

BYLAWS FOR GOVERNANCE OF THE MICHIGAN CHAPTER OF THE SOCIETY OF CRITICAL CARE MEDICINE

The Corporation is organized and operated as a non-stock, not-for-profit corporation exclusively for charitable, scientific, and educational purposes without pecuniary gain or profit to its members or to any private individual. Generally, its purpose shall be to improve care for 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 Corporation, a Chapter of the Society of Critical Care Medicine, a national organization located in Mount Prospect, Illinois is required to report its business and scientific activities to national Society of Critical Care Medicine (SCCM).

The Society of Critical Care Medicine, Michigan Chapter shall consist of four (4) regions: Northern Michigan (Upper and Lower Peninsula), Central/Mid-Michigan (Lansing, Flint, Tri-cities (Midland, Saginaw, Bay City), Port Huron), Southeast (Detroit, Ann Arbor, Royal Oak), and West (Kalamazoo, Grand Rapids).

ARTICLE I OFFICES AND SERVICE AREA

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

Section 1.2 **Registered Office.** The Registered Office of the Corporation shall be in such a place as the Board of Directors shall determine and may be at the principle office of the Corporation.

Section 1.3 **Other Offices.** The Corporation may, in addition to its principal office, have offices at such other places within or without the Commonwealth of Virginia as the Board of Directors may from time to time designate or as the business of the Corporation may require.

Section 2.1 **Service Area.** The Service Area of the chapter will be the entire state of Michigan, both upper and lower peninsulas.

ARTICLE II. CHAPTER MEMBERS

Section 2.1 Levels of Chapter Membership. The Corporation shall have Chapter Members and Associate Chapter Members. Chapter Members shall be practitioners of any specialty or discipline involved in multi-professional critical care. 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 by law, and shall enjoy all rights and privileges of the organization. Associate Chapter Members may attend the annual education meetings and shall have all rights and privileges of Chapter Members, except they may not vote, attend corporate business meetings except by invitation, or hold office. Chapter membership and Associate Chapter membership in this Corporation are not transferable or assignable. At least 60% Chapter Members must be full, SCCM members. There must be at least ten (10) total members for a chapter to exist.

Section 2.2 Obtaining Chapter Membership. Initial Chapter Members and Associate Chapter Members shall be announced at the Corporation's first annual education meeting. Thereafter,

persons interested in Chapter Membership or Associate Chapter Membership may request an application form from SCCM headquarters. All applications shall be made on the Corporation's prescribed form. Applicants for Associate Chapter Membership will be asked to provide suitable documentation of their training status. Chapter membership may be renewed annually upon payment of dues. Associate Chapter Members, upon completion of training, are elevated to full Chapter Membership.

Section 2.3 Dues and Assessments. Each Chapter Member and Associate Chapter Member shall pay such dues 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 or her 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. All dues will be billed and collected by SCCM headquarters. Assessments will be billed and collected by the Chapter. Per SCCM and as of 9/2004, Chapters will be debited a minimum of \$5 for both SCCM members and non-SCCM members from the chapter dues for administrative fees. Chapter dues are \$45.00 per year.

Section 2.4 Resignation. A Chapter Member or Associate Chapter Member may resign at any time by giving written notice to the Secretary of the Corporation. 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 any 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, assessments, 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 on account of non-payment of dues or mailing costs, shall be automatically reinstated if the dues or mailing costs are fully paid to the SCCM headquarters office by the end of the calendar year in which such membership is terminated. A late fee for such reinstatement shall be determined by the Board of Directors. 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 in conjunction with the Annual Chapter Education Meeting in the spring or summer, provided however, that if no such date is fixed by February 1 of each year then the Annual Chapter Business Meeting shall be held in conjunction with the annual symposium for the purpose of electing officers and Board of Director representatives and transacting other business. In addition, specific meetings may be called at any time by the Chapter President or the Board of Directors of the Corporation. Meetings shall be held at such place or places within the Chapter regions as the Board of Directors may from time to time by resolution determine or at such place as shall be specified in respective notice or waivers thereof. Meetings may also be conducted virtually as determined by the Board of Directors.

Section 2.7 Notice of Meetings. Written 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 nor more than fifty (50) days before such meeting, either personally or by mail, by or at the direction of the president or the Board of Directors. If mailed, such notice shall

be deemed to be delivered when deposited postage prepaid in the United States mail addressed to the Chapter Member or Associate Chapter Member at his address as it appears on the records of the Corporation. If emailed, such notice shall be deemed to be delivered when the email and distribution list are recorded in the sent files maintained by the Secretary of the Corporation or other Corporation designee.

Section 2.8 Quorum and Voting. The lesser of ten (10) Chapter Members or Chapter Members holding one-tenth of the votes entitled to be cast, represented in person, shall constitute a quorum at any meeting; provided, however, that if any regular or special meeting is actually attended by less than one-tenth of the voting members, the only matters that may be voted on are those of which notice of their general nature was given as outlined in Section 2.7.

ARTICLE III. BOARD OF DIRECTORS

Section 3.1 Powers. The funds and business of the Corporation shall be managed by the Board of Directors, which shall exercise all the usual powers of the managing board. Specifically, the Board of Directors shall (a) oversee the functioning of the Corporation; (b) insure the orderly transfer of the administration of the Corporation from the retiring to the incoming officers and Board of Directors representative; and (c) formulate long-range plans for the Corporation and report activities annually to SCCM.

Section 3.2 Composition. Other than the initial Board of Directors, the Board of Directors shall be composed of three (3) ex-officio representatives and eight (8) elected representatives. All Board of Directors Representatives must be Chapter Members in good standing. Until changed by amendment to the Guidelines for Governance, the number of Board of Directors Representatives shall be twelve (12). Representation from each region and specialty is helpful and the Board of Directors should include at least one (1) representative each of the four designated regions in the State of Michigan and practitioners of any specialty or discipline involved in multi-professional critical care . The Board of Directors Representatives, each of whom shall have one vote, shall be as follows:

(I) Ex-Officio Board of Directors Representatives:

The Ex-Officio Board of Directors Representatives shall be the following Four (4) officials of the Corporation; the Chapter's President, the Vice President, the Immediate Past President, the Secretary/Treasurer. These officials shall serve on the Board of Directors for the duration of their respective terms.

(II) Elected Board of Directors Representatives:

All Chapter Members of the Corporation shall be eligible to be Board of Director Representatives and shall be elected at the Annual Chapter Business Meeting of Members. At the first meeting of the Board of Directors, the elected representatives shall, by drawing lots, be divided as evenly as possible into two equal classes of which the first class shall serve for two year; the second for three years. At each annual election thereafter the successors of the class elected representatives whose terms expire in that year shall be elected to hold office for a term of three years so that the terms of office for one class of elected representatives shall expire each year.

Section 3.3 Elections. The President-elect shall serve as the leader annually for an election's

workgroup of at least three chapter members of the Corporation, none of whom are then serving on the Board of Directors. Members may submit written nominations to fill the class of elected representatives whose terms expire in that year to the Secretary of the Corporation at least thirty (30) days prior to the annual chapter business meeting of Chapter Members. In accordance with the geographical and professional requirements of Section 3.2 of these Chapter Bylaws, the Membership Committee shall consider all candidates whose names have been submitted, and the Committee may make additional nominations. Upon a two-thirds affirmative vote at a meeting or by mail ballot, the Committee shall prepare a slate of at least two candidates for each open position to be recommended to the Chapter Members for election prior to the annual chapter business meeting. The members shall vote for one candidate for each open position and each nominee receiving a majority of the votes cast by written or electronic ballot shall be declared elected. The Board of Directors will begin the term at the close of the annual chapter business meeting which will be held at the SCCM Congress meeting. No elected Board of Directors representatives shall be eligible for more than two successive three-year terms. The results of all Chapter elections must be reported to SCCM within 30 days of the election.

Section 3.4 Vacancies. If an elected Board of Directors representative is elected to serve as an officer of the Corporation during his elected Board of Directors term, he shall become an ex-officio Board of Directors representative, and his elected Board of Directors representative position shall be declared vacant as of the beginning of his term of office. Any vacancy occurring in the Board of Directors shall be filled by nomination of the President upon confirmation of two-thirds of the remaining representatives of the Board of Directors at their next meeting. A Board of Directors representative elected to fill a vacancy shall be elected for the unexpired term of his predecessor. A vacancy in the Chapter President shall be automatically filled by the President-Elect who shall serve for the unexpired portion of his predecessor's term as well as his own term. Thereafter, the order of succession shall be immediate Past-President, Secretary/Treasurer.

Section 3.5 Duties of Office

- (I) **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/or the Chapter Executive Committee. The Chapter President shall preside at all Board of Directors and Chapter Executive 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 of 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 except the Membership Committee. The Chapter President works directly with the SCCM Chapters Alliance Chair to maintain open lines of communication on key local and national issues.

(II) **Chapter President-Elect.** The Chapter President-elect shall preside at meetings of the Board of Directors and 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 Chapter President-elect shall be the leader annually for an election's workgroup.

(III) Chapter Immediate Past-President. The Chapter Immediate Past-President shall preside at meetings of the Board of Directors and the Chapter Executive Committee in the absence of the Chapter President and the Chapter President-elect and 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 these Bylaws conferred upon the Chapter Immediate Past-President.

