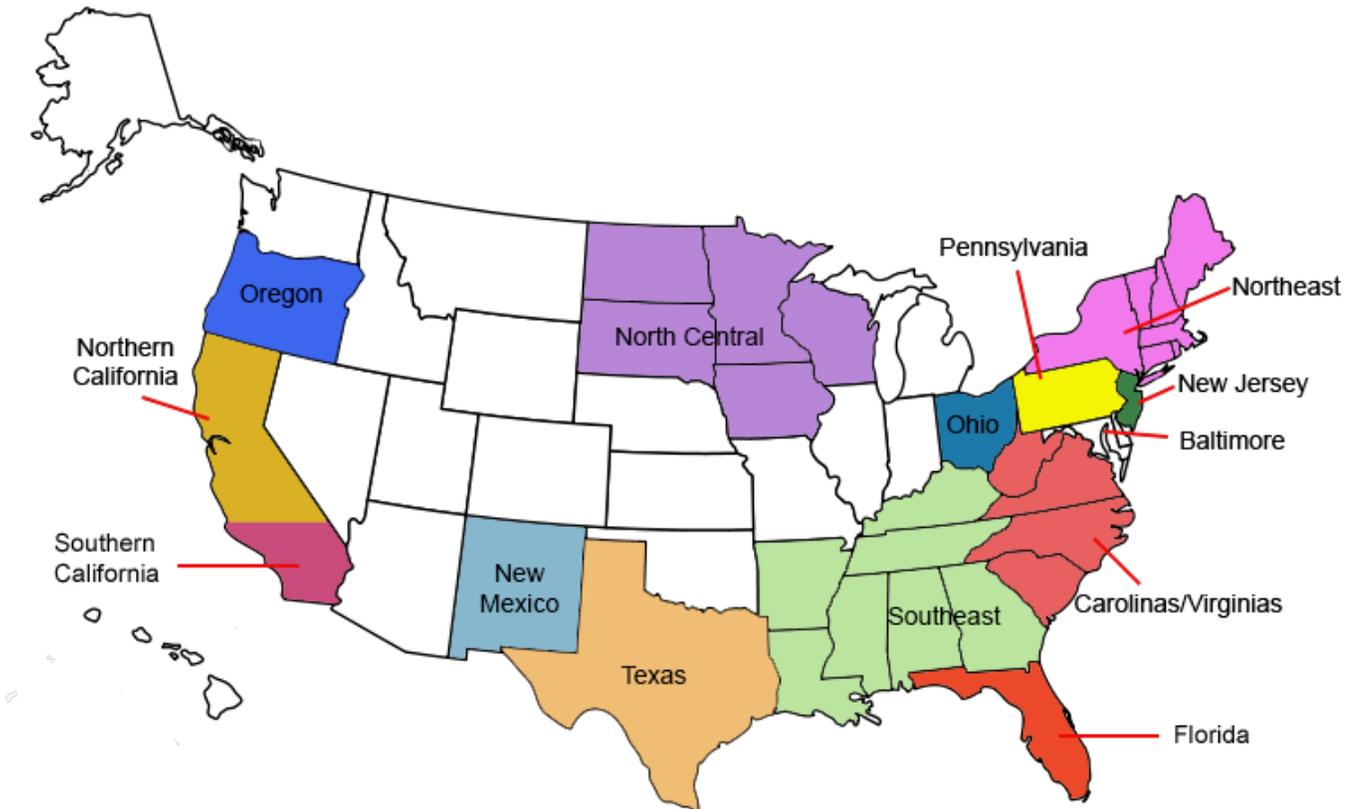




JOINING SCCM'S CHAPTER NETWORK



North Central: Iowa, North Dakota, South Dakota, Minnesota, Wisconsin

Northeast: Connecticut, Maine, Massachusetts, New Hampshire, New York, Rhode Island, Vermont

Southeast: Alabama, Arkansas, Georgia, Kentucky, Louisiana, Mississippi, Tennessee

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STEPS TO CONSIDER AS A START-UP CHAPTER

The following is a list of sequential activities you may want to review for continued development of your organization and/or filing for chapter status with SCCM. Planning key activities with specific time frames will insure that the process for developing a new chapter will stay on track.

