

SETAC

By-laws

Original: 2003
Revised: November 04, 2008



SETAC BY-LAWS

Article I. Organizational Structure

1. SETAC is a learned scientific society, governed by the World Council with proportional representation from Geographic Units. All Members belong to SETAC and are represented and administered by the Geographic Unit in which they reside. Geographic Units may be further subdivided into Regional Chapters or Branches at the discretion of the governing body of the Geographic Unit.
2. The official language of SETAC shall be English.
3. Care and diligence has been made to remove potential conflict between the SETAC Constitution and the SETAC By-Laws. Should any exist, it is SETAC's explicit intent that the Constitution will have primacy over the By-Laws.
4. The duties of the governing bodies are as follows:
 - A. SETAC WORLD COUNCIL (SWC):
 - (i) Coordinates all SETAC activities to promote global harmony of policies and approaches and to ensure that the philosophy, goals, and objectives of SETAC are maintained world-wide.
 - (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) Provides outreach and education to members and society at large, through workshops, publications, and consensus-based policy statements.
 - (vi) Manages the financial resources of the Society.
 - (vii) Interacts with other multi-national organizations on a global scale.
 - (viii) 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. GEOGRAPHIC UNIT:
 - (i) Consists of members that are affiliated by virtue of geographic proximity, preferably including more than one country.
 - (ii) Represent individuals who are trained or experienced in disciplines related to environmental sciences, education and management while maintaining sectorial balance.
 - (iii) Are governed by a Council or Board of Directors.
 - (iv) Send representative(s) to the SWC in a manner that maintains sectorial balance.
 - (v) Geographic Units with less than three representatives to the SWC shall ensure that views of all members within their Geographic Units are represented.
 - (vi) Must hold regular scientific meetings.
 - (vii) The SWC must approve new Geographic Units that, at a minimum:
 - Provide evidence of financial resources and potential for revenue growth sufficient to sustain the activities of the Geographic Unit.
 - Present evidence of support by the membership for formation of a new Geographic Unit.

- (viii) The relationship between the SWC and its GU's, and the division of responsibilities, is outlined in the document "SETAC Administrative Structure" (Appendix A).

Article II. Membership

1. Application for all membership categories as defined below shall be made on an application authorized by the SWC. Approval of membership shall be vested in the Geographic Unit with oversight by the SWC and its Membership Committee. Development of new membership categories will be at the discretion of the SWC Membership Committee, with input from the membership committees of the GU's.
2. Membership categories, their qualifications and benefits are described below. The SWC Membership Committee, with the approval of the SWC, may from time to time develop new membership categories or revise existing membership categories.

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 must be by special appointment by the SWC upon recommendation from the Geographic Unit
- (iv) Must pay regular Member dues on an annual basis OR may apply for reduced membership 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

B. ASSOCIATE MEMBER (INCLUDING RECENT GRADUATE MEMBERS)

(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
- (iv) 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 a list defined by the SWC OR other special circumstances

(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) An Emeritus Member is selected and so honored by the SWC in recognition of contribution to the field and to the Society. He/she 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. SENIOR ACTIVE MEMBER

(a) Qualifications

- (i) Must have been a SETAC member in good standing before changing their status
- (ii) Must be at least 62 years of age
- (iii) Must not be fully employed
- (vi) Must pay dues on an annual basis; Senior Active dues are one-half those of full/associate members.

(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

E. STUDENT MEMBERS

(a) Qualifications

- (i) A student member must share the stated purpose of the Society and be actively engaged in an academic curriculum leading toward a career related to the Society's stated purpose. An individual qualifies as a Student member for no longer than five (5) years as an undergraduate; for no longer than three (3) years in a Master's program; and for no longer than five (5) years in a doctoral program
- (ii) Student members do not receive journals, have lower annual membership rates and their student status must be confirmed by a faculty member
- (iii) Student members may become an Associate Member or Regular Member category after reaching a predetermined level of professional training and experience and requesting a membership upgrade from the Membership Committee

