

SETAC BY-LAWS

As amended 28 September 2003, 13 November 2004, and again 13 November 2005

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 at the discretion of the governing body of the Geographic Unit.
2. The official language of SETAC shall be English.
3. 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) 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. GEOGRAPHIC UNIT:
 - (i) Consists of members that are affiliated by virtue of geographic proximity, preferably including more than one country.
 - (ii) Represent a reasonable number of 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.

Article II. Membership

1. Application for Member (ALSO KNOWN AS FULL MEMBER), Associate Member, or Affiliate/Sustaining Member 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. An Emeritus Member is selected and so honored by the SWC in recognition of 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.

(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 and supporting documents for membership or reduced fees shall be sent to the Geographic Unit for review and approval.
 4. Applications and inquiries for Sustaining or Affiliate Membership may be made to either 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 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, 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 Unit governing body.
5. The SWC will allocate at least 5% of 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. 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 the behalf of the Society, and such authority may be general or confined to specific instances.
8. 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 SWC Executive Director may select, with concurrence from the Treasurer and approval by the SWC. The SWC may elect to authorize the SWC 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 SWC to ensure uninterrupted services during hardship. Geographic Units also should maintain reserve funds.

9. 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 Formations of Committee(s)

1. A 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.
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 shall be nominated by the governing body of the Geographic Units from their voting membership so as to have approximately equal representation from government, academia, and business sectors. SWC Representatives shall be elected by vote of the entire Geographic Unit membership or by the governing body of the Geographic Unit.
5. The officers of the SWC will be elected by the SWC from the membership of the SWC.
6. The SWC 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 term of office. The Treasurer shall serve for three (3) years.
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. The composition of the SWC standing committees 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 ad hoc committees which serve at her / his discretion or term of office.

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 the SWC and be responsible for support of all SWC activities. The SETAC Executive Director will manage staff and projects as appropriate to undertake SWC activities.

3. 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.
4. 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 at least annually.
2. A quorum of the SWC shall consist of ten (10) SWC Representatives.
3. At least four (4) weeks before a regularly scheduled SWC meeting, the SWC Executive Director 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 SWC Executive Director, through the Meetings Committee. Periodic evaluations of the meeting quality and membership satisfaction shall be conducted by the SWC 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 five (5) 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 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 nor 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.

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