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BYLAWS
of
SOUTHERN CALIFORNIA CRITICAL CARE COLLABORATIVE, INC.

The Corporation is organized and operated as a non-stock, not-for-profit corporation exclusively for scientific and educational purposes without pecuniary gain or profit to its members or to any private individual. Generally, its purpose shall be to improve care for acute life-threatening illnesses and injuries, 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 (SCCM), an international organization located in Mount Prospect, IL is required to report its business and scientific activities to SCCM.

ARTICLE I. OFFICES

Section 1.1. Principal Office. The principal office of the Corporation shall be in the State of incorporation.

Section 1.2. Registered Office. The Registered Office of the Corporation shall be at such place as the Board of Directors shall determine and may 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 state as the Board of Directors may from time to time designate or as the business of the Corporation may require.

ARTICLE II. CHAPTER MEMBERS

Section 2.1. Levels of Chapter Membership. The Corporation shall have Chapter Members and Associate Chapter Members. Chapter Members shall be practitioners of any specialty or discipline involved in multiprofessional critical care. Associate Chapter Members shall be individuals who are enrolled in training programs that relate to critical care medicine. Each Chapter Member shall have one vote on any matter on which Chapter Members are entitled to vote by law and shall enjoy all rights and privileges of the organization. Associate Chapter Members may attend the annual education meetings and shall have all rights and privileges of Chapter Members, except they may not vote, attend corporate business meetings except by invitation, or hold office. Chapter membership and Associate Chapter membership in this Corporation are not transferable or assignable. At least 60% Chapter Members must be full, SCCM members. There must be at least ten (10) total members for a chapter to exist.

Section 2.2. Obtaining Chapter Membership. Initial Chapter Members and Associate Chapter Members shall be announced at the Corporation's first annual education meeting. Thereafter, persons interested in Chapter Membership or Associate Chapter Membership may request membership from SCCM headquarters, via https://store.sccm.org. Applicants for Associate Chapter membership will be asked to provide suitable documentation of their training status. Chapter membership may be renewed annually upon payment of dues.

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Associate Chapter Members, upon completion of training, are elevated to full Chapter Membership.

Section 2.3. Dues and Assessments. Each Chapter Member and Associate Chapter Member shall pay such dues as established by the Society of Critical Care Medicine and the Chapter. A Chapter Member or Associate Chapter Member who fails to pay their dues or assessments will be removed from the membership. A portion of the dues will go to SCCM for administrative services and a portion will be returned to the Chapter. All dues will be billed and collected by SCCM headquarters and distributed as indicated to the Chapter.

Section 2.4. Resignation. A Chapter Member or Associate Chapter Member may resign at any time by giving written notice to the Secretary of the Corporation. Such resignation shall take effect at the time of receipt of the notice, or at any later time specified therein. A resigning Chapter Member or Associate Chapter Member shall be relieved from any liability for any dues or assessments levied with respect to any fiscal year commencing after the effective date of their resignation, but such resignation shall not relieve them of their obligation to pay any dues, assessments, or other charges accrued and unpaid as of the effective date of their resignation.

Section 2.5. Reinstatement. Former members, whose membership has been terminated on account of non-payment of dues or mailing costs, shall be automatically reinstated if the dues or mailing costs are fully paid to the SCCM headquarter.

Section 2.6. Meetings. An annual chapter business meeting of chapter members shall be held for the purpose of electing officers and Board representatives and transacting other business. In addition, special chapter meetings may be called at any time by the President or Board of Directors of the Corporation. Chapter meetings (whether in-person or virtual) shall be held at such place or places within or without the region as the Board may from time to time by resolution determine or at such place as shall be specified in respective notices or waivers thereof.

Section 2.7. Notice of Meetings. Written notice stating the place, date and hour of the chapter meeting, and, in case of the special chapter meeting, the purpose or purposes for which such meeting is called shall be delivered to Chapter Members and Associate Chapter Members not less than seven (7) nor more than twenty-one (21) days before such meeting, either personally, by email, through direct posting on SCCM Connect, or at the direction of the President or the Board of Directors. 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.

