

**BYLAWS OF THE
AMERICAN SOCIETY OF CRITICAL CARE ANESTHESIOLOGISTS**

**Revised September 9, 2009
Approved October 16, 2009**

The American Society of Critical Care Anesthesiologists (the “Corporation” or the “Society”) is organized and shall be operated as a non-stock, non-profit, tax exempt corporation exclusively for charitable, scientific and educational purposes, without pecuniary gain or profit to its members or to any private individual. Generally, its purpose shall be to improve care for acute, life threatening illnesses and injuries, and to promote the development of optimal facilities incidental to the foregoing purposes. In addition, the Corporation shall promote multidisciplinary critical care, encourage research, and maintain liaison relationships [as deemed appropriate by the Board](#).

ARTICLE I - OFFICES

Section 1.1 **Principal Office.** The principal office of the Corporation in the State of Illinois shall be at a location as designated by the Board of Directors, and as may be changed by the Board of Directors in its sole discretion from time to time.

Section 1.2 **Registered Office.** The Corporation shall have and continuously maintain in the State of Illinois a registered office, and a registered agent whose office is identical with such registered office, as required by the Illinois General Not for Profit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Illinois, and the address of the registered office may be changed from time to time by the Board of Directors in its sole discretion.

Section 1.3 **Other Offices.** The Corporation may, in addition to its principal office, have offices at such other places, either within or outside of the State of Illinois, as the Board of Directors may from time to time designate in its sole discretion or as the business of the Corporation may require.

ARTICLE II - MEMBERS

Section 2.1 **Classes of Members.** The Corporation shall have five (5) classes of members: Active members, Affiliate members, Educational members, Retired members, and Medical Student members. All memberships in the Corporation are not transferable or assignable and are privileges, not rights.

(a) Active members shall be physicians who should be members of the ASA and have an interest in critical care medicine. Each Active member shall have one vote on any matter on which Active members are entitled to vote by law or that is submitted to a vote of the membership, and shall enjoy all rights and privileges of membership.

(b) Affiliate members shall be physicians or scientists who are active in training programs or research relating to critical care medicine, but who do not fulfill the definition of Active member. Affiliate members may attend the Annual Educational Meeting and shall have all rights and privileges of Active members, except that they may not vote, attend corporate business meetings (including, without limitation, the Annual Business Meeting) except by invitation, or serve as an officer or a director of the Corporation. Affiliate members may serve on committees if requested by the Board of Directors.

(c) Educational members shall be residents or fellows who should be members of the ASA. Educational members may attend the Annual Educational Meeting and shall have all rights and privileges of Active members, except that they may not vote, attend corporate business meetings (including, without limitation, the Annual Business Meeting) except by invitation, or serve as an officer or a director of the Corporation. Educational members may serve on committees if requested by the Board of Directors.

(d) Retired members shall be individuals who have been Active members of the Society for ten (10) or more years and have completely retired from professional practice. Retired members may attend the Annual Educational Meeting and shall have all rights and privileges of Active members, except that they may not vote, attend corporate business meetings (including, without limitation, the Annual Business Meeting) except by invitation, or serve as an officer or a director of the Corporation. Retired members may serve on committees if requested by the Board of Directors.

(e) Medical Student members shall be individuals in full-time training in an accredited school of medicine in the United States or abroad. Medical Student members may attend the Annual Educational Meeting and shall have all rights and privileges of Active members, except that they may not vote, attend corporate business meetings (including, without limitation, the Annual Business Meeting) except by invitation, or serve as an officer or a director of the Corporation. Medical Student members may serve on committees if requested by the Board of Directors.

Section 2.2 Application for Membership. Persons interested in Active membership, Affiliate membership, Educational membership, Retired membership or Medical Student membership may request an application form from the Secretary or the Executive Director of the Corporation or the Corporation's Web site. All applications shall be made on the Corporation's prescribed form and shall be addressed in writing to the Secretary or the Executive Director of the Corporation. Applications for Educational membership and Medical Student membership shall provide suitable documentation of the applicant's training status and all applications for membership in the Corporation shall submit documentation of membership in the ASA, if applicable. Membership may be renewed annually upon payment of dues, if applicable, or completion of any applicable annual renewal form. Educational and Medical Student members, upon completion of training, shall be eligible to apply for Active membership.

Section 2.3 Dues and Assessments. Each Active member, Affiliate member and Educational member, if applicable, shall pay such dues and assessments as shall be fixed from time to time by the Board of Directors. An Active member, Affiliate member or Educational member who shall fail to pay dues or assessments within ninety (90) days from the time any such levy becomes payable may be removed from membership at the discretion of the Board of Directors. Educational members who are resident or fellow members of the ASA, Retired members and Medical Student members shall not be assessed dues or assessments by the Corporation.

