

**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 Council.

2.3 Voting Privileges

All emergency medicine board certified members of the Section shall be entitled to vote for officers and councilors 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 Council of the Section and of the Academy.

2.5 Action on Behalf of the Section

Only the officers of the Section, the Section Council, 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 Council 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 Council. Special meetings may be called by the Executive Council 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 Council

6.1 Officers

The officers of the Section shall consist of a Chair, Immediate Past Chair, Chair-Elect, and Secretary/Finance Chair. 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 Chair.

The Immediate Past Chair shall perform such duties as may be prescribed by the Chair, the Council, or AAEM.

6.1.2 Chair.

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

6.1.3 Chair-Elect.

The absence of the Chair or in the event of the Chair's death or inability to act, the Chair-Elect shall perform the duties of the Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. The Chair-Elect shall perform such other duties and have such other powers as the Council or AAEM may from time to time prescribe. Upon the expiration of the term of office of the Chair-Elect, the individual serving in such office shall automatically succeed to the office of Chair.

6.1.14 Secretary/Finance Chair.

The Secretary/Finance Chair shall: (a) keep any minutes of the Council 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/Finance Chair and such other duties as from time to time may be assigned to him by the Chair, the Council, or AAEM. If required by the Council or AAEM, the Secretary/Finance Chair shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Council or AAEM shall determine.

6.2 Council

The Council shall consist of the Section Chair, Immediate Past Chair, Chair-Elect, Secretary/Finance Chair, AAEM Resident and Student Association Representative, AAEM CCMS-AAEM Member Councilor and up to four other Councilors. The Council is responsible for the direction of the Section and long-term planning.

6.3 AAEM Resident and Student Association Representative

The Section Council 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 Council. This Council 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 Council.

6.4 AAEM Board of Directors Liaison

The Section Council shall include a liaison from the AAEM Board of Directors. This liaison, the AAEM CCMS-AAEM Member Councilor 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 Council, except for the AAEM/RSA representative or the AAEM CCMS-AAEM Member Councilor. 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 Council, the current Council may elect a member to that position by majority vote. Any member appointed by the Council to a position must meet all requirements, which would otherwise be necessary for nomination to that position, except for the Immediate Past Chair, who may also serve as the AAEM CCMS-AAEM Member Councilor. In the event that no positions are contested, the slate of uncontested nominations may be approved by the current Council by a unanimous vote without holding section-wide elections.

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 Chair, Chair-Elect, Secretary/Finance Chair, and each open Councilor position, except for the position of AAEM/RSA representative or AAEM board liaison. Each open council 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 Chair. 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 Councilors will take their positions at the CCMS-AAEM Council's meeting at the Scientific Assembly. No officer or councilor may hold more than one position on the Council at a time.

6.6 COVID Clause

Given the delay in Scientific Assembly due to COVID, and to better coincide with future dates of Scientific Assembly, nominations will open on January 7, 2021 and close on February 18, 2021; elections will open on March 4, 2021 and close on March 18, 2021; and the transition to the new council will occur on April 1, 2021.

6.7 Terms of Office

The term of all Councilors 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.

6.8 Rules of Succession

Officers and Councilors shall hold office until a successor has been duly elected and takes office. In the event of a vacancy in the offices of Chair-Elect, Secretary/Finance Chair, or Councilor due to death, resignation, or otherwise, the position shall be filled by appointment of the Chair and must be approved by the Council. In the event of similar vacancy in the office of Chair, the Chair-Elect will assume command for the unexpired term. If he or she is unable to take over the role of Chair, then succession falls to the Secretary/Finance Chair 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.

6.9 Meetings of the Council

Meetings of the Council shall be open to the members of the Section. A closed executive session may be called by the Council for just cause, but all voting must be in open session by open ballot. Special meetings of the Council may be called by or at the request of the Executive Council, any four Councilors, 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 Council meetings.

6.10 Quorum

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

6.11 Resignation

A Councilor or Officer may resign at any time by giving written notice to the Council, the Chair, or the Secretary/Finance Chair of the Section. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Council or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

6.12 Presumption of Assent

A Councilor of the Section who is present at a meeting of the Council 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/Finance Chair of the Section immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Councilor who voted in favor of such action.

6.13 Majority Action

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

6.14 Removal of an Officer or Councilor

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

Article VII: Executive Council and Work Groups

7.1 Executive Council

The Executive Council shall consist of the Chair, Immediate Past Chair, Chair-Elect, and Secretary/Finance Chair. The Executive Council shall have the authority to act on behalf of the Council subject to ratification by the Council. The Executive Council shall meet at the call of the Chair, Chair-Elect, or Secretary/Finance Chair. A report of its actions shall be given to the Council. Any tie vote of the Executive Council may be decided by the Chair.

7.2 General Work Groups

The Executive Council may appoint work groups to address issues of the Section. Meetings shall be at the discretion of the work group chair. Each work group chairperson is responsible for an annual report to the Officers and Councilors.

Article VIII: Accountability

8.1 Records

Minutes of the meetings of the Council 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 Councilors 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 Councilors 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 Councilor 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 Council or at least two-thirds of the voting members of the Academy.