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# **MICHIGAN SOCIETY FOR CARDIOVASCULAR AND PULMONARY REHABILITATION, INC.**

## **BY-LAWS**

### **ARTICLE I: Name and Location**

**Section 1:** The name of this organization shall be the Michigan Society for Cardiovascular and Pulmonary Rehabilitation, Inc., a recognized joint affiliate chapter of the American Association for Cardiovascular and Pulmonary Rehabilitation.

**Section 2:** The Michigan Society for Cardiovascular and Pulmonary Rehabilitation, Inc., shall be incorporated as a non-profit corporation.

**Section 3:** The primary office of the Michigan Society for Cardiovascular and Pulmonary Rehabilitation, Inc., shall be located at the specific order of the Executive Board.

### **ARTICLE II: Purpose and objectives**

The purpose and objectives of this Society shall be:

**Section 1:** Statement of Purpose:

The Michigan Society for Cardiovascular and Pulmonary Rehabilitation is an organization dedicated to providing advancement of education and promoting communication for the benefit of healthcare professionals primarily concerned with the advancement of cardiovascular and pulmonary rehabilitation and to the public.



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## **Section 2:** Objectives:

1. To provide educational opportunities for professionals and students whose primary involvement is the care, prevention and education of the cardiovascular and pulmonary diseases through sponsorship of conferences, scientific meetings and publications.
2. To promote and exchange of ideas and network to enhance career opportunities and promote best practices within the state of Michigan.
3. To increase awareness, highlight the benefits and provide recommendations and assistance for standards of care for cardiovascular and pulmonary prevention and rehab programs.
4. To support the mission and initiatives of AACVPR and other professional and governmental organizations that parallels the initiatives of MSCVPR.
5. Facilitate active participation by members in governmental advocacy and communicate issues relating to reimbursement within the state of Michigan.

## **ARTICLE III: Membership and Dues**

**Section 1:** Membership in the Society shall align with AACVPR Membership policies and procedures as designated by AACVPR.

**Section 2:** Current and up-to-date membership data will be tracked and sent quarterly to the President by the AACVPR.

### **Section 3:** Privileges and Benefits

Members shall be entitled to all privileges of the Society. Members shall also be entitled to all Society services, communication, publications, and other such benefits the AACVPR and MSCVPR Executive Committees may specify.

### **Section 4:** Application for Membership

1. Application for membership shall be consistent with those developed and implemented by the AACVPR joint member membership. Membership applications can be obtained via the Member Center at [www.aacvpr.org](http://www.aacvpr.org).



2. The completed application shall be reviewed and processed by the AACVPR.
3. Upon approval of the application, the AACVPR shall notify the new member of benefits associated with the membership, as well as notify the MSCVPR of any new member by providing an updated membership list quarterly.

#### **Section 5: Dues and Fees**

1. All members of the Society shall pay annual dues in accordance with AACVPR Annual dues policies.
2. A member who is delinquent in their dues thereby loses all privileges of the Society.

### **ARTICLE IV: Officers**

**Section 1:** The officers of the Society must maintain active membership status and shall consist of the President, President-Elect, Immediate Past-President, Vice President, Treasurer, Secretary, and three Regional Representatives (North, Southwest, and Southeast).

#### **Section 2: Selection of Officers**

1. Officers shall be selected each year, with positions being filled as vacancies of terms exist.
2. Unexpired terms of office or vacancies therein, with the exception of the Vice President, may be filled for the remainder of the terms by appointment of the President.
3. The selected officers shall assume their official duties immediately upon closing of the Annual Meeting in which their election has been certified.
4. In the event of multiple applicants for a selected officer position, the candidates will be reviewed by the executive committee. Qualified candidates will then be voted upon by membership.



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5. Under special circumstances, officer terms may be modified at the discretion of the executive board.
  6. Due to potential conflict of interest, members of the board may not be employed or have family members employed by entities that provide or sell products to health care facilities or health care professionals

### **Section 3: Duties of the President**

1. The President shall preside at all regular and special meetings of the Society and the Executive Committee.
2. The President shall provide general oversight for each committee; an exception is the Review Committee, wherein the President serves as a voting member. The President shall from time to time appoint other Committees as may be necessary to conduct the activities of the Society. The President shall direct, through delegation of authority and specific assignment to Executive Board members, the activities of each Committee.
3. The President shall be responsible for reviewing and updating the MSCVPR By-laws on an annual basis.
4. In the event the Immediate Past President is unable or unwilling to fulfill their term of office, the President shall assume all duties of and have all authority of the Immediate Past President for the unexpired term.
5. The President shall serve a one-year term.

