

**BYLAWS OF THE
MISSOURI/KANSAS ASSOCIATION OF
CARDIOVASCULAR AND PULMONARY REHABILITATION**

MISSION STATEMENT

Promoting excellence in delivery of Cardiac and Pulmonary Rehabilitation programming that meets the highest quality of current evidence-based standards and guidelines.

ARTICLE I – NAME

Section 1: Name

This organization shall be known as the Missouri/Kansas Association of Cardiovascular and Pulmonary Rehabilitation or MOKSACVPR a joint affiliate of the American Association of Cardiovascular and Pulmonary Rehabilitation or AACVPR.

Section 2: Use of the Name

The name of this organization shall not be used for any purpose without specific written permission from the President after approval by the Board of Directors.

ARTICLE II – OBJECTIVES

The objectives of the Association shall include but not be limited to:

- Providing superior continuing education opportunities for Cardiac and Pulmonary Rehabilitation professionals.
- Representing Cardiac and Pulmonary Rehabilitation interests at the local, state, regional, and national levels.
- Providing networking opportunities for the healthcare professionals working in Cardiac and Pulmonary Rehabilitation.
- Providing relevant and valuable information and resources specific to Cardiac and Pulmonary Rehabilitation services.
- Facilitating communication among healthcare professionals working in Cardiac and Pulmonary Rehabilitation.
- To support the efforts of the AACVPR and other organizations having professional interests similar to that of MOKSACVPR.

ARTICLE III – MEMBERSHIP

Section 1: Membership Qualifications

- Any individual that is involved or has an interest in cardiovascular and pulmonary health and/or rehabilitation shall be eligible for membership in the Association.
- Membership in the Association is for one year from July 1 to June 30.
- An individual shall be considered a member of the Association upon payment of the annual dues.
- Members of the Association shall be eligible to benefits outlined in Article III, Section 3.

Section 2: Membership Dues

- The amount of annual dues will be set by AACVPR.

Section 3: Membership Benefits

Members of MOKSACVPR shall receive the following benefits:

- Opportunity to attend MOKSACVPR educational conferences and receive educational CEU's at a discounted cost.
- Periodic email newsletters and periodic web-blasts with the latest news in Cardiac and Pulmonary Rehabilitation.
- Current MOKSACVPR membership directory.
- Options to promote pertinent continuing education programs provided or sponsored by the member's facility through MOKSACVPR website.
- Access to relevant, up-to-date information and resources on Cardiac and Pulmonary Rehabilitation.
- Opportunity to network with other multidisciplinary healthcare professionals in the field of Cardiac and Pulmonary Rehabilitation.
- Opportunity to personally contribute to the field of Cardiac and Pulmonary Rehabilitation by serving on MOKSACVPR committees and Board of Directors.

Section 4: Termination of Membership

- **Admission, Resignation, Termination.** Admission to membership is according to procedures approved by the Board of Directors and continues for as long as the member meets eligibility, dues, and other membership requirements and until resignation or termination. A member may resign upon notice to the Association. A member may be terminated for non-payment of dues or discontinuation of eligibility upon notice to the member; a member may be terminated for other reasons by the Board of Directors following 20 days written notice to the member and the member's opportunity to respond.

Section 5: Member Recognition Award

- The Outstanding Member Award is presented annually at the MOKSACVPR Education Meeting to a nominee whose ideas, committee work, and/or leadership have benefitted the MOKSACVPR in a significant way during the previous year.
- The recipient is selected by vote of the Board of Directors members and the last award recipient.
- Requirements for nominations include:
 - Current member.
 - Member for a minimum of two years.
 - Currently active in Cardiovascular and/or Pulmonary Rehabilitation or a closely related field of practice.
 - Not a previous member of the year award recipient in the past three (3) years.
- Award recipients receive complimentary registration to the annual MOKSACVPR conference and one-year complimentary membership.

ARTICLE IV – MEETING OF MEMBERS

- An annual Business Meeting of the Association shall be held to conduct corporate business for such business as the Board of Directors may designate.
- The annual Business Meeting of the Association shall be held in conjunction with the Association's annual Education Meeting.

