



## SETAC Bylaws

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### **Provisionally approved by SETAC World Council on 19 July 2023.**

Provisionally approved and to be updated on the basis of the recommendations of the Governance review taskforce, due March 2024.

#### Article I. Purpose, Principles

1. The Society of Environmental Toxicology and Chemistry Inc. (SETAC; the Society) is a non-profit worldwide professional organization focused on advancing environmental science and chemical 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.
2. 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.
3. SETAC's principles are:
  - a. Multidisciplinary approaches to solving environmental problems
  - b. Balance in participation: Involving stakeholders from all sectors
  - c. Science-based objectivity
4. SETAC values are
  - a. transparency,
  - b. integrity,
  - c. diversity and inclusion,
  - d. equity,

- e. sustainability,
  - f. cooperation and dialogue.
5. The official language of SETAC shall be English.

## Article II. Organizational Structure

1. SETAC is 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.
2. SETAC aims to advance its global mission and promotes the organization of activities all over the world through Geographic Units, Regional Branches or Chapters.
3. SETAC is divided into five (5) SETAC Geographical Units (GUs) which may be further divided into Regional Branches or Chapters to advance its mission at the regional level.
4. The SETAC Geographic Units (GUs)
  - a. Must be approved by the SWC.
  - b. Must Consists of SETAC members that are affiliated by virtue of geographic proximity, preferably including more than one country.
  - c. Must adhere to the regulations stipulated in the Articles of Association and Bylaws of SETAC, the global organization
  - d. Must adhere to the policies and procedures implemented by SETAC
  - e. Must be registered as, or form a part of, a legal entity with reference to SETAC as the parent organization
  - f. Must Provide evidence of financial resources and potential for revenue growth sufficient to sustain the activities of the Geographic Unit.
  - g. Must be governed by a Council or Board of Directors elected by the voting membership of the Geographic Unit.
  - h. Must organize regular activities targeted on the membership in the GU to advance the mission of SETAC.
5. All Members of SETAC are administered based on the Geographic Unit (GU) in which they reside. GUs may be further subdivided into Regional Chapters or Branches at the discretion of the governing body of the Geographic Unit.
6. 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.
7. The affairs of SETAC shall be managed by the Board of Directors - the SETAC World Council (SWC) - and the SETAC Articles of Incorporation, these By-Laws and Internal Operating Procedures.
8. SETAC may appoint a Global Executive Director - the SETAC GED - to manage the operational affairs of SETAC and act as Chief Operating Officer.

9. SETAC GUs may appoint a GU Executive Director to manage the operational affairs and act as Chief Operating Officer for that GU.

### Article III. Membership

1. All members of SETAC Geographic Units, Branches or Chapters belong to SETAC.
2. SETAC Memberships levels, dues and associated benefits are set by SWC
3. Application and approval procedures for all membership categories must be specified in Standard Operating Procedures authorized by the SWC.
4. The membership of SETAC shall consist of individual members and corporate members.
5. Individual members include Basic Members, Explorer Members and Full members. Full Members constitute the voting membership of the Society. *Only Full Members may vote and hold office within SETAC.*

#### 5.1 Basic Members

##### Qualifications

- interested in advancing SETAC's mission
- Must share the stated purpose of the Society

##### Benefits

- Subscription to SETAC News
- Subscription to SETAC Globe
- Access to SETAC Science Briefs
- Access to SETAC Technical Issue Papers
- Access to view SETAC Career Center

#### 5.2 Explorer Member

##### Qualifications

- interested in advancing SETAC's mission
- Must share the stated purpose of the Society
- Must have or must be engaged in education, research or applied experience in environmental sciences, education and management.
- Must pay the member dues applicable for the membership category.

##### Benefits

- All benefits listed under Basic Member, plus
- Access to SETAC membership database
- Membership in SETAC Interest Groups
- Membership in SETAC Affinity Groups
- Free registration to SETAC Café sessions
- Access to SETAC mentor program

#### 5.3 Full Member

##### Qualifications

- Must share the stated purpose of the Society
- Must have applied experience, education, or have conducted research in areas related to the Society's stated purpose
- Must have a primary degree (e.g. B.Sc.) ~~OR must be by special appointment by the~~

~~SWC upon recommendation from the Geographic Unit~~

- Must pay the member dues applicable for the membership category.

Benefits

- All benefits listed under Explorer level, plus
- Free online access to SETAC Journals
- Eligibility for loyalty discounts (e.g., for meeting registration, open access fees in SETAC journals)
- Free online access to SETAC meeting archives
- Eligible to vote at meetings of the General Assembly
- Eligible to stand for election in SETAC governing bodies (committee, board, council)

6. Corporate Members are for-profit or non-profit organizations, institutions, associations or foundations and include Global Partners and GU Partners.

#### 6.1 Global Partners

Qualifications

- Must wish to foster the purpose of the Society.
- Must share the stated purpose of the Society
- Must pay dues at the level set by the SWC
- Must be approved by the SWC

Benefits

- Will receive benefits and recognition commensurate with their contribution, to be selected from membership, publications, meetings, or other benefits as proscribed by the SWC

#### 6.2 GU Partners

Qualifications

- Organizations, institutions, associations, foundations or individuals who wish to foster the purpose of the Society.
- Must share the stated purpose of the Society
- Must pay GU Partner dues at the level set by the geographic unit.
- Must be approved by the GU board or Council

Benefits

- Will receive benefits and recognition commensurate with their contribution, to be selected from membership, publications, meetings, or other benefits as determined by the GU

7. Any Member in any membership category in arrears in dues will lose membership privileges, and any member in any membership category in arrears in dues for one (1) months will lose membership in the Society.

### Article IV. Dues and Finances

1. All individual membership dues shall be established annually by the SWC.
2. Members are eligible for discounts on membership dues on the basis of career status:
  - 2.1 Professional member:

- Must have a primary degree (e.g. B.Sc.) plus three years of experience in areas related to the Society's stated purpose.
  - Pay the full dues applicable to the membership category.
- 2.2 Early career member:
- Must work in an area related to the Society's stated purpose
  - must have obtained a primary degree (e.g. B.Sc.) less than 3 years ago.
  - Pay 50% of the dues applicable to the membership category.
- 2.3 Re-entering scientists
- Must have a primary degree (e.g. B.Sc.).
  - Must be on long-term leave (e.g. maternity leave).
  - Must be seeking to re-enter in work in an area related to the Society's stated purpose.
  - Pay 50% of the dues applicable to the membership category.
- 2.4 Student member
- Must be engaged in education in areas related to the Society's stated purpose.
  - Pay 25% of the dues applicable to the membership category.
- 2.5 Emeritus member
- Must have maintained full membership in SETAC for 20 cumulative years (not necessarily continuous), which reflects their shared purpose with, and commitment to the Society
  - Must be at least 60 years old
  - Must be retired from employment in the field
  - Pay 0% of the dues applicable to the membership category
3. Members are eligible for additional discounts (cumulative to discounts for career level) on membership dues on the basis of country income level
- 3.1 Members residing in High Income Countries pay the full dues applicable to the membership category and career level.
- 3.2 Members residing in Middle or Low Income Countries pay 25% of the dues applicable to the membership category and career level.
- 3.3 Country income level is defined on the basis of the World Bank Classification.
- 3.4 SWC may choose to deviate from the World Bank Classification in special occasions and assign selected High Income Countries to be eligible for the discount for Middle and Low income Countries.
4. Individual membership dues will be collected by the SETAC Geographic Unit with which the member is affiliated.
5. Global Partner dues are established by the SWC and collected dues are allocated to global operations at the discretion of the SWC.
6. GU Partner dues are established by the GU and collected dues are allocated to GU operations at the discretion of the GU board or council the partner is affiliated to.
7. SETAC GUs pay dues to SETAC. GU dues are calculated based on the costs of the Global Programmes for the benefit of all SETAC members worldwide, the average membership and meeting registration numbers recorded during the preceding three years among the respective GUs, also taking into account economic development indicators of each GU, with

the exact algorithm being decided by SWC and set forth in internal Standard Operating Procedures.

8. The SETAC Annual Budget and yearplan allocating resources among the Global Programs is subject to approval by the SWC.
9. Contributions for and income from specific SETAC events, functions, or activities may be accepted at the discretion of the SWC, Geographic Unit, or Regional Unit governing body.
10. The SWC will allocate a proportion of annual dues income to development of the Society, including but not limited to, support of the Geographic Units, publications, meetings, committees, and electronic communications.
11. The financial year of the Society shall begin on January 1 and end on December 31 of the same year.
12. Signature authority for the disbursement of funds from the SWC is granted to the Treasurer, President, and SETAC ED ~~and any other persons so designated by the Treasurer or President.~~
13. The SWC may authorize any Officer, or the SETAC GED, to enter into any contract or to execute and deliver any instrument in the name of or on the behalf of SETAC, and such authority may be general or confined to specific instances.
14. All funds of SETAC shall be managed by the financial policy approved by the SWC.
15. Annual financial statements and applicable tax filing shall be prepared by an independent professional accounting firm and presented to the SWC. The SWC may request an independent audit of SETAC's books and accounts at any time to be presented along with a management report.
16. The finance Committee shall provide oversight of finances and make recommendations to the board to maintain or improve the financial position of the society. The membership of the finance committee shall consist of the SETAC Treasurer, the treasurers of GUs; and the GED and the GU EDs as ex-officio non-voting members.

#### Article V. The Board of Directors

1. The Board of Directors, also called SETAC World Council (SWC), shall consist of fifteen (15) voting members with the goal of equal representation from government, business and academia. The SETAC Global Executive Director and GU Executive Directors serve as non-voting *ex-officio* members of the board.
2. The 15 voting representatives shall include members from each GU. Each GU shall have a minimum of two seats on the SWC. The remaining seats on the SWC shall be allocated using the D'Hondt highest averages method for allocating seats in party-list proportional representation. This calculation shall be based on the average membership recorded during the preceding three years among the respective GUs.

3. The board members are appointed to the seats available for the GU by that GU and will normally include two or more of the officers of the board or Council of that GU. When additional seats are available, members shall be elected by the voting membership or governing body of the GU so as to have approximately equal representation from government, academia, and business sectors. If no equal representation can be maintained by affiliation, GU representatives must ensure that the views of all sectors within their Geographic Unit are represented.
4. The terms of the 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.
5. If a vacancy arises for a GU representative in the board, the new board member is appointed by the governing body of that GU and will normally serve or have previously served as an officer in that GU.
6. If a vacancy, except that of President occurs between terms, the respective GU shall appoint a successor to serve the remainder of the term.
7. The board should strive for consensus on all matters. In the absence of consensus, in order for a motion to be passed, a simple majority (>1/2) of the votes cast is required and at least two (2) Geographical Units must be represented in the decisive vote.
8. 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.
9. The President (chair) shall not normally vote unless there is a need to decide a motion.
10. Proxy votes must be represented by an individual. No person shall hold more than one proxy in addition to his or her own vote.
11. Duties of the Board and operational procedures are set forth in the Board Procedures and must be approved by the Board.
12. All members of SETAC may attend any governing body meeting, except Officers of SETAC Executive Committee sessions.

#### Article VI. Officers

1. The officers of the SWC shall be four: President, Vice-President, Treasurer, and the Immediate Past President.
2. The President, Vice-President and the Immediate Past President and Treasurer will be elected by the SWC from the membership of the SWC or from SETAC members in good standing that have previously served on the SWC. Each year the incoming Vice President may be sourced for election from any GU, provided that the GU is not represented by a current Vice President or

President. In the event no eligible individual is available from the GUs not represented at that time in the Vice President or President position, a Vice President candidate that fulfills eligibility requirements may be sourced from any GU.