1. Recruit key volunteers
2. Create a steering or organizing committee
3. Obtain a list of members for the geographical area of the chapter
4. Conduct a survey or needs assessment
5. Plan and schedule meetings
6. File Chapter application with SCCM
7. Elect a governing body
8. File for non-profit incorporation within your state
9. Develop a strategic plan for the chapter programs and activities
10. Communicate plan with your potential membership
11. Create key committees such as membership, programs, communication and strategic planning
12. Forward the incorporation and by-laws documents to SCCM
13. Sign the Chapter Documents
14. Begin implementation of chapter activities
15. Set up an e-community for local communication
16. Request contact information for a Chapter Start-Up mentor from the SCCM Executive Office

STARTING A CHAPTER IF ONE DOESN'T EXIST

The following are steps to consider in starting a chapter if an organization doesn't already exist:

A. Soliciting and organizing interest

1. Survey of Potential Members (sample survey enclosed)

- a. Send a questionnaire to potential chapter members (SCCM members and others) to determine the level of interest in forming a chapter. Refer to the sample questionnaire included in this packet. Upon request, SCCM will provide mailing information for SCCM members and prospective members located in the proposed service area of the chapter.
- b. Conduct a needs assessment/survey (sample included in this packet) to determine the type of programs, activities, communications, etc., potential members may desire, and send a notice to potential members for a meeting.

2. First Meeting

- a. Hold a meeting of potential chapter members in your area to discuss the advantages of becoming an SCCM chapter.
- b. Present an outline of the benefits to be derived from being an SCCM chapter and read the objectives of SCCM chapters from the Model Chapter Bylaws contained in this kit.
- c. If there is any evidence of interest, proceed with proposing a resolution to organize as a chapter of SCCM. If a resolution to establish the chapter is adopted, appoint an organizing committee at this time unless such a leadership group already exists.
- d). Elect or appoint the officers for the initial terms of office prior to forming the not-for-profit corporation. The President, President-Elect, Treasurer, and Secretary will also serve as both the corporate and Chapter officers and will form the initial executive Board of Directors for both the corporation and the Chapter. Elect or appoint additional board of director members as required by the Bylaws keeping in mind the multidisciplinary guidelines stated therein.

These officers and directors along with the organizing committee are responsible for ensuring that chapter requirements are met, for forming a corporation, and for making an application to SCCM for chapter status. The formation of a corporation helps protect members from any personal liability that should occur before the organization begins operation as an SCCM Chapter.

Selection of a capable organizing committee is equally important to the success of the movement as the selection of subsequent officers at a later date.

B. Setting Membership Dues

As of 9/2004, SCCM chapters agreed to standardized dues at \$45 for Chapter Members and Associate Chapter Members (in-training members) are free. Each chapter may decide to levy additional membership assessments as needed. Adopt assessments, if applicable, at the first meeting after the appointment of the organizing committee so that this information can be provided to any prospective members along with their application for membership. Except for any dues that may be necessary to fund start-up activities, do not collect dues until the organization is established as a legal entity and ready to begin operations. Structure assessments to ensure the financial security of the organization. SCCM retains \$5 for each chapter member, both SCCM members and nonmembers alike.

C. Applying for Chapter Status

1. Second Meeting

The second meeting should ideally occur after a legal entity has been formed. The purpose of this meeting is to review with the group the proposed documents required to petition for chapter status. Representatives of nearby chapters and/or SCCM leaders or staff who have helped in getting the group underway could participate via telephone conference or be invited to attend to lend their experience and expertise.

The suggested procedure at this meeting is as follows.

- a. Reviewing service area: The Board of Directors will then review the proposed area that the chapter intends to serve.
- b. Adoption of Bylaws: SCCM will provide your Board of Directors a sample of model Bylaws for review and consideration. SCCM requires that these Bylaws be used as the basis for developing individualized chapter Bylaws, allowing changes only when they are in conflict with the state laws of the chapter's legal incorporation. Failure to comply with this requirement will result in the application being denied.
- c. Application for Chapter Status: Once the chapter's Board of Directors has determined that the group meets all the requirements of chapter status, the Chapter Secretary shall send the application plus all required documentation to SCCM's Executive Office.

ARTICLES OF ASSOCIATION

The undersigned, desiring to form a not-for-profit chapter of the Society of Critical Care Medicine consistent with the laws of _____ (state) application to nonprofit organizations, do hereby certify:

First: The name of the Chapter shall be Society of Critical Care Medicine, _____ Chapter.

Second: The principal office shall be located in this state in the city of _____, county of _____. The principal office should be a place within the geographic boundaries of the Chapter that facilitates the organizational functionality of the Chapter. It may be subject to change.

Third: The Chapter is organized exclusively for educational and scientific purposes and such other purposes that qualify under Section 501(c)(3) of the United States Internal Revenue Code or corresponding section of any future federal tax code. Specifically:

- To promote professional communication in the broad field of clinical critical care medicine through meetings, seminars, scientific, clinical and education exhibits and publications.
- To promote proper application of the clinical and research experience to the practice of critical care medicine; and
- To encourage professional competence of practitioners and investigators in the field of critical care medicine and the improvement of patient care through specific postgraduate and continuing education programs.

Fourth: The names and addresses of the persons who are the initial directors of the Chapter are as follows:

| Name | Address |
|-------|---------|
| _____ | _____ |
| _____ | _____ |
| _____ | _____ |
| _____ | _____ |

Fifth: No part of the net earnings of the chapter shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the chapter shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the chapter stated hereof. No substantial part of the activities of the chapter shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the chapter shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidates for public office. Notwithstanding any other provisions of these articles, the chapter shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this chapter.

Sixth: Upon the dissolution of the chapter, after paying or adequately providing for the debts and obligations of the chapter, the remaining assets shall be distributed to the Society of Critical Care Medicine.

Seventh: The property and affairs of the chapter shall be managed by its Board of Directors, which shall be elected and/or appointed in accordance with the Bylaws adopted by the initial Board of Directors. The chapter shall have members as defined in such Bylaws, having such rights as are set forth in such Bylaws.

Eighth: To assist its members in local issues, not necessarily addressed by the SCCM. The undersigned hereby declares that these Articles of Association are a complete and accurate copy of the original Articles of Association containing all amendments adapted to date, and that he/she is authorized to sign for the chapter.

Chapter Secretary

Date

Model Chapter Bylaws

Society of Critical Care Medicine

The Corporation 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 Corporation, 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 Corporation shall be in the State of incorporation.

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

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

ARTICLE II. CHAPTER MEMBERS

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

Section 2.2. Obtaining Chapter Membership. Initial Chapter Members and Associate Chapter Members shall be announced at the Corporation's first annual education meeting. Thereafter, persons interested in Chapter Membership or Associate Chapter Membership may request an application form from SCCM headquarters. All applications shall be made on the Corporation's prescribed form. Applicants for Associate Chapter Membership will be asked to provide suitable documentation of their training status. Chapter membership may be renewed annually upon payment of dues. Associate Chapter Members, upon completion of training, are elevated to full Chapter Membership.

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

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

Section 2.5. Reinstatement. Former members, whose membership has been terminated on account of non-payment of dues or mailing costs, shall be automatically reinstated if the dues or mailing costs are fully paid to the SCCM headquarters office by the end of the calendar year in which such membership is terminated. A late fee for such reinstatement shall be determined by the Board of Directors. Other former members who wish to rejoin shall reapply as new members and their seniority in the Chapter shall be from the year that they rejoined.

Section 2.6. Meetings. An annual chapter business meeting of chapter members shall be held in conjunction with the annual chapter education meeting for the purpose of electing officers and Board representatives and transacting other business. In addition, special chapter meetings may be called at any time by the president or Board of Directors of the Corporation. Chapter meetings shall be held at such place or places within or without the region as the Board may from time to time by resolution determine or at such place as shall be specified in respective notices or waivers thereof.

Section 2.7. Notice of Meetings. Written notice stating the place, date and hour of the chapter meeting, and, in case of the special chapter meeting, the purpose or purposes for which such meeting is called shall be delivered to Chapter Members and Associate Chapter Members not less than ten (10) days nor more than fifty (50) days before such meeting, either personally or by mail, by or at the direction of the president or the Board of Directors. If mailed, such notice shall be deemed to be delivered when deposited postage prepaid in the United States mail addressed to the Chapter Member or Associate Chapter Member at his address as it appears on the records of the Corporation. If emailed, such notice shall be deemed to be delivered when the email and distribution list are recorded in the sent files maintained by the Secretary of the Corporation or other Corporation designee.

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

ARTICLE III. Board of Directors

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

Section. 3.2. Composition. Other than the initial Board of Directors, the Board of Directors shall be composed of five (5) ex-officio representatives and ten (10) elected representatives. All Board of Directors representatives must be Chapter Members in good standing. Until changed by amendment to these Bylaws, the number of Board of Directors representatives shall be at least six (6) and the board should be multi-disciplinary in nature. The Board of Directors representatives, each of whom shall have one vote, shall be as follows:

(I) Ex-officio Board of Directors Representatives:

The ex-officio Board of Directors representatives shall be the following five (5) officials of the Corporation: the President, the President-elect, the Immediate Past-President, the Secretary and the Treasurer. These officials shall serve on the Board of Directors for the duration of their respective terms of office.

(II) Elected Board of Directors Representatives:

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

Section 3.3. Elections. The President-elect shall chair annually a nominating committee of at least three chapter members of the Corporation, none of whom are then serving on the Board of Directors. Members may submit written nominations to fill the class of elected representatives whose terms expire in that year to the Secretary of the Corporation at least thirty (30) days prior to the annual chapter business meeting of Chapter Members. In accordance with the geographical and professional requirements of Section 3.2 of these Chapter Bylaws, the Nominating Committee shall consider all candidates whose names have been submitted, and the Committee may make additional nominations. Upon a two-thirds affirmative vote at a meeting or by mail ballot, the Committee shall prepare a slate of at least two candidates for each open position to be recommended to the Chapter Members for election at the annual chapter business meeting. The members shall vote for one candidate for each open position and each nominee receiving a majority of the votes cast by written ballot shall be declared elected. No elected Board of Directors representatives shall be eligible for more than two successive three-year terms. The results of all Chapter elections must be reported to SCCM within 30 days of the election.

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

Section 3.5 Duties of Office

(I) **Chapter President** The Chapter President shall be the chief executive officer of the Corporation and shall have general supervision of the business of the Corporation, subject, however, to the control of the Board of Directors and/or the Chapter Executive Committee. The Chapter President shall preside at all Board of Directors and Chapter Executive meetings, and in general shall perform all duties incident to such office and such other duties as may from time to time be assigned to him by the Board of Directors of the Chapter Executive Committee. The Chapter President shall be chairman of the Chapter Executive Committee and shall be an ex-officio member of all committees except the 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.

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

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

(IV) **Chapter Treasurer** Except as may otherwise be specifically provided by the Board of Directors or the Chapter Executive Committee, the Chapter Treasurer shall have the custody of, and be responsible for, all monies, funds, valuable papers and documents of the Corporation, and shall have and exercise under the supervision of the Board of Directors all the powers and duties commonly incident to the office of treasurer. He shall deposit all funds of the Corporation in such bank or banks as the Board of Directors may designate. He shall keep accurate books of account of the Corporation's transactions which shall be the property of the Corporation, and together with all of its property in his possession, shall be subject at all times to the inspections and control of the Board of Directors. He shall provide an annual financial

report to the Board of Directors and SCCM, which report shall be presented at the annual chapter business meeting of chapter members. The Chapter Treasurer shall perform such other duties as from time to time may be assigned to him by the Chapter President, the Board of Directors, or the Chapter Executive Committee, and have such other powers and authorities as are elsewhere in these Bylaws conferred upon the Chapter Treasurer. The Chapter Treasurer will work with SCCM to receive chapter membership funds from SCCM and deposit them in the Chapter account and file the necessary and appropriate tax information with the appropriate agencies.

(V) Chapter Secretary The Chapter Secretary shall act as the secretary of all meetings of the Board of Directors; shall have custody of and maintain the records of the Corporation; certify action of the Board of Directors when necessary; have charge of the seal; give notice of meetings to the Board of Directors and chapter members, as directed by these Bylaws or the Chapter President; shall preside over the Chapter Membership Committee; and shall, in general, perform all the duties incident to the office of Chapter Secretary and such other duties as from time to time may be assigned by the Chapter President, the Board of Directors, or the Chapter Executive Committee; and shall have such other powers and authorities as are elsewhere in these Bylaws conferred upon the Chapter Secretary. The Chapter Secretary will work with SCCM on maintaining an up-to-date membership list and on providing mailings to chapter members.

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 three nonconsecutive terms. The Chapter President-elect shall assume the office of Chapter President in the year following his election. The Chapter Secretary and the Chapter Treasurer shall each serve for a term of two years and may serve a maximum of three terms, except that the first term of the initial Chapter Secretary shall be three years. The Immediate Past-President shall assume the office in the year following his term as President, and serve a one year term. Candidates for the office of Chapter President-elect must have served as a member of the Board of Directors for a period of not less than one year. No other officer need be a present or former Board of Directors representative.

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

Section 3.7 Delegates to Chapter Alliance. Two (2) Chapter Members who must be full SCCM members will be a delegate and alternate delegate to the SCCM Chapters Alliance. The Council will

select the delegates, either by a vote or by agreement. In case of a conflict, the President will appoint the delegates. The delegate position is to serve as a formal communication link between SCCM and the Chapter.

Section 3.8. Chapter Meetings. An annual chapter meeting of the Board of Directors shall be held immediately before and at the same place as the annual chapter business meeting of chapter members. In addition, regular meetings of the Board of Directors may be held at such time and places as may be fixed from time to time by action of the Board of Directors. Special meetings of the Board of Directors shall be held whenever called by the President or by any two (2) or more Board of Directors representatives or, at the direction of any of the foregoing, by the Secretary.