ARTICLE V – BOARD OF DIRECTORS

Section 1: Governing Body

- The affairs of the Association shall be managed by and under the direction of its Board of Directors.
- Duties of the Board of Directors shall include but not be limited to:
 - Perform all duties entrusted to the Board of Directors.
 - Develop and abide by the Bylaws of the Association.
 - Supervise and direct the business and financial affairs of the Association.
 - Develop, monitor, and evaluate programs which further the mission of the Association.
 - Provide oversight and direction to the committees, task forces, and work groups as assigned in accordance with the policies of the Association.
 - Identify relevant professional issues for presentation to and action by the membership.
 - Act on the recommendation of any and all committees, task forces, or work groups properly brought before it.
 - Carry on the work of the Association ensuring no part of the net earnings of the corporation shall benefit any member, officer, or private individual.

Section 2: Qualifications

- Board members must maintain full membership status to be elected and serve. A change in membership status shall automatically disqualify an incumbent from holding office.
- Members may hold both a slated office and an appointed Committee Chairmanship only with the approval of the President of the Association.

Section 3: Composition of the Board

- The Association Board of Directors shall consist of the slated officers and appointed Chairpersons and Coordinators.
- The slated officer of the Association shall include:
 1. President.
 2. President-Elect.
 3. Immediate Past President.
 4. Secretary.
 5. Treasurer.
 6. Slated Members-at-Large, one representative from each state of Kansas and Missouri.
- The following Chairpersons and Coordinators shall be appointed by the President of the Association:
 1. Education Committee Chairperson.
 2. Nominations Coordinator.
 3. Membership & Communications Coordinator.
 4. Website Coordinator.
 5. Standards and Issues chairperson.
 6. Program Certification chairperson.
- Officers, Chairpersons, and Coordinators shall perform the duties of their position as prescribed by these bylaws.
- Officer terms shall begin in coordination of the annual Education Meeting followed by a one to two-month officer transition period.

Section 4: Election of Officers

- Election of Officers shall be slated by the current Board of Directors annually and announced at the annual Education Meeting.
- Slated Officers shall continue in office until their successors have been duly taken into office with a transition period.
- Slated Officers may only hold the same office for two successive terms.

Section 5: Term of Office for Slated Officers

- President: One-year term with preceding one year as President-Elect and succeeding one year as Past-President.
- President-Elect: One-year term with succeeding one-year term each as President and Past-President.
- Past-President: One-year term with preceding successive one-year terms each as President-Elect and President.
- Treasurer: Two-year term with new officer selection in odd numbered years.
- Secretary: Two-year term with new officer selection in even numbered years.
- Members-at-Large: Two-year term with new officer selection annually alternating odd & even years. (Missouri in the odd numbered years and Kansas in the even numbered years)

Section 6: Terms of Office for Appointed Positions

- Education and Program Committee Chairperson: One-year term succeeding one-year term as an Education Committee member.
- Membership Coordinator: One-year term.
- Communication Coordinator: One-year term
- Nominations Coordinator: One-year term
- Program Certification Coordinator: One-year term
- Standards and Issues Coordinator: Two-year term
- Website Coordinator: One-year term

Section 7: Meetings of the Board

- The Board of Directors shall meet a minimum of 6 times annually to address the business of the Association.
- Meeting date and time will be set by the President with written notice given to the Board Members at least one month in advance.
- A two-thirds majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.
- Each member of the Board shall have only one vote as a Board member, no proxy voting shall be valid.
- Any individual member of the Board of Directors who is absent from more than three board meetings annually may be removed by the Board.

Section 8: Vacancies

- In the case of death, incapacity, or resignation of any officer, except the President-Elect, during a term of office, the vacancy shall be filled by the action of the remainder of the Board of Directors.
- In the case of a vacancy in the office of the President-Elect, the Nominating Coordinator may appoint a member in good standing to be approved by a simple majority vote of the Board of Directors.

- In event of the vacancy of the President due to resignation, death, or removal, the President-Elect shall assume the responsibilities and duties of this position immediately.

ARTICLE VI – OFFICERS

Section 1: President

The President shall be the principle officer of the Association and shall fulfill the following duties:

- Serve for a term of one year.
- Preside at all meetings of Board and the Association Membership or she/he designee.
- Call the Board meetings provided for in Article V, Section 7.
- Make appointment for Officer, Committee Chairperson, and Coordinator vacancies.
- Appoint Committee Chairpersons, Coordinators, and members of special committees.
- Serve as an ex-officio member of all committees.
- Have the power to give receipts and releases in the Association’s name for cash received.
- Have signature authority of all the funds and property of the Association.
- Have such other powers and duties as may be assigned by the Board of Directors.

Section 2: Past-President

The Past-President shall fulfill the following duties:

- Serve for term of one year.
- Serve as member of the Education Committee.

Section 3: President- Elect

The President-Elect shall fulfill the following duties:

- Serve for term of one year.
- In the absence or disability of the President, perform all the duties of the President and in so acting shall have all powers of the President.
- Have the power to give receipts and releases in the Association’s name for cash received.
- Have signature authority of all the funds and property of the Association.
- Accept applications for membership on all standing Committees of the Association.
- Serve as the President of the Association after one term as President-Elect unless the officer is removed according to Article IV, Section 8.

Section 4: Secretary

The Secretary shall fulfill the following duties:

- Serve for a term of two years.
- Keep and maintain official records and minutes of all the meetings of members and the Board of Directors.

Section 5: Treasurer

The treasurer shall fulfill the following duties:

- Maintain current D&O and general liability insurance coverages.
- Serve for a term of two years.
- Receive and safely keep all funds of the Association and deposit them in such bank or banks as may be designated by the Board of Directors.
- Have the power to give receipts and releases in the Association's name for cash receipts.
- Have signature authority of all the funds and property of the Association.
- Oversee the collection, payment, and record of monies for all Association activities and obligations, in accordance with policies and procedures established by the Board of Directors.
- Submit monthly financial reports to the Board of Directors at regularly scheduled Board of Directors meetings.
- Submit an annual financial report to the Board of Directors for review.
- Complete or appoint designee to file the annual Registration Report (non-profit) form with the Missouri Secretary of State.
- File annual IRS (form 990/990EZ/990N)

Section 6: Members-at-Large

The members-at-large shall fulfill the following duties:

- Serve for a term of two years.
- Serve as a representative of their respective states by acting as active members of the Board of Directors.
- Serve one term on a committee as designated by the President.

Section 7: Removal

Any slated officer may be removed at any time, with or without cause, by a two-thirds vote of the Board of Directors whenever, in its judgment, the interest of the Association would thereby best be served.

Section 8: Resignation

Any Officer, Committee Chairperson, or Coordinator may resign by submitting a written resignation, with a thirty-day notice, to the Board of Directors.

ARTICLE VII- STANDING COMMITTEES/POSITIONS

Section 1: Education Chairperson Committee

- The Education and Program Committee shall organize and coordinate the annual Association Education Meeting and any additional educational programs offered by the Association.

Section 2: Membership & Communications Coordinator

- The Membership & Communications Coordinator shall be responsible for recruiting and securing member of the Association, for maintaining a current Association membership list, and current Missouri and Kansas Cardiac and Pulmonary Rehabilitation program list.
- The Membership & Communication Coordinator shall be responsible for the development and distribution of the Association's communications.

Section 3: Nominations Coordinators

- The Nominations Coordinator shall be responsible for selecting candidates for each office and submitting to the Board for approval.

Section 4: Program Certification Coordinator

- The Program Certification Coordinator she be responsible for serving as a resource to bi-state Cardiac and Pulmonary Rehabilitation Programs applying for AACVPR Program Certification and/or Re-Certification.

Section 5: Standards and Issues Chairperson

- The Standards and Issues Chairperson shall be responsible for maintaining knowledge of current regulatory standards of practice for Cardiovascular and Pulmonary Rehabilitation.
- Shall serve as a resource to the Association membership for interpretation of standards of practice for Cardiac and Pulmonary Rehabilitation.
- Shall address current issues regarding third party reimbursement and acts as a liaison with insurers to promote Cardiovascular and Pulmonary Rehabilitation.
- Shall serve as the Reimbursement Contact Person and will represent the Association on the Medicare Administrative (MAC) J5 Committee.

Section 6: Website Coordinator

- The website coordinator shall be responsible for development, updating and maintenance of the Association website including submission of material and instructions to the website developer.

ARTICLE VIII- COMPENSATION

Section 1: Personal Benefit

- No part of the net earnings of the Association shall benefit or be distributed both to its Members, Officers, Committee Chairpersons, Coordinators or other private persons except that the authorization be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its exempt purpose.

Section 2: Reimbursement of Expenses

- Officers, Committee Chairpersons, or Coordinators shall be eligible for reimbursement of approved expenses incurred in the execution of their role with the Association.
- Incurred expenses may include but not limited to travel, registration and/or lodging required to attend the annual Education Meeting or conduct specific approved business of the Association.
- Reimbursement will be distributed within 30 days of receipt by the Treasurer of required expense receipts and completed Association Expense Report.
- To be eligible to receive reimbursement, Board members shall have participated in a minimum of 75% of the monthly Board meetings held during their term of office.
- Current President will be eligible for reimbursement of approved expenses to attend AACVPR Annual Conference, dependent upon current minimum asset balance of \$10,000. Expenses may include but not be limited to, travel, registration, and/or lodging required to attend.
- Two Missouri and One Kansas representative of the Officers, Committee Chairpersons, or Coordinators will be eligible for reimbursement of expenses to attend Day on the Hill in Washington, D.C., dependent upon current minimum asset balance of \$10,000. Expenses may include but not be limited to, travel, registration, and/or lodging required to attend, as deemed necessary by Board of Directors.

ARTICLE IX – FISCAL PROCEDURES

Section 1: Fiscal Year

- The Board of Directors shall fix the fiscal year of the Association.

Section 2: Annual Budget

- The Board of Directors shall, by such procedures as it may prescribe, adopt a budget for each fiscal year appropriating and authorizing expenditures of funds for the operation of the Association.
- Funds to meet this budget are provided by the member's dues or through other means commensurate with the purposes of the Association and in accordance with all applicable local, state, and federal laws.

Section 3: Contracts

- The Board of Directors may authorize any officer, agent or agents of the Association, in addition to the officers authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or may be confined to specific instances.

Section 4: Checks, Drafts, or Orders

- All checks, drafts, or orders for payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by the Treasurer, or in the absence of the Treasurer, by the President or President-Elect in accordance with the policies of the Association.

Section 5: Deposits

- All funds of the Association shall be deposited to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 6: Gifts

- To the extent not inconsistent with the Association's tax status or the law, the Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise in accordance with the purpose of the Association.

Section 7: Annual Dues

- Annual dues will be set by AACVPR.

ARTICLE X – REGULATION OF CORPORATE COMPLIANCE

The affairs of the Association shall be subject to the following provisions:

Section 1:

- Neither the members of the Association nor the Board of Directors shall have power or authority to do any act that will prevent the society from being an organization described in Section 501c(3) of Internal Revenue Code or corresponding provisions of any subsequent federal tax law.

Section 2:

- No part of the net earnings of the Association shall inure to the benefit of or be distributed to its members or any other private person, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered.

Section 3:

- Notwithstanding any other provision of these Articles, no substantial part of the activities of the Association shall be or consist of carrying on propaganda or otherwise attempting to influence legislation inconsistent with the mission and values of MOKSACVPR. The Association shall not participate or intervene in (including the publication or distribution or statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE XI – AMENDMENTS

Section 1:

- Amendments of these Bylaws may be initiated annually, reviewed, and approved by the Board of Directors and posted on the website for membership viewing.

Section 2:

- Amendments may also be initiated by a majority vote of the Board of Directors as needed.

ARTICLE XII – DISSOLUTION

Section 1: Member Assent

- The Association shall not be dissolved while twenty Members in good standing dissent.

Section 2: Notice

- No proposal for dissolution shall be considered unless four-week notice in writing is given to each member of the Board of Directors and each Member in good standing.

Section 3: Distribution of Assets

- In the event of the Dissolution of the Association, its assets shall be distributed to an organization or organizations engaged in activities similar to those for which this Association was established, provided that such organization or organizations are exempt from taxation under regulations of the United States Internal Revenue Service.
- The Board of Directors shall be responsible for selecting the organization or organizations in accordance with the stipulations contained in this section.

Reviewed: 01/2001

Reviewed: 08/2001

Reviewed: 10/2004

Reviewed: 12/2004

Reviewed: 06/2005

Reviewed: 09/2006

Reviewed: 05/2010

Reviewed: 01/2011

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