Section 2.4 Resignation. Any Active member, Affiliate member, Educational member, Retired member or Medical Student member may resign at any time by giving written notice to the Secretary or Executive Director of the Corporation. Such resignation shall take effect upon delivery of the notice, or at any later time specified therein. A resigning Active member, Affiliate member, Educational member, Retired member or Medical Student member shall be relieved from liability for any dues or assessments levied with respect to any fiscal year commencing after the effective date of his/her obligation to pay any dues, assessments, or other charges accrued and unpaid as of the effective date of his/her resignation. Any dues refunds requests shall be processed pursuant to the Corporation's then applicable policies.

Section 2.5 Reinstatement. Upon reapplication by a former Active member, Affiliate member, Educational member, Retired member or Medical Student member, an individual may reinstate his/her membership after approval by the Board of Directors and payment of any dues, assessments, or other charges unpaid at the time of such member's resignation.

Section 2.6 Meetings. An Annual Business Meeting of Active members (the “Annual Business Meeting” or the “Annual Membership Meeting”) shall be held in conjunction with the Corporation’s Annual Educational Meeting. The Annual Educational Meeting shall be held in conjunction with the Annual Meeting of the ASA. In addition, special meetings may be called at any time by the President, the Board of Directors, or by a majority vote of all Active members. All meetings shall be held at such places as the Board of Directors may from time to time designate by resolution or as provided in the notice delivered by the person calling the meeting.

Section 2.7 Notice of Meetings. Written notice stating the place, date and hour of the meeting, and, in case of a special meeting, the purpose or purposes for which such meeting is called, shall be delivered to the membership not less than five (5) days nor more than sixty (60) days before such meeting, either personally or by mail, by or at the direction of the President, the Board of Directors, or the Active members calling the meeting. If the meeting is being called to discuss removal of a director, the notice must be sent at least twenty (20) days, but not more than sixty (60) days, prior to such meeting. If mailed, such notice shall be deemed to be delivered when deposited, postage prepaid, in the United States mail addressed to each member at his/her address as it appears on the records of the Corporation.

Section 2.8 Waiver of Notice of Meeting. Proper notice of any meeting of the members shall be deemed to have been given to any Active member if such notice shall be waived by the individual Active member in writing (including e-mail, facsimile, telegraph, cable, telecopier, mailgram or wireless) before or after the meeting. Furthermore, an Active Member who attends a meeting shall be deemed to have had timely and proper notice thereof, unless he/she attends for the express purpose of objecting to the transaction of any business at the meeting.

Section 2.9 Quorum and Voting. The lesser of forty (40) Active members or Active members holding one-tenth (1/10) of the votes entitled to be cast, represented in person, shall constitute a quorum at any meeting. If a quorum is not present, a majority of the Active members present may adjourn the meeting from time to time until a quorum is present. 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. A majority of the votes entitled to be cast on a matter to be voted upon by the Active members present at a meeting at which a quorum is present shall be necessary for the adoption thereof unless a greater proportion is required by law or by these Bylaws.

Section 2.10 No Cumulative Voting. Active members shall not be permitted to elect directors or officers by cumulative voting.

Section 2.11 Informal Action by Active Members. Any action required by law to be taken at any meeting of the Active members, or any action that may be taken at any meeting of Active members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by (a) all of the Active members entitled to vote with respect to the subject matter thereof or (b) the Active members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all Active members entitled to vote thereon were present and voting. If such action is taken pursuant to (b), then notices shall be sent to all Active members at least five (5) days prior to the effective date of the action and after the effective date of the action, those Active members who did not sign the consent shall promptly be sent a notice of the action. The action shall be effective as of the date the consent is signed by all Active members unless another effective date is provided in the consent.

Section 2.12 Voting by Mail. Where directors or officers are to be elected by Active members, such election may be conducted by mail or electronic process, as the Board of Directors shall determine.

Section 2.13 **Removal.** Any member of the Corporation who is (a) guilty of conduct unbecoming of a physician or other individual, (b) found guilty in a court of law of a felony, (c) determined by the Board of Directors in good faith to be undesirable for membership in the Corporation for any lawful reason, or (d) loss of medical license, may be suspended from membership pending a review. The physician is subject to reinstatement by a majority vote of the Active members at the next Annual Business Meeting of the Corporation.

