

Revised December 2009

## **CONSTITUTION**

### **ARTICLE FIRST**

#### **Name**

The name of this organization shall be Society of Toxicology.

### **ARTICLE SECOND**

#### **Purpose**

The purpose of the Society shall be to promote the acquisition and utilization of knowledge in toxicology and to facilitate the exchange of information among its members as well as among investigators of other scientific disciplines.

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers, 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 herein-above set forth. No substantial part of the activities of the corporation shall be the 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.

### **ARTICLE THIRD**

#### **Membership**

**Section 1.** There shall be six categories of membership: Full, Associate, Postdoctoral, Student, Honorary and Retired.

**Section 2. Full.** Qualified persons who have a continuing professional interest in toxicology and (a) who have conducted and published original research in some phase of toxicology or (b) who are generally recognized as expert in some phase of toxicology shall be eligible for membership, subject to conditions set forth in the By-Laws.

**Section 3. Associate.** Qualified individuals who are engaged in professional scientific activities in toxicology, but who do not qualify for Full membership, shall be eligible for Associate membership, subject to conditions set forth in the By-Laws.

**Section 4. Postdoctoral.** Postdoctoral researchers holding a Ph.D. or equivalent doctorate (e.g. M.D., D.V.M.) with an interest in toxicology and under the direction of a research mentor shall be eligible for Postdoctoral membership, subject to conditions set forth in the By-Laws. This category of membership may be maintained for up to six calendar years.

**Section 5. Student.** Students with an interest in toxicology who are enrolled in a relevant professional graduate degree program, including those who are within a 12-month period following completion of the degree program, shall be eligible for Student membership, subject to conditions set forth in the By-Laws.

**Section 6. Honorary.** Honorary membership shall be awarded by the Society to persons who are not members of the Society in recognition of outstanding and sustained achievements in toxicology, subject to conditions set forth in the By-Laws.

**Section 7. Retired.** A Full or Associate member of the Society who has retired from active work in toxicology may be accorded retired status upon approval of the Board of Directors (referred to hereinafter as Council).

**Section 8. SOT Affiliates.** The President of the Society, with the approval of the Council, may on an annual basis invite any firm, association, corporation, institution or subdivision thereof, to become an SOT Affiliate in support of the Society.

**Section 9. Voting.** Each Full member of the Society described under Section 2 of the Article shall be entitled to vote (a) on procedural matters raised during the annual business meeting of the Society and on all matters pertaining to the affairs of the Society which are duly presented for consideration at special business meetings of the Society membership and (b) by mail or by electronic transmission for election of officers of the Society and such other officials to be elected by the members under the By-Laws in force and (c) by mail or by electronic transmission on such other matters as may from time to time, pursuant to the By-Laws upon action taken at any business meeting of the members, be approved for submission to the Full membership. A member designated under Sections 3, 4, 5, or 7 of the Article shall have no voting rights. A Retired member, who was a Full member previously, shall retain voting rights.

### **ARTICLE FOURTH**

#### **Amendments**

Proposed changes in the Constitution shall be submitted in writing to the Council at least four months prior to the annual business meeting. Upon approval by a majority vote of the Council, the Secretary shall send the proposed changes to all members of the Society at least four weeks prior to the annual business meeting. A two-thirds vote of the ballots cast shall be required for adoption.

### **ARTICLE FIFTH**

#### **Duration and Dissolution**

The Society shall continue as a corporation until a proposal for dissolution shall be passed by the Council and the voting members of the Society. For purposes of notice and voting requirements, any such proposal shall be treated as an amendment to these Articles and shall comply with the provisions of Article Fourth hereof.

Upon the dissolution of the corporation, the Council shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Council shall determine. Any of such assets shall be disposed of by the Court of Competent Jurisdiction of the county or district 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.

## **BY-LAWS**

### **ARTICLE FIRST Officers**

**Section 1.** A President shall be elected by a majority vote of the ballots cast at the first Annual Meeting of the Society and shall serve for a term of one year. The President, after serving one year, shall be designated Immediate Past President for one year. The President shall preside at all meetings of the Society.

