

# SETAC NORTH AMERICA BYLAWS

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## Article I. Organizational Structure and Duties

1. The Society of Environmental Toxicology and Chemistry North America (SETAC NA) is a Geographic Unit (GU) of the Society of Environmental Toxicology and Chemistry (SETAC; the Society) and is governed by the SETAC NA Board of Directors (Board). SETAC is a learned scientific society, governed by the SETAC World Council (SWC) which has proportional representation from SETAC's five GUs: SETAC North America (SETAC NA), SETAC Europe (SE), SETAC Asia-Pacific (SAP), SETAC Latin America (SLA), and SETAC Africa (SAf). Both SETAC and SETAC NA are chartered in the United States, while governance entities for other GUs are chartered in their respective regions. All Members of SETAC NA belong to SETAC and are represented and administered by SETAC NA. Regional Chapters within SETAC NA are governed by the Board but have their own Regional Chapter Boards of Directors and constitutions.

SWC 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 worldwide. The structure, operations, and procedures of SWC are detailed in the SETAC Constitution and SETAC Bylaws. The SWC 1) Establishes membership criteria, policy, and dues and maintains related information in a secure manner; 2) Publishes high quality scientific journals, books, websites, or other appropriate vehicles and provides regular communication among members through newsletters and electronic media; 3) 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; 4) Manages financial resources of the Society through regular meetings of the Global Finance Committee; 5) Interacts with other multi-national organizations on a global scale; and 6) 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. Under the administrative structure of SETAC, the SETAC NA Executive Director (ED) and the Board

work with the SETAC Global Executive Director (GED) to prioritize activities and to help ensure that SETAC NA needs, objectives, and work plans are being met and are consistent, where appropriate, with SETAC needs and objectives.

2. The official language of SETAC NA shall be English.
3. The duties of the governing bodies of SETAC NA and the ED are as follows:
  - a. The SETAC NA Board of Directors (Board):
    - i. Represents members that are trained or experienced in disciplines related to environmental sciences, education, and management and are affiliated with SETAC North America by virtue of geographical location.
    - ii. Manages the business, functions, programs, and activities of SETAC NA, its committees, and its publications, in accordance with the philosophy, goals, and objectives of SETAC.
    - iii. Determines its policies or changes therein.
    - iv. Actively executes established objectives.
    - v. Establishes the financial policies and has fiduciary responsibility of SETAC NA and is accountable for SETAC NA assets.
    - vi. Is responsible for interpreting the SETAC NA Bylaws and updating them on a regular basis.
    - vii. May adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to the SETAC NA Executive Committee (Executive Committee).
    - viii. Represents all members, as defined in the SETAC Constitution and Bylaws, that are affiliated with SETAC NA by virtue of geographic proximity.
    - ix. Elects representatives to the SWC in a manner that maintains sectoral balance and strives to enhance diversity and inclusivity.
    - x. Directs SETAC NA in holding regular meetings to provide forums for scientific exchange.
    - xi. Interacts with national and international organizations within North America to promote SETAC and its goals.
    - xii. Establishes regional policy and takes such action as seems desirable and appropriate to promote the mission and objectives of the Society. SETAC's mission is to support the development of principles and practices for the protection, enhancement, and management of sustainable environmental quality and ecosystem integrity.
    - xiii. Provides evidence of financial resources and potential for revenue growth sufficient to sustain the activities of SETAC NA.
    - xiv. Determines the duties of the ED in consultation with the SETAC GED and SWC.
    - xv. Establishes and dissolves Regional Chapters.
    - xvi. Supports and maintains the right of SETAC NA to publish scientific material (e.g., workshop proceedings, literature related to contract work).
    - xvii. Always acts with integrity and in the best interests of SETAC.

b. SETAC NA Officers

- i. The Officers of the Board shall consist of the President, Vice-President, Immediate Past President, and Treasurer and they are elected by the Board.
- ii. The President has the overall executive responsibility for the management of SETAC NA and is directly responsible for carrying out the orders of the Board.
- iii. The Vice-President (President-elect) will coordinate long-range planning activities and assist the President in matters designated by the President (e.g., chair *ad hoc* committees as needed).
- iv. The Immediate Past President will coordinate all aspects of the annual ED performance review and solicit nominations for and coordinate election of members to the Board and SWC.
- v. The Treasurer is the chief financial officer of SETAC NA and is responsible for controlling and recording its finances and liaising with SWC on financial matters, which includes assisting with the preparation of the annual budget, periodic reports on the SETAC NA financial status, and participation in the annual budget audit.
- vi. The Executive Committee shall provide day-to-day executive direction and guidance to SETAC NA. The membership of the Executive Committee shall consist of the President, Vice-President, Treasurer, Immediate Past President, ED (*ex-officio*), 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 and other factors that ensure diverse perspectives, such as geographic location and gender.

c. SETAC NA Executive Director (ED):

- i. Shall be appointed by, and serve at the discretion of, the SETAC NA Board of Directors.
- ii. Administers the delivery of SETAC NA activities and delegated SWC activities in support of SETAC and in co-operation with Committee Chairs, the Board, and Executive Committee.
- iii. Administers the finances of SETAC NA, including reporting to the Board and GED on a regular basis, and overseeing and reporting on the annual financial audit of SETAC NA together with the Treasurer.
- iv. Works with and supports the Committees and Interest Groups of SETAC NA.
- v. Coordinates, communicates with, and manages SETAC NA staff to insure the smooth and consistent delivery of services and achieving the objectives of SETAC NA and SETAC.
- vi. Oversees the preparation and delivery of an annual report (financial status, audit, major activities, etc.) to the Board.
- vii. Coordinates the regular meetings of the Board and its Committees and Interest Groups.
- viii. Implements SWC general society policy as applicable to SETAC NA in a timely and consistent manner.
- ix. Ensures cost-conscious use of SETAC resources to achieve SETAC NA goals as defined by the Board [and vice versa] to support the mission of SETAC NA.
- x. Manages outside contracts and revenue generation activities specific to SETAC NA (e.g., Pellston and other types of workshops, etc.)
- xi. Interacts with national and international organizations within North America and promotes SETAC with these organizations.
- xii. Acts with integrity and in the best interests of SETAC NA and SETAC.
- xiii. Shall serve as the secretary, or identify an alternate secretary, during meetings, and have custody of

the records of the SETAC NA available to all Board members.

xiv. Helps to define Regional Chapter borders based on proposals for new chapters and/or to resolve border disputes.

d. SETAC NA Regional Chapters

- i. Represent members in a specific region.
- ii. May hold scientific meetings of regional interest.
- iii. May raise funds to support local activities.

## **Article II. Membership**

1. Application for Members, Associate Members, Senior Active Members, Emeritus Members, Student Members, Recent Graduate Members, Sustaining /Affiliate Members, and Global Partner/Global Affiliate Members shall be made on an application authorized by the SWC. An Emeritus Member is selected and so honored by the SWC but may be recommended by the Board, in recognition of their contribution to the field and to SETAC.
2. The qualifications and benefits of member categories are provided in the Constitution and Bylaws of SETAC.

## **Article III. Dues and Finances**

1. All membership dues shall be established annually by the SWC, with consideration given to the ability of the Society membership to pay.
2. Annual dues shall be assessed on the anniversary date of each member throughout the year. Dues notices will be provided in advance of the due date.
3. Any Member, Associate, Senior Associate, 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 GUs 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, GU, or Regional Chapter governing body.
5. The fiscal year of the Society and SETAC NA shall begin on January 1 and end on December 31 of the same year.
6. The Board may authorize any Officer, the GED, or the ED to enter into any contract up to \$25,000 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. Contracts in excess of \$25,000 must receive approval by the Board.
7. All funds of SETAC NA, not otherwise employed, shall be deposited as reserves from time to time to the credit of SETAC NA in such banks or other depositories as the ED may select, with concurrence from the Treasurer and approval by the Board. The Board may elect to authorize the ED and the Treasurer to make these decisions to deposit the above-stated funds without specific approval. Such reserves should equal 10-30% of the annual budget of SETAC NA to ensure uninterrupted services during hardship.
8. An audit of SETAC NA books and accounts by an independent professional auditing firm shall be completed

annually and presented to the Board, along with the management report and appropriate tax filing forms (IRS 990).

