



SETAC North America Bylaws

Article I. Introduction

The Society of Environmental Toxicology and Chemistry of North America, Inc. (SETAC North America) 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.

SETAC's principles are:

- Multistakeholder participation
- Multidisciplinary approaches
- Science-based objectivity

SETAC values: integrity, transparency, sustainability, inclusion, justice, equity, diversity, accessibility, cooperation and civil dialogue.

Article II. Organizational Structure

1. The Society of Environmental Toxicology and Chemistry North America, Inc. (SETAC NA) is a Geographic Unit (GU) of the Society of Environmental Toxicology and Chemistry (SETAC; the Society).
2. SETAC is a learned scientific society, incorporated in the District of Columbia, United States.
3. The purpose of SETAC NA is articulated in its Articles of Incorporation.
4. The official language of SETAC NA shall be English.
5. The affairs of the SETAC NA shall be managed by the membership through the Board of Directors, and the SETAC NA Articles of Incorporation and these By-Laws.
6. SETAC NA has the authority to appoint an Executive Director (ED) – the SETAC NA ED - to manage the operational affairs of SETAC NA and act as Chief Operating Officer.
7. SETAC NA Regional Chapters are separate legal entities that represent members in a specific region defined in collaboration with SETAC NA.

Article III. Membership

1. All members to SETAC NA are members to SETAC. All members of SETAC residing in NA are administered by SETAC NA.

Article IV. Dues and Finances

1. All individual membership dues shall be established annually by the SETAC World Council (SWC). Members shall not be required to pay dues in addition to those owed to SETAC.
2. SETAC NA pays dues to the Society that are allocated among SWC activities under an annual budget subject to approval by the SWC.
3. The fiscal year of SETAC NA shall begin on January 1 and end on December 31 of the same year.



4. The Board may authorize any 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.
5. All funds of SETAC NA shall be managed by the financial policy approved by the Board.
6. 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 V. Elections and Formation of the Board of Directors

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.
2. 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 *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. Board members elected for a 3-year term are not allowed to run for consecutive terms.
3. The officers of the Board shall be five: President, Vice-President, Treasurer, and the Immediate Past President, and one member at large.
4. 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 Nominations Committee. Nominations for positions on the Board will be presented to the presiding Board by a Nominations Committee chaired by the Immediate Past President. The nominations process must consider the experience of candidates as well as their sector, and 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 process should strive for sectoral balance in overall board composition, executive committee 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 approximately five (5) Board members from each of government, academia, and business at any given time. One or more nominations for NASAC vice-chair are brought forward to the Nominations Committee by the voting members of NASAC. Further details on the nominations and elections procedures are available in the Nominations Procedures.
5. 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. The Board shall also assign a person to perform the secretarial duties of SETAC NA.
6. SETAC NA has an allocated number of positions on the SWC and these shall be appointed by the Board and normally filled first by the officers of the Board. 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 Procedures 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, personal characteristics consistent with SETAC principles and values proportional to the membership, 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.

7. 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.
 - F. 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.
 - G. Vice President – An extraordinary election will be held by the Board to fill this position.
 - H. 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.
 - I. 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.
 - J. Change of employment sector or retirement and continued membership of Board members is not considered a vacancy and does not require any adjustment.



8. 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 Procedures.

Article VI. 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. The composition of the SETAC NA committees should strive proportional representation consistent with SETAC's principles and values (sector and personal characteristics).
2. The board shall approve standing committees and their members, which may include executive nominations and finance committees.
3. 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 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.
4. 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.
5. 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.
6. 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 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 a forum for the discussion of issues relevant to SETAC NA students.

Article VII. 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 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 VIII. 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, held more than 30 days ahead of the end of the calendar year, normally in November and associated with the Annual Meeting, shall be designated the Annual General Assembly Business Meeting. 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 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 meetings will follow Robert's Rules of Order, as best as possible.
7. Any Board Member can submit an agenda item for consideration by the Board. This submission must occur at least three (3) weeks 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 a majority of Board members (e.g., 9 for 16 board members).
9. Voting on motions occurs at Board meetings.
10. Board members should strive for consensus on all matters. In the absence of consensus, for a motion to be passed, two-thirds (2/3) majority of the votes cast is required. In the case of a tie vote, the matter should be further discussed and voted on again later. The President (chair) shall not normally vote unless there is a need to decide a motion. When the president votes, the voting should be anonymous.
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 nonprofit law.
12. Proxy votes are not permitted under Washington DC nonprofit law.

Article IX. Amendments

1. The Board or one percent (1%) of the voting membership 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.



2. 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 by-laws.
3. SETAC NA By-laws must always remain consistent with SETAC By-Laws.

Article X. 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