**Section 2.** A Vice President-elect shall be elected by a majority vote of the ballots cast and shall become the Vice President of the Society after serving one year as Vice President-elect. The Vice President-elect shall serve in the absence of the President and the Vice President.

**Section 3.** The Vice President shall become the President of the Society after serving one year as Vice President. The Vice President shall serve in the absence of the President. For the year in which this Section shall first be in effect, both a Vice President-elect and a Vice President shall be elected.

**Section 4.** There shall be a Secretary of the Society who shall be elected by a majority vote of the ballots cast, who shall serve as Secretary-elect for one year followed by a term of two years as Secretary starting with the individual elected as Secretary-elect in 1991. Nominees shall stand for election on odd-numbered years thereafter. The Secretary shall have custody of the records of the Society, shall keep the minutes of the meetings of the Society and of the Council and shall notify members of all meetings.

**Section 5.** There shall be a Treasurer of the Society who shall be elected by a majority vote of the ballots cast, who shall serve as Treasurer-elect for one year followed by a term of two years as Treasurer starting with the individual elected as Treasurer-elect in 1990. Nominees shall stand for election on even-numbered years thereafter.

**Section 6.** There shall be a Board of Directors referred to hereinafter as a Council of the Society consisting of eleven persons, four to be elected by a plurality vote of the ballots cast for a term of two years, except as hereinafter provided. At the first annual meeting two members shall be elected for a short term of one year and two members shall be elected for a term of two years. Annually, thereafter, two members shall be elected for a term of two years. The seven additional members of the Council shall consist of the President, the Immediate Past President, the Vice President-elect, the Vice President, the Secretary, the Treasurer and either

the Secretary-elect or the Treasurer-elect. The general management of the affairs of the Society shall be vested in the Council. Council shall employ an Executive Director and in addition may employ such persons as the Council deems necessary and upon such terms and at such salary as the Council shall determine and to whom, in the case of the Executive Director, officers and committee members may with approval from Council delegate duties and responsibilities, notwithstanding that such duties or responsibilities may under the By-Laws be assigned to the delegating officer or committee member; provided that each such delegating instrument shall, irrespective of any other terms contained therein, terminate immediately either upon revocation thereof by the delegating officer or committee member or upon withdrawal by Council, of its approval.

**Section 7.** Ballots for officers to be elected in any year shall be sent by the Secretary to the membership by January 1, which ballots shall set forth the names of the candidates nominated by the Nominating Committee; in addition, one (1) space shall be provided for a write-in candidate for each office to be filled. Completed ballots returned to the Secretary shall be valid if received on or before the following February 1 and if the envelope containing the ballot bears the signature of the member, or, for ballots submitted by electronic transmission, the member has previously in writing elected the option of voting by this means. The Secretary shall hereupon send the ballots to an *ad hoc* Tellers Committee, appointed by the President, which shall count all ballots properly submitted and shall immediately notify the President of any tie, in which event the President shall call a meeting of the Council to be held before the date of the next Annual Meeting and the tie shall be resolved in favor of one of the candidates involved in the tie by majority vote of the Council. The results of the balloting and of the Council's resolution of any tie shall be returned to the Secretary and announced at the following Annual Meeting.

**Section 8.** Officers shall begin their terms of office on May 1 following the Annual Meeting at which their election is announced or one month after this annual meeting if it is held, any year, after April 1.

**Section 9.** Only Full members of the Society shall be eligible for election as officers.

**Section 10.** In the event any officer elected under the provisions of Article First shall become unable, whether by reason of health, incapacity, or otherwise, to perform the normal duties of his or her office, the Council may, by majority vote, designate another voting member of the

Society to exercise the duty and responsibility for such office until the next regular or special election. In the case of a Section 6 office, that such officer's term carries beyond such election, the Nominating Committee shall in its slate of officers for the next regular or special election include at least two nominees as candidates for such office for the remainder of such term. In the case of a Section 2 office, the Nominating Committee shall in its slate of officers for the next regular or special election include at least two nominees for the office of Vice President as well as for the office of Vice President-elect.

