

**BYLAWS
OF
AMERICAN RESPIRATORY CARE FOUNDATION
A Not-for-Profit Corporation**

ARTICLE I
NAME AND LOCATION

This organization shall be known as the American Respiratory Care Foundation. The principal office of the Corporation in the State of Texas shall be located in the City of Irving, County of Dallas. The Corporation may have other offices at such other places within or without the State of Texas as the Board of Trustees may from time to time determine, or as the business of the Corporation may require.

ARTICLE II
PURPOSES

The corporation is organized and will be operated exclusively for funding research, education and other charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Service Code of 1986 or corresponding provision or provisions of any subsequent United States revenue law (the “Internal Revenue Code”).

ARTICLE III
POWERS

The Corporation is a nonprofit corporation and shall have all of the powers, duties, authorizations and responsibilities as provided in the Texas Business Organizations Code; provided, however, the Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity, that would invalidate its status as a corporation that is exempt from federal income tax as an organization described in Section 501(c)(3) of the Internal Revenue Code

ARTICLE IV
BOARD OF TRUSTEES

SECTION 1. GENERAL POWERS: The business and affairs of the Corporation shall be managed by its Board of Trustees (BOT) which may exercise all such powers of the Corporation and do all such lawful acts and things that are permitted by statute, by Certificate of Formation, or by these bylaws, and shall act as its Board of Directors. In addition to its regular Board of Trustees, individuals may also be appointed as honorary or emeritus Trustees. Such honorary or emeritus Trustees shall not be included as members of the Board of Trustees, shall not be entitled to vote on any matter, and shall not be included in determining the presence of a quorum.

SECTION 2. NUMBER AND ELECTION: The number of Trustees of the Corporation shall be no less than six (6), nor more than twelve (12), except when a public member is appointed, in which case the maximum number will be thirteen (13). Potential new board member nominations

will be solicited yearly by the ARCF in collaboration with AARC and NBRC. Board of Trustees will appoint new trustees during the last quarter of the year from this list. BOT nominees should be leaders representing all aspects of the respiratory care community: science, clinical practice, industry, regulatory, administration, legal, and finance. Additional expertise in fund raising should also be a consideration. A public member may also be included.

SECTION 3. TERM OF OFFICE: ARCF Trustees will serve four-year terms with no more than three consecutive cycles. Term vacancies can be filled at any time by the sitting BOT as outlined in Section 11, Vacancies.

SECTION 4. SUSPENSION AND REMOVAL: Any Trustee may be suspended or removed by the action of the Executive Committee of the ARCF whenever in his/her judgment the best interests of the Corporation would be served by such removal, and suspension or removal is subsequently ratified by a majority of the remaining sitting ARCF Trustees.

SECTION 5. ANNUAL MEETING: The annual meeting of the Board of Trustees shall be held with adequate notice, no less than 14 days prior to the meeting being held. The notification will include the date, time and location of the meeting as outlined in Section 8.

SECTION 6. REGULAR MEETINGS: Regular meetings of the Board of Trustees may be held with notice at such time and at such place as shall from time to time be determined by the Board of Trustees, as outlined in Section 8.

SECTION 7. SPECIAL MEETINGS: Special meetings of the Board of Trustees may be called by, or at the request of, the Chairman of the

Board of Trustees or by the Secretary at the written request of two (2) Trustees. The person or persons authorized to call special meetings of the Board of Trustees may designate the meeting to be held either within or outside the State of Texas. Attendance at special meetings may be permitted by telephone.

SECTION 8. NOTICE: Notice of any special meeting of the Board of Trustees shall be given at least fourteen (14) days before the date of the meeting by written notice delivered personally or sent by mail or email to each Trustee at his or her address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any Trustee may waive notice of any meeting. The attendance of a Trustee at any meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, the meeting need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

SECTION 9. QUORUM: A majority of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a majority of the Trustees are present at said meeting, a majority of the Trustees present may adjourn the meeting from time to time without further notice until a quorum shall be present.

SECTION 10. MANNER OF ACTING: The act of the majority of the Trustees present at a meeting at which a quorum is present shall be the

act of the Board of Trustees, unless the act of a greater number is required by law.

