

BYLAWS OF THE
SURGICAL CRITICAL CARE PROGRAM DIRECTORS SOCIETY

ARTICLE I Name

Section 1.1 Name. The name of the organization shall be: Surgical Critical Care Program Directors Society.

Section 1.2 Registered Office. The location and post office address of the registered office of the Corporation shall be specified in the Articles of Incorporation or by the Board of Directors.

ARTICLE II Purposes

Section 2.1 Purpose. The Corporation is organized exclusively for the improvement of business conditions for all program directors of any ACGME/Surgical RRC approved fellowships, including the provision of a forum to exchange ideas concerning the training programs directed by its members, and the establishment of a voice to participate in the processes governing the professional activities of its members. As such, the Corporation is organized for trade association purposes within the meaning of R.I.G.L. 7-6-4, as amended, and within the meaning of Section 501(c)(6) of the Code, and may further conduct and carry on generally any transactions permitted by the laws of the State of Rhode Island to be conducted or carried on by a corporation organized under said R.I.G.L. 7-6-1 et seq. and said Section 501(c)(6) of the Code, including but not limited to the promotion and protection of the profession of program directors any ACGME/Surgical RRC approved fellowships, as well as the general profession of Surgical Critical Care.

Section 2.2 Mission Statement. The Surgical Critical Care Program Directors Society is dedicated to providing the highest level of critical care education and training to the next generation of intensivists focused on critically ill surgical patients.

To achieve our mission the SCCPDS shall be dedicated to:

- a. Promoting the highest standards of surgical critical care training.
- b. Providing assistance and support to program directors on surgical critical care education, training and accreditation.
- c. Encouraging research to improve the education and training of intensivists who manage critically ill surgical patients.
- d. Representing the interests of the Society to other organizations, individuals and governmental agencies or regulatory bodies.

ARTICLE III Membership

Section 3.1 Membership

- a. Membership within the Society will be considered on an institutional basis.
- b. The membership of the Society shall consist of surgical critical care fellowship programs that participate in the National Resident Matching Program (NRMP) and are accredited by the Accreditation Council for Graduate Medical Education (ACGME) or the Royal College of Physicians and Surgeons of Canada.

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- c. Provisional Membership will be awarded to programs who submit a formal application for fellowship. Provisional membership will be for a period limited to 2 years following the submission of the fellowship application. Provisional membership will convert to a full membership pending successful accreditation. Failure to get accredited will result in the expiration of the provisional membership.
- d. Each institutional member shall be represented by the Program Director and Associate Program Director (if that position exists) of the accredited program.
- e. At the institutional level, participation may be conferred to faculty interested in surgical critical care education.
- f. The maximum number of members per institution is four.
- g. Former program directors may remain full members of the Society for five (5) years.
- h. Past presidents of the Society may remain members for up to 3 years following their presidency. Past presidents will not count against the maximum institutional number of four.
- i. The Society does not discriminate in membership based on age, race, gender, ethnicity, religion, or disability.

Section 3.2 Admission, Retention and Termination of Membership

- a. Admission to Membership: Institutional members are eligible for membership in the Society following successful accreditation of their program as outlined in Section 3.1. Active membership is conferred upon receipt of annual dues by the Society.
- b. Membership Retention:
 - 1. The requirements for an institution to maintain continual membership in the Society are: a) ongoing accreditation of the fellowship program, b) maintenance of annual dues, c) participation in the NRMP, if appropriate.
- c. Termination of Membership:
 - 1. Membership shall be terminated for dues in arrears for a period of three (3) years.
 - 2. Membership may be terminated for those programs that fail to maintain accreditation or violate the NRMP Participation Agreement.

ARTICLE IV Meetings

Section 4.1 Date and Place of Meetings. Meeting of the members shall be held during each calendar year at a time and location designated by the Board of Directors and stated in the notice of meeting or in a duly executed waiver of notice thereof.

Section 4.2 Special Meetings. Special meetings of the Members, for any purpose or purposes, may be called at any time by the Board of Directors, or by a quorum of Members constituting at least ten percent of the membership. Upon receipt of any written request from a source authorized to call such a meeting it shall be the duty of the Secretary to call a special meeting of the members to be held at such time, not more than one hundred and twenty days after the receipt of the request.

Section 4.3 Notice. Written notice of every meeting of the members, specifying the place, date of the meeting, and hour shall be given either personally, by mail, or electronically (by e-mail or fax) at least five days prior to the meeting, to the institutional designee at each Member institution.

Section 4.4 Quorum. A meeting of members duly called shall not be organized for the transaction of business unless a quorum of Members entitled to vote is present. One third (33%) of member institutions shall constitute a quorum. If a meeting of the members cannot be organized because a quorum has not attended, the Members present shall have power, except as otherwise provided by statute, to adjourn the meeting to such time and place as they may determine.

ARTICLE V Voting

Section 5.1. Voting for Directors. In an election for Directors, each institution is entitled to one vote. As outlined in Section 3.1.

Section 5.2 Voting on Business of the Society. In matters before the Society that require a vote, each institution is entitled to one vote.

Section 5.3 Provisional Members will not be voting members of the Society.

Section 5.4 Manner of Voting. Voting shall be oral unless otherwise required by law, the President, or the majority of Members present vote to require voting by ballot or the oral vote is sufficiently disputed to require written ballots to determine the position of those Members entitled to vote. Elections and matters before the Society require a simple majority.

ARTICLE VI Board of Directors

Section 6.1 Composition and Number of Directors. The Board of Directors of the Society shall consist of the President, the President Elect, the Secretary, the Treasurer, the Immediate Past President, and two members elected from the membership. Board members who are absent two consecutive board meetings may be replaced by action of the Board.

Section 6.2 Term of Board Service

- a. The President will serve a term of 2 years.
- b. The President–Elect shall serve a term of 2 years and assume the position of President at the end of the current President’s term.
- c. The Secretary and Treasurer shall each serve as members of the Board of Directors for a term of three years.
- d. Two (2) at-large members of the Board of Directors shall each serve one three-year term.

Section 6.3 Board of Director Meetings. The Board of Directors shall meet at least twice annually. Special meetings may be called at any time by the President, or by written request of a majority of the Board of Directors. A majority of the Board of Directors shall constitute a quorum for the transaction of business. Notice shall be given to all Directors in person, or by telephone, electronically (by e-mail or fax), or by mail, at least two days prior to any regular meeting. The notice of the Directors’ meeting shall include the purpose of the meeting.

Section 6.4 Duties and Powers. The Board of Directors shall have the responsibility for managing the affairs of the Society, and to transact all business required to carry out the objectives of the Society.

Section 6.5 Vacancies. Whenever an unanticipated vacancy occurs among the elected members of the Board of Directors, the Board of Directors may appoint a member in good standing to fill the unexpired term of such individual until the next regular election of the Society. If that vacancy occurs in the position of President the President elect will immediately assume the office of President and the position of President elect will remain vacant. At the next annual meeting the membership shall vote on a new president elect.

Section 6.6 Conference Telephone. One or more Directors may participate in a meeting of the Board of Directors by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other.

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Section 6.7 Compensation. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation thereof.

ARTICLE VII Committees

Section 7.1 Nominating Committee

- a. This Committee shall be chaired by the Immediate Past President and consist of current President, President-elect and two (2) members chosen by the chair (Immediate Past President).
- b. The duties of the Nominating Committee shall be to present a slate of nominees for the following offices of the Society in the year that a vacancy is to be expected: President; President Elect; Secretary; Treasurer; and two (2) members-at-large for the Board of Directors. Additional nominations for any position may be made from the floor during the annual meeting.

Section 7.2 Governance Committee. The responsibilities of the Governance Committee shall be to review the bylaws annually and make recommendations to the Board of Directors as to any needed revisions or amendments. These recommendations shall be made in sufficient time to allow the membership to vote on any proposed changes. The committee shall consist of three members at large (Chairperson of the Committee and two other members). Members shall be appointed by the President following the annual business meeting of the society. The term of service will be one year.