Section 3.9. Notice of Meetings. Unless required by resolution of the Board of Directors, notice of any annual or regular meeting of the Board of Directors need not be given. Notice of each special meeting shall be mailed to each Board of Directors representative, addressed to him at his residence or usual place of business, at least five (5) working days before the date on which the meeting is to be held; or such notice shall be sent to each Board of Directors representative at such place by mail, fax or email. Each such notice shall state the time and place of the Chapter meeting, but need not state the purposes of the Chapter meeting. No notice of the reconvening of any adjourned or recessed meeting need be given except as contained in the resolution or ruling directing the adjournment or recess.

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

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

Section 3.12. Resignation. Any Board of Directors representative of the Corporation may resign at any time, orally or in writing, by notifying the President or the Secretary of the Corporation. Such resignation shall take effect at the time therein specified; and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

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

Section 3.14. Compensation. Board of Directors representatives shall not be entitled to receive compensation for their duties as Board of Directors representatives, but expenses for attending Board of Directors meetings other than the Annual Board of Directors Meeting, may be reimbursed by the Corporation to the extent funds are available.

Section 3.15. Action by Board of Directors Representatives without a Meeting. Any action required to be taken at a meeting of the Board of Directors or which may be taken at a meeting of the Board of Directors or of a committee established by the Board of Directors, may be taken without a meeting if a Board of Directors representatives or all of the members of the committee as the case may be. Such consent shall have the same force and effect as a unanimous vote.

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

ARTICLE IV. COMMITTEES

Section 4.1. Chapter Executive Committee. The Chapter Executive Committee shall be composed of the President, President-elect, Immediate Past-President, Secretary, and Treasurer. The Chapter Executive Committee shall have and exercise the authority of the Board of Directors in the management of the business and affairs of the Corporation, subject to the restrictions hereinafter set out and further subject to such limitations upon its authority as the Board of Directors may, from time to time, impose. In no event shall the Chapter Executive Committee, or any of its subcommittees, have authority to approve an amendment to the Articles, a plan of merger or consolidation, a sale, lease, exchange, mortgage, pledge or other disposition of all or substantially all of the property and assets of the Corporation, the voluntary dissolution of the Corporation, or revocations of the voluntary dissolution proceedings. The Chapter Executive Committee may establish various sub-committees of the Executive Committee and appoint chapter members of the Corporation to serve thereon. The authority of the sub-committees shall be based upon express grants of authority by the Chapter Executive Committee and such subcommittees shall report directly to the Chapter Executive Committee.

Section 4.2. Nominating Committee. The Chapter President-elect shall annually chair a Nominating Committee to nominate chapter members for election to the Board of Directors and corporate office. The Nominating Committee shall have at least three (3) members, none of whom shall be then serving on the Board of Directors.

Section 4.3. Membership Committee. The Board of Directors shall appoint a Membership Committee to consider the applications of persons interested in membership. The Committee shall have at least three (3) members, one of whom shall be the Chapter Secretary of the Corporation. The other members of the Committee need not be Board of Directors representatives.

Section 4.4. Committee on Education. The Board of Directors shall appoint a standing committee on Education to plan the annual chapter education meeting for chapter members and associate chapter members. The Committee shall have at least three (3) members, none of whom shall be required to be a member of the Board of Directors.

Section 4.5. Other Committees. The Board of Directors shall, by resolution, establish from time to time such other committees as it may deem appropriate and define their powers. Each such committee shall have at least three (3) chapter members, none of whom shall be required to be a member of the Board of Directors.

These represent the minimum committees that are suggested and other committee(s) may be added.

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

Section 5.1. Execution of Contracts and Other Documents. The Board of Directors or any duly authorized committee of the Board of Directors, except as by law or these Bylaws otherwise required, may authorize any officer or officers, agent or agents, in the name of and on behalf of the Corporation to enter into any contract or execute any deed or other instrument, and any such authority may be general or confined to specific instances. Whenever the Board, in authorizing or directing the execution of any contract, deed or instrument, shall fail to specify the officer or officers or other agent or agents who are to execute the same, such contract, deed, or other instrument shall be executed on behalf of the Corporation by the Chapter President or the Chapter President-elect or Chapter Immediate Past-President, and, where necessary or appropriate, the corporate seal shall be affixed thereto and attested by the Chapter Secretary. Such contracts must be reviewed and approved by SCCM before they are executed.

