

Bylaws
Southeast Regional Chapter
Society of Critical Care Medicine

The Corporation is organized and operated as a non-stock, not-for-profit 501(c)3 corporation exclusively for scientific and educational purposes without pecuniary gain or profit to its members or to any private individual. Its purpose shall be to improve care for patients with acute life-threatening illnesses and injuries, to promote the development of optimal facilities for this purpose, and to engage in any and all lawful activities incidental to the foregoing purposes. The Southeast Chapter (SE SCCM) is organized to represent these interests and the interests of its members in the following states: Alabama, Arkansas, Georgia, Kentucky, Louisiana, Mississippi, and Tennessee. The Corporation is required to report its business, educational, and scientific activities to the Society of Critical Care Medicine (SCCM) with offices in Mount Pleasant, Illinois, of which the corporation is a Chapter.

ARTICLE I. OFFICES

Section 1.1. Principal Office. The principal office of the Corporation shall be in the State of incorporation.

Section 1.2. Registered Office. The Registered Office of the Corporation shall be at such place as the Chapter Executive Committee shall determine, which may or may not be at the principal office of the Corporation.

Section 1.3. Other Offices. The Corporation may, in addition to its principal office, have offices at such other places as the Chapter Executive Committee may designate or as the business of the Corporation may require.

ARTICLE II. CHAPTER MEMBERS

Section 2.1: Levels of Chapter Membership. The Corporation shall have Chapter Members and Associate Chapter Members (In-training Chapter Members.) Chapter Members shall be physicians, nurses, respiratory therapists, dietitians, physical therapists, chaplains and other allied health professionals and personnel who are interested and involved in the care of critically ill patients. Associate Chapter Members shall be individuals who are enrolled in training programs that relate to critical care medicine. Each Chapter Member shall have one vote on any matter on which Chapter Members are entitled to vote, and shall enjoy all rights and privileges of the organization. Associate Chapter Members may attend the bi-monthly education meetings and shall have all rights and privileges of Chapter Members, except that they may not vote, may not attend corporate business meetings except by invitation, or hold office, except for the office of Committee Chair. Chapter membership and Associate Chapter membership in this Corporation are not transferable or assignable. At least 60% of chapter members must be full SCCM members. There must be at least twenty (20) total members for a chapter to exist.

Section 2.2. Election of Chapter Members. Persons interested in Chapter Membership or Associate Chapter Membership may request an application form from the Secretary, or the national

Society office, the SE SCCM web page or by applying on-line on the chapter's event registration webpage. All applications shall be made utilizing the Society's prescribed format. Applicants for Associate Chapter Membership may be asked to provide suitable documentation of their training status. Chapter membership may be renewed annually upon payment of dues. Associate Chapter Members, who are in training, are required to elevate to full Chapter Membership upon completion of training if they desire to remain a member.

Section 2.3. Dues and Assessments. Each Chapter Member and Associate Member shall pay such dues and assessments as established by the Society of Critical Care Medicine and assessments as established by the Chapter Board of Directors. A Chapter Member or Associate Chapter Member who fails to pay his dues or assessments will be removed from the membership. A portion of the dues will go to SCCM for administrative services and a portion will be returned to the Chapter.

Section 2.4. Resignation. A Chapter Member or Associate Chapter Member may resign at any time by giving written notice to SCCM. Such resignation shall take effect at the time of receipt of the notice, or at any later time specified therein. A resigning Chapter Member or Associate Chapter Member shall be relieved from liability for any dues or assessments levied with respect to any fiscal year commencing after the effective date of his resignation, but such resignation shall not relieve him of his obligation to pay any dues, assessment, or other charges accrued and unpaid as of the effective date of his resignation.

Section 2.5. Reinstatement. Former members, whose membership has been terminated related to non-payment of dues, shall be automatically reinstated if the dues are fully paid by the end of the calendar year in which such membership is terminated. Other former members who wish to rejoin shall reapply as new members and their seniority in the Chapter shall be from the year that they rejoined.

Section 2.6. Meetings. An annual chapter business meeting of chapter members shall be held no more than 30 days preceding or following the SCCM Annual Congress for the purpose of announcing officers and Board representatives as well as transacting other business. In addition, special chapter business meetings may be called at any time by the President or Board of Directors.

Section 2.7. Notice of Meetings. Written or electronic notice stating the place, date, and hour of the chapter meeting, and, in case of the special chapter meeting, the purpose or purposes for which such meeting is called shall be delivered to Chapter Members and Associate Chapter Members not less than ten (10) days before such meeting, by or at the direction of the President or the Board of Directors. Posting of such notices on the Chapter web site or sent by e-mail shall be considered delivered to membership.

Section 2.8. Quorum and Voting. At any meeting of chapter members, a chapter member may vote by proxy given in writing with their full signature to another member. Such proxy shall be valid only for that meeting, and shall be revoked automatically if the Chapter Member attends the meeting. Three Chapter Members or Chapter Members holding proxies for at least three (3) votes entitled to be cast shall constitute a quorum at any meeting. If a quorum is not present, either in person or by proxy, a majority of the Chapter Members present may adjourn the meeting until a quorum is present. Voting by

means of the Internet, or by any mechanism approved by the Chapter Executive Committee, is permissible.

ARTICLE III. BOARD OF DIRECTORS

Section 3.1. Powers. The funds and business of the Corporation shall be managed by a Board of Directors, which shall exercise all the usual powers of a managing board. Specifically, the Board of Directors shall (a) oversee the functioning of the Corporation; (b) ensure the orderly transfer of the administration of the Corporation from the retiring to the incoming officers and Board representatives; and (c) formulate long-range plans for the Corporation. The Board of Directors will review and approve the Annual Chapter Report that is submitted yearly to SCCM The Board of Directors will also review nominees from the list of submitted nominations for open officer positions and will select the nominees for the official ballot.

Section 3.2. Composition. The Board of Directors shall be composed of five (5) ex-officio representatives and at least five additional representatives. All Board of Directors representatives must be Chapter Members in good standing. The Board of Directors representatives, each of whom shall have one vote, shall be as follows:

(I) Chair of the Board of Directors:

The immediate Past-President shall serve as the Chair of the Board of Directors for a two year term and will preside over meetings of the Board.

(II) Ex-officio Board of Directors Representatives:

The ex-officio Board of Directors representatives shall be the following five (5) officials of the Corporation: the President, the President-elect, the Immediate Past-President, the Secretary and the Treasurer. These officials shall serve for a term of two (2) years.

(III) Past President Board of Directors Representatives:

Past-Presidents of the Chapter will automatically serve a minimum of six years as Board of Director Representatives unless they express to the Chapter Executive Committee in writing or electronically that they wish to extend their term on the Board or resign prematurely. The six year term for Past-President to serve as a Board of Directors Representative will begin immediately following their term as Chapter President.

(IV) Appointed Board of Directors Representatives:

The Board of Directors may appoint Honorary Board Representatives from current Representatives demonstrating long-standing commitment to the Chapter .

(V) Elected Board of Directors Representatives

Two Board of Directors Member-At-Large Representatives will be elected every two years during biennial elections. All Chapter Members of the Corporation shall be eligible to be Board of Directors representatives and the election for Member-At-Large shall

occur prior to the Annual Chapter Business These officials shall serve for a term of two (2) years. No elected Board of Directors representatives shall be eligible for more than three (3) successive two (2) year terms.

Section 3.3. Chapter Delegates. The President shall serve as the designated delegate, and the President-elect as the alternate delegate, to the SCCM Chapter Alliance Committee. In the rare circumstance that neither the President, nor President-elect is available to serve as a delegate, the President shall appoint a delegate and an alternate delegate to represent the Chapter. The delegate position is to serve as a formal communication link between SCCM and the Chapter.

Section 3.4. Elections. The immediate past president shall oversee the elections process bi-annually. Chapter Members in good standing may submit nominations for Chapter Members in good standing to fill the class of elected representatives whose terms expire in that year to the immediate past president of the Corporation at least thirty (30) days prior election. The board of directors will approve nominations to be considered on the final ballot for open chapter positions. The members shall vote for one candidate for each open position, and each nominee receiving a majority of the votes shall be declared elected.

Section 3.5. Vacancies. Any vacancy occurring in the Board of Directors may be filled by appointment by the President with approval of the Chapter Executive Committee. A Board of Directors representative appointed to fill a vacancy shall serve for the unexpired term of his predecessor.

Section 3.6. Chapter Meetings. Regular meetings of the Board of Directors may be held at such time and places as may be fixed from time to time by action of the Board of Directors. Special meetings of the Board of Directors shall be held whenever called by the President.

Section 3.7. Notice of Meetings. Unless required by resolution of the Board of Directors, notice of any annual or regular meeting of the Board of Directors need not be given.

Section 3.8. Quorum and Manner of Acting. Any three (3) members of the Board of Directors who are serving shall constitute a quorum for the transaction of Chapter business. In the absence of a quorum, the representatives present may adjourn the meeting until a quorum is assembled. Regular business of the Chapter may be conducted by the President or his representatives without a quorum or formal meeting of the Board of Directors. The adoption or amendment of a bylaw shall require the affirmative vote of a majority of the Board of Directors. The repeal of a bylaw shall require the affirmative vote of at least two-thirds of the Board of Directors. Voting may be performed electronically.

Section 3.9. Resignations. Any Board of Directors representative of the Corporation may resign at any time, orally or in writing, by notifying the President or the Secretary of the Corporation. Such resignation shall take effect at the time therein specified; and, unless otherwise specified, the formal acceptance of such resignation shall not be necessary to make it effective.

Section 3.10. Removal. Any Board of Directors representative, other than an ex-officio representative, may be removed with or without cause by vote of a majority of the other Board of Directors. Each member of the Board of Directors must cast a vote for the ruling to be final.

Section 3.11. Compensation. Board of Directors representatives shall not be entitled to receive compensation for their duties as Board of Directors representatives, but expenses for attending Board of Directors meetings or the annual chapter business meeting may be reimbursed by the Corporation to the extent funds are available, at the discretion of the President and with approval of the President-Elect or Treasurer.

Section 3.12. Action by Board of Directors Representatives Without a Meeting. Any action required to be taken at a meeting of the Board of Directors or which may be taken at a meeting of the Board of Directors or of a committee established by the Board of Directors, may be taken without a meeting if a consent in writing or electronically, setting forth the action so taken, shall be signed before or after such action by the President and one other ex-officio member of the Board of Directors.

Section 3.13. Meetings by Conference Telephone. Meetings by the Board of Directors or any committee by conference telephone or similar communications equipment, including via the Internet, shall be permitted and participation by such means shall constitute presence in person at any such meeting. Any voting that takes place can be performed if at least 5 Board Members are present (excluding voting on removal of a Chapter Member from office).

ARTICLE IV. CORPORATE OFFICERS

Section 4.1. General. The officers of the Corporation shall consist of a President; President-elect; Immediate Past-President; Secretary; Treasurer; and such other officers as the Board of Directors may from time to time determine to appoint. No officer shall hold more than two offices. The President may only hold one office.

Section 4.2. Chapter President. The Chapter President shall be the chief executive officer of the Corporation and shall have general supervision of the business of the Corporation, subject, however, to the control of the Board of Directors and the Chapter Executive Committee. The Chapter President shall preside at all Chapter Executive Committee meetings, and in general shall perform all duties incident to such office and such other duties as may from time to time be assigned to him by the Board of Directors or the Chapter Executive Committee. The Chapter President shall be chairman of the Chapter Executive Committee and shall be an ex-officio member of all committees. The Chapter President will work directly with SCCM to maintain open lines of communication on key local and national items.

Section 4.3. President-elect. The Chapter President-elect shall preside at meetings of the Chapter Executive Committee in the absence of the Chapter President and shall perform such other duties as from time to time may be assigned by the Chapter President, the Board of Directors, or the Chapter Executive Committee, and shall have such other powers and authorities as are elsewhere in these Bylaws conferred

upon the Chapter President-elect. The President-elect shall be responsible for appointing Committee Chairs bi-annually with the approval of the Chapter Executive Committee.

Section 4.4. Chapter Immediate Past-President. The Chapter Immediate Past-President shall serve as Chair of the Board of Directors and shall preside over the Chapter Executive Committee in the absence of the Chapter President and the Chapter President-elect. The immediate Past-President shall perform such duties as from time to time may be assigned by the Chapter President, the Board of Directors, or the Chapter Executive Committee, and shall have such other powers and authorities as are elsewhere in the Bylaws conferred upon the Chapter Immediate Past-President. The immediate past-president will also oversee the biennial election process.

Section 4.5. Chapter Treasurer. Except as may otherwise be specifically provided by the Board of Directors or the Chapter Executive Committee, the Chapter Treasurer shall have the custody of, and be responsible for, all monies, funds, valuable papers and documents of the Corporation, and shall have and exercise under the supervision of the Board of Directors all the powers and duties commonly incident to the office of treasurer. She/he shall deposit all funds of the Corporation in such bank or banks as the Board of Directors may designate. She/he shall keep accurate books of account of the Corporation's transactions which shall be the property of the Corporation, and together with all of its property in her/his possession, shall be subject at all times to the inspection and control of the Board of Directors. She/he shall provide an annual financial report to the Board of Directors, which report shall be presented at the annual chapter business meetings of chapter members. The Chapter Treasurer shall perform such other duties as from time to time may be assigned to her/him by the Chapter President, the Board of Directors, or the Chapter Executive Committee, and have such other powers and authorities as are elsewhere in these Bylaws conferred upon the Chapter Treasurer. A biennial audit of the books and authorized expenses shall be performed by the President-elect prior to transfer of the responsibilities of the Treasurer to the next elected treasurer.

Section 4.6. Chapter Secretary. The Chapter Secretary shall act as the secretary of all meetings of the Board of Directors; shall have custody of and maintain the records of the Corporation; certify action of the Board of Directors when necessary; have charge of the logo; give notice of meetings to the Board of Directors and chapter members, as directed by these Bylaws or the Chapter President; and shall, in general, perform all the duties incident to the office of Chapter Secretary and such other duties as from time to time may be assigned by the Chapter President, the Board of Directors, or the Chapter Executive Committee; and shall have such other powers and authorities as are elsewhere in these Bylaws conferred upon the Chapter Secretary. The Chapter Secretary will work with SCCM on submitting the annual chapter report and providing communications to chapter members.

Section 4.7. Terms of Office and Election. Open Officer seats will be filled using the following succession plan: Treasurer to President-Elect; President-Elect to President. The Secretary and Treasurer positions will be elected biennial by Chapter membership. In the case of vacancies, the succession plan will take effect and any open offices will be elected at the regularly scheduled biennial elections. The term for each office will be two years and will begin following the Chapter meeting at the Annual Congress.

Chapter members may submit written or electronic nominations for officers to the Secretary and Treasurer of the Corporation at least thirty(30) days prior to the election and as determined by the Chapter Executive Committee to be the deadline for nominations. The board of directors must approve nominations to be placed on the ballot by a two-thirds vote. Nominees for open positions must be an active member in the chapter. The Chapter Members shall vote for one candidate for each open office, and each nominee receiving a majority of the vote shall be declared elected.

Section 4.8. Vacancies. Vacancies in executive offices will be filled using the following succession plan: President-Elect to President; Secretary to Treasurer. If there is a vacancy in the President-Elect office, the Treasurer will assume the office of both Treasurer and President-Elect. If there is a vacancy in the office of Secretary, the President-elect will be responsible for overseeing a nominations and election process for the position. The Chapter President-elect, who shall serve for the unexpired portion of his predecessor's term as well as his/her own term, shall automatically fill a vacancy in the office of the Chapter President. Thereafter, the order of succession shall be the Secretary, Treasurer, and finally the immediate Past-President.

Section 4.9. Removal. Any officer may be removed with or without cause by resolution adopted at any regular or special meeting of the Board of Directors by a majority of the Board of Directors representatives. Each member of the Board of Directors must cast a vote for the ruling to be final.

Section 4.10. Resignation. Any officer may resign at any time by giving oral or written notice to the Board of Directors or the Chapter President or the Chapter Secretary of the Corporation. Any such resignation shall take effect at the time of receipt of such notice or any date therein specified; and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective. Upon resignation, the officer must surrender all chapter documents in his/her possession as well as access to electronic documents, the bank account, and shared files.

Section 4.11. Compensation. Officers shall not receive compensation for their services, but Board of Directors meeting expenses may be may be reimbursed by the Corporation, to the extent funds are available, and at the discretion of the President and with approval by the President-elect or Treasurer.

ARTICLE V. COMMITTEES

Section 5.1 Chapter Executive Committee. The Chapter Executive Committee shall be composed of the President, President-elect, immediate Past-President, Secretary, and Treasurer. The Chapter Executive Committee shall have and exercise the authority of the Board of Directors in the management of the business and affairs of the Corporation, subject to the restrictions hereinafter set out and further subject to such limitations upon its authority as the Board of Directors may, from time to time, impose. In no event shall the Chapter Executive Committee, or any of its subcommittees, have authority to approve an amendment to the Articles, a plan of merger or consolidation, a sale, lease, exchange, mortgage, pledge or other disposition of all or substantially all of the property and assets of the Corporation, the voluntary dissolution of the Corporation, or revocations of the voluntary dissolution proceedings. The Chapter Executive Committee may establish various sub-committees of the Executive Committee and appoint chapter members of the Corporation to serve thereon. The authority of the sub-

committee shall be based upon express grants of authority by the Chapter Executive Committee and such subcommittees shall report directly to the Chapter Executive Committee. The chapter articles and bylaws will be reviewed every five years and amendments are to be approved by a majority vote of the Board of Directors. The Chapter Executive Committee will report the chapter's activities annually to SCCM.

Section 5.2. Membership Committee. The Chapter Executive Committee shall appoint a standing committee on Membership with at least two (2) members to coordinate acceptance of new members, and maintain the Chapter Membership database. The Membership Committee shall also produce reports of demographic information from our meetings. The Treasurer shall oversee the membership committee as the executive liaison. The Membership Committee Chair will be appointed by the President-elect with approval of the Chapter Executive Committee and will report to the Chapter Executive Committee on a monthly basis.

Section 5.3. Education Committee. The Chapter Executive Committee shall appoint a standing committee on Education to plan the provision of accredited continuing education at the educational meetings for chapter members and associate chapter members. The Committee shall have at least two (2) members, none of whom shall be required to be a member of the Board of Directors. The Education Committee Chair will be appointed by the President-elect with approval of the Chapter Executive Committee and will report to the Chapter Executive Committee on a monthly basis.

Section 5.4. Communications Committee. The Chapter Executive Committee shall appoint a standing committee on Networking and Communications to distribute chapter information and updates through electronic means (social media, website, newsletter) to chapter members and associate chapter members. The Committee shall have at least one member, none of whom shall be required to be a member of the Board of Directors. The Communications Committee Chair will be appointed by the President-elect with approval of the Chapter Executive Committee and will report to the Chapter Executive Committee on a monthly basis.

Section 5.5. Other Committees. The Chapter Executive Committee shall, by resolution, establish from time to time such other committees as it may deem appropriate and define their powers. Each such committee shall have at least one (1) member, none of whom shall be required to be a member of the Board of Directors. The Committee Chairs will be appointed by the President-elect with approval of the Chapter Executive Committee and will report to the Chapter Executive Committee on a monthly basis.

ARTICLE VI.

CONTRACTS, CHECKS, DRAFTS, BANK ACCOUNTS, ETC.

Section 6.1. Execution of Contracts and Other Documents. The Board of Directors or any duly authorized committee of the Board of Directors, except as by law or these Bylaws otherwise require, may authorize any officer or agent or other agent or agents, in the name of and on behalf of the Corporation to enter into any contract or execute any deed or other instrument, and any such authority may be general or

confined to specific instances. Whenever the Board, in authorizing or directing the execution of any contract, deed, or instrument shall fail to specify the officer or officers or other agent or agents who are to execute the same, such contract, deed, or other instrument shall be executed on behalf of the Corporation by the Chapter President or the Chapter President-elect or Chapter Immediate Past-President, and, where necessary or appropriate, the document shall be attested by the Chapter Secretary. Such contracts must be approved by the President before they are executed.

Section 6.2. Loans. Any officer or officers, or agent or agents of the Corporation there unto authorized by the Board of Director or by any duly authorized committee of the Board of Directors, may effect loans or advances at any time for the Corporation, in the ordinary course of the Corporation's business, from any bank, trust company or other institution or from any firm, corporation, or individual, and for such loans and advances may make, execute and deliver promissory notes, bonds or other certificates or evidence of indebtedness of the Corporation, and when authorized so to do may pledge and hypothecate or transfer any securities or other property of the Corporation as security for any such loans or advances. Such authority conferred by the Board of Directors or any duly authorized committee of the Board of Directors may be general or confined to specific instances. All loans must be voted on and approved in advance by the majority of the Board.

Section 6.3. Checks, Drafts, Etc. All checks, drafts and other orders for payment of money out of the funds of the Corporation shall be signed on behalf of the Corporation in such manner as shall from time to time be determined by the resolution of the Board of Directors or of any duly authorized committee of the Board of Directors, subject to the approval of the President. Absent a differing resolution by the Board or orders by the President, the Treasurer shall be the signee on behalf of the Corporation and shall be responsible thereto.

Section 6.4. Deposits. The funds of the Corporation not otherwise employed shall be deposited from time to time in such banks, trust companies or other depositories as the Board of Directors or any duly authorized committee of the Board of Directors may from time to time select, or as may be selected by an officer or officers, agent or agents of the Corporation to whom such power may from time to time be delegated by the Board of Directors or any duly authorized committee of the Board, or by the President. Final selection of any financial institution must be approved by the President.

Section 6.5. Gifts. Any gift, donation, bequest or devise to the Corporation shall be deemed to have been accepted only when acted upon affirmatively by the Board of Directors or any duly authorized committee or officer, or by the President.

ARTICLE VII. MISCELLANEOUS

Section 7.1. Fiscal Year. The fiscal year of the Corporation shall end on the last day of December.

Section 7.2. Representatives to Other Organizations. The Board of Directors may elect representatives to other organizations, bodies or groups that may invite the Corporation to be represented.

Section 7.3. Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of any meetings of its chapter members, the Chapter Executive Committee, the Board of Directors, and any subcommittees of the Board.

Section 7.4. Certificate of Membership. The Board of Directors may provide certificates of membership to the chapter members in good standing upon request

Section 7.5. Genders. The use of a particular gender herein is solely for ease of expression and each gender shall be deemed to include, where applicable, the other.

Approved: Date 10/31/2016 by the Southeast Chapter Board of Directors