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. These powers shall include, but shall not be limited to, (a) overseeing the functioning of the Corporation, (b) insuring the orderly transfer of the administration of the Corporation from the retiring to the incoming officers and Directors, and (c) formulating long-range plans for the Corporation.

Section 3.2 **Composition.** The Board of Directors shall be composed of five (5) elected officers and six (6) elected Directors, the Society's Delegate and Alternate Delegate to the ASA House of Delegates, who shall serve as ex-officio Directors, and one (1) International Representative, who shall serve as an ex-officio Director. The maximum number of voting Directors shall be eleven (11) and each Director shall have one vote. The officers shall serve on the Board of Directors for the duration of their respective terms of office until their successors shall have been elected and qualified. Elected Directors shall be elected at the Annual Business Meeting. All Directors who are not also officers shall be elected for three (3)-year terms. Elected Directors shall serve their terms until they resign, die, are disabled or removed, or their successors shall have been elected and qualified. The Delegate and Alternate Delegate to the ASA House of Delegates shall be appointed by the President of the ASCCA to a term of three (3) years and may be reappointed by the President for additional terms. The International Representative shall be appointed by the President to a term of two (2) years and may be reappointed for two (2) additional two (2) year terms. All Directors must be Active members of the Corporation.

Section 3.3 **Elections.** Directors shall be elected in the following manner: The Nominating Committee shall begin deliberations on the choice or selection of Active members to be nominated for Directors no later than 120 days prior to the Annual Membership Meeting. Nominations may be submitted by any member in writing to the Nominating Committee by no later than 120 days prior to the Annual Membership Meeting. The chair of the Nominating Committee shall recommend to the Board of Directors a slate of at least one nominee for each open position. Upon approval of the slate of candidates by a majority of the Board of Directors, a printed announcement of the slate of nominees shall be mailed or made available to the Society's membership at least thirty (30) days prior to the Annual Membership Meeting for vote at the Annual Membership Meeting. Nominations may be entered by any member at the Annual Membership Meeting. The Active members shall vote for one candidate for each open position, and each candidate receiving a plurality of the votes cast by written ballot shall be declared elected. No elected Director shall be eligible for more than two (2) consecutive three(3)-year terms. The timetable for nominations of, and qualifications for being a director may be altered for good cause by the Board of Directors.

Section 3.4 **Vacancies.** If an elected Director is elected to serve as an officer of the Corporation during his/her term as Director, or is unable to fulfill the term for any reason, including, without limitation, death, disability, removal or resignation, the elected Director position shall be declared vacant. Any vacancy occurring in the Board of Directors shall be filled by nomination of the President upon confirmation of two-thirds (2/3) of the remaining Directors at their next meeting. A Director elected to

fill a vacancy shall satisfy the general qualifications for serving as a director and shall be elected for the unexpired term of his/her predecessor.

Section 3.5 Meetings. An Annual Meeting of the Board of Directors shall be held within three (3) days of the Annual Business Meeting at such time as designated by the Board of Directors. In addition, regular meetings of the Board of Directors may be held at such time and place as may be fixed from time to time by resolution of the Board of Directors. Special meetings of the Board of Directors shall be held whenever called by the President or by any three (3) or more Directors or, at the direction of any of the foregoing, by the Secretary. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or outside of the State of Illinois, as the place for holding any special meeting of the Board of Directors called by them.

Section 3.6 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 Director, addressed to each Director at his or her residence or usual place of business, at least ten (10) days before the date on which the meeting is to be held; or such notice shall be sent to each Director by e-mail, facsimile, telegraph, cable, telecopier, mailgram or wireless, or be delivered personally or read to the Director by telephone not later than twenty-four (24) hours before the time at which the meeting is to be held. If mailed, such notice shall be deemed to be delivered when deposited, postage prepaid, in the United States mail addressed to the Director at his or her address as it appears in the records of the Corporation. Each such notice shall state the time and place of the meeting, but need not state the purpose or purposes of the 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 3.7 Waiver of Notice of Meetings. Anything to these Bylaws or in any resolutions 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 Director if such notice shall be waived by the individual Director in writing (including e-mail, facsimile, telegraph, cable, telecopier, mailgram or wireless) before or after the meeting. A Director who attends a meeting shall be deemed to have had timely and proper notice thereof, unless he/she attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 3.8 Quorum and Manner of Acting. One-third (1/3) of the Directors who are serving shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the Directors present may adjourn the meeting from time to time until a quorum is obtained. Directors shall act only as a Board of Directors and an individual Director shall have no power as such. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 3.9 Resignations. Any Director of the Corporation may resign at any time, in writing, by notifying the President or the Secretary of the Corporation. Such resignation shall take effect when delivered or at the time therein specified if later.