In the event that the President shall become unable, whether by reason of health, incapacity, or otherwise to perform the normal duties of his or her office, the Vice President shall succeed to such office and shall become the President, and the Vice President-elect shall succeed to the office of Vice President and shall become the Vice President. In the event that the Vice President shall become unable, whether by reason of health, incapacity, or otherwise to perform the normal duties of his or her office, the Vice President-Elect shall succeed to such office and shall become the Vice President. In either such case, (a) the resulting vacancy in the office of Vice President-elect may be filled by the Council as above provided and the person so designated shall exercise the duties and responsibilities of the office of Vice President-Elect until the next regular or special election; and (b) the Vice President-elect and/or the Vice President so succeeding to the office of President or Vice President respectively shall hold such office until the next regular or special election and thereafter through the term he or she would have filled but for such vacancy.

In the event that the Secretary elected and serving under Section 4 or the Treasurer elected and serving under Section 5 of Article First shall become unable, whether by reason of health, incapacity, or otherwise to perform the normal duties of his or her office, the Secretary-Elect or the Treasurer-elect, as the case may be, if serving, shall succeed to the office of Secretary or to the office of Treasurer respectively and in either such case, such person shall hold such office until the next regular or special election and thereafter through the term he or she would have filled but for such vacancy, and if no Secretary-elect or Treasurer-elect, as the case may be, shall then be serving, the Council may, by majority vote, designate another voting member of the Society to exercise the duties and responsibilities of such office until the next regular or special business meeting and thereafter through the remainder, if any, of the term of office of the officer he or she replaced.

## ARTICLE SECOND

### Membership

**Section 1.** Candidates for all categories of membership, except Postdoctoral, Student, Honorary and Retired, shall be presented by at least two Full members of the Society on forms provided by the Executive Director. Candidates for Postdoctoral or Student membership require only a letter from their research advisor attesting to their student or postdoctoral status. Completed applications shall be returned to the Executive Director who shall refer them to the Membership Committee for its recommendations to Council. The candidates recommended by the Membership Committee shall be forwarded to Council through the Executive Director. Final approval or disapproval of the candidates recommended by the Membership Committee shall require a majority vote of Council. Candidates approved in this manner shall be notified by the Executive Director and shall henceforth be considered members.

**Section 2.** Applications for all categories of membership except Honorary and Retired shall be processed and new members shall be admitted three times per year. The deadlines shall be as follows: the Executive Director shall receive applications by May 1, September 1, or January 1; the Membership Committee shall return its recommendations to the Executive Director by June 1, October 1, or February 1; Council shall take final action and those whose membership applications are approved by Council shall be notified of official membership by September 1, January 1, or April 1. Dues for incoming members shall be assessed and/or prorated according to a policy set forth by Council.

**Section 3.** Candidates for Honorary membership are nominated by two Voting or Associate members of the Society including members of Council. Nominations shall be accompanied by seconding letters and information regarding career achievements in toxicology. Election of Honorary members shall be by a two-thirds majority vote of Council. Not more than two Honorary members shall be elected during any one term of Council. Honorary members shall not be eligible to vote and shall not be assessed dues.

**Section 4.** Those persons who became voting members of the Society during the first year shall be designated "Charter" members but such designation shall in no way affect the division of membership into any category or rights pertaining thereto.

**Section 5.** The Council may, by unanimous vote and after a hearing for cause, recommend to the Society the expulsion of any member, which recom-

mendation shall be sent to all members of the Society at least four weeks prior to the meeting at which it is to be acted upon. A vote of four-fifths of the voting members present and at such meeting shall be required for expulsion.

## ARTICLE THIRD

### Meetings

**Section 1.** There shall be a business meeting of members of the Society to be held during the Annual Meeting. Matters of all kinds may be discussed but only procedural matters may be disposed of at this meeting. All substantive issues shall be decided by a majority vote of voting members by mail or by electronic transmission in the case of members who have previously in writing elected the option of voting by this means.