SECTION 11. VACANCIES: Potential new board member nominations to fill a vacancy created by death, resignation, or removal from office of a Trustee will be determined by the ARCF Board of Trustees (BOT) who will select the replacement in collaboration with AARC and NBRC. A Trustee selected to fill a vacancy shall serve the unexpired term of his or her predecessor in office.

SECTION 12. COMPENSATION: Trustees, as such, shall not receive any stated salaries for their services, but may be reimbursed for reasonable expenses incurred as a result of their duties as Trustees.

ARTICLE V OFFICERS

SECTION 1. OFFICERS: The officers of the Corporation shall be a chairman, vice chairman, secretary/treasurer, and such other officers as may be elected in accordance with the provisions of this Article. All officers of the Corporation shall be members of the Board of Trustees. Any two (2) or more offices may be held by the same person, except the offices of chairman and vice-chairman.

SECTION 2. ELECTION AND TERM OF OFFICE: The officers of the Corporation shall be elected by the Board of Trustees annually for a one (1) year term. Such other offices may be created and filled at any meeting of the Board of Trustees as may be deemed necessary. Each officer shall hold office until his or her successor shall have been duly elected.

SECTION 3. REMOVAL: Any officer elected or appointed by the Board of Trustees may be removed by the majority of the Board of Trustees whenever in its judgment the best interests of the Corporation would be served

SECTION 4. VACANCIES: A vacancy in any office shall be filled by the majority of the Board of Trustees for the unexpired portion of the term.

SECTION 5. COMPENSATION: Officers, as such, shall not receive any stated salaries for their services, but may be reimbursed for reasonable expenses incurred as a result of their duties as officers of the Corporation.

SECTION 6. CHAIRMAN: The Board of Trustees shall elect one of their number Chairman of the Board of Trustees of the Corporation. The chairman shall be the president and principal elected officer of the Corporation and shall in general supervise the Executive Vice President and oversee all of the business and affairs of the Corporation. He or she shall preside at all meetings of the Board of Trustees. The chairman, vice chairman, and secretary/treasurer will be bonded by the Corporation against fraud in the discharge of the duties of his or her office in such sum and with such surety or sureties as the Board of Trustees shall determine. He or she may sign, with the secretary/treasurer or any other proper officer of the Corporation authorized by the Board of Trustees, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Trustees has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated to some other officer or agent of the corporation; and in general, he or she shall perform all the duties usually incident to the office of president and such

other duties as may be prescribed by the Board of Trustees from time to time.

SECTION 7. VICE CHAIRMAN: In the absence of the chairman or in the event of his or her inability or refusal to act, the vice chairman shall perform the duties of the chairman and, when so acting, shall have all the powers of, and be subject to all the restrictions of, the office of chairman. The vice chairman shall be the vice president of the Corporation and shall perform such other duties as from time to time may be assigned to him or her by the chairman or by the Board of Trustees.

SECTION 8. SECRETARY/TREASURER: Acting as secretary, the secretary/treasurer shall be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws, and in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the chairman or the Board of Trustees. Acting as the treasurer, the secretary/treasurer shall be responsible for all funds, and securities of the Corporation; receive and give monies due and payable to the Corporation from any source whatsoever; insure deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article V of these Bylaws, except where delegated to some other agent of the Corporation; keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation; and in general, perform all duties incident to the office of treasurer and such other duties

as from time to time may be assigned to him or her by the chairman or by the Board of Trustees. He or she shall disburse the funds of the Corporation as may be ordered by the Board of Trustees, taking proper vouchers for such disbursements, and shall render to the Board of Trustees at its annual meeting, or when the Board of Trustees so requires, an account of all his or her transactions as treasurer, and of the financial condition of the Corporation.

ARTICLE VI EXECUTIVE VICE PRESIDENT

The ARCF BOT shall appoint an Executive Vice President (EVP) to oversee day-to-day operations of the ARCF. The EVP will be charged by the ARCF BOT to execute agreed upon duties and will be empowered by the ARCF BOT to represent the ARCF in agreed upon negotiations, program development, financial matters, personnel matters, and other administrative duties. The ARCF will support the EVP with necessary office space, administrative support and salary support.