(b) Benefits

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

F. GEOGRAPHIC UNIT 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 or 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 geographic unit

(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 GU

G. GLOBAL PARTNER/GLOBAL AFFILIATE MEMBERS

(a) Qualifications

- (i) Global Partners must be a for-profit group or an individual; Global Partner Affiliate must be a non-profit group. Both may directly support one or more geographic units
- (ii) Must share the stated purpose of the Society
- (iii) Must pay Global Partner or Affiliate Member dues at the level set by the SWC

(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

3. Applications for membership or reduced fees shall be sent to the Geographic Unit for review and approval by the Executive Director. For GU's not having an Executive Director, decisions on applications will be made by the SWC Membership Committee.
4. Applications and inquiries for Global Partner/Affiliate Membership may be made to the SWC, the Geographic Unit, and/or the Regional Unit.
5. Applications and supporting documents about which questions or appeals arise shall be referred to the SWC Membership Committee and appeals may be made to the full SWC.
6. 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 given to the ability of the Society membership to pay.
2. Dues rate changes shall be enacted on January 1 of each calendar year. Dues notices will be provided in advance of the due date.
3. Any Member in any membership category 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 Unit governing body.
5. The SWC will allocate a proportion of annual dues income to development of the Society, including but not limited to, support of the Geographic Units, publications, meetings, committees, and electronic communications.

6. The financial year of the Society shall begin on January 1 and end on December 31 of the same year.
7. Signature authority for the disbursement of funds from the SWC is granted to the Treasurer and President of SETAC and any other persons so designated by the Treasurer or President.
8. The SWC may authorize any officer, the SETAC Executive Director, or GU Executive Directors to enter into any contract or to execute and deliver any instrument in the name of or on behalf of the Society, and such authority may be general or confined to specific instances.
9. All funds of the Society, not otherwise employed, shall be deposited as reserves from time to time to the credit of the Society in such banks or other depositories as the SETAC Executive Director may select, with concurrence from the Treasurer and approval by the SWC. The SWC may elect to authorize the SETAC Executive Director and the Treasurer to make these decisions to deposit the above stated funds without specific approval. The amount of funds to be deposited to the reserve shall be determined by the SETAC Executive Director with concurrence from the Treasurer. Geographic Units also should maintain reserve funds.
10. An audit of the Society's books and accounts by an independent professional auditing concern shall be completed and presented to the SWC periodically as determined by the SWC.

Article IV. Elections and Formation of Committees and Advisory Groups

1. The SWC shall consist of fifteen (15) voting members 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) SWC representatives each from government, academia, and business. The SWC will also include the SETAC ED as an ex-officio member.
2. The 15 voting representatives will include members from each Geographic Unit. Each Geographic Unit will have a minimum of one seat on the SWC. The remaining seats on the SWC will be allocated pro rata among the Geographic Units based on membership ratios recorded during the preceding fiscal year.
3. The terms of the SWC Representatives 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 SWC members. The terms of SWC officers and SWC representatives from Geographic Units begin on January 1 and end (3 years later for members) on December 31.
4. The SWC representatives of the Geographic Units will include the officers of those GU's (SNA and SE) or members elected by the voting membership or governing body of the GU so as to have approximately equal representation from government, academia, and business sectors.
5. The officers of the SWC shall be four: President, Vice-President, Treasurer, and the Immediate Past-President and will be elected by the SWC from the membership of the SWC or from SETAC members in good standing that have previously served on the SWC. The Officers of the SWC will provide executive direction and guidance as needed to SWC. The President will serve for one (1) year. The Vice President will become President upon completion of his/her term of office. The Treasurer shall serve for three (3) years.
6. If a vacancy, except that of President occurs between terms, the respective GU shall appoint a successor to serve the remainder of the term. Should the post of President become vacant for any reason, the Vice-President shall assume the post of President, serve the remainder of the term as Acting President, and succeed to the Presidency once his or her term as Acting President has terminated.

