

**Bylaws of
The Critical Care Medicine Section
of
The American Academy of Emergency Medicine
(CCMS-AAEM)**

Article I: Purpose and Mission

1.1 Purpose and Mission

This Critical Care Section is constituted and formed for the purpose of promoting the professional development of its members and providing them with education regarding the principles and current activities pertaining to critical care. This group will convene to help develop critical care educational opportunities at Scientific Assembly as well as in other venues sponsored by AAEM, such as the international conferences, oral and written board reviews and other regional/local conferences sponsored by AAEM. This group will be a centralized point of communication for medical students, residents and attendings who are interested in furthering the education of emergency physicians in the latest critical care knowledge and research. The purpose of this group is to strengthen core knowledge for all emergency physicians caring for critically ill patients in the emergency room. Membership is not limited to fellowship trained physicians. All emergency physicians interested in critical care topics are encouraged to join and participate. This group will work closely with RSA to provide mentorship to medical students and residents who are interested in critical care fellowships.

As a section of the Academy, all activities of the Section will be in accordance with the standards established by the Academy. The purpose and mission statement of the Academy also extend to the Critical Care Medicine Section of AAEM (CCMS-AAEM).

1.2 Duration

The term of existence of the Section shall be perpetual unless dissolved according to the bylaws of the Academy.

Article II: Membership and Privileges

2.1 Section Membership

All Medical Students, Transitionals, Emergency Medicine Residency-Trained, Fellows-in-Training, Associate, Internationals, or Voting physician members of the Academy interested in Critical Care shall be eligible for membership in the Critical Care Medicine Section.

2.2 Membership Application

Each applicant shall submit application to the Critical Care Medicine Section in such form as determined by the CCMS-AAEM board of directors.

2.3 Voting Privileges

All emergency medicine board certified members of the Section shall be entitled to vote for officers and directors and to vote to change the bylaws in accordance with the procedures outlined in these bylaws.

2.4 Obligations of Members

By virtue of membership, each member of the Section agrees to be bound by these bylaws and all lawful rules and practices adopted by the board of directors of the Section and of the Academy.

2.5 Action on Behalf of the Section

Only the officers of the Section, the board of directors of the Section, and other authorized agents of the Section may state policies or positions on behalf of the Section.

Article III: Resignation

3.1 Resignation

Membership in the section requires membership in AAEM. Membership in the section shall be terminated immediately upon termination of membership in AAEM.

Article IV: Assessments

4.1 Dues

Annual dues shall be determined by the Section officers and board and AAEM executive committee for the ensuing year.

4.2 Non-Payment

The executive committee shall establish policies with regard to nonpayment of dues.

Article V: Meetings

5.1 Annual and Special Meetings

There will be a formal meeting of the Critical Care Medicine Section at the Academy's Scientific Assembly each year. Other meetings throughout the year will be held as circumstances and needs dictate, as determined by the executive committee. Special meetings may be called by the executive committee at its discretion.

5.2 Voting

Any voting member may be represented in person or by proxy at any meeting, but each voting member shall be entitled to only one vote.

Article VI: Officers and Board of Directors

6.1 Officers

The officers of the Section shall consist of a president, immediate past president, president elect, and secretary-treasurer. These officers are responsible for the day-to-day operations of the Section. All officers must be active AAEM members and must have completed a Critical Care Fellowship at time of application.

6.1.1 Immediate Past-President.

The Immediate Past-President shall perform such duties as may be prescribed by the President, the Board of Director or AAEM.

6.1.2 President.

The president shall be the principal officer of the CCMS-AAEM and shall preside over all meetings of the CCMS-AAEM and Board of Director meeting. The President shall also perform such other duties as may be prescribed by the Board of Directors or AAEM from time to time. Upon the expiration of the term of office of the President, the individual serving in such office shall automatically succeed to the office of Immediate Past-President.

6.1.3 President-Elect.

The absence of the president or in the event of the President's death or inability to act, the President-Elect shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The President-Elect shall perform such other duties and have such other powers

as the Board of Directors or AAEM may from time to time prescribe. Upon the expiration of the term of office of the President-Elect, the individual serving in such office shall automatically succeed to the office of President.

6.1.14 Secretary / Treasurer.

The secretary shall: (a) keep any minutes of the Board of Directors meetings in one or more books provided for that purpose; (b) coordinate with the Treasurer of AAEM matters pertaining to the charge and custody of funds and securities pertaining to the activities and mission of CCMS-AAEM; (c) see that all notices are duly given; (d) coordinate the maintenance of the books and records of CCMS-AAEM with the custodian of the corporate books and records of AAEM as required by law or otherwise as requested by AAEM; and (d) in general, perform all duties incident to the office of Secretary/Treasurer and such other duties as from time to time may be assigned to him by the President, the Board of Directors or AAEM. If required by the Board of Directors or AAEM, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors or AAEM shall determine.

6.2 Board of Directors

The board of directors shall consist of the Section president, immediate past president, president-elect, secretary-treasurer, AAEM Resident and Student Association representative, AAEM CCMS-AAEM Member Director and up to four other directors. The board of directors is responsible for the direction of the Section and long-term planning.

6.3 AAEM Resident and Student Association Representative

The Section Board of Directors shall include a representative of the AAEM Resident and Student Association. This member shall be nominated by the AAEM/RSA Board of Directors and approved by vote of the Section Executive Committee. This board position shall remain vacant if the AAEM/RSA fails to provide a nominee or if no nominee is accepted by majority vote of the Executive Committee.

