

## SETAC EUROPE BY-LAWS

### Article I. Organisational Structure

1. SETAC Europe is a Geographical Unit of SETAC governed by the SETAC Europe Council. SETAC is a learned scientific society, governed by the SETAC World Council (SWC) with proportional representation from Geographical Units. All members belong to SETAC and members within Europe and Africa are represented and administered by SETAC Europe. Regional Branches within SETAC Europe are governed by the SETAC Europe Council but may have their own governing bodies.
2. The official language of SETAC Europe shall be English.
3. The duties of the governing bodies and Assistant Executive Director are as follows:
  - A. SETAC WORLD COUNCIL (SWC):
    1. Co-ordinates all SETAC activities to promote global harmony of policies and approaches and to ensure that the philosophy, goals, and objectives of SETAC are maintained worldwide.
    2. Establishes membership criteria, policy, and dues and maintains related information in a secure manner.
    3. Publishes high quality scientific journals, books, websites, or other appropriate vehicles and provides regular communication among members through newsletters and electronic media.
    4. Holds regular scientific global meetings and workshops to ensure that the scientific programme, theme, and venue accommodate and encourage global participation and consideration of global issues.
    5. Manages financial resources of the Society.
    6. Interacts with other multi-national organisations on a global scale.
    7. Protects the reputation, image, and trademarks of SETAC by reviewing and limiting the use of the SETAC logo and name to those approved groups and activities that are consistent with SETAC's philosophy and goals.
  - B. SETAC EUROPE COUNCIL:
    1. Represents members that are trained or experienced in disciplines related to environmental sciences, education and management and are affiliated to SETAC Europe by virtue of geographical proximity.
    2. Sends representative(s) to the SWC in a manner that maintains sectorial balance.
    3. Promotes the objectives of SETAC within Europe.
    4. Holds regular meetings in English to provide forums for scientific exchange.
    5. Interacts with national and international organisations within Europe.
    6. Manages the business, functions, programmes and activities of SETAC Europe.
    7. Establishes regional policy and takes such action as seems desirable and appropriate to promote the mission and objectives of the Society.

8. Provides evidence of financial resources and potential for revenue growth sufficient to sustain the activities of SETAC Europe.
9. Determines the duties of the Assistant Executive Director in consultation with the SETAC Executive Director and SWC.
10. Establishes and dissolves Regional Branches

#### C. REGIONAL BRANCHES

1. Represents members in a specific region.
2. May hold scientific meetings of regional interest in the local language.
3. May raise funds to support local activities.

#### D. ASSISTANT EXECUTIVE DIRECTOR.

1. Administers the delivery of SETAC Europe activities and delegated SWC activities in support of SETAC and in co-operation with the Committee Chairs and the SETAC Europe Council and Officers.
2. Administers the finances of SETAC Europe, including reporting to the SETAC Europe Council on a regular basis, and overseeing and reporting on the annual financial audit of SETAC Europe.
3. Works with, and supports, the committees of SETAC Europe.
4. Co-ordinates, communicates with and manages SETAC Europe staff to ensure the smooth and consistent delivery of services and meeting of the Society objectives.
5. Oversees the preparation and delivery of an annual report (financial status, audit, major activities, etc) to the SETAC Europe Council.
6. Co-ordinates the regular meetings of the SETAC Europe Council and its committees.
7. Implements SWC general society policy.
8. Ensures best use of SETAC resources in the provision of administrative resources.

### **Article II. Membership**

1. Application for Member, Associate Member, or Affiliate/Sustaining Member shall be made on an application authorised by the SWC. The SETAC Europe Council shall approve membership with oversight by the SWC. An Emeritus Member is selected and so honoured by the SWC but may be recommended by the SETAC Europe Council, in recognition of their contribution to the field and to the Society.
2. Qualifications and benefits are as follows:

#### A. MEMBER

##### (a) Qualifications

1. Must share the stated purpose of the Society.

2. Must have applied experience, education, or have conducted research in areas related to the Society's stated purpose.
3. Must have a primary degree (e.g. BSc) plus three years experience OR must be by special appointment by the SWC, upon recommendation from the Geographical Unit's governing body.
4. Must pay regular Member dues on an annual basis OR may apply for reduced membership dues.
5. Applicants for reduced dues may be students if their primary activity is the pursuit of an academic curriculum leading towards a degree related to the Society's stated purpose OR members from OECD-listed developing countries OR other special circumstances.