Section 2.8. Quorum and Voting. The number of Chapter members entitled to vote shall be established annually at the beginning of the calendar year (January 1). The lesser of ten (10) Chapter Members or Chapter Members holding one-tenth of the votes entitled to be cast, represented in person or electronically, 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 as outlined in Section 2.7. Chapter-wide voting will be

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conducted electronically with advanced notice consistent with Section 2.7 above, typically for election of Officers, election of Committee Chairs, and proposed changes to the Bylaws. Chapter-wide voting will be open for seven (7) days. Voting internal to Committees, including the Board of Directors, will be cast and counted real-time. Voting from an email address on file for the member shall be permitted and participation by such means shall constitute presence in person and voting at any such meeting.

ARTICLE Ill. Board of Directors

Section 3.1. Powers. The funds and business of the Corporation shall be managed by a Board of Directors, which shall exercise all the usual powers of a managing board. Specifically, the Board of Directors shall (a) oversee the functioning of the Corporation; (b) ensure the orderly transfer of the administration of the Corporation from the retiring to the incoming officers and Board representatives; and (c) formulate long-range plans for the Corporation. The Board of Directors must report its activities at least annually to SCCM.

Section. 3.2. Composition. Other than the initial Board of Directors, the Board of Directors shall be composed of five (5) ex-officio representatives and ten (10) elected representatives. All Board of Directors representatives must be Chapter Members in good standing. Until changed by amendment to these Bylaws, the number of Board of Directors representatives shall be at least six (6) and the board should be multidisciplinary in nature. The Board of Directors' representatives, each of whom shall have one vote, shall be as follows:

(I) Ex-officio Board of Directors Representatives:
The ex-officio Board of Directors representatives shall be the following five (5) officials of the Corporation: the President, the President-Elect, the Immediate Past-President, the Secretary and the Treasurer. These officials shall serve on the Board of Directors for the duration of their respective terms of office.

(II) Elected Board of Directors Representatives:
All Chapter Members of the Corporation shall be eligible to be Board of Directors representatives and shall be elected at the annual business meeting of chapter members. At the first meeting of the Board of Directors, the elected representatives shall, by drawing lots, be divided, as nearly as possible, into three equal classes, of which the first class shall serve for one year; the second for two years; and the third for three years. At each annual election thereafter the successors of the class of elected representatives whose terms expire in that year shall be elected to hold office for a term of three years, so that the term of office for one class of elected representatives shall expire each year.

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Section 3.3. Elections. The President-Elect shall chair annually a Nominating Committee of at least three chapter members of the Corporation, preferably none of whom are then serving on the Board of Directors. Members may submit written nominations to fill the class of elected representatives whose terms expire in that year to the Secretary of the Corporation at least thirty (30) days prior to the annual chapter business meeting of Chapter Members. In accordance with the geographical and professional requirements of Section 3.2 of these Chapter Bylaws, 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 email ballot, the Committee shall prepare a slate of, preferably, at least two candidates for each open position to be recommended to the Chapter Members for election at the annual chapter business meeting. The members shall vote for one candidate for each open position and each nominee receiving a majority of the votes shall be declared elected. No elected Board of Directors representatives shall be eligible for more than two successive three-year terms. The results of all Chapter elections must be reported to SCCM within 30 days of the election.

Section 3.4. Vacancies. If an elected 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 ex-officio 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. Any vacancy occurring in the Board of Directors shall be filled by nomination of the President upon confirmation of two-thirds of the remaining representatives of the Board of Directors at their 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 predecessor's term as well as his own term. Thereafter, the order of succession shall be immediate Past- President, Treasurer and Secretary.

Section 3.5 Duties of Office

(I) 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 the control of the Board of Directors and/or the Chapter Executive Committee. The Chapter President shall preside at all Board of Directors and Chapter Executive 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 Chapter Executive Committee. The Chapter President shall be chairperson of the Chapter Executive Committee and shall be an *ex- officio* member of all committees except the Nominating Committee. The Chapter President works directly with the SCCM Chapters Alliance Chair to maintain open lines of communication on key local and national issues.

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(II) Chapter President-Elect - The Chapter President-elect shall preside at meetings of the Board of Directors and the Chapter Executive Committee 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 Bylaws conferred upon the Chapter President-elect. The Chapter President-elect shall be the Chair of the Nominating Committee.

(III) Chapter Immediate Past President - The Chapter Immediate Past-President shall preside at meetings of the Board of Directors and the Chapter Executive Committee in the absence of the Chapter President and the Chapter President-elect 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 Bylaws conferred upon the Chapter Immediate Past-President.