**Section 2.** Special business meetings of the Society may be called by the Council or upon written request of ten active members of the Society with approval of the Council. The Secretary shall send notice to the members at least eight weeks in advance of such meetings and shall specify the business to be transacted. No business other than so specified shall be transacted at such meetings. A quorum of ten percent of the voting membership shall constitute a quorum for transacting substantive business at a special business meeting.

**Section 3.** The Council shall meet prior to the Annual Meeting of the Society to conduct such business as is set forth in the Constitution and By-Laws. Six members of the Council shall constitute a quorum for this meeting. Minutes of the Council meeting shall become a part of the official record of the Society.

**Section 4.** There shall be a Scientific Session as part of the Annual Meeting to be arranged by the Program Committee. All members except Postdoctoral and Student members shall be able to sponsor papers according to rules established by Council.

**Section 5.** The rules contained in Robert's Rules of Order, Seventy-fifth Anniversary Edition or any subsequent revisions shall govern the conduct of the business meeting of the Society, except where they may be inconsistent with the Constitution and By-Laws.

**Section 6.** If at any duly called business meeting of the members of the Society, the members shall, following discussion of any matter properly presented for action and on motion duly made and seconded, vote to submit such matter to the members of the Society for resolution by mail or by electronic and if such motion shall contain a concise statement of the matter in question capable of resolution by yes or no vote, the Secretary shall within 30

days thereafter prepare and send to every member entitled under Section 8 of Article Third of the Constitution to Vote, a notice of the action taken at such meeting, together with a brief explanation of the issue and a ballot setting forth the matter in question in the same terms as proposed at such meeting, which ballot shall contain a place for the entry of a yes or no vote. Completed ballots returned to the Secretary shall be valid if received on or before the 60<sup>th</sup> day following the said meeting and for ballots submitted by mail, the envelope containing the ballot bears the signature of the member and, for ballots submitted by electronic transmission, the member has previously in writing elected the option of voting by this means. The Secretary shall thereupon promptly count said ballots and shall immediately notify the President of the number of votes for and against. The Secretary shall promptly thereafter such balloting provided that notification shall be effectively given if set forth on the first page of the next Newsletter or other bulletin mailed by the Secretary to all members.

## ARTICLE FOURTH

### Standing Committees

**Section 1. Membership Committee.** There shall be a Membership Committee consisting of six voting members of the Society who hold no other elective office, to be elected by a plurality vote of the ballots cast and who shall serve for a term of three years, except as hereinafter provided for and who shall be eligible for re-election only after a lapse of one year. Two members shall be elected annually. The President shall designate the Chair. The Membership Committee shall investigate the qualifications of the candidates for membership and shall report its recommendations to the Executive Director by June 1, October 1, or February 1 of each year.

**Section 2. Nominating Committee.** Notwithstanding the foregoing provisions of this Section and notwithstanding anything else in these By-Laws, the slate of nominees for elected office and elected standing committees to be submitted by the Nominating Committee shall not include the name of any person elected a member of the Nominating Committee for a term of office which has not yet elapsed, irrespective of whether he or she has continued to serve in that capacity.

There shall be a Nominating Committee, consisting of nine voting members of the Society who hold no other elective office. All members, including the Chair, shall have a single vote. The Chair shall be the past-president of the Society who has most recently completed the term as Immediate Past President. The remaining eight members, who shall

