

AMENDED AND RESTATED
BYLAWS
OF
SOCIETY OF CRITICAL CARE MEDICINE
A California Nonprofit Public Benefit Corporation

ARTICLE 1
OFFICES

Section 1.1 Principal Office.

The principal office for the Society of Critical Care Medicine (the “corporation”) shall be located in Illinois. The board of directors of the corporation is known as the “Council” and is granted full power and authority to change the principal office from one location to another.

Section 1.2 Other Offices.

The Council may establish branch or subordinate offices at any place or places at any time as the Council shall determine.

ARTICLE 2
PURPOSES

Section 2.1 Description of Purposes.

This corporation is organized for the following purposes:

- a. To improve care for acute life-threatening illnesses and injuries and to improve the development of optimal facilities for this purpose; and
- b. For charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.
- c. To have and exercise all rights and powers from time to time granted to nonprofit corporations by law.

Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended,

Adopted January, 2003
Reviewed and amended by SCCM Council, September 15, 2007
Revised by Council, May 30, 2009; May 1, 2010, September 11, 2010

or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended.

No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

ARTICLE 3 MEMBERS

Section 3.1 Members.

Any person, firm or corporation with an interest in critical care medicine shall be eligible to become a member of the corporation as noted in Section 5056 of the California Nonprofit Corporation Law.

This corporation shall have three (3) classes of statutory members, which are as follows:

a. *Full Members*: Full Members may make motions, vote, attend the Annual Business Meeting of the members, be elected to office, serve on committees, receive periodic mailings, and enjoy all rights and privileges of the corporation.

b. *Senior*: An individual holding Full Membership shall have the option of choosing Senior Membership to become effective the calendar year of retirement. A request for Senior Membership shall be addressed to the Executive Office and shall be granted automatically to a Full Member in good standing. Senior Members enjoy all rights, privileges, and benefits of membership, except that they may not hold office. Such members are not required to pay membership dues. They may purchase the Journal and any of the corporation's other publications at the special membership rates.

c. *Honorary Members*: Honorary Life Membership ("Honorary Membership") is an extraordinary class limited to individuals who have rendered notable service to critical care medicine or to this corporation. Written nomination by three members must be submitted to the President of the corporation. Election to Honorary Membership requires the unanimous endorsement of the Council members present at a duly held meeting of Council. No more than two (2) Honorary Memberships may be conferred in one year. Honorary Membership shall be kept to less than one percent (1%) of the Full Membership. Honorary Members shall have all the privileges of Full Membership but will not be required to pay dues, mailing fees or registration fees to the corporation's educational programs.

Section 3.2 Associates.

Adopted January, 2003

Reviewed and amended by SCCM Council, September 15, 2007

Revised by Council, May 30, 2009; May 1, 2010, September 11, 2010

Nothing in this Article 3 shall be construed to limit the corporation's right to refer to persons associated with it as "members" even though such persons are not statutory members, and no such reference by the corporation shall render anyone a member within the meaning of Section 5056 of the California Nonprofit Corporation Law. Such individuals may originate and take part in the discussion of any subject that may properly come before any meeting of the membership, but may not vote. The corporation may confer, by amendment of its Articles of Incorporation or of these Bylaws, some or all of a statutory member's rights, as set forth in the California Nonprofit Corporation Law, upon any person who does not have the right to vote for the election of Council members, on a disposition of substantially all of the assets of the corporation, on a merger, on a dissolution, or on changes to the corporation's Articles of Incorporation or Bylaws, but no such person shall be a member within the meaning of said Section 5056. The Council may also, but without establishing memberships, create an advisory council or honorary board or such other auxiliary groups as it deems appropriate to advise and support the corporation.

The corporation shall have the following classes of members who shall not be statutory members within the meaning of Section 5056 and shall not have the rights of such members:

a. *International Physician*: Available to physicians outside of the United States in lieu of Full Membership; enjoys all rights and privileges of membership, except that they may not make motions, vote or hold office. International Physician Members may opt for Full Membership.

b. *Fellow and Resident In-Training*: Available to persons in specialty training programs upon verification of training status; this category of membership provides the member all of the privileges of Full Membership, except that they may not make motions, vote or hold office. In-training memberships may be renewed annually until the year the member completes his/her training program.

c. *Student*: Available to students pursuing education in healthcare and related fields; verification of the training program is required. Student Members shall enjoy all rights and privileges of Full Membership except that they may not make motions, vote or hold office.

d. *Chapter or Affiliate Members*: An individual who is a member in good standing of a Chapter or Affiliate shall be a Chapter or Affiliate Member of this corporation. This class of membership is not mutually exclusive of other classes of membership. Chapter or Affiliate Membership alone does not entitle the holder to vote on any matter of business or hold an office of this corporation.

Section 3.3 Membership Procedures.

Adopted January, 2003

Reviewed and amended by SCCM Council, September 15, 2007

Revised by Council, May 30, 2009; May 1, 2010, September 11, 2010

Admissions procedures, dues rates, additional benefits, resignation procedures and other items of an administrative nature shall be established by the Chief Executive Officer/Executive Vice President (“CEO/EVP”) or his/her designee and set forth in the Policy Manual referenced in Article 18.

Section 3.4 Termination of Membership and Associated Benefits.

Non-payment of dues or mailing costs shall result in termination of membership; provided; however, that at least fifteen (15) days prior to such termination, the member to be terminated shall be given notice of such termination and the reasons therefore and the opportunity for such member to respond in writing to the Executive Office not less than five (5) days prior to the termination date. Such written statement shall be considered by the CEO/EVP in determining whether or not the termination shall take place.

Section 3.5 Expulsion, Suspension or Censure of a Member

Any member may be expelled, suspended or censured based on a good faith determination by the Council, or a committee or a person authorized by the Council to make such a determination, that the member has engaged in conduct materially and seriously prejudicial to the corporation’s purposes and interests. The Council may give the member an opportunity to be heard, either in person or in writing at its discretion, prior to such action becoming final.

Section 3.6 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 Executive Office within a 12 month period after the date on which such membership is terminated. A late fee for such reinstatement may be assessed. Other former members who wish to rejoin shall reapply as new members and their seniority in this corporation shall be from the year that they rejoined.

Section 3.7 Transfer of Membership.

Membership in this corporation is not transferable or assignable.

**ARTICLE 4
MEETINGS OF MEMBERS**

Section 4.1 Annual Business Meeting.

An Annual Business Meeting of members shall be held on such date and time as the Council shall determine for the transaction of the business of this corporation.

Adopted January, 2003

Reviewed and amended by SCCM Council, September 15, 2007

Revised by Council, May 30, 2009; May 1, 2010, September 11, 2010

During this meeting, as part of the Secretary's report, a summary of the actions of the Council shall be presented to the membership. Additionally, reports shall be presented by the President, Treasurer and any other member called on by the President to do so.