Section 5.2. Checks, Drafts, Etc. All checks, drafts, and other orders for payment of money out of the funds of the Corporation shall be signed on behalf of the Corporation in such manner as shall from time to time be determined by the resolution of the Board of Directors or of any duly authorized committee of the Board of Directors.

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

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

ARTICLE VI. MISCELLANEOUS

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

Section 6.2. Seal. The seal of the Corporation shall be circular in form and shall bear the name of the Corporation and the date of its incorporation (if applicable). The seal shall be in the custody of the Chapter Secretary of the Corporation.

Section 6.3. Representatives to Other Organizations. The Board of Directors may elect representatives to other organizations, bodies or groups that may invite the Corporation to be represented.

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

Section 6.5. Certificate of Membership. The Board of Directors may provide certificates of membership to chapter members in good standing through SCCM.

Section 6.6. Genders. The use of a particular gender herein is solely for ease of expression and each gender shall be deemed to include, where applicable, the other.

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

SAMPLE CHAPTER PROGRAM INTEREST SURVEY

The SCCM chapters program is intended to encourage the exchange of clinical, hands-on information between critical care medicine practitioners. So that we can better serve your needs, please complete this questionnaire and return it to SCCM in the enclosed envelope or fax it by _____

NAME & DISCIPLINE _____

INSTITUTION _____

MAILING ADDRESS _____

CITY/STATE/ZIP _____

TELEPHONE _____

FAX _____

EMAIL _____

1. I am interested in participating in a chapter.

Yes No If no, please explain _____

2. I am interested in serving as a chapter officer.

Yes No

If yes, (Check all that apply):

President

President-elect

Treasurer

Secretary

3. I am interested in serving on a chapter committee. (Check all that apply)

Nominating

Membership

Education

Other Committees (deemed by the Board of Directors)

4. I would like to see the chapter serve primarily as: (Rank from 1-3; 1 being the highest)

a multi-professional networking forum

an educational forum

a research exchange forum

Other ideas for chapter mission: _____

SCCM CHAPTER PROGRAM

Thank you for your interest in the Society of Critical Care Medicine (SCCM) Chapters Program. The mission of SCCM is to secure the highest quality care for all critically ill patients. To this end, the Society is committed to developing state/area-wide collaborations, through the chapter program, with groups who embrace this basic principle and objective. The Chapter Program is designed to facilitate the exchange of hands-on, clinical knowledge of multidisciplinary critical care medicine, and to bring the Society and its chapters into a collaborative relationship with one another. If you decide to proceed with organizing a chapter, SCCM has provided step-by-step instructions and all the forms necessary to apply for chapter status. SCCM is available to answer any questions pertaining to the organizational forms or chapter membership requirements.

BENEFIT OF CHAPTER SYSTEM

SCCM will assist in the organization and supporting the chapter by providing mailing lists and an information packet on how to grow as an SCCM chapter. Collectively, the chapters and SCCM offer a greater input to the body of scientific and scholastic knowledge to the world of critical care medicine. Collectively, they also present a unified body of organizational strength.

What SCCM Provides to the Chapter

1. A periodic leadership workshop for Chapter Presidents, in conjunction with the SCCM Congress
2. Database management for chapter members
3. Provide regular roster of members to leadership and chapter members
4. Mailing lists for chapters.
5. Collection and disbursement to chapters of their member dues
6. Post respective chapter information on SCCM Web site and SCCM Face Book Page (must be written and submitted by chapter leadership)

How You and SCCM Benefit from the Chapter Program

1. Exchange of information, ideas and knowledge
2. Promotion of programs, events and other activities
3. Development and building of leadership skills
4. Networking with members who are involved in different critical care disciplines
5. Interaction between leaders
6. Enhancements to career opportunities in clinical and scholastic practice

Fee for Service

Chapters have the option of asking SCCM to do project work on a fee-for-service for specific projects that go beyond the services offered by SCCM to the chapter. The fee-for-service cost will be assessed on a per project basis.

REQUIREMENTS FOR APPLICATION AND MAINTENANCE SCCM CHAPTER STATUS

The Chapter must meet the following requirements to apply for and maintain SCCM chapter status:

