

CAROLINAS/VIRGINIAS CHAPTER
SOCIETY OF CRITICAL CARE MEDICINE
BYLAWS

Author Note

BOARD OF DIRECTORS OF THE CVCSCCM CHAPTER

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Bylaws:

Language: The masculine gender stated within this document shall refer to both men and women.

Article I Name

The name of this corporation shall be Carolinas/Virginias Chapter Society of Critical Care Medicine, Inc. (CVCSCCM)

Section 1 Other Offices***Section 1.1. Principal Office.***

The principal office of the Corporation shall be located in the city of the President.

Section 1.2 Registered Office.

The Registered Office of the Corporation is in Richmond, Virginia but may be at such place as the Board of Directors shall from time to time by resolution determine and may, but need not, 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 Commonwealth of Virginia as the Board of Directors may from time to time designate or as the business of the Corporation may require.

Article II Purpose***Section 2.1 IRS Section 501 (c) (3) Purposes***

This corporation is organized exclusively for one or more of the purposes as specified in section 501 (c)(3) of the Internal Revenue Code.

Section 2.2 Specific Objective and Purposes

The Corporation is organized and operated as a non-stock, not-for-profit 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 promote and develop activities to support care for acute life-threatening illnesses and injuries at the local, regional, national and international level, 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, a national organization located in Chicago, Illinois is required to report its business and scientific activities to national Society of Critical Care Medicine (SCCM).

Article III Government***Section 3.1 Board of Directors***

Composition. Other than the initial Board of Directors, the Board of Directors shall be composed of five (5) Executive representatives and twelve (12) elected representatives

- i. There shall be a President
- ii. There shall be a President-Elect
- iii. There shall be an Immediate Past-President
- iv. There shall be a Secretary
- v. There shall be a Treasurer
- vi. Elected representatives shall be added
- vii. Administrator

Section 3.2 Requirement for elected Board of Directors Representatives.

All Chapter Members of the Corporation shall be eligible to be Board of Director Representatives upon fulfilling the below requirement:

1. All Board of Directors Representatives must be Chapter Members in good standing.
2. Demonstrate good standing as a member of the CVCSCCM for 1 year
3. Demonstrate engagement in the vision and mission of the chapter, such as:
 - i. Participation in a committee(s) under the CVCSCCM
 - ii. Demonstrate leadership experience in critical care medicine either at their institution of employment or with SCCM or participation with the chapter annual scientific symposium as a presenter or frequent attendee
4. Member may continue to serve in current role after relocation until term ends. If member wishes to continue or run for another leadership position, member must petition the BOD to do so.”

Section 3.3 Board of Directors and Voting Powers.

1. The funds and business of the Corporation shall be managed by the Board of Directors, which shall exercise all the usual powers of the managing board.
2. Specifically, the Board of Directors shall oversee the functioning of the Corporation;
3. The Board of Directors shall insure the orderly transfer of the administration of the Corporation from the retiring to the incoming officers and Board of Directors representative.
4. The Board of Directors shall formulate long-range plans for the Corporation and report activities annually to SCCM.
5. Until changed by amendment to the Guidelines for Governance, the number of Board of Directors Representatives shall be minimum of twelve (12) and no more than fifteen (15) elected representatives.

Section 3.4 Appointment.

Immediate Past President will serve as the Nomination chair and will work in consultation with the President and Executives. The candidate(s) for a position within the Board of Directors of corporation committee is to submit a personal statement and curriculum vitae to the Nominations chair of the Corporation by April 1st.

1. In accordance with the geographical and professional requirements of Section 3.2 of these Guidelines for Governance, the Chapter Nominating Committee shall consider all candidates whose names have been submitted and the Committee may make additional nominations.
2. Upon a two-thirds affirmative vote at a meeting or by electronic ballot, the Committee shall prepare a slate of candidates for each open position to be recommended to the Chapter Members for election.