(b) Benefits

1. May vote
2. May hold office
3. May contribute to and receive Society publications
4. May participate in Society functions, programme, committees, and activities

B. ASSOCIATE MEMBER

(a) Qualifications

1. Must share the stated purpose of the Society.
2. Must be engaged in activities leading towards meeting the education or experience requirements of a member.
3. Must pay Member dues on an annual basis OR may apply for reduced membership fees if they have, as a primary activity, pursuit of an academic

(b) Benefits

1. May vote.
2. May participate in Society functions, programmes, committees, and activities.
3. May contribute to and receive Society publications.
4. May apply for Member status when qualified.

C. EMERITUS MEMBER

(a) Qualifications

1. Must share the stated purpose of the Society.
2. Must be a member in good standing for three (3) years.
3. Must be recognised for service to the Society and the profession.
4. Must be nominated by the SWC Membership Committee and may be recommended by the Geographical Unit's governing body.
5. Must be elected by the SWC.

6. Must pay Emeritus Member dues.

(b) Benefits

1. May vote.
2. May hold office.
3. May contribute to and receive Society publications.
4. May participate in Society functions, programmes, committees, and activities.

D. SUSTAINING / AFFILIATE MEMBERS

(a) Qualifications

1. A Sustaining Member may be a for-profit or not-for-profit organisation, an institution, a foundation, or an individual. Only individuals, and non-profit organisations, institutions and foundations can be an Affiliate Member.
2. Must share the stated purpose of the Society.
3. Must pay Sustaining Member or Affiliate Member dues at the level set by the SWC. The Regional Branch governing body sets Regional Branch Sustaining Member fees.

(b) Benefits

1. Will receive benefits and recognition commensurate with their contribution, to be selected from membership, publications, meetings, or other benefits as proscribed by the SWC or the Regional Branch.
2. Applications and enquiries for Sustaining or Affiliate Membership may be made to the SWC, the SETAC Europe Council, and / or the Regional Branch.
3. Applications and supporting documents about which questions or appeals arise shall be referred to the SWC Membership Committee or, in the case of Regional Branch Sustaining Members, to the Regional Branch. Appeals may be made to the full SWC.
4. All applicants shall be informed about their acceptance or rejection in a timely manner.

**Article III. Dues and Finances**

1. All dues shall be established annually by the SWC, with consideration to the ability of the Society membership to pay.
2. Annual dues shall be assessed on January 1 of each calendar year. Dues notices will be provided in advance of the due date.
3. Any Member, Associate, Emeritus, or Sustaining/Affiliate Member in arrears in dues for three (3) months will lose membership in the Society. Defaulting members may be reinstated provided all indebtedness to the Society is liquidated.
4. Dues and other income will be paid to the Society and allocated among SWC activities and Geographical Units by the SWC under an annual budget subject to approval by the SWC. Contributions for, and income from, specific SETAC events, functions, or activities may be

accepted at the discretion of the SWC, Geographical Unit, or Regional Branch governing body.

5. The fiscal year of the Society shall begin on January 1 and end on December 31 of the same year.
6. The SETAC Europe Council may authorise any officer, the SETAC Executive Director, or the SETAC Europe Assistant Executive Director or their designees to enter into any contract or to execute and deliver any instrument in the name of or on the behalf of SETAC Europe, and such authority may be general or confined to specific instances.
7. All funds of SETAC Europe, not otherwise employed, shall be deposited as reserves from time to time to the credit of SETAC Europe in such banks or other depositories as the SETAC Europe Assistant Executive Director may select, with concurrence from the SETAC Europe Treasurer and approval by the SETAC Europe Council. The SETAC Europe Council may elect to authorise the SETAC Europe Assistant Executive Director and the SETAC Europe Treasurer to make these decisions to deposit the above-stated funds without specific approval. Such reserves should equal at least 30% of the annual budget of the SETAC Europe to ensure uninterrupted services during hardship.
8. An audit of the SETAC Europe books and accounts by an independent professional auditing concern shall be completed and presented to the SETAC Europe Council periodically as determined by the SETAC Europe Council.

#### **Article IV. Elections and Formations of Committee(s)**

1. The terms of the SETAC Europe Council members shall be three (3) years and shall be staggered so that approximately one-third (1/3) of the members' terms end each year and be open for the election of new SETAC Europe Council members.
2. The SETAC Europe Council members shall be nominated from, and elected by, the voting membership of SETAC Europe and must be members of SETAC.
3. The SETAC Europe Council will elect the Officers of SETAC Europe from the membership of the SETAC Europe Council.
4. The SETAC Europe Council shall elect the Vice-President and Treasurer. The President will serve for one (1) year. The Vice-President will become President upon completion of his/her one (1) year term of office. The Treasurer shall serve for three (3) years.
5. The SETAC Europe Council will elect representatives for the SETAC World Council. Representatives would normally include the Officers of SETAC Europe.
6. SETAC Europe Council members should strive for consensus on all matters. In the absence of consensus, in order for a motion to be passed a majority of the votes cast is required. In case of equal votes the Presidents vote will be decisive
7. The SETAC Europe Council shall be responsible for the formation and dissolution of all SETAC Europe standing committees. The composition of the SETAC Europe standing committees should strive for balance among the government, academic, and business sectors of the Society. At least one SETAC Europe Council member should be on each standing committee.
8. The President may form *ad hoc* committees that serve at her/his discretion or term of office.

