SETAC NORTH AMERICA

Constitution

Original: 2001
Revised: 21 September 2018
SETAC NORTH AMERICA CONSTITUTION

Article I. Name

1. The name of this organization shall be the Society of Environmental Toxicology and Chemistry in North America (SETAC NA). SETAC NA is a geographic unit of the Society of Environmental Toxicology and Chemistry (SETAC), established to promote and undertake activities of SETAC in North America.

2. Care and diligence have been used to remove potential conflict between the SETAC North America Constitution and the SETAC North America By-Laws. Should any exist, it is SETAC North America’s explicit intent that the Constitution will have primacy over the By-Laws.

Article II. Purpose

1. The Society of Environmental Toxicology and Chemistry (SETAC) is a nonprofit, worldwide professional society established to provide a forum for individuals and institutions engaged in the study, analysis, and solution of environmental problems, management and regulation of natural resources, education, and research and development. SETAC is an open and democratic organization dealing with environmental sciences. SETAC operates in a broad social context, reflecting the needs of the environment and people and their interactions. Application of sound science plays a key role in this process.

2. SETAC’s mission is to support the development of principles and practices for protection, enhancement and management of sustainable environmental quality and ecosystem integrity.

3. SETAC propagates and facilitates the translation of environmental science into policy making.

4. Specific objectives of SETAC, and by association SETAC NA, 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 multisector, 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.

Article III. Membership

1. Membership within SETAC NA is determined by the membership by-laws governing SETAC. The membership of SETAC shall consist of: Members, Associate Members, Senior Active Members, Emeritus Members, Student Members, Recent Graduate Members, Sustaining and Affiliate Members, and Global Partner/Global Affiliate Members as defined in the SETAC Constitution and By-laws. Membership in SETAC is renewed annually or every 3 years (multi-year option). Members, Emeritus Members and Associate Members constitute
the voting membership of the Society; Members and Emeritus Members may hold office within SETAC; Members, Emeritus members, and student members residing within the SETAC NA Geographical Unit (GU) may hold office and participate on committees specific to that GU (e.g., Board of Directors).

2. Students may be Members or Associate Members depending on their level of experience.

**Article IV. Management and Elections**

1. The affairs of SETAC NA shall be managed by the membership through the Board of Directors and Executive Committee in accordance with the Constitution and By-Laws. The Constitution contains the core values and general structure of the Society. The By-Laws contain definitions and the operational procedures of the Society.

2. The SETAC NA Board of Directors shall normally consist of sixteen (16) voting members, including the Immediate Past President. The SETAC NA Board of Directors shall be elected from the voting membership of SETAC NA with the goal of equal representation from government (5 members), business (5 members), academia (5 members), and one (1) student member but not to the exclusion of other interested groups.

3. Additionally, the board shall include two (2) ex-officio, non-voting members: one (1) student member (see item 12) and the SETAC NA Executive Director. The SETAC NA Executive Director shall be appointed by, and serve at the discretion of, the Executive Committee and the SETAC NA Board of Directors.

4. Members of the Board of Directors should strive for consensus on all matters.

5. All members of SETAC NA may attend any governing body meeting, except executive sessions.

6. One meeting of the SETAC NA Board of Directors, normally in November in association with the SETAC NA Annual Meeting, shall be designated the Annual General Business Meeting.

7. Members of the Board of Directors from government, business, and academia serve for a three (3) year term to be staggered so that normally no more than five (5) terms expire in any one (1) year. Members of the Board of Directors from the student membership (see item 12) serve for a two (2) year term, 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 board member. A new student member will be elected each year so there is a staggering of terms.

8. The Officers of the Board of Directors shall be four (4): President, Vice-President, Treasurer, and the Immediate Past-President. The authority and responsibilities of each officer is described in the By-Laws.

9. The Executive Committee shall consist of the President, as presiding officer, the Vice-President, the Treasurer, the Immediate Past President, the SETAC NA Executive Director (ex-officio) and one other voting member of the Board of Directors appointed by the President and confirmed by the Board of Directors.

10. The Vice-President shall be elected for a single term of one (1) year at the conclusion of which the Vice-President shall serve as President for one (1) year. The Treasurer shall be elected for a term of three (3) years.

11. If a vacancy, except that of President, occurs on the Board before a term has ended, the membership of the Board of Directors shall appoint a successor to serve the remainder of the term. 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.

12. A Student Advisory Council (hereafter NASAC), consisting of fifteen (15) student members of SETAC residing within the North America geographical unit, has been established and
will continue to exist at the discretion of the SETAC NA Board of Directors. NASAC will recommend one or more vice chair candidates to the SETAC North America Nominations Committee annually, and the SETAC North America membership will elect the NASAC vice chair during the general election. The NASAC chair will be a voting member of the SETAC NA Board of Directors and the vice chair will serve as an ex-officio, non-voting member with the same rights and privileges as any board member. After one year of service, the vice chair will serve as chair of NASAC for one year, thus comprising a two-year term.

Article V. Duties

1. The duties of the President, Vice-President and Treasurer are those customarily performed by such Officers, unless otherwise directed by the Board of Directors. Detailed descriptions of duties are provided in the By-Laws.

2. The Executive Committee will provide day-to-day executive direction and guidance to SETAC NA including approving the annual GU budget, coordinating with the SETAC World Council (SWC) on financial matters (e.g., SETAC budget, allocation of membership dues), and exercising jurisdiction over financial gains made within the GU.

3. The general duties of the SETAC NA Board of Directors shall be:
   a. To oversee the management of the business, functions, programs and activities of the SETAC NA;
   b. To develop short-and-long-term strategic plans, establish policy and take such action as seems desirable and appropriate to promote the mission and objectives of SETAC NA and SETAC.

4. The duties of the SETAC NA Executive Director shall be determined by the Executive Committee and the SETAC NA Board of Directors and are provided in the By-Laws.

Article VI. Quorum

1. A simple majority (>50%) of the current voting members of the SETAC NA Board of Directors shall constitute a quorum.

2. Three (3) voting members of the Executive Committee shall constitute a quorum.

Article VII. Amendment

1. The Board of Directors or the voting membership of SETAC NA may propose an amendment to the Constitution and By-Laws. An amendment to the Constitution shall require a minimum of 30 days written notice and shall require approval by the voting membership. An amendment requires a simple majority (>50%) approval by those who vote. The Board of Directors approves amendments to the By-Laws.

Article VIII. Procedures

1. Procedures and other items not specified in this Constitution or in the By-Laws or by action of the SETAC NA Board of Directors will comply with the accepted norms of common courtesy and manners.
Article IX. Dissolution

1. Dissolution of the Society, for any cause, shall follow the same procedure as Constitutional amendments and must be in accordance with the applicable regulations of the country of incorporation.

2. In the event of the dissolution of SETAC NA, all funds and other assets of SETAC NA, including any rights to funds, present or future, contingent or action, shall be irrevocable, assigned, and transferred to the SWC.

Amended 24 September 2018