6.4 AAEM Board of Directors Liaison

The Section Board of Directors shall include a liaison from the AAEM Board of Directors. This liaison, the AAEM CCMS-AAEM Member Director shall be voted in to position by the CCMS-AAEM membership.

6.5 Election Procedure

Any Section member may nominate another eligible member (including him or herself) for an open position on the board of directors, except for the AAEM/RSA representative or the AAEM CCMS-AAEM Member Director. To be eligible for nomination, the member must meet the requirements for membership in the section, as outlined in Article II, throughout the duration of the term for which he or she is nominated. Members of the Academy in their final year of fellowship training may not be nominated as an officer, but may be nominated for any other position for which they would otherwise be eligible as a member of the Section. Nominations may be made during a period that will end 60 days before the next Scientific Assembly. In the event that no nominations are received for a particular position on the board of directors, the current board of directors may elect a member to that position by majority vote. Any member appointed by the board of directors to a position must meet all requirements, which would otherwise be necessary for nomination to that position, except for the immediate past president, who may also serve as the AAEM CCMS-AAEM Member Director.

Voting in the general election will be undertaken online: one vote per person. Each voting member shall have one vote for each open position of president, president-elect, secretary-treasurer and each open director position, except for the position of AAEM/RSA representative or AAEM board liaison. Each open board position will be filled by the nominee receiving the most votes. An uncontested open position will be filled by the nominee regardless of

the number of votes received for that position. Elections will be completed no less than 14 days prior to the start of the Scientific Assembly. In the case of a tie in the election of any CCMS-AAEM position, a run-off election for the tied candidates will be held. The run-off election will begin at the discretion of the current CCMS-AAEM president. Voting will be open for a 14-day period, otherwise following the same procedures as the general election. No changes to the official candidate statements will be allowed during this period. The newly elected officers and directors will take their positions at the CCMS-AAEM board of director's meeting at the Scientific Assembly. No officer or board member may hold more than one position on the board at a time.

6.6 Terms of Office

The term of all board members is one year. Term limitations are established at two consecutive terms for each office. A term will not count towards the term limitation unless the member shall have served at least 11 months in that position.

6.7 Rules of Succession

Officers and directors shall hold office until a successor has been duly elected and takes office. In the event of a vacancy in the offices of president-elect, secretary-treasurer or director due to death, resignation, or otherwise, the position shall be filled by appointment of the president and must be approved by the board of directors. In the event of similar vacancy in the office of president, the president-elect will assume command for the unexpired term. If he or she is unable to take over the role of president, then succession falls to the secretary-treasurer of the Section. In the event of any succession, the succeeding officer will be eligible at the completion of the unexpired term of his or her predecessor for election to two full terms in that position.

6.8 Meetings of the Board

Meetings of the board of directors shall be open to the members of the Section. A closed executive session may be called by the board for just cause, but all voting must be in open session by open ballot. Special meetings of the board of directors may be called by or at the request of the executive committee, any four directors, or at the request of 20 percent of all of the voting members of the Section. Any member of the Section may submit any resolution or item for discussion and vote at any of the board meetings.

6.9 Quorum

At any meeting of the board of directors, live or virtual, a majority of the directors shall constitute a quorum for the transaction of business.

6.10 Resignation

A director or officer may resign at any time by giving written notice to the board, the president, or the secretary-treasurer of the Section. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

6.11 Presumption of Assent

A director of the Section who is present at a meeting of the board of directors at which action on any corporate matter is taken shall be presumed to have assented to the action unless his or her dissent to such action is registered with the person acting as secretary of the meeting before adjournment thereof or unless he or she shall forward such dissent by registered mail to the secretary-treasurer of the Section immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

6.12 Majority Action

Except as otherwise provided in these bylaws, every act or decision done or made by a majority of officers and directors present at any meeting duly held at which a quorum is present shall be the act of the board of directors. Voting may also be conducted by electronic mail.

6.13 Removal of an Officer or Director

Any officer or director may be removed from office by a vote passed by at least three-quarters of the entire board of directors. A recall requires a petition by one-third of the entire board of directors or ten percent of Section membership. If an officer or director misses three consecutive meetings of the board, the board may then, at its discretion, declare the position to be vacant.

Article VII: Committees of the Board

7.1 Executive Committee

The executive committee shall consist of the president, immediate past president, president-elect, and secretary-treasurer. The executive committee shall have the authority to act on behalf of the board subject to ratification by the board. The executive committee shall meet at the call of the president, president-elect or secretary-treasurer. A report of its actions shall be given to the board. Any tie vote of the executive committee may be decided by the president.

7.2 General Committees

The executive committee may appoint committees and task forces to address issues of the Section. Meetings shall be at the discretion of the committee chair. Each committee chairperson is responsible for an annual report to the officers and board of directors.

Article VIII: Accountability

8.1 Records

Minutes of the meetings of the board and books of account shall be open to inspection by any member of the Academy.

8.2 Rules of Order

The Section shall follow Dr. James E. Davis' Rules of Order.

Article IX: Indemnification

The directors and officers of the Section shall not be personally liable for any debts, liabilities, or other obligations of the Section or the Academy. The Academy shall defend current and former directors and officers against all claims, suits, actions, or other proceedings, which arise as a result of such persons' position with the Section. The Academy shall hold harmless and indemnify each director and officer for reasonable expenses and liabilities incurred in all such proceedings. The Academy may maintain insurance, at its expense, for these purposes.

Article X: Amendments to Bylaws

These bylaws may be amended, repealed or altered in whole or in part by a vote passed by at least two-thirds of the entire board of directors or at least two-thirds of the voting members of the Academy.