#### **Article V. Administration**

1. Administrative support shall be provided to the SETAC Europe Council. Such support shall be at the discretion of the SETAC Europe Council and Officers and be subject to budgetary constraints.
2. The SETAC Europe Assistant Executive Director shall report to the SETAC Europe Council and the SETAC Executive Director.
3. The SETAC Europe Assistant Executive Director shall be responsible, in consultation the Officers of SETAC Europe, for the appointment, dismissal and management of office staff that support SETAC Europe activities.
4. The SETAC Executive Director will manage all office staff that work on SWC activities, through the SETAC Europe Assistant Executive Director, and will report directly to the SWC President.
- 5.

#### **Article VI. Meetings**

1. The SETAC Europe Council shall determine the number, times, and places of the SETAC Europe Council meetings. There will normally be four (4) regular meetings per year.
2. At least four (4) weeks before a regularly scheduled SETAC Europe Council meeting, the Assistant Executive Director shall send to each member a notice of the time, place, and draft agenda of the meeting.
3. The President shall convene the Executive Committee or SETAC Europe Council for a special meeting whenever the affairs of the Society require it.
4. A request to the President, made in writing, signed, and approved by five (5) members of the SETAC Europe Council, shall render the convening of the SETAC Europe Council obligatory.
5. Any Member can submit an agenda item for consideration by the SETAC Europe Council. This submission must occur at least five (5) weeks prior to a scheduled meeting.
6. The Annual General Assembly shall comply with the legal requirements of the country of incorporation.
- 7.

#### **Article VII. Amendments**

1. The SETAC Europe Council or one percent (1%) of the voting membership of SETAC Europe may propose an amendment to the Constitution. The proposed amendment must be transmitted to the voting membership by the SETAC Europe Council not less than one (1) month and not more than two (2) months prior to the time the amendment is to be considered. A simple majority of the voting members of SETAC Europe is required to adopt the proposed change.
2. An amendment to the By-Laws may be proposed by the SETAC Europe Council or the voting membership. The proposed amendment must be transmitted to each SETAC Europe Council member not less than one (1) month nor more than two (2) months prior to the meeting of the SETAC Europe Council at which time the amendments are to be considered. A two-thirds (2/3) majority vote of the SETAC Europe Council members present at the meeting and voting affirmative constitutes adoption of the proposed change.

### **Article VIII. General Prohibitions**

1. Notwithstanding any provision of the Constitution and By-Laws which might be susceptible to a contrary construction.
  - a. The Society shall not be organised or operated for any purpose other than scientific and educational purposes.
  - b. No part of the net earnings of the Society shall or may benefit, under any circumstance, any private shareholder or any individual.
  - c. No substantial part of the activities of the Society shall consist of lobbying or otherwise attempting to influence legislation.
  - d. The Society shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
  - e. The Society shall not be organised or operated for profit.
  - f. The Society shall not end any part of its income or corpus without the receipt of adequate security and reasonable rate of interest unless deemed to be in the best interests of the Society by the SWC.
  - g. The Society shall not pay any compensation in excess of a reasonable allowance for salary or other compensation for personal services actually rendered.
  - h. The Society shall not make any part of its services available on a preferential basis.
  - i. The Society shall not make any purchase of securities or any other property, for more than adequate consideration in money or monies worth.
  - j. The Society shall not sell any securities or other property for less than adequate consideration for money or monies worth.
  - k. The Society shall not engage in any other transactions that result in substantial diversions of its income or corpus, to any officer, member of the SWC, SETAC Europe Council member or contributor of the Society.

### **Article IX. Distribution on Dissolution**

1. Upon the dissolution of SETAC Europe, the SETAC Europe Council shall distribute the net assets and incurred income to the SWC.
2. Upon dissolution of SETAC Europe, if the SWC is not able to receive the net assets and incurred income, then the SETAC Europe Council shall distribute the assets and incurred income to one (1) or more organisations as determined by the SETAC Europe Council which organisation or organisations shall meet the limitations described in Article VIII, immediately preceding.