The Order of Business of the annual Business Meeting of the corporation shall be as follows:

1. The Call to Order
2. Reports of the Officers and Committees
3. Election or Report of Election of Officers and Council Members

Section 4.2 Special Meetings.

Special meetings of members may be called by the Council, the President, or not less than one-twentieth (1/20) of the members entitled to vote. No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting. No business regarding changes to the Articles of Incorporation or the Bylaws of this corporation may be considered or transacted at a special meeting, and no resolutions or statements representing an opinion of this corporation may be adopted unless such special meeting is attended by at least as many voting members as attended the last Annual Business Meeting.

Section 4.3 Notice Requirements for Members' Meetings.

A mail notice concerning new business to be considered at the Annual Business Meeting shall be sent to all members specified in Section 3.1 at least sixty (60) days prior to the Annual Business Meeting. No business shall be transacted (including entertainment of any motion from any member) unless such business has been set forth in the notice.

Section 4.4 Quorum.

a. Seventy-five (75) members eligible to vote shall constitute a quorum for the transaction of business at any meeting of the members; provided, however, that if any regular or special meeting is actually attended by less than one third of the voting members, the only matters that may be voted on are those of which notice of their general nature was given under Section 4.3 of these Bylaws.

b. Subject to Section 4.4(a) of these Bylaws, the members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

Adopted January, 2003

Reviewed and amended by SCCM Council, September 15, 2007

Revised by Council, May 30, 2009; May 1, 2010, September 11, 2010

Section 4.5 Voting

a. Subject to the provisions of the California Nonprofit Public Benefit Corporation Law, members entitled to vote shall be as specified in these Bylaws.

b. Voting at meetings may be by voice or written ballot, except that election of officers and Council members shall be by written ballot.

c. Each member entitled to vote shall be entitled to cast one vote on each matter submitted to a vote of the members.

d. If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be the act of the members, unless the vote of a greater number, or voting by classes, is required by the California Nonprofit Public Benefit Corporation Law or by the Articles of Incorporation.

Section 4.6 Action by Written Ballot Without a Meeting

Any action that may be taken at any meeting of members may be taken without a meeting by complying with the following:

a. The corporation shall distribute one written ballot (written ballots include electronically transmitted written ballots such as e-mailed ballots) to each member entitled to vote on the matter. Such ballots shall be mailed or delivered in the manner required by Section 4.3(c) of these Bylaws. All solicitations of votes by written ballot shall (1) indicate the number of responses needed to meet the quorum requirement; (2) with respect to ballots other than for election of Council members, state the percentage of approvals necessary to pass the measure or measures; and (3) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall (1) set forth the proposed action; (2) provide the members an opportunity to specify approval or disapproval of each proposal; and (3) provide a reasonable time within which to return the ballot to the corporation. Such written ballot shall provide, subject to reasonable specified conditions, that if the person solicited specified a choice with respect to such matter, the vote shall be cast in accordance with that specification. In any election of Council members, a written ballot that a member marks “withhold”, or otherwise marks in a manner indicating the authority to vote is withheld, shall not be voted either for or against the election of a Council member.

b. Approval by written ballot shall be valid only when (1) the number of votes cast by ballot (including those that are marked “withhold” or otherwise indicate that authority to vote is withheld) within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and (2) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.

Adopted January, 2003

Reviewed and amended by SCCM Council, September 15, 2007

Revised by Council, May 30, 2009; May 1, 2010, September 11, 2010

c. A written ballot may not be revoked.

d. All written ballots shall be filed at the Executive Office of the corporation and maintained in the corporate records for at least three years.

Section 4.7 Record Date Determined by Council

The Council may fix in advance a reasonable record date for determining the members entitled to notice of or to vote at any meeting, to vote by written ballots, or to exercise any other rights with respect to any lawful action. The record date so fixed:

a. For notice of a meeting shall be not more than ninety (90) days nor less than ten (10) days before the date of the meeting;

b. For voting at a meeting shall be not more than sixty (60) days before the date of the meeting or less than ten (10) days before the date of the meeting;

c. For voting by written ballot shall be not more than sixty (60) days before the day on which the first written ballot is mailed or solicited; and

d. For any other action shall be not more than sixty (60) days before that action.

Section 4.8 Rules.

The conduct of all meetings of the corporation shall be governed by proper parliamentary procedure.

Adopted January, 2003

Reviewed and amended by SCCM Council, September 15, 2007

Revised by Council, May 30, 2009; May 1, 2010, September 11, 2010

ARTICLE 5 COUNCIL MEMBERS

Section 5.1 General Powers.

Subject to the limitations of the California Nonprofit Public Benefit Corporation Law, the corporation's Articles of Incorporation and these Bylaws, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Council. The Council may delegate the management of the corporation's activities to any person(s), management company or committees, however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Council. No assignment, referral or delegation of authority by the Council or anyone acting under such delegation shall preclude the Council from exercising full authority over the conduct of the corporation's activities, and the Council may rescind any such assignment, referral or delegation at any time.

Section 5.2 Specific Powers.

Without prejudice to its general powers, but subject to the same limitations set forth above, the Council shall have the following powers in addition to any other powers enumerated in these Bylaws and permitted by law:

- a. To select and remove all of the officers, agents and employees of the corporation; to prescribe powers and duties for them which are not inconsistent with law, the corporation's Articles of Incorporation or these Bylaws; to fix their compensation; and to require security from them for faithful service;
- b. To conduct, manage and control the affairs and activities of the corporation and to make such rules and regulations therefor which are not inconsistent with law, the corporation's Articles of Incorporation or these Bylaws;
- c. To adopt, make and use a corporate seal and to alter the form of the seal from time to time;
- d. To borrow money and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation and other evidences of debt and securities therefor;
- e. To carry on a business and apply any revenues in excess of expenses that results from the business activity to any activity in which it may lawfully engage;
- f. To act as trustee under any trust incidental to the principal object of the corporation, and receive, hold, administer, exchange and expend funds and property subject to such trust;

Adopted January, 2003

Reviewed and amended by SCCM Council, September 15, 2007

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g. To acquire by purchase, exchange, lease, gift, devise, bequest, or otherwise, and to hold, improve, lease, sublease, mortgage, transfer in trust, encumber, convey or otherwise dispose of real and personal property; and

h. To assume any obligations, enter into any contracts or other instruments, and do any and all other things incidental or expedient to the attainment of any corporate purpose.

Section 5.3 Number, Qualifications, Election and Term of Council Members.

The authorized number of Council members shall be eighteen (18), until changed by amendment of these Bylaws, and shall include the President, the President-Elect, the Immediate Past-President, the Secretary and the Treasurer, who shall serve on the Council for the duration of their term of office; and thirteen (13) additional Council members elected in accordance with Section 5.4 of these Bylaws, whose terms of office are staggered and will expire at the end of the third Annual Business Meeting after election.

Section 5.4 Nomination and Election of Council.

a. *Nominating Committee:* Candidates for Council members shall be nominated by a Nominating Committee. The Nominating Committee shall confer prior to the Annual Business Meeting of the corporation and prior to the issuance of written ballots pursuant to Section 5.4.d and, by a two-thirds (2/3) majority vote of the committee, shall prepare a slate of candidates who will be recommended to the Council. Upon approval from the Council, the candidates will be submitted to the members for election pursuant to written ballot.

b. *Section Representation:* To ensure a balanced representation, the Anesthesiology, Internal Medicine, Nursing, Pediatric, Clinical Pharmacology and Pharmacy and Surgical Sections shall each be assigned one designated section seat on the Council every three (3) years. A Collective Seat representing the remaining Sections shall also be assigned one designated seat on the Council every three (3) years. The Section shall propose at least two (2) candidates to the Nominating Committee for the designated section seat. The Nominating Committee shall recommend the final slate of candidates for Council approval. The designated seat shall go to the Section-specific candidate receiving the most votes by the membership for the designated seats in the written ballot issued prior to the Annual Meeting. No candidate for the designated section seats shall also be a candidate for any non-designated section seats. If a member serving in a designated seat should for any reason vacate that seat, the Section shall have the privilege of proposing two (2) candidates to the Nominating Committee for that seat. However, the term of that designated seat shall expire as scheduled.

Adopted January, 2003

Reviewed and amended by SCCM Council, September 15, 2007

Revised by Council, May 30, 2009; May 1, 2010, September 11, 2010

c. *Additional Nominations:* Additional nominations may be made upon the written petition of seventy-five (75) members eligible to vote to arrive at the Executive Office at least one-hundred-fifty (150) days prior to the Annual Business Meeting. The Nominating Committee and groups of at least seventy-five (75) members who nominate additional candidates must provide proof in writing of the willingness of candidates to serve if elected at the time of such nomination. All nominees must meet the qualifications contained in these Bylaws.

d. *Election:* The Council members shall be elected by a plurality of the valid votes cast by written ballot and counted prior to and announced at the Annual Business Meeting of this corporation. Candidates for designated seats and for specific officer positions shall be so described in the balloting process.

Section 5.5 Tenure and Qualifications of Council.

In order to be eligible for election to the Council, a member must have held membership in a category of membership eligible to hold office for a period of five (5) years at the time the election is held. Each Council member shall hold office for the term indicated above and until his successor shall have been duly elected and qualified. No Council member shall serve more than three (3) consecutive terms. Council members who fail to attend two (2) consecutive regularly scheduled Council meetings, without an approved excuse, shall be removed unless reinstated by two-thirds (2/3) vote of the Council.

Section 5.6 Ex-Officio Members.

The President may appoint Ex-Officio Members of the Council but they shall have no voting rights with respect to actions taken by the Council.

Section 5.7 Resignation and Removal.

Subject to the provisions of Section 5226 of the California Nonprofit Public Benefit Corporation Law, any Council member may resign effective upon giving written notice to the President, the Secretary or the Council, unless the notice specifies a later effective time. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective. Council members may be removed in accordance with Section 5.5 or Section 5.8(b).

The Council may remove any Council member for cause by an affirmative action of no fewer than a three-fourths majority vote of Council members. Prior to removal from the Council, a letter signed by the President, the Executive Committee or any six (6) Council Members stating their recommendation for removal of the Council member in question will be sent to all Council members by the Executive Office. This letter will be sent at least sixty (60) days prior to the meeting at which time the vote will be taken regarding the proposed removal. The notice will contain, at a minimum, the reason(s) for the proposed action at the Council

Adopted January, 2003

Reviewed and amended by SCCM Council, September 15, 2007

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meeting where this matter is to be considered and the Council member in question will be given the opportunity to address the Council prior to voting on removal. The vote for removal must be taken at an official meeting of the Council, and not by fax or mail ballot. However, the Secretary of the Council will take the vote for removal in writing, and the vote will be tabulated by an ad-hoc teller committee of three (3) Council members before the adjournment of the meeting. The Secretary will announce the results of the action to the Council immediately and to the membership within sixty (60) days.

Section 5.8 Vacancies.

a. A Council vacancy or vacancies shall be deemed to exist if any Council member dies, resigns, or is removed, or if the authorized number of Council members is increased.

b. Notwithstanding Section 5.4, the Council may declare vacant the office of any Council member who has been convicted of a felony, or has been found to have breached any duty arising under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law or to be of unsound mind by any court of competent jurisdiction, or who fails to or ceases to meet any required qualification that was in effect at the beginning of that Council member's current term of office.

c. A vacancy on the Council shall be filled in the same manner as that used to select the Council member who has vacated the office. Each Council member so elected shall hold office until the expiration of the term of the replaced Council member and continue to hold office until a qualified successor has been elected.

d. No reduction of the authorized number of Council members shall have the effect of removing any Council member prior to the expiration of the Council member's term of office.

Section 5.9 Place of Meetings.

Meetings of the Council may be held at the principal office of the corporation or at any other place which has been designated in the notice of the meeting or, if there is no notice, by resolution of the Council.

Section 5.10 Annual Meetings.

The Council shall hold an annual meeting for the purposes of organization and the transaction of other business.

Section 5.11 Regular Meetings.

Regular meetings of the Council, including the Annual Business Meeting, shall be held without call or notice on such dates and at such times and places as may be from time to

Adopted January, 2003

Reviewed and amended by SCCM Council, September 15, 2007

Revised by Council, May 30, 2009; May 1, 2010, September 11, 2010

time fixed by the Council; provided, however, that the Annual Business Meeting shall be held and at the same time and place as the annual Critical Care Congress.

Section 5.12 Special Meetings.

a. Special meetings of the Council for any purpose(s) may be called at any time by the President or CEO/EVP, who may fix any place as the place of holding any special meeting.

b. Special meetings of the Council may be held only after each Council member has received four (4) days' notice by first-class mail or forty-eight (48) hours notice given personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, either directly to the Council member or to a person at the Council member's office who would reasonably be expected to communicate that notice to the Council member, telegraph, facsimile, telex, email or other similar means of communication.

c. Any such notice shall be addressed or delivered to each Council member at the Council member's address as it is shown on the records of the corporation or as may have been given to the corporation by the Council member for purposes of notice or, if an address is not shown on the corporation's records or is not readily ascertainable, at the place at which the meetings of the Council members are regularly held.

d. Notice by mail shall be deemed received at the time a properly addressed written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed received at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or is actually transmitted by the person giving the notice by electronic means to the recipient. Oral notice shall be deemed received at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient whom the person giving the notice has reason to believe will promptly communicate it to the receiver.

e. The notice of special meeting shall state the time of the meeting, and the place if the place is other than the principal office of the corporation, and the general nature of the business proposed to be transacted at the meeting. No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

Section 5.13 Quorum and Voting.

A majority of the authorized number of Council members shall constitute a quorum. Except as otherwise specified in these Bylaws, every act or decision done or made by a majority of the Council members present at a meeting duly held at which a quorum is present is an act of the Council. Unless otherwise specified, all references to 'majority vote' of the Council

Adopted January, 2003

Reviewed and amended by SCCM Council, September 15, 2007

Revised by Council, May 30, 2009; May 1, 2010, September 11, 2010

in these Bylaws shall be construed as a majority vote of those present at a duly held meeting at which a quorum is present. When these Bylaws specify a super-majority voting requirement for any act, such requirement shall require a vote by the specified percentage of the full Council, taken at any meeting at which a quorum is held or by electronic conference in accordance with section 5.14 or as otherwise permitted by these Bylaws. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Council members, if any action taken is approved by at least a majority of the required quorum for such meeting. Council members may not vote by proxy.

Section 5.14 Participation In Meetings by Electronic Conference.

Council members may participate in a meeting through the use of telephone conference or other electronic communications equipment. Such participation shall constitute presence in person at the meeting of the Council only if all of the following apply: (a) Each member participating in the meeting can communicate concurrently with all of the other members; (b) each member is provided the means of participating in all matters before the Council, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation; (c) the Council has adopted and implemented a means of verifying both of the following: (1) a person communicating by telephone, video screen, or other communications equipment is a Council member entitled to participate in the Council meeting; (2) all statements, questions, actions, or votes were made by that Council member and not by another person not permitted to participate as a Council member.

Section 5.15 Waiver of Notice.

Notice of a meeting need not be given to any Council member who signs a waiver of notice, a written consent to the holding of the meeting, an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting the lack of notice prior thereto or at its commencement. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 5.16 Adjournment.

A majority of the Council members present, whether or not a quorum is present, may adjourn any Council members' meeting to another time and place. If a meeting is adjourned for more than twenty-four (24) hours, notice of such adjournment to another time or place shall be given, prior to the time scheduled for the continuation of the meeting, to the Council members who were not present at the time of the adjournment.

Section 5.17 Action Without Meeting.

Any action required or permitted to be taken by the Council may be taken without a meeting if all Council members individually or collectively consent in writing to such action.

Adopted January, 2003

Reviewed and amended by SCCM Council, September 15, 2007

Revised by Council, May 30, 2009; May 1, 2010, September 11, 2010

Such consent(s) shall have the same effect as a unanimous vote of the Council and shall be filed with the minutes of the proceedings of the Council.

Section 5.18 Rights of Inspection.

Every Council member has the absolute right to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation provided such inspection is conducted at a reasonable time after reasonable notice.

Section 5.19 Fees and Compensation.

Except for the President and President-Elect of the corporation, Council members shall not receive any compensation for their services; however, the Council or its designee may approve the reimbursement of a Council member's actual and necessary expenses incurred in the conduct of the corporation's business.

**ARTICLE 6
OFFICERS**

Section 6.1 Officers.

The officers of the corporation shall be the President, Immediate Past-President, President-Elect, Secretary and Treasurer. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the President.

Section 6.2 Nomination and Election.

Candidates for office shall be nominated by the Executive Committee from among the individuals currently sitting on the Council. Additional nominations for officers may be made in writing by groups of at least seventy-five (75) members entitled to vote to arrive at the Executive Office at least one-hundred-fifty (150) days prior to the Annual Business Meeting. These nominees may be current Council members or may come from the general membership provided they meet the qualifications as set forth in Section 5.5 The officers of the corporation shall be elected by a plurality of the valid votes cast by written ballot of the members pursuant to section 5.4.d and announced at the Annual Business Meeting of this corporation.

Section 6.3 Term.

The President's term shall begin at the end of Annual Business Meeting and continue until the end of the next Annual Business meeting of the membership. The President-Elect assumes the office of the President in the year following the year as President-Elect. The Secretary and Treasurer shall serve for two (2) years. The term of the Secretary and Treasurer positions shall be staggered.

Adopted January, 2003

Reviewed and amended by SCCM Council, September 15, 2007

Revised by Council, May 30, 2009; May 1, 2010, September 11, 2010

Section 6.4 Subordinate Officers.

The Council may elect, and may empower the President to appoint, such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as the Council may from time to time determine.

Section 6.5 Removal.

The Council may remove any Officer for cause by an affirmative action of no fewer than a three-fourths majority vote of Council members. Prior to removal from office, a letter signed by any six (6) Council Members stating their recommendation for removal of the Officer in question will be sent to all Council members by the Executive Office. This letter will be sent at least sixty (60) days prior to the meeting at which time the vote will be taken regarding the proposed removal. The notice will contain at a minimum the reason(s) for the proposed action at the Council meeting where this matter is considered, the Officer in question will be given the opportunity to address the Council prior to voting on removal. The vote for removal must be taken at an official meeting of the Council, and not by fax or mail ballot. However, the Secretary of the Council will take the vote for removal in writing, and the vote will be tabulated by an ad-hoc teller committee of three (3) Council members before the adjournment of the meeting. The Secretary will announce the results of the action to the Council immediately and to the membership within sixty (60) days.

Section 6.6 Resignation.

Any officer may resign at any time by giving written notice to the Council; such resignation may not prejudice the rights, if any, of the corporation under any written contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6.7 Vacancies.

A vacancy in any office, other than the President, for any cause, shall be filled by nomination of the President with the approval of two-thirds (2/3) of the entire Council at the next meeting. A vacancy in the office of the President shall be automatically filled by the President-Elect, who shall serve for the unexpired portion of the President's term and then serve the next term for which he/she would have been President. Thereafter, the order of precedence shall be immediate Past-President, Secretary and Treasurer, subject to Section 6.1.

Section 6.8 President.

The President shall preside at all meetings of the Council and Annual Business Meetings, and shall see that proper parliamentary procedure and decorum are properly enforced

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in all deliberations of this corporation. Prior to the commencement of his/her term as President. The President-Elect shall appoint the chairperson and members of committees who shall serve during his or her term of office as President. Such appointments are subject to confirmation by the Council at its next meeting.

Section 6.9 President-Elect.

In the absence or disability of the President, the President-Elect shall perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The President-Elect shall have such other powers and perform such other duties as the Council may prescribe from time to time.

Section 6.10 Immediate Past-President.

