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## SETAC 2026 Restated Bylaws

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### Contents

<b>Article 1. Purpose and Goals .....</b>	<b>2</b>
<i>Art. 1.1 Purpose .....</i>	<i>2</i>
<i>Art. 1.2 Goals .....</i>	<i>2</i>
<b>Article 2. SETAC Organizational Structure .....</b>	<b>2</b>
<i>Art. 2.1 SETAC Entities .....</i>	<i>2</i>
<i>Art. 2.2 Geographic Units .....</i>	<i>3</i>
<i>Art. 2.3 Regional Chapters .....</i>	<i>4</i>
<i>Art. 2.4 Management .....</i>	<i>4</i>
<b>Article 3. Membership, Dues and Finances .....</b>	<b>4</b>
<i>Art. 3.1 Membership administration .....</i>	<i>4</i>
<i>Art. 3.2 Membership levels and dues .....</i>	<i>4</i>
<i>Art. 3.3 Geographic Unit Contributions .....</i>	<i>5</i>
<i>Art. 3.4 Year plan and Budget .....</i>	<i>5</i>
<i>Art. 3.5 Funds Management .....</i>	<i>5</i>
<i>Art. 3.6 Financial Statements and Audit .....</i>	<i>5</i>
<b>Article 4. General Meeting .....</b>	<b>5</b>
<i>Art. 4.1 Annual Meeting .....</i>	<i>5</i>
<i>Art. 4.2 Special Meetings .....</i>	<i>5</i>
<i>Art. 4.3 Notice .....</i>	<i>6</i>
<i>Art. 4.4 Online meetings .....</i>	<i>6</i>
<i>Art. 4.6 Electronic Voting .....</i>	<i>6</i>
<i>Art. 4.5 Quorum .....</i>	<i>6</i>
<i>Art. 4.6 Required Majority .....</i>	<i>6</i>
<b>Article 5. Board of Directors .....</b>	<b>6</b>
<i>Art. 5.1 Composition of the Board .....</i>	<i>6</i>
<i>Art. 5.2 Geographic Unit liaison .....</i>	<i>7</i>
<i>Art. 5.3 Nominations and election of directors .....</i>	<i>7</i>
<i>Art. 5.4 Terms of appointment .....</i>	<i>7</i>
<i>Art. 5.5 Duties of The Board .....</i>	<i>7</i>
<i>Art. 5.6 Observers .....</i>	<i>7</i>
<i>Art. 5.7 Officers .....</i>	<i>7</i>
<i>Art. 5.8 Meeting schedule .....</i>	<i>8</i>
<i>Art. 5.9 Agenda and Notice .....</i>	<i>8</i>
<i>Art. 5.10 Special Meetings .....</i>	<i>8</i>
<i>Art. 5.11 Quorum .....</i>	<i>8</i>
<i>Art. 5.12 Voting .....</i>	<i>8</i>

<b>Article 6. Executive Committee and Executive Director .....</b>	<b>9</b>
<i>Art. 6.1 Executive Committee .....</i>	<i>9</i>
<i>Art. 6.2 Global Executive Director.....</i>	<i>9</i>
<i>Art. 6.3 Duties .....</i>	<i>9</i>
<b>Article 7. Committees, Groups and Sections .....</b>	<b>9</b>
<i>Art. 7.1 Formation of committees.....</i>	<i>9</i>
<i>Art. 7.2 Standing Committees.....</i>	<i>9</i>
<i>Art. 7.3 Ad Hoc Committees.....</i>	<i>9</i>
<i>Art. 7.4 Program Committees.....</i>	<i>10</i>
<i>Art. 7.5 Interest and Affinity Groups.....</i>	<i>10</i>
<i>Art. 7.6 Sections .....</i>	<i>10</i>
<b>Article 8. Amendments.....</b>	<b>10</b>

## **Article 1. Purpose and Goals**

### *Art. 1.1 Purpose*

The Society of Environmental Toxicology and Chemistry (SETAC; the Society) *is a District of Columbia non-profit corporation that operates as a worldwide professional organization* focused on advancing environmental science and management through education, collaboration, communication, and leadership 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.

### *Art. 1.2 Goals*

*Further to the main objective and specific purposes of the society as set forth in the Articles of Association, specific goals of the Society are:*

- a) To promote research, education, communication and training in the environmental sciences.
- b) To promote the application of interdisciplinary environmental sciences in managing chemicals and other stressors.
- c) To participate in scientific interpretation and communication of exposure to and effects of environmental stressors, ecological risk assessment/management, and solutions for global environmental problems.
- d) To provide forums for communication and interactions among professionals on a multi- sector, interdisciplinary, and multinational basis on environmental issues.
- e) To promote the development of principles and practices for sustainable environments, considering appropriate ecological, economic, and social aspects.

## **Article 2. SETAC Organizational Structure**

### *Art. 2.1 SETAC Entities*

SETAC aims to advance its global mission and promotes the organization of activities all over the world through several entities. SETAC entities are active on different geographical scales and include

- a) **SETAC**: the global umbrella organization for all SETAC members and entities and *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.*
- b) **SETAC Geographic Units (GUs)**: 1<sup>st</sup> level of subsidiary organizations to serve the specific needs of members at the regional (continent) level.
- c) **SETAC Chapters** (also referred to as Branches): 2<sup>nd</sup> level of subsidiary organizations to serve the specific needs of members at the local (country, state) level

GUs and Regional Chapters are subject to approval by SETAC. SETAC retains the right to dissolve or terminate any GUs and Regional Chapters in its sole discretion.

### *Art. 2.2 Geographic Units*

SETAC is divided into Geographical Units (GUs), each serving *SETAC members that are affiliated by virtue of geographic proximity.*

The SETAC Geographic Units

- a) Must be approved by the SETAC Board of Directors, also referred to as “The Board”
- b) Must organize regular activities targeted on the membership in the GU to advance the mission of SETAC.
- c) Must adhere to the regulations stipulated in the SETAC [Articles of Incorporation](#) and Bylaws of SETAC, the global organization
- d) Must adhere to the policies and procedures promulgated by SETAC
- e) Must operate either as an unincorporated entity under the fiduciary responsibility of the SETAC Board with delegated responsibilities to a GU Council, or as an incorporated entity under the fiduciary responsibility of a GU Board of Directors.

#### SETAC Incorporated Geographic Units

- a) Must be registered as a legal entity with reference to SETAC as the parent organization
- b) Must provide evidence of financial resources and revenues sufficient to sustain the activities of the GU.
- c) Must consist of SETAC members residing in the countries assigned by SETAC to the GU
- d) Must be governed by a board of directors elected by the voting membership of the GU.

#### SETAC unincorporated GUs

- a) Must organize regular activities targeted on the membership in the GU to advance the mission of SETAC.
- b) Must consist of SETAC members residing in the countries assigned by SETAC to the GU.
- c) Must be managed by a GU Council nominated by the voting membership of the GU and appointed by the SETAC Board.

The relationship between SETAC and its GUs, and the division of responsibilities are set forth on internal agreements subject to mutual approval by the SETAC Board and the GU Board or Council.

### *Art. 2.3 Regional Chapters*

SETAC GUs may establish Regional Chapters (also referred to as Regional Branches or Chapters) to address the needs of its members at the local level.

#### SETAC Regional Chapters

- a) Must be approved by the SETAC GU Board of Directors and ratified by the SETAC Board of Directors.
- b) Must organize regular activities targeted on the membership in the Branch/Chapter to advance the mission of SETAC.
- c) Must provide formal English translations of all governance documents if operating under a local language other than English.
- d) Must adhere to the regulations stipulated in the Articles of Incorporation and Bylaws of SETAC, the global organization and the Articles of Incorporation and Bylaws of the SETAC GU.
- e) Must adhere to the policies and procedures promulgated by SETAC.
- f) May operate either as an unincorporated entity under the fiduciary responsibility of the responsible board or as an incorporated entity under the fiduciary responsibility of the Chapter's Board of Directors.

### *Art. 2.4 Management*

The affairs of SETAC shall be managed by The Board and be regulated by the SETAC [Articles of Incorporation](#), these By-Laws, and a set of Procedures.

The Board may appoint an Executive Director - the SETAC Global Executive Director (GED) - to manage the operational affairs of SETAC and act as Chief Operating Officer.

The GU Executive Directors (if any) shall be appointed by the respective GU board or Councils in consultation with The Board and shall serve at the discretion of, the respective GU board or Councils.

## **Article 3. Membership, Dues and Finances**

### *Art. 3.1 Membership administration*

All Members of SETAC are administered in the SETAC global membership database and are

- a) Automatically assigned to a GU on the basis of their country of residence (corresponding address), and
- b) Manually assigned to a Chapter on the basis of self-selection.

### *Art. 3.2 Membership levels and dues*

SETAC Memberships levels, dues and associated benefits are defined in the Membership Procedures authorized by The Board. The Board may revise the membership classes or establish other such classes and criteria of membership as it deems appropriate, including assigning voting rights, imposing fees and dues, and establishing the manner of suspension, termination, or reinstatement of membership.

