



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 (National Asthma Education and Prevention) and global guidelines (GINA-Global Initiative for Asthma) 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. Professional membership shall be offered 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. Associate membership shall be offered to any individual with an interest in the field of asthma education that wishes to increase her or his asthma knowledge. Associate members have full voting privileges. Student memberships are open to full-time students in nursing, medicine, pharmacy, respiratory care, social work or others enrolled in a full-time training program related to asthma care. Proof of current enrollment is required. Student 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 and global 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.
- Work to ensure long-term financial stability, monitor the use of funds, and ensure that controls are in place to protect the organization against error or fraud.
- Follow the Code of Ethics and Conflict of Interest Policies as noted in the Policy manual.

The Board may employ individuals or entities to manage the administration of daily Association activities, Board policies and programs. The Board shall have the authority to enter into contracts with said individuals or entities and shall also have the authority to terminate said contracts.

Section 3 – Composition

A Board of Directors shall be elected by the general membership and each elected member of the Board shall serve a three-year term, with one third of the members being replaced or re-elected each year. All members of the Board of Directors shall be voting members. No more than two Associate members may serve on the Board of Directors at any given time. Student members may not serve on the Board of Directors.

An Emeritus member(s) may be appointed by the Board of Directors. The total of emeritus members shall be limited to 25% of the total Board of Directors. The Emeritus member(s) may serve as long as the Board of Directors deem necessary. If an Emeritus member seeks election to the Board, they must first resign the Emeritus status before seeking election to the board. The Board may ask the Emeritus member(s) to fill vacancies on the Board until such time as a new member is appointed or elected. In this situation the Emeritus member will have full voting rights.

Section 4 - Election and Term

Annually, the Nominating Committee shall survey the general membership in September for nominations. Once nominees are designated the nominating committee shall interview each candidate and discuss the role of the board members. The nominating committee will then present a slate of nominees for approval by the Board of Directors by October 5th. 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. This process shall be completed by October 15th of every year.

The Board of Directors shall vote to approve the slate. Upon Board approval, the Chair of the Nominating Committee shall instruct the Management Company to send out requests for nominees, ballots and 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 using the email address in the AAE membership directory. Voting procedures and deadlines shall be clearly indicated on all ballot information. Only ballots received in accordance with the procedures and deadline shall be deemed valid and counted. The requisite number of candidates receiving the highest number of votes shall be elected. In the event of a tie vote, the Board of Directors shall announce the existence of the tie vote. A ballot containing only the tied vote recipients will be voted upon by the current Board of Directors to determine which candidate is elected.

- 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 on January 1 of the year following the year such member is elected.

- Following the completion of a Director's term, they 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, they 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 their 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.

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. The resigning Director shall provide two weeks' notice of their intention to resign their position. 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 Policy, shall be grounds for the Board to consider termination of membership on the Board of Directors. 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, a Treasurer and possibly one Emeritus member. All officers shall have full voting privileges with the exception of Emeritus member(s).

Section 2 - Election and Term of Officers (Executive Board)

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 additional term(s) but may not serve for longer) three (3) 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. 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 Executive Committee will appoint an Interim President. The board in its search for a President may consider the President Elect, Immediate Past President, or an experienced member who has served on the Executive Committee.
- 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 advice and expertise to deliberations of the board.

Section 4 - 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 their predecessor.

Section 5-Resignations

A director may resign by giving written notice to the President. Unless otherwise specified in the notice. The resignation shall take effect two weeks from the date of notification and acceptance of the resignation shall not be required.

Section 6- 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 conflict with the Board of Ethics Policy shall be ground for the Board to consider termination of Membership on the Board of Directors.

Section 9 - Indemnification

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

Article VI - COMMITTEES

Section 1 - Committees

The Board of Directors shall establish an Executive Board, as noted in Article 5 Section 2 and this Executive Board shall have the authority to act on behalf of the full Board when such action is required between regular and Special Board meetings.

Standing committees shall be Operations, Public Relations and Advocacy, Strategic Planning, Education and Finance and shall be chaired by members of the Executive Board.

Section 2 – Executive Board

There may be an Executive Board of up to (8) members empowered to exercise the authority of the Board in the interim between meetings of the Full Board. The Executive Board shall consist of the President, President-elect, Immediate Past President, Vice-President, Secretary, Treasurer and possibly Emeritus. 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 Board. Although the Executive Board 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 Board may meet during the months that a Full Board does not meet. Any action of the Executive Board shall be reported to the Board by distribution of minutes of Executive Board meetings. The Full Board shall ratify, reverse, or amend such actions at its next meeting.

Section 3 - 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 six (6) times annually. Meetings may be attended in person or by telephone conference or video chat, however, a minimum of one meeting shall be conducted in person during the year. The first meeting shall occur in January. Meeting dates shall be established in January

for that year by the Board of Directors and reminders shall be sent along with an agenda and other reports at least one week 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' notice via email. 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 Cheat Sheet for Nonprofits (<https://www.boardeffect.com/blog/roberts-rules-of-order-cheat-sheet/>).

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. Participation via teleconference shall be considered in person. Voting may be conducted electronically if all members of the Board have equal access to such a system. In such a situation, an absentee ballot shall be posted on the website.

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 - Checks

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 additional member of the Executive Board. Any expenditure over \$10,000 must be approved by the full Executive Board.

Section 3 - Financial Review

The financial books of the Association shall be reviewed by an independent certified public accountant on an annual basis. The results of said account shall be provided, in writing, to the Board of Directors when completed.

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 © (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 provided to the membership at least thirty (30) days prior to the board meeting via electronic mail 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

Amended September 2017

Amended October 2018

Amended January, 2022

Amended January, 2023