

OHIO CHAPTER OF THE SOCIETY OF CRITICAL CARE MEDICINE CHAPTER BYLAWS

The Ohio Chapter is organized and operated as a non-stock, not-for-profit, Corporation, exclusively for 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 Ohio Chapter is a national independent substructure organization of the SCCM. The Ohio Chapter, a Chapter of the Society of Critical Care Medicine, an international organization located in Mount Prospect, IL, is required to report its business and scientific activities to SCCM.

ARTICLE I. OFFICES

Section 1.1. Principal Office. The Principal Office of the Chapter shall be in Ohio where the Chapter is incorporated.

Section 1.2. Registered Office. The Registered Office of the Chapter shall be at such place as the Executive Board shall determine in the State of Ohio and may be at the Principal Office.

Section 1.3. Other Offices. The Chapter may, in addition to the Principal Office, have offices at such other places within or without the State of Ohio as the Executive Board may from time to time designate or as the business of the Chapter may require.

ARTICLE II. CHAPTER MEMBERS

Section 2.1. Levels of Chapter Membership. Chapter Membership shall be composed of Chapter Members and Associate Chapter Members. Chapter Members shall be physicians, nurses, respiratory therapists, technicians, and other allied health scientists and personnel who are interested and involved in multi-professional critical care medicine. 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 of which the 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 are not transferable or assignable. At least 60% of 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 complete a membership form on the SCCM website. Applications 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 establish by the Chapter Executive Board. 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.

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 Chapter. 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 assessment levied with respect to any fiscal year commencing after the effective date of his resignation, but such resignation shall not relieve him or 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 terminated. A late fee for such reinstatement shall be determined by the Chapter Executive Board. 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 for the purpose of introducing newly elected officers to the Chapter Executive Board and transacting other business. In addition, special Chapter meetings may be called at any time by the President or the Executive Board of the Chapter. Chapter meetings shall be held at such place or places, including via teleconference, as the Chapter may from time to time determine.

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 the Chapter Members and Associate Chapter Members not less than five (5) working days nor more than fifty (50) working days before such meeting, either personally, by fax, e-mail or by mail, by or at the direction of the President or the Executive Board of the Chapter. Such notice shall be deemed to be delivered to the preferential contact information as it appears on the records of the Chapter or SCCM. Each Chapter member is responsible for maintaining an updated SCCM record and notifying the Chapter Secretary of any changes to their preferred method of being contacted.

Section 2.8. Quorum and Voting. The lessor 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 which notice of their general nature was given as outlined in Section 2.7.

ARTICLE III. EXECUTIVE BOARD

Section 3.1. Powers. The business of the Chapter shall be managed by an Executive Board, and its Members are considered the Chapter's officers, which shall exercise all the usual powers of a managing board. Specifically, the Executive Board shall (a) oversee the functioning of the Chapter; (b) ensure the orderly transfer of the administration of the Chapter from the retiring to the incoming officers; and (c) formulate long-range plans for the Chapter. The Executive Board must report its activities at least annually to SCCM.

Section. 3.2. Composition. The Chapter Executive Board shall be composed of eleven (11) Members from the individual Chapter. All Executive Board representatives must be Chapter Members in good standing.

1. The Executive Board representatives, each of whom shall have one vote, shall be as follows: the President, the President Elect, the Immediate Past-President, the Secretary, the Treasurer, and at all times shall include six (6) Members-at-Large from the Chapter. These officials shall serve on the Executive Board for the duration of their respective terms of office. No officer shall hold more than one office.
2. All individual Chapters Members shall be eligible to be Executive Board representatives and shall be elected by electronic vote prior to the annual business meeting of the Chapter.

Section 3.3. Elections. The immediate past-President shall appoint annually a nominating Committee of at least three Chapter Members, none of whom are seeking office on the Executive Board. Members may submit written nominations to fill the class of elected representatives whose terms expire in that year to the Immediate past President of the Chapter by the deadline posted in the call for nominations. The 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 at least two candidates for each open position to be recommended to the Chapter Members for election electronically at least one month prior to the annual Chapter business meeting. The Chapter Members shall vote for one candidate for each open position and two candidates for the office of member at large and each nominee receiving a majority of the votes cast shall be declared elected. No elected Executive Board representative shall be eligible to serve for more than two consecutive terms. The results of all Chapter elections must be reported to SCCM within thirty (30) days of the election.