Section 3.10 Removal. Any Director (other than an ex-officio Director) may be removed for cause by an affirmative vote of at least two thirds (2/3) of the Active members voting in person or by proxy. Notice must be delivered to all Active members regarding the removal of the Director and the notice must state that the purpose is to remove the Director. Ex-officio Directors may be removed for cause by the affirmative vote of at least two thirds (2/3) of the other Directors at a special meeting called for such purpose. Failure to attend three or more consecutive Board of Directors meetings may be considered cause for removal.

Section 3.11 **Compensation.** Directors shall not be entitled to receive compensation for their duties as Directors, but expenses for attending Board of Directors meetings, other than the Annual Board of Directors Meeting may be reimbursed by resolution of the Board of Directors to the extent funds are available. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation there for.

Section 3.12 **Action by Directors Without a Meeting.** Any actions required by law to be taken at a meeting of the Board of Directors or which may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the actions so taken, shall be signed by all of the Directors. Such consent shall have the same force and effect as a unanimous vote. The action shall be effective as of the date the consent is signed by all Directors unless another effective date is provided in the consent.

Section 3.13 **Meetings by Conference Telephone.** To the extent authorized by law, meetings by the Board of Directors by conference telephone or similar communications equipment shall be permitted, provided that all other Directors participating in such a meeting can hear each other. Participation in a meeting by such means shall constitute presence in person at any such meeting.

ARTICLE IV - CORPORATE OFFICERS

Section 4.1 **Officers.** The officers of the Corporation shall consist of a President, President-Elect, Immediate Past-President, Secretary, Treasurer, and such other officers as the Board of Directors may from time to time determine are necessary. All officers must be Active members of the Corporation.

Section 4.2 **President.** The 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 of the Executive Committee. The President shall preside at all Board of Directors meetings, and in general shall perform all duties incident to such office and such other duties as may from time to time be assigned to him/her by the Board of Directors or the Executive Committee. The President shall be chairperson of the Executive Committee and shall be an ex-officio member of all committees except the Nominating Committee.

Section 4.3 **President-Elect.** The President-Elect shall preside at meetings of the Board of Directors and the Executive Committee in the absence of the President and shall perform such other duties as from time to time may be assigned by the President, the Board of Directors, or the Executive Committee, and shall have such other powers and authority as are elsewhere in these Bylaws conferred upon the President-Elect.

Section 4.4 **Committee of Past-Presidents.** The Immediate Past-President shall preside at meetings of the Board of Directors and the Executive Committee in the absence of the President and the President-Elect and shall perform such duties as from time to time may be assigned by the President, the Board of Directors, or the Executive Committee, and shall have such other powers and authority as are elsewhere conferred upon the Immediate Past-President in these Bylaws. The Immediate Past-President shall be chairperson of the Committee of Past-Presidents.

Section 4.5 **Treasurer.** Except as may otherwise be specifically provided by the Board of Directors or the Executive Committee, the Treasurer shall have custody of, and be responsible for, all monies, funds, and securities 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. The Treasurer shall deposit all funds of the Corporation in such bank or banks as the Board of Directors may designate. The Treasurer shall keep accurate books of account of the Corporation's transactions, which shall be the property of the Corporation, and shall be subject at all times to the inspection and control of the Board of Directors. The Treasurer shall provide an annual financial report and projected budget to the Board of

Directors, this report shall be presented at the Annual Business Meeting. In addition, the finances of the society will be subject to at least bi-annual, if not annual outside audit. Written copies of said audits shall be provided to each member of the Board. The Treasurer shall perform such other duties as from time to time may be assigned to him or her by the President, the Board of Directors, or the Executive Committee, and have such other powers and authority as are elsewhere conferred upon the Treasurer in these Bylaws.

Section 4.6 **Secretary.** The Secretary shall act as the Secretary of all meetings of the Board of Directors; shall have custody and maintain the records of the Corporation; certify action of the Board of Directors or Active members or these Bylaws; have charge of the seal; give notice of meetings to the Board of Directors and members, as directed by these Bylaws or the President; and shall, in general, perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President, the Board of Directors, or the Executive Committee; and shall have such other powers and authority as are elsewhere conferred upon the Secretary in these Bylaws.

Section 4.7 **Terms of Office.** The President shall serve a term of two years and may serve for a maximum of three (3) nonconsecutive terms. The President-Elect shall serve for a term of two years and assume the office of President in the term following his or her election. The Secretary and the Treasurer each shall serve for a term of two years and may serve for a maximum of two (2) consecutive terms. The Immediate Past President shall serve a term of two years immediately after his term as President. Should a President-Elect decide not to become President, the Nominating Committee for that year shall select candidates for both the office of President and President-Elect and an election for such offices shall be held pursuant to Section 4.8.

