

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

**Chapter By-Laws**

**Article I: Name of the Organization**

The name of this organization shall be the Hudson/Delaware Chapter (HDC) of the Society of Environmental Toxicology and Chemistry (SETAC®), hereafter referred to as the “Chapter”. 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 Chapter shall primarily consist of the states of New Jersey, Northern Delaware, South 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 for the purposes of Chapter membership.

**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**

Section 1: General Membership

Members are expected to hold a degree, are trained, or are experienced in disciplines related to environmental sciences, education, and management, or be working towards such a degree if they are currently students of an academic institution. The Chapter shall have three categories of general membership: full, student, and emeritus. 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.
- d) Full, emeritus, and student members constitute the voting membership of the Chapter. Membership requires payment of an annual membership fee as determined by the Board of Directors. It is highly encouraged that the member attend at least one Chapter function within the previous two calendar years to be retained as an active member in good standing in addition to the annual dues.
- e) Only qualified members in good standing with the Chapter may sit on the Board of Directors and hold office. Only members who are also members of SETAC North America (the Parent Society) may hold office. One student member may sit on the Board of Directors.

## Section 2: Corporate Sponsor Membership

- a) Companies and other organizations are encouraged to provide support to the Chapter through sponsorship opportunities and may also be considered members. Sponsorship will be managed by the Board of Directors and provided on an annual basis through financial contributions or for needed services that are approved by the Board of Directors.
- b) The Chapter shall have three categories of Corporate Sponsor Membership which include Sustaining, Full, and Associate. Each of these membership types are associated with different tier contributions as determined annually by the Board of Directors.
- c) All sponsors will be recognized in Chapter material including emails, website, newsletters, social media, meeting programs, and announcements up to one year. Sponsors will be specifically acknowledged during meetings and events throughout the year.

## Article IV: Management and Elections

- a) The affairs of the Chapter shall be managed by the membership through a Board of Directors which consists of an Executive Committee and elected board members in accordance to these By-Laws.

- b) The Board of Directors shall consist of a minimum of ten (10) or a maximum of thirteen (13) voting members, including the immediate Past President of the Chapter as an ex-officio member, and a Student member as the 13<sup>th</sup> when applicable. When there is no student board member, there is expected to be 10-12 voting board members.
- c) Candidates for nomination to the Board of Directors shall be solicited from the active membership. Candidates for the Board of Directors will be self-nominated from the general membership, nominated by an annually formed 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.
- d) The members of the Board of Directors shall be elected for a term of three (3) years to be staggered so that ideally no more than four terms expire in any one year. Student members will serve annually but may be re-elected successive years during their time as a student.
- e) The Executive Committee will be elected/selected by the Board of Directors from the members of the Board of Directors.
- f) The Executive Committee shall be six (6): President, Past-President, Vice-President, Secretary, Treasurer, and Communications Director.
- g) 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, Communications Director, and the Treasurer shall be elected for terms of three (3) years and may carry out these terms to completion regardless of previous years served.
- h) 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.
- i) The President shall serve as President of the Board.

## **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 full 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 By-Laws.
- 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. See the “HDC SETAC Standard Operating Procedures” for guidance on event planning and coordination.

## Section 2. Duties of President

The President shall:

- a) Supervise and control the affairs of the Chapter and the activities of the Officers.
- b) Perform all duties incidental to his or her office and such other duties as may be required by these By-Laws, or which the Board of Directors may prescribe from time to time. 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) Submit a “Letter from the President” to be distributed to the general membership of the Chapter annually. This can be done via each issue of the Chapter newsletter, email, or website posting. The President shall appoint another board member to submit a general letter on behalf of the Board of Directors to the full membership in the event that the President is unable to do so.
- d) Serve as the liaison between the Chapter and SETAC North America. They will be responsible for communications with SETAC NA and participate in monthly conference calls with the regional Chapter representatives. These duties include confirming Annual Meeting statistics such as attendees and demographics, updating current contact information for board members, and noting events and accomplishments of the Chapter in the Parent Society’s newsletter, SETAC Globe, as requested by the SETAC NA.

## 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) Have other powers and perform such other duties as may be prescribed by these By-Laws, or as may be prescribed by the Board of Directors.
- c) 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 By-Laws 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 board member the By-Laws and the minutes of the proceedings of the Board of 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 By-Laws, 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 By-Laws, 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 an annual budget presentation at an in-person business meeting, with assistance from appropriate committees to develop sound fiscal strategy for the Chapter.
- g) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- h) Maintain a current membership directory containing the name and address of each and any members, and their status as a member.
- i) Preside as the registrant for the Chapter's functions and collect all registration fees.
- j) Organize and maintain corporate sponsorship opportunities through tools available (Board of Directors, sub committees, and standard procedures).
- k) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by these By-Laws, 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 Director

- a) Organize and maintain the communications of the Board of Directors, including newsletters, emails and social media using the available tools (Board of Directors, sub committees, and standard procedures).
- b) To create and send out regular emails that inform the membership of the recent happenings of the Chapter. As requested by the Newsletter Committee the Communications Director will support the committee to publish the Chapter newsletter on a biannual basis or as agreed upon by the committee. It is the responsibility of the Communications Director to solicit articles and other write-ups for regular emails to the membership.

- c) To coordinate, edit, and oversee the contents of the Chapter's website. As much as possible it is the Communications Director who may train others to edit and post content on the website to keep the membership informed.
- d) To distribute the Chapter 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 Student Board Member

- a) The student board member serves as an important representation of the students of the Chapter. The student board member shall attend board meetings to the extent possible, engage in voting on decisions that come across the Board of Directors on behalf of student membership, and articulate any needs/concerns of the student membership. It is expected that the student board member will take an active role in the development and execution of student activities at both the annual meeting and throughout the year.
- b) The student board member shall be elected from nominees annually by the Board of Directors in coordination with the general election.
- c) In the case of there being no election for the Board of Directors, the Board of Directors may solicit for and select a student representative from the current membership.

#### Section 9: Duties of the Executive Committee

- a) The duties of the Executive Committee shall be determined by the Board of Directors of the Chapter.

#### Section 10. Resignation

- a) 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 11. Removal

- a) The Executive Committee called by the President shall have the right to evict a board member under the following processes:
  - 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 12. Vacancies

- a) 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 of Directors may or may not be filled, as the Board of Directors shall determine.

### **Article VI. Meetings**

#### Section 1. Meetings of the Board of Directors

- a) 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. There shall be at least four (4) meetings of the Board of Directors in each year.
- b) One Board of Directors meeting each year shall be designated the Annual Business Meeting. At this meeting, there shall be a business meeting for the Chapter's membership for reports of the Executive Committee, for the newly elected Board of Directors, and for other items of business including finances and meeting membership.

#### 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, including the Annual Chapter Meeting as well as any additional meetings, whether remote or in person.

#### Section 3. Special Meetings

- a) The President may call special meetings of the Board of Directors, 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

- a) 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. Roberts Rules of Order shall govern meetings; as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these By-Laws.

#### Section 5: Quorum

- a) 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**

- a) The Board of Directors or the voting membership of the Chapter may propose an amendment of these By-Laws in writing. 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, North America.

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

- a) 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**

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- a) Procedures and other items not specified in these By-Laws or by action of the Board of Directors shall be in accordance with Robert's Rules of Order.

**Article X: Dissolution**

- a) Dissolution of the Chapter, for any cause, shall follow a similar procedure as the SETAC NA By-Laws. 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.

Most recent update: January 19, 2021

Updated by Executive Committee: Dan Millemann, Donald Nazario, Linda Logan

Amended: