

BYLAWS
SOCIETY OF CRITICAL CARE ANESTHESIOLOGISTS, Inc.

ARTICLE I – Title

The Society of Critical Care Anesthesiologists, Inc. (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.

ARTICLE II – Purpose

The Society’s 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 Society shall promote multidisciplinary critical care, encourage research, and maintain liaison relationships as deemed appropriate by the Board of Directors.

ARTICLE III – Offices

The Society shall have and continuously maintain in this state a registered office and a registered agent whose office is identical with such registered office and may have other offices within or without the State of Illinois as the Board of Directors may from time to time determine.

ARTICLE IV – Members

Section 4.1: **Classes of Members.** The Society shall have five classes of members: Active, Affiliate, Educational, Retired, and Medical Student. All memberships in the Society are not transferable or assignable and are privileges, not rights.

- 4.1 (a) **Active members** shall be anesthesiologist physicians 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.
- 4.1 (b) **Affiliate members** shall be physicians or scientists who are active in clinical care, 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 Business Meeting and shall have all rights and privileges of Active members, except that they may not vote or serve as an Officer or a Director of the Society. Affiliate members may serve on committees if requested by the Board of Directors.
- 4.1 (c) **Educational members** shall be trainee physicians (residents or fellows). Educational members may attend the Annual Business Meeting and shall have all rights and privileges of Active members, except that they may not vote or serve as an Officer or a Director of the Society. Educational members may serve on committees if requested by the Board of Directors.
- 4.1 (d) **Retired members** shall be individuals who have been Active members of the Society for 10 or more years and have completely retired from professional practice. Retired members may attend the Annual Business Meeting and shall have all rights and privileges of Active members,

except that they may not vote or serve as an Officer or a Director of the Society. Retired members may serve on committees if requested by the Board of Directors.

- 4.1 (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 Meeting and shall have all rights and privileges of Active members, except that they may not vote or serve as an Officer or a Director of the Society. Medical Student members may serve on committees if requested by the Board of Directors.

Section 4.2: **Application for Membership.** Persons interested in membership are to complete an application form. Applications for Educational membership and Medical Student membership shall provide documentation of the applicant's training status. Membership may be renewed annually upon payment of dues, if applicable, or completion of any applicable annual renewal form.

Section 4.3: **Dues and Assessments.** Each Active and Affiliate member shall pay such dues and assessments as shall be fixed from time to time by the Board of Directors. An Active or Affiliate member who shall fail to pay dues or assessments within 90 days from the time any such levy becomes payable may be removed from membership at the direction of the Board of Directors.

Section 4.4: **Resignation.** Any member may resign at any time by giving written notice to the Secretary or Executive Director of the Society. Such resignation shall take effect upon delivery of the notice, or at any later time specified therein. A resigning member shall be relieved from liability for any dues or assessments levied with respect to any fiscal year commencing after the effective date of their obligation to pay any dues, assessments, or other charges accrued and unpaid as of the effective date of their resignation. Any dues refunds requests shall be processed pursuant to the Society's then applicable policies.

Section 4.5: **Involuntary Termination of Membership.** The membership of any Society member may be terminated by the Board of Directors after a hearing with due notice and upon proof submitted to the Board of Directors that such member has failed to adhere to any applicable provision of these Bylaws, or for cause, including: (a) conduct unbecoming of a physician or other individual, (b) conviction in a court of law of a felony, (c) determination by the Board of Directors in good faith that the member is undesirable for membership in the Society for any lawful reason, or (d) loss of medical license.

Section 4.6: **Reinstatement after Involuntary Termination.** Upon reapplication by a former member, an individual may reinstate their 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.

ARTICLE V – Meetings

Section 5.1: **Annual Meeting.** An Annual Business Meeting of Active members (i.e., the "Annual Business Meeting" or the "Annual Membership Meeting") shall be held annually in conjunction with the Annual Educational Meeting of SOCCA.

Section 5.2: **Special Meeting.** 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 5.3: **Notice of Meetings.** Notice electronically, in writing, in person, by telephone, or by any other reasonable method, 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 days nor more than 60 days before such meeting 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 20 days, but not more than 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 their address as it appears on the records of the Society.

Section 5.4: **Voting and Elections.** The vote of members on any action or for any election shall be taken by electronic ballot of the members eligible to vote. Voting for elections, amendments to the Bylaws, or other issues requiring a vote of the membership will remain open for no fewer than five days from the date the ballot is delivered. In the case of removal of a Director, merger, consolidation, dissolution, sale, lease, or exchange of assets, voting will remain open for no fewer than twenty days from the date the ballot is delivered.

