

BYLAWS FOR GOVERNANCE OF CAROLINAS VIRGINIAS 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).

ARTICLE I OFFICES

Section 1.1. Principal Office. The principal office of the Corporation shall be located in the city of the President.

Section 1.2 Registered Office. The Registered Office of the Corporation is in Richmond Virginia but may be at such place as the Board of Directors shall from time to time by resolution determine and may, but need 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 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.

ARTICLE II MEMBERS

Section 2.1 Levels of Chapter Membership. The Corporation shall have Chapter Members. Chapter Members shall be practitioners of any specialty or discipline involved in multi-professional critical care. 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. Chapter Membership in this corporation are not transferable or assignable. At least 60% Chapter Members must be full National SCCM Members. There must be at least twenty (20) total members for the Chapter to exist.

Section 2.2 Obtaining Chapter Membership. Initial Chapter Members shall be named at the Corporation's First Annual Chapter Education Meeting. Thereafter, persons interested in Chapter Membership may request an application form from SCCM headquarters. Membership may be renewed annually upon payment of dues. All membership records for the Chapter will be kept and updated at the National SCCM office.

Section 2.3 Dues and Assessments. Each Chapter Member shall pay such dues and assessments as shall be fixed from time to time by the Board of Directors. A Chapter Member who shall fail to pay their dues or assessments within ninety (90) days from the time any such levy becomes payable may be revoked from membership.

Section 2.4 Resignation. Any Chapter Member may resign at any time. Resignation will be effective at the end of current membership year after failure to pay annual dues within allotted grace period (See section 2.3).

Section 2.5 Reinstatement. A former Chapter Member may be reinstated after completing a new registration and payment of annual dues.

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 region 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.

Section 2.7 Notice of Meetings. Notice stating the place, date, and hour of the meeting and, in case of a special meeting, the purpose or purposes for which such a meeting is called shall be delivered to Chapter Members not less than ten (10) days or not more than fifty (50) days before such meeting, either personally, electronically, or by mail, by or at the direction of the Chapter 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 Members at their address as it appears on the record of the Corporation. If emailed and/or communicated via SCCM Connect, such notice shall be deemed to be delivered when the notification is sent or posted.

Section 2.8 Quorum and Voting. At any meeting of Chapter Members, a Chapter Member may vote by proxy given in writing to another member. Such proxy shall be valid only for that meeting and shall be revoked automatically if the Chapter Member attends the meeting. The lesser of ten (10) Chapter Members or Chapter Members holding one-tenth of the votes entitled to be cast, represented in person or by proxy, 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. If a quorum is not present, whether in person or by proxy, a majority of the Chapter Members present may adjourn the meeting until a

quorum is present.

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) ensure 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 five (5) Executive Board of Directors representatives and six (6) elected representatives. All Board of Directors Representatives must be Chapter Members in good standing. Until changed by amendment to the Bylaws for Governance, the number of voting Board of Directors Representatives, including Executive Board of Directors Representatives, shall be eleven (11). Representation from each state and specialty is helpful and the Board of Directors should include at least one (1) representative each from Virginia, West Virginia, North Carolina, and South Carolina 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) Executive Board of Directors Representatives:

The Executive Board of Directors Representatives shall be the following five (5) officials of the Corporation; the Chapter's President, the President-elect, the Immediate Past President, the Secretary, and the 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 three equal classes of which the first class shall serve for one year; the second for two years; and the third 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 Chapter President shall appoint annually a Chapter Nominating Committee, 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 at least thirty (30) days prior to the Annual Chapter Business Meetings of Members. In accordance with the geographical and professional requirements of Section 3.2 of these Bylaws for Governance, the Chapter Nominating Committee shall consider all candidates whose names have been submitted and the Committee may make additional nominations. The Committee shall prepare a slate of candidates for each open position to be recommended to the Chapter Members for election via electronic voting platform prior to the Annual Chapter Business Meeting. The Chapter Members shall vote for one candidate for each open position and each nominee shall be declared elected. 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 thirty (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 their elected Board of Directors term, they shall become an Executive Board of Directors Representative and their elected Board of Directors Representative position shall be declared vacant as of the beginning of their term of office. Any vacancy occurring in the Board of Directors shall be filled by the nomination of the Chapter 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 their predecessor. A vacancy in the Chapter President shall be automatically filled by the President-Elect who shall serve for the unexpired portion of their predecessor's term as well as their own term. Thereafter, the order of succession shall be Immediate Past President, Treasurer and Secretary.

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 control of the Board of Directors and of the Executive Board of Directors. The Chapter President gives notice of meetings to the Board of Directors and Chapter Members, as directed by these Bylaws for Governance. President shall preside at all Board of Directors 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 them by the Board of Directors or the Executive Board of Directors. The Chapter President shall annually appoint a Chapter Nominating Committee to nominate representatives for election to the Board of Directors and corporate offices. The Chapter President shall be chairman of the Executive Board of Directors The Chapter President works directly with the Chapters Alliance Chair to maintain open lines of communication on key local or national issues.

(II) Chapter President-Elect. The Chapter President-elect shall preside at meetings of the Board of Directors and the Executive Board of Director meetings 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 Executive Board of Directors and shall have such other powers and authorities as are elsewhere in these Bylaws for Governance conferred upon the Chapter President-elect. The Chapter President-Elect will also serve as a liaison to the Education Committee.

(III) Chapter Immediate Past-President. The Chapter Immediate Past-President shall preside at meeting of the Board of Directors and the Executive Board of Directors 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 Executive Board of Directors and shall have such other powers and authorities as are elsewhere in these Bylaws for Governance conferred upon the Chapter Immediate Past-President. The Chapter Immediate Past President shall be the chair of the Nominating Committee, or if the Past President is unable to perform their duties, the chair for the Nominating Committee will be appointed by the current Chapter President.

(IV) Chapter Treasurer. Except as may be specifically provided by the Board of Directors or the Executive Board of Directors, the Chapter Treasurer shall have the custody of, and be responsible for, all monies, funds, shall have and exercise under supervision of the Board of Directors all the powers and duties commonly incident to the office of Chapter Treasurer. The Treasurer shall deposit all funds of the Corporation in such bank or banks as the Board of Directors may designate. The Treasurer 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 their possession, shall be subject at all times to inspection and control of the Board of Directors. The Treasurer shall provide an annual financial report to the Board of Directors and the SCCM, which shall be presented at the Annual Chapter Business Meeting of Chapter Members. The Chapter Treasurer shall perform such duties as from time to time may be assigned to the Treasurer by the Chapter President, the Board of Directors, or the Executive Board of Directors and have such other powers and authorities as are elsewhere in the Bylaws for Governance conferred upon the Chapter Treasurer. The Chapter Treasurer will work with SCCM to receive Chapter Membership funds from SCCM and deposit in the Chapter Account.

(V) Chapter Secretary. 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; 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 Executive Board of Directors; and shall have such other powers and authorities as are elsewhere in these Bylaws for Governance conferred upon the Chapter Secretary.

Section 3.6 Terms of Office and Election. The 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. The Chapter Secretary and the Chapter Treasurer shall each serve for a term of two years and may serve a maximum of two consecutive terms, except that the first term of the initial Chapter Secretary shall be for three years.

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 nominations for officers at least thirty (30) days prior to the Annual Board of Directors Meeting. The Nominating Committee shall consider all candidates whose names have been submitted and the Committee may make additional nominations. The Nominating Committee will make a slate of candidates for each of the offices of Chapter President-Elect, Chapter Secretary, or Chapter Treasurer as the case may be. The Nominating Committee's slate of candidates must be confirmed by a majority vote of the Board of Directors and then submitted to the Chapter Members via electronic voting platform prior to 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 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) elected Board Members who must be full SCCM members will be a delegate and alternate delegate to the SCCM Chapters Alliance. The Council will select the delegates by vote or by agreement. 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 before and at the same place as the Annual Chapter Business Meeting and may be held at such time and place 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 Chapter President or by any two (2) or more Board of Director Representatives.

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 communicated to the Board of Directors, addressed to them via their documented email contact for communication, at least five (5) days before the date on which the meeting is to be held; or such notice shall be sent to each Board of Directors Representative, by telephone no later than twenty-four (24) hours before the time at which the meeting is to be held. Each such notice shall state the time and place of the meeting, but need not state the purpose of the meeting. No notice of the reconvening of any adjourned or recessed meeting need be given except as convened 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 them in writing (including telegraph, cable, telecopy, mailgram, email, or wireless) before or after attending 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 of the number of Board of Director Representatives, including Executive Board of Directors, who are serving shall constitute a quorum for the transaction of Chapter business. In the absence of a quorum, a majority of the representatives present may adjourn the meeting from time to time until a quorum can be met. 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 Chapter President or the Chapter Secretary of the Corporation. Such resignation shall take effect at the time therein specified; 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, including Executive Board of Directors 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 regularly scheduled meeting or a special meeting called for such purpose. Failure to attend three or more consecutive Board of Directors Meetings may be considered cause for removal. Failure to attend half of the Board of Directors Meetings within the prior rolling year time period 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 Director Representatives. Meals will be provided for Board of Directors Representatives and Executive Board of Directors during Annual Board of Directors meeting and Leadership Retreat. Expenses, including transportation, registration, meals, and accommodations, for representation to Annual SCCM Congress will be provided as outlined by the chapter to the President and President-elect.

