

NCCRA Bylaws

NORTH CAROLINA CARDIOPULMONARY REHABILITATION ASSOCIATION, INCORPORATED

BY-LAWS

ARTICLE I: NAME AND ORGANIZATION

- Section 1: The name of this organization shall be the North Carolina Cardiopulmonary Rehabilitation Association, Inc. hereinafter referred to as the Association and officially abbreviated as NCCRA.
- Section 2: The NCCRA shall be incorporated as a non-profit, public benefit corporation incorporated in 1984 pursuant to and in conformity with the Not-for-Profit Corporation Law of North Carolina.
- Section 3: The headquarters of the NCCRA shall be located at the specific order of the Board of Directors.
- Section 4: The NCCRA will be administered by a Board of Directors.
- Section 5: The NCCRA will be divided into 3 regions with a vice president for each region. The regions are:
- Mountain Region – All programs west of interstate 77
 - Piedmont Region – All programs between Interstate 77 and Interstate 95
 - Coastal region: All programs located east of Interstate 95

ARTICLE II: PURPOSE AND OBJECTIVES

Section 1: Statement of Purpose

Recognizing that cardiovascular and pulmonary rehabilitation is a multi-disciplinary field, the NCCRA is dedicated to the improvement of clinical practice, promotion of scientific inquiry and advancement of education for the benefit of health care professionals and the public.

Section 2: Objectives

1. To ensure and maintain the highest quality standards of operation of cardiac and pulmonary rehabilitation programs in the state of North Carolina;
2. To provide professional education through sponsorship and/or promotion of educational conferences, scientific meetings and publications;
3. To provide a forum for information exchange among health care professionals

involved in cardiac and pulmonary rehabilitation and the prevention of these diseases;

4. To encourage, coordinate and/or sponsor research that will enhance the understanding of rehabilitation's impact on disease processes, the health and personal welfare of patients, and the social health care support system;
5. To promote, throughout the public sector, understanding as to the nature of rehabilitation and to increase awareness of the related health care services available across the state;
6. To cooperate and/or collaborate with other organizations having interests similar to those of the Association and to align with the American Association of Cardiovascular and Pulmonary Rehabilitation (AACVPR) as an affiliate member with support and practice of cardiac and pulmonary rehabilitation guidelines published by the AACVPR in conjunction with N.C. Rules and Standards; and
7. To provide ways and means to enhance career development for the Association members.

ARTICLE III: MEMBERSHIP AND DUES

Section 1: Membership in the Association shall be of the following classes:
Professional, Student, Member Emeritus.

Section 2: The Executive Director shall keep a roll of all Association members.

Section 3: With regard to qualifications, every applicant for membership shall meet one set of the following requirements:

1. Professional member

A Professional Member shall be any interested person of majority age who is a nurse, physician, medical scientist, allied health care practitioner or educator, and who, in his or her professional endeavors, is regularly involved in some aspect of cardiovascular and/or pulmonary rehabilitation. Members have Association voting privileges.

2. Student Member

A Student Member shall be any interested undergraduate or graduate college or university student currently carrying the equivalent of at least one-half of an academic load for one academic year, as defined by the university or college which the person is attending and is studying in a medical or allied health-related curriculum. Student members do not have voting privileges.

3. Member Emeritus

A Member Emeritus shall have been a Professional member of the Association for at least five years and designated to Emeritus status by the Board of Directors. Member Emeritus does not have voting privileges. A Member Emeritus will be exempt from paying Association dues.

Section 4: Privileges and Benefits

All members of the Association shall be entitled to all services, communications, publications, and other benefits the Board may specify.

Section 5: Waiver of qualifications

In individual cases and after Membership committee review, the Board of Directors may waive the qualifications for membership.

Section 6: Application for Membership

1. Application for membership shall be made via methods authorized by the Board of Directors. Application forms can be obtained from the Executive Director of the Association or from the North Carolina Cardiopulmonary Rehabilitation Association website at www.nccraonline.org.
2. The completed application is to be returned to the Executive Director.
3. The Executive Director shall process all initial applications for membership in the Association on the basis of the criteria stated in the by-laws. Cases in which qualifications are in doubt shall be forwarded to the Membership Committee.
4. If an application is approved, the Executive Director shall inform the applicant of admittance to membership in the Association. The membership shall run January to December.
5. When an application is rejected, the Executive Director shall inform the applicant of the rejection.