1. A minimum of ten (10) chapter members is required for each chapter.
2. At the time of application, at least 60% of chapter members shall also be SCCM members.
3. Submit membership roster (please include credentials, mailing addresses, phone and fax numbers and emails).
4. Submit individual application and payment of dues for all chapter members, including SCCM annual dues for those members not currently members of SCCM who wish to apply.
5. Chapter membership shall be open to all disciplines represented by SCCM and all SCCM members.
6. Recruitment of chapter members shall be limited to each chapter's defined service area. Chapters may apply for their service area whenever necessary however, it is recommended that chapters stay within a single state geographical area.
7. Chapter Bylaws shall be consistent with SCCM Bylaws.
8. Chapter policies shall be consistent with SCCM policies.
9. Chapters shall maintain and submit annually to SCCM the current roster of the chapter officers.
10. Chapters shall submit annually to SCCM a chapter financial statement by March 31st each year.
To comply with the IRS group exemption plan for the chapters, SCCM files a group return for all chapters.
11. Chapters will be debited a minimum of \$5 for both SCCM members and non-SCCM members from the chapter dues for administrative fees. Chapter dues are \$45.00 per year.
12. Chapters are not authorized and shall agree not to act on behalf of, formally represent, or contractually obligate SCCM in any capacity without prior review and approval.
13. Chapters are required to apply, obtain and maintain an Employer Identification Number (EIN) and state incorporation. Chapters are exempt from Federal Income Tax under the group exemption filed with IRS by SCCM on behalf of the chapters. The Federal Tax Exempt status does not excuse the chapter from payroll tax reporting responsibilities or for filing and returning any forms received from the IRS, even if it does not apply to the business of the chapter.
14. Chapters will be a separate legal entity with their own articles of incorporation.

APPLICATION FOR CHAPTER STATUS

This brief form, in conjunction with the subsequent supporting documentation, serves as the official application for Chapter status.

We, of _____
(Name of organizing chapter)

hereby formally submit our application for Chapter status to the Society of Critical Care Medicine.

Please submit all documentation to:

Dominika Skarka
Organizational Affairs Specialist
Society of Critical Care Medicine
500 Midway Drive
Mount Prospect, IL 60016
Phone: (847) 827-6990
Fax: (847) 827-7225
Email: dskarka@sccm.org

PETITION FOR CHAPTER STATUS

Acting in belief that the establishment of a chapter of the Society of Critical Care Medicine (hereafter referred to as SCCM) would be in the best interest of members and potential members of our area, we, the SCCM members in (location) petition the Society of Critical Care Medicine to approve the applicant as a chapter of SCCM.

Such a chapter would further the organizational purpose of SCCM which is:

- to promote professional education in the field of critical care medicine through scientific, clinical, and educational meetings, seminars and publications;
- to promote proper application of clinical and research experience to the practice of critical care medicine;
- to promote professional competence of practitioners and investigators in the field of critical care medicine and the improvement of patient care through specific postgraduate and continuing education programs.

More specifically, such a chapter would strive to meet objectives of the Chapters Program as follows:

- to assist members in local issues pertaining to critical care medicine;
- to promote the highest standards of care in the delivery of critical care medicine;
- to increase the knowledge of SCCM members and others in the field of critical care medicine, particularly knowledge of a practical, clinical nature, through both a formal and informal exchange of information; and
- to advance local medical community awareness regarding the concept and practice of critical care medicine.

We understand the chapters of the Society of Critical Care Medicine must be organized and operated in accordance with the rules and regulations established by SCCM and indicated herein.

We further understand that failure to comply with the following SCCM rules and regulations may result in the revocation of the chapter authorizing our chapter.

CHAPTER MEMBER LIST

Print names of all potential chapter members here or submit an electronic list. A minimum of ten (10) names is required. Attach additional copies as needed.

1. _____
2. _____
3. _____
4. _____
5. _____
6. _____
7. _____
8. _____
9. _____
10. _____
11. _____
12. _____
13. _____
14. _____
15. _____
16. _____
17. _____
18. _____
19. _____
20. _____

REPORT OF CHAPTER OFFICERS

INSTRUCTIONS: Please type or print carefully. Complete information for all officers.

| | | | |
|---------------------------------|---------------------|------------------------|---------------------------|
| NAME OF CHAPTER | LOCATION OF CHAPTER | SIGNATURE OF SECRETARY | |
| PRESIDENT | | | |
| LAST NAME | FIRST NAME & INTIAL | TERM BEGIN | INSTITUTIONAL AFFILIATION |
| | | TERM END | |
| P.O. BOX OR STREET NUMBER | | CITY, STATE, ZIP | AREA CODE & PHONE |
| PRESIDENT ELECT | | | |
| LAST NAME | FIRST NAME & INTIAL | TERM BEGIN | INSTITUTIONAL AFFILIATION |
| | | TERM END | |
| P.O. BOX OR STREET NUMBER | | CITY, STATE, ZIP | AREA CODE & PHONE |
| IMMEDIATE PAST PRESIDENT | | | |
| LAST NAME | FIRST NAME & INTIAL | TERM BEGIN | INSTITUTIONAL AFFILIATION |
| | | TERM END | |
| P.O. BOX OR STREET NUMBER | | CITY, STATE, ZIP | AREA CODE & PHONE |
| SECRETARY | | | |
| LAST NAME | FIRST NAME & INTIAL | TERM BEGIN | INSTITUTIONAL AFFILIATION |
| | | TERM END | |
| P.O. BOX OR STREET NUMBER | | CITY, STATE, ZIP | AREA CODE & PHONE |
| TREASURER | | | |
| LAST NAME | FIRST NAME & INTIAL | TERM BEGIN | INSTITUTIONAL AFFILIATION |
| | | TERM END | |
| P.O. BOX OR STREET NUMBER | | CITY, STATE, ZIP | AREA CODE & PHONE |

REPORT OF COMMITTEE CHAIRMAN

INSTRUCTIONS: Please type or print carefully. Complete information for all committee chairmen.

| | | | |
|---------------------------|---------------------|------------------------|---------------------------|
| NAME OF CHAPTER | LOCATION OF CHAPTER | SIGNATURE OF SECRETARY | |
| COMMITTEE | | | |
| LAST NAME | FIRST NAME & INTIAL | TERM BEGIN | INSTITUTIONAL AFFILIATION |
| | | TERM END | |
| P.O. BOX OR STREET NUMBER | | CITY, STATE, ZIP | AREA CODE & PHONE |
| COMMITTEE | | | |
| LAST NAME | FIRST NAME & INTIAL | TERM BEGIN | INSTITUTIONAL AFFILIATION |
| | | TERM END | |
| P.O. BOX OR STREET NUMBER | | CITY, STATE, ZIP | AREA CODE & PHONE |
| COMMITTEE | | | |
| LAST NAME | FIRST NAME & INTIAL | TERM BEGIN | INSTITUTIONAL AFFILIATION |
| | | TERM END | |
| P.O. BOX OR STREET NUMBER | | CITY, STATE, ZIP | AREA CODE & PHONE |
| COMMITTEE | | | |
| LAST NAME | FIRST NAME & INTIAL | TERM BEGIN | INSTITUTIONAL AFFILIATION |
| | | TERM END | |
| P.O. BOX OR STREET NUMBER | | CITY, STATE, ZIP | AREA CODE & PHONE |
| COMMITTEE | | | |
| LAST NAME | FIRST NAME & INTIAL | TERM BEGIN | INSTITUTIONAL AFFILIATION |
| | | TERM END | |
| P.O. BOX OR STREET NUMBER | | CITY, STATE, ZIP | AREA CODE & PHONE |

DEFINITIONS OF A CHAPTER SERVICE AREA

Each chapter will be chartered to serve a specific geographic area so that responsibility for developing that area is clearly assigned to a particular chapter. Please identify the geographic area your chapter proposes to serve. It is strongly suggested that initially a chapter select just the area where the majority of their charter members are located. Expansion of the chapter's service area can be requested at any time in the future. Each chapter's service area request will be reviewed and approved as part of the application for chapter status. Final approval of all applications including assignment of geographical territories will be through the SCCM Council.

Guidelines for Defining a Service Area

1. Review the addresses of your membership and identify the general area where the majority of your members are located.
2. Define the boundaries of your proposed service area using state or zip code boundaries.
3. Mark this area on the map attached. If the chapter's proposed service area does not encompass an entire state, please include an area-specific map showing the proposed boundaries of your chapter.
4. Include your service area description in the space provided on the attached map and within Article I, Section 2 of your Chapter Bylaws.

CHAPTER PROGRAM AGREEMENT WITH SCCM

The undersigned agree to form the Chapter relationship defined within the body of the Chapter Program document with the Society of Critical Care Medicine. The undersigned acknowledge that they have read, understood and agree to abide by all requirements as stated in this document. The relationship can be terminated at any time, for any reason by either party.

President
Society of Critical Care Medicine

President
(Chapter)

Secretary
Society of Critical Care Medicine

Secretary
(Chapter)

Chair, Chapters Alliance Committee
Society of Critical Care Medicine

Date

Date

APPLICANT CHECKLIST

Please include the following:

- _____ Completed Articles of Association with required signatures
- _____ Copy of Applicant's Bylaws
- _____ Completed Definition of Chapter Service Area
- _____ Completed Application with required signatures
- _____ Chapter member list
- _____ Completed Report of Election of Officers with required signatures
- _____ Completed Report of Appointment of Committee Chairman with required signatures
- _____ Dues structure
- _____ Roster of Chapter Members with full addresses, phone, fax and email
- _____ Chapter member application form