Section 5.5: **Quorum.** Ten percent of the members eligible to vote shall constitute a quorum for voting and elections, and a plurality of the votes cast shall be required for election or approval. Proxy voting and cumulative voting are not permitted.

Section 5.6: **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 by vote of the eligible members.

ARTICLE VI – Board of Directors

Section 6.1: **Powers.** The funds and business of the Society 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 Society, (b) insuring the orderly transfer of the administration of the Society through transition of Officers and Directors, and (c) formulating long-range plans for the Society.

Section 6.2: **Composition and Terms.** The Board of Directors shall be composed of five elected Officers and 10 elected Directors. The maximum number of voting Directors shall be 15, 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. All Directors who are not also Officers shall be elected for three year terms. Elected Officers and Directors shall be Active members of the Society in good standing, and serve their terms until they resign, die, are disabled or removed, or their successors shall have been elected and qualified. No elected Director shall be eligible for more than two consecutive three year terms.

The Delegate and Alternate Delegate to the American Society of Anesthesiologists (ASA) House of Delegates shall be appointed by the President of SOCCA to a term of three years and may be reappointed by the President for additional terms as specified in Society policy. The Society's Delegate and Alternate Delegate to the ASA House of Delegates shall serve as an Ex-Officio Director without voting privileges.

Section 6.3: **Director Elections.** 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 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.

Section 6.4: **Qualifications.** The Nominating Committee will consider nominee contributions to SOCCA, including Committee service, time served as Delegate to ASA, academic and leadership accomplishments, as well as maintenance of diverse representation of the Membership during preparation of the slate of nominees.

Section 6.5: **Voting.** 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 prior to the Annual Business Meeting. The timetable for nominations of, and qualifications for, Directors may be altered for good cause by the Board of Directors.

Section 6.6: **Vacancies.** If an elected Director is elected to serve as an Officer of the Society during their 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 of the remaining Directors at their next meeting. A Director elected to fill a vacancy shall be elected for the unexpired term of their predecessor.

Section 6.7: **Meetings.** An Annual Meeting of the Board of Directors shall be held within three 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 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, as the place for holding any special meeting of the Board of Directors called by them.

Section 6.8: **Notice of Meetings.** Unless required by resolution of the Board of Directors, notice electronically, in writing, in person, by telephone, or by any other reasonable method, 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 Directors at least 10 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 the Director at their address as it appears in the records of the Society.

Section 6.9: **Quorum and Manner of Acting.** One-third of the Directors who are serving shall constitute a quorum for the transaction of business. Directors shall act only as a Board of Directors and an individual Director shall have no power as such.

Section 6.10: **Resignations.** Any Director of the Society may resign at any time, in writing, by notifying the President or the Secretary of the Society. Such resignation shall take effect when delivered or at the time therein specified if later.

Section 6.11: **Removal.** Any elected Director may be removed for cause by an affirmative vote of at least two-thirds of the remaining Directors. Notice must be delivered to all members of the Board of Directors

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 of the 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 6.12: **Compensation.** Directors shall not receive compensation for their duties as Directors, but expenses for attending Board of Directors meetings, other than the Annual Meeting of the Board of Directors, may be reimbursed by resolution of the Board of Directors to the extent that funds are available. Nothing herein contained shall be construed to preclude any Director from serving the Society in any other capacity and receiving compensation there for.

Section 6.13: **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 6.14: **Meetings by Electronic Means.** To the extent authorized by law, meetings by the Board of Directors by email, telephone or by other electronic means shall be permitted, provided that all Directors participating in such a meeting may simultaneously hear or read each other's communications during the meeting, all communication during the meeting is immediately transmitted to participating Directors, and Directors are able to immediately communicate among all participating. Participation in a meeting by such means shall constitute presence in person at any such meeting.

ARTICLE VII – Officers

Section 7.1: **Officers.** The Officers of the Society shall consist of a President, President-Elect, Immediate Past-President, Secretary, Treasurer, and such other Officers as the Board of Directors may determine necessary from time to time.

Section 7.2: **President.** The President shall be the chief executive officer of the Society and shall have general supervision of the business of the Society subject 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 them 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 7.3: **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 7.4: **Treasurer.** For the purposes of this section, any reference to the Treasurer shall be understood to include the Treasurer and/or the Executive Director or Management Firm acting on behalf of the Treasurer, in accordance with established policies and under the supervision of the Board of Directors. 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 Society, 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 Society in such bank or banks as the Board of Directors may designate. The Treasurer shall keep accurate books of account of the Society's transactions, which shall be the property of the Society, 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. The Board of Directors will determine the need for external audits. Copies of said audits, when performed, shall be provided to each member of the Board of Directors either in writing or electronically. The Treasurer shall perform such other duties as from time to time may be assigned to them 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 7.5: **Secretary.** The Secretary shall act as the Secretary of all meetings of the Board of Directors; shall maintain the records of the Society through staff administration; certify action of the Board of Directors or Active members or these Bylaws; 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 7.6: **Terms of Office.** The President shall serve a term of one year. The President-Elect shall serve for a term of one year and assume the office of President in the following term. The Treasurer shall serve for a term of one year and assume the office of President-Elect in the following term. The Secretary shall serve for a term of one year and assume the office of the Treasurer in the following term. The Immediate Past President shall serve a term of one year immediately after their 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 7.7. Should any Officer not proceed in the succession of Officers, including by Resignation (6.10) or Removal (6.11), the Nominating Committee for that year shall select candidates for the vacancy created and an election for such Office(s) shall be held pursuant to Section 7.7.

Section 7.7 **Officer Elections.** 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, which would under normal conditions follow the succession plan described in 7.6.

In the event that the succession does not occur normally, 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 distributed by hard copy or electronic mail to the Society's membership for vote. 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 7.8 **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 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 their predecessor's term, as well as their 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 7.9 **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 7.10 **Resignation.** Any Officer may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary of the Society. Any such resignation shall take effect at the time of delivery of such notice or any later date therein specified.

Section 7.11 **Compensation.** Officers shall not receive compensation for their duties as Officers, but expenses for attending meetings other than the Annual Meeting of the Board of Directors and the Annual Business Meeting may be reimbursed by resolution of the Board of Directors to the extent that funds are available. Nothing herein contained shall be construed to preclude any Officer from serving the Society in any other capacity and receiving compensation there for.

ARTICLE VIII – Committees

Section 8.1: **Committees.** The Board of Directors may designate one or more Committees. The term "Committee" shall be broadly construed to include Standing Committees, Chartered Committees, Subcommittees, Task Forces, and all other types of groups named by the Society. The Board of Directors may adopt, amend, or repeal policies governing Committee operation, provided such policies are not inconsistent with these Bylaws.

Section 8.2: **Committee Structure.** The name, purpose, goals, type of group, composition, eligibility requirements, term lengths, and other details of committees shall be determined by the Board of Directors and detailed in Society policy consistent with these Bylaws. Any elected Committee leader may serve as an Ex-Officio Director without voting rights as determined by the Board of Directors and detailed in Society policy as befits the needs of the Society.

Section 8.3: **Committee Appointments.** Committee appointments shall follow processes determined by the Board of Directors and detailed in Society policy. All regular Committee position appointments are confirmed by majority vote of the Board of Directors.

Section 8.4: **Committee Terms and Service Limitations.** The terms of service for any Committee position shall be determined by the Board of Directors and specified in Society policy. The Board may impose limits on the duration and consecutive service in any Committee role, as deemed appropriate.

Section 8.5: **Committee Members Resignation and Removal.** Anyone serving in a Committee position may resign at any time by giving written notice to the Board of Directors, the President, the Secretary, or as otherwise specified in Society policy. Any such resignation shall take effect at the time of delivery of such notice or any later date therein specified. Anyone serving on a Committee may be removed with or without cause by resolution adopted at any regular or special meeting of the Board of Directors by a majority vote of the Board of Directors.

Section 8.6: **Committee Vacancies.** Vacancies in any committee position may be filled through a process similar to the original appointment, as specified in Society policy.

Section 8.7: **Committee Meetings and Actions.** Committees may determine the time and place of their meetings unless directed otherwise by a resolution of the Board of Directors or these Bylaws. All Committees serve at the pleasure of, and under the advisement of the Board of Directors. To the extent authorized by law, meetings of Committees by telephone or by electronic means shall be permitted, provided that all participants in such a meeting may simultaneously hear or read each other's communications during the meeting, all communication during the meeting is immediately transmitted to participants, and participants are able to immediately communicate among all others participating. Participation in a meeting by such means shall constitute presence in person at any such meeting.

Section 8.8: **Committee Quorum and Manner of Acting.** Unless otherwise determined by the Board of Directors and specified in Society policy, or provided in a resolution designating a specific committee action, one-third of the Committee shall constitute a quorum. The act of a majority of Committee members present at a meeting where quorum is achieved shall constitute the act of the Committee. Committee members may also take action without a meeting by written consent, including via electronic ballot or other electronic means, in accordance with procedures established by the Board of Directors and detailed in Society policy.