Section 7.3 Audit Committee. The responsibilities of the Audit Committee shall be to review the financial status of the Society. The committee shall prepare a written report to the Board and membership at the annual meeting. The committee shall consist of two members at large (Chairperson of the Committee and one other member). Members shall be appointed by the President following the annual business meeting of the society. The term of service will be one year.

Section 7.4 Education Committee. The responsibilities of the Education Committee include promoting the surgical critical care curricula recommended by the SCCPDS, developing tools to assist surgical critical care educators and trainees, and encourage the development of innovative approaches to surgical critical care education. The committee shall consist of up to nine members (chairperson and eight other members). Members shall be appointed by the President following the annual business meeting of the society. The term of service shall be two years.

Section 7.5 Ad Hoc Committees. The President may, from time to time, appoint such ad hoc committees as deemed necessary to conduct the affairs of the Society. The structure, term, and duties of such ad hoc committees shall be as determined by the President subject to the approval of the Board of Directors.

Section 7.6 Vacancies. Any vacancies in the composition of any Standing Committee or Ad Hoc Committee may be filled by Presidential appointment for the unexpired term of the individual vacancy.

ARTICLE VIII Officers

Section 8.1 Officers. The Officers of the Surgical Critical Care Program Directors Society shall be the President, President Elect, Immediate Past President, Secretary, and Treasurer. Only members are eligible to be elected to these offices.

Section 8.2 President. The President shall preside at all regular and special meetings of the Society and the Board of Directors. The President shall be responsible for the appointment of all standing and ad hoc committees and shall serve as an ex-officio member of all committees. The President shall act for the Society in the event of any contingency not covered by the bylaws.

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Section 8.3. Immediate Past President. The Immediate Past President shall (a) preside at meetings of the Society and Board of Directors in the absence of the President, President-elect or upon request of the President, (b) chair the Nominating Committee, and (c) assume other specific responsibilities as determined by the Board of Directors.

Section 8.4 President Elect. The President-Elect shall (a) preside at meetings of the Society and Board of Directors in the absence of the President or upon request of the President, (b) assume the duties of the President in the event of death, resignation, or incapacity of the President, (c) succeed to the Presidency at the close of the Annual Business Meeting the second year following his/her election to the office of President-Elect, and (d) assume other specific responsibilities as determined by the Board of Directors.

Section 8.5 Secretary. The secretary shall:

- (a) keep minutes of all meetings of the Society and the Board of Directors.
- b) be responsible for maintaining records of institutional members and participants.
- c) record the reports from the other officers and committees and any bylaw changes.
- d) maintain copies of all Society documents, including contracts, except for those that specifically relate to financial matters.
- e) prepare a report for the membership at the annual business meeting and for the Board of Directors at each of their annual meetings.
- f) communicate with the membership in all matters related to the business of the society.

Section 8.6 Treasurer. The Treasurer shall be responsible for the receipt and disbursement of all funds of the Society. The Treasurer shall submit a written report at least annually to the board of Directors detailing all of the funds received and disbursed and present a detailed statement of the financial condition of the Society. This report will be provided to the Audit Committee and the Board of Directors in a timely manner prior to the annual meeting of the Society.

ARTICLE IX Finance

Section 9.1 Dues and Assessments. Dues of the Society shall be set by the Board of Directors. Each institution shall pay dues to the Association for each fiscal year, beginning with the first new fiscal year after election to membership. The Treasurer shall notify each institution of its dues obligation during the first quarter of the fiscal year by regular or electronic mail. Failure to pay dues for three (3) years shall be considered cause for termination of membership.

Section 9.2 Financial Reports. The Treasurer and Audit Committee shall present annually to the members a report, verified by the President and Treasurer, or by a majority of the Directors, which report shall indicate in appropriate detail:

- a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year immediately preceding the date of the report. The principal changes in assets and liabilities including trust funds, during the year immediately preceding the date of the report.
- b) Such report shall be filed with the minutes of the meeting of members.

ARTICLE X Amendments

Section 10.1 Amendments. These Bylaws may be altered, amended, or repealed by a majority of the votes which a quorum of Members present are entitled to cast at any regular or special meeting duly convened after thirty (30) day notice and distribution of said changes to the Membership for that purpose.