7. Representatives should strive for consensus on all matters. In the absence of consensus, in order for a motion to be passed, a two thirds (2/3) majority of the votes cast is required and at least two (2) Geographical Units must be represented in the decisive vote. Recognized electronic voting ('e-vote') systems are an acceptable means of voting, providing reasonable notice is provided to all SWC members for notification and participation in the vote. The President (chair) shall not normally vote unless there is a need to decide a motion.
8. Proxy votes must be represented by an individual. No person shall hold more than one proxy in addition to his or her own vote. Those Geographic Units with only one voting representative may send a substitute.
9. The SWC shall be responsible for the formation and dissolution of all SWC standing committees and global Advisory Groups. The composition of the SWC standing committees and steering committees of Advisory groups should strive for balance among the Geographic Units and the government, academic, and business sectors of the Society. At least one SWC member should be on each standing committee.
10. The President may form permanent and ad hoc committees, and Advisory Groups, which serve at her/his discretion or term of office. Individuals selected to committees or Advisory Group Steering Committees must be SETAC members in good standing. Advisory Groups may contain individuals who are not members of SETAC as long as they do not form part of the steering committee. It will be the responsibility of the President to appoint the chairs of SWC committees and Advisory groups.

Article V. Administration

1. Administrative support shall be provided to the SWC and Geographic Units. Such support shall be at the discretion of the governing bodies and be subject to budgetary constraints.
2. The SETAC Executive Director shall report directly to the President of SETAC and be responsible for support of all SWC activities. The SETAC Executive Director will manage staff and projects as appropriate to undertake SWC activities. With specific reference to SETAC GU's, the SETAC ED is responsible for working with the GU Executive Directors and respective Councils/Boards to prioritize activities and to help ensure that the GU needs, objectives, and work plans are being met and are consistent, where appropriate, with SETAC needs and objectives. Specific duties of the SETAC Executive Director are provided in the document on "SETAC Administrative Structure" appended to this document (Appendix A).
3. Members of the SWC shall advance SETAC's mission and purposes; determine, monitor and enhance SETAC programs; act with integrity and in the best interest of SETAC; be forthcoming with any bias and act in a manner that in no way undermines the objectivity of discussions and activities; promote SETAC's image; manage the business, functions, and activities of SETAC; oversee the resources and finances of SETAC; and assist with the recruitment of new Council members. Members of the SWC shall participate in 2 face-to-face meetings each year, held in conjunction with the annual meetings of the Geographical Units; participate in additional functions at the annual meetings (including meals and receptions, mentoring activities and committee meetings); participate in monthly conference calls with the SWC; support the activities of the SWC through active and timely participation on issues circulated by email or discussed during conference calls or at meetings.
4. An Executive Director may be employed by each Geographic Unit and referred to as the Geographic Unit Executive Director (GU ED). The GU ED shall be appointed by, and serve at the discretion of the Geographic Unit governing body in consultation with the Executive Director of SETAC. The GU ED will report administratively to the GU Board or Council and will manage Geographic Unit office staff to provide support for Geographic Unit activities, as

needed. Administrative support may be provided by another Geographic Unit or by the SWC through individual agreements. The SETAC ED will liaise regularly with the GU EDs to coordinate Society activities and business.

5. SWC decisions should be implemented in Geographic Units according to local legal requirements.

Article VI. Meetings

1. The SWC shall determine the number, times, and places of the SWC meetings. There will be a minimum of two (2) regular meetings per year, usually associated with the annual meetings of the Geographic Units. General assembly business of the membership will be held at the World Congress or electronically as needed.
2. A quorum of the SWC shall consist of ten (10) SWC Representatives.
3. At least two (2) weeks before a regularly scheduled SWC meeting, the SETAC Executive Director or SETAC President shall send to each representative a notice of the time, place, and agenda of the meeting.
4. The SWC shall determine rules relative to the conduct of scientific sessions and presentation of scientific papers at all meetings. These rules and all policies that affect scientific sessions and presentation of scientific papers shall be implemented by the SETAC Executive Director, through the Meetings Committee of the GU's. Periodic evaluations of the meeting quality and membership satisfaction shall be conducted by the SETAC Executive Director and reported to the SWC.
5. The President shall convene the SWC for a special meeting whenever the affairs of the Society require it.
6. A request to the President, made in writing, signed, and approved by five (5) members of the SWC, shall render the convening of the SWC obligatory.
7. Any Member can submit an Agenda item for consideration by the SWC. This submission must occur at least three (3) weeks prior to a scheduled meeting.

