

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF THE SOCIETY OF ENVIRONMENTAL TOXICOLOGY AND CHEMISTRY

Approved by the SETAC World Council and the SETAC Global Membership on the 30th of June, and Filed at the Department of Licensing and Consumer Protection Corporations Division Washington, D.C. on 7th of September 2023.

Pursuant to the provisions of the District of Columbia Nonprofit Corporation Act of 2010, the undersigned adopts the following Amended and Restated Articles of Incorporation. The restatement contains an amendment to the articles of incorporation.

FIRST: The name of the corporation is: Society of Environmental Toxicology and Chemistry (SETAC).

SECOND: The period of duration is perpetual.

THIRD: This corporation is incorporated as a nonprofit corporation under D.C. Code Title 29 Chapter 4 (District of Columbia Non-Profit Corporation Act). The corporation is organized and shall be operated exclusively as a business league, within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws); and within such limits, to administer, and expend funds for the specific purposes as stated in the FOURTH article.

FOURTH: The main objective of the corporation is to advance environmental science and management through education, collaboration, communication, and leadership.

The specific purposes of the corporation are:

- Provide life-long learning and professional development opportunities for all career stages,
- Foster collaboration by increasing membership, engagement, diversity and partnerships,
- Provide world-class science communication forums for members and stakeholders,
- Develop leadership of SETAC and its members in the environmental science and environmental management community,
- Participating in any and all other activities permitted under the Act and which are not inconsistent with the Corporation's main objective and qualifications as an organization described in Section 501(c)(6) of the Code.

FIFTH: The corporation shall have members. The conditions, rights, and obligations of membership shall be stated in the Bylaws.

SIXTH: The affairs of the corporation shall be carried out through its Board of Directors. The number of Directors shall be fixed by the Bylaws, but shall not be less than three (3). The selection of Directors shall be as set forth in the Bylaws.

SEVENTH: No part of the net earnings of the corporation shall inure to or for the benefit of, or be distributable to, its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes and objects set forth in Article FOURTH hereof. Notwithstanding any other provision of these Articles, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any subsequent federal tax laws).

EIGHTH: Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation remaining after payment of the debts of the corporation or provision therefor shall be distributed exclusively for the common business interests of the members of the corporation to the fullest extent allowed to an organization described in Section 501(c)(6), and any remaining property or assets of the corporation shall be distributed to an organization or organizations which are then exempt from federal tax under Section 501(c)(6) or Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding section of any future federal tax code). The Board of Directors shall determine how the corporation's assets will be distributed pursuant to this Article.

NINTH: An amendment to these Articles of Association may be proposed by the Board or the voting membership of the corporation. An amendment to these Articles shall require a minimum of 30 days written notice and shall require approval of the voting membership. An amendment requires a simple majority (>50% of the ballots cast) to approve it. The Bylaws of the Corporation may be adopted, amended, or repealed by the Board of Directors.

TENTH: A director shall not be liable to the corporation or its members for money damages for any action taken, or any failure to take any action, as a director, to the fullest extent allowed by the District of Columbia Nonprofit Corporation Act of 2010, as amended. No amendment or repeal of this paragraph shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any act or omission on the part of such director occurring prior to such amendment or repeal. The corporation shall indemnify a director for liability to any person for any action taken, or any failure to take any action, as a director, subject to such limitations and restrictions as required under law, except liability for (i) receipt of a financial benefit to which the director is not entitled, (ii) an intentional infliction of harm, (iii) a violation of Section 29-406.33 (Directors Liability for Unlawful Distributions) of the District of Columbia Nonprofit Corporation Act, as amended or (iv) an intentional violation of criminal law.

ELEVENTH: The address, including the street and number, of its registered office is 1015 15th St NW, Suite 1000, Washington, DC 20005, and the name of its registered agent is C T CORPORATION SYSTEM.

These Amended and Restated Articles of Incorporation were duly approved by the Board of Directors and the members on the 30th day of June, 2023, in the manner required by D.C. Code, Title 29, Chapter 4.