3. The Chapter Members shall vote for one candidate for each open position and each nominee shall be declared elected.
4. No elected Board of Directors Representatives shall be eligible for more than two successive three-year terms.
5. The results of all Chapter elections must be reported to SCCM within thirty (30) days of the election.

Section 3.5 Vacancies and Successor.

1. If a 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 Executive 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.
2. Vacancy occurring in the Board of Directors shall be filled by the nomination of the Chapter President upon confirmation of two-thirds of the remaining representatives of the Board of Directors at a (special called meeting) or 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/her predecessor's term as well as his/her own term. Thereafter, the order of succession shall be Immediate Past President, Secretary and Treasurer.
3. If a Board of Director resigns prematurely, the vacant position will remain vacant until the next election period, unless the President nominates a committee chair to fill the vacant position until the next election period.

Section 3.6 Resignations.

- a. Any Board of Directors Representative of the Corporation may resign at any time, orally or in writing, by notifying the Chapter President of the Corporation.
- b. Such resignation shall take effect at the time therein specified; unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Section 3.7 Removal.

- a. Any Board of Directors Representative, may be removed with cause by an affirmative vote of at least two-thirds of the other Board of Directors Representatives at a special meeting called for such purpose.
- b. Failure to attend three consecutive Board of Directors Meetings may be considered cause for removal, unless absence is excused.
- c. Failure to attend both the annual leadership retreat and/or annual board business meeting during a term year may be considered cause for removal as deemed by the Chapter President in collaboration with the Board of Directors, unless absence is excused.

Article IV Official Functions***Section 4.1 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 control of the Board of Directors and of the Chapter Executive Committee. The Chapter 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 by the Board of Directors or the Chapter Executive Committee. The Chapter President shall be chairman of the Chapter Executive Committee and shall be an Executives member of all committees except the Chapter Nominating Committee. The Chapter President works directly with the Chapters Alliance Chair to maintain open lines of communication on key local or national issues.

Section 4.2 Chapter President-Elect.

- a. The Chapter President-elect shall preside at meetings of the Board of Directors and the Chapter Executive meetings 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 by-laws for Governance conferred upon the Chapter President-elect.
- b. Shall serve as the Board liaison for the Education committee
- c. Shall appoint all committee chairs in collaboration with the President and Immediate Past President of the chapter

Section 4.3 Chapter Immediate Past-President.

- a. The Chapter Immediate Past-President shall preside at meeting of the Board of

Directors and the Chapter Executive Committee in the absence of the Chapter President and the Chapter Vice President 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 Guidelines for Governance conferred upon the Chapter Immediate Past-President.

- b. The Chapter Immediate Past President shall be the chair of the Nominating Committee.

Section 4.4 Chapter Secretary.

- a. The Chapter 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 when necessary; have charge of the seal; give notice of meetings to the Board of Directors and Chapter Members, as directed by these Guidelines for Governance or the Chapter President.
- b. The secretary shall maintain all records of Board of directors' meetings.
- c. In general, perform all the duties incident to the office of the 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 Guidelines for Governance conferred upon the Chapter Secretary.
- d. The Chapter Secretary will work with SCCM and Membership committee on maintaining an up to date membership list.

Section 4.5 Chapter Treasurer.

- a. Except as may be specifically provided by the Board of Directors of 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 supervision of the Board of Directors all the powers and duties commonly incident to the office of Chapter Treasurer.

- b. He/She 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 inspection and control of the Board of Directors.
- c. He/She shall provide an annual financial report to the Board of Directors and the SCCM, which shall be presented at the Annual Chapter Business Meeting of Chapter Members. The Chapter Treasurer shall perform such duties as from time to time may be assigned to him/her by the Chapter President, the Board of Directors, or the Chapter Executive Committee and have such other powers and authorities as are elsewhere in the Guidelines for Governance conferred upon the Chapter Treasurer.
- d. The Chapter Treasurer will work with SCCM to receive Chapter Membership funds for the SCCM and deposit in the Chapter Account.
- e. The Treasurer will develop annual chapter budget and work with the Board of Directors for approval at the annual Leadership Retreat.

