



SETAC North America Bylaws

Article I. Introduction

The Society of Environmental Toxicology and Chemistry (SETAC) is a non-profit worldwide within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, as set forth in its Articles of Incorporation. The Society of Environmental Toxicology and Chemistry of North America (SETAC North America) is a Geographic Unit (GU) of SETAC. SETAC North America (SETAC NA) is a non-profit organization focused on advancing environmental science and management in North America through training and education, communication, collaboration, and leadership within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as set forth in its Articles of Incorporation.

Article II. Organizational Structure

1. SETAC NA is a GU of SETAC and, as such, conforms to SETAC's vision, mission, principles, and values.
 2. The affairs of SETAC NA shall be managed by the membership through the SETAC NA Board of Directors (the Board), the SETAC NA Articles of Incorporation, and these Bylaws.
 3. SETAC NA has the authority to appoint the SETAC NA Executive Director (ED) to manage the operational affairs of SETAC NA and act as Chief Operating Officer, in consultation with the Global Executive Director.
 4. SETAC NA Regional Chapters are separate legal entities that represent members in a specific region defined in collaboration with SETAC NA.
 5. All Regional Chapters are subject to approval by SETAC. SETAC retains the right to dissolve or terminate any GU or Regional Chapters at its sole discretion.
- Article III. Membership Dues and Finances
6. All members of SETAC NA are members of SETAC. All members of SETAC residing in NA are administered by SETAC NA.
 7. All individual membership dues shall be established annually by SETAC. Members shall not be required to pay dues in addition to those owed to SETAC.
 8. SETAC NA pays dues to the Society that are allocated among SETAC activities under an annual budget subject to approval by the SETAC NA Board of Directors.
 9. The fiscal year of SETAC NA shall begin on January 1 and end on December 31 of the same year.
 10. The SETAC NA Board may authorize any Board Officer, or the SETAC NA ED to enter into any contract or to execute and deliver any instrument in the name of or on behalf of SETAC NA, and such authority may be general or confined to specific instances.
 11. All funds of SETAC NA shall be managed by the financial policy approved by the Board.
 12. Annual financial statements and applicable tax filing shall be prepared by an independent professional accounting firm and presented to the Board. The Board may request an independent audit of the SETAC NA books and accounts at any time to be presented along with a management report.



Article III. Membership Dues and Finances

1. All members to SETAC NA are members to SETAC. All members of SETAC residing in NA are administered by SETAC NA
2. All individual membership dues shall be established annually by SETAC. Members shall not be required to pay dues in addition to those owed to SETAC.
3. SETAC NA pays dues to the Society that are allocated among SETAC activities under an annual budget subject to approval by the SETAC Board of Directors.
4. The fiscal year of SETAC NA shall begin on January 1 and end on December 31 of the same year.
5. The SETAC NA Board may authorize any Board officer, or the SETAC NA ED to enter into any contract or to execute and deliver any instrument in the name of or on the behalf of SETAC NA, and such authority may be general or confined to specific instances.
6. All funds of SETAC NA shall be managed by the financial policy approved by the Board.
7. Annual financial statements and applicable tax filing shall be prepared by an independent professional accounting firm and presented to the Board. The Board may request an independent audit of the SETAC NA's books and accounts at any time to be presented along with a management report.