ARTICLE VII COMMITTEES

SECTION 1. COMMITTEES: Committees shall be established by the Chairman of the Board of Trustees upon ratification by the Board, as deemed necessary to carry forth the purpose of the Corporation. Each committee established shall consist of two (2) or more Trustees and shall keep regular minutes of its proceedings and report same to the Board of

Trustees when required. No decision by a committee shall be effective until approved by the Board of Trustees. The designation of any such committee and any delegation thereto of authority shall not operate to relieve the Board of Trustees, or any member thereof, of any responsibility imposed upon it or him or her by law.

SECTION 2. TERM OF OFFICE: Each member of a committee shall continue as such until the next annual meeting of the Board of Trustees of the Corporation and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee.

SECTION 3. CHAIRMAN: One (1) member of each committee shall be appointed chairman of the committee by the Chairman of the Board of Trustees.

SECTION 4. VACANCIES: Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 5. QUORUM: Unless otherwise provided in the resolution of the Board of Trustees designating a committee, a majority of the whole committee shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

SECTION 6. RULES: Each committee may adopt rules for its own governance consistent with these Bylaws or with rules adopted by the Board of Directors.

SECTION 7. EXECUTIVE COMMITTEE: There shall be a standing executive committee made up of the officers of the Corporation. Said Executive Committee shall meet at such times and for such purposes as

the Chairman may direct. Minutes of such meetings will be kept and copies disseminated to the entire Board prior to any regularly-scheduled Board meeting.

ARTICLE VIII CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

SECTION 1. CONTRACTS: The Board of Trustees may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances subject to the ratification or prior approval of the Board of Trustees.

SECTION 2. CHECKS, DRAFTS, ETC: All checks, drafts, or orders for the payment of money notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Trustees. In the absence of such determination, such instruments shall be signed by the Chairman, Vice Chairman, or the Secretary/Treasurer of the Corporation.

SECTION 3. DEPOSITS: All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Trustees may select or may be selected in accordance with the procedures established by the Board.

SECTION 4. GIFTS: The Board of Trustees may accept on behalf of the Corporation any contribution, gift, bequest, or device for the general purposes or for any special purpose of the Corporation.

ARTICLE IX
BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Board of Trustees and committees having any of the authority of the Board of Trustees, and shall keep at the registered or principal office a record giving the names and addresses of the Trustees entitled to vote. All books and records of the Corporation may be inspected by any Trustee or Director of the American Respiratory Care Foundation, or its successor, or his or her agent or attorney for any proper purpose at any reasonable time.

ARTICLE X
FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XI
SEAL

The Corporation's seal shall be in such form as shall be adopted and approved from time to time by the Board of Directors. The seal may be used by causing it or facsimile thereof, to be impressed, affixed, imprinted, or in any manner reproduced.

ARTICLE XII
WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the stated time therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII
PARLIAMENTARY AUTHORITY

The rules contained in the current edition of **Robert's Rules of Order, Newly Revised** shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or any standing rules of the Corporation.

ARTICLE XIV
INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Corporation shall indemnify Trustees, officers, employees, and agents of the Corporation and purchase and maintain liability insurance for those persons as, and to the extent, permitted by the Texas Non-Profit Corporation Act.

ARTICLE XV
CONFLICT OF INTEREST

The Board shall adopt and periodically review a conflict of interest policy. Trustees, officers, employees and agent of the Corporation shall disclose actual or perceived conflicts on an annual basis and following any changes in status.

ARTICLE XVI
AMENDMENTS TO BYLAWS

The Bylaws of the corporation may be altered, amended, or repealed, and new Bylaws may be adopted by a two-thirds majority vote of a quorum of the Board of Trustees. Bylaw changes must be submitted to the members of the Board of Trustees no less than 60 days before a vote can be called.

I certify the foregoing is a true and correct copy of the Bylaws of the AMERICAN RESPIRATORY CARE FOUNDATION, amended by the Board of Trustees of said Corporation on the

Gary A. Smith, Secretary/Treasurer