Section 3.4. Vacancies. Any vacancy occurring in the Executive Board of the Chapter shall be filled by nomination of the President upon confirmation of two-thirds of the remaining representatives of the Executive Board at their next meeting. An Executive Board representative elected to fill a vacancy shall be appointed for the unexpired term of his predecessor. A vacancy in the office of 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 the immediate Past-President, Secretary, Treasurer, and senior Member-at-Large.

Section 3.5. Duties of Office.

1. **Chapter President.** The Chapter President shall be the chief executive officer of the Chapter and shall have general supervision of the business of the Chapter, subject, however, to the control of the Chapter Executive Board. The Chapter President shall preside at all 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 Executive Board. The Chapter President shall be chairman of the Executive Board and is an ex-officio Member of all Committees, except the Nominating Committee. The Chapter President works directly with the SCCM Chapters Alliance Chair to maintain open lines of communication on key local and national issues. The Chapter President shall give an annual report to SCCM on the activities of the individual Chapter.
- 2.
3. **President Elect.** The Chapter President Elect shall preside at meetings of the Chapter and the Chapter Executive Board 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 Executive Board of the Chapter, or the Chapter, and shall have such other powers and authorities as are elsewhere in these Bylaws conferred upon the Chapter Vice President.
- 4.
5. **Immediate Past-President.** The Chapter Immediate Past-President shall preside at meetings of the Chapter and the Chapter Executive Board in the absence of the Chapter President and the President elect, and shall perform such duties as from time to time may be assigned by the Chapter President, the Executive Board of the Chapter, or the Chapter, and shall have such other powers and authorities as are elsewhere in these Bylaws conferred upon the Chapter Immediate Past-President. The Immediate past President shall be the Chair of the Nominating Committee.
- 6.
7. **Secretary.** The Chapter Secretary shall act as the secretary of all meetings of the Executive Board; shall have custody of and maintain the records of the Chapter; (including the articles of incorporation), certify action of the Executive Board when necessary; give notice of meetings to the Chapter Members and the Chapter Executive Board, 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 Chapter Executive Board and the Chapter; 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 maintaining an up-to-date Membership list and work with the communications committee to provide communication to Chapter Membership.
- 8.
9. **Treasurer.** The Chapter Treasurer shall have the custody of, and be responsible for, all monies, funds, valuable papers, and documents of the Chapter, and shall have and exercise under the supervision of the Executive Board all the powers and duties commonly incident to the office of treasurer. He shall deposit all funds of the Chapter in such bank or banks as the Executive Board may designate. He shall keep

accurate books of account of the Chapter's transactions which shall be the property of the Chapter, and together with all of its property in his possession, shall be subject at all times to the inspections and control of the Executive Board. He shall provide an annual financial report to the Executive Board and SCCM, which report shall be presented at the annual Chapter business meeting of the Chapter Members. The Chapter Treasurer shall perform such other duties as from time to time may be assigned to him by the Chapter President, Executive Board of the Chapter, or the Chapter, and shall 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. The Chapter treasurer will work with the executive board to prepare a chapter budget annually.

10. **Members-at-Large.** The Chapter Members-at-Large shall act as an advisor to the Executive Board of the Chapter and shall, in general, perform all the duties incident to the office of Member-at-Large, and such other duties as from time to time may be assigned by the Chapter President, the Executive Board of the Chapter and the Chapter; and shall have such other powers and authorities as are elsewhere in these Bylaws conferred upon the Chapter Members-at-Large. Each member at large will be a liaison to a standing committee and report their progress to the Executive board at all executive board meetings.

Section 3.6. Terms of Office and Election.

