



**PACIFIC NORTHWEST CHAPTER
SOCIETY OF ENVIRONMENTAL TOXICOLOGY AND CHEMISTRY
(PNW-SETAC)**

**CONSTITUTION
1989**

ARTICLE I - NAME

The name of this organization shall be the Pacific Northwest Chapter of the Society of Environmental Toxicology and Chemistry and hereinafter shall be designated as the Chapter. The Chapter shall be an independent, non-profit, scientific and educational organization that is affiliated with the Society of Environmental Toxicology and Chemistry.

ARTICLE II - PURPOSE

1. Promote research, education, training, and development in the environmental sciences, especially in the fields of environmental toxicology and chemistry, and hazard and risk assessment.
2. Encourage and facilitate interaction among environmental scientists in all segments of the scientific community.
3. Sponsor scientific and educational programs and otherwise disseminate information to foster a broader understanding of the sciences of environmental toxicology and chemistry in Chapter members, other professionals, and the general public.

ARTICLE III - MEMBERSHIP

1. Membership in the Chapter is open to any person interested in furthering the purpose of the chapter and residing or working in the states of Oregon, Idaho, Washington, Alaska, the province of British Columbia, and Alberta. Any person holding membership is a voting member.

2. Sustaining membership in the Chapter is open to any organization that wishes to foster the purpose of the Chapter.
3. Membership in the above membership classes requires the payment of dues as determined by the Chapter.

ARTICLE IV - MANAGEMENT AND ELECTIONS

1. The affairs of the Chapter shall be managed by the membership through a Board of Directors in accordance with the Constitution and Bylaws.
2. The Board of Directors shall consist of nine (9) members and shall include the Immediate Past President, the President, the Vice-President, the Secretary, Treasurer, three (3) elected Directors, and one (1) appointed Director selected annually from the student membership.
3. Each member of the Board of Directors shall be a Member, Student Member, Associate Member, or Emeritus Member of the Pacific Northwest Chapter of the Society of Environmental Toxicology and Chemistry. Concurrent membership in the national Society of Environmental Toxicology and Chemistry is recommended.
4. Candidates for the Board of Directors will be nominated by the nomination committee, additional nominations shall be solicited from the voting membership, and election shall be by mail ballot of the voting membership. There shall be no vote cast by proxy in a mail ballot.
5. The elected members of the Board of Directors shall serve for terms of three (3) years, with the Vice-President acceding to the Presidency after one (1) year as Vice-President and the President acceding to the Immediate Past Presidency after one (1) year as President. The terms of the three Directors shall be staggered so that the term of only one position will expire in any one year. The student member will be appointed each year by consensus vote of the Board of Directors at the annual meeting in May.
6. 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 then accede to the Presidency.
7. The President shall serve as Chairman of the Board of Directors.

ARTICLE V - DUTIES

1. The duties of the President, Vice-President, and 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 shall be to establish policy and take such action as seems desirable and appropriate to promote the objectives of the Chapter, to include:
 - a. Manage the business, functions, programs, and activities of the Chapter;
 - b. Establish annually the dues for Student Members and Members.
 - c. Determine the number, times, and places of the Chapter meetings;
 - d. Appoint committees to assist in these duties.

ARTICLE VI - QUORUM

A majority vote of the membership in attendance shall constitute a quorum.

ARTICLE VII - AMENDMENTS

Amendments to the Constitution may be proposed by either the Board of Directors or by a quorum of the voting membership of the Chapter. An amendment becomes effective only after it has been ratified by two-thirds (2/3) of the voters responding to mail-ballot of the Chapter Membership and approved by the Board of Directors of the Society of Environmental Toxicology and Chemistry.

ARTICLE VIII - RELATIONSHIP WITH SETAC

SETAC shall have no legal, contractual, or financial responsibility of any kind for the affairs of the Chapter.

The Chapter shall comply with provisions for continued authorization by SETAC, including:

1. Provide reports of activities as requested by SETAC,
2. Obtain consent of SETAC Board of Directors prior to issuing technical information or statements purporting to represent the opinion of SETAC,
3. Observe any SETAC restriction, limitation, or prohibition on the use of the SETAC name or logo in certain publications, meetings, or similar activities involving communication with the public, and

4. Observe the SETAC restriction not to conduct any meetings or conferences that conflict with the annual meeting of SETAC.

ARTICLE IX - PROCEDURES

Procedures and other items not specified in the Constitution or in the Bylaws or by action of the Board of Directors shall be in accordance with Robert's Rules of Order Revised.

ARTICLE X - DISSOLUTION

Dissolution of the Chapter, for any cause, shall follow the same procedure as Constitutional amendments and must be in accordance with the applicable regulations of the 1956 Internal Revenue Code, Section 506, or any amendments thereto.