#### **Article IV. Elections and Formation of Committees**

1. The Board shall normally consist of sixteen (16) voting members, including the Immediate Past President, with an approximate equal representation from government, academia, business, and one (1) student member, the North American Student Advisory Council (NASAC) chair. The Board will also include two (2) *ex-officio*, non-voting members, the ED and NASAC vice-chair. While it will not always be possible to achieve complete sectoral balance, SETAC NA's goal will be to have approximately five (5) Board members from each of government, academia, and business at any given time. 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 two (2) years; the first year as an *ex-officio*, non-voting member and the second year as a voting member with the same rights and privileges as any other Board member. A new student member will be elected to the Board each year so there is a staggering of terms.
2. Candidates for the Board shall be nominated or self-nominate 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 Nominations Committee. Nominations for positions on the Board will be presented to presiding Board by a Nominations Committee that includes a Chair (Immediate Past President), the ED (*ex officio*), two Board members, and six SETAC NA members. The number of candidates to stand for election ideally should be more than the vacancies available. Board members, except for the Treasurer, may not be nominated for or serve consecutive terms. The nominations process must consider the experience of candidates as well as their sector, gender, diversity, 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. One or more nomination for NASAC vice-chair are brought forward to the Nominations Committee by the voting members of NASAC. Approval of the slate of candidates should occur with sufficient time for an election and Board members to plan to attend the November Board meeting. Further details on the nominations and elections procedures are available in the Nominations Committee SOP.
3. The officers of the Board will be elected by the Board from the membership of the current Board.
4. 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 no other suitable candidate is available, and is approved by the Board.
5. SETAC NA has an allocated number of positions on the SWC and these shall normally be filled first by appointment of the officers of the Board followed by election from the general membership. The following Officers of SETAC NA will normally be appointed as representatives on the SWC upon confirmation of their election to the position, in the following order, to fill the available positions: (i) President, (ii) Treasurer, (iii) Immediate Past President, (iv) Vice-President. Any SWC at-large position(s) will be filled by an open election from the general membership. Nominations for positions on the SWC will be presented to the Board by the SETAC NA Nominations Committee following guidance of the SETAC NA Nominations Committee SOP in a fair and transparent manner. Nominations may be of any member in good standing with SETAC residing in North America. The nominations process must consider experience, gender, diversity, and employer support, as well as the sector, but sectoral balance need not be strictly applied when in the best interest of the Society, as long as sectoral balance is achieved over time.
6. 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:

- (i) 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.
- (ii) 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.
- (iii) 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.
- (iv) 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.
- (v) Non-executive Board member – 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.
- (vi) Executive Committee member – Immediate Past President or Member-at-Large will be filled from ranks of current non-executive Board members and serve the remainder of term.
- (vii) Vice President – An extraordinary election will be held by the Board to fill this position.
- (viii) President – The Vice President will fill this role and an extraordinary 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.
- (ix) 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.
- (x) Change of employment sector or retirement and continued membership of Board members is not considered a vacancy and does not require any adjustment.

7. 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 Nominations 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 Nominations Committee SOP.

8. The Board shall be responsible for the formation and dissolution of all SETAC NA standing committees and special interest groups. The composition of the SETAC NA standing committees should strive for balance in sector and gender and seek diversity and inclusivity.

9. The President shall appoint the Committee Chair for all Committees which may be based on recommendations from the committee and the President shall appoint at least one Board member liaison to each standing committee and SETAC NA interest group. Only the SETAC NA Annual Meeting Program Committee Chairs and program committee members are approved by the Board following the SOP established by the Meetings Committee and the Awards and Fellowship Committee is the only committee that has a board member as a co-chair as established in the SOP by that committee. The President may form *ad hoc* committees which serve at their discretion during their term of office. *Ad hoc* committees are so designated to address specific short-term issues of concern to SETAC NA and should be composed to achieve sectoral and gender balance and seek diversity and inclusivity.
10. SETAC NA established the North America Student Advisory Council (NASAC) whose voting members comprise an executive of Vice Chair, Chair, and Outgoing Chair, a student representative from each of the SETAC NA Regional Chapters, as well as two (2) Members-at-Large. NASAC provides advice and recommendations or proposes initiatives to the Board and Student Advocacy Committee. It also represents a forum for the discussion of issues relevant to SETAC NA students.

## **Article V. Administration**

1. Administrative support shall be provided to the Board and such support shall be at the discretion of the Board and the Executive Committee and be subject to budgetary constraints. The Board is responsible for all programs and meetings in SETAC NA, including but not limited to annual or biennial meetings and long-range planning. The Board is responsible for budgeting within SETAC NA in coordination with the overall SETAC budget; the Board and Executive Committee approve a SETAC NA budget and exert control over all monies generated from within SETAC NA, notwithstanding membership dues. In addition, the Board is responsible for implementing SETAC policies and procedures as needed and interacting with the SWC on matters arising in SETAC NA that require global coordination or awareness.
2. Members of the Board shall;
  - a. Advance SETAC's mission and purposes and determine, monitor, and enhance SETAC NA's programs.
  - b. Act with integrity and in the best interest of SETAC.
  - c. Be forthcoming with any bias and act in a manner that in no way undermines the objectivity of discussions and activities.
  - d. Promote SETAC's image as a leading scientific society that is effective in promoting good science, the use of good science in policy and regulation, which entails encouraging innovative ideas and research, and career development of a diverse and inclusive membership;
  - e. Manage the business, functions, and activities of SETAC NA.
  - f. Oversee the resources and finances of SETAC NA.
  - g. Assist with the recruitment of new Board members.
3. Specific duties of Board Members to normal routine Board function shall include, at a minimum, the following responsibilities:
  - a. Strive to participate in three (3) face-to-face meetings each year, one of which will be held in conjunction with the annual SETAC NA meeting.
  - b. Participate in additional functions at the annual meetings including meals and receptions, mentoring activities, and committee meetings.
  - c. Participate in monthly conference calls with the Board.
  - d. Strive to attend the SETAC regional chapter meeting in their area and present Board activities at this

meeting.

- e. Support the activities of the Board through active and timely participation on issues circulated by email or discussed during meetings.
- f. Act as a Board liaison to a SETAC NA committee or advisory group (responsibilities in this regard include keeping up to date on activities through communications with the Chair of the committee/group and communicating these activities to the Board).
- g. Sign the SETAC NA Conflict of Interest (COI) form annually no later than the end of December, reporting any potential conflicts of interest to the Board for discussion and resolution.

**Note:** It is understood that serving as a member of the Board is a volunteer position, but it is expected that members of the Board attend meetings whether virtual or in person. However, for face-to-face meetings, extenuating circumstances (e.g., family emergencies, global viral pandemics) may prevent Board members from physically attending meetings and, in that case, every attempt should be made to attend the meeting remotely and actively participate in discussions and voting on motions brought forward to the Board. When participating in scheduled Board virtual meetings or remotely in face-to-face meetings, voting on motions will be conducted according to the SETAC NA policy on electronic voting.

4. The ED shall report to the Board and inform the GED and has both ambassadorial and administrative roles and is responsible for the operation and sound fiscal management of SETAC NA and for SETAC.
  - a. As an ambassador, the ED is responsible for establishing contacts with external groups within SETAC NA in order to support and further the mission of SETAC and to develop additional funding resources.
  - b. As an administrator, the ED is responsible for working and coordinating with the GED to prioritize activities and ensure that the needs, objectives, and work plans of SETAC NA and SETAC are being met.
  - c. The ED manages the business, reputation, functions, programs, financial resources, and activities of SETAC NA and is also responsible, along with GED, for the support of the volunteer leadership of SETAC.
  - d. The ED is responsible for the operation of the offices within SETAC NA, including compliance with regional legal requirements (e.g., tax status, labor code, benefits).
  - e. The ED is authorized to make purchases and hire individuals to accomplish the business of SETAC NA and the Society as a whole, within the limits of the spending authority determined by the Board, the budget allocated to SETAC NA, and in coordination with the GED.
  - f. The ED is responsible for the hiring, annual evaluation of performance, and retention of SETAC NA staff within the budget confines and takes direction from the Board for skill mix evaluations for the support staff in consultation with the GED.
  - g. The ED may enter into contracts up to \$25,000 as needed to accomplish projects and activities of SETAC NA, in consultation with the Board and providing that financial resources are available.
  - h. The performance of the ED will be subject to an annual evaluation which will be coordinated by the Immediate Past President.

