

**The Hudson / Delaware Regional Chapter
of the
SOCIETY OF ENVIRONMENTAL TOXICOLOGY AND CHEMISTRY**

By-Laws

Article I: Name

The name of this organization shall be the Hudson/Delaware Chapter (HDC) of the Society of Environmental Toxicology and Chemistry (SETAC®). This Chapter shall be an independent non-profit scientific and professional organization that is affiliated with the Society of Environmental Toxicology and Chemistry.

Section 1. Regional Boundaries

The Hudson/Delaware Chapter shall consist of the states of New Jersey and Delaware, eastern New York, and eastern Pennsylvania. There will be some overlap with the regional boundaries of other chapters. For those areas of overlap, the member needs to determine which chapter would best meet his/her specific interests.

Article II: Purpose

- a. Promote research, education, training, and development of the environmental sciences, specifically environmental toxicology and chemistry, hazard assessment, and risk analysis.

- b. Encourage interactions among environmental scientists and disseminate information on environmental toxicology and chemistry and its application to the disciplines of hazard and risk assessment.

c. 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 and for the protection and welfare of the general public.

Article III: Membership

The HDC Chapter shall have four categories of membership: Full, Emeritus, Student, and Sustaining. Full and Emeritus Members constitute the voting membership of the Chapter. Membership requires either the attendance of at least one chapter function within the previous two calendar years to be retained as an active member or membership can be retained by payment of an annual \$15.00 membership fee.

Only Full and Emeritus Members may sit on the Board of Directors and hold office. Only members who are also members of the Parent Society may hold office.

Qualifications of Members

The categories for membership in this chapter are as follows:

- a. Full Members are qualified professionals who share the stated purpose of the Chapter and who have education, research or applied experience in environmental toxicology and/or chemistry.
- b. Student Members are persons who share the stated purpose of the Chapter and are students showing promise of becoming qualified for Member status at a later date.
- c. Emeritus Members are those qualified voting Members selected and honored in recognition of their contribution to environmental toxicology and/or chemistry and the Chapter.

e. Sustaining Members are individuals, corporations, institutions, companies or organizations that contribute to the financial support of the Chapter.

Article IV: Management and Elections

1. The affairs of the Chapter shall be managed by the membership through a Board of Directors and Executive Committee in accordance to these By-Laws.

2. The Board of Directors shall consist of a minimum of ten (10) or a maximum of twelve (12) voting members, including the Immediate Past President of the Chapter as an ex-officio member.

3. Candidates for nomination to the Board of Directors shall be solicited from the active membership. Candidates for the Board of Directors will be nominated by the nomination committee or by membership petition. Members of the Board of Directors will be elected by the voting membership. There shall be no vote cast by proxy.

4. The members of the Board of Directors shall be elected for term of three (3) years to be staggered so that ideally no more than four terms expire in any one year.

5. The Officers will be elected by the Board from the members of the Board of Directors.

6. The Officers shall be six (6): President, Past-President, Vice-President, Secretary, Treasurer, and Newsletter Editor.

7. The President shall serve one (1) year and one (1) year as Past-President. The Vice-President shall be elected for a single term of one (1) year and at the conclusion shall serve as President. The Secretary, Newsletter Editor, and the Treasurer shall be elected for terms of three (3) years.

8. If a vacancy, except that of President, occurs between terms, 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 and serve the remainder of the term as acting President and shall succeed to the presidency.

9. The President shall serve as President of the Board.

10. The Executive Committee shall have four (4) or more voting members consisting of the President as the presiding Officer, the Vice-President, the Immediate Past-President and one or more other voting member of the Chapter appointed by the President.

11. The Board of Directors shall determine the number, times and places of the Chapter meetings.

Article V: Duties

Section 1. Duties of the Board of Directors shall be:

- a. To manage the business, functions, programs, and activities of the Chapter.
- b. To establish annually the dues for Active Members, Emeritus Members, and Student Members.
- c. To establish policy and take such action as seems desirable and appropriate to promote the objectives of the Chapter.
- d. To examine, if necessary, the eligibility of applicants for membership and convey its findings to the Chapter.
- e. Meet at such times and places as required by these Bylaws.
- f. To appoint such committees as necessary.
- g. To determine when, where, and who will chair the Annual Meeting, Fall Workshop, or any other event at a time early enough to ensure proper set-up and running of the functions.

Section 2. Duties of President

The President shall:

- a. Supervise and control the affairs of the Chapter and the activities of the Officers.
- b. He or she shall perform all duties incidental to his or her office and such other duties as may be required by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairperson of the Board of Directors, he or she shall preside at all meetings of the Board of Directors. If applicable, the President shall preside at all meetings of the members.
- c. The President will also submit a "Letter from the President" to the Newsletter editor for inclusion in each issue of the Chapter newsletter. The President shall appoint another Board member to submit an article in the event that the President is unable to do so.
- d. The President will also be responsible for noting events and accomplishments of the chapter in the Parent Society's newsletter, SETAC Globe, that is published bimonthly.

Section 3. Duties of Vice-President

The Vice-President shall:

- a. In the absence of the President, or in the event of his or her inability or refusal to act, the Vice-President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President.
- b. The Vice-President shall have other powers and perform such other duties as may be prescribed by these Bylaws, or as may be prescribed by the Board of Directors.

c. The Vice-President shall head the Nomination and Election Committee for new Board member positions and count the votes for the Board member election.

Section 4. Duties of Secretary

The Secretary shall:

a. Certify and keep the original, or a copy of these Bylaws as amended or otherwise altered to date.

b. Keep a record of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

c. Exhibit at all reasonable times to any director the Bylaws and the minutes of the proceedings of the directors of the chapter.

d. In general, perform all duties incident to the office of Secretary and such other duties as may be required by these Bylaws, or which may be assigned to him/her from time to time by the Board of Directors.

Section 5. Duties of Treasurer

The Treasurer has the responsibilities of fulfilling the duties as treasurer, registrant of meetings, membership director, and director of corporate sponsorship program.

Subject to the provisions of these Bylaws, the Treasurer shall:

a. Have charge and custody of, and be responsible for, all funds of the Chapter, and deposit all such funds in the name of the chapter in such banks or other depositories as shall be selected by the Board of Directors.

b. Receive, and give receipt for, monies due and payable to the Chapter from any source whatsoever.

- c. Disburse, or cause to be disbursed, the funds of the Chapter as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
- d. Keep and maintain adequate and correct accounts of the Chapter's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.
- e. Prepare and present a financial report at each Board meeting and whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Chapter.
- f. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- g. Maintain a current membership directory containing the name and address of each and any members, and their status as a member.
- h. Preside as the registrant for the Chapter's functions and collect all registration fees.
- i. Direct and obtain corporate sponsorship funds
- j. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by these Bylaws, or which may be assigned to him/her from time to time by the Board of Directors.

Section 6: Duties of Past-President

- a. Provide advice and give directions to the President and other Officers of the Chapter on the proper running of the Chapter and execution of the By-Laws.

Section 7: Duties of the Communications Coordinator / Editor

- a. To assemble and publish the Chapter newsletter on a biannual basis. It is the responsibility of the Communications Coordinator / Editor to solicit articles and other write-ups for the newsletter.
- b. To coordinate, edit, and oversee the contents of the Chapter's website.
- c. To distribute the HDC newsletter to the Executive Director of SETAC and (in some cases) the other regional chapter representatives of SETAC, and the regional chapter liaison of the Parent Society.

Section 8: Duties of the Executive Committee shall be determined by the Board of Directors of the Chapter.

Section 9. Resignation

An Officer or Board Member may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Chapter. An Officer may choose to resign as an Officer, but not as a Board Member. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 10. Removal

The Executive Committee called by the President shall have the right to evict a disruptive individual at any HDC function.

Any Board member or Officer can be removed from his or her elected position with cause. Procedures for removal are:

- a. Any Board member can recommend to a member of the Executive Committee for the removal of a Board member.
- b. The Executive Committee can ask a Board member to resign.
- c. If the person refuses to resign, then the Board of Directors by a two-thirds (2/3) vote by secret ballot can remove the Board member.
- d. If one of the members of the Executive Committee is being asked to resign, then a two-thirds (2/3) vote by the Board of Directors can determine removal.

Section 11. Vacancies

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise of any Officer, except the President, shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of the President, such vacancy may be filled temporarily by appointment of a Board member by the President until such time as the Board shall fill the vacancy. Should the post of President become vacant for any reason the Vice-President shall assume the post of President and serve the remainder of the term as acting President and shall succeed to the presidency. Vacancies occurring in offices of Officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

Article VI. Meetings

Section 1. Place of Meetings

Board meetings shall be held at such place within the geographical region of the Chapter that has been designated from time to time by resolution of the Board of Directors. Any Board meeting, regular or special, may be held by conference telephone or similar communications equipment, so long as all Board members participating in such meeting can hear one another.

Section 2. Regular and Annual Meetings

- a. The Board of Directors shall determine the number, times, and places of the regular meeting of the Chapter. There shall be at least four (4) meetings of the Board of Directors in each year.
- b. One meeting each year shall be designated the Annual Meeting. At this meeting, there shall be a business meeting for the Chapter's membership for reports of Officers, for a report on the election of Officers, for the nomination for Board of Directors, and for other items of business.

Section 3. Special Meetings

Special meetings of the Board of Directors may be called by the President, or any other Officer, and such meetings shall be held at the place designated by the person or persons calling the meeting.

Section 4. Conduct of Meetings

Meetings of the Board of Directors shall be presided over by the President of the Chapter or, in his or her absence, by the Vice-President of the chapter or, in the absence of these persons, by a Chairperson chosen by the absentee President or Vice-President. The Secretary of the Chapter shall act as secretary of all meetings of the Board, provided that, in his / her absence, the presiding Officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by Roberts Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws.

Section 5: Quorum

A simple majority of the voting members of the Board of Directors shall constitute a quorum; a simple majority of the voting members of the Executive Committee shall constitute a quorum.

Article VII: Amendments

An amendment of these By-Laws may be proposed in writing by the Board of Directors or the voting membership of the Chapter. An amendment is consummated and ratified when approved by a quorum vote of the Board of Directors and additionally approved by the Board of Directors of the Society of Environmental Toxicology and Chemistry.

Article VIII: Relationship with the Society of Environmental Toxicology and Chemistry

The Chapter is an independent nonprofit scientific and professional organization that is affiliated with the Society of Environmental Toxicology and Chemistry. The Society of Environmental Toxicology and Chemistry shall have no legal, contractual, or 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 the Society of Toxicology and Chemistry, it must obtain the consent of the Board of Directors of the Parent Society. The Chapter also agrees that from time to time the Society may restrict, limit, or prohibit the use of its name, logo, and acronym by the Chapter in certain publications, meetings, or similar activities involving communication with the public.

The Chapter also will not conduct any meetings or conferences that conflict with the Parent Society.

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 shall be in accordance with Robert's Rules of Order.

Article X: Dissolution

Dissolution of the Chapter, for any cause, shall follow the same procedure as Constitutional amendments. The selection of the successor organization must be approved by a two-third (2/3) vote of the Board of Directors of the Chapter and a two-thirds (2/3) vote of the Parent Society's Board of Directors and named in the Board of Directors minutes and its articles of dissolution, but need not be named in the motion of the petition for dissolution.

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