Section 4.8 **Election.** Officers shall be elected in the following manner: The Nominating Committee shall begin deliberations on the choice or selection of officers no later than 120 days prior to the Annual Membership Meeting. The chair of the Nominating Committee shall recommend to the Board of Directors a slate of at least one nominee for each open position. A candidate for the office of President-Elect must be a current officer. Candidates for the offices of Secretary and Treasurer must be current Directors. Upon approval of the slate of nominees by a majority of the Board of Directors, a printed announcement of the slate of nominees shall be mailed, by hard copy or electronic mail to the Society's membership at least 30 days prior to the Annual Membership Meeting for vote at the Annual Membership Meeting. The Active members shall vote for one candidate for each open position, and each nominee receiving a plurality of the votes cast by written ballot shall be declared elected. The timetable for nominations of and the qualifications for officers may be altered for good cause by the Board of Directors.

Section 4.9 **Vacancies.** A vacancy in any office other than that of the President shall be filled for the unexpired portion of the term by nomination of the President upon approval of two-thirds (2/3) of the Board of Directors at its next meeting. A vacancy in the office of the President automatically shall be filled by the President-Elect, who shall serve for the unexpired portion of his or her predecessor's term, as well as his or her own term. In the event that the President-Elect cannot fill such a vacancy in the office of the President, the order of succession shall be the Immediate Past-President, the Treasurer and the Secretary.

Section 4.10 **Removal.** Any officer may be removed with or without cause by resolution adopted at any regular or special meeting of the Board of Directors by a majority of the Directors then in office.

Section 4.11 **Resignation.** Any officer may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary of the Corporation. Any such resignation shall take effect at the time of delivery of such notice or any later date therein specified.

Section 4.12 **Compensation.** Officers shall not receive compensation for their services, but expenses for attending meetings other than the Annual Meeting of the Board of Directors and the Annual

Business Meeting may be reimbursed by the Corporation by resolution of the Board of Directors to the extent funds are available. Nothing herein contained shall be construed to preclude any officer from serving the Corporation in any other capacity and receiving compensation there for.

ARTICLE V - COMMITTEES

Section 5.1 **Appointments.** Three months prior to the Annual Membership Meeting, the President-Elect shall solicit nominees for appointments as committee members and chairs for the coming year. The President-Elect shall not be limited to such nominees in making recommended appointments except as otherwise provided in these Bylaws. The President-Elect shall make a recommendation to the Board of Directors as to who to appoint as the members of all committees (including advisory committees) of the Board of Directors and a chair thereof. The Board of Directors shall approve or reject the President-Elect's recommended appointments. A member appointed as a committee chair must be a current member of a committee. The Board of Directors may appoint adjunct members to a committee. Each committee and subcommittee may select from among its members a vice chair. There shall be at least one member on each committee unless these Bylaws provide otherwise.

Except as otherwise provided in these Bylaws, Active members, Affiliate members, Educational members, Retired members and Medical Student members shall qualify for membership on committees.

Section 5.2 **Term.** Appointment to membership on a standing committee shall be for two (2) years, but all members shall be eligible for reappointment for one additional two (2) year term unless otherwise specified in these Bylaws. Staggered terms shall be created in the initial appointment of new committees by dividing the initial appointments as nearly equally as the number of members permit among two and one-year terms. Members whose initial appointments were terms for one year shall remain eligible for reappointment to two complete successive terms. Appointments to adjunct membership on a committee shall be for one year, but can be extended once for a one year term.

After a lapse of one or more years in membership on a committee, a member again is eligible for appointment to that committee irrespective of the number of years of previous committee membership.

Members qualified for service on committees shall not serve on more than two committees at any one time with the exception of service on the Executive Committee, Nominating Committee or an ad hoc committee created by resolution of the Board of Directors.

The committee chair shall serve for two (2) years, but may be eligible for reappointment to a succeeding two (2) year term unless otherwise specified in these Bylaws.

Section 5.3 **Vacancies.** The Board of Directors shall fill vacancies in the membership of any committee after receiving the recommendation of the President-Elect.

Section 5.4 **Resignation and Removal of Committee Members.** Any committee member may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary of the Corporation. Any such resignation shall take effect at the time of delivery of such notice or any later date therein specified. Any committee member may be removed with or without cause by resolution adopted at any regular or special meeting of the Board of Directors by a majority of the Directors then in office.