Section 4.6 Administrative Secretary.

- a. Administrative secretary will work with the Education committee to plan and finalize events related to annual scientific symposium

- b. Work with the Treasurer to ensure donations/deposits/registration fees are deposited in the Chapter's bank account in a timely manner
- c. Work with Chairs of Chapter Committees to develop newsletters, fliers, or any other item of communication for Chapter members
- d. Organize Executive Board and Board of Directors conference calls/events.

Section 4.7 Terms of Office and Election.

- a. The Chapter President and Vice President shall serve a term of one year and may serve for a maximum of two terms, at discretion of the President and the Board of Directors.
- b. The Chapter Secretary and the Chapter Treasurer shall each serve for a term of two years and may serve a maximum of two terms, except that the first term of the initial Chapter Secretary shall be for three years.
- c. Officers shall be elected in the following manner: *Chapter Members may submit written nominations for officers to the Nomination chair of the Corporation prior to the Annual Board of Directors Meetings.* 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 Directors will make a slate of candidates for each of the offices of Chapter Vice President, 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 Meetings. 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 through the appropriate form of communication.

Section 4.8 Delegates to Chapter Alliance.

- a. Two elected Board of Director Representatives will be delegates to SCCM. The two Board of Directors Representatives must be full SCCM Members and will be a delegate and alternate delegate to the SCCM Chapter Alliance.
- b. They will serve 2-year terms as both Board of Directors Members and SCCM Delegates. The delegate position is to serve as a formal link between SCCM and the Chapter.
- c. Unless delegated by the Chapter President, the Chapter President and President-elect will serve as the Chapter Alliance representatives.

Section 4.9 Board of Directors Meetings.

- a. Attendance (in person or virtual) for all Board of Directors' meetings are mandatory unless absence is excused.
- b. All Board of Directors are expected to participate and attend the two (2) annual chapter leadership business meetings
 - i. Leadership Retreat held during the Fall
 - ii. Business Meeting held in conjunction with the annual symposium
 - iii. 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 and may be held at such time and place as may be fixed from time to time by action of the Board of Directors.
 - iv. Special meetings of the Board of Directors shall be held whenever called by

the Chapter President or by any two (2) or more Board of Director Representatives or at the direction of any of the foregoing by the Chapter Secretary.

Section 4.10 Notice of Meetings.

- c. 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) days before the date on which the meeting is to be held; or such notice shall be sent to each Board of Directors Representative, to him personally or read to the Board of Directors Representative by telephone not later than twenty-four (24) hours before the time at which the meeting is to be held. Such notice shall state the time and place of the meeting, but need not state the purpose of the meeting. No notice of the reconvening of any adjourned or recessed meeting is required except as convened in the resolution or ruling directing the adjournment or recess.

Section 4.11 Waivers of Notices of Meetings.

- a. 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 telegraph, cable, telecopier, mailgram, email, or wireless) before or after attending 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 4.12 Quorum and Manner of Acting.

- a. A majority of the number of Board of Director 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 present may adjourn the meeting from time to time until a quorum is present. The Board of Directors Representatives shall act only as a Board of Directors and the individual representatives shall have no power as such.

Section 4.13 Compensation.

- a. Board of Directors Representatives shall not be entitled to receive compensation for their duties as Board of Director 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.
- b. The Chapter President and President-elect shall receive compensation as deemed by the Board of Directors and based on the extent funds are available to support their participation during the SCCM Annual Congress. (\$1,500 per person, however this amount can change based on annual revenue)

Section 4.15 Action by Board of Directors Representatives Without a Meeting.

- a. 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 consent in writing setting forth the action so taken shall be signed before or after such action by all of the Board of Directors Representatives or all members of the committee as the

case may be. Such concerns shall have the same force and effect as a unanimous vote.