Article VII. Amendments

1. An amendment to the Constitution may be proposed by the SWC or one percent (1%) of the voting membership of the Society. The proposed amendment must be transmitted to the voting membership by the SWC 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 who cast votes is required to adopt the proposed change.
2. An amendment to the By-Laws may be proposed by the SWC or the voting membership. The proposed amendment must be transmitted to each SWC Representative not less than one (1) month and not more than two (2) months prior to the meeting of the SWC at which time the amendments are to be considered. A two-thirds (2/3) majority vote of the SWC Representatives present at the meeting and voting affirmative constitutes adoption of the proposed change. At least two (2) Geographic Units must be represented in the decisive vote.

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 lend 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, or contributor of the Society.
- l) The prohibitions contained in Item e) do not mean to imply that the Society may make such loans, payments, sales, or purchases to anyone else, unless such authority be given or implied by other provisions of the Constitution or By-laws.

Article IX. Distribution on Dissolution

1. Upon dissolution of the Society of Environmental Toxicology and Chemistry, the SWC shall distribute the assets and incurred income to one (1) or more organizations as determined by the SWC, which organization or organizations shall meet the limitations described in Article VIII, immediately preceding.

Revised 28 September 2003
Christchurch, New Zealand

Revised 13 November 2004
Portland, Oregon, USA

Revised 13 November 2005
Baltimore, Maryland, USA

Revised 04 November 2008
Guelph, ON, Canada

Appendix A

SETAC Administrative Structure

PREAMBLE

SETAC is a global organization administered by a governing body (SETAC World Council (SWC)) and is made up of Geographic Units (GUs) which are regionally-specific groups. There are currently four GUs: Europe, North America, Latin America, and Asia Pacific. The global organization is responsible for all policies and procedures of SETAC, including but not limited to those dealing with publications, finances and budgeting, membership, meetings, coordination and resource utilization, and scientific reputation. The GUs are responsible for adhering to the policies of SETAC and for local membership services including but not limited to GU annual or biennial meetings, workshops, regional chapters and branches, and budgeting in coordination with the global SETAC organization. Currently, two of the GUs (North America and Europe) also have responsibility for the legal requirements (e.g., tax status, labor laws, benefits) and functioning of the two local offices including GU Executive Directors (GU EDs) and staff.

This document was developed by the SWC, May, 2006 and is consistent with the administrative structure in the SETAC Constitution and By-laws as approved by the membership in 2001.

I. Organizational Structure

- A. SETAC is the global organization.
- B. SETAC may choose to appoint an Executive Director (SETAC ED).
- C. SETAC is divided into Geographical Units (GUs). Each GU may choose to appoint a GU ED.
- D. The SETAC ED reports to the SWC. GU EDs report to the Board of Directors or Council of the GU. The GU EDs and the SETAC ED are expected to coordinate activities and projects to ensure that the objectives and work of SETAC and the GUs are accomplished

II. Roles and Responsibilities – SWC and GU Boards or Councils

- A. The SWC is represented by members from each of the GUs. As such, it has the global as well as the regional interests of SETAC under consideration. The SWC is responsible for the management and supervision of the property, affairs, and functions of SETAC, including but not limited to long range planning, budgeting, policy development and implementation, and staff management. The officers of the global SETAC organization are responsible for the performance review and evaluation of the SETAC ED with input from the SWC and GU EDs.
- B. The GU Boards or Councils are responsible for programs and meetings in their geographic area, including but not limited to annual or biennial meetings and long-range planning. The GU Boards or Councils are also responsible for budgeting within the GU in coordination with the overall SETAC budget. In addition, the GU Boards or Councils are responsible for implementing SETAC

policies and procedures as needed and interacting with the SWC on matters arising in the GU that require global coordination or awareness. GU Boards or Councils may agree to provide resources to the SWC to carry out SETAC activities and projects.

III. Roles and Responsibilities – Executive Directors

- A. The SETAC ED has both ambassadorial and administrative roles and is responsible for the operation and sound fiscal management of SETAC. As an ambassador, the SETAC ED is responsible for establishing contacts with external groups in order to further the mission of SETAC and to develop additional funding resources. As an administrator, the SETAC ED is responsible for working with the GU EDs to prioritize activities and to ensure that SETAC and GU needs, objectives, and work plans are being met. The SETAC ED manages the business, reputation, functions, programs, financial resources, and activities of SETAC. The SETAC ED is also responsible, along with GU EDs, for the support of the volunteer leadership of SETAC. The SETAC ED is authorized to make purchases and to hire individuals as needed to accomplish the business of SETAC, within a pre-designated spending authority determined by the SWC and the limits of the budget allocated. The SETAC ED should provide input to the GU Boards or Councils in the evaluation of the GU EDs in areas where SETAC activities and projects are being performed. This input may be given directly to the GU Boards or Councils or through the SWC.
- B. The GU EDs have both ambassadorial and administrative roles and are responsible for the operation and sound fiscal management of their GUs and for SETAC. As ambassadors, the GU EDs are responsible for establishing contacts with external groups within their GUs in order to further the mission of SETAC and to develop additional funding resources. As administrators, the GU EDs are responsible for working with the SETAC ED to prioritize activities and to ensure that GU and SETAC needs, objectives, and work plans are being met. The GU EDs manage the business, reputation, functions, programs, financial resources, and activities of their respective GU. The GU EDs are also responsible, along with SETAC ED, for the support of the volunteer leadership of SETAC. The GU EDs are responsible for the operation of the offices within their GU, including compliance with regional legal requirements (e.g., tax status, labor code, benefits). The GU EDs coordinate activities with the SETAC ED in order to prioritize projects and activities and to ensure that the needs, objectives, and work plans of SETAC and the GUs are being met. The GU ED is authorized to make purchases and hire individuals to accomplish the business of the GU and the Society as a whole, within the limits of the spending authority determined by the GU Boards or Councils, the budget allocated to that GU, and in coordination with the SETAC ED. The GU EDs are responsible for the hiring, evaluation, and retention of GU staff. The GU EDs report to their respective GU Board or Council who may assign them the responsibility to work for the SWC to carry out specific SETAC activities and projects, and in this case the GU EDs are accountable to the SETAC ED with respect to the activity or project. The GU EDs have the ability to enter into contracts as needed to accomplish projects and activities in consultation with the governing body (Board or Council) assigning the work and providing the financial resources.

IV. Financial Considerations

- A. The SWC and governing bodies of the GUs are responsible for the financial health of SETAC.
- B. Financial gains made within a GU (e.g., profits from meetings, sponsorship) stay with the GU and are included in the GU budget.
- C. The SWC approves a SETAC budget. The GUs approve a GU budget.
- D. The SETAC Finance Committee recommends to the SWC the allocation of funds to the SETAC activities and to the GUs. Whereas the GUs and SETAC are independent financial entities, it is SETAC policy to allocate membership revenues and other funds back to the GUs to the greatest extent possible.
- E. Budgeting by the GUs and the SWC should be done on a project basis.
- F. Interim financial reconciliation of projects and activities among the GUs and SETAC should be done on a quarterly basis.

V. This chart illustrates the conceptual model of SETAC Organization and Administration. Dashed lines represent coordination between SWC committees and the GU committees or coordination between the SWC ED and GU EDs.