(IV) Chapter Treasurer - Except as may otherwise be specifically provided by the Board of Directors or 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 the supervision of the Board of Directors all the powers and duties commonly incident to the office of treasurer. They shall deposit all funds of the Corporation in such bank or banks as the Board of Directors may designate. They 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 the inspections and control of the Board of Directors. They shall provide an annual financial report to the Board of Directors and SCCM, which report shall be presented at the annual chapter business meeting of chapter members. The Chapter Treasurer shall perform such other duties as from time to time may be assigned to them by the Chapter President, the Board of Directors, or the Chapter Executive Committee, and have such other powers and authorities as are elsewhere in these Bylaws conferred upon the Chapter Treasurer. The Chapter Treasurer will work with SCCM to receive chapter membership funds from SCCM and deposit them in the Chapter account and file the necessary and appropriate tax information with the appropriate agencies.

(V) Chapter Secretary – The Chapter Secretary shall act as the secretary of all meetings of the Board of Directors; shall have custody of 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 Bylaws or the Chapter President; shall preside over the Chapter Membership Committee; and shall, in general, perform all the duties incident to the office of 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 Bylaws conferred upon the Chapter Secretary. The Chapter Secretary will work with SCCM on

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maintaining an up-to-date membership list and providing mailings to Chapter members.

Section 3.6 Terms of Office and Election. The Chapter President shall serve a term of two (2) years and may serve for a maximum of three nonconsecutive terms. The Chapter President-elect shall assume the office of Chapter President in the year following their election. The Chapter Secretary and the Chapter Treasurer shall each serve for a term of two years and may serve a maximum of three terms, except that the first term of the initial Chapter Secretary shall be three years. The Immediate Past-President shall assume the office in the year following his term as President and serve a two (2) year term. Candidates for the office of Chapter President-elect must have served as a member of the Board of Directors for a period of not less than one year. No other officer needs to be a present or former Board of Directors representative.

The initial Board of Directors shall nominate candidates for the initial officers and shall submit its slate of candidates to the chapter members for election. Thereafter, officers shall be elected in the following manner: chapter members may submit written nomination for officers to the Secretary of the Corporation at least thirty (30) days prior to the Annual Board of Directors Meeting. 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 email ballot, the Nominating Committee shall recommend to the Board of Directors at its Annual Board of Directors Meeting a slate of, preferably, at least two candidates for each of the offices of Chapter President-Elect and 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 meeting. The Chapter Members shall vote for one candidate for each office, and each nominee receiving a majority of the votes cast by ballot shall be declared elected. The results of Chapter elections for officers must be reported to SCCM within thirty (30) days of the election.

Section 3.7 Delegates to Chapter Alliance. Two (2) Chapter Members who must be full SCCM members will be a delegate and alternate delegate to the SCCM Chapters Alliance (typically the Chapter President and President-Elect). The Board of Directors will select the delegates, either by a vote or by agreement. In case of a conflict, the President will appoint the delegates. The delegate position is to serve as a formal communication link between SCCM and the Chapter.

Section 3.8. Chapter Meetings. 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 of Chapter members. In addition, regular meetings of the Board of Directors may be held at such time and places as may be fixed from time to time by action of the Board of Directors. Special meetings of the Board of Directors shall be held whenever called by the President or by any two (2) or more Board of Directors representatives or, at the direction of any of the foregoing, by the Secretary.

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Section 3.9. Notice of Meetings. Unless required by resolution of the Board of Directors, notice of any annual or regular meeting of the Board of Directors need not be given. Notice of each special meeting shall be emailed to each Board of Directors representative, at least five (5) working days before the date on which the meeting is to be held. Each such notice shall state the time and place of the Chapter meeting but need not state the purposes of the Chapter meeting. No notice of the reconvening of any adjourned or recessed meeting need be given except as contained in the resolution or ruling directing the adjournment or recess.

Section 3.10. Waivers of Notice of Meetings. 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 them in writing by email before or after the meeting. A Board of Directors representative who attends a meeting shall be deemed to have had timely and proper notice thereof, unless they attend for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 3.11. Quorum and Manner of Acting . A majority of the number of Board of Directors 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 may adjourn the meeting from time to time until a quorum can be had. The Board of Directors representatives shall act only as a Board of Directors and the individual representatives shall have no power as such.