Section 4.16

- a. Meeting 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 V MEMBERS***Section 5.1 Chapter Membership.***

Chapter shall have membership. Chapter Membership in this corporation are not transferable or assignable. At least 60% Chapter Members must be full National SCCM Members. There must be at least twenty (20) total members for the Chapter to exist.

Section 5.2: Definition of Membership:

A person is considered a member of the CVCSCCM upon fulfilling the below requirement:

1. A practitioner of any specialty or discipline involved in multi-professional critical care.
2. Registered member of the CVCSCCM using the available application
3. Maintain annual membership renewal
4. Support the mission and vision of the chapter

Section 5.3 Duties of Membership:

1. Each Chapter Member shall have voting rights on all members that is deem for a vote according to the bylaws
2. Each member shall be entitled to all privileges and rights of the organization
3. Membership on committees

Section 5.4 Process of Obtaining Chapter Membership.

Persons interested in Chapter Membership may request an application form from SCCM headquarters or Membership Committee of the Corporation. All applications shall be made on the Corporation's prescribed form and shall be addressed in writing to the Chapter Secretary of the Corporation or National SCCM. Chapter Membership Committee shall review all applications in accordance with membership criteria set by

the Chapter Membership Committee, Membership may be renewed annually upon payment of dues. All membership records for the Chapter will be kept and updated at the National SCCM office.

Section 5.5 Dues and Assessments.

Each Chapter Member shall pay such dues and assessments as shall be fixed from time to time by the Board of Directors. A Chapter Member who shall fail to pay his dues or assessments within ninety (90) days from the time any such levy becomes payable may be revoked from membership. A Resigning Chapter 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 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 resignation.

Section 5.6 Reinstatement.

Members shall be reinstated upon fulfilling the requirement under section 5.4

Section 5.7 Meetings.

There will be two annual chapter business meetings. One is held in conjunction with the SCCM Congress and the second at the annual scientific symposium. In addition, the Chapter President or the Board of Directors of the Corporation may call specific meetings at any time. Meetings shall be held at such place or places within the Chapter region as the Board of Directors may from time to time by resolution determine or at such place as shall be specified in respective notice or waivers thereof.

Section 5.8 Notice of Meetings.

Notice stating the place, date, and hour of the meeting and, in case of a special meeting, the purpose or purposes for which such a meeting is called shall be delivered to Chapter

Members and Associate Chapter Members not less than ten (10) days or not more than fifty (50) days before such meeting, either personally, electronically, or by mail, by or at the direction of the Chapter 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 Members or Associate Chapter Members at his address as it appears on the record 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. These notices may be mailed by SCCM.

Section 5.9 Quorum and Voting.

At any meeting of Chapter Members, a Chapter Member may vote by proxy given in writing to another member. Such proxy shall be valid only for that meeting and shall be revoked automatically if the Chapter Member attends the meeting. The lesser of ten (10) Chapter Members or Chapter Members holding one-tenth of the votes entitled to be cast, represented in person or by proxy, 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. If a quorum is not present, whether in person or by proxy, a majority of the Chapter Members present may adjourn the meeting until a quorum is present.

ARTICLE VI. COMMITTEES***Section 6.1 Executive Committee.***

The Chapter Executive Committee shall be composed of the President, Vice President, 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 the 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 voluntary dissolution proceedings. The Chapter Executive Committee may establish various sub-committees of the Chapter 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 sub-committees shall report directly to the Chapter Executive Committee.

Section 6.2 Nominating Committee.

The Immediate Past President will serve as the Nominating Committee chair and will have oversight of Chapter Members for that are nominated for election to the Board of Directors and corporation office. The Nominating Committee shall have at least three (3) members.

Section 6.3 Communications Committee.

The Board of Directors shall appoint a Communications Committee to disperse chapter

communications. The Committee shall have at least three (3) members. The other members of the Committee need not be Board of Director Representatives. The Committee is responsible for chapter communication via SCCM Connect, newsletter, social media, the chapter website, email or other means deemed appropriate.