# CONSTITUTION AND BY-LAWS

be elected by the voting members of the Society, shall consist of an at-large member, a member from the Society's Past Presidents, three members from the Society's Specialty Sections, two members from the Society's Regional Chapters and one member from the Society's Special Interest Groups, all of whom shall serve for two year terms and be eligible for re-election only after a lapse of one year. Four members of the Committee shall be elected each year as follows: the at-large member, two of the three Specialty Section and one of the two Regional Chapter representatives shall be elected in even years, and the representative from the Past Presidents, the other Specialty Section representative, and the other Regional Chapter representative, and the one Special Interest Group representative shall be elected in odd years. Candidates for election to the Nominating Committee shall be submitted to the Secretary prior to November 1. They shall be determined in the following manner: (1) A portion of the Regional Chapters will nominate one candidate; from this group, one member shall be elected by a plurality vote. Council shall determine and may revise from time to time, a rotation plan for selecting a portion of the chapters that is based on having chapters of similar size nominate individuals in any given year. (2) A portion of the Specialty Sections will nominate one candidate; from this group, one member shall be elected by a plurality vote. Council shall determine and may revise from time to time, a rotation plan for selecting a portion of the sections that is based on having sections of similar size nominate individuals in any given year. (3) A portion of the Special Interest Groups will nominate one candidate; from this group, one member shall be elected by a plurality vote. Council shall determine and may revise from time to time, a rotation plan for selecting a portion of the Special Interest Groups that is based on having Special Interest Groups of similar size nominate individuals in any given year. (4) The Past Presidents of the Society shall nominate three candidates from their group; one shall be elected by a plurality vote. (5) Three candidates shall be nominated from the membership at large by the President; from this group, one shall be elected by a plurality vote. A member's name shall only appear once on the ballot. The entire ballot shall be submitted to the voting membership for election according to the procedure given in Section 13.

The Chair of the elected Nominating Committee shall advise Council of the names of all nominees for elected office and elected Standing Committees (except the Nominating Committee) prior to October 15 and before finalizing the nominations. The Nominating Committee shall submit in writing to the Secretary by October 15 of each year at least two nominations for each elective office and

committee to be filled.

### **Section 3. Finance Committee.**

There shall be a Finance Committee consisting of the Treasurer as Chair, the President, the Vice President, the Treasurer-elect and three voting members, who are not members of Council, to be appointed by Council for a three-year term. The Finance Committee shall continuously review the financial status of the Society and the Treasurer shall report at each Council meeting. At least one month prior to an annual business meeting, the Finance Committee shall prepare for presentation at the annual business meeting a financial statement summarizing the financial operations of the Society for the immediately preceding fiscal year and including income, expenses, and a financial balance sheet. The Finance Committee shall also prepare and present with the financial statement a budget for the coming year. Recommendations affecting financial operations or actions shall be made by the Treasurer to Council and included with the financial statement for presentation at any annual business meeting. Fiscal and investment policies and current investments shall be recommended to Council by the Finance Committee and approved by Council. The Fiscal year shall begin on July 1 and end the last day of June of each year.

### **Section 4. Audit Committee.**

There shall be an Audit Committee consisting of three members who hold no elective office. One member shall be appointed annually for a three-year term by the President. The President shall designate the Chair. The Audit Committee shall be responsible for examining the processes, procedures, and controls in place for the daily financial operations of the Society. The Audit Committee also shall engage independent auditors and otherwise oversee the annual independent financial audit of the Society.

### **Section 5. Scientific Program Committee.**

The Scientific Program Committee shall consist of the Vice President as Chair, the Vice President-elect and twelve members of the Society who hold no elective office. Four shall be appointed annually by the President for three-year terms of office. The Scientific Program Committee shall make recommendations to the Council as to informative and appropriate scientific programs and shall be responsible for the planning and organization of the scientific program of the Annual Meeting meeting. The Scientific Program Committee also shall make recommendations to Council regarding special scientific meetings and/or symposia.

### **Section 6. Education Committee.**

There shall be an Education Committee consisting of six members who

hold no elective office. Two members shall be appointed annually for a three-year term by the President. The President shall designate the Chair. The Education Committee shall concern itself with ways in which the Society can advance and promulgate education in toxicology. The Committee shall report its findings and recommendations to Council.