Article IV. The Board of Directors

- The Board shall consist of 10 to 13 voting members, including one (1) student member, the North American Student Advisory Council (NASAC) chair. The Board shall strive to have an approximate equal representation from government, academia, and business in its ranks. The Board will also include one (1) *ex-officio*, non-voting member - the ED. A liaison from the Global SETAC Board of Directors will be a permanent guest.
- Terms of Board members shall be three (3) years and shall be staggered so that approximately one-third (1/3) of the Board terms end each year and are open for the election of new Board members. The term of the Board student member shall be one (1) year. Board members elected for a 3-year term may be nominated for consecutive terms.
- The officers of the Board shall be five: President, Vice-President, Treasurer, the Immediate Past President, and one member at large.
- Candidates for the Board shall be nominated or self-nominated from the voting membership and must be members of SETAC in good standing and residing in North America. A call to solicit nominations will be sent to the general membership from the Governance Committee. Nominations for positions on the Board will be presented to the presiding Board by the Governance Committee chaired by the Immediate Past President. The nominations process must consider the experience of candidates, their ability to provide perspective from at least one sector, their personal characteristics (consistent with SETAC principles and values), and employer support. Sectoral balance need not be strictly applied as a criterion, when in the best interests of the Society, as long as sectoral balance is achieved over time. Nominations processes should strive for sectoral balance in overall board composition, as well as President rotation. While it will not always be possible to achieve complete sectoral balance, SETAC NA's goal will be to have equal numbers of Board members from each of government, academia, and business at any given time. The sector of retired board members will be considered the sector in which they spent the majority of their career. Further details on the nominations and elections procedures are available in the Board Governance Procedures.
- All voting for the election of directors shall be conducted exclusively through electronic means in advance of the annual membership meeting. Members will access a secure online voting platform, which will be



available at least three months prior to the meeting. The voting period will close at least two months before the meeting begins. Instructions for electronic voting will be distributed to all eligible members via email. The electronic voting system will ensure confidentiality and security of all votes, which will be tallied and verified before the meeting.

- The Board shall elect the Vice-President and Treasurer. The President will serve for one (1) year. The Vice-President will become President upon completion of their term of office. The Treasurer shall serve for three (3) years and may serve additional consecutive terms if approved by the Board. The Executive Director shall serve as the Secretary.
- Duties of the officers are set forth in the Board Procedures and must be approved by The Board.
- The Board may vote to discharge an officer at any time.
- Should a Board member require a leave of absence or to vacate their position on the Board (e.g., family emergency, sickness, caregiver obligations, career change, maternity/paternity obligations), the Board member must inform the Board, in writing, as to the duration of the leave of absence or the permanency of the vacancy. A leave of absence for a regular Board member should not exceed a period of six (6) months absence from Board activities or five (5) consecutive missed Board meetings, in which case the leave of absence becomes a vacancy. The Board will determine whether a leave of absence can be granted or if the absence should be a vacancy. When a vacancy occurs, the position will need to be filled to maintain Board structure and sector balance. Depending upon the position held by the Board member and the duration of the vacancy, the vacancy will be filled as follows:
 - a) For a vacancy of no longer than the last six (6) months of the term of a Board member, the position will be left vacant until the next general election.
 - b) If the vacancy of a Board member occurs with 6-12 months remaining in their term, a Special Election may be conducted with the new Board member serving the remaining term of the previous Board member plus a full three (3) year term or the vacancy may be left open until the next general election, at the discretion of the Board.
 - c) If a Board member vacates their position during year one (1) of their term, the runner up in the same sector from the previous election, if they are still interested, will be invited to fill the vacancy and serve for the remainder of the term. If not, a Special Election will be conducted.
 - d) If a Board member vacates their position with 12-24 months remaining in their term, the Board will invite a previous Board member from the appropriate sector to return and serve the remainder of the term. If such a member is not available, a Special Election will be conducted to fill the position. The elected Board member will have the option of serving for a full three (3) year term after serving their partial term, at the discretion of the Board.
 - e) Non-executive committee Board member, in any case not covered in A through D above, depending upon the time remaining in their term, the position may remain vacant until the next general election or may be filled via appointment of a previous Board member or by Special Election.
- Executive Committee member – Immediate Past President or Member-at-Large will be filled from ranks of current non-executive committee Board members and serve the remainder of term.
 - a) Vice President – An extraordinary/special election will be held by the Board to fill this position.
 - b) President – The Vice President will fill this role and an extraordinary/special election will be held to fill the Vice President position. The Vice President will serve as President for the remainder of the vacated term and then serve their elected term, at their discretion.
 - c) Treasurer – If possible, with attention to the special skill set needed to perform this function, will be solicited from the ranks of non-executive Board members to volunteer and be appointed by the



President. If there is no volunteer available from the Board, then the President may solicit a volunteer from the general membership to serve as Treasurer.

- d) Change of employment sector or retirement and continued membership of Board members is not considered a vacancy and does not require any adjustment.

Procedure for serving a Special Election – If there is a vacancy on the Board, regardless of which position it is, there may ultimately be a call to replace a non-executive member on the Board, which may require a Special Election. To serve a Special Election, the Governance Committee will solicit nominations from candidates from the most recent sector-specific election and from the general membership in that sector. The Special Election will then follow regular procedures for elections as detailed in the Governance Procedures.

Article V. Formation of Committees and Councils

1. The Board shall be responsible for the formation and dissolution of all SETAC NA standing and program committees as well as *ad hoc* committees and councils.
2. The Board shall approve standing committees and their members, which may include executive, governance and finance committees.
3. The composition of the SETAC NA committees should strive for diversity consistent with SETAC's principles and values.
4. The duties and procedures for SETAC committees are set forth in Procedures approved by The Board.
5. Executive Committee: This committee shall provide day-to-day executive direction and guidance to SETAC NA. The membership of the Executive Committee shall consist of the officers: President, Vice-President, Treasurer, Immediate Past President, ED (*ex-officio* non-voting), and one Member-at-Large. The Member-at-Large will be appointed for one year by the President from the Board and confirmed by the Board, on the basis of providing balanced representation from government, academia, and business sectors.
6. Standing Committees: The Board shall appoint standing committees and their members to support routine board functions). SETAC committees can operate on behalf of The Board though The Board retains the right to final approval. Board members are the only voting members of standing committees. Other committee members serve as *ex-officio* non-voting capacity.
7. Program Committees: The Board may appoint advisory program committees to support SETAC NA programs (e.g., awards, meeting program). The Board shall appoint at least one Board member liaison to each program committee. Program committees advise the Board though they do not have any authority to act on their own.
8. Ad hoc Committees: The Board through the person of the President may form *ad hoc* advisory committees, as needed, so designated to advise on specific short-term issues of concern to SETAC NA.
9. Councils: SETAC NA may facilitate councils to allow for interaction amongst various groups. The Regional Chapter Leadership Council is comprised of officers of regional chapter boards and is there to provide a forum for interaction. The North America Student Advisory Council (NASAC) is comprised of a Vice Chair, a Chair, and an Outgoing Chair, a student representative from each of the



SETAC NA Regional Chapters, as well as two (2) Members-at-Large. NASAC provides a forum for the discussion of issues relevant to SETAC NA students.

Article VI. Administration

1. The SETAC NA Board has oversight responsibility over the programs and finances of SETAC NA and maintains the sustainability of the Board. The Board promotes the image of SETAC NA and has a responsibility to ensure legal and ethical integrity and maintain accountability of the society.
2. The Board selects and appoints an ED to administer the affairs of SETAC NA and manage its programs. The SETAC NA ED has both ambassadorial and administrative roles and is responsible for the management of all SETAC NA activities and programs to undertake Board activities.
3. The SETAC NA ED reports directly to the Board, while performance evaluation is conducted by the presidential chain (Past President, President, Vice President). With specific reference to SETAC, the SETAC NA ED is responsible for working with other SETAC ED to help ensure that the SETAC NA needs, objectives, and workplans are being met and are consistent, where appropriate, with the needs and objectives of SETAC and other GUs.
4. Details regarding the role and responsibility of the Board and the ED are outlined in the Board's Procedural Manual.

