

## SETAC LATIN AMERICA BY-LAWS

### Article I. Organizational Structure

1. SETAC LA is a Geographic Unit of SETAC governed by the SETAC LA Board of Directors. SETAC is a learned scientific society, governed by the SETAC World Council (SWC) with proportional representation from Geographic Units. All Members belong to SETAC and are represented and administered by SETAC LA. Regional Chapters within SETAC LA are governed by the SETAC LA Board of Directors but may have their own Regional Chapter Boards of Directors.
2. The official language of SETAC LA shall be Spanish, Portuguese or English.
3. The duties of the governing bodies and Assistant Executive Director are as follows:
  - A. SETAC WORLD COUNCIL (SWC):
    - (i) 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.
    - (ii) Establishes membership criteria, policy, and dues and maintains related information in a secure manner.
    - (iii) Publishes high quality scientific journals, books, websites, or other appropriate vehicles and provides regular communication among members through newsletters and electronic media.
    - (iv) Holds regular scientific global meetings and workshops to ensure that the scientific program, theme, and venue accommodate and encourage global participation and consideration of global issues.
    - (v) Manages financial resources of the Society.
    - (vi) Interacts with other multi-national organizations on a global scale.
    - (vii) 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 LA Board of Directors:
    - (i) Represents members that are trained or experienced in disciplines related to environmental sciences, education and management and are affiliated with SETAC LA by virtue of geographic proximity.
    - (ii) Sends representative(s) to the SWC in a manner that maintains sectorial balance.
    - (iii) Promotes the objectives of SETAC within Latin America.
    - (iv) Holds regular meetings to provide forums for scientific exchange.
    - (v) Interacts with national and international organizations within Latin America.
    - (vi) Manages the business, functions, programs and activities of SETAC LA.
    - (vii) Establishes regional policy and takes such action as seems desirable and appropriate to promote the mission and objectives of the Society.
    - (viii) Provide evidence of financial resources and potential for revenue growth sufficient to sustain the activities of SETAC LA.
    - (ix) Determines the duties of the Assistant Executive Director in consultation with the SETAC Executive Director and SWC.
    - (x) Establishes and dissolves Regional Chapters.

C. REGIONAL CHAPTERS:

- (i) Represents members in a specific region/country.
- (ii) May hold scientific meetings of regional interest in the local language.
- (iii) May raise funds to support local activities.

D. ASSISTANT EXECUTIVE DIRECTOR:

- (i) Administers the delivery of SETAC LA activities and delegated SWC activities in support of SETAC and in co-operation with Committee Chairs, Board of Directors and Executive Committee.
- (ii) Administers the finances of SETAC LA, including reporting to the SETAC LA Board of Directors and SETAC Executive Director on a regular basis, and overseeing and reporting on the annual financial audit of SETAC LA.
- (iii) Works with and supports the committees of SETAC LA.
- (iv) Co-ordinates, communicates with and manages SETAC LA staff to insure the smooth and consistent delivery of services and meeting of the Society objectives.
- (v) Oversees the preparation and delivery of an annual report (financial status, audit, major activities, etc.) to the SETAC LA Board of Directors.
- (vi) Co-ordinates the regular meetings of the SETAC LA Board of Directors and its committees.
- (vii) Implements SWC general society policy.
- (viii) Insures 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 authorized by the SWC. The SETAC LA Board of Directors shall approve membership with oversight by the SWC. An Emeritus Member is selected and so honored by the SWC but may be recommended by the SETAC LA Board of Directors, in recognition of their contribution to the field and to the Society.

2. Qualifications and benefits are as follows:

A. MEMBER

(a) Qualifications

- (i) Must share the stated purpose of the Society
- (ii) Must have applied experience, education, or have conducted research in areas related to the Society's stated purpose.
- (iii) Must have a primary degree (e.g. B.Sc.) plus three years experience OR
- (iv) Must be by special appointment by the SWC upon recommendation from the Geographic Unit.
- (v) Must pay regular Member dues on an annual basis OR may apply for reduced membership dues.
- (vi) Applicants for reduced dues may be students if their primary activity is pursuit of an academic curriculum leading toward a degree related to the Society's stated purpose OR members from OECD-listed developing countries OR other special circumstances.