### **Section 7. Continuing Education Committee.**

There shall be a Continuing Education Committee consisting of nine members who hold no elective office. Three members shall be appointed annually for a three-year term by the President. The President shall designate the Chair. The Continuing Education Committee shall organize continuing education courses which may meet the requirements of the attendees for information on new developments in toxicology and related disciplines as well as the requirements of certifying and licensing boards. The Committee shall be responsible for the planning, organization and presentation of continuing education courses. The Committee shall report its findings and recommendations to Council.

### **Section 8. Awards Committee.**

There shall be an Awards Committee consisting of seven voting members of the Society who hold no other elective office. Members of this Committee will not be eligible to receive any awards conferred by this Committee while serving on the Committee and for one subsequent year.

Members of this Committee shall be elected by a plurality vote of the ballots cast and shall serve each for a term of two years.

Four members shall be elected annually during odd numbered years and three shall be elected annually in even numbered years. The Committee shall at its first meeting each year following the election of new members, elect from its membership a Chair who shall serve for a term of one year. Council shall annually determine the types and numbers of awards to be conferred at the next Annual Meeting and the stipends, if any, attached to each. Council shall also identify as to each award the Committee to designate the recipient. The committee will be any one of the standing committees of the Society or the Board of Publications. The Awards Committee shall review all suggestions and recommendations as to the awards it has been designated by Council to confer. The Awards Committee shall select the recipient or recipients for each such award and shall so notify Council of its decision.

### **Section 9. Career Resource and Development Committee.**

There shall be a Career Resource and Development Committee consisting of nine members of the Society who hold no elective office.

The chairperson(s) will be appointed by the President. Three members shall be appointed annually to serve three-year terms. The Committee shall serve as a forum for the exchange of information regarding positions available and qualified toxicologists seeking positions.

**Section 10.** Ballots for electing Standing Committee members in any year shall be sent by the Secretary to the voting membership by January 1. The ballots shall set forth the names of the candidates nominated; in addition, one (1) space shall be provided for a write-in candidate for each office. Completed ballots returned to the Secretary shall be valid if received on or before the following February 1 and if the envelope containing the ballot bears the signature of the member and, for ballots submitted by electronic transmission, the member has previously in writing elected the option of voting by this means. The Secretary shall thereupon send the ballots to an *ad hoc* Tellers Committee, appointed by the President, which shall count all ballots properly submitted and shall immediately notify the President of any tie, in which event the President shall call a meeting of the Council before the date of the next Annual Meeting to resolve the tie in favor of one of the candidates concerned by a majority vote of the Council. The results of the balloting and of the Council's resolution of any tie shall be returned to the Secretary and announced at the next Annual Meeting.

**Section 11.** Elected Standing Committee members shall begin their terms of office on May 1 following the Annual Meeting at which their election is announced. In the case of an Annual Meeting being held later than April 1, elected Committee members shall begin their terms of office one month after the date of this Annual Meeting.

**Section 12.** Other Committees. The President, the Council, or both may appoint such *ad hoc*, special or other committees as deemed necessary.

**Section 13.** In the event that any committee member elected under the provision of Article Fourth, whether by reason of health, incapacity or otherwise, shall become unable to perform the normal duties of his or her office, the Council may by majority vote designate another voting member of the Society to exercise the duties and responsibilities of such office until the next regular or special election.

## ARTICLE FIFTH

### Board of Publications

**Section 1.** The Board of Publications shall consist of five members: the President of the Society and four other Voting members of the Society who shall be appointed by Council and who serve for a

term of four years. One member shall be appointed each year for a full term of four years. The Council shall designate annually from among the appointed members the Chairman, who shall submit in writing to the Council at least one month prior to the Annual Meeting an annual report of finances, publications and general policies. The Vice President and the Editors of all technical publications of the Society shall serve as non-voting members of the Board.

**Section 2.** The Board of Publications shall determine the editorial policy for all technical publications of the Society and shall appoint an Editor and Editorial Board for each publication. The Editors and members of the Editorial Boards shall serve for three years and shall be eligible for reappointment. Members of the Editorial Boards may concurrently hold other offices in the Society.