### *Art. 3.3 Geographic Unit Contributions*

SETAC GUs contribute to the costs of the Global Services and Programs for the benefit of all SETAC members worldwide. GU contributions are set according to the GU Contributions Procedures authorized by The Board.

### *Art. 3.4 Year plan and Budget*

The SETAC Year plan and Annual Budget is subject to approval by The Board.

Recognizing the interdependency of the SETAC budget and the SETAC GU Budgets, SETAC and SETAC GUs strive to present a Consolidated year plan and budget ahead of the start of the financial year.

The financial year of the Society shall begin on January 1 and end on December 31 of the same year.

### *Art. 3.5 Funds Management*

The Board may authorize any Officer, or the SETAC Global Executive Director, to enter into any contract, to execute and deliver any instrument, or distribute funds in the name of or on the behalf of SETAC, and such authority may be general or confined to specific instances and must be specified in **Board Procedures** approved by The Board.

All funds of SETAC shall be managed by the Financial Procedures approved by The Board.

### *Art. 3.6 Financial Statements and Audit*

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 SETAC's books and accounts at any time to be presented along with a management report.

## **Article 4. General Meeting**

### *Art. 4.1 Annual Meeting*

An Annual General Meeting of the Members shall be held each year at a date, time, and place within or outside of the District of Columbia determined by the Board of Directors. The purposes of the Annual Meeting shall include receiving reports of the Society's activities, electing directors (if applicable), and addressing any other business requiring action by the Members..

### *Art. 4.2 Special Meetings.*

Special General Meetings of the Members may be called at any time by the President, by a majority of the Board of Directors, or by Members holding at least ten percent (10%) of the voting power, unless a different percentage is required by applicable law.

#### *Art. 4.3 Notice.*

Written notice of any General Meeting of the Members shall be delivered not fewer than ten (10) nor more than sixty (60) days before the meeting date. The notice shall state the date, time, and place of the meeting and, in the case of a special meeting, the purpose(s) for which the meeting is called. Only business within the notice may be transacted at a special meeting.

#### *Art. 4.4 Online meetings*

General Meetings of the Members do not need to be held at a geographic location if the meeting is held by means of the Internet or other electronic communication technology 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.

#### *Art. 4.6 Electronic Voting*

All voting for the election of directors shall be conducted exclusively through electronic means in advance of the annual General Meeting of the Members. Members will access a secure online voting platform, which will be available fourteen (14) days weeks prior to the meeting. The voting period will close seven (7) days before the meeting begins. Instructions for electronic voting will be distributed to all eligible members via [email/website/other method]. The electronic voting system will ensure confidentiality and security of all votes, which will be tallied and verified before the meeting.

#### *Art. 4.5 Quorum*

Except as otherwise provided by the Articles of Association or these Bylaws, the General Meeting of the Members may deliberate validly irrespective of the number of voting Members present or represented.

#### *Art. 4.6 Required Majority*

Except as otherwise provided in the Articles of Association or these Bylaws, all resolutions will be adopted by a simple majority of the votes cast by the General Meeting. In the event of a tied vote, the Chairman of the meeting will have the deciding vote. All resolutions will be made known to all Members.

Unless unanimously agreed upon, the General Meeting may only take action in respect of matters mentioned in the agenda of the meeting.

### **Article 5. Board of Directors**

#### *Art. 5.1 Composition of the Board*

The Board shall consist of nine (9) to twelve (12) voting members with the exact number of Directors to be determined by The Board. The SETAC Global Executive Director serves as non-voting secretary of The Board.

### *Art. 5.2 Geographic Unit liaison*

The Board shall appoint a liaison from within The Board for each GU board/council. The liaison shall be a non-voting ex officio member of that GU board/council.

### *Art. 5.3 Nominations and election of directors*

The Board shall appoint a Governance Committee to cultivate, nominate, and develop volunteer leaders for SETAC according to Governance Procedures approved by The Board.

Directors are nominated by the Governance Committee and elected by the SETAC membership in accordance with the criteria and procedures set forth in Procedures approved by The Board. Voting eligibility is defined in the Membership Policy approved by the Board.

### *Art. 5.4 Terms of appointment*

The terms of the SETAC board members shall be three (3) years and shall be staggered so that approximately one third (1/3) of the voting members' terms end each year and become open for the election of new board members. The terms begin on January 1 and end on December 31.

If a vacancy occurs between the terms The Board must meet to:

- a) co-opt a director within a reasonable period of time to serve the remainder of the year until the next elections if the vacancy occurs 5 or more months before the next election
- b) leave the post open until the next elections if the vacancy occurs in less than 5 months before the next election

### *Art. 5.5 Duties of The Board.*

Duties of The Board are set forth in the Board Procedures and must be approved by The Board.

### *Art. 5.6 Observers*

All members of SETAC may attend any governing body meeting as observer, unless otherwise restricted by the Board.

The Board may, by a majority vote of the directors present, convene an in camera session at any time to discuss sensitive or confidential matters.

Separate minutes shall be recorded for any in-camera session. These minutes shall be maintained confidentially and shall not be included in the general Board minutes, except to note that an in-camera session occurred and to record any decisions that the Board determines must be reflected in the public record.

### *Art. 5.7 Officers*

The officers of The Board shall be five: President, Vice-President, Treasurer, the Immediate Past President, and the Global Executive Director as Secretary.

The Vice-President and Treasurer will be elected by The Board from the membership of The Board or from SETAC members in good standing that have previously served in SETAC governance.

The individual elected as Vice President will serve one (1) year and then become President upon completion of the Vice-Presidential year. The President will serve for one (1) year and then become immediate Past President upon completion of the presidential year. The Treasurer shall serve for three (3) years. Terms of officers start on 1 January and end on December. The Global Executive Director shall serve as Secretary.

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. If the President position becomes vacant and the Vice President is unable to serve, or if the Vice President or Immediate Past President are unable to serve for any reason, the Board may appoint officers to fill such vacant positions to serve for the remainder of their term.

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.

#### *Art. 5.8 Meeting schedule*

The Board shall determine the number, times, and places of board meetings.

#### *Art. 5.9 Agenda and Notice*

The SETAC Global Executive Director, 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.

Any Board Member can submit an agenda item for consideration by the Board. This submission must occur at least (10) days prior to a scheduled meeting to be potentially considered as an agenda item for that meeting.

The SETAC Global Executive Director, President, or designee shall send to each board member an agenda and all preparatory documents of the meeting a minimum of three days ahead of the meeting.

#### *Art. 5.10 Special Meetings*

The President shall convene the Board for a special meeting whenever the affairs of SETAC require it. Special meetings may include all board members or be restricted to only voting Board members. Special meetings may be convened with five (5) days written notice.

#### *Art. 5.11 Quorum*

The Board may validly deliberate only if at least two third (2/3) of the voting members are present.

#### *Art. 5.12 Voting*

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.

Recognized electronic voting ('e-vote') systems are an acceptable means of voting, providing reasonable notice is provided to all board members for notification and participation in the vote. Votes by e-vote outside meetings have to be unanimous to pass.

## **Article 6. Executive Committee and Executive Director**

### *Art. 6.1 Executive Committee*

The Executive Committee will include the Officers (i.e., President, Vice-President, Immediate Past President, Treasurer, and Secretary). One Member-at-Large may be appointed for one year by the President from the Board and confirmed by the Board.

### *Art. 6.2 Global Executive Director*

The SETAC Global Executive Director shall be appointed by, and serve at the discretion of, the Board. The Global Executive Director as Secretary shall be a non-voting member for the Executive Committee.

### *Art. 6.3 Duties*

The duties of the Executive Committee and the Global Executive Director are set forth in the Board Procedures and must be approved by The Board.

## **Article 7. Committees, Groups and Sections**

### *Art. 7.1 Formation of committees*

The Board shall be responsible for the formation and dissolution of all SETAC standing committees, program committees, steering committees, ad-hoc committees, interest groups, affinity groups as well as sections.

The President must approve and/or appoint the chairs of all committees and groups.

The composition of the SETAC committees should strive for diversity consistent with SETAC's principles and values.

The duties and procedures for SETAC committees are set forth in Procedures approved by The Board.

### *Art. 7.2 Standing Committees*

The Board shall appoint standing committees and their members to support routine board functions (e.g., finance). 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 in an ex-officio non-voting capacity.

### *Art. 7.3 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 matters to SETAC.

### *Art. 7.4 Program Committees*

The Board may appoint program committees to support SETAC programs (e.g., awards). 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.

### *Art. 7.5 Interest and Affinity Groups*

The Board approves SETAC Interest Groups and Affinity Groups. Interest Groups provide a vital forum for members to advance a scientific topic under the SETAC umbrella. SETAC Affinity Groups provide a forum for engagement for members with common characteristics and shared pursuits in areas complementary to SETAC science. SETAC Groups operate under the SETAC umbrella, according to Group Guidelines and Procedures approved by The Board.

### *Art. 7.6 Sections*

The Board approves Sections. SETAC Sections are groups that overlap with SETAC in mission and scope, which SETAC supports administratively. While they are governed separately, Sections must adhere to SETAC's principles, values and policies.

## **Article 8. Amendments**

An amendment to the SETAC 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 by-laws.

## **Document Control**

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