

ISSX Bylaws

ARTICLE I: Divisions

Section 1. Regional

The Council, defined in Article IV below, may designate and/or recognize Regional subdivisions of the Society that are formed to facilitate the overall organization, administration and communication of the Society and the pursuit of its objectives on a worldwide basis.

Section 2. Scientific

The Council may designate and/or recognize sub-divisions of the Society that are formed on the basis of specialized interests within the study of xenobiotics as a scientific discipline.

ARTICLE II: Membership Categories

Section 1. Regular Member

Any professional who is involved in research, teaching and/or public service and whose activities are related to the study of xenobiotics is eligible for membership provided that he/she supports the goals and objectives of the Society as set forth in the Constitution and By-Laws. Annual membership dues will be determined by the Council of the Society and must be paid on a continuing basis unless the member submits a written resignation.

Section 2. Student Member

Any graduate or postgraduate student or postdoctoral scientist in training who is involved in advanced training in any area related to the study of Xenobiotics is eligible for student membership under the following conditions. Student membership is available while in training. The application form and each annual dues form must be signed by the student's advisor or department head.

Student membership dues will be at a reduced rate to be determined by the Council of the Society. Student Members will have all the rights and benefits of full membership except that they will not be eligible for elective office in the Society.

Section 3. Emeritus Member

Any member who has retired and who has been a member in good standing for at least 20 years may elect to become an Emeritus Member. Such members will continue to have all the rights and benefits of membership but will not be required to pay membership dues. Application for Emeritus status must be made at the time for payment of dues for the next calendar year.

Section 4. Honorary Life Member

Distinguished scientists who are members of ISSX and who have made outstanding contributions to the advancement of Xenobiotic research or have provided high-level service to ISSX shall be eligible for Honorary Membership of the Society. They shall have the privilege of membership without annual assessment. Designation as an Honorary Member requires approval of three-quarters of the voting members of Council. Any member of ISSX may nominate an individual, with a letter justifying the nomination accompanied by a current, full curriculum vitae of the nominee.

To preserve the distinction bestowed by this category of membership, the number of Honorary Members shall not exceed one percent of the total number of ISSX members at the time of election.

Section 5. Sustaining Member

Members of the Society who contribute a sum in excess of the annual fees to the support of the Society shall be recognized for the corresponding year by separate listing as Sustaining Members. The Council will set the minimum amount.

Section 6. Delinquency in Dues and Forfeiture of Membership

Membership is based on a calendar year and dues are paid for the forthcoming year. Dues not paid by April 1st of the current year are considered delinquent and members will forfeit their membership unless all dues owed are paid by that date. Delinquent members will be notified in writing before their memberships are terminated.

ARTICLE III: Officers

Section 1. Officers

Elected officers of the Society shall include a President, President-elect/Secretary, Treasurer and Treasurer-elect. They shall serve terms of two calendar years and must be members of the Society throughout their terms of office.

Section 2. Succession of Officers

In the absence of the President, the order of succession shall be through the President-elect/ Secretary, Treasurer, and Treasurer-elect.

Section 3. Election of Officers

The President-elect/Secretary and Treasurer-elect shall be elected by mail ballot of the voting membership of the Society. The offices of President and Treasurer are automatically filled by accession from the corresponding elected office.

Section 4. Accession of Officers-Elect

If the office of President or Treasurer is vacated, the corresponding officer-elect shall automatically accede and shall serve the remainder of the term and the normal accession term.

Section 5. Duties and Responsibilities

The duties and responsibilities of the various officers of the Society shall be as follows:

President: a) to appoint Chairpersons and members for each standing and temporary committee of the Society, striving to attain a representative balance, geographically and with respect to scientific orientation; b) to oversee the major undertakings of each committee; c) to call at least one Council meeting per year; d) to serve as an ex-officio member of the Scientific Affairs Committee.

President-elect/Secretary: a) to assist the President in his/her duties; b) to become familiar with the internal workings of the Society in preparation for assuming the office of President; c) to serve as a member of the

Meeting Organizing Committee for all Regional and International meetings of the Society; d) to serve as a member of the Scientific Affairs Committee and e) to serve as chairperson of the Society Awards Committee.

Treasurer: a) to have responsibility for overseeing the Society's assets and be responsible for approving and monitoring the collection, investment, and disbursement of Society assets, within the guidelines and/or budgets approved by Council.

Treasurer-elect: a) to assist the Treasurer in his/her duties; b) to fulfill the role of Treasurer at meetings if the Treasurer cannot attend; c) to become familiar with the duties and responsibilities of Treasurer in preparation for assuming that office; d) to serve as ex officio member of the Finance Committee.

Immediate Past Treasurer: a) to serve as chairperson of the Finance Committee.

ARTICLE IV: COUNCIL

Section 1. Members

Elected Councilors: There shall be a minimum of three (3) and maximum of eleven (11) Councilors with the actual number of councilors to be determined by the Council through a Council resolution. Seven Councilors shall be elected on a biennial basis to serve 2-year terms. The three Councilor seats in each election shall be filled proportionally by members in good standing from each of the three regions. Councilors may serve no more than two successive 2-year terms but may serve additional terms after an absence from Council membership of at least 1 year. Officers: The President, President-elect/Secretary, Treasurer and Treasurer-elect of the Society are also members of Council.

Section 2. Meeting, Quorum and Vote

The President or successor as defined in Article III, Section 2 shall chair at least one Council meeting per year, at a time and place announced in writing to members of Council. A majority of the members of Council shall constitute a quorum. If, and only if, a quorum is present, business of the Society shall be conducted according to Parliamentary Procedure (Article VII, Section 1, Subsection 1 below). A quorum not being present, a legally constituted Council Meeting cannot take place.

Section 3: Vote of Council by Mail

A vote of Council by mail ballot requires affirmative responses from a majority of the total members of Council to carry a motion, made and seconded by Council members.

Section 4: Duties and Responsibilities

The duties and responsibilities of the Council shall be as follows: a) to evaluate and ratify the policies of the Society; b) to fill vacancies in elected Offices-elect and Council from list of candidates provided by the Nomination Committee; c) to approve the budget as submitted by the Finance Committee; d) to approve the addition or deletion of standing committees; e) to accept and approve reports submitted by committees of the Society; f) to give consensus advice on matters affecting the Society or its conduct g) to oversee formation of regional sub-divisions or specialty sub-divisions h) to participate in scheduled ISSX Council meetings. Before agreeing to stand for election, Council nominees should agree that, if elected, they will make every effort to: a) attend at least one (1) Council Meetings per two year term of office; b) respond promptly to ballots or other ISSX business; c) carry out, in a timely manner, all duties or tasks delegated to them by the President or

Council, including all duties associated with their membership on ISSX committees.

If a Councilor finds it impossible to fulfill the responsibilities of Council membership, he or she is expected to inform the President prior to July 1st of their second year in office, in order that their position is filled at the next scheduled election.

Section 5: Replacement of Councilors

If, as determined by the President and Officers of ISSX, a Councilor is unable to fulfill the responsibilities of office, this position may be declared vacant and placed on the next ballot, the successful candidate to fill the remainder of the term. For the period prior to the next election the President may appoint a temporary voting replacement.

Section 6: Past Presidents

Past Presidents of ISSX will be invited to attend meetings of Council in person without vote.

ARTICLE V: Committees

Section 1: Standing Committees

The Society shall have standing Finance, Membership Affairs, Scientific Affairs, Committee on Regulatory Affairs, and Society Awards committees. The addition or deletion of standing committees to the Society shall require approval by a vote of Council. Each Standing Committee will have a written charge, approved by Council, and may receive other specific written charges from the President of the Society.

Section 2: Membership and Term of Office

The President upon taking office shall, after considering recommendations from committee membership and others, appoint the required number of members to each standing committee. The President will appoint members of Council to serve as liaison members to each committee; their function will be to participate in the work of the Committees and provide information to the Committees regarding the actions of Council. Each committee member shall serve a two-year term, with half of the members rotating off each year.

The President shall appoint one member of each committee as Chairperson. If desirable the chairperson may invite additional non-voting ad hoc committee members. Reappointment to the same committee is permitted for a second term. After completing the second term, an absence of 1 year is required before reappointment is permitted. Concurrent membership to more than one standing committee is not allowed. Officers appointed to liaison roles on committees should vote only to break ties of committee votes.

Section 3: Duties and Responsibilities

Finance Committee: The Finance Committee will consist of six (6) appointed members plus the President, Treasurer, Treasurer-elect and Executive Director as ex-officio members, with the Past Treasurer as chairperson, with half the members rotating off every two years. Its functions will include presenting and recommending an annual budget for action by Council and monitoring the society's finances.