In the absence or disability of the President and President-Elect, the Immediate Past-President shall perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Immediate Past President shall have such other powers and perform such other duties as the Council may prescribe from time to time.

Section 6.11 Secretary.

a. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Council may order, a book of minutes of all meetings of the Council and its committees, including the following information for all such meetings: the time and place of holding; whether regular or special; if special, how authorized; the notice thereof given; the names of those present and absent, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office, the original or a copy of the corporation's Articles of Incorporation and Bylaws, as amended to date, and a register showing the names of all Council members and their respective addresses. The Secretary shall keep the seal of the corporation and shall affix the same on such papers and instruments as may be required in the regular course of business, but failure to affix it shall not affect the validity of any instrument.

b. The Secretary shall give, or cause to be given, notice of all meetings of the Council and any committees thereof required by these Bylaws or by law to be given; shall keep the seal of the corporation in safe custody; shall see that all reports, statements and other documents required by law are properly kept or filed, except to the extent the same are to be kept or filed by the Treasurer; and shall have such other powers and perform such other duties as may be prescribed from time to time by the Council.

Section 6.12 Treasurer.

a. The Treasurer of the corporation shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business

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transactions of the corporation, including accounts of its assets, liabilities, receipts and disbursements. The books of account shall at all times be open to inspection by any Council member.

b. The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as may be designated from time to time by the Council. The Treasurer shall disburse the funds of the corporation as may be ordered by the Council, and shall render to the President and Council members, upon request, an account of all transactions as Treasurer and of the financial condition of the corporation. The Treasurer shall present an operating statement and report, since the last preceding regular Council meeting, to the Council at all regular meetings. The Treasurer shall have such other powers and perform such other duties as may be prescribed from time to time by the Council.

ARTICLE 7 COMMITTEES

Section 7.1 Council Committees.

The Council may, by resolution adopted by a majority of the Council members then in office, provided that a quorum is present, create one or more standing, special or ad hoc committees as described herein and in Section 7.3 to serve at the pleasure of the Council. Appointments to such Council committees shall be made by the President, and the chairperson of such Council committees shall be appointed by the President. Except for the Executive Committee, all committees shall be advisory to the Council, unless they are granted specific authority by the Council to act on its behalf. Any such authority shall be subject to the limitations set forth in Section 7.2.

Section 7.2 Powers of Committee.

Unless otherwise provided in these Bylaws or by the laws of the State of California, a committee shall have all of the authority of the Council to the extent delegated by the Council, except that no committee, regardless of Council resolution, may:

- a. Fill vacancies on the Council or on any committee which has the authority of the Board;
- b. Fix compensation of Council members for serving on the Council or any committee;
- c. Amend or repeal Bylaws or adopt new Bylaws;

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d. Amend or repeal any resolution of the Council which by its express terms is not so amendable or repealable;

e. Appoint committees of the Council or the members thereof;

f. Use corporate resources or time to support a nominee or applicant for Council member after there are more people nominated for Council member than can be elected;

g. Approve any self-dealing transaction, except as provided in Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law; or

h. Approve any action for which the California Nonprofit Public Benefit Corporation Law requires the approval of the Council.

Section 7.3 Executive Committee.

The Executive Committee shall include the President, the President-Elect, the Immediate Past-President, the Secretary and the Treasurer. The Executive Committee shall be responsible for the day-to-day management of the Corporation. It shall exercise powers and assume the duties of management as directed by the Council and as may be outlined in the Bylaws, subject to the following limitations:

- (1) That the Council may at any meeting overrule any act or decision of the Executive Committee
- (2) That the Council may suspend at any meeting, any power conferred upon the Executive Committee by resolution or by these Bylaws, such suspension to remain in effect pending repeal of any Bylaw conferring such power; or,
- (3) That the Council may direct any action or plan of the Executive Committee.
- (4) Regular meetings of the Executive Committee shall be called by the President and notice thereof shall be communicated at least twenty (20) days in advance and shall include time, place, and purpose of the meeting. Special meetings of the Executive Committee may be called by the President or CEO/EVP and notice thereof shall be provided to members of the Committee in the manner specified in Section 5.12(b).
- (5) The term of office for each member of the Executive Committee shall begin with his/her installation at the Annual Business Meeting of the Members and terminate with the installation of the new members at the next Annual Business Meeting of the Members.

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- (6) It shall review or cause to be prepared and present an annual budget to the Council for approval.
- (7) One-half (1/2) of the members of the Executive Committee shall constitute a quorum. In the event this is a fractional number, the next higher whole number will be used.

Section 7.4 Committee Eligibility.

All statutory and other members and in good standing may serve on committees, other than the Executive Committee, and/or divisions of this corporation.

Section 7.5 Meetings and Action of Council Committees.

a. Each committee shall be responsible for its own internal organization consistent with these Bylaws, except with respect to financial matters, which shall be managed by the Executive Office of the corporation.

b. Official correspondence of each committee shall be conducted through the Executive Office of the corporation.

c. Each committee shall be appointed a chair by the President. The chair shall be responsible for (1) maintaining communication within the committee and (2) reporting on activity of the committee to the Council and to the members at least on an annual basis.

d. Committee membership shall be open to any member of this corporation who has an interest in the particular critical care group as defined by the committee.

Section 7.6 Committee Dissolution

A resolution recommending dissolution of a committee may be passed by majority vote of the Council.

Section 7.7 Meetings

a. Meetings of a committee may be called by the President, the chairperson of the committee or a majority of the committee's voting members. Each committee shall meet as often as is necessary to perform its duties. Notice of a meeting of a committee may be given at any time and in any manner reasonably designed to inform the committee members of the time and place of the meeting, except that meetings of the Executive Committee shall be noticed in the manner provided in Section 7.3. A majority of the voting members of a committee shall constitute a quorum for the transaction of business at any meeting of the committee. Each committee may keep minutes of its proceedings and shall report periodically to the Council. A committee may take action by majority vote.

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b. Any member of a committee may resign at any time by giving written notice to the chairperson of the committee or to the President. Such resignation, which may or may not be made contingent upon formal acceptance, shall take effect upon the date of receipt or at any later time specified in the notice. The President may, with prior approval of the Council, remove any appointed member of a committee. The President, with the Council's approval, shall appoint a member to fill a vacancy in any committee or any position created by an increase in the membership for the unexpired portion of the term.

ARTICLE 8 SPECIAL BODIES

Section 8.1 Establishment of Special Bodies

The corporation may maintain within its governance special bodies such as, but not limited to foundations, coalitions, and honorary organizations which further carry out the corporations charitable mission.