### **Section 4: Duties of the President –Elect**

1. The President –Elect, during the absence of the President, shall assume the duties of the President pro tempore.
2. The President-Elect shall serve as the conference planning chairperson.
3. In the event that the President is unable or unwilling to fulfill their term of office, the President –Elect shall assume all duties of and have all authority of the President for the unexpired term.



4. The President –Elect shall serve a one-year term.

### **Section 5: Duties of the Vice President**

1. The Vice President shall assist the President-Elect, in planning the annual conference. The Vice President is a member of the Review Committee and shall perform other duties as assigned by the President and the Executive Committee.
2. The Vice President shall have voting rights.
3. The Vice President requires a 4-year commitment (the VP transitions to President-Elect following the first year).
4. The Vice President requires that you have previously been a regional board member, past board member or current committee member.

### **Section 6: Duties of the Immediate Past –President**

1. The Immediate Past –President shall be the Parliamentarian, acting in the capacity at all regular and special meetings of the Society and the Executive Committee.
2. The Immediate Past –President shall assist the President in formulating the goals of the Society.
3. The Immediate Past –President shall perform such duties as may be assigned by the Executive Board or the President.
4. The Immediate Past –President shall be Chairperson of the Review Committee.
5. The Immediate Past-President shall preside over marketing and media.
6. The Immediate Past –President shall serve a one-year term.



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## **Section 7: Duties of the Secretary**

1. The Secretary shall be responsible for keeping a record of all regular or special meetings of the Executive Committee and Society membership.
2. The Secretary will be responsible for giving notice to membership of all official meetings.
3. The Secretary shall have such other powers and perform such other duties as may be prescribed by the President or Executive Committee.
4. The Secretary shall be the authorized representative and have secondary signing privileges to the organization bank account.
5. The Secretary shall serve a three-year term. The first year of service will be as a nonvoting position, where the newly instituted secretary is mentored by the outgoing position holder. The two remaining years will be a voting position.

## **Section 8: Duties of the Treasurer**

1. The Treasurer shall present a statement summarizing the receipts and disbursements of the Society to the Executive Committee and to the membership at the Annual Meeting or at other times as requested by the Executive Committee.
2. The Treasurer shall be responsible for monitoring all deposits and disbursements of funds relative to all accounts of the Society and shall verify the accuracy and currency of those records.
3. Documentation of expenses and income:
  - a. Any purchase above \$300.00 needs 2 additional board members approval before spending
  - b. Board Members shall provide a registration list to the treasurer, including the amount paid and the individual's name.
  - c. Board Members shall provide a list of vendors, the amount of the fee paid and a list of speakers with the amount they were paid
  - d. Any money whether a credit or debit should be accompanied by a receipt and brief explanation of why the money was spent (example-\$100.00 to



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- AACVPR affiliate fee). The treasurer must receive the detail of spending within 5 weeks of the money being spent.
- e. Any deposit should be accompanied by a brief explanation of where the money came from.
  - f. Whenever possible use the debit card and avoid taking out cash.
4. The Treasurer has primary signing privileges to the organization bank account.
  5. The Treasurer shall serve a four-year term. The first year of service will be as a nonvoting position, where the newly instituted treasurer is mentored by the outgoing position holder. The three remaining years will be a voting position. During the transition year, the incoming and outgoing Treasurer position-holders shall audit and reconcile the budget.

## **ARTICLE V: Executive Committee**

**Section 1:** The Executive Committee shall consist of the administrative Officers of the Society including the President, President-Elect, Immediate Past President, Vice President, Secretary, and Treasurer.

**Section 2:** The Executive Committee will also consist of regional representatives from the Northern Region, Southwest Region and Southeast Region. The regional representative position is a 2-year term with voting privileges.

**Section 3:** The Executive Committee will perform routine administrative and corporate functions related to the concerns of the Society. This Committee shall meet a minimum of four times per year at the call of the President or upon written request of two other of its constituent members.

**Section 4:** A quorum for the transaction of business by the Executive Committee shall consist of a majority of the body. In the absence of a quorum, business may be transacted by an e-mail vote.

**Section 5:** The President of the Society shall be the Chair of the Executive Committee.



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**Section 6:** An individual member of the Executive Committee who is absent from a meeting of the Committee may designate another member to cast a proxy vote in their stead. The proxy vote must be designated in writing by the absentee member and deposited with the President before a vote is taken.

