

MIDWEST REGIONAL CHAPTER  
SOCIETY OF ENVIRONMENTAL TOXICOLOGY AND CHEMISTRY

CONSTITUTION

Article I: Name

The name of this organization shall be the Midwest Chapter of the Society of Environmental Toxicology and Chemistry. This Chapter shall be an independent non-profit scientific and professional organization which is affiliated with the Society of Environmental Toxicology and Chemistry.

Article II: Purpose

This corporation is organized and may be operated for any and all lawful purposes authorized by Chapter 181 of the Wisconsin Statutes. However, said purposes shall be limited to the purposes of a business league within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue law). Said purposes shall include, but shall not be limited to, activities in accord with the following general objectives:

1. Promote research, education, training and development of the environmental sciences, specifically environmental toxicology and chemistry, hazard assessment and risk analysis.
2. Encourage interactions among environmental scientists and disseminate information on environmental toxicology and chemistry and its application to the disciplines of hazard and risk assessment.
3. 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.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, officers, directors, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of this Constitution or the By-Laws, the corporation shall not substantially carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law).

### Article III: Membership

The membership of the Chapter shall consist of: Active, Emeritus, Student, Regional and sustaining members. Active and Emeritus members of the Chapter must be current members of the Society of Environmental Toxicology and Chemistry.

1. Active 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. Active Members, Emeritus Members, Regional Members and Student Members constitute the voting membership of the Chapter. All voting members are eligible to hold office.
2. Emeritus Members are those qualified voting Members selected and honored in recognition of their contribution to environmental toxicology and/or chemistry and the Chapter.
3. Regional 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. Regional Members do not have to be members of the Society of Environmental Toxicology and Chemistry.
4. 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.
5. Membership to all of the above membership classes requires the payment of dues as determined by the Chapter.
6. Sustaining members are organizations or persons who share the stated purpose of the Chapter and wish to further the activities of the Chapter. Sustaining members require annual financial support as defined 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 and Executive Committee in accordance to the Constitution and By-Laws.
2. The Board of Directors shall consist of eleven (11) voting members, including the immediate past president.

Amended March 26, 2010

3. Candidates for nomination to the Board of Directors shall be solicited from the voting 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 ballot by the voting membership. There shall be no vote cast by proxy.
4. The members of the Board of Directors shall be elected for three year terms staggered so that no more than three terms expire in any one year.
5. The officers will be elected by the Board from the members of the Board of Directors. The Board of Directors will select a slate of future officers. The slate of officers will be presented at the annual meeting for approval by vote of the membership. Nominations from the floor for officers will also be accepted and voted on at the annual meeting.
6. The officers shall be four (4): President, Vice-President, Secretary and Treasurer.
7. The Vice-President shall be elected for a single term of one (1) year at the conclusion of which the Vice-President shall serve as President for one (1) year. The Secretary and Treasurer shall be elected for two (2) year terms. The Secretary shall be elected in odd years and the Treasurer elected in even years. The immediate Past President shall serve an additional 12 months on the Board of Directors to assist with Chapter functions as needed.
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 five (5) voting members consisting of the President as the presiding officer, the Vice-President, the immediate Past President, Secretary and Treasurer.
11. The Board of Directors shall determine the number, times and places of the Chapter meetings.

#### 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:
  - 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 the eligibility of applicants for membership and convey its findings to the Chapter.
  - e. To appoint such committees as necessary.
3. The duties of the Executive Committee shall be determined by the Board of Directors of the Chapter.

#### Article VI: Quorum

Five voting members of the Board of Directors shall constitute a quorum; three (3) voting members of the Executive Committee shall constitute a quorum. Twenty (20) percent of the voting membership of the Chapter shall constitute a quorum of members.

#### Article VII: Amendments

An amendment to the Constitution and Bylaws 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 membership 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 which 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 which purports to represent the opinion of the Society of Toxicology and Chemistry, it must obtain the consent of the Board of Directors of the Society. The Chapter also agrees that from time to time the Society 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 also will not conduct any meetings or conferences which conflict with the National Annual Meeting of the Society of Toxicology and Chemistry.

#### 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 Revised.

#### Article X: Dissolution

Upon the dissolution of this corporation, and after paying or making provision for payment of all the liabilities of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law) or shall be distributed to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.