Section 8.2 Organization

a. These special bodies are subject to the ultimate authority of the Council, which has the right to oversee budgets, to dissolve the body and to remove or modify its governing body.

b. These special bodies shall be responsible for their own internal affairs and for the distribution of funds approved by Council.

c. Official correspondence and administrative activities of the bodies shall be conducted through the Executive Office of the corporation and overseen by the CEO/EVP, or his/her designee

d. The Chair of each of these special bodies shall report on the activities of the bodies to the Council.

e. Application and initiation fees and any other necessary dues and/or fees shall be proposed by the special body and approved by the Council.

f. Special bodies shall not participate in any activity that would jeopardize the 501(c)(3) federal tax-exempt status of this corporation.

Section 8.3 Dissolution

A resolution to dissolve any special body may be passed by a two-thirds (2/3) vote of the Council.

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Section 8.4 Guidelines for Governance

a. Special bodies shall be operated in accordance with guidelines for governance prepared for such body and such guidelines and any changes thereto shall become effective when approved by the Council.

b. Changes in the guidelines for governance may be proposed by any member to the special body's guidelines for governance committee or by individual members of Council. All proposed changes shall be reviewed and approved by the special body's governance committee and presented to Council for ratification by a majority vote. In the event of a conflict between these Bylaws and the guidelines for governance, these Bylaws shall control.

ARTICLE 9 STANDARDS OF CONDUCT

Section 9.1 Standard of Care.

a. A Council member shall perform all duties of a Council member, including duties as a member of any committee of the Council on which the Council member may serve, in good faith, in a manner such Council member believes to be in the best interests of the corporation and with such care, including the duty to make reasonable inquiries, as an ordinarily prudent person in a like situation would use under similar circumstances.

b. In performing the duties of a Council member, a Council member may rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

- (1) One or more officers or employees of the corporation whom the Council member believes to be reliable and competent in the matters presented;
- (2) Legal counsel, independent accountants or other persons as to matters which the Council member believes to be within such person's professional or expert competence; or
- (3) A committee of the Council upon which the Council member does not serve, as to matters within its designated authority, provided the Council member believes that the committee merits confidence and the Council member acts in good faith, after reasonable inquiry when the need therefor is indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

Section 9.2 Self-Dealing Transactions.

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Self-dealing transaction means a transaction to which the corporation is a party and in which one or more of the Council members (“interested Council member(s)”) has a material financial interest. Notwithstanding this definition of self-dealing transaction, the following transactions are not self-dealing transactions, and are subject to the Council’s general standard of care:

a. An action by the Council fixing the compensation of a Council member as an officer of the corporation;

b. A transaction which is part of a public or charitable program of the corporation if the transaction is (1) approved or authorized by the corporation in good faith and without unjustified favoritism, and (2) results in a benefit to one or more Council members or their families because they are in a class of persons intended to be benefited by the public or charitable program;

c. A transaction of which the interested Council members have no actual knowledge, and which does not exceed the lesser of one percent (1%) of the corporation’s gross receipts for the fiscal year immediately preceding the year in which such transaction occurs or One Hundred Thousand Dollars (\$100,000).

d. A transaction the Attorney General has approved either before or after it was consummated.

e. A transaction with respect to which the following facts are established:

- (1) The corporation entered into the transaction for its own benefit;
- (2) The transaction was fair and reasonable as to the corporation at the time the corporation entered into the transaction;
- (3) Prior to consummating the transaction or any part thereof, the Council authorized or approved the transaction in good faith by vote of a majority of the Council members then in office excluding the vote of the interested Council member(s) and with knowledge of the material facts concerning the transaction and the interested Council member’s interest in it. Except as provided in paragraph (5) of this subsection, action by a committee of the Council will not satisfy this requirement; and
- (4) (i) Prior to authorizing or approving the transaction, the Council considered and in good faith determined after reasonable investigation under the circumstances that the corporation could not have obtained a more advantageous arrangement with reasonable effort under the circumstances, or (ii) the corporation in fact could not have obtained a

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more advantageous arrangement with reasonable effort under the circumstances; or

- (5) (i) A committee or person authorized by the Council approved the transaction in a manner consistent with the standards prescribed for approval by the Council under this subsection; (ii) it was not reasonably practical to obtain approval of the Council prior to entering into the transaction; and (iii) the Council, after determining in good faith that the conditions set forth in (i) and (ii) of this paragraph (5) were satisfied, ratified the transaction at its next meeting by a vote of a majority of the Council members then in office, excluding the vote of the interested Council member(s).

Section 9.3 Interested Council Member's Vote.

In determining whether the Council validly met to authorize or approve a self-dealing transaction, interested Council members may be counted to determine the presence of a quorum, but an interested Council member's vote may not be counted toward the required majority for such authorization, approval or ratification.

Section 9.4 Persons Liable and Extent of Liability.

If a self-dealing transaction has not been approved as provided in Section 9.2, the interested Council member(s) may be required to do such things and pay such damages as a court may provide as an equitable and fair remedy to the corporation, considering any benefit received by it and whether or not the interested Council member(s) acted in good faith and with the intent to further the best interests of the corporation.

Section 9.5 Other Contracts or Transactions With Mutual Council Members.

No contract or other transaction between the corporation and any domestic or foreign corporation, firm or association of which one or more of the corporation's Council members are Council Members is either void or voidable because such Council member(s) are present at the meeting of the Council or committee thereof which authorizes, approves or ratifies the contract or transaction if:

a. The material facts as to the transaction and as to such Council member's other Council Membership are fully disclosed or known to the Council or committee, and the Council or committee authorizes, approves or ratifies the contract or transaction in good faith by a vote sufficient without counting the vote of the common Council member(s); or

b. As to contracts or transactions not approved as provided in subsection a. of this Section, the contract or transaction is just and reasonable as to the

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corporation at the time it is authorized, approved or ratified. Notwithstanding the foregoing, this Section shall not apply to self-dealing transactions described in Section 9.2 above.

Section 9.6 Corporate Loans and Advances.

The corporation shall not make any loan of money or property to or guarantee the obligation of any Council member or officer, unless approved by the Attorney General; provided, however, that the corporation may advance money to a Council member or officer of the corporation or any subsidiary for expenses reasonably anticipated to be incurred in the performance of the duties of such officer or Council member, if, in the absence of such advance, such Council member or officer would be entitled to be reimbursed for such expenses by the corporation, its parent or any subsidiary.

Section 9.7 Annual Report.

Pursuant to Section 6321 of the California Nonprofit Public Benefit Corporation Law, the Treasurer shall cause an annual report to be prepared and sent to each Council member not later than 120 days after the close of the fiscal or calendar year. Such annual report shall be prepared in conformity with the requirements of the California Nonprofit Public Benefit Corporation Law as it may be in effect from time to time.

Section 9.8 Annual Statement of Certain Transactions and Indemnification.