Section 7: Dues and Fees

1. All members of the Association except Members Emeritus shall pay annual dues. The Board of Directors shall determine the annual dues.
2. At the discretion of the Board of Directors and without publication thereof, any annual dues may be waived in whole or in part in the case of any Member who

has suffered serious disability or financial hardship.

3. Annual dues shall be payable on or before December 31st of each year, and shall become delinquent if unpaid within three months. However, the Board of Directors shall have the power to implement alternative schedules. A member who is delinquent in their dues thereby loses all privileges of the Association. A member whose dues are delinquent may be dropped from the Association and the Executive Director shall notify such member of this action.
4. Any dues paying member dropped from membership because of delinquency may be reinstated upon filing a new membership application together with the current dues and a membership-processing fee based on the current fee schedule approved by the Board of Directors.

ARTICLE IV: BOARD OF DIRECTORS AND EXECUTIVE DIRECTOR

Section 1: The Board of Directors shall consist of the Officers of the Association to include the President, President-Elect, three Regional Vice-Presidents, Immediate Past-President, and Secretary.

The Executive Director, a Physician Representative, a Consumer Representative, an AACVPR representative, and a DHSR representative may serve on the Board of Directors as non-voting ex-officio members.

Section 2: The Board of Directors shall be elected each year at the Annual Symposium, with positions being filled as vacancies of terms exist. Unexpired terms of office or vacancies therein, with the exception of the President, may be filled for the remainder of the terms by appointment of the President. The President shall fill a Regional Vice-President vacancy by appointing a Member from the respective region. The Board of Directors shall assume their official duties immediately after the closing of the Annual Symposium in which their election has been certified. Terms of office for Regional Vice-Presidents shall be scheduled such that one is elected in a given year. Service as President of the Association is limited to one elected term and may not serve consecutive terms.

Section 3: The Board of Directors will perform routine administrative and corporate functions related to the concerns of the Association. The Board of Directors shall be responsible for matters of policy, contractual obligations, approval of the annual budget, and other matters related to NCCRA operation. A quorum for the transaction of business by the Board of Directors shall consist of a two-thirds majority, including proxies.

Section 4: The Board of Directors shall meet at least twice per year. One of these meetings shall be held at the Annual Symposium. Additional meetings of

the Board of Directors may be called by the President, or upon written request signed by at least two Board members.

- Section 5: The Association President shall be the Chairman of the Board of Directors.
- Section 6: A member of the Board of Directors who is absent from a meeting may designate another Board member to cast a proxy vote in his or her stead. The proxy vote must be designated in writing by the absentee Board member and deposited with the Executive Director before a vote is taken.
- Section 7: A quorum for the transaction of business by the Board of Directors shall consist of a two-thirds majority, including proxies.
- Section 8: A member of the Board of Directors may not take any action in his or her official capacity with the Association in any matter in which his or her impartiality might reasonably be questioned. This includes, but is not limited to, instances in which he or she has a personal interest in the matter. In these instances, the Board of Directors may act in such a matter if a majority of the Board of Directors gives approval after full disclosure of the matter in question.
- Section 9: The Executive Director shall be employed by the NCCRA. The term of employment shall be at the discretion of the Board of Directors. The Executive Director shall maintain an administrative office, through which the routine business of the Association shall be conducted, and shall act as an agent for the Corporation. If an Executive Director has not been appointed, the Secretary shall assume all responsibilities of the Executive Director unless otherwise specified, until which time an Executive Director has been appointed.
- Section 10: The Board of Directors may approve the financial support (registration/tuition) for up to no more than two members to attend the annual AACVPR meeting.
- Section 11: The rules contained in the current edition of **Roberts Rules of Order Newly Revised (RRoONR)** shall govern the North Carolina Cardiopulmonary Rehabilitation Association (NCCRA) in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the NCCRA may adopt.

ARTICLE V: DUTIES OF THE PRESIDENT

1. The President shall preside at all meetings of the Association and Board of Directors.
2. The President shall appoint chairpersons for all active standing committees and disciplines whose terms have expired or vacancy exists. The President shall appoint other committees as may be necessary to conduct activities of the Association. The President shall be an ex-officio member of each committee except for the Nominating committee, wherein the President serves as a voting member.
3. The President shall serve a one-year term.

ARTICLE VI: DUTIES OF THE PRESIDENT-ELECT

1. The President-Elect, during the absence of the President, shall assume the duties of the President protempore.
2. The President-Elect shall serve as Chair of the Professional Education Committee for the Annual Symposium and shall perform such other duties as assigned by the President.
3. In the event that the President is unable or unwilling to fulfill his or her term of office, the President-Elect shall assume, for the unexpired term, all duties of and have all authority of the President.
4. The President-Elect shall serve a one-year term.