Section 5.5 **Meeting Records.** Each committee shall keep complete records of all deliberations, recommendations and actions to be submitted to the Board of Directors at the next regular Board of Directors meeting.

Section 5.6 **Annual Report.** Annual reports required by these Bylaws shall be deposited with the Secretary at such time as the Board of Directors may direct, but no less than fourteen days prior to the

Annual Membership Meeting. Such reports shall be submitted to the Board of Directors. The annual report of the President shall be presented at the Annual Membership Meeting and printed in the issue of the newsletter that is published following the Annual Membership Meeting.

Section 5.7 Advisors. Each committee shall have on it an advisor from the Board of Directors who shall provide guidance to the committee and committee chair in the performance of their duties. Committee advisors shall present committee reports to the Board of Directors at regularly scheduled Board meetings and advise committee chairs of any actions taken by the Board on the reports. Advisors shall not vote on committee decisions.

Section 5.8 Meeting and Action. The committee members may determine the time and place of their meetings unless directed otherwise by a resolution of the Board of Directors or these Bylaws. The committee members may act by written consent in lieu of a meeting if a consent sets forth the action and is signed by all committee members. To the extent authorized by law, meetings of any committee by conference telephone or similar communications equipment shall be permitted, provided that all committee members participating in such meeting can hear each other. Participation in a meeting by such means shall constitute presence in person at any such meeting.

Section 5.9 Quorum and Manner of Acting. Unless otherwise provided in the resolution of the Board of Directors designating a committee or in these Bylaws, a majority of the whole committee shall constitute a quorum and the act of a majority of the committee members present at a meeting at which a quorum is present, shall be the act of the committee.

Section 5.10 Executive Committee. The Executive Committee shall be composed of the President, President-Elect, Immediate Past-President, Secretary and Treasurer. The 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 Executive Committee, or any of its subcommittees, have authority to approve, adopt, amend, or repeal the Bylaws or the Articles of Incorporation; adopt a plan of merger or consolidation; authorize a sale, lease, exchange, mortgage, pledge or other disposition of all or substantially all of the property and assets of the Corporation; adopt the voluntary dissolution of the Corporation; revoke the voluntary dissolution of the Corporation; adopt a plan for the distribution of assets; approve or recommend to the membership any act required by law to be approved by the members; fill vacancies on the Board, or any committee; elect, appoint or remove any officer, Director, or any member of any committee; or fix the compensation of any member of a committee. The Executive Committee may establish various subcommittees and appoint members of the Corporation to serve thereon. The authority of the subcommittees shall be based upon express grants of authority by the Executive Committee and such subcommittees shall report directly to the Executive Committee.

Section 5.10.1 Charges to the Executive Committee.

1. Engage and educate the leadership of the anesthesia community at-large (ASA, IARS, AUA, SAAC, AAPD, the editorial boards of *Anesthesia and Analgesia* and *Anesthesiology*, the Morton Society, et al. as well as leaders of the health care community, such as the AMA or AHA about the many benefits anesthesia intensivists bring to clinical practice.
2. Participate and advocate within regional, national and international fora to enhance the global understanding of the value to Anesthesia-based Intensivists.
3. Encourage the production and dissemination of outcomes data via private and governmental-funded research.
4. Lobby Anesthesia and Medical leadership to increase student and resident exposure to, and experience in Intensive Care Medicine.
5. Partner with other interested parties to assure that reimbursement is appropriate.

6. Monitor events, legislative agenda, etc. that will affect the practice of CCM.
7. Participate in presenting the Society's goals and furthering its objectives in these forums.
8. Review the financial structure of the Society to assure our members are receiving appropriately valued services.

Section 5.11 **Nominating Committee.** The Board of Directors shall appoint (after receiving the recommendation of the President-Elect) a Nominating Committee to provide recommendations to the Board of Directors for potential Directors and officers of the Corporation. The immediate Past President shall serve as the Chair of the Nominating Committee. Other members of the Nominating Committee do not have to be current or former directors, officers, or committee members.

Section 5.12 **Committee on Communications.** The Board of Directors shall appoint (after receiving the recommendation of the President-Elect) members to a Committee on Communications to disseminate information for the benefit of the membership. The committee shall be responsible for maintaining close collaboration between the Society and such other related organizations that may have an effect on the practice of critical care medicine by anesthesiologists. The committee shall publish a newsletter for distribution to the membership and maintain a web site. The Board of Directors shall appoint (after receiving the recommendation of the President-Elect) an editor of the newsletter who shall serve on the committee. The committee shall be an advisory body of the Board of Directors and shall not act on behalf of the Corporation or bind it in any action, but may make recommendations to the Board of Directors or the President-Elect.