(IV) Chapter Treasurer. *For the first two years of the chapter's existence, the Chapter Secretary and Chapter Treasurer position will be combined for a term of two years. After the first two years of the chapter's existence, the Chapter Secretary and the Chapter Treasurer will be split apart into two positions and each shall serve for a term of two years and may serve a maximum of two terms.* Except as may otherwise be specifically provided by the Board of Directors or the Chapter Executive Committee, the Chapter Secretary/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. He shall deposit all funds of the Corporation in such bank or banks as the Board of Directors may designate. 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 his possession, shall be subject at all times to the inspections and control of the Board of Directors. He shall provide an annual financial report to the Board of Directors and SCCM, which report shall be presented at the annual chapter business meeting of chapter members. The Chapter Treasurer shall perform such other duties as from time to time may be assigned to 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. The Chapter Treasurer will work with SCCM to receive chapter membership funds from SCCM and deposit them in the Chapter account and file the necessary and appropriate tax information with the appropriate agencies. For the initial Chapter Executive Committee, the office of Secretary and Treasurer will be combined for a period not less than three years.

(V) Chapter Secretary. *For the first two years of the chapter's existence, the Chapter Secretary and Chapter Treasurer position will be combined for a term of two years. After the first two years of the chapter's existence, the Chapter Secretary and the Chapter Treasurer will be split apart into two positions and each shall serve for a term of two years and may serve a maximum of two terms.* The Chapter Secretary shall act as the secretary of all meetings of the Board of Directors, shall have custody and maintain the records of the Corporation; certify action of the Board of Directors when necessary; shall preside over and maintain the membership list of the Chapter; shall preside over the Chapter Membership Committee; and shall, in general, perform all the duties incident to the office of the 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 Guidelines for Governance conferred upon the Chapter Secretary. The Chapter Secretary will work with SCCM on maintaining an up to date membership list and on providing mailings to Chapter Members. For the initial Chapter Executive Committee,

the office of Secretary and Treasurer will be combined for a period not less than three years.

Section 3.6 Terms of Office and Election. For the first term of officers including President, President-Elect, and Secretary/Treasurer, the officers will serve a two-year term. After the first two years of the chapter's creation, the newly elected Chapter President and President-elect shall serve a term of one year and may serve for a maximum of two consecutive terms with the approval and endorsement of the Board of Directors. For the first two years of the chapter's existence, the Chapter Secretary and Chapter Treasurer position will be combined for a term of two years. After the first two years of the chapter's existence, the Chapter Secretary and the Chapter Treasurer will be split apart into two positions and each shall serve for a term of two years and may serve a maximum of two terms.

The initial Board of Directors shall nominate candidates for the initial officers and shall submit its slate of candidates to the chapter members for election. Thereafter, officers shall be elected in the following manner; chapter members may submit written nomination for officers to the Secretary of the Corporation at least thirty (30) days prior to the Annual Board of Directors Meeting. The election's workgroup of the Membership Committee shall consider all candidates whose names have been submitted, and the Committee may make additional nominations. Upon a two-thirds affirmative vote at a meeting or by mail ballot, the election's workgroup of the Membership Committee shall recommend to the Board of Directors at its Annual Board of Directors Meeting a slate of at least two candidates for each of the offices of Chapter President-Elect and Chapter Secretary or Chapter Treasurer, as the case may be. The election's workgroup of the Membership Committee slate of candidates must be confirmed by a majority vote of the Board of Directors and then submitted to the chapter members at the annual chapter business meeting. The Chapter Members shall vote for one candidate for each office, and each nominee receiving a majority of the votes cast by written ballot shall be declared elected. The results of Chapter elections for officers must be reported to SCCM within thirty (30) days of the election.

Section 3.7 Delegates to Chapter Alliance Two (2) Chapter Members who must be full SCCM members will be a delegate and alternate delegate to the SCCM Chapters Alliance. The Council will 11 Revised: June 2016 select the delegates, either by a vote or by agreement. In case of a conflict, the President will appoint the delegates. The delegate position is to serve as a formal communication link between SCCM and the Chapter.

Section 3.8 Chapter Meetings. An annual chapter meeting of the Board of Directors shall be held immediately before and at the same place as the annual chapter business meeting of chapter members. In addition, 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. **Board of Directors are expected to attend at least 75% of Board of Director meetings scheduled.** Special meetings of the Board of Directors shall be held whenever called by the President or by any two (2) or more Board of Directors representatives or, at the direction of any of the forgoing, by the Secretary.