**Section 7: Conflict of Interest**

An officer may not take any action in their official capacity with the Society in any matter in which their impartiality might reasonably be questioned, including but not limited to instances in which they have a personal interest in the matter, whether direct or indirect, and whether pecuniary or otherwise. However, an Officer may act in such a matter if a majority of the Executive Committee gives its approval after full disclosure by the Officer of the fact.

**Article VI: Review Committee**

**Section 1:** The Review Committee shall be chaired by the Immediate Past-President and its membership shall include the President, Vice President, and President-Elect. Membership on the Review Committee precludes election as a candidate on the ballot. At the winter meeting of the Executive Committee in January, a review of upcoming position vacancies will be completed. Notice of open positions will be sent out to the membership, along with instructions and deadlines for expressing interest in open positions. Upon receipt of all applications, the Review Committee shall review and make decisions for the following year. Notification shall be made to all applicants, followed by notification to the membership. New members of the Executive Board shall be introduced at the Annual Conference.

**ARTICLE VII: Committees**

**Section 1:** The standing committees for the Society shall be: Executive, Outcomes, Student, Education and Development, and Health Policy and Reimbursement.

**Section 2:** The committee chairs shall hold office until their qualified successors have been duly appointed.

**Section 3:** The Executive Committee may appoint and dissolve special committees, with a majority vote, as necessary.





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**Section 4:** Appointed Committee Chairperson(s) must maintain active member status throughout the term of appointment. Newly appointed Committee Chairperson(s) will have until the next annual membership dues to become an active member of MSCVPR. Delinquency in paying dues will result in loss of Chairperson status.

**Section 5:** The President, in consultation with the Committee chairperson shall appoint all committee members. Committees should consist of at least two members, as appointed by the President. Appointments to committees will ordinarily be for two-year terms, however, a person may be re-appointed.

**Section 6:** When requested, committee chairpersons shall report to meetings of the Executive Committee.

### **ARTICLE VIII: Funds**

**Section 1:** The funds of the Society shall be derived from membership and events, as well as from endowments, gifts, grants, bequests, and other such sources as the Executive Committee sanctions.

**Section 2:** MSCVPR will provide funding for the President to attend the Annual AACVPR conference in the amount of \$1500. This amount will be used for registration, airline flights, food stipend, transportation and hotel accommodations.

### **ARTICLE IX: Meetings**

**Section 1:** An Annual Business Meeting of the Society shall be held to conduct corporate business, to certify the selection of officers and for such other business as the Executive Committee may designate. The Executive Committee shall select the date and site for each Annual business Meeting.

**Section 2:** In conjunction with each Annual Business Meeting, the Society will conduct continuing education and research sessions on scientific, clinical and professional topics pertinent to the field of cardiovascular and pulmonary rehabilitation. Attendance at these sessions shall be open to all, whether members of the Society or not.



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**Section 3:** The President-Elect, with the support of the executive committee, shall make arrangements for the annual meeting.

**Section 4:** The Society may sponsor, co-sponsor or endorse meeting of other organizations. Sponsorship and authorization for endorsement shall be granted upon approval of the Executive Committee.

### **ARTICLE X: Discipline**

Any member of the Society may be disciplined or expelled for conduct, which in the opinion of the Executive Committee, is derogatory to the dignity of or inconsistent with the purposes of the Society. The expulsion of a member may be ordered only upon the affirmative vote of two-thirds of the Executive Committee present at a regular or special meeting, provided a quorum takes action, and only after such member has been informed of the charges against them and had been given an opportunity to refute such charges before the Executive Committee. The expulsion of a member may only occur in accordance with the AACVPR policies and procedures.

### **ARTICLE XI: Amendments**

These bylaws may be amended at any regular or special meeting of the Executive Committee, or by e-mail vote. Any member in good standing may bring an amendment to the Executive Committee for consideration. The Executive Committee is to decide whether the amendment warrants consideration for a vote. A favorable vote of two-thirds of the Executive Committee shall be required for an amendment. No e-mail vote shall be valid beyond thirty days after official notification by the Secretary.

### **ARTICLE XI: Dissolution**

**Section 1:** The Society shall not be dissolved while twenty members in good standing dissent. No proposal for dissolution shall be considered unless four weeks' notice is given to each member of the Executive Committee and each member in good standing.

**Section 2:** In the event of the Dissolution of the Society, its assets shall be distributed to an organization or organizations engaged in activities similar to those for which this Society was established, provided that such organization or



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organizations are exempt from taxation under regulations of the United States Internal Revenue Service. The Executive Committee shall be responsible for selecting the organization or organizations in accordance with the stipulations contained in this section.

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