The Chapter President shall serve a term of one year and may serve for a maximum of two consecutive terms. See Section 3.3. The President shall assume the office of Chapter President in the year following his term as President elect. The President elect shall serve a term of one year.. The Secretary shall be elected to serve a term of two years and may serve for a maximum of two consecutive terms and shall assume the office of Chapter Secretary immediately following the Annual SCCM Congress. The Treasurer shall be elected to serve a term of two years and may serve for a maximum of two consecutive terms and shall assume the office of Chapter Treasurer immediately following the Annual SCCM congress. The Immediate Past-President shall assume the office in the year following his term as President, and serve a one-year term. The Members-at-Large shall serve a term of three years with alternating elections, so that the term of office for two elected representative shall expire each year. A Member-at-Large may serve a maximum of two terms.

Officers shall be elected in the following manner: Chapter Members may submit written nomination for officers to the Immediate Past President of the Chapter by the date documented in the call for nominations. The Nominating Committee shall consider all candidates whose names have been submitted, and the Nominating Committee may make additional nominations. The Nominating Committee shall recommend to the Executive Board a slate of at least two candidates for the office of President Elect, Secretary/and or Treasurer and four nominees for the office of Member-at-Large. The Chapter Members shall vote for one candidate for each office and two for the office of member at large, and each nominee receiving a majority of the votes cast by electronic 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) individual Chapter Members who must be full SCCM Members will be a delegate and alternate delegate to the SCCM Chapters Alliance. The Chapter Executive Board will select the delegates, either by a vote or by agreement. In case of a conflict, the Chapter 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 Annual Meetings. An annual Chapter meeting of the Chapter Executive Board 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 Chapter Executive Board may be held at such time and places as may be fixed from time to time by action of the Executive Board. Special meetings of the Executive Board shall be held whenever called by the President or by any two (2) or more Executive Board 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 Chapter Executive Board, notice of

any annual or regular meeting of the Executive Board need not be given. Notice of each special meeting shall be mailed to each Executive Board 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 Executive Board representative at such place by mail, fax or e-mail. Each such notice shall state the time and place of the Executive Board meeting, but need not state the purposes of the Executive Board 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 Notice of Meetings. Anything in these Bylaws or in any resolution adopted by the Executive Board of the Chapter to the contrary notwithstanding, proper notice of any meeting of the Executive Board shall be deemed to have been given to any Executive Board representative if he shall waive such notice in writing (including fax and e-mail) before or after the meeting. An Executive Board 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 Executive Board present at a regular meeting shall constitute a quorum for the transaction of Executive Board business. In the absence of a quorum, a majority may adjourn the meeting from time to time until a quorum can be had. The Executive Board shall act only as an Executive Board of the Chapter and the individual representatives shall have no power as such.

Section 3.12. Resignation. Any Executive Board representative of the Chapter may resign at any time, orally or in writing, by notifying the President or the Secretary of the Executive Board of the Chapter. 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 Executive Board 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 Executive Board representatives at a special meeting called for such a purpose. Failure to attend three or more consecutive Executive Board meetings may be considered cause for removal.

Section 3.14. Compensation. Executive Board representatives shall not be entitled to receive compensation for their duties as Executive Board representatives. Expenses for materials and services needed for the annual Chapter business meeting, or the annual Chapter Executive Board meeting may be reimbursed by the Chapter to the extent funds are available.

Section 3.15. Action by Executive Board of the Chapter without a Meeting. Any action required to be taken at a meeting of the Executive Board of the Chapter, or which may be taken at a meeting of the Executive Board or of a Committee established by the Executive Board of the Chapter, may be taken without a meeting if Executive Board or all of the Members of the Chapter Committee agree. Such consent shall have the same force and effect as a unanimous vote.

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

Section 3.17. Obligations of Society of Critical Care Medicine with Respect to Chapters. The obligations with respect to the Chapters are as follows:

1. Maintain list of Chapter Members.
2. Collect dues and other assessments on behalf of Chapters. These dues are to be forwarded to the Chapters along with a list of names of those individuals remitting dues, following deduction of a sum, specified by the Council, to cover this Chapter's expenses for conducting Chapter business.
3. Provide information on legal matters and tax accounting as appropriate.
4. Provide appropriate additional organizational services for an agreed fee.

Section 3.18. Chapter Obligations. The obligations of the Chapters are as follows:

1. To hold an annual business meeting, which shall be held more than one (1) calendar month from the Annual Business Meeting of the Chapter, unless a waiver is granted by the Executive Board.
2. To provide the Executive Office of the Chapter annually, by March 31 of each year:
 1. A list of Associate Chapter Members.
 2. The Names of Chapter officers, Chapter council Members, delegates and alternative delegates to the Chapter.
 3. A report of the Chapter annual business meeting including an annual financial statement an approved annual budget, and most recent version of the Chapter Bylaws.
 4. Any other documentation requested by the Chapter, including but not limited to evidence of compliance of paragraph "IV" below.
3. To participate in no activity that would jeopardize the 501(c)(3) federal tax-exempt status of the Chapter.
4. To file all necessary state and federal documents required to maintain the Chapter as a tax exempt Chapter (or other legally recognized entity) in good standing.

ARTICLE IV. COMMITTEES OF THE CHAPTER

The Chapter Executive Board may establish various Committees of the Executive Board and appoint Chapter Members to serve thereon. The authority of the Committees shall be based upon express grants of authority by the Chapter Executive Board and such Committees shall report directly to the Chapter Executive Board.

Section 4.1. Nominating Committee. The Chapter Immediate Past President shall annually chair a Nominating Committee to nominate Chapter Members for election to the Executive Board. The Nominating Committee shall have at least three (3) Members, none of whom shall be then seeking office on the Executive Board of the Chapter.

Section 4.2. Membership Committee. The Executive Board shall appoint a Membership Committee to conduct activities to welcome new members to the chapter and make recommendations to the executive board for recruiting new members to the chapter membership. The Committee shall have at least three (3) Members, one of whom shall be the Secretary, and one of whom shall be the member at large liaison. The other Members of the Committee need not be Executive Board representatives.

Section 4.3. Committee on Education. The Executive Board 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. This committee may plan other educational activities as requested by the executive board.

Section 4.4 Communications committee. The Executive Board shall appoint a standing committee for communication. This committee will keep the website updated. In addition, they will coordinate social media communication for the chapter.

Section 4.5. Other Committees. The Chapter Executive Board shall, 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 Executive Board of the Chapter.

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

Section 5.1. Execution of Contracts and Other Documents. The Executive Board or any duly authorized Committee of the Executive Board, 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 Chapter 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 Executive 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 Chapter by the Chapter President or the Chapter Vice President 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 Chapter shall be signed on behalf of the Chapter in such manner as shall from time to time be determined by the resolution of the Executive Board or of any duly authorized Committee of the Executive Board. Two signatures are required for any Chapter bank account. All bank account information, name, location, account numbers, etc., shall be provided to the Executive Board.

Section 5.3. Deposits. The funds of the Chapter not otherwise employed shall be deposited from time to time to the order of the Chapter in such banks, trust companies or other depositories as the Executive Board or any duly authorized Committee of the Executive Board may from time to time select, or as may be selected by an officer or officers, or agent or agents of the Chapter to whom such power may from time to time be delegated by the Executive Board or any duly authorized Committee of the Board.

Section 5.4. Gifts. Any gift, donation, bequest or devise to the Chapter shall be deemed to have been accepted only when acted upon affirmatively by the Executive Board or any duly authorized Committee or officer.

ARTICLE VI. MISCELLANEOUS

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

Section 6.2. Representatives to Other Organizations. The Executive Board of the Chapter may elect or appoint representatives to other organizations, bodies or groups that may invite the Chapter to be represented.

Section 6.3. Books and Records. The Chapter shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Chapter Members, the Executive Board, and any Committees, and shall keep at SCCM a record giving the names and addresses of the Members. All books and records of this Chapter may be inspected by any Chapter Member, or his agent or attorney, for any proper purpose, at any reasonable time

Section 6.4. Certificate of Membership. The Executive Board may provide certificates of Membership to Chapter Members in good standing through SCCM.

Section 6.5. 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.

Section 6.6. Minimum Review of Bylaws. Minimum review and updates of these Bylaws shall occur at least every five (5) years. Include the running date of original Bylaws approval and the running date of modifications.