3. The Vice President, President and Immediate Past President will each serve for one (1) year in the respective positions as part of the organized succession structure of SETAC. 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
4. 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.
5. Duties of the officers are set forth in the Board Procedures and must be approved by the Board.

#### Article VII. Executive Committee and Executive Director

1. The Executive Committee will include the Officers (i.e., President, Vice-President, Immediate Past President and Treasurer). One Member-at-Large may be appointed for one year by the President from the SWC and confirmed by the SWC, on the basis of providing balanced representation from government, academia, and business sectors, as needed. The SETAC Executive Director and GU Executive Directors serve on the Executive Committee as *ex-officio* non voting members.
6. The SETAC Global Executive Director shall be appointed by, and serve at the discretion of, the SWC.
7. The GU Executive Directors (if any) shall be appointed by the respective GU board or Councils in consultation with the SWC and shall serve at the discretion of, the respective GU board or Councils.
8. The duties of the Executive Committee and the Executive Director are set forth in the Board Procedures and must be approved by the board.

#### Article VI. Formation of Committees, Groups and Sections

1. The board shall be responsible for the formation and dissolution of all SWC standing committees, Program committees, Steering committees, Interest groups, Affinity Groups as well as Sections.
2. The composition of the SETAC Committees including steering committees for SETAC interest groups and Affinity Groups should strive for proportional representation consistent with SETAC's principles and values.
3. The board shall appoint standing committees and their members. 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 as ex-officio non-voting capacity.

4. 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.
5. The President must approve and/or appoint the chairs of committees Program committees, Steering committees and Ad-hoc committees.
6. The SWC may appoint program committees to support SETAC programs (e.g., awards, education, science). The SWC shall appoint at least one SWC member liaison to each program committee. Program committees advise the SWC though they do not have any authority to act on their own.
7. The SWC 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, with oversight by SWC.
8. The SWC 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 VIII. Meetings and Agenda

1. The SWC shall determine the number, times, and places of SWC meetings. The SETAC GED, President or designee shall send to each SWC member a notice of the date, time and forum (online or venue) a minimum of one month in advance.
2. One meeting annually of the SWC 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 GED, President, or designee shall send to each SWC member an agenda and all preparatory documents of the meeting a minimum of three days ahead of the meeting.
4. The President shall convene the Executive Committee or SWC for a special meeting whenever the affairs of SETAC require it. Special meetings may include all SWC members or be restricted to only voting SWC 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 SWC obligatory.
6. Any SWC Member can submit an agenda item for consideration by the SWC. This submission must occur at least two (2) weeks prior to a scheduled meeting to be potentially considered as an agenda item for that meeting.

### Article IX. Quorum

1. The SWC may validly deliberate only if at least ten (10) of the voting members are present or represented. A director who does not attend the meeting in person may participate or vote by proxy. A proxy, who must also be a voting member of the SWC, may not represent more than two (2) other voting members. All proxy instruments shall be presented to the President before the opening of the meeting. However, no voting member may vote by proxy for more than two (2) consecutive meetings without the prior approval of the Council.
2. SWC 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. Abstentions and invalid votes are not counted to determine a majority. 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.
3. When it is necessary to vote between meetings, recognized electronic voting ('e-vote') systems may be used. Votes by e-vote outside meetings have to be unanimous to pass.
4. Proxy votes are not permitted when an electronic vote is held.
5. SWC decisions should be implemented in Geographic Units according to local legal requirements.

### Article X. Amendments

1. An amendment to the SETAC bylaws may be proposed by the SWC. The proposed amendment must be transmitted to each SWC member not less than one (1) month or more than two (2) months prior to the meeting of the SWC at which time the amendments are to be considered. A two-thirds (2/3) majority vote of the SWC members present at the meeting and voting affirmative constitutes adoption of the proposed change to the by-laws.