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 under Section 501 of the 1956 Internal Revenue Code. Such activities or any amendments thereto need not be the only purpose of the successor organization.

The selection of the successor organization must be approved by a two-thirds (2/3) vote of the Board of Directors and a two-thirds (2/3) vote of the Board of Directors of SETAC and named in the Board of Directors minutes and articles of dissolution, but need not be named in the motion of the petition for dissolution.



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BYLAWS

BYLAW I - MEMBERSHIP AND DUES

1. Any member in arrears in dues for more than six months will be dropped from membership.
2. At the discretion of the Board of Directors, delinquent members may be reinstated upon payment of annual dues for the current year.
3. The fiscal year of the Chapter shall run from January 1 through December 31, following the calendar year.
4. Members who move their residency outside of the geographic area covered by the Chapter will not be considered delinquent following nonpayment of dues if the Chapter is given timely notification of the change of residency.

BYLAW II - FINANCES

1. The Board of Directors may authorize any of its members to enter into any contract or to execute and deliver any instrument in the name or behalf of the Chapter and such authority may be general or confined to specific instances.
2. All funds of the Chapter not otherwise employed shall be deposited from time to time to the credit of the Chapter in such banks or other depositories as the Board of Directors may select.
3. The annual budget shall be subject to approval by the Board of Directors.

BYLAW III - ELECTIONS AND COMMITTEES

1. Candidates for membership to the Board of Directors should be selected in such a way as to attempt to achieve an approximately equal representation from government, academia, and business. Candidates for the three Director's positions shall be nominated so that government, academia, and business representatives always hold one of the three Director's seats.
2. Names of all valid nominees shall be placed on mail-ballots and submitted to the voting membership for election.
3. A candidate must obtain a simple majority of votes cast in order to be elected. Tie votes will be resolved by vote of the Board of Directors. In cases where no candidate achieves a simple majority, the top two candidates will be voted on again in a run-off election.
4. The Board of Directors shall be responsible for the formation and dissolution of all standing committees.
5. The president may form ad hoc committees, which serve at his/her discretion or term of office.

BYLAW IV - MEETINGS

1. The Board of Directors shall determine the number, times and places of the regular meetings of the Chapter.
2. One meeting shall be designated the Annual Meeting. There shall be no more than one Annual Meeting per fiscal year. At the Annual Meeting, there shall be a plenary session where all Chapter members have the opportunity to hear the reports of the business and activities of the Chapter, including, but not limited to, election of members to the Board of Directors and budget status.
3. The Board of Directors shall determine rules relative to the conduct of scientific sessions and presentation of scientific papers at all meetings.
4. There shall be at least one (1) meeting of the Board of Directors in each year.
5. The President shall convene the Board of Directors at a special meeting whenever the affairs of the Chapter require it.
6. A request to the President, made in writing, signed and approved by three (3) members of the Board of Directors shall render the convocation of the Committee obligatory.

BYLAW V - RELATIONSHIP WITH SETAC

The relationship with the Society of Environmental Toxicology and Chemistry shall be established in the Chapter Constitution.

BYLAW VI - AMENDMENTS

Amendments to the Bylaws shall be conducted according to the procedures for amendment of the Chapter Constitution.

BYLAW VII - GENERAL PROHIBITIONS

Notwithstanding any provision of the Constitution and Bylaws which might be susceptible to a contrary construction:

1. The Chapter shall be organized for scientific and educational purposes.
2. The Chapter shall be operated for scientific and educational purposes.
3. No part of the net earnings of the Chapter shall or may, under any circumstance, inure to the benefit of any individual.
4. No substantial part of the activities of the Chapter shall consist of lobbying, or otherwise attempting to influence legislation.
5. The Chapter shall not participate in, or intervene in (including the publishing or distribution of statement) any political campaign on behalf of any candidate for public office.
6. The Chapter shall not be organized or operated for profit.
7. The Chapter shall not:
 - a. Lend any part of its income or corpus, without the receipt of adequate security and reasonable rate of interest to;
 - b. Pay any compensation in excess of a reasonable allowance for salary or other compensation for personal services actually rendered to;
 - c. Make any part of its services available on a preferential basis to;
 - d. Make any purchase of securities or any other property, for more than adequate consideration in money or monies worth from;
 - e. Sell any securities or other property for less than adequate consideration for money or monies worth to;

- f. Engage in any other transactions which result in substantial diversions of its income or corpus to;

any member of the Board of Directors or contributor to the Chapter.

BYLAW VIII - DISTRIBUTION ON DISSOLUTION

Upon dissolution of the Pacific Northwest Chapter of the Society of Environmental Toxicology and Chemistry, the Board of Directors shall distribute the assets and incurred income to one (1) or more organizations in the manner specified by the Chapter Constitution.

Amended and approved by the membership May 12, 2000.