



Bylaws

Article I - NAME

The name of the corporation shall be the Association of Asthma Educators (hereafter the "Association").

Article II - PURPOSE

The primary purpose of the Association of Asthma Educators is to promote asthma education as an integral component of a comprehensive asthma program, to raise the competence of health care professionals who educate individuals and families affected by asthma, and to raise the standard of care and quality of asthma education delivered to those with asthma. To that end, the association recognizes that asthma education should reflect the recommendations of the national guidelines and serve to meet the needs of the target population. The express purpose of asthma education is to improve health outcomes for individuals and families affected by asthma.

Article III - MEMBERSHIP

The membership of the Association shall be composed of three levels:

Student – Open to full-time students in nursing, medicine, pharmacy, respiratory care, social work or others in a full time training program related to asthma care. Proof of current enrollment is required. Student members have full voting privileges.

Associate - Open to any individual with an interest in the field of asthma education who wishes to increase her or his asthma knowledge. Associate members have full voting privileges.

Professional - Open to any individual who is licensed, certified or holds a professional degree in a health-related field and is actively involved in asthma education within the past year. Professional members have full voting privileges.

Article IV - BOARD OF DIRECTORS

Section 1. Authority

The governing body of the Association shall be a Board of Directors. The Board of Directors shall be responsible for the establishment of all policies governing the administration and operation of the Association.

Section 2. Duties

The Board of Directors shall:

- Promote asthma education based on national standards and current knowledge to meet the needs of the asthma community.
- Foster communication, cooperation and collaboration among individuals and organizations involved with asthma education.
- Develop or facilitate the development of programs for the continuing education of asthma educators.
- Establish standards and set criteria for asthma education.
- Review and evaluate the programs established by the Association to ensure consistency with the currently accepted guidelines for the diagnosis and management of asthma.
- Facilitate the nomination and election of officers and members to the Board of Directors as set forth in the Bylaws.
- Establish and implement policies for the administration and operation of the Association.
- Receive and act on reports from committees of the Board, its officers or members of the Association.

Section 3 – Composition

A Board of Directors consisting of 12 members shall govern the Association, except for years when the immediate Past President serves an additional year (see below) during which the board will have 13 members.

Section 4 - Election and Term

Annually, the Nominating Committee shall present a slate of nominees for approval by the Board of Directors after the Association membership has been surveyed for nominations. Each nominee shall be a current member of the Association for at least one (1) year prior to applying and shall meet the criteria to serve as a member of the Board set forth by the Nominating Committee and approved by the Board of Directors. A slate of candidates shall be equal to two (2) candidates per upcoming Board Member vacancy, except in the event that an insufficient number of qualified nominations is received.

Under Board approval, the Secretary of the Board and/or the Chair of the Nominating Committee shall instruct the Management Company to prepare and send the ballots and/or ballot information. All members of the Association in good standing are entitled to vote and the ballot or information on ballots and voting shall be emailed to each member.

- Except as may otherwise be provided in these Bylaws, the Association's nomination and election process shall be conducted according to the procedures and schedule established by the Nominating Committee and approved by the Board of Directors.
- Each Director's term shall start no later than January 1 of the year such member is elected.
- Following the completion of a Director's term, he or she shall be eligible for re-nomination, reelection, or re-appointment for one additional term.
- After a Board member has served two consecutive 3-year terms, he or she shall leave as a voting member of the Board for two years before being eligible for re-election to membership on the Board.
- The Board President, when serving his/her final year of service of the elected term, will automatically remain on the BOD, transitioning into the Past President position. This extension is not considered another term of service on the board. The Past President position allows for full voting privileges, during that time, there will be 13 voting members on the BOD.

Section 5 - Unexpected Vacancies

All unexpected vacancies on the Board of Directors may be filled with a nomination made by the Nominating Committee at any regular or specially scheduled meeting of the Board, and then by election at that meeting by the Board of Directors. Such Director so elected to fill a vacancy shall serve the unexpired term of his or her predecessor.

Section 6 - Resignations

A Director may resign by giving written notice to the President. Unless otherwise specified in the notice, the resignation shall take effect upon receipt, and acceptance of the resignation shall not be required.

Section 7 - Board Participation

It is the responsibility of each Director to be an active and involved participant in the affairs of the Association. Failure to participate in three regularly scheduled Board meetings in a twelve month period (one of which shall be in person unless otherwise excused by the President because of unusual circumstances), failure to carry out assigned responsibilities, or using the Association and/or Board

membership in a manner that conflicts with the Board Ethics Policies, shall be grounds for the Board to consider termination of membership on the Board of Directors. Upon approval of the majority of the Board prior to the scheduled Board meeting, board members unable to attend an in-person meeting shall be able to join by teleconference services paid for by the Association.

Section 8 - Removal

In accordance with Article IV, Section 7 of these Bylaws and the Code of Ethics for Elected Board of Directors, the Board may remove a Director from the Board of Directors with a two-thirds (2/3) majority vote of the Board in favor of such removal.

Section 9 - Indemnification

The Association shall indemnify its Officers and Directors to the fullest extent permitted by law.

Article V - OFFICERS

Section 1 - Composition

The officers of the organization shall be a President, an Immediate Past President, a President-elect, a Vice-President, a Secretary, and a Treasurer. All officers shall have full voting privileges.

Section 2 - Election and Term

Following the ratification of the election of new Board members each year, the Nominating Committee shall present a recommended slate of candidates for the Board Officer positions: President, President-elect, Vice-President, Secretary, and Treasurer. At the time the slate is proposed, nominations may also be made by Board members. Nominees shall be current members of the Board of Directors.

- Election of officers by the incoming Board shall take place within one month of the closing of the slate of nominees for Board Office.
- Elected officers shall be installed and serve a term of one (1) year.
- The President shall first be elected as President-elect and the following year shall serve as President of the Association.
- The Secretary and Treasurer may be re-elected for another one (1) year term but may not serve for longer than two (2) consecutive years in the same office.

Section 3 - Duties of Officers

- President - The President shall be the Chief Executive Officer and shall preside at the meetings of the Board of Directors; shall be a member ex-officio of all committees; and shall appoint all committee chairs. The President shall serve as the spokesperson for the Association and perform such other duties as may pertain to the office of the President.
- President-elect - The President-elect shall assist the President and, in the absence of the President, perform the duties of the office, and shall perform whatever duties the President or the Board assigns. The President-elect shall serve as President of the Association the year immediately following his or her term as President-elect. In event of incapacity, death or removal of the President, the President-elect shall assume the office of President and a new President-elect shall be elected as set forth in Article V, Section 4 of these Bylaws.
- Vice-President - The Vice President shall assist the President and President-elect in whatever duties the President or board assigns. In the event of incapacity, death or removal of the President-elect, the Vice President shall assume the office of President-elect and a new Vice President shall be elected. In the event of incapacity, death or removal of the President, the Vice President will fill the office of the President if the President-elect is unable to assume the responsibilities of the President and a new Vice President shall be elected.

- Secretary - The Secretary shall be responsible for preparing minutes of the Board of Directors Meetings and for authenticating and maintaining records for the Association. This responsibility shall include collaborating with the management company on aspects of voting for the Board of Directors and officers as required by the Nominating Committee.
- Treasurer - The Treasurer shall be responsible for the fiscal matters of the Association and shall perform all duties incident to the office of the Treasurer
- Immediate Past President – The Immediate Past President, as a more experienced board member, shall provide advise and expertise to deliberations of the board.

Section 4 – Vacancies

Vacancies in any of the offices except that of President and President-elect may be filled by nomination from the Nominating Committee at any regularly scheduled meeting of the Board of Directors. In the case of a vacancy in the President's position, the President-elect shall fill the President's vacancy. The President-elect will serve the remainder of the unexpired term and then serve his or her one year term as President. After the next general election for Board of Directors a new President-elect shall be elected.

Article VI - COMMITTEES

Section 1 - Committees

The Board of Directors shall establish an Executive Committee made up of Board members, and this Committee shall have the authority to act on behalf of the Board when such action is required between regular and Special Board meetings. A majority of the Board of Directors may create one or more Standing Committees of two or more members to exercise appropriate authority of the Board of Directors. The President may appoint such other Ad Hoc committees as may be necessary, with Board concurrence. A majority of the members of a committee shall constitute a quorum for transaction of business. The President shall appoint the Chair of each committee from the membership of the Association. Membership on committees shall not be limited to members of the Association, but the committee chair shall report to the board on the inclusion of non-Association members.

Section 2 – Executive Committee

There may be an Executive Committee of up to (8) members empowered to exercise the authority of the Board in the interim between meetings of the Full Board. The Executive Committee shall consist of the President, President-elect, Immediate Past President, Vice-President, Secretary, and Treasurer. Committee chairs of the standing committees may be asked to join the meeting at the President's request. The President of the Board will also serve as chair of the Executive Committee. Although the Executive Committee is empowered to act for the Board in exceptional circumstances, it shall minimize responding to emergency situations that require its independent, precipitous action, and shall strengthen and publicize its planning, referral, and liaison functions.

The Executive Committee may meet during the months that a Full Board does not meet. Any action of the Executive Committee shall be reported to the Board by distribution of minutes of Executive Committee meetings. The Full Board shall ratify, reverse, or amend such actions at its next meeting.

Section 3 - Standing Committees

The Association shall have Standing Committees or operating committees designated in its Operational Manual. The Board shall annually review the purpose, objectives, and structure of the Standing Committees and make any needed additions or deletions.

Section 4 - Advisory and Ad Hoc Committees

The President may form and appoint Advisory and Ad Hoc committees as needed. The term of an

Advisory or Ad Hoc Committee shall not extend beyond the fiscal year unless extended by the successor to the President. The chair and members of these committees may either be appointed from the Board of Directors or community at large. However, Advisory or Ad Hoc Committees shall have at least one member of the Board of Directors serving on the committee, which shall act as a liaison between the committee and the Board of Directors.

Article VII - OPERATIONS

Section 1 - Meetings

The Board of Directors shall meet at least four times annually. Meetings may be attended in person or by telephone conference; however a minimum of one meeting shall be conducted in person during the year. Notices of these meetings shall be made by announcement at the Board meeting immediately preceding the meeting to be announced. Notice of such meetings along with an agenda and other reports will be provided prior to the meeting.

Section 2 - Special Meetings

Special meetings may be held on request of the President or three or more members of the Board of Directors. Board members shall receive at least five days written or oral notice. Such notice must notify the Board members of the purpose of the meeting and the date, time, and place of said meeting. Business transacted at said meeting shall be confined to the announced agenda.

Section 3 - Rules

All Board meetings shall be conducted according to Robert's Rules of Order. No member should vote on a question in which said member has direct or indirect personal or financial interest, which is not common to the other members of the Board.

Section 4 - Quorum

A quorum shall consist of at least seven members of the Board of Directors. No business at a regular or special meeting shall be conducted without a quorum.

Section 5 - Voting

At any meeting of the Directors, every director having the right to vote shall be entitled to vote in person or by proxy to another board member. Voting may be conducted electronically if all members of the Board have equal access to such system. In such a situation, an absentee ballot shall be posted on the website. Otherwise, voting shall be conducted at meetings either in person, by absentee ballot, or by proxy votes. Except as otherwise provided by law, these Bylaws and the Articles of Incorporation, each director present shall be entitled to cast one vote and all matters shall be approved if the votes cast in favor of the action exceed the votes cast opposing the action.

For the election of Officers, the offices will be voted on one at a time, and voting shall not be cumulative. Each Board member shall have one vote for each position.

Tie Votes: Except in the general election for the Board of Directors, in the event of a tie that prevents selection, there shall be as many new ballots prepared including the tied vote recipients as needed to break the tie and fill the positions.

Article VIII - FISCAL MATTERS

Section 1 - Fiscal Year

The fiscal year of the Association shall begin on January 1st and shall end on December 31st.

Section 2 - Expenditures

The Treasurer and President have the authority to process expenditures up to \$2500 on his or her signature alone. Expenditures over \$2500.00 may be made with the Treasurer's or President's signature AND the approval of one officer. Any expenditure over \$10,000 must be approved by all the officers.

Section 3 - Financial Review

The financial books of the Association shall be reviewed by an independent certified public accountant on annual basis.

Article IX - DISSOLUTION

In the event that the Association is dissolved and ceases to exist for the stated purpose, such certificate of dissolution shall be filed with the Secretary of State for the state of South Carolina, according to the statutes of the State for dissolving a non-profit corporation and such assets as remain shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such asset not so disposed of shall be disposed of by the court of common pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Article X - WAIVER OF NOTICE

Whenever notice is required to be given under the provisions of these Bylaws or under the South Carolina Code of Laws, waiver thereof, in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article XI - AMENDMENTS

These Bylaws may be altered, amended, or repealed, or new Bylaws adopted by a two-thirds (2/3) majority of the Directors present at any meeting of the Board of Directors, provided the proposed changes shall have been reviewed at a previous meeting of the Board of directors and provided that written notice be given to each member of the Board of the intent to so alter these Bylaws. The Board of Directors shall also make proposed changes in the Bylaws available to the general membership for discussion. Written notice of proposed changes should be mailed to the membership at least thirty (30) days prior to the board meeting when such voting concerning amendments shall take place. Any subsequent action of the Board to alter, amend, repeal, or draft new Bylaws shall be distributed to the Association membership following such action.

Article XII - NON DISCRIMINATION

The Association shall maintain a policy by which no person shall be discriminated against because of race, age, color, sex, religion, sexual orientation, or national origin.

Amended July 2004

Amended September 2004

Amended November 2005

Amended November 2006

Amended July 2008

Amended July 2010

Amended October 2012

Ammended July 2015

Ammended October 2018