**Section 3.** In the event any of the appointed members of the Board of Publications shall become unable, whether by reason of health, incapacity or otherwise, to perform the normal duties of his or her office, the Council may by majority vote designate another member of the Society to exercise the duties and responsibilities of such office until further action of the Council or until the term expires, whichever shall first occur.

**Section 4.** The authority and responsibility for establishing the financial policy that governs all publications of the Society are vested in the Council. The Board of Publications shall make recommendations to the Council concerning financial policy.

## ARTICLE SIXTH

### Dues

**Section 1.** Full, Associate, Postdoctoral, and Student members shall pay such annual dues in support of the Society as determined by Council. These dues may include subscriptions to the Society journals.

**Section 2.** Members who have retired because of age or disability may elect to apply to Council for "retired status." Eligible members desiring Retired member status shall apply to Council in writing through the Executive Director's office. Applications filed on or prior to December 15th shall be reviewed and acted upon by Council at its next meeting or as soon thereafter as possible. Effective retroactively to the first day of January of the year in which such application is acted upon by Council, members accorded "retired status" shall be relieved of the payment of their dues not used for subscription to a Society journal; or of their entire dues if they do not wish to continue receiving a journal that was included with the dues, but shall retain their privileges of membership.

**Section 3.** Honorary members shall not be required to pay dues and shall not be eligible to hold office or any elective position in the Society, but shall have all the non-voting privileges of the Society in scientific proceedings.

**Section 4.** Dues shall be assessed on a calendar year basis and shall be paid no later than December 15 of the preceding year. Dues unpaid on December 15 shall remain due and payable in full.

**Section 5.** Failure to pay dues within 2 months of the due date shall result in suspension of all member privileges. Failure to pay dues within 12 months of the due date shall result in forfeiture of membership. A member who has forfeited membership by nonpayment of dues must reapply for membership under Article Second, Section 1.

## ARTICLE SEVENTH

### Endowment

**Section 1.** The Society of Toxicology shall establish an Endowment Fund with a mission of assisting in advancing the science of toxicology by providing financial support for the Society's programs. The vision for the Endowment Fund shall be to establish and increase in net worth a set of endowment funds that will provide significant, stable, long-term financial support, that complements the Society's revenue from dues and other sources, to aid in achieving the Society's strategic objectives.

**Section 2.** The management of the Society's Endowment Fund shall be vested with an Endowment Fund Board. The Board shall be responsible to the Society's Council and shall work with the Finance Committee and other Society Committees to achieve the mission and vision of the Endowment Fund.

**Section 3.** The Endowment Fund Board shall provide leadership for the Society's philanthropy-based long-term fund raising activities. The Board will develop, review, revise and implement policies for fund-raising, oversee the investment of endowment funds in cooperation with the Finance Committee, and recommend to the Council the use of these funds to support the Society's Programs. The Board will develop philanthropy-based fund-raising goals, spear head fund-raising activities and educate Society members as to the value of philanthropic giving to the Society's Endowment Fund.

**Section 4.** The Board shall consist of seven individuals. The Society's Immediate Past Treasurer, by virtue of having served as Treasurer, shall serve a four-year term as a Board Member. Each year the Immediate Past President of the Society, by virtue of his or her office, shall begin a two-year term as a Board Member. Each year

# CONSTITUTION AND BY-LAWS

the incoming President of the Society shall appoint one individual from among the Society's Past Presidents, Past Treasurers, Past Council Members and Substantial Contributors to the Endowment who have indicated a willingness to serve as a Board Member, to serve a three-year term as a Board Member. Individuals may be reappointed as Board Members, but in no case shall they serve more than two consecutive three-year terms. In the event of a vacancy on the Board, including vacancies occurring as a result of a former officer declining appointment to the Board, the current Society President shall appoint an individual from the previously described slate of candidates to fill the unexpired term of office. All appointments by the Society's President shall be subject to ratification by the Council. The Society's current Treasurer, Treasurer-Elect when that office is filled, the current President and the Executive Director, by virtue of their offices, shall serve as ex-officio members of the Board. Each year the incoming President of the Society shall appoint, from amongst those Board Members who have served as Board Members for at least one year, one Board Member to serve as Chair of the Board for a one-year term and one Board Member to serve as Scribe for a one-year term, subject to ratification by the Council. Individuals may be reappointed to these positions to serve consecutive terms as Chair and Scribe. During the initial implementation of this article, the President of the Society, with the assent of Council, shall fill each of the hold-over positions on the Board from among the same constituencies specified above.

