

## SETAC NORTH AMERICA BY-LAWS

### Article I. Organizational Structure

1. SETAC NA is a Geographic Unit of SETAC governed by the SETAC NA Board of Directors. SETAC is a learned scientific society, governed by the SETAC World Council (SWC) with proportional representation from Geographic Units. All Members belong to SETAC and are represented and administered by SETAC NA. Regional Chapters within SETAC NA are governed by the SETAC NA Board of Directors but have their own Regional Chapter Boards of Directors and constitutions.
2. The official language of SETAC NA shall be English.
3. The duties of the governing bodies and SETAC NA executive director are as follows:
  - a. SETAC WORLD COUNCIL (SWC):
    - i. Co-ordinates 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.
    - 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 periodic 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. SETAC Executive Director
    - i. With specific reference to SETAC NA, the SETAC ED is responsible for working with the SETAC NA Executive Director and the SETAC NA Board of Directors 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. Specific duties of the SETAC Director are provided in the document on "SETAC Approved Administrative Structure" and in the SETAC Constitution and By-laws.
  - c. SETAC NA Board of Directors:
    - i. The Board of Directors shall have supervision, control, and direction of the affairs of SETAC North America, its committees, and its publications; shall determine its policies or changes therein; shall actively execute established objectives, establish the financial policies of the SETAC NA, be accountable for SETAC NA assets, and shall be responsible for the interpretation of the bylaws. The Board 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 Executive Committee.
- ii. Represents members that are trained or experienced in disciplines related to environmental sciences, education and management and are affiliated with SETAC NA by virtue of geographic proximity.
  - iii. Sends representative(s) to the SWC in a manner that maintains sectorial balance.
  - iv. Promotes the objectives of SETAC within North America.
  - v. Holds regular meetings to provide forums for scientific exchange.
  - vi. Interacts with national and international organizations within North America to promote SETAC and its goals.
  - vii. Manages the business, functions, programs and activities of SETAC NA.
  - viii. Establishes regional policy and takes such action as seems desirable and appropriate to promote the mission and objectives of the Society.
  - ix. Provide evidence of financial resources and potential for revenue growth sufficient to sustain the activities of SETAC NA.
  - x. Determines the duties of the Executive Director in consultation with the SETAC Executive Director and SWC.
  - xi. Establishes and dissolves Regional Chapters.
  - xii. Maintains the right to publish scientific material (e.g., workshop proceedings, literature related to contract work)
  - xiii. Act with integrity and always in the best interest of SETAC

d. REGIONAL CHAPTERS:

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

e. SETAC NA EXECUTIVE DIRECTOR:

- i. Administers the delivery of SETAC NA activities and delegated SWC activities in support of SETAC and in co-operation with Committee Chairs, the Board of Directors and Executive Committee.
- ii. Administers the finances of SETAC NA, including reporting to the SETAC NA Board of Directors and SETAC Executive Director on a regular basis, and overseeing and reporting on the annual financial audit of SETAC NA.
- iii. Works with and supports the Committees of SETAC NA.
- iv. Co-ordinates, communicates with and manages SETAC NA staff to insure the smooth and consistent delivery of services and meeting of SETAC NA and SETAC objectives.
- v. Oversees the preparation and delivery of an annual report (financial status, audit, major activities, etc.) to the SETAC NA Board of Directors.
- vi. Co-ordinates the regular meetings of the SETAC NA Board of Directors and its committees.
- vii. Implements SWC general society policy.
- viii. Insures best use of SETAC resources in the provision of SETAC NA administrative resources.[ and vice versa]
- ix. Manages outside contracts and revenue generation activities specific to SETAC NA (e.g. Pellston and other types of workshops, etc.)

- x. Interacts with national and international organizations within North America and promotes SETAC with these organizations.
  - xi. Acts with integrity and in the best interest of SETAC NA and SETAC.
  - xii. Will help to define Regional Chapter borders based on proposals for new chapters and/or to resolve border disputes.
- c. SETAC NA Officers
- i. The Officers of the SETAC NA Board of Directors shall consist of the President, Vice-President, Past President and Treasurer.
  - ii. The president has the overall executive responsibility for the management of the society and is directly responsible for carrying out the orders of the Board of Directors. He/she is elected by the Board of Directors.
  - 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 SETAC NA ED performance review, and solicit nominations for and coordinate election of members to the SETAC NA Board of Directors 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.

## **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 SETAC NA Board of Directors, in recognition of his/her contribution to the field and to the Society.
2. The Qualifications and benefits of member categories are provided in the Constitution and By-laws of SETAC.

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

- 1 All 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, 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 Chapter governing body.
5. The fiscal year of the Society, and that of SETAC NA, shall begin on January 1 and end on December 31 of the same year.
  6. The SETAC NA Board of Directors may authorize any Officer, the SETAC Executive Director, or the Executive Directors of the GU's 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 the SETAC NA, and such authority may be general or confined to specific instances. Contracts in excess of \$25,000 must receive approval by the SETAC NA Board of Directors.
  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 Executive Director may select, with concurrence from the Treasurer and approval by the SETAC NA Board of Directors. The SETAC NA Board of Directors may elect to authorize the Executive Director 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 the SETAC NA to ensure uninterrupted services during hardship.
  8. An audit of SETAC NA books and accounts by an independent professional auditing concern shall be completed and presented to the SETAC NA Board of Directors annually.

#### **Article IV. Elections and Formations of Committee(s)**

1. The SETAC NA Board of Directors shall normally consist of fifteen (15) voting members, including the Immediate Past President, with an approximate equal representation from government, academia, and business. The SETAC NA Board of Directors will also include the SETAC NA ED as an ex-officio member, and ex-officio one student member. 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) Board members each from government, academia, and business.
2. The terms of the SETAC NA Board of Directors 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 SETAC NA Board of Directors members.
3. The SETAC NA Board of Directors shall be nominated from the voting membership and must be members of SETAC residing in North America. Nominations for positions on the SETAC NA Board of Directors will be presented to the SETAC NA Board of Directors by a Nominations Committee (Officers plus Members at large). Nominations may be of any Member in good standing of SETAC residing in North America. The nominations process must consider experience as well as the sectoral balance but need not be strictly applied when in the best interest of the Society as long as sectoral balance is achieved over time.
4. The officers of the SETAC NA Board of Directors will be elected by the SETAC NA Board of Directors from the membership of the SETAC NA Board of Directors.
5. The SETAC NA Board of Directors 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.
6. The representation of SETAC NA on the SWC to fill the allocated number of positions shall be by appointment of the officers of the Board of Directors as well as Members elected by the 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

The remaining available positions shall be filled by an election. Nominations for these positions on the SWC will be presented to the Board of Directors of SETAC NA by the SETAC NA Nominations Committee (Officers plus Members-at-Large). Nominations may be of any Member in good standing with SETAC residing in North America. The nominations process must consider experience as well as the sectoral balance but this need not be strictly applied when in the best interest of the Society as long as sectoral balance is achieved over time.

7. Representatives should strive for consensus on all matters. In the absence of consensus, in order for a motion to be passed a majority of the votes cast is required.
8. The SETAC NA Board of Directors shall be responsible for the formation and dissolution of all SETAC NA standing committees. The composition of the SETAC NA standing committees should strive for balance among the government, academic, and business sectors of the Society. The SETAC NA President shall appoint a committee chair, which may be based on recommendations from the committee, and a liaison to that committee from the SETAC NA Board of Directors.
9. The President may form *ad hoc* committees which serve at her/his discretion during his/her term of office. Ad hoc committees are so designated to address specific short-term issues of concern to SETAC NA. Ad hoc committees should be composed to achieve sectoral balance.
10. The Executive Committee will 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, Executive Director (*ex-officio*) and one Member-at-Large. The Member-at-Large will be appointed for one year by the President from the Board of Directors, and confirmed by the Board of Directors, on the basis of providing representation from government, academia, business and other factors such as geographic and gender balance.
11. The SETAC NA Student Advisory Council (SAC) will consist of a student representative from each of the SETAC NA Regional Chapters, as well as 2 Members-at-Large. The student council provides, as its primary function, advice and recommendations or new initiatives to the SETAC NA Board of Directors and Student Activities Committee. It also represents a forum for discussion on issues relevant to SETAC NA students. Membership on the SETAC NA SAC shall be by election within each Chapter for a period determined by the Chapter Board of Directors (or equivalent). The *ex-officio* student representative to the SETAC NA Board of Directors shall be elected by Student Activities Committee.

#### **Article V. Administration**

1. Administrative support shall be provided to the SETAC NA Board of Directors. Such support shall be at the discretion of the SETAC NA Board of Directors and Executive Committee and be subject to budgetary constraints. The Board of Directors is

responsible for all programs and meetings in the GU, including but not limited to annual or biennial meetings and long-range planning. The Board of Directors is responsible for budgeting within the GU in coordination with the overall SETAC budget; the Board of Directors and Executive Committee approves a GU budget and exerts control over all monies generated from within the GU, notwithstanding membership dues. In addition, the Board of Directors is responsible for implementing SETAC policies and procedures as needed and interacting with the SWC on matters arising in the GU that require global coordination or awareness.

2. Members of the SETAC Board of Directors shall advance SETAC's mission and purposes; determine, monitor and enhance SETAC NA's programs; act with integrity and in the best interest of SETAC; be forthcoming with any bias and act in a manner that in no way undermines the objectivity of discussions and activities; promote SETAC's image; manage the business, functions, and activities of SETAC NA; oversee the resources and finances of SETAC NA; and assist with the recruitment of new SETAC NA Board members. Members of the SETAC NA Board of Directors shall participate in 3 face-to-face meetings each year (one of which is held in conjunction with the annual North American meeting); participate in additional functions at the annual meetings (including meals and receptions, mentoring activities and committee meetings); participate in monthly conference calls with the SETAC NA Board; attend the SETAC regional chapter meeting in his or her area and present board activities at this meeting; support the activities of the SETAC NA Board through active and timely participation on issues circulated by email or discussed during conference calls or at meetings; act as a SETAC NA 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 communicate these activities to the SETAC NA Board.
3. The SETAC NA Executive Director shall report to the SETAC Executive Director and President of the SETAC NA Board of Directors. The SETAC NA ED has both ambassadorial and administrative roles and is responsible for the operation and sound fiscal management of the GU and for SETAC. As an ambassador, the ED is responsible for establishing contacts with external groups within the GU in order to further the mission of SETAC and to develop additional funding resources. As an administrator, the ED is responsible for working with the SETAC ED to prioritize activities and ensure that GU and SETAC needs, objectives, and work plans are being met. The ED manages the business, reputation, functions, programs, financial resources, and activities of the respective GU. The ED is also responsible, along with SETAC ED, for the support of the volunteer leadership of SETAC. The ED is responsible for the operation of the offices within their GU, including compliance with regional legal requirements (e.g., tax status, labor code, benefits). The ED coordinates activities with the SETAC ED in order to prioritize projects and activities and to ensure that the needs, objectives, and work plans of SETAC and the GU are being met. The ED is authorized to make purchases and hire individuals to accomplish the business of the GU and the Society as a whole, within the limits of the spending authority determined by the GU Boards and councils, the budget allocated to the GU, and in coordination with the SETAC ED. The ED is responsible for the hiring, evaluation, and retention of GU staff. The ED reports to their respective Board or Council who may assign them the responsibility to work for the SWC to carry out specific SETAC activities and projects, and in this case the ED is accountable to the SETAC ED with respect to the activity or project. The ED has the ability to enter into contracts as needed to accomplish projects and activities in consultation with the Board of Directors assigning the work and providing the financial resources. The ED will

undergo an annual performance evaluation which will be coordinated by the immediate past president.

#### **Article VI. Meetings**

1. The SETAC NA Board of Directors shall determine the number, times, and places of the SETAC NA Board of Directors meetings. There will be a minimum of three (3) regular meetings per year.
2. One meeting of the SETAC NA Board of Directors, 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 SETAC NA Board of Directors meeting, the SETAC NA Executive Director or SETAC NA President shall send to each representative a notice of the time and place of the meeting.
4. The President shall convene the Executive Committee or SETAC NA Board of Directors for a special meeting whenever the affairs of the Society require it.
5. A request to the President, made in writing, signed, 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 SETAC NA Board of Directors obligatory.
6. Any Member can submit an Agenda item for consideration by the SETAC NA Board of Directors.

#### **Article VII. Amendments**

1. The SETAC NA Board of Directors or one percent (1%) of the voting membership of the SETAC NA may propose an amendment to the Constitution. The proposed amendment must be transmitted to the voting membership by the SETAC NA Board of Directors 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.
2. An amendment to the By-Laws may be proposed by the SETAC NA Board of Directors or the voting membership. The proposed amendment must be transmitted to each SETAC NA Board of Directors member not less than one (1) month or more than two (2) months prior to the meeting of the SETAC NA Board of Directors at which time the amendments are to be considered. A two-thirds (2/3) majority vote of the SETAC NA Board of Directors 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 By-Laws which might be susceptible to a contrary construction:
  - a. The SETAC NA shall not be organized or operated for any purpose other than scientific, educational purposes.
  - b. No part of the net earnings of the SETAC NA shall or may, under any circumstance, benefit any private shareholder or any individual.

- c. No substantial part of the activities of the SETAC NA shall consist of lobbying or otherwise attempting to influence legislation.
- d. The 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. The SETAC NA shall not be organized or operated for profit.
- f. The 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 the SETAC NA by the SWC.
- g. The SETAC NA shall not pay any compensation in excess of a reasonable allowance for salary or other compensation for personal services actually rendered.
- h. The SETAC NA shall not make any part of its services available on a preferential basis.
- i. The SETAC NA shall not make any purchase of securities or any other property, for more than adequate consideration in money or monies worth.
- j. The SETAC NA shall not sell any securities or other property for less than adequate consideration for money or monies worth.
- k. The 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 the SETAC NA.

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

1. Upon dissolution of SETAC NA the SETAC NA Board of Directors 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 SETAC NA Board of Directors shall distribute the assets and incurred income to one (1) or more organizations as determined by the SETAC NA Board of Directors, which organization or organizations shall meet the limitations described in Article VIII, immediately preceding.

Amended 7 January 2004

Amended 08 February 2008