ARTICLE VII: DUTIES OF THE IMMEDIATE PAST PRESIDENT

1. The Immediate Past-President shall be the Parliamentarian, acting in the capacity at all Professional and special meetings of the Association and Board of Directors.
2. The Immediate Past-President shall assist the President in formulating the goals of the Association.
3. The Immediate Past-President shall perform such duties as may be assigned by the President.
4. The Immediate Past-President shall serve a one-year term.

ARTICLE VIII: DUTIES OF THE REGIONAL VICE-PRESIDENTS

1. Three Regional Vice-Presidents shall be elected to serve the Eastern (Coastal), Central (Piedmont), and Western (Mountain) regions of North Carolina. The Regional Vice-President will perform other duties as assigned by the President. The Regional Vice-President will also serve as liaison to the Board of Directors for the NCCRA standing committees.
2. The Regional Vice-President shall serve a three-year term and may be elected to serve consecutive terms. One Regional Vice-President shall be elected each year, in order to stagger their terms of office. Candidates for Regional Vice-President can be nominated by a member or self nominate. Candidates must be current members of the NCCRA and submit an application and biography to the current Regional Vice-President for approval by the Board of Directors.
3. Professional members shall elect the Regional Vice-President in their respective regions prior to the Annual Symposium. Nominations must be made by November 1st. Nominees will be notified of the nomination and be instructed to complete the online application by December 1st. The Board of Directors will review the applications and post biographies for each candidate on the Association website for voting. Voting will commence January 1st and conclude January 31st. The new Vice-President will be identified on the Association website soon thereafter.
4. Each Regional Vice-President will assume the role of President-elect when their term as Vice-President expires.
5. In the event that both the President and President-elect offices are vacated, the Regional Vice-President of greatest tenure shall assume all duties of the President and shall have all of his or her authority for the remainder of the President's unexpired term.
6. The Regional Vice-President is expected to hold a minimum of one regional meeting per year. Meeting minutes must be sent to the Secretary for posting on the Association's website.

ARTICLE IX: DUTIES OF THE SECRETARY

1. The Secretary shall be responsible for keeping a record of all official meetings of the Board of Directors and the Association with the assistance of the Executive Director. Meeting minutes must be sent to the Secretary for posting on the Association's website.
2. The Secretary shall be responsible for giving notice of all official meetings of the

Board of Directors with assistance from the Executive Director.

3. The Secretary shall perform such duties as may be assigned to him or her by the President.
4. The Secretary shall serve a two-year term and may serve consecutive terms.

ARTICLE X: DUTIES OF THE EXECUTIVE DIRECTOR

1. The Executive Director shall perform the duties generally pertaining to that office together with those prescribed by law. He or she shall be responsible to the Board of Directors. The Executive Director shall be delegated the authority to affix his or her signature and the Corporate Seal in the Name of the Corporation on all legal documents relating to Corporate or Association business, with the approval of the Board of Directors.
2. The Executive Director shall have charge of all papers, archives, records, funds and property of the Association. He or she shall present a report of the transactions of the Board of Directors and biannual board meetings. The Executive Director shall keep a record of members together with such data as may be of interest to the Association.
3. The Executive Director will organize and administer the affairs of the Association as approved by the Board of Directors.
4. The Executive Director shall have charge of correspondence and shall conduct the same in consultation with the President, making a report thereof to the Board of Directors. He or she shall issue all notices of meetings and notifications of election to the membership. He or she shall notify Members, in writing, of their appointment to committees and Members of their election to office.
5. The Executive Director shall receive and collect all fees, dues, assessment, and all other monies belonging to the Association. He or she shall be accountable, therefore, to the Board of Directors and at such times as may be designated. He or she shall keep proper books, records, and accounts for the Association. He or she shall deposit funds of the Association in depositories designated by the Board of Directors and shall maintain such deposits in the name of the Association.
6. The Executive Director shall not draw monies from depositories except for such purposes as shall have been approved by the Board of Directors or shall have been authorized to provide for the proper conduct of the business and the furtherance of the purposes and objectives of the Association. In either case, a quorum of the Board of Directors will take action.
7. On the first day of the annual dues billing period as determined by the Board of

Directors, the Executive Director shall mail to each Professional and Student member their dues as of that date for the ensuing twelve (12) months.

8. The Executive Director shall arrange for an audit of the books of the Association by a certified accountant at the close of each year. The report of the auditor shall be available to the membership.
9. The Executive Director shall present a statement summarizing the receipts and disbursement of the Association to the Board of Directors and the Membership as requested.

ARTICLE XI: DUTIES OF THE STUDENT BOARD MEMBER

1. The Student Board Member shall serve a one-year term and may be extended if no student is nominated for the position prior to the annual symposium.
2. The Student Board Member shall be a student member of the Association.
3. The Student Board Member shall inform colleges, universities and students of the role of the Association and recruit students to the Association.
4. The Student Board Member shall inform schools of the internships available at NC cardiac and/or pulmonary rehabilitation facilities.
5. The Student Board Member shall create and foster relationships with colleges and universities in NC to provide students with a resource in cardiac and pulmonary rehabilitation.
6. The Student Board Member shall inform colleges, universities and students of the opportunities to present poster presentations at the annual symposium and be a liaison between the colleges, universities and students with the Association in this regard.
7. The Student Board Member will make every effort to participate in board conference calls and meetings. He/she will also make every effort to attend their respective regional meetings and the annual symposium.
8. The Student Board Member does not have voting privileges.
9. Application process for the Student Board Member:
 - a. Candidates for Student Board Member can be nominated by a professional member.
 - b. Students must complete the NCCRA Application for Student Board Member located on the Association's website.
 - c. Applications are due by January 1st. The Board of Directors will review each application and the student will be identified prior to the annual symposium.

ARTICLE XII: COMMITTEES

- Section 1: The standing committees of the NCCRA are designed to address current topics, projects, or concerns in cardiac and pulmonary rehabilitation. The President may request a report at each Board of Directors meeting from the committee chairperson or his or her designate.

Section 2: The President and Board of directors, as deemed necessary may appoint special ad-hoc committees, other standing committees, task forces or advisory boards. Any or all standing committees or ad-hoc committees, task forces, or advisory boards, may act as liaisons to related organizations such as the AACVPR, American College of Sports Medicine, and American Heart Association. The President may dissolve any or all standing or ad-hoc committees, task forces, or advisory boards.

Section 3: The chairperson of a committee must be a Professional member of the Association. A committee chairperson shall hold office until a qualified successor has been appointed by the President at the end of their term, or upon resignation. The term for a committee chairperson shall be three years and may be extended if reappointed.

Section 4: Committees shall consist of at least three professional members in good standing with one member being the chairperson. Appointment to committees and disciplines will be for three-year terms and may be extended if reappointed.

Section 5: The NCCRA standing committees are:

A. Professional Education

The Professional Education committee will develop and coordinate the Annual Symposium, any workshops, and continuing education opportunities. The President-Elect will serve as Chair of this committee. Committee membership shall include the three regional vice-presidents and past presidents in good standing. Additional input shall be given by the Discipline Chairs. This committee shall report through the President-Elect to the Board of Directors.

B. Health Policy and Reimbursement

The Health Policy and Reimbursement Committee shall address issues regarding insurance and reimbursement. The Chairperson of the committee shall be a Professional member and a member of the AACVPR. Committee membership shall include at least two other Association members. This committee shall report through the Chairperson to the Board of Directors.

C. Informational Technology

The Informational Technology Committee's purpose is to review the relevance and timeliness of the website content and make recommendations for new content to be placed on the website. This committee will assist with the operational maintenance of the website. The

Chairperson of the committee shall be a Professional member and its committee membership shall consist of at least two other Professional members. This committee shall report through the Chairperson to the Executive Director.

D. Research

The Research Committee shall be responsible for collecting, compiling, and presenting outcomes and research data collected from NCCRA programs. This committee will also be responsible for developing research projects pertinent to cardiac and pulmonary issues. The Chairperson of the committee shall be a Professional member and its committee membership shall consist of at least two other Professional members. This committee shall report through the Chairperson to the Board of Directors.

E. Membership

The Membership Committee shall be responsible for managing all NCCRA membership matters. The Chairperson and its membership shall consist of at least two other Association members. This committee shall report through the Chairperson to the Board of Directors.

ARTICLE XIII: DISCIPLINE CHAIRS

Discipline Chairs will represent the interests of their designated professions at the annual symposium and throughout the year in matters related to their appropriate disciplines. Each discipline chair may be asked to give a brief update to the membership at the annual symposium on any projects or plans for the upcoming year. Meeting minutes must be sent to the Secretary for posting on the Association's website. The professional disciplines include, but are not limited to, Exercise Science, Nursing, Pulmonary, Mental Health and Nutrition. The Discipline Chairs will be appointed by the Board of Directors. The discipline chair must be a Professional member of the Association. A discipline chair shall hold office until a qualified successor has been appointed by the President at the end of their term, or upon resignation. The term for a discipline chair shall be three years and may be extended.

ARTICLE XIV: FUNDS

The funds of the Association shall be derived from yearly membership dues and annual symposium fees fixed by the Board of Directors. Funds may also come from endowments, gifts, grants, bequeaths, and other sources as the Board of Directors sanctions. The Executive Director shall be responsible for all Association funds and will report to the Board of

Directors.

ARTICLE XV: MEETINGS

- Section 1: An Annual Business Meeting of the Association shall be held to conduct corporate business, to certify election of Officers, and for such other business as the Board of Directors may designate. The Board of Directors shall select the date and site for each Annual Business Meeting.
- Section 2: In conjunction with each Annual Business Meeting, the Association shall conduct an Annual Symposium of continuing education and research sessions of scientific, clinical, and professional topics pertinent to the multi-disciplinary professions of cardiovascular and pulmonary rehabilitation. Attendance at these sessions shall be open to all members of the Association and public.
- Section 3: Arrangements for the Annual Symposium shall be made by the Professional Education Committee and Chaired by the President-Elect. The Executive Director shall assist as directed by the President-Elect.
- Section 4: Board of Directors Meeting Protocol for teleconference or web conference. All Board of Directors' meetings will begin with a roll call to ascertain the board members present for the meeting. This will be recorded by the secretary. It is recommended, but not required that the president distribute an agenda prior to the meeting.
- Section 5: NCCRA members shall not receive speaker's honorariums for speaking at NCCRA meetings but are encouraged to make presentations as a professional growth opportunity. Speakers' fee schedules shall be reviewed annually and set by the Board of Directors.

ARTICLE XVI: DISCIPLINE

- Section 1: This article is designed to aid members of the Association to maintain a high level of ethical and professional conduct. This code may be considered a standard by which an Association member may determine the propriety of his or her conduct, relationship with colleagues, members of allied health professions, the public, and all persons with whom a professional relationship has been established.
- Section 2: Any member of the Association may be disciplined or expelled for conduct, which, in the opinion of the Board of Directors, is unethical or derogatory to the dignity of the Association. The expulsion of a member may be ordered only upon the affirmative vote of two-thirds of the

members of Board of Directors present at a Professional or special meeting, provided a quorum takes action.

- Section 3: Expulsion may only occur after such program or professional member has been informed of the charges preferred against them and has been given an opportunity to refute such charges before the Board of Directors. The Program Director will serve as the spokesperson in cases where the conduct of a program is in question.
- Section 4: Disciplinary actions such as reprimand, probation, or censure may be recommended by the Board of Directors following the affirmative vote of at least two-thirds of the Board members.
- Section 5: Professional members expelled from the Association may re-apply through the professional application process.

ARTICLE XVII: OFFICIAL PRONOUNCEMENTS

- Section 1: The Association may take an official stand on any matter relating to cardiovascular or pulmonary rehabilitation judged to have societal significance and which merits consideration within the Association and consensus of the Board of Directors.
- Section 2: To be recommended to the Board of Directors, a proposed pronouncement must be submitted, in writing, and accompanied by the signatures of no less than five Members of the Association.
- Section 3: The President shall receive the statement and refer it to the Board of Directors for their review, possible modification, and recommendation for approval or rejection.
- Section 4: To become official, a statement must be approved by a two-thirds vote of the Board of Directors.

ARTICLE XVIII: AMENDMENTS

These By-laws may be amended at any meeting of the Board of Directors. A vote of two-thirds of the Board of Directors shall be required for adoption or revision of an amendment.

ARTICLE XIX: DISSOLUTION

Section 1: The Association shall not be dissolved while two-thirds majority of Professional members in good standing dissent. No proposal or dissolution shall be considered unless four weeks notice in writing is given to each Program Director and member of the Board of Directors.

Section 2: In the event of the dissolution of the Association, its assets shall be distributed to an organization(s) engaged in activities similar to those for which this Association was established, provided that such organization is exempt from taxation under regulations of the United States Internal Revenue Service. The Board of directors shall be responsible for selecting the organization(s) in accordance with the stipulations contained in this section.

Section 3: Intent to Dissolve and Articles of Dissolution shall be filed with the Secretary of State, State of North Carolina, pursuant to the Not-for-Profit Corporation Law.

Revised: 2007, 2011, 2013