Article VII. Meetings

1. The Board shall determine the number, times, and places of Board meetings. The SETAC NA ED, President or designee shall send to each Board member a notice of the date, time and forum (online or venue) a minimum of one month in advance. In scheduling face-to-face meetings, the President shall strive to provide as much lead time as possible (e.g., up to six months) to allow Board members to plan attendance for the meeting.
2. One meeting of the Board annually shall be designated as the Annual Membership General Assembly Meeting. The meeting may be held in person in conjunction with the annual meeting or online in a fashion pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to members, pose questions, and make comments. At this meeting there shall be reports from the officers, a report on the finances, and other items of business.
3. The SETAC NA ED, President, or designee shall send to each Board member an agenda of the meeting a minimum of three business days ahead of the meeting.
4. The President shall convene the Executive Committee or Board for a special meeting whenever the affairs of SETAC NA require it. Special meetings may include all Board members or be restricted to only voting Board members.
5. A request to the President, made in writing, and approved by three (3) members of the Executive Committee, shall render the convening of the Board obligatory.
6. All SETAC NA Board meetings will follow procedures as outlined in the Board Procedures Manual.
7. Any Board Member can submit an agenda item for consideration by the Board. This submission must occur at least 15 days prior to a scheduled meeting to be potentially considered as an agenda item for that meeting.
8. A quorum of the Board shall consist of two-thirds of the Board members.



9. Voting motions should occur at Board meetings.
10. In order for a motion to be passed, a simple majority (>1/2) of the votes cast where a quorum is present is required. Abstentions and invalid votes are not counted to determine a majority.
11. When it is necessary to vote between meetings, recognized electronic voting ('e-vote') systems may be used. Votes by e-vote have to be unanimous to pass under Washington DC non-profit law.
12. Proxy votes are not permitted under Washington DC non-profit law.
13. Special meetings may be convened within a minimum of (3) days written notice.

Article VIII. Amendments

14. The Board or ten percent (10%) of the voting membership (full member) of SETAC NA may propose an amendment to the Articles of Incorporation. The proposed amendment must be transmitted to the voting membership by the Board 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 members of the Society who cast votes is required to adopt the proposed change and voting will be conducted online.
 1. An amendment to the SETAC NA bylaws may be proposed by the Board. The proposed amendment must be transmitted to each Board member not less than one (1) month or more than two (2) months prior to the meeting of the Board at which time the amendments are to be considered. A two-thirds (2/3) majority vote of the Board members present at the meeting and voting affirmative constitutes adoption of the proposed change to the bylaws.
 2. SETAC NA Bylaws must always remain consistent with SETAC Bylaws.

Article IX. Compensation

Compensation: SETAC NA shall not pay any compensation to Board members for services to the Society, except that Board members may be reimbursed for expenses incurred in the performance of their duties to SETAC NA as outlined in the fiscal policy, in reasonable amounts as planned in the budget.

No Personal Liability: The members, Board members, and officers of SETAC NA shall not be personally liable for any debt, liability, or obligation of SETAC NA. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against, SETAC NA, may look only to the funds and property of SETAC for the payment of any such contract or claim, or for the payment of any debt, damages, judgment, or decree, or of any money that may otherwise become due or payable to them from SETAC NA.

Article X. Indemnification

SETAC NA shall, to the extent legally permissible, indemnify each person who serves as one of its Board members or officers, or who serves at its request as ED and the SETAC NA staff (each such person being called a Person) against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by such Person in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which such Person may be involved or with which such Person may be threatened, while in office or thereafter, by reason of being or having been such a Person, except with respect to any matter as to which such Person shall have been adjudicated in any



proceeding not to have acted in good faith in the reasonable belief that their action was in the best interests of SETAC NA or, to the extent that such matter relates to service at the request of SETAC NA.

Article XI. Distribution on Dissolution

Dissolution of SETAC NA shall occur consistent with the Articles of Incorporation.

Amended 7 January 2004

Amended 8 February 2008

Amended 15 February 2019

Amended 14 November 2020

Amended 16 May 2023

Amended 25 February 2026