Section 3.12. Resignation. Any Board of Directors representative of the Corporation may resign at any time, orally or in writing by email, by notifying the President or the Secretary of the Corporation. Such resignation shall take effect at the time therein specified; and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Section 3.13. Removal. Any Board of Directors representative, other than an *ex-officio* representative, may be removed with or without cause by an affirmative vote of at least two thirds of the other Board of Directors representatives at a special meeting called for such a purpose. Failure to attend three or more consecutive Board of Directors meetings may be considered cause for removal.

Section 3.14. Compensation. Board of Directors representatives shall not be entitled to receive compensation for their duties as Board of Directors 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.

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Section 3.15 . Action by Board of Directors Representatives without a Meeting. 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 Board of Directors representatives or all of the members of the committee as the case may be. Such consent shall have the same force and effect as a unanimous vote.

Section 3.16. Meetings by Virtual Conference. Meetings by the Board of Directors or any Committee by virtual conference or similar communications equipment shall be permitted and participation by such means shall constitute presence in person at any such meeting.

Section 3.17. Voting at Meetings by Email. Voting by the Board of Directors or any committee from an email address on file for the member shall be permitted and participation by such means shall constitute presence in person and voting at any such meeting.

ARTICLE IV. COMMITTEES

Section 4.1. Chapter Executive Committee. The Chapter Executive Committee shall be composed of the President, President-elect, 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 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 the voluntary dissolution proceedings. The Chapter Executive Committee may establish various sub-committees of the Executive Committee and appoint chapter members of the Corporation to serve thereon. The authority of the sub-committee shall be based upon express grants of authority by the Chapter Executive Committee and such subcommittees shall report directly to the Chapter Executive Committee.

Section 4.2. Nominating Committee. The Chapter President-elect shall annually chair a nominating Committee to nominate chapter members for election to the Board of Directors and corporate office. The Nominating Committee shall have at least three (3) members, none of whom shall be then serving on the Board of Directors.

Section 4.3. 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 Chapter Secretary of the Corporation. The other members of the Committee need not be Board of Directors representatives.

Section 4.4. Education Committee. The Board of Directors shall appoint a standing committee on Education to plan the annual chapter education meeting for chapter

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members and associate chapter members. The Committee shall have at least three (3) members, none of whom shall be required to be a member of the Board of Directors

Section 4.5. 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) chapter members, none of whom shall be required to be a member of the Board of Directors.

These represent the minimum committees that are suggested, and other committee(s) may be added.

ARTICLE V. CONTRACTS, CHECKS, DRAFTS, BANK ACCOUNTS, ETC.

Section 5.1. 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 Bylaws otherwise required, 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, in authorizing or directing the execution of any contract, deed or 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 President-elect or Chapter Immediate Past-President, and, where necessary or appropriate, the corporate 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 5.3. Checks, Drafts, Etc. All checks, drafts, and other orders for payment of money out of the funds of the Corporation shall be signed on behalf of the Corporation in such manner as shall from time to time be determined by the resolution of the Board of Directors or of any duly authorized committee of the Board of Directors.

Section 5.4. Deposits. The funds of the Corporation not otherwise employed shall be deposited from time to time to be 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.

Section 5.5. 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.

ARTICLE VI. MISCELLANEOUS

Section 6.1. Fiscal Year. The fiscal year of the Corporation shall end on the last day of December.

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Section 6.2. 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 (if applicable). The seal shall be in the custody of the Chapter Secretary of the Corporation.

Section *6.3.* 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 6.4. 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 SCCM a record giving the names and email addresses of the members. All books and records of this Corporation may be inspected by any Chapter member, or their agent or attorney for any proper purpose at any reasonable time, as deemed appropriate by a simple majority vote of the Board of Directors.

Section 6.5. Certificate of Membership. The Board of Directors may provide certificates of membership to chapter members in good standing through SCCM.

Section 6.6. Genders/Pronouns. The use of a particular gender/pronoun herein is solely for ease of expression and each gender/pronoun shall be deemed to include, where applicable, all others.

Section 6.7 Minimum Review of Bylaws. Minimum review and updates of these bylaws shall occur at least every 5 years. Include running date of original bylaws approval and running date of modifications.

President

Secretary

Date

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DocuSigned by: Charlotte Thomas C4BAA3B7FB49484...
DocuSigned by: Gabriel Ward CDC065B13C74445...
DocuSigned by: James Gilmore 43A7059FF15D454...
DocuSigned by: Katrina Derry 5F1DBA8C074F4C9...
DocuSigned by: Fiza George 701C754B4C0F479...
DocuSigned by: May M Lee 473D668A3624419...

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