Section 6.4 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 Secretary of the Corporation. The other members of the Committee need not be Board of Director Representatives.

Section 6.5 Education Committee

The Board of Directors shall appoint a standing Committee on Education to plan the Annual Chapter Education Meeting as well as advise the Board of Directors on other educational needs of members in the region. The Committee shall have at least three (3) members, none of whom shall be required to be a member of the Board of Directors.

- Annual Chapter Symposium
- Annual Pharmacology Pre-conference

Section 6.6 Outreach Committee

The Board of Directors shall appoint a standing Committee on Outreach with the purpose to:

To work together with our communities including the international critical care communities to create, implement, and operate equitably accessible, sustainable health, and education services.

Section 6.7: Research Committee:

The Board of Directors shall appoint a standing Committee on Research and Evidenced Based Practice with the purpose to:

1. To foster a forum through which scientific inquiries can be collaboratively vetted.
2. To develop a structured process through which CVC members can collaboratively investigate scientific inquiries across the CVC's region.
3. To promote an environment and provide a forum for scientific discovery across the chapter in order to promote the clinical and professional development of chapter members.

Section 6.8 Mentorship Committee:

The Board of Directors shall appoint a standing Committee on Mentorship with the purpose to:

1. To support and facilitate the professional development of CVC membership through the provision of a formal mentorship program
2. To develop a structured process through which CVC members can request and collaborate with a mentor to establish and successfully achieve professional objectives.
3. To provide support to mentee and mentors through established operational guidelines to include the following:

Section 6.9: 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) members, none of whom shall be required to be a member of the Board of Directors, nevertheless, each committee will have a board of director

liaison.

ARTICLE VII. CONTRACTS, CHECKS, DRAFTS, BANK ACCOUNT, ETC.

Section 7.1 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 Guidelines for Governance otherwise require, 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 of Directors, in authorizing or directing the execution of any contract, deed, or other 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 Vice President or Immediate Chapter Past-President, and where necessary or appropriate, the Corporation 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 7.2 Checks, Drafts, Etc.

All checks, drafts, and other order for payments of money out of the fund of the Corporation shall be signed on behalf of the Corporation in such manner as shall from time to time be determined by resolution of the Board of Directors or any duly authorized committee of the Board of Directors.

Section 7.3 Deposits.

Funds of the Corporation not otherwise employed shall be deposited from time to time in 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 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 or any duly authorized committee or officer. All gifts are managed by the chapter's financial accounting system.

ARTICLE VIII. MISCELLANEOUS***Section 8.1 Fiscal Year.***

The fiscal year of the Corporation shall end on the last day of May.

Section 8.2 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. The seal shall be in the custody of the Chapter Secretary of the Corporation

Section 8.3 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 8.4 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 the registered or principal office a record giving the names and addresses of the Chapter Members. All books and records of this Corporation may be inspected by any Chapter Member, or his agent or attorney for any purpose at a reasonable time.

Section 8.5 Genders.

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

Section 8.6 Minimum Review of Bylaws.

Minimum review and updates of these Bylaws shall be per Chapter Alliance standards, which is every 2-3 years. Include running dates of original Bylaws approval and running dates of modifications.

Section 8.7 Indemnification.

The Corporation shall indemnify each person described in Section 13.1-205 (a) or (b) of the Code of Virginia of 1950, as the same may be amended from time to time, to the full extent allowed by the applicable part of Section 13.1-205(a) or (b), as the case may be, all as set forth in the Corporation's Articles of Incorporation.

ARTICLE IX. AMENDMENTS

Section 9.1 By the Board of Directors.