Section 5.13 **Committee on Membership.** The Board of Directors shall appoint (after receiving the recommendation of the President-Elect) members to a Committee on Membership to process the applications of persons interested in membership. The committee shall make every effort to increase the numerical strength of the Society. The committee shall be an advisory body of the Board of Directors and shall not act on behalf of the Corporation or bind it in any action, but may make recommendations to the Board of Directors or the President-Elect.

Section 5.14 **Committee on Education.** The Board of Directors shall appoint (after receiving the recommendation of the President-Elect) members to a Committee on Education to organize the Society's Annual Educational Meeting, refresher courses, the Society's activities at the ASA Annual Meeting, and other educational activities as determined by the Board of Directors. The committee shall be an advisory body of the Board of Directors and shall not act on behalf of the Corporation or bind it in any action, but may make recommendations to the Board of Directors or the President-Elect.

Section 5.15 **Committee on Bylaws.** The Committee on Bylaws shall review the Bylaws at not less than five (5) year intervals and recommend amendments when necessary or desirable. The committee shall be an advisory body of the Board of Directors and shall not act on behalf of the Corporation or bind it in any action, but may make recommendations to the Board of Directors or the President.

Section 5.16 **Committee on Research.** The Committee on Research shall show cause to promote research in CCM. The committee shall work with industry and research foundations to promote the cause of the Society. The committee shall be an advisory body of the Board of Directors and shall not act on behalf of the Corporation or bind it in any action, but may make recommendations to the Board of Directors or the President-Elect.

Section 5.17 **Committee of Past-Presidents.** The Committee of Past-Presidents shall be composed of all Past-Presidents of the Corporation who desire to be members of the committee. The duties of the committee shall be to serve as a leadership resource to the various officers and committees of the Corporation, to follow-up on major reports and recommendations, to review existing programs, and to advise current officers of new challenges and opportunities. The committee may also provide advice to

the Nominating Committee for nominees for the office of President-Elect, and provide input to various committees on important awards or grants by the Corporation. The committee shall be an advisory body of the Board of Directors and shall not act on behalf of the Corporation or bind it in any action, but may make recommendations to the Board of Directors or the President-Elect.

Section 5.18 **Other Committees.** The Board of Directors may by resolution from time to time establish such other committees as it may deem appropriate, define their powers and appoint committee members.

ARTICLE VI – CONFLICT OF INTEREST

Section 6.1 **Professional Responsibilities.** The professional responsibilities of the Society's officers, directors, committee chairs, committee members and individuals appointed to other positions within or outside the Society shall be to advance the mission of the Society without cause for any personal gain or influence.

Section 6.2 **Disclosure Statement.** All Society officers, directors, committee chairs, committee members and individuals appointed to other positions within or outside the Society shall file with the Secretary of the Society a disclosure statement of any relationship with that may exist with industry. The disclosure shall include, but not be limited to, whether or not the individual is employed, either full-time or part-time, by industry, and identify any compensation received from industry including salaries, grants, honoraria and travel payments. The statement shall contain a clause that the individual agrees that their position within the Society shall not be used for personal gain or influence. The disclosure statements are to be maintained on file at the Society's office and shall be updated annually.

Section 6.3 **Acknowledgement of Disclosure.** Members nominated for an officer or director position shall present a disclosure statement made accessible by posting on the Society's Web site and dissemination to the membership in electronic communications.

Section 6.4 **Conflict of Interest Avoidance.** Any member of the Board of Directors shall bring forth any possible conflict of interest, either real or perceived, that may arise from the participation or representation of an elected or appointed official within the Society or to another organization such as the ASA. Such possible conflict of interest shall be addressed by the Board of Directors so that the possible conflict can be cured.

Section 6.5 **Cause for Dismissal.** Any officer, director, committee chair, committee member or individuals appointed to other positions within or outside the Society who shall be found to be using the position within the Society for personal gain shall be discharged from such position with cause in accordance with procedures set forth in these bylaws.

ARTICLE VII - CONTRACTS, CHECKS, DRAFTS, BANK ACCOUNTS, ETC.

Section 7.1 **Execution of Contracts.** The Board of Directors may authorize any officer or officers, agent or agents, in addition to the officers so authorized by these Bylaws, to enter into any contract in the name of and on behalf of the Corporation and any such authority may be general or confined to specific instances. Whenever the Board of Directors in authorizing or directing the execution of any contract, shall fail to specify the officer or officers or their agents who are to execute the same, such contract shall be executed on behalf of the Corporation by the President, President-Elect or Immediate Past-President.

