

CONSTITUTION AND BY-LAWS

**SOCIETY OF ENVIRONMENTAL TOXICOLOGY AND
CHEMISTRY ASIA-PACIFIC**

SETAC Asia Pacific Geographic Unit

(2011 version)

SETAC ASIA/PACIFIC CONSTITUTION

Article I. Name

SETAC Asia/Pacific is a geographic unit of the Society of Environmental Toxicology and Chemistry (SETAC), established to promote and undertake activities of SETAC in the Asia/Pacific region.

Article II. Purpose

1. To pursue the mission and objectives of SETAC (as outlined in Article II in the Society's constitution) on behalf of members within the Asia/Pacific region.
2. The assets and income of the organisation shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.

Article III. Membership

1. Members of SETAC who reside in the Asia/Pacific geographic region are automatically registered as members of SETAC Asia/Pacific.

Article IV. Management and Elections

1. The affairs of the SETAC Asia/Pacific shall be 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 shall consist of approximately (10) voting members with representation from the major countries in the region, a representative from each constituted regional Chapter within the Geographic Unit to be nominated by the Chapter, and if possible, representation from government, business, and academia and gender balance.
3. The members of the Board of Directors shall serve for a two (2) year term to be staggered so that one third of member's terms end in each calendar year.
4. A Board of Directors shall be elected from the voting membership by the voting membership, except for the Chapter representatives, who are

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appointed by their Chapter. The Officers will be elected by the Board from the members of the Board of Directors.

5. The officers shall be five (5): President; Vice-President; Immediate Past President; Treasurer and Secretary.
6. The Board of Directors may create other positions, as it deems necessary and appropriate, and fill such positions from among its members for a period, unless otherwise expressly provided at the time of such election, of two (2) years.
7. The Vice-President shall normally be elected for a single term of two (2) years at the conclusion of which the Vice-President shall normally serve as President for two (2) years. The Treasurer shall be elected for a term of four (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 Executive Committee shall consist of the President, as presiding officer, the Vice-President, the Treasurer, the Secretary, the Immediate Past President, and one other member of the Board of Directors appointed by the Board of Directors.

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 shall be:
 - a) To manage, support and lead as needed, the business, functions, programs, and activities of the Society in the Asia/Pacific region;
 - b) To elect representation to the SETAC World Council;
 - c) To examine the eligibility of applicants for membership and convey its finding to the Society;
 - d) To establish and foster representative publications as they become desirable;
 - e) To appoint such committees as necessary; and
 - f) To determine the number, times, and places of regional meetings.

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3. The duties of the Executive Committee shall be determined by the Board of Directors of the Society.

Article VI. Quorum

Six (6) voting members of the Board of Directors shall constitute a quorum; three (3) voting members of the Executive Committee shall constitute a quorum.

Article VII. Amendment

An amendment to the Constitution and By-Laws may be proposed by the Board of Directors or the voting membership of the Society.

Article VIII. Procedures

Procedures and other items not specified in this 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 IX. Dissolution

1. Dissolution of SETAC Asia/Pacific, for any cause, shall follow the same procedure as adopted by SETAC.
2. In the event of the organisation being dissolved, the amount of assets that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes which is not carried on for the profit or gain of its individual members.

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BY-LAWS

Article I. Membership

1. Membership in the SETAC Asia/Pacific geographic unit is achieved through application and payment of membership dues to SETAC. Members must meet the normal qualifications for SETAC membership. All SETAC members within the Asia/Pacific region will automatically be considered to be members of the Asia/Pacific geographic unit.
2. The benefits of membership will be the same as those of the SETAC organizations in North America or Europe, as applicable.

Article II. Dues and Finances

1. Membership dues will be those established annually by the SETAC World Council
2. Funds raised by the SETAC Asia/Pacific geographic unit to sustain its activities, or as a result of its activities, will be managed by its Board of Directors.

Article III. Elections and Formation of Committees

1. A Board of Directors shall consist of approximately 10 voting members with representation from at least 5 countries in the Asia/Pacific region, and preferably including representation from government, academia and business, in keeping with an underlying principle of SETAC regarding balanced representation.
2. The terms of the Board members shall be no more than two (2) consecutive two (2) year terms, and shall be staggered so that approximately one-third (1/3) of the members' terms end each year and be open for the election of new Board members.
3. Nominations for Board membership must be approved by the Board and supported by a majority of voting members.
4. The Board of Directors shall be responsible for the formation and dissolution of all standing committees and for the election of officers.
5. The day-to-day executive direction will be provided by an Executive Committee comprising the President, Vice-President, Immediate PastPresident and one other member of the Board of Directors appointed by the Board of Directors.

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Article IV. Meetings

1. The Board of Directors shall determine the number, times, and places of the Board of Directors, business, and other meetings of the SETAC Asia/Pacific geographic unit.
2. At least four (4) weeks before a regularly scheduled Board of Directors meeting, the Secretary shall send to each Board member a notice of the time and place of the meeting.
3. There should be at least one meeting of the Board of Directors each year, by telephone if necessary.
4. The President shall convene the Executive Committee or Board of Directors at a special meeting whenever the affairs of the SETAC Asia/Pacific geographic unit require it.
5. Scientific meetings of the SETAC Asia/Pacific geographic unit should be held on a regular basis at sites in the region. These may be either exclusively run by the SETAC Asia/Pacific geographic unit, or held jointly with meetings of kindred societies in the host country.

Article V. Establishment of Chapters

1. With the concurrence of SETAC World Council, Regional Chapters of the SETAC Asia/Pacific geographic unit may be established in countries or groups of countries within the geographic unit, providing there are a sufficient number of members to make the Regional Chapter viable.
2. Membership dues in respect of members of a Regional Chapter shall be disbursed to the Chapter (less a proportion determined by the Board of Directors to fund activities at the level of the geographic unit) to fund the activities of the Chapter.

Article VI. Affiliations

1. The SETAC Asia/Pacific geographic unit, with the approval of its Board of Directors and upon notification of SETAC World Council, is authorized to enter into agreements with other non-profit scientific and professional societies who have like or similar scientific or educational interests for the

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purposes of setting up or sponsoring joint meetings, workshops, courses and the like.

2. The SETAC Asia/Pacific geographic unit will not take responsibility for the legal, contractual or financial affairs of these organizations.