Pursuant to Section 6322 of the California Nonprofit Public Benefit Corporation Law, the corporation shall furnish an annual statement of certain transactions and indemnification to each of the Council members no later than 120 days after the close of the fiscal year. If the corporation issues an annual report as set forth in Section 9.7 above, this requirement shall be satisfied by including the required information, as set forth below, in such report.

ARTICLE 10 OTHER PROVISIONS

Section 10.1 Validity of Instruments.

Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance or other written instrument and any assignment or endorsement thereof executed or entered into between the corporation and any other person, shall be valid and binding on the corporation when signed by the President or CEO/EVP of the corporation, unless the other person has actual knowledge that the signing officer had no authority to execute the same. Any such instruments may be signed by any other person(s) and in such manner as from time to time shall be determined by the Council and, unless so authorized by the Council, no officer, agent or employee shall have any power or authority to

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bind the corporation by any contract or engagement, to pledge its credit, or to render it liable for any purpose or amount.

Section 10.2 Construction and Definitions.

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, words in these Bylaws shall be read as the masculine or feminine gender, and as the singular or plural, as the context requires, and the word “person” includes both the corporation and a natural person. The captions and headings in these Bylaws are for convenience of reference only and are not intended to limit or define the scope or effect of any provision.

Section 10.3 Authority to Vote Securities.

The CEO/EVP or any other officer(s) authorized by the Council is authorized to vote, represent and exercise on behalf of the corporation all rights incident to any and all voting securities of any other corporation(s) standing in the name of this corporation. The authority granted herein may be exercised either in person or by any person authorized to do so by proxy or by power of attorney executed by the CEO/EVP or authorized officer.

Section 10.4 Fiscal Year.

The fiscal year of the corporation shall be set by the Council.

ARTICLE 11 BUSINESS OFFICE AND OFFICERS

Section 11.1 Office and Council.

The Council may establish a business office and choose a Chief Executive Officer/Executive Vice President (CEO/EVP) to be employed by and work under the direction of the President and Council.

Section 11.2 Chief Executive Officer/Executive Vice President’s Responsibilities.

The CEO/EVP shall act as administrative officer and business manager of this corporation under the supervision of, and responsible to, the President and Council. The CEO/EVP may be, but does not have to be, a member of this corporation. The CEO/EVP may not also hold office or be elected to a Council seat.

Section 11.3 Annual Reports.

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The CEO /EVP shall report at least annually to the Council on the business and administrative activities of this corporation.

Section 11.4 Meeting Attendance.

The CEO/EVP shall attend Council meetings and the Annual Business Meeting as directed by the President and Council.

ARTICLE 12 CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 12.1 Contracts.

The Council shall set forth in its policy manual who shall be authorized to negotiate contracts or instruments in the name of and on behalf of this corporation.

Section 12.2 Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of this corporation shall be signed by agent or agents of this corporation and in such manner as shall be determined by resolution of the Council.

Section 12.3 Deposits.

All funds of this corporation shall be deposited to the credit of this corporation in such banks, trust companies or other depositories as determined by the CEO/EVP of this corporation.

ARTICLE 13 INDEMNIFICATION OF AGENTS OF THE CORPORATION; PURCHASE OF LIABILITY INSURANCE

To the full extent permitted by law and in the manner provided by law, the corporation may indemnify against liability and hold harmless any person who was or is a party to or is threatened to be a party to or is otherwise involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Council Member, officer, employee or agent of the corporation when serving in an official capacity on behalf of the corporation, or is or was serving at the request of the corporation as a member, Council Member, officer, employee, or agent of another corporation, domestic or foreign, nonprofit or for-profit, partnership, joint venture, trust,

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or other enterprise. The foregoing rights of indemnification shall not be deemed to be exclusive of any other rights to which such person may be entitled under applicable law, and shall continue as to a person who has ceased to be a Council Member, officer, employee, or agent of the corporation and shall inure to the benefit of the estate, executors, administrators, heirs, legatees or devisees of any such person.

The corporation may pay expenses, including attorneys' fees, incurred in defending any action, suit or proceeding referred to in this Article in advance of the final disposition of such action, suit or proceeding as authorized by the Council in the specific case and as permitted by law.

The corporation may purchase and maintain insurance on behalf of any person who is or was a Council Member, officer, employee, or agent of the corporation when serving in an official capacity on behalf of the corporation, or is or was serving at the request of the corporation as a member, Council Member, officer, employee or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred in any such capacity, or arising out of such person's status as such, whether or not the corporation would be required or would have the power to indemnify such person against such liability under this Article or otherwise.

ARTICLE 14 SCIENTIFIC PUBLICATIONS

Section 14.1 Scientific Journal

This corporation shall sponsor and cause to be published a scientific journal(s), Governance of the corporation's journal(s) shall be carried out by an Editorial Board(s) appointed by the Council or its designee. Guidelines for Governance of these Editorial Board(s) shall be approved by Council.

Section 14.2 Editor-in-Chief

An Editor-in Chief shall be appointed by the President, subject to approval by the Council, to oversee the publishing of the corporation's journal(s) as set forth in the guidelines for governance.

Section 14.3 Other Publications

The corporation may from time to time cause to be published other periodic and non-periodical publications.

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ARTICLE 15
SECTIONS OF THE CORPORATION

Section 15.1 Sections

This corporation shall foster sections for critical care medicine special interest groups within the corporation. A section shall be created by a majority vote of the Council. The purposes of such sections shall be to:

- a. Maintain activity in special areas of interest in critical care medicine so that members' education in such areas be further; and
- b. Keep the corporation informed and advised on matters relating to such specified critical care areas.

Section 15.2 Organization of Sections.

- a. Each section shall be responsible for its own internal organization in accordance with guidelines for governance for the section, except with respect to financial matters, which shall be managed by the Executive Office of the corporation. In the event of a conflict between the Bylaws of the corporation and section guidelines for governance, the Bylaws of the corporation shall govern. The Section guidelines for governance shall be approved by the Council.
- b. Official correspondence of each section shall be conducted through the Executive Office of the corporation.
- c. Each section shall select a chair. The chair shall be responsible for (1) maintaining communication within the section and (2) reporting on activity of the section to the Council and to the members at least on an annual basis.
- d. Section membership shall be open to any member of this corporation who has an interest in the particular critical care group as defined by the section.

Section 15.3 Section Dissolution

A resolution recommending dissolution of a section may be passed by majority vote of the Council.