## **Article VI. Meetings**

1. Twelve regular Board meetings are held annually and may be either virtual meetings (e.g., Zoom, GoToMeeting) or in-person meetings. The Board shall determine the number, times, and places of the in-person Board meetings and strive for three (3) face-to-face meetings per year.
2. One meeting of the Board, normally in November and associated with the Annual Meeting, shall be designated the Annual Business Meeting. At this meeting there shall be reports of officers, a report on the election of officers, and other items of business.



3. At least four (4) weeks before a regularly scheduled Board meeting, the ED or President shall send to each Board member a notice of the time and place of the meeting, or virtual meeting contact information. 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.
4. The President shall convene the Executive Committee or Board for a special meeting whenever the affairs of the Society 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 five (5) members of the SETAC NA membership, or three (3) members of the Executive Committee, shall render the convening of the Board obligatory.
6. All SETAC NA meetings will follow Robert's Rules of Order, as best as possible.
7. Any Member can submit an agenda item for consideration by the Board.
8. Board members should strive for consensus on all matters. In the absence of consensus, for a motion to be passed, a simple majority (>50%) of the votes cast is required. In the case of a tie vote, the matter should be further discussed and voted on again later.
9. Overall, proxy votes are not encouraged as a routine way to conduct voting. In rare cases, a Board member may be absent for discussion and voting on an important item of business and will give their limited proxy to another voting Board member, other than the President. No Board member shall hold more than one proxy vote in addition to their own vote. A limited proxy vote will be according to instructions provided by the voting Board member who solicited the proxy vote. If the proxy holder is unsure of how to vote, they may abstain for the proxy vote.

## **Article VII. Amendments**

1. The Board or one percent (1%) of the voting membership of SETAC NA may propose an amendment to the Constitution. 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.
2. An amendment to the bylaws may be proposed by the Board or one percent (1%) of the voting membership. 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.

## **Article VIII. General Prohibitions**

1. Notwithstanding any provision of the Constitution and bylaws which might be susceptible to a contrary construction:
  - a. SETAC NA shall not be organized or operated for any purpose other than scientific or educational purposes.
  - b. No part of the net earnings of SETAC NA shall or may, under any circumstance, benefit any private shareholder or any individual.
  - c. No substantial part of the activities of SETAC NA, as outlined in the tax codes of the State of Wisconsin, shall consist of lobbying or otherwise attempting to influence legislation.

- d. SETAC NA 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. SETAC NA shall not be organized or operated for profit.
- f. SETAC NA shall not end 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 SETAC NA by the SWC.
- g. SETAC NA shall not pay any compensation in excess of a reasonable allowance for salary or other compensation for personal services rendered.
- h. SETAC NA shall not make any part of its services available on a preferential basis.
- i. SETAC NA shall not make any purchase of securities or any other property, for more than adequate consideration in money or monies worth.
- j. SETAC NA shall not sell any securities or other property for less than adequate consideration for money or monies worth.
- k. SETAC NA shall not engage in any other transactions that result in substantial diversions of its income or corpus, to any officer, member of the SWC, Board of Directors, or contributor of SETAC NA.

#### **Article IX. Distribution on Dissolution**

1. Upon dissolution of SETAC NA the Board shall distribute the net assets and incurred income to the SWC.
2. Upon dissolution of SETAC NA, if the SWC is not able to receive the net assets and incurred income, the Board shall distribute the assets and incurred income to one (1) or more organizations as determined by the Board, which organization or organizations shall meet the limitations described in Article VIII, immediately preceding.

Amended 7 January 2004

Amended 8 February 2008

Amended 15 February 2019

Amended 14 November 2020