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 consent in writing setting forth the

action so taken shall be signed before or after such action by a majority of the Board of Directors Representatives or a majority of members of the committee as the case may be. Such concerns shall have the same force and effect as a unanimous vote.

Section 3.16 Meeting by Conference Telephone/Virtual Meeting Platform. Meetings by the Board of Directors or any committee by conference telephone/virtual meeting platform shall be permitted and participation by such means shall constitute presence in person at any such meeting.

ARTICLE IV. COMMITTEES

Section 4.1 Executive Board of Directors. The Chapter Executive Board of Directors shall be composed of the President, President-Elect, Immediate Past-President, Secretary, and Treasurer. The Chapter Executive Board of Directors 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 the authority to approve an amendment to the Articles, plan a 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 voluntary dissolution proceedings. The Executive Board of Directors may establish various sub-committees of the Chapter 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 Executive Board of Directors and such sub-committees shall report directly to the Board of Directors, including Executive Board of Directors.

Section 4.2 Nominating Committee. The Chapter President shall annually appoint a Nominating Committee to nominate Chapter Members for election to the Board of Directors and corporation office.

Section 4.3 Membership Committee. The Board of Directors shall support a Membership Committee. The Committee shall have at least three (3) members, one of whom shall be a Board of Director Representative who acts as committee liaison and one who will be designated as the chair for the committee.

Section 4.4 Education Committee. The Board of Directors shall support an Education Committee to plan the Annual Chapter Scientific Symposium as well as advise the Board of Directors on other educational needs of members in the region and implementation of such plans. The Committee shall have at least three (3) members, one who will be designated as chair for the committee. The Chapter President-elect will serve as liaison to this committee.

Section 4.5 Communications Committee. The Board of Directors shall support a Communications Committee to routinely update and inform chapter members of the current activities available for participation and any further information deemed pertinent for chapter members to be notified of. Forms of communication shall include SCCM communication platform, chapter website, and/or chapter social media accounts. The Committee shall have at least (3) members, one of whom shall be a Board of Directors liaison and one who is designated as chair of the committee.

Section 4.6 Research Committee. The Board of Directors shall support a Research Committee to provide opportunities for multidisciplinary and multi-institutional research collaboration amongst chapter members within the region. The Committee shall consist of at least five (5) members, one of which will be a Board of Directors liaison and one who will be designated as chair of the committee.

Section 4.7 Mentorship Committee. The Board of Directors shall support a Mentorship Committee to facilitate pairings of mentors and mentees, of interested chapter members, in pursuit of career goals. The Committee shall consist of at least two (2) members, one of which will be a Board of Directors liaison and one who will be designated as the chair of the committee.

Section 4.8 Outreach Committee: The Board of Directors shall support an Outreach Committee to provide opportunities to regional and international communities, including healthcare professionals and lay persons, for advancement of the care of the critically ill and injured. The Committee shall consist of at least three (3) members, one of which will be a Board of Directors liaison, one of whom shall be designated as the chair of the committee, and one who will be designated as the chair of the international sub-committee.

Section 4.9 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 additional committee shall have at least two (2) 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 for Governance otherwise require, 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 of Directors, in authorizing or directing the execution of any contract, deed, or other 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 Immediate Chapter Past-President, and where necessary or appropriate, the Chapter logo 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 payments of money out of the fund of the Corporation shall be signed on behalf of the Corporation in such manner as shall from time to time be determined by resolution of the Board of Directors or 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 in 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 of Directors.

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 May.

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 accounts and shall also keep minutes of the proceedings during Annual Business Meeting, Congress Business Meeting, and any Board of Directors or Executive Board of Directors meetings, and shall maintain these records within an electronic storage account with readily available access. All books and records of this Corporation may be inspected by any Chapter Member, or their agent or attorney for any purpose at a 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 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.

Section 6.8 Indemnification. The Corporation shall indemnify each person described in Section 13.1-205 (a) or (b) of the Code of Virginia of 1950, as the same may be amended from time to time, to the full extent allowed by the applicable part of Section 13.1-205(a) or (b), as the case may be, all as set forth in the Corporation's Articles of Incorporation.

ARTICLE VII. AMENDMENTS

Section 7.1 Amendments by the Board of Directors. On resolution of the Board of Directors, or on written proposal signed by majority of Board of Directors representatives, these Bylaws for Governance may be amended at any Chapter Annual Business Meeting, regularly scheduled Board of Directors Meeting, or a special meeting of the Board of Directors by a majority of the votes cast, provided fourteen (14) 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 of Directors Representative. Members may at any time submit a written recommendation for an amendment of these Guidelines to the Board of Directors for its consideration.

Revision History (starting from document October 2016):

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March 2020

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