(b) Benefits

- (i) May vote
- (ii) May hold office
- (iii) May contribute to and receive Society publications

- (iv) May participate in Society functions, programs, committees, and activities

B. ASSOCIATE MEMBER

(a) Qualifications

- (i) Must share the stated purpose of the Society
- (ii) Must be engaged in activities leading towards meeting the education or experience requirements of a member
- (iii) Must pay Member dues on an annual basis OR may apply for reduced membership fees if have as a primary activity pursuit of an academic curriculum leading toward a degree related to the Society's stated purpose.

(b) Benefits

- (i) May vote.
- (ii) May participate in Society functions, programs, committees, and activities.
- (iii) May contribute to and receive Society publications
- (iv) May apply for Member status when qualified

C. EMERITUS MEMBER

(a) Qualifications

- (i) Must share the stated purpose of the Society
- (ii) Must be a member in good standing for three (3) years
- (iii) Must be recognized for service to the Society and the profession
- (iv) Must be nominated by the SWC Membership Committee and may be recommended by a Geographic Unit.
- (v) Must be elected by the SWC
- (vi) Must pay Emeritus Member dues

(b) Benefits

- (i) May vote
- (ii) May hold office
- (iii) May contribute to and receive Society publications
- (iv) May participate in Society functions, programs, committees, and activities

D. SUSTAINING / AFFILIATE MEMBERS

(a) Qualifications

- (i) A Sustaining Member may be a for-profit or not-for-profit organization, an institution, a foundation, or an individual. Only individuals, and nonprofit organizations, institutions, and foundations can be an Affiliate Member.
- (ii) Must share the stated purpose of the Society.
- (iii) Must pay Sustaining Member or Affiliate Member dues at the level set by the SWC. The Regional Chapter governing body sets the Regional Chapter Sustaining Member fees.

(b) Benefits

- (i) 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 Chapter.

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 Chapter Sustaining Members, to the Regional Chapter. 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, Senior 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 Geographic 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, Geographic Unit, or Regional Chapter 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 LA Board of Directors may authorize any officer, the SETAC Executive Director, or the Assistant Executive Directors to enter into any contract or to execute and deliver any instrument in the name of or on the behalf of the SETAC LA, and such authority may be general or confined to specific instances.
7. All funds of SETAC LA, not otherwise employed, shall be deposited as reserves from time to time to the credit of SETAC LA in such banks or other depositories as the Assistant Executive Director may select, with concurrence from the Treasurer and approval by the SETAC LA Board of Directors. The SETAC LA Board of Directors may elect to authorize the Assistant Executive Director and the 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 LA to ensure uninterrupted services during hardship.
8. An audit of SETAC LA books and accounts by an independent professional auditing concern shall be completed and presented to the SETAC LA Board of Directors periodically as determined by the SETAC LA Board of Directors.

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

1. The SETAC LA Board of Directors shall normally consist of fifteen (15) voting members, including the Immediate Past President, with an approximate equal representation from government, academia, and business. While it will not always be possible to achieve equal numbers from each of these groups, the Society's goal will be to have approximately five (5) Board members each from government, academia, and business.
2. The terms of the SETAC LA Board of Directors 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 LA Board of Directors members.
3. The SETAC LA Board of Directors shall be nominated from the voting membership and must be members of SETAC LA.
4. The officers of the SETAC LA Board of Directors will be elected by the SETAC LA Board of Directors from the membership of the SETAC LA Board of Directors.
5. The SETAC LA Board of Directors shall elect the Vice-President and Secretary-Treasurer. The President will serve for one (1) year. The Vice-President will become President upon completion of his / her term of office. The Secretary-Treasurer shall serve for three (3) years.