On resolution of the Board of Directors, or on written proposal signed by three (3) Board of Directors representatives, these Guidelines for Governance may be amended at any Chapter Annual or special meeting of the Board of Directors by a majority of the votes cast, provided thirty (30) days’ notice of the substance of the amendment be sent to all Board of Director Representatives, unless such timely notice is waived by every Board Representative. Members may at any time submit written recommendation for an amendment of these Guidelines to the Board of Directors for its consideration.

Signatures:

President	
President-Elect	
Secretary	
Treasurer	
Immediate Past President	
Board of Directors Rep	
Board of Directors Rep	
Board of Directors Rep	
Board of Directors Rep	

Appendix A:**Mentorship Committee Purpose:**

1. To support and facilitate the professional development of CVC membership through the provision of a formal mentorship program
2. To develop a structured process through which CVC members can request and collaborate with a mentor to establish and successfully achieve professional objectives. These objectives may include the following:
 - Fellowship application to the American College of Critical Care Medicine (FCCM/MCCM)
 - SCCM award and recognition applications
 - SCCM leadership and committee applications
 - SCCM related presentations and publications
 - Curriculum Vitae development
 - Other objectives to support the SCCM Mission as defined by mentee and mentor agreement
3. To provide support to mentee and mentors through established operational guidelines to include the following:
 - Enrollment and processing of mentee requests
 - Mentor qualifications
 - Mentee and mentor responsibilities
 - Mentee and mentor support and recognitions
 - Program evaluation
 - Marketing to CVC membership

Roles/Responsibilities:**Chairperson**

1. Appointed by the President- Elect with the approval of the BOD
2. He or She will call and lead all meetings
3. He or She will facilitate and propel the vision and mission of the mentorship committee
4. He or she will present an update to the BOD
5. Term of office: 2 years

Secretary

1. He or She will coordinate all meetings
2. He or she will work with the chairperson to provide agenda for meetings
3. He or she will present the minutes prior to each meeting
4. Term of office: 2 years

Board Liaison:

1. This will be in the person of the Immediate Past President or a board member appointed by the President-Elect
2. He or She will facilitate communication between the BOD and the committee leadership

3. He or She will provide mentorship and guidance as needed to the leadership of the mentorship committee

Appendix B: Research Committee

1. To foster a forum through which scientific inquiries can be collaboratively vetted
2. To develop a structured process through which CVC members can collaboratively investigate scientific inquiries across the CVC's region.
3. To promote an environment and provide a forum for scientific discovery across the chapter in order to promote the clinical and professional development of chapter members.

CVSCCM Research Committee Mission Statement

To support, advance and promote the conduct and dissemination of high quality basic, translational and clinical research in critical care, by facilitating multi-disciplinary and multi-center collaboration while providing mentorship to junior researchers across organizations from all four Chapter States. The goal of these research efforts is to optimize the delivery of multi-disciplinary critical care, and improve clinically relevant patient outcomes.

Specific Goals:

To assist with access to institutionally available literature and patient databases; aid with study design and data analysis; data interpretation and presentation; enable multi-center sample and data collection; and facilitate the peer-review process.

Roles/Responsibilities:

Chairperson

1. Appointed by the President- Elect with the approval of the BOD
2. He or She will call and lead all meetings
3. He or She will facilitate and propel the vision and mission of the research committee
4. He or she will present an update to the BOD
5. Term of office: 2 years

Secretary:

1. He or She will coordinate all meetings
2. He or she will work with the chairperson to provide agenda for meetings
3. He or she will present the minutes prior to each meeting

Board Liaison:

1. This will be in the person of the President or an appointed Board member as deemed by the president of the Chapter
2. He or She will facilitate communication between the BOD and the committee leadership

3. He or She will provide mentorship and guidance as needed to the leadership of the research committee
4. He or She will have oversight of appointment for leadership opportunity for the research committee.