ARTICLE 16
CHAPTERS AND AFFILIATES

Section 16.1 Chapters and Affiliates

Chapters are separate corporations, financially independent of this corporation,

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with bylaws that should conform to the *Model Chapter Bylaws of the Society of Critical Care Medicine* and whose applications for formal recognition of Chapter status have been accepted by a majority vote of the Council. Affiliates are separate corporations located outside of the United States whose mission is congruent with this corporation's mission and whose applications for formal recognition of Affiliate status have been accepted by a majority vote of the Council. Members of Chapters or Affiliates may or may not be required to be members of the Society as determined by the Council. A Chapter or Affiliate shall have at least ten (10) members. Chapter or Affiliate members may be practitioners of any specialty or discipline involved in multiprofessional critical care.

Section 16.2 Recognition

This corporation shall formally recognize Chapters and Affiliates of the corporation.

Section 16.3 Purpose

The purpose of developing Chapters and Affiliates is the creation of organizations at the local, regional and international level to promote multiprofessional critical care and other interests of this corporation, including education of members and the public, setting and promulgating standards, and working with the corporation with respect to local and national issues affecting the practice and quality of critical care in the intensive care unit setting.

Section 16.4 Chapter and Affiliate Formation

This corporation, through its Executive office, shall foster Chapter and Affiliate development and assist individual members who wish to form a Chapter or Affiliate.

Section 16.5 Obligations of Corporation with Respect to Chapters

The obligations of this corporation with respect to Chapters are as follows:

- (1) Maintain a 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 corporation'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.

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Section 16.6 Chapter Obligations

The obligations of each Chapter shall be as follows:

a. To hold an annual business meeting, which shall be held more than one (1) calendar month from the Annual Business Meeting of the corporation, unless a waiver is granted by the Council.

b. To provide the Executive Office of the corporation annually, by March 31 of each year:

- (1) A list of Chapter members who are not members of the corporation.
- (2) The names of Chapter officers, Chapter council members, delegate and alternate delegate to the Chapters and Affiliates Committee.
- (3) A report of the Chapter annual business meeting including an annual financial statement and approved annual budget, and most recent version of the Chapter Bylaws.
- (4) Any other documentation requested by the corporation, including but not limited to evidence of compliance of paragraph “d” below

c. To participate in no activity that would jeopardize the 501(c)(3) federal tax-exempt status of this corporation.

d. To file all necessary state and federal documents required to maintain the Chapter as a tax exempt corporation (or other legally recognized entity) in good standing

Section 16.7 Withdrawal of Chapter Recognition

a. Withdrawal of recognition of a Chapter shall be considered by the Council if:

- (1) It is requested by a majority of a quorum of Chapter members at a duly constituted business meeting of the Chapter or.
- (2) A Chapter membership falls below ten (10) members or.
- (3) A Chapter participates in activities antithetical to the interests of this corporation or.
- (4) A Chapter fails to meet its obligations as set forth in these Bylaws.

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b. Withdrawal of recognition shall be by a majority vote of the Council members.

c. The Executive Office of this corporation shall inform the Chapters within thirty (30) days of a withdrawal of recognition by mail to the official office of the Chapter.

d. Following the notice of withdrawal of recognition, a Chapter may no longer refer to itself as being a Chapter of this corporation, use the corporation's registered service mark, be covered by the Corporation's umbrella tax exemption, or receive any of the other benefits awarded to Chapters.

e. Following the notice of withdrawal of recognition, any funds in the corporation's possession shall be transferred to the corporation's general fund and used to further the corporation's purposes.

Section 16.5 Obligations of Corporation with Respect to Affiliates

The obligations of this corporation with respect to Affiliates are as follows:

- (1) Provide appropriate organizational services and benefits as determined by the Council.

Section 16.6 Affiliate Obligations

The obligations of each Affiliate shall be as follows:

a. To hold an annual business meeting, which shall be held more than one (1) calendar month from the Annual Business Meeting of the corporation, unless a waiver is granted by the Council.

b. To provide the Executive Office of the corporation upon request:

- (1) An Affiliate member roster.
- (2) The names of Affiliate officers, Affiliate council members, delegate and alternate delegate to the Chapters and Affiliates Committee.
- (3) A report of the Affiliate annual business meeting.

Section 16.7 Withdrawal of Affiliate Recognition

a. Withdrawal of recognition of an Affiliate shall be considered by the Council if:

Adopted January, 2003

Reviewed and amended by SCCM Council, September 15, 2007

Revised by Council, May 30, 2009; May 1, 2010, September 11, 2010

- (1) It is requested by a majority of a quorum of Affiliate members at a duly constituted business meeting of the Affiliate or.
- (2) An Affiliate's membership falls below ten (10) members or.
- (3) An Affiliate participates in activities antithetical to the interests of this corporation or.
- (4) An Affiliate fails to meet its obligations as set forth in these Bylaws.

b. Withdrawal of recognition shall be by a majority vote of the Council members.

c. The Executive Office of this corporation shall inform the Affiliate within thirty (30) days of a withdrawal of recognition by mail to the official office of the Affiliate.

d. Following the notice of withdrawal of recognition, a Affiliate may no longer refer to itself as being an Affiliate of this corporation, use the corporation's registered service mark, or receive any of the other benefits awarded to Affiliates

ARTICLE 17 AMENDMENTS

Section 17.1 Bylaws.

These Bylaws shall be reviewed at least once every five (5) years and shall be documented as to the date of such review. Changes in the Bylaws may be proposed by any member in good standing to the Executive Office. All proposed changes shall be reviewed by the Executive Office and presented to the Council where appropriate. After Council approval by two-thirds (2/3) majority, changes shall be presented to the members for majority vote by written ballot prior to the Annual Business Meeting; provided; however, that the Council may amend the Bylaws without member approval if such amendments do not materially and adversely affect the rights of members. Voting shall be by written ballot as specified in Section 4.6.

ARTICLE 18

The Council shall maintain a Policy Manual that shall set forth the policies and procedures of the corporation in implementing these Bylaws and conducting certain day to day functions of the corporation. Revisions to the Policy Manual shall be approved by the Council. In the event of any conflict between the Policy Manual and these Bylaws, these Bylaws shall prevail.

Adopted January, 2003

Reviewed and amended by SCCM Council, September 15, 2007

Revised by Council, May 30, 2009; May 1, 2010, September 11, 2010

CERTIFICATE OF ADOPTION OF BYLAWS

I certify that I am the elected and acting Secretary of Society of Critical Care Medicine, a California nonprofit public benefit corporation, and that the foregoing Bylaws, comprising 31 pages, constitute the Bylaws of the corporation as adopted at a meeting of the Council held on September 14, 2002, approved by the members by written ballot as of January 24, 2003 and reviewed and amended by the Council September 14, 2007; amended further May 30, 2009.

IN WITNESS WHEREOF, I have signed my name to this certificate on _____, 2010.

_____, Secretary

Adopted January, 2003
Reviewed and amended by SCCM Council, September 15, 2007
Revised by Council, May 30, 2009; May 1, 2010, September 11, 2010