6. The representation of SETAC LA on the SWC to fill the allocated number of positions shall be appointment of the officers of the Board of Directors and Members voted by the membership. The following officers of SETAC LA will be appointed as representatives on the SWC upon confirmation of their election to the position in the following order to fill the available positions:
- (i) President
  - (ii) Secretary-Treasurer
  - (iii) Past President
  - (iv) Vice-President
- The remaining available positions shall be filled by an election of Members based on a vote of the membership. Nominations for these positions on the SWC will be presented to the Board of Directors of SETAC LA by a Nominations Committee (officers plus Members at large). Nominations may be of any Member in good standing of SETAC LA. The nominations process must consider experience as well as the sectoral balance but need not be strictly applied when in the interest of the Society as long as sectoral balance is achieved over time.
7. Representatives 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.
8. The SETAC LA Board of Directors shall be responsible for the formation and dissolution of all SETAC LA standing committees. The composition of the SETAC LA standing committees should strive for balance among the government, academic, and business sectors of the Society. At least one SETAC LA Board of Directors member should be on each standing committee.
9. The President may form *ad hoc* committees which serve at her / his discretion or term of office.
10. The Executive Committee will provide day-to day executive direction and guidance to SETAC LA. The membership of the Executive Committee shall consist of the President, Vice-President, Secretary-Treasurer, Immediate Past President, and Executive Director (*ex-officio*) and one member at large. The member at large will be appointed by the President from the Board of Directors, and confirmed by the Board of Directors, on the basis of providing representation from government, academia, and business.

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

1. Administrative support shall be provided to the SETAC LA Board of Directors. Such support shall be at the discretion of the SETAC LA Board of Directors and Executive Committee and be subject to budgetary constraints.
2. The SETAC LA Assistant Executive Director shall report to the SETAC Executive Director and President of the SETAC LA Board of Directors and be responsible for support of all SETAC LA activities.
3. The SEATC NA Assistant Executive Director will manage all office staff that work on SETAC LA activities.

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

1. The SETAC LA Board of Directors shall determine the number, times, and places of the SETAC LA Board of Directors meetings. There will be a minimum of three (3) regular meetings per year.

2. One meeting of the SETAC LA Board of Directors, normally in November, shall be designated the Annual Business Meeting. At this meeting there shall be reports of officers, a report on the election of officers and other items of business.
3. At least four (4) weeks before a regularly scheduled SETAC LA Board of Directors meeting, the SETAC LA Assistant Executive Director shall send to each representative a notice of the time, place, and agenda of the meeting.
4. The President shall convene the Executive Committee or SETAC LA Board of Directors for a special meeting whenever the affairs of the Society require it.
5. A request to the President, made in writing, signed, and approved by five (5) members of the SETAC LA membership, or three (3) members of the Executive Committee, shall render the convening of the SETAC LA Board of Directors obligatory.
6. Any Member can submit an Agenda item for consideration by the SETAC LA Board of Directors. This submission must occur at least five (5) weeks prior to a scheduled meeting.

### **Article VII. Amendments**

1. The SETAC LA Board of Directors or one percent (1%) of the voting membership of the SETAC LA may propose an amendment to the Constitution. The proposed amendment must be transmitted to the voting membership by the SETAC LA Board of Directors 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 the Society is required to adopt the proposed change.
2. An amendment to the By-Laws may be proposed by the SETAC LA Board of Directors or the voting membership. The proposed amendment must be transmitted to each SETAC LA Board of Directors member not less than one (1) month nor more than two (2) months prior to the meeting of the SETAC LA Board of Directors at which time the amendments are to be considered. A two-thirds (2/3) majority vote of the SETAC LA Board of Directors 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 organized or operated for any purpose other than scientific and educational purposes.
  - b. No part of the net earnings of the Society shall or may, under any circumstance, benefit 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 organized 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, Board of Directors or contributor of the Society.

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

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