic vote during the calendar year.
- b. The committee shall consist of at least three (3) members who shall serve for a one (1) year term of office.
- c. It shall be the duty of this committee to make the final critical appraisal of candidates to see that the nominations are in the best interests of the AARC and the Society through a consideration of personal qualifications and geographical representation as applicable.

Section 4. Judicial Committee

- a. This standing committee will be appointed by the president with approval by the board as necessary. The committee shall review formal written complaints against any individual Society member charged with any violation of the Society bylaws, standing rules, code of ethics, or other rules, regulations, policies or procedures adopted by the Society, or any conduct deemed detrimental to the Society or the AARC. Complaints or inquires may be referred to or from this committee by the Judicial Committee of the AARC and the Montana Board of Respiratory Care Practitioners.
- b. This Committee will adhere to any judicial action decisions placed by the AARC or MBRCP.
- c. If the Committee determines that the complaint warrants further action, a written statement of the charges shall be prepared with benefit of legal counsel if deemed advisable.
- d. A statement of charges shall then be served upon the member and an opportunity given that member to be heard before the committee.
- e. After careful review of the results of the hearing conducted with the benefit of legal counsel, when the Chairman of the Committee deems counsel necessary or advisable, the Committee may, by a two-third (2/3) vote of its entire membership, recommend to the Board of Directors, to expel, or suspend such a member. After a final decision has been made by the Society's Board of Directors, a complete report, including copies of all documents, shall be forwarded to the Chairman of the Judicial Committee of the AARC.

Section 5. Program and Education Committee

- a. This committee shall consist of at least three (3) members and be so constructed as to provide experienced members for program and education planning.
- b. A Medical Advisor (s) or his designate will be a consultant member(s) of this committee when deemed necessary by this committee.
- c. It shall be the duty of this committee to coordinate all mandatory CEU credits as required by the State Licensing Board.
- d. The Society will not charge the program committee, PACT officers and all voting Board members registration fees for educational meetings sponsored by the Society.

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Section 6. Bylaws & Policy Committee

- a. This committee shall consist of three (3) members, one (1) of whom shall be a Past-President, with one (1) member being appointed annually for a three (3) year term, except as is necessary to establish and maintain this rotation.
- b. 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 to the Board of Directors
- c. The Committee will update and manage revisions to the "MSRC Special Rules of the Society" document as necessary.
 - a. The Special Rules document contains special standing rules of day to day operations that require detailed directive as set forth by the Board. All changes to this document are subject to Board approval.
- d. The Committee will review and revise MSRC policies as needed subject to Board approval.

Section 7. Publications and Public Relations Committee

- a. This Committee shall consist of at least three (3) members, one (1) of whom shall be a Past-President, with members being appointed annually for a one (1) year term subject to reappointment.
- b. This Committee shall concern itself with the publication of a Society newsletter and all other publications of this Society.

The Committee shall maintain such liaison as has been established by the Board of Directors with other organizations whose activities may be of interest to the members of this Society. This may include the preparation of exhibits, programs, and other items to bring the message of respiratory care and the AARC to medical, nursing and hospital groups as well as educational facilities where such material can be expected to recruit new people to the field of respiratory care. Such material shall be subject to the approval of the Medical Advisor (s).

Section 8. Orientation Committee

- a. This Committee shall consist of at least three (3) members, chaired by Past Director, and consist of the two other Directors at minimum. The committee shall create and manage an orientation package with material provided for new members to the MSRC board. This committee is responsible for conducting orientation of new members. Orientation will consist of duties, expectations, and information that occurs within the board, the state, AARC, NBRC, COARC etc. This committee will be the liaison to the new members for the year and any interested prospects for board member nominations.

Section 9. House of Delegates

See Article IX

Section 10. PACT & Legislation

- a. Chaired by a Board Appointed PACT Representative. Membered by all appointed representatives and several members at large, preferably from all regions of the state.
- b. See Article V, section 7.g

Section 11 Industry Partners Committee

- a. This committee shall consist of 3 members with 1 whom should be the secretary and 1 with registration access.
- b. This committee shall concern itself with outreach to vendors and other industry partners interested in supporting the MSRC.
- c. The committee will also help to coordinate conference registration regarding vendors, industry partners & sponsorships.

ARTICLE XII - Affiliation

This Society shall be affiliated with the AARC and shall abide by the rules and regulations of the AARC promulgated from time to time.

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ARTICLE XIII - Society Medical Advisor

This Society shall have a least one (1) Medical Advisor, and shall conform to the AARC Bylaws Article X Section 3 concerning Society Medical Advisors.

ARTICLE XIV - Fiscal Year

The fiscal year of this Society shall be from January 1, through December 31.

ARTICLE XV - Ethics

If the conduct of any Society member should appear, by report of the Society or the AARC judicial Committee, to be in willful violation of the Bylaws or standing rules of this Society or the AARC, or prejudicial to this Society's interests as defined in the AARC Code of Ethics, the Board of Directors may, upon recommendation by the Judicial Committee, and by a two-thirds (2/3) vote of its entire membership, suspend or expel such member. A motion to reconsider the suspension or expulsion of any member may be made at the next regular meeting of the Board of Directors. All such suspension or expulsion actions shall be reported immediately to AARC Judicial Committee.

ARTICLE XVI - Parliamentary Procedure

The rules contained in the most recent edition of Robert's Rules of Order, Revised, shall govern whenever they are not in conflict with the Bylaws of the Society or of the AARC.

ARTICLE XVII - Amendments

These Bylaws may be amended at any annual or any called meeting or by mail or electronic vote of the Montana Society for Respiratory Care of the AARC by a two-thirds (2/3) majority of those voting, provided that the amendment has been presented to the membership in writing at least (15) days prior to the vote. All amendments must be approved by the appropriate AARC committees and shall become effective upon ratification by the AARC Bylaws Committee.

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