Scientific Affairs Committee: The Scientific Affairs Committee will consist of thirteen (13) members: four (4) from the Americas region, four (4) from the Asia/Pacific region, four (4) from the European region, and the President-elect as an ex-officio member, with half the members rotating off every two years. The President may

consider appointing organizers of recent Society meetings as committee members. Its function is to oversee the planning, development and content of the scientific programs of meetings of the Society.

Membership Affairs Committee: The Membership Affairs Committee will consist of six (6) members, with half the members rotating off every two years. Its function is to recruit and retain members, to review the categories of membership for possible revisions and develop criteria for new categories, and to make recommendations as to the distribution of travel grants.

Society Awards Committee: The Society Awards Committee will consist of seven (7) members, including the President-elect, who shall serve as chair, and six (6) other members of Council or other committees, with half the members rotating off every two years; b) three members are to be appointed by the President and three by the President-elect, taking into account regional representation; c) each member shall serve a four-year term on the committee, with half the members rotating off every two years. Its function is to review nominations for Society awards, whose presentation will be linked to Society meetings.

Committee on Regulatory Affairs: The Committee on Regulatory Affairs will consist of six members, with half of the members rotating off every two years. Its function is to recommend topics to Meeting Organizing Committees to ensure regulatory issues are considered in program development.

Section 4: Temporary Committees: In order to carry out specific charges beyond the scope of the standing committees, temporary committees of the Society may be established and charged by the President during his/her tenure. In such cases the President may appoint members without any restrictions. Temporary committees report, in writing, to the President and subsequently to the Council. Temporary committees are dissolved upon completion of their charge or the term of the appointing President unless the next President specifically reappoints them.

ARTICLE VI: Nomination and Election of Officers and Nomination Committee Members

Section 1: Method of Election

Election shall be held by secret ballot distributed to the membership of the Society.

Section 2: Nomination Committee

The Nomination Committee shall consist of seven (7) members in good standing who, apart from the Immediate Past President, will hold no other elective office in the Society. Three (3) members will be elected on a biennial basis to serve four-year terms and may stand for only one re-election for a second consecutive four-year term. The Immediate Past President shall serve as chairperson.

Nomination Committee shall a) select candidates from among regular members who consent to run for election to positions of Officers, Councilors and Nomination Committee Members. No member shall hold more than one elected office at any one time.

Section 3: Election Ballot

The ballot shall list the candidates for each office in alphabetical order and shall contain one or more blank spaces for write-in votes for each elected position.

Election ballots shall be mailed to members on or before September 1 of the election year.

Thirty (30) days after these ballots are mailed to the membership, elections will be closed and a count of the votes made. Tie votes shall be resolved by vote of the Nomination Committee.

Election results shall be announced immediately by the President to all candidates by mail and to the membership at large in the next published issue of the Newsletter.

ARTICLE VII: Procedures and Amendments

Section 1: Procedures

Subsection 1: Parliamentary Procedure - The rules contained in Parliamentary Procedure at a Glance New Edition by O. Garfield Jones (Hawthorn/Dutton New York 1971 revised edition) shall govern the conduct of Council and general business meetings of the Society when applicable and not inconsistent with this Constitution and By-Laws.

Subsection 2: Reserved Assets - The Society shall maintain a financial reserve of uncommitted, unobligated assets equal to not less than one-half of the previous year's expenses, or to one half of the average annual expense of the previous three years, whichever is larger.

Subsection 3: Dissolution - Assets of the Society will be distributed upon complete dissolution of the Society only to nonprofit and/or educational organizations duly qualified under Section 501(3)(c) of the Internal Revenue Service Code. Council will oversee this distribution of the Society's assets.

Subsection 4: Merger - Following submission of a detailed plan for merger with another scientific society(s) or other entity(s) by Officers of ISSX and all other entities involved, such plan must be approved by Council. Following Council approval the detailed plan must be published in the next available Newsletter and subsequently approved by a majority of those members voting in a mail ballot.

Subsection 5: Audit - When requested by Council, the financial records of the Society shall be audited annually by a third party and the auditor's report shall be recorded in the Annual Report.

Section 2: Amendments

Amendments to the By-Laws may be proposed by Council or by petition of 20 members and shall be adopted, after publication in the Newsletter, if approved by at least two-thirds vote from responses to a ballot to the membership at large.

Approved by the membership of ISSX on June 1, 2018