Section 8.9: **Committee Records.** All Committees of the Society shall keep records of deliberations, recommendations, and actions to be submitted to the Board of Directors according to recordkeeping and reporting requirements specified in Society policy.

Section 8.10: **Annual Committee Reports.** An Annual Report is required of all committees of the Society and shall be submitted prior to the Annual Business Meeting, or at such time as may be directed by the Board of Directors.

Section 8.11: **Committee Power.** In no event shall any Committee, except as expressly delegated by the Board of Directors, 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 Society; adopt nor revoke the voluntary dissolution of the Society; 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, elect, appoint or remove any Officer, Director, or any member of any Committee; or fix the compensation of any member of a Committee.

Section 8.12: **Standing Committees.** The Executive Committee, Nominating Committee, and Bylaws Committee shall be Standing Committees of the Society. The purpose, goals, and other details of Standing committees shall be determined by the Board of Directors and detailed in Society policy consistent with these Bylaws.

8.12 (a) **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 Society, 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.

8.12 (b) **Nominating Committee.** 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. The Nominating Committee shall provide recommendations to the Board of Directors for potential Directors and Officers of the Society by preparation of a slate of nominees.

8.12 (c) **Bylaws Committee.** The Bylaws Committee shall be formed at not less than five year intervals and review the Bylaws to recommend amendments when necessary or desirable to the Board of Directors.

ARTICLE IX – Conflict of Interest

Section 9.1: **Professional Responsibilities.** The professional responsibilities of the Society's Officers, Directors, Committee leaders, Committee members and individuals appointed or elected 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 9.2: **Disclosure Statement.** All Society Officers, Directors, Committee leaders, Committee members and individuals appointed or elected to other positions within or outside the Society shall file with the Secretary of the Society a disclosure statement of any relationship 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 9.3: **Acknowledgement of Disclosure.** Members nominated for an Officer or Director position shall present a disclosure statement made accessible by posting on the Society's website and dissemination to the membership in electronic communications.

Section 9.4: **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 9.5: **Cause for Dismissal.** Any Officer, Director, Committee leader, Committee member or individuals elected or 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 X – Contracts, Checks, Drafts, Bank Accounts, Etc.

Section 10.1: **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 Society 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 Society by the President, President-Elect or Immediate Past-President.

Section 10.2: **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 Society, shall be signed by such Officer or Officers, Agent or Agents of the Society and in such manner shall be determined from time to time 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 Society.

Section 10.3: **Deposits.** All funds of the Society shall be deposited from time to time to the credit of the Society 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 10.4: **Gifts.** Any gift, donation, bequest or devise to the Society shall be deemed to have been accepted only when acted upon affirmatively by the Board of Directors.

Section 10.5: **Budget.** The Society shall maintain a balanced budget of revenue and expense each year. Any expenditure beyond expected revenue must be approved by a two-thirds vote of the Board of Directors.

Section 10.6: **Society Management.** The Society may employ or contract with an Executive Director or Management Firm to manage the Society's business on a daily basis. Such an agent may be paid a competitive wage.

Section 10.7: **Grants.** The Society 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 XI – Miscellaneous

Section 11.1: **Fiscal Year.** The fiscal year of the Society shall begin on the first day of January and end on the last day of December in each year.

Section 11.2: **Indemnification and Limitation of Liability.** The Society shall indemnify its Officers, Directors, Employees, Agents, and other persons serving the Society to the fullest extent permitted or required by Illinois law. The Society's uncompensated Officers, Directors, and other persons serving the Society shall be entitled to limited liability to the fullest extent permitted or required by Illinois law.

Section 11.3: **Representatives to Other Organizations.** The Board of Directors may appoint representatives to other organizations, bodies or groups that may invite the Society to be represented or to such organizations, bodies or groups as in its discretion it deems appropriate.

Section 11.4: **Books and Records.** The Society 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 the Society may be inspected by any Active member, or their Agent or Attorney, for any proper purpose at any reasonable time.

Section 11.5: **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 XII – Amendments to Bylaws

Section 12.1: **Bylaws Amendments.** These Bylaws may be amended at any time in the following manner:

- 12.1 (a) The Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to an electronic vote of the Active members;
- 12.1 (b) Notice shall be sent to all Active members setting forth a proposed amendment and providing them with a mechanism for electronic voting; and
- 12.1 (c) In addition to the Bylaws Committee, Active members may at any time submit a written recommendation for a Bylaws amendment to the Board of Directors or the Bylaws Committee for their consideration.

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