

SOCIETY OF ENVIRONMENTAL TOXICOLOGY AND CHEMISTRY, NORTH AMERICA
(SNA)

STANDARD OPERATING PROCEDURES FOR
DEVELOPING A NEW REGIONAL CHAPTER

TABLE OF CONTENTS

I. GENERAL

II. GUIDELINES FOR INCORPORATION OF A NEW CHAPTER

III. LEGAL CONSIDERATIONS

IV. COORDINATION WITH SETAC NA

ATTACHMENT 1: EXAMPLE ARTICLES OF INCORPORATION

ATTACHMENT 2: EXAMPLE CONSTITUTION

ATTACHMENT 3: EXAMPLE BYLAWS

I. GENERAL

The primary purpose of SETAC North America (SNA) Regional Chapters is to better serve the needs of SETAC and Regional Chapter members. Regional chapters offer members increased opportunities to exchange ideas with their peers, particularly those interested in the various fields of environmental science. Regional chapters are particularly well-suited to addressing regional and local environmental issues and concerns.

Regional chapters also provide an excellent opportunity to generate interest in SETAC and to permit more of our membership to be active in the Society. Chapters give all SETAC and Regional Chapter members a chance to contribute to the Society and the environmental field. In addition, participation in a regional chapter increases the interaction between members and the SNA Board, provides for timely dissemination of Society news, activities and policies, and encourages greater involvement in the Society.

II. GUIDELINES FOR INCORPORATION OF A SNA CHAPTER

SNA relies upon its members to identify areas that do not have an active chapter where the membership would benefit from formation of a chapter. These members, referred to as local coordinators, should contact the SNA Regional Chapters Committee Chairperson (see Section IV) with their proposal to form a new chapter. Local coordinators should attempt to draw members from academia, government and business, in approximately equal percentages. Recognize, however, that equal representation may not be achieved initially, and may become one of the new chapter's goals.

Chapters are organized regionally. Although some existing chapters span large geographic areas, new chapters should consider a smaller scope initially to ensure adequate service to the membership. Expansion into a wider area may be one of a new chapter's goals¹.

Once the local coordinator has determined that there is sufficient interest in forming a new chapter, the following steps are suggested as general guidelines to incorporation.

1. The local coordinator should form an ad hoc committee to determine the following:
 - a. The name and headquarters of the chapter.
 - b. Purposes and objectives of the chapter.
 - c. Membership categories, necessary qualifications and associated benefits.
 - d. Proposed chapter Board of Directors. These individuals may serve as acting Board members until such time as the chapter is incorporated.
 - e. Chapter committees; suggested committees include:

¹ Naturally, colleagues at one's office, other firms, government regulators, members of other professional societies and other personal contacts are a great start in developing a regional chapter. Also consider contacting the local university to determine if professors and students may be interested in forming a new chapter. SNA can also help by supplying the local coordinator with contact information SNA members in the general region.

- i. Incorporation: Tasked with coordination with SNA and other entities as appropriate to ensure successful incorporation of the chapter (this will be a temporary committee to be disbanded upon incorporation).
- ii. Technical Program Planning: Responsible for planning and executing annual chapter meetings, dinner meetings, workshops, short-courses, etc., including development of meeting themes, recruiting meeting chairpersons, assisting with venue selection, and other support of meetings and workshops.
- iii. Publications: Duties include preparation of chapter newsletters (hard-copy and/or electronic), maintenance of web-site, if applicable, and coordination with other chapter members/committees and SNA (through the chapter Board President and Vice President) to ensure consistent and appropriate communications.
- iv. Membership: Primary responsibilities are recruiting new members and soliciting nominations for the chapter Board.

Example Articles of Incorporation, Chapter Constitution and By-Laws in Attachments 1 - 3 provide sound foundations for new chapters to build upon.

2. Representatives of the Incorporation Committee should then meet (or participate in a conference call) with the SNA Regional Chapters Committee. The Regional Chapters Committee Chairperson will provide additional guidelines regarding incorporation. The Attachments to this document provide examples of necessary incorporation documents.

3. The Incorporation Committee, or a subset thereof, should review the example documents and revise them as appropriate for use by the new chapter.

4. General guidelines on the legal aspects of incorporation are provided in Section III. The president of the Acting Board of Directors of the proposed Chapter should seek legal incorporation advice in the state or province where the Chapter will be incorporated. SNA may be able to provide funding for this consultation. Please contact the Regional Chapters Committee Chairperson.

5. After the Incorporation Committee finalizes the proposed chapter Articles of Incorporation, Constitution and By-laws, the Committee should provide the SNA Regional Chapters Committee Chairperson with copies of the documents. The Regional Chapters Committee Chairperson, with assistance from counsel, as necessary, is responsible for review of these documents for consistency with SNA policies.

6. Upon approval by SNA, the Incorporation Committee should supply the planned membership with copies of the approved documents. The acting chapter Board president should then call an organizational meeting at which the proposed chapter membership will vote to adopt the Articles of Incorporation, Constitution and By-laws and designate its initial Board of Directors.

7. Once the new chapter has filed the Articles of Incorporation with the appropriate state(s), the chapter is free to open its own bank account and conduct business appropriate to a nonprofit professional society, in accordance with its Constitution and By-laws.

III. LEGAL ASPECTS

All legal questions should be addressed to the Regional Chapters Committee Chairperson who can provide information on contacting counsel in the state or province where the Chapter plans to incorporate.

Attention to legal detail is important to ensure that chapters are established in a manner that will avoid future problems and to protect chapter officers from personal liability. The following are guidelines, adapted from those prepared in March 1983 by John Lyons, SETAC Counsel provide information regarding the purpose and nature of "Articles of Incorporation", "Constitution" and "Bylaws" for SNA chapters.

The SNA Board of Directors has determined that each regional chapter will be an independent legal entity having its own Articles of Incorporation, Constitution and By-laws which will utilize models developed by SNA. Examples of these documents are presented in the attachments. Please keep in mind that the example documents, particularly the example By-laws, may include more detail than is initially necessary for a new regional chapter. Information specific to a new chapter (e.g., chapter name) is shown in parentheses in the attachments.

1. Requirements that non-profit entities file Articles of Incorporation, pay a fee, and cite the appropriate section(s) of state or provincial law authorizing its incorporation may vary. Attachment 1 provides an example of Articles of Incorporation. Articles of Incorporation however, must conform to the specific requirements of each state or province.

Articles of Incorporation are generally quite broad and are written to cover all activities anticipated by the chapter and as such, rarely require modification. When a change is needed, the modified section of the Articles of Incorporation must be submitted to the state or province.

2. The Constitution is the document that states the general purposes and procedures of the chapter. It is internal to the chapter and is not submitted to the state or province (see Attachment 2 for an example).

3. Chapter By-laws are the essential guide to the organization's structure and operations. By-laws should include sufficient detail to outline the day-to-day activities of the chapter (see Attachment 3). This document is internal to the chapter and not submitted to the state. By-laws are expected to require on-going modification and change as the chapter develops.

4. At some appropriate point when the chapter's financial position has stabilized, the chapter should consider filing an IRS SS-4 form, "Application for Employer Identification Number" and IRS form 1024, "Application for Recognition of Exemption Under Section 501". When the chapter files for this exemption it should specify it is filing under Section 501(c)(6). Although these documents are somewhat complicated, they should be seriously considered when the chapter reaches a position where it is advantageous for it to have IRS non-profit status.

IV. COORDINATION WITH SNA

The SNA Regional Chapters Committee is the primary point of contact for regional chapters to the Society. This Committee is comprised of the presidents and vice presidents (or presidents-elect) of active chapters, the local coordinators of chapters which are in the process of incorporating, and the Committee Chairperson. The Chairperson is the intermediary between chapters and the SNA Board of Directors but does not have to be a member of the SNA Board.

The prime responsibility of the Committee is to coordinate communication among chapters and proposed chapters, and between chapters and the SNA Board. In addition, the Committee Chairperson works closely with local coordinators to ensure successful incorporation of proposed chapters.

Meetings of the Regional Chapters Committee are held at each SNA Annual Meeting. These meetings provide opportunities for face-to-face interaction between regional chapter officers, exchange of plans and ideas for chapter improvements, and discussions regarding SNA's goals for chapters. Other formal and informal communication between Committee members occurs through conference calls and emails during the rest of the year.

Chapter presidents and local coordinators should address correspondence concerning association with SNA to the Regional Chapters Committee Chairperson. The Chairperson brings questions and suggestions to the SNA Board for review and resolution, if necessary, and informs the Committee of the results.

The following examples, based on SNA documents, are intended as templates for chapters in formation. Text in brackets ([text]) is intended to alert those developing chapter documents to specific line items that SNA believes should be determined by the individual chapters (e.g., number of Board members).

ATTACHMENT 1: EXAMPLE

ARTICLES OF INCORPORATION

OF

(Your Chapter Name here) REGIONAL CHAPTER OF THE

SOCIETY OF ENVIRONMENTAL TOXICOLOGY AND CHEMISTRY, NORTH AMERICA

Pursuant to the Nonprofit Corporation Act

TO (State taxation agency):

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation adopt the following Articles of Incorporation for this corporation pursuant to the Nonprofit Corporation Act:

FIRST: The name of the corporation is

(Your Chapter Name) REGIONAL CHAPTER OF THE
SOCIETY OF ENVIRONMENTAL TOXICOLOGY AND CHEMISTRY, NORTH AMERICA

SECOND: The period of its duration is perpetual.

THIRD: The corporation is organized and shall operate as a nonprofit membership corporation and its objects and purposes are as follows:

To promote research, education, training and development of the environmental sciences and specifically environmental toxicology and chemistry, hazard assessment and risk analysis.

To encourage interactions among environmental scientists and disseminate information on environmental toxicology and chemistry and its application to the science of hazard and risk assessment.

To sponsor scientific and educational programs and provide a forum for communication among professionals in government, business, academia and other segments of the environmental science community involved in the use, protection, and management of the environment.

To collect, receive and maintain a fund or funds by subscription or otherwise, to apply the income and principal thereof to the promotion of the purposes set out above, and to use as means to those ends research, publication, the employment of experts and the establishment and maintenance of committees, offices and agencies and other means which shall be deemed advisable and expedient.

To take, hold by bequest, device, gifts, purchase or lease, either absolutely or in trust, for any of its purposes, any property; to convey, mortgage or pledge this property; to invest and reinvest any principal; and deal with and expend the income and principal of said corporation in a manner as will promote its purposes.

The corporation shall have and may exercise all powers necessary to effect its purposes as set forth above, including all powers conferred by law on corporations organized under the Non-profit Corporation Act. The corporation shall not engage in any activity for profit. No part of the net income of the corporation shall inure to the benefit of or be distributable to its Directors or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered, or to retire indebtedness and to make payment and distributions in furtherance of the purposes herein set out.

Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not carry out any other act not permitted to be carried out by a corporation exempt from Federal Income Tax under section 501(c)(6) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

FOURTH: The corporation shall have three classes of membership. They are as follows, Active members (including student members), Emeritus members, and Sustaining/Affiliate members. Active members and Emeritus members constitute the voting membership of the society.

FIFTH: The Board of Directors shall be elected by the voting membership, with three to be elected each year. Nomination of directors shall be made by a nominating committee, and by membership petition.

SIXTH: The Board of Directors is responsible for the fulfillment of the scientific and business obligations of the corporation. In addition, there shall be an Executive Committee of not less than three and no more than five members. This Executive Committee shall have the power and authority to conduct all the scientific and business obligations of the corporation on behalf of the Board of Directors.

Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purpose of this corporation.

SEVENTH: The number of directors of the corporation elected by the voting membership shall be at least nine and not more than fifteen, to consist of the President, Vice-President, Secretary and Treasurer. The names of the Directors who shall be acting until the First Annual Meeting are:

(add names of ad hoc committee or others here)

EIGHTH: The address including the street and number of the initial registered office is:

(include address of the local coordinator here)

and the name of the registered agent is:

(name of local coordinator)

NINTH: The name and address, including street and number, of each incorporator are:

(include names and addresses of ad hoc committee members)

Incorporators

(ad hoc committee members sign here)

ATTACHMENT 2: EXAMPLE

CONSTITUTION

(your Chapter name) REGIONAL CHAPTER OF THE SOCIETY OF ENVIRONMENTAL TOXICOLOGY AND CHEMISTRY, NORTH AMERICA

Article I: Name

The name of this organization is the (your Chapter name) Regional Chapter of the Society of Environmental Toxicology and Chemistry, North America (SNA). This chapter is an independent non-profit scientific and professional organization which is affiliated with SNA.

Article II: Purpose and Objectives

1. To promote research, education, communication and training in the environmental sciences.
2. To encourage the application of interdisciplinary environmental sciences in managing chemicals and other stressors.
3. To sponsor scientific and educational programs and provide forums for communication and interactions among professionals in government, business, academia and other segments of the environmental science community involved in the use, protection, and management of the environment.
4. To promote the development of principles and practices for sustainable environments, considering appropriate ecological, economic and social aspects.

Article III: Membership

The membership of the chapter shall consist of Active (including members who are students), Emeritus, and Sustaining/Affiliate members.

1. Active members are qualified professionals who share the stated purpose of the chapter and who have education, research or applied experience in the environmental sciences, or who are students pursuing an education in the environmental sciences or related disciplines. Active members and Emeritus members constitute the voting membership of the chapter; only Active and Emeritus members may hold office. [you may wish to consider including a Student member officer, to be elected by the student membership]
2. Emeritus members are those qualified voting members selected and so honored in recognition of their contribution to the environmental sciences and the chapter.

3. Sustaining members are selected in recognition of their financial contribution in support of the chapter. Sustaining members may be corporations, institutions, associations, foundations or individuals. Affiliate members are those individuals or non-profit organizations, institutions, foundations or associations concerned with the affairs and purpose of the Society.
4. Membership to all of the above membership classes require the payment of dues as determined by the chapter. Requirements and benefits for each class of membership are defined in the By-laws.

Article IV: Management and Elections.

1. The affairs of the chapter are managed by the membership through a Board of Directors and Executive Committee in accordance with the Constitution and By-laws.
2. The Board of Directors consists of nine voting members. [the number of Board members is determined by the chapter; an odd number is recommended, in the event of the necessity for a vote; the SNA Board has 15 members] The immediate past president of the chapter serves as an ex-officio member of the Board of Directors.
3. The members of the Board of Directors each serve for a three-year term to be staggered so that no more than one third of the terms expire in any one year.
4. The Board of Directors is elected from the voting membership by the voting membership. The Board of Directors elects officers from the members of the Board. [If your chapter decides to have a student Board member, include the following language: The student Board member is elected by the student members of the chapter.]
5. The officers are President, Vice-President, Secretary and Treasurer. [although SNA combines the secretary and treasurer into a single position, because most chapters do not have frequent access to an accountant or other financial professional, we recommend that these positions be separate]
6. The vice-president is elected for a single term of one year at the conclusion of which the vice-president shall serve as president for one year. The treasurer is elected for a term of two years. The secretary serves for a one year term, which may be extended. [Student Board members should have terms of one or two years]
7. Members of the Board of Directors should strive for consensus on all matters.
8. All members of the chapter may attend any Board meeting, except executive sessions.
9. If a vacancy, except that of president, occurs between terms, the Board of Directors will appoint a successor to serve the remainder of the term. Should the post of president become vacant for any reason, the vice-president will assume the post of president and serve the remainder of the term as acting president and then will succeed to the presidency.

10. The Executive Committee consists of the president, as presiding officer, the vice-president, the Treasurer, the immediate past president and one other voting member of the chapter appointed by the Board of Directors. [each chapter should determine the make-up of its Executive Committee, responsible for approving the monetary commitments of the chapter; at a minimum, the Executive Committee should include the Board president, vice president and immediate past-president]
11. The Board of Directors determines the number, times and places of the Board and chapter meetings. One meeting, normally convened at the chapter Annual Meeting, is designated the Annual General Business Meeting.

Article V: Duties

1. The duties of the president, vice-president, secretary and treasurer are those customarily performed by such officers, unless otherwise directed by the Board of Directors.
2. The duties of the Board of Directors are:
 - a. To manage the business, functions, programs, and activities of the chapter.
 - b. To establish annually the dues for Active, Emeritus, Student and Sustaining members.
 - c. To establish policy and take action as is appropriate to promote the purpose and objectives of the chapter and SNA.
 - d. To appoint/designate officers.
 - e. To appoint committees as necessary.
3. The duties of the Executive Committee are determined by the Board of Directors of the chapter.

Article VI: Quorum

Greater than 50% of the members of the Board of Directors constitutes a quorum; three voting members of the Executive Committee constitutes a quorum. [these can be changed, as the new chapter sees fit]

Article VII: Amendments

The Board of Directors or the voting membership of the chapter may propose an amendment to the Constitution or By-laws. An amendment to the Constitution requires a minimum of 30 days written notice and approval by the voting membership and the Board of Directors of SNA. The chapter Board of Directors approves amendments to the chapter by-laws.

Article VIII: Relationship with SNA

The (your chapter name) chapter is an independent nonprofit scientific and professional organization which is affiliated with SNA. SNA has no legal, contractual, nor financial responsibility of any kind for the affairs of the chapter.

Before the chapter publishes technical information or otherwise publicly issues any statement upon a policy matter that purports to represent the opinion of SNA, it must obtain the consent of the Board of Directors SNA. The chapter also agrees that SNA may restrict, limit, or prohibit the use of its name by the chapter in certain publications, meetings or similar activities involving communication with the public.

The chapter will not conduct any meetings or conferences that conflict with the Annual Meeting of SNA or SETAC World Congress.

Article IX: Procedures

Procedures and other items not specified in this Constitution or in the By-laws or by action of the Board of Directors will comply with the accepted norms of common courtesy and manners.

Article X: Dissolution

Dissolution of the chapter, for any cause, will follow the same procedures as Constitutional amendments and must be in accordance with the applicable regulations of the state(s) of incorporation.

All funds and other assets of the chapter, including any rights to funds, present or future, contingent or actual, shall be irrevocable, assigned and transferred to any successor organization which has among its principal purposes the encouragement, development and dissemination of knowledge in the environmental sciences, and has qualified as an exempt organization according to the regulations of the state of incorporation.

The selection of the successor organization must be approved by a two-thirds vote of the Board of Directors of the chapter and a two-thirds vote of the Board of Directors of SNA.

ATTACHMENT 3: EXAMPLE

BY-LAWS OF THE (your Chapter Name) REGIONAL CHAPTER SOCIETY OF ENVIRONMENTAL TOXICOLOGY AND CHEMISTRY, NORTH AMERICA

Article I. Administration

Section 1. Principal Office

The principal office of the (your Chapter name) Regional Chapter Society of Environmental Toxicology and Chemistry, North America (SNA) is located at: (address). The Board of Directors may change the location of this office. The secretary shall note any change on these Bylaws.

Section 2. Regional Boundaries

The (your chapter name) regional chapter consists of the area bound in the South by (include chapter boundaries here). SNA members from nearby locales may be invited for membership if other regional chapters do not serve them.

Section 3. Chapter Records

The chapter keeps at its principal office: minutes of all meetings, records of accounts of business transactions and accounts of assets, liabilities, and receipts. [choose an appropriate period of time records should be kept]

Section 4. Annual Report

The Board of Directors furnishes an annual accounting report to all members not later than 120 days after the close of the chapter's fiscal year.

Article II. Membership

1. Application for Active (including students) or Sustaining/Affiliate member shall be made on an application authorized by the chapter Board of Directors. Emeritus members are selected and so honored by the chapter in recognition of their contribution to the field and to the chapter; Emeritus members are not required to apply for membership.
2. Qualifications and benefits are as follows:
 - a. ACTIVE MEMBER
 - i. Qualifications
 1. Must share the stated purpose of the chapter.
 2. Must have applied experience, education, or have conducted research in areas related to the chapter's stated purpose, or be a student in environmental science or a related discipline.
 3. Must have a primary degree (e.g. B.S.) plus three years experience.
 4. Must pay regular Active member dues on an annual basis.
 - ii. Benefits

1. May vote.
2. May hold office.
3. May contribute to and receive chapter publications.
4. May participate in chapter functions, programs, committees, and activities.

b. EMERITUS MEMBER

i. Qualifications

1. Must share the stated purpose of the chapter.
2. Must be a member in good standing for three years.
3. Must be recognized for service to the chapter and the profession.
4. Must be elected by the chapter Board of Directors.
5. Must pay Emeritus member dues [if any; this may be deleted if Emeritus members do not pay dues].

ii. Benefits

1. May vote.
2. May hold office.
3. May contribute to and receive chapter publications.
4. May participate in chapter functions, programs, committees, and activities.

c. SUSTAINING/AFFILIATE MEMBERS

i. Qualifications

1. A Sustaining member may be a for-profit or not-for-profit organization, an institution, a foundation, or an individual. Must share the stated purpose of the chapter.
2. Must pay Sustaining member dues.

ii. Benefits

1. Receives benefits and recognition commensurate with their contribution in chapter publications and at Annual meetings.
2. [your chapter may wish to include other benefits for Sustaining members, or specify what type(s) of recognition the chapter will express]

3. The chapter will inform all applicants about their acceptance or rejection to the chapter in a timely manner.

Article III. Dues and Finances

1. The chapter Board establishes all dues annually, with consideration to the ability of the membership to pay.
2. Annual dues are assessed on January 1 of each calendar year [or another date appropriate for your chapter].
3. Any member in arrears in dues for six months [you may choose a shorter or longer time period] will lose membership in the chapter. Defaulting members may be reinstated provided they liquidate all indebtedness to the chapter.
4. The fiscal year of the chapter begins on January 1 and ends on December 31 of the same year. [you may choose another fiscal year for your chapter]
5. The chapter Board of Directors may authorize any officer to enter into any contract or to execute and deliver any instrument in the name of or on the behalf of the chapter.

All funds of the chapter, not otherwise employed, are deposited as reserves to the credit of the chapter in a banks or other depository selected by the Board president, with concurrence from the treasurer and approval by the chapter Board of Directors.

Article IV. Board of Directors

The chapter has nine voting members of the Board of Directors, [or 10, if you decide to include the immediate past president of the chapter, or another number appropriate for your chapter] collectively known as the Board of Directors. The number may be changed by amendment of this By-law, or by repeal of this By-law and adoption of a new By-law. The Board will strive for approximate equal representation from government, academia, and business.

Section 1. Duties

It is the duty of the Board of Directors to:

- (a) Represent members that are trained or experienced in disciplines related to environmental sciences, education and management and are affiliated with the chapter.
- (b) Promote the purpose and objectives of the chapter.
- (c) Appoint and remove, employ and discharge, and, except as otherwise provided in these By-laws, prescribe the duties of all officers, agents and employees of the chapter.
- (d) Meet at times and places as required by these By-laws.
- (e) Manage the business, functions, programs and activities of the chapter.
- (f) Provide evidence of financial resources sufficient to sustain the activities of the chapter.
- (g) Establish annually the dues for Active, Emeritus, Student and Sustaining members.
- (h) Appoint committees as necessary.

Section 2. Elections

- (a) Candidates for nomination to the Board of Directors are solicited from the voting membership. Candidates for the Board of Directors will be nominated by the nominating committee or by membership petition. Candidates must be members of SNA. Members of the Board of Directors will be elected by ballot by the voting membership. There are no votes cast by proxy.
- (b) The officers of the chapter are elected by the Board of Directors from the members of the Board.
- (c) Election of the Board of Directors occurs at the beginning of each calendar year. [or another time appropriate for your chapter]

Section 3. Number of Officers

The officers of the chapter are: President, Vice President, Secretary and Treasurer [unless you decide differently]

Section 4. Duties of President

The president is the chief executive officer of the chapter and, consistent with the decisions of the Board of Directors, supervises affairs of the chapter. He or she performs all duties pertinent to his or her office and other duties as may be required, or prescribed by the Board of Directors. The president presides at all meetings of the Board and members.

Section 5. Duties of Vice President

In the absence of the president, or in the event of his or her inability or refusal to act, the vice-president performs the duties of the president, and when so acting has all the powers of the president.

Section 6. Duties of Secretary

The secretary records minutes of all meetings of the Board of Directors, and, if applicable, meetings of committees and of members.

Section 7. Duties of Treasurer

The Treasurer:

- (a) Has charge of, and is responsible for, all funds of the chapter. He/she deposits these funds in the name of the chapter in banks, trust companies, or other depositories as selected by the Board of Directors.
- (b) Receives, and gives receipt for, monies due and payable to the chapter from all sources.
- (c) Disburses, or causes to be disbursed, funds of the chapter as directed by the Board of Directors, acquiring proper vouchers for disbursements.
- (d) Keeps and maintains adequate and correct accounts of the chapter's financial transactions, including accounts of its assets, liabilities, receipts, disbursements, etc.
- (e) Provides to the president and Board of Directors, when requested, an account of any or all transactions and of the financial condition of the chapter.
- (f) Prepares, or causes to be prepared, and certifies, or causes to be certified, the financial statements to be included in any required reports.

Section 8. Term of Office

The members of the Board of Directors are elected for three-year terms to be staggered so that no more than one third of the terms expire in any one year. Student Board members are elected for one year terms which may be extended to a second year. [if you decide to include student board members] The president and vice-president each serve one year terms. At the end of his/her term, the vice-president assumes the post of president. The secretary's term is one year, but may be extended to two years; the treasurer serves for a term of two years.

Section 9. Compensation

The Board of Directors serves without compensation except they that they are allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 2 of this Article.

Section 10. Committees

The Board of Directors is responsible for the formation and dissolution of all chapter committees. At least one Board member should be on each standing committee.

Section 11. Vacancies

The Board of Directors may declare vacant the office of a Board member who has been determined of unsound mind or convicted of a felony. Any Board member may resign effective upon giving written notice to the president, the secretary, or the full Board of Directors.

Section 12. Non-Liability of Directors

The members of the Board of Directors are not personally liable for the debts, liabilities, or other obligations of the chapter.

Article V. Meetings

Section 1. Place of Meetings

Board of Directors meetings are held at the principal office of the corporation unless otherwise provided for by the Board. Any Board meeting, regular or special, may be held by conference telephone or similar communication.

Section 2. Regular and Annual Meetings

The Board of Directors determines the number, times and places of regular meetings. The Board will designate at least one general business meeting of the chapter each year (usually coincident with the STAC NA Annual meeting). This meeting includes reports of officers and other items of business.

Section 3. Special Meetings

Special meetings of the Board of Directors may be called by the president, the vice president, or by any two members of the Board. These meetings are held at the place designated by the person or persons calling the meeting, and in the absence of designation, at the principal office of the chapter.

Section 4. Notice of Meetings

The Board president provides Board members with two weeks' notice of the time and place of each regular Board meeting. Notices may be sent by phone, fax, email or mail. Notice of meetings specify the place, day and hour of the meeting.

Section 5. Quorum for Meetings

A quorum consists of 50% or more of existing Board members.

Section 6. Conduct of Meetings

Meetings of the Board of Directors are presided over by the Board president or, in his or her absence, by the Vice President; in the absence of each of these persons, by a Chairperson chosen by a majority of the Board members present at the meeting.

Section 7. Action by Consent without Meeting

Any action required or permitted to be taken by the Board of Directors may occur without a meeting. Votes may be cast by fax, email or mail.

Article VI. Amendments

These By-laws may be altered, amended, or repealed and new By-laws adopted as follows:

- (a) By approval of the Board of Directors unless the By-laws amendment would materially and adversely affect the rights of members or
- (b) By approval of a majority of the members of the chapter.

Article VII. Relationship to SNA

Section 1. Independent Status

The (your Chapter name) chapter is an independent non-profit scientific and professional organization which is affiliated with SNA. SNA has no legal, contractual or financial responsibility of any kind for the affairs of this chapter.

Section 2. Publication, Use of Name and Meetings

Before the chapter publishes technical information or otherwise publicly issues any statement upon a policy matter which purports to represent the opinion of SNA, it must obtain the consent of the Board of Directors of SNA. The chapter agrees that SNA may restrict, limit or prohibit the use of its name by the chapter in certain publications, meetings or other activities involving communication with the public.

The chapter will not conduct any meetings or conferences that conflict with the Annual Meeting of SNA or SETAC World Congress.

ATTACHMENT 4: EXAMPLE

SNA STUDENT CHAPTERS

This document is intended to provide guidance on the initiation and operation of Student (or Student Affiliate) Chapters of the Society of Environmental Toxicology and Chemistry, North America (SNA).

The purpose of a Student Chapter is to communicate environmental science and engineering issues, to foster friendships among students with similar interests, and to assist students in their training and professional development

1. Five or more college or university students who value the goals and objectives of SNA are invited to form a student chapter.
2. The chapter may organize itself in any form, but must petition a faculty member, or affiliated individual (e.g., post-doctoral researcher) of their institution who is a SNA member in good standing to serve as their chapter adviser.
3. Use of the name, acronym, and/or logo of SNA must be approved in advance by the SNA Office, through the chapter advisor.
4. Neither SNA nor the regional chapter of the area in which the institution is located is in any way financially or legally responsible for a student chapter. The student chapter is expected to comply with all necessary college or university requirements for initiation and conduct of their chapter.
5. Members of student chapters are encouraged to become SNA Student members and avail themselves of travel awards to annual meetings, the newsletter, reduced registration fees at annual meetings, participation in technical workshops, reduced purchase prices for publications, and career development opportunities within SNA.
6. Members of student chapters are also encouraged to join their regional SNA chapter, if available. Many chapters provide additional awards for student research, reduced or no-cost admission to chapter annual meetings and awards for student presentations at chapter annual meetings.