Section 3.9 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. Notice of each special meeting shall be mailed to each Board of Directors representative, addressed to him at his residence or usual place of business, at least five (5) working days before the date on which the meeting is to be held; or such notice shall be sent to each Board of Directors representative

at such place by mail, fax or email. Each such notice shall state the time and place of the Chapter meeting, but need not state the purposes of the Chapter meeting. No notice of the reconvening of any adjourned or recessed meeting need be given except as contained in the resolution or ruling directing the adjournment or recess.

Section 3.10 Waivers of Notices of Meetings. Anything to these Bylaws or in any resolution adopted by the Board of Directors to the contrary notwithstanding, proper notice of any meeting of the Board of Directors shall be deemed to have been given to any Board of Directors representative if such notice shall be waived by him in writing (including fax or email) before or after the meeting. A Board of Directors representative who attends a meeting shall be deemed to have had timely and proper notice thereof, unless he attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 3.11 Quorum and Manner of Acting. A majority ($\geq 50\%$) of the number of Board of Directors representatives who are serving shall constitute a quorum for the transaction of Chapter business. In the absence of a quorum, a majority of the representatives may adjourn the meeting from time to time until a quorum can be had. The Board of Directors representatives shall act only as a Board of Directors and the individual representatives shall have no power as such.

Section 3.12 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 acceptance of such resignation shall not be necessary to make it effective.

Section 3.13 Removal. Any Board of Directors representative, other than an ex-officio representative, may be removed with or without cause by an affirmative vote of at least two thirds of the other Board of Directors representatives at a special meeting called for such a purpose. Failure to attend three or more consecutive Board of Directors meetings may be considered cause for removal.

Section 3.14 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 other than the Annual Board of Directors Meeting, may be reimbursed by the Corporation to the extent funds are available.

Section 3.15 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 Board of Directors representatives or all of the members of the committee as the case may be. Such consent shall have the same force and effect as a unanimous vote.

Section 3.16 Meeting by Conference Telephone. Meetings by the Board of Directors or any committee by conference telephone or similar communications equipment shall be permitted and participation by such means shall constitute presence in person at any such meeting.

ARTICLE IV. COMMITTEES

Section 4.1 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-committees shall be based upon express grants of authority by the Chapter Executive Committee and such subcommittees shall report directly to the Chapter Executive Committee

Section 4.2 Membership Committee. The Board of Directors shall appoint a Membership Committee to consider the applications of persons interested in membership. The Committee shall have at least three (3) members, one of whom shall be the Chapter Secretary of the Corporation. The other members of the Committee need not be Board of Directors representatives. As part of the Membership Committee, an election's workgroup will be lead by the Chapter President-elect annually. The role of the election's workgroup is to nominate chapter members for election to the Board of Directors and executive officers.

Section 4.3 Education Committee. The Board of Directors shall appoint a standing committee on Education to plan the annual chapter education meeting for chapter members and associate chapter members. The Committee shall have at least three (3) members, none of whom shall be required to be a member of the Board of Directors

Section 4.4 Other Committees. The Board of Directors 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 three (3) chapter members, none of whom shall be required to be a member of the Board of Directors.

ARTICLE V. CONTRACTS, CHECKS, DRAFTS, BANK ACCOUNT, ETC.

Section 5.1 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 required, may authorize any officer or officers, 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 corporate seal shall be affixed thereto and attested by the Chapter Secretary. Such contracts must be reviewed and approved by SCCM before they are

executed.

Section 5.2 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.

Section 5.3 Deposits. The funds of the Corporation not otherwise employed shall be deposited from time to time to be the order of the Corporation 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, or 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.

Section 5.4 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.

ARTICLE VI. MISCELLANEOUS

Section 6.1 Fiscal Year. The fiscal year of the Corporation shall end on the last day of December.

Section 6.3 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 6.4 Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its chapter members, the Board of Directors, and any committees, and shall keep at SCCM a record giving the names and addresses of the members. All books and records of this Corporation may be inspected by any chapter member, or his agent or attorney for any proper purpose at any reasonable time.

Section 6.5 Certificate of Membership. The Board of Directors may provide certificates of membership to the Chapter Members in good standing, through the SCCM.

Section 6.6 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.

Section 6.7 Minimum Review of Bylaws. Minimum review and updates of these Bylaws shall occur at least every 5 years. Include running dates of original Bylaws approval and running dates of modifications.

ARTICLE VII. AMENDMENTS

Section 7.1 By the Board of Directors. On resolution of the Board of Directors, or on written

proposal signed by three (3) Board of Directors representatives, these Guidelines for Governance may be amended at any Chapter Annual or special meeting of the Board of Directors by a majority of the votes cast, provided thirty (30) days notice of the substance of the amendment be sent to all Board of Director Representatives, unless such timely notice is waived by every Board Representative. Members may at any time submit written recommendation for an amendment of these Guidelines to the Board of Directors for its consideration.