Section 7.2 **Checks, Drafts and Evidence of Indebtedness.** All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall

be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President of the Corporation.

Section 7.3 **Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select, and shall be invested and reinvested upon the direction of the Board of Directors.

Section 7.4 **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.

Section 7.5 **Budget.** The Corporation shall maintain a balanced budget of revenue and expense each year. Any expenditure beyond expected revenue must be approved by a two-thirds (2/3) vote of the Board of Directors.

Section 7.6 **Executive Director.** The Corporation may employ an executive director to manage the business on a daily basis. Such an executive director may be paid a competitive wage.

Section 7.7 **Grants.** The Corporation may distribute financial grants to foster advances in the care of the critically ill. Such grants may include financial support of education or research, provided that all such grants shall be made in accordance with the Articles of Incorporation and these Bylaws.

ARTICLE VIII - MISCELLANEOUS

Section 8.1 **Fiscal Year.** The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

Section 8.2 **Seal.** The seal of the Corporation shall be circular in form and shall bear the name of the Corporation, the words "Corporate Seal-Illinois," and the date of its incorporation. The seal shall be in the custody of the Secretary of the Corporation.

Section 8.3 **Indemnification and Limitation of Liability.** The Corporation shall indemnify its officers, directors, employees, agents, and other persons serving the Corporation to the fullest extent permitted or required by Illinois law. The Corporation's uncompensated officers, directors, and other persons serving the Corporation shall be entitled to limited liability to the fullest extent permitted or required by Illinois law.

Section 8.4 **Representatives to Other Organizations.** The Board of Directors may appoint representatives to other organizations, bodies or groups that may invite the Corporation to be represented or to such organizations, bodies or groups as in its discretion it deems appropriate.

Section 8.5 **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 members, Board of Directors, and committees, and shall keep at its registered or principal office a record giving the names and addresses of all members. All books and records of this Corporation may be inspected by any Active member, or his/her agent or attorney, for any proper purpose at any reasonable time.

Section 8.6 **Certificate of Membership.** The Board of Directors may provide certificates of membership to members in good standing.

Section 8.7 **Severability.** Should any provision of these Bylaws become ineffective or be declared to be invalid for any reason, such provision shall be severable from the remainder of these Bylaws and all other provisions of these Bylaws shall continue to be in full force and effect.

ARTICLE IX - AMENDMENTS TO BYLAWS

These Bylaws may be amended at any time in the following manner:

- (a) The Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at any meeting of the Active members;
- (b) Notice shall be sent to each Active member setting forth a proposed amendment and providing them with the place and the time of the meeting at which the amendments will be voted on; and
- (c) The amendment shall be adopted by a majority of the votes of the Active members, whether in person or by proxy at such meeting where a quorum of Active members is present. In addition to the Committee on Bylaws, Active members may at any time submit a written recommendation for a Bylaws amendment to the Board of Directors or the Committee on Bylaws for their consideration.

APPENDIX – COMMITTEE CHARGES

Charges to the Committee on Communications.

1. Devise a cost-effective strategy to improve our ability to disseminate information to our membership, the leaders in the field of Anesthesiology and the Anesthesia community as a whole. Work with the Executive Committee to assure that appropriate information is brought to the attention of Regulators, Payors, Administrators and Consumers. Provide an educational forum for the Anesthesia/Intensivist Community, Anesthesia Residents and Medical Students interested in Anesthesiology and Critical Care Medicine. Provide accessible information to our membership in a timely manner.
2. Produce and oversee the publication of the **Newsletter**.
3. Upgrade and maintain the **Web Site**.

Charges to the Committee on Membership.

1. Increase Membership by targeting graduates of critical care medicine (“CCM”) programs, Anesthesia programs, practitioners of CCM in Canada and Latin America.
2. Engage residents through special programs such as the mentorship program at the Annual Meeting.
3. Reach out to colleagues who may not be trained in CCM, but who take care of critically ill patients in operative and peri-operative settings, such as cardiac, transplant, neurosurgical, trauma and post-anesthesia care.
4. Increase awareness of the benefits of membership for private and academic practitioners alike.

Charges to the Committee on Education.

1. Plan and supervise the content of the Annual Educational Meeting, collaborate with the ASA CCM track committee to assist with planning and content of the ASA CCM track and engage in exchange with other societies by organizing and hosting joint panels at their meetings. Responsibilities include, but are not limited to:

- 1.1 Review abstracts for the Annual Educational Meeting
- 1.2 Set the curriculum for the Annual Educational Meeting
- 1.3 Select Young Investigator Award winner.