Process Guidelines for the Conduct of Projects

<p style="text-align: center;">Principle Investigator Roles</p>	<ul style="list-style-type: none"> a. Responsible for the intellectual conception of the project b. Maintains involvement in all components/stages of project’s progression (conception, development, implementation, analysis, manuscript development/publication) c. Coordinates, supervises, or delegates (as appropriate) project activities
<p style="text-align: center;">Authorship Guidelines</p>	<ul style="list-style-type: none"> a. Qualification for authorship will be established through the provision of significant scholarly contribution(s) to the project (study protocol and/or manuscript) b. This may be accomplished by meeting at least one of the following criteria: <ul style="list-style-type: none"> 1. Substantial intellectual contributions to the conception or design of the project (study design, protocol development, analysis, interpretation of data, manuscript development) 2. Data collection to be incorporated into final analysis 3. Drafting the project (protocol and/or manuscript), or critical revision of content c. Discussion of authorship should occur during the development of the project with respect to how the order of authorship will be determined d. The research committee recommends the following general parameters be used for the allocation of the first, second, and last authors <ul style="list-style-type: none"> 1. First author – recommend this be designated to the primary investigator 2. Second author – designated as an author who has contributed to all aspects of the project or has facilitated coordination of the project in conjunction with the primary investigator 3. Last author – typically interchangeable with the second author, however, this individual may be a senior investigator or have provided oversight for the overall research process d. Order of authorship should be agreed upon by all contributors; authorship disputes will be reconciled using the following process

	<ol style="list-style-type: none"> 1. Prospective authors will complete the “Authorship Scorecard” (see Appendix A) by providing critical evaluation of real contribution(s) 2. Order of authorship will be determined based on the numerical sum of each authors’ contributions to the project 3. Oversight for the resolution of authorship disputes will be provided by the Research Committee Chairperson <p>e. All authors should:</p> <ol style="list-style-type: none"> 1. Agree to be accountable for all aspects of the project, i.e. accuracy or integrity of any part of the work are appropriately investigated and resolved 2. Provide final approval of the protocol or manuscript version to be submitted for publication
<p style="text-align: center;">Vetting of potential Chapter sponsored research</p>	<ol style="list-style-type: none"> a. Prospective project proposals will be submitted to the Research Committee in the following format (Appendix B): <ol style="list-style-type: none"> 1. Project title 2. Project’s primary investigator(s) 3. Brief background 4. Project design 5. Specific aims b. Presentation of new project ideas will be included on the Research Committee’s meeting agenda once every quarter c. An electronic ranking survey will be sent to committee members following project presentations d. Two project(s) will then be presented by the Research Committee’s Chairperson to the chapter’s BOD for final vetting and chapter approval e. Projects approved by BOD will be further developed by members of the Research Committee who have expressed interest in engaging in the particular endeavor

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Appendix C Education Committee

The Purpose of this committee is to have oversight of the chapter's annual symposium and pre and post conference.

Roles/Responsibilities:

Chairperson:

- a. This person will be appointed by the President- Elect with the approval of the BOD
- b. He or She will serve as the leader for the education committee
- c. He or She will call and lead all meetings
- d. He or She will facilitate and propel the vision and mission of the education committee
- e. He or She will facilitate the organization for the 3 years projected symposium
- f. He or she will present annual report to the BOD on the progress of upcoming symposiums.
- g. Term of office: 2 years

Symposium Chair:

1. This will be in the person of the facilitator for the upcoming symposium
2. He or She will lead in organizing the symposium
3. He or She will work with the Coordinator in the logistics, programing and speakers
4. Term: 1 year of office: term ends at the end of the current symposium

Secretary:

1. He or She will coordinate all meetings
2. He or she will work with the chairperson to provide agenda for meetings
3. He or she will present the minutes prior to each meeting
4. Term: 1 or 2 years of office, which ends at the 2nd symposium

Board Liaison:

1. This will be in the person of the President Elect of the Chapter
2. He or She will facilitate communication between the BOD and the committee leadership
3. He or She will provide mentorship and guidance as needed to the leadership of the education committee
4. He or She will have oversight of appointment for leadership opportunity for the education committee.