**Section 5.** The Board shall authorize the creation of subfunds within the Endowment Fund consistent with the needs of the Society, the instructions of donors and the regulations of the United States Internal Revenue Service and the jurisdiction in which the Society is incorporated. To attract the broadest possible donor support, the Board shall establish multiple kinds of subfunds such as (a) Temporarily Restricted Net Assets Funds whose use will be restricted by donor-imposed time and/or donor-imposed purpose restrictions, and (b) Permanently Restricted Net Assets Funds based on donor imposed restrictions as to use, such funds to be maintained and used by the Society in perpetuity for the donor-identified purpose. The Board will periodically review and establish the minimum contribution(s) required to establish a Temporarily Restricted Net Asset Fund. The Board will periodically review and establish the minimum contribution(s) required to establish a Permanently Restricted Net Asset Fund to be maintained and used in perpetuity for the donor-identified purpose. The Board, to assist in the solicitation of funds from multiple donors, may establish separate subfunds to be used for purposes and over time periods identified by the Board; the purpose and

time period of such subfunds must be ratified by the Society's Council. The Board shall provide donors the opportunity to name subfunds for individuals and/or intended purpose of use. All documents related to the solicitation of funds, the maintenance and investment of funds and the use of funds shall receive appropriate review by legal counsel.

**Section 6.** The Board shall provide input to the Finance Committee for establishing an investment policy for the Endowment Fund that is consistent with securing both long-term appreciation of the assets within the Endowment Fund and safe-guarding the total value of these assets. The Board shall regularly review the investment performance of the Endowment Fund and, taking account of inflation, establish a percentage rate for disbursement of Restricted Net Asset Funds that will ensure that these funds continue in perpetuity.

**Section 7.** The Board shall annually, as part of preparation of the Society's budget for the following year, provide the Finance Committee and Council with information on the funds available for expenditure from the various subfunds within the Endowment Fund along with any donor or other instructions as to use of the funds. The Society's Council shall approve the expenditure of Endowment Fund proceeds consistent with the instructions of the donors and any legal restrictions.

**Section 8.** The Board shall annually prepare a report on the performance and status of the Endowment Fund. This report shall include the status of all individual subfunds at the beginning and end of each year, the amounts of funds contributed by donors during the year, the return on investment, and the amount and purpose of disbursements from the Endowment Fund and a list of contributors with the exception of any donors who wish to remain anonymous. The Annual Report of the Endowment Fund shall be reviewed with the Finance Committee, presented to the Council as is, presented in summary form to the Society membership at the Annual Meeting of the Society and published on the Society's Web Site.

**Section 9.** The Society of Toxicology shall only accept contributions to the Endowment Fund for purposes consistent with the Society's strategic objectives and the Society's status as a non-profit entity designated as having 501(c)3 status under the United States Internal Revenue Service Code. The Board shall make recommendations to the Society's Council on issues concerning acceptance and use of contributions to the Endowment Funds. The final authority for decisions on acceptance and use of Endowment Fund contributions is vested with the Society's Council.

**Section 10.** Management of the

Endowment Fund will be guided by these By-Laws and written policy guidance that is consistent with the By-Laws. The Board will periodically review the written policy guidance for its adequacy in guiding management decisions and, when necessary, propose modifications to existing policy guidance or propose new guidance. Changes in policy guidance or proposed new policy guidance shall be initiated by the Endowment Fund Board and submitted to Council for ratification.

## ARTICLE EIGHTH Regional Chapters

**Section 1.** The Society may authorize the formation of Regional Chapters to further the purposