

FLORIDA
CARDIOVASCULAR &
PULMONARY REHABILITATION
ASSOCIATION

ARTICLE I

The Florida Cardiovascular & Pulmonary Rehabilitation Association will be referred to as FCVPR.

ARTICLE II

FOCUS

Section 1: Purpose

The Florida Cardiovascular & Pulmonary Rehabilitation Association recognizes that cardiovascular and pulmonary rehabilitation is an interdisciplinary approach to cardiovascular and pulmonary disease providing comprehensive medical services that include assessment and evaluation, risk factor reduction, education, counseling, and behavioral interventions and prescribed exercise therapy. FCVPR is dedicated to the advancement of clinical practice, promotion of scientific inquiry, and provision of education in both primary and secondary prevention that benefits the profession, medical community and the public.

Section 2: Goals

1. To support and promote current guidelines (*AHA Consensus Panel Statement Guide to Comprehensive Risk Factor Reduction for Patients with Coronary and Other Vascular Disease, AHCPR Clinical Practice Guideline Cardiac Rehabilitation, AACVPR Guidelines for Cardiac Rehabilitation and Secondary Prevention, Pulmonary Rehabilitation: Joint ACCP/AACVPR Evidence-Based Guidelines, AACVPR Guidelines for Pulmonary Rehabilitation Programs*) and standards of practice consistent with quality care in the management of patients at risk or with known cardiopulmonary disease.
2. To provide leadership and support for professionals in the field of cardiopulmonary rehabilitation through a professional state organization that provides a forum for open communication and exchange of information and ideas.
3. To promote, primary *prevention*, early detection, and *secondary prevention/rehabilitation* in the management of individuals at risk or with known cardiopulmonary disease.
4. To provide professional resources and dissemination of information to physicians, payers, providers and the Florida community on the detection, prevention and treatment of cardiopulmonary disease.
5. To encourage, support, coordinate and collaborate with the AACVPR Committee on Research and other professional institutions, organizations or individuals on evidence based research in the field of cardiopulmonary primary and secondary prevention programs.

6. To assist AACVPR in developing, reviewing, or revising the *Guidelines for Cardiac Rehabilitation and Secondary Prevention* and *Guidelines for Pulmonary Rehabilitation* for the ongoing development of safe and effective standards of care and program operations.
7. To provide professional assistance and support to members and programs within the state in the delivery of quality programs that meet organizational, state and local regulatory requirements.
8. To provide and/or sponsor educational programs and scientific meetings for the professional growth and development of professionals engaged in the delivery of cardiopulmonary rehabilitation programs or services.

ARTICLE III MEMBERSHIP

Section 1: Qualifications

Members shall be health care professionals involved in the delivery of comprehensive preventive or rehabilitative interventions for cardiopulmonary disease that include exercise training, education, counseling regarding risk reduction, lifestyle changes, and behavioral interventions.

Section 2: Rights and Responsibilities

Members in good standing have the *right* to vote, hold office, serve on and or chair a committee.

Members have the *responsibility* to be current with payment of dues and fees.

Section 3: Membership Dues

1. Annual dues shall be determined by a majority vote of the Board of Directors of FCVPR.
2. Applications for membership must be accompanied with payment of dues.
3. Membership is on an annual basis.

ARTICLE IV OFFICERS

Section 1: Elected Officials

1. Elected officers of FCVPR shall consist of President, President-Elect, Secretary, and Treasurer.
2. Elected officers and committee chairpersons must be dues paid members and should attend 75% of Board of Directors meetings during the calendar year; January 1st to December 31st. The President with consensus of elected officers will determine the dates for meetings.
3. No elected officer shall be financially compensated for performing the duties of his/her office.
4. Elected officers and committee chairpersons may be entitled to honorariums associated with educational presentations and or forums and travel expenses that may include mileage, lodging or food within the constraints of the annual budget and upon a majority vote of the elected officers.

Section 2: Duties of Office

1. **President shall:**
 - a. Previously have serviced as President-Elect for the immediate one calendar year prior to assuming Presidency.
 - b. Serve for a period of one calendar year.
 - c. Attend and preside at all Board of Directors meetings
 - d. Attend and preside at the Annual Seminar and General Members meeting.
 - e. Recommend, establish, and approve Ad Hoc committees, as need dictates for special projects and or initiatives.
 - f. Provide leadership and administer the overall operations of FCVPR.
 - g. Appoint successors for elected officers or committee chairpersons in the event an officer or committee chair is unable or unwilling to serve his/her term until the next election or term of appointment.
 - h. Appoint Honors and Recognition Awards Ad Hoc Ambassador (Honors and Recognition Awards) from the Board of Directors to select a slate of candidates for recognition of members who have contributed exemplary commitment and service to the organization for approval by the Board of Directors. Honorees to acknowledged and announced at the State Conference and General Meeting.
 - i. Serve as a mentor to the President-Elect.

- j. Oversee, monitor, and provide leadership and direction to committee chairperson as and committee members.
- k. Collaborates with elected officers and provides leadership and direction for the overall strategic plan, goals, and objectives of the organization for the calendar year to be approved by a majority vote of the Board of Directors.
- l. Collaborates with elected officers on the preparation of the annual budget for the calendar year to be approved by a majority vote of the Board of Directors.
- m. Serve as Past President for a period of one year upon completion of term as President.

2. President-Elect shall:

- a. Serve for a period of one calendar year immediately prior to assuming the responsibilities of the President.
- b. Become well versed in the responsibilities and duties of the President and financial operations of the organization to ensure an efficient and orderly presidential succession at the expiration of the current President's term of office.
- c. Assist the President as needed and requested.
- d. Serve as Chairperson for an Ad Hoc Committee (Nomination) that shall include two or three elected officials to provide nomination and a slate of officers to the Board of Directors for approval no less than 90 days prior to the Annual Seminar and General Members Meeting
- e. Serve, as an ex-officio committee member on any committee on an as needed basis at the request of the President.
- f. Assume the duties of the President in the absence of the President or in the event that the President is unable or unwilling to complete his/her term of office.
- g. Review and revise bylaws for approval by the Board (majority vote) prior to assuming the duties and responsibilities of President.

3. Secretary shall

- a. Serve for a period of one year.
- b. Serve as the historian for the organization maintaining current and past records of meetings, conferences, by-laws and other communications as requested by the Board of Directors.
- c. Keep minutes at the all Board of Directors meetings and at the General Meeting held annually at the state conference.
- d. Distribute minutes of any and all Board meetings to officers and committee chairpersons within 30 days of meeting date.

- e. Coordinate and provide adequate notification to all officers and committee chairpersons of pending Board of Directors meetings, General Membership Meeting, or other special meetings (30 days advance notice).
- f. Review minutes of previous Board of Directors meeting for any additions, corrections and or final approval at next scheduled Board of Directors meeting.
- g. Coordinate the development, editing and distribution of the quarterly FCVPR Newsletter.
- h. Recommend and serve as Chairperson for an Ad Hoc committee (Publications) for assisting with the development and editing of articles, publication and distribution of the quarterly FCVPR Newsletter and development of Website as need dictates with approval of the President and elected officials.
- i. Coordinate and oversee all mailings to Board of Directors and general members as requested by the President.
- j. Coordinate and implement the mailing of the slate officers to all active members in good standing 45 days prior to January or the beginning of the calendar year in which they will assume duties and responsibilities.

4. Treasurer shall:

- a. Serve for a period of one year.
- b. Monitor all deposits and disbursements relative to any and all accounts of FCVPR as approved by the Board of Directors (50% majority vote).
- c. Prepare, present, and distribute a *year to date* summary of current year's financial operations (revenues and expenses) at **scheduled** Board of Directors meetings.
- d. Assures that all state/federal tax forms, as required by law, are completed and mailed to meet established deadlines.
- e. Prepare and present a year to end summary of the organizations financial operations for the Board of Directors in December or the end of the calendar year.
- f. Maintains current financial records of deposits and disbursements that shall be made available to elected officers and Board of Directors on an as needed basis at the request of the President
- g. Maintains financial operations and records that may be efficiently and accurately produced for audit purposes at the request of the President, elected officers or outside regulatory agencies.
- h. Recommend and serve as Chairperson for an Ad Hoc Committee (Membership) for assisting with recruitment of new members, processing and cataloging of

applications and collection of membership fees as need dictates with approval of the President and elected officials.

5. Past President shall:

- a. Oversee, monitor and advise the Board of Directors on parliamentary procedure at Board of Directors meetings and at the Annual Conference and General Membership meeting.
- b. Serve as an advisor to the President for a term of one year upon completion of his/her term as President.
- c. Serve as an ex officio committee member on any committee as need dictates at the request of the President
- d. Serve as the spokesperson and Ambassador for the organization, promoting the strategic plan and goals of FCVPR.
- e. Serve as Chair of Strategic Planning Committee for a period of one year.

ARTICLE V

The Board of Directors

Section 1: Number, Qualification and Term

The business and affairs of the corporation shall be managed by a board of at least three (3) Directors, none of whom need be a resident of the State of Florida. Each Director except one appointed to fill a vacancy shall serve for one (1) year and until his/her successor shall be elected and shall qualify.

The Board of Directors shall be chaired by the President and shall consist of the Past-President, President-Elect, Secretary, Treasurer, Membership, and Regional Representatives.

Section 2: Responsibilities

1. Perform the duties of appointed office with due diligence in a reliable and efficient manner consistent with the approved strategic plan and goals of the organization.
2. Support and assist the President in overseeing the general operations and management of the organization.
3. Review the annual budget for synergy with the strategic plan and goals of the organization and for fiscal responsibility and recommends implementation accordingly.

Section 3: Vacancies

Any vacancy occurring in the Board of Directors, including any vacancy created by reason of an increase in the number of Directors may be filled by the affirmative vote of a majority of the remaining Directors. A Director elected to fill a vacancy shall hold office until the next election of Directors.

Section 4: Compensation

Directors shall not receive a salary for their services but, by resolution of the board, a fixed sum and expenses of attendance may be allowed for attendance at each meeting of the board. A Director may serve the corporation in a capacity other than Director.

Section 5: Removal

The entire Board of Directors or any individual Director may be removed from office without assignment of cause by the affirmative vote of a majority of the members entitled to vote. Any Director may be removed for cause by the affirmative vote of a majority of the outstanding members entitled to vote.

Section 6: Place of Meetings

All meetings of the Board of Directors may be held at the offices of the corporation or at any place that a majority of Directors may be resolution appoint.

Section 7: Annual Meeting and Meetings

The Board of Directors shall meet each year after the annual meeting of the membership to consider other business. The Board of Directors shall meet at least 4 times per year.

Section 8: Notice of Meetings

Notice of the annual meeting of the Board of Directors stating the place, day, and hour of the meeting, and in case of a special meeting, the purpose or purposes of the meeting shall be given by the Secretary of the corporation, or by any other Officer or Director. This notice shall be sent at least five (5) days but not more than sixty (60) days before the date of the meeting (unless otherwise required by law) to each Director. This notice may be given either personally or by sending a copy of the notice through the United States mail, email, or by telegram, charges prepaid, to the address of each Director appearing on the books of the corporation.

Section 9: Waiver of Notice

A Director may waive in writing notice of a special meeting or annual meeting of the board either before or after the meeting, and his waiver shall be deemed the equivalent of giving notice. Attendance of a Director at any meeting shall constitute waiver of notice of that meeting, unless he attends for the express purpose of objecting to the transaction of business because the meeting has not been lawfully called or convened.

Section 10: Quorum

Unless otherwise provided for in the Articles of Incorporation, at meeting of the Board of Directors a majority of the Directors in office shall be necessary to constitute a quorum for the transaction of business. If a quorum is present, the acts of a majority of the Directors in attendance shall be the acts of the board. Members of the Board of Directors (or an Executive Committee) shall be deemed present at any meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

Section 11: Adjournment

A meeting of the Board of Directors may be adjourned. Notice of the adjourned meeting or of the business to be transacted there, other than by announcement at the meeting at which the adjournment is taken, shall not be necessary. At an adjourned meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting originally called.

Section 12: Informal Action

If all the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writing or writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the board.

Section 13: Meetings by Conference Telephone

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone or similar communications equipment as provided by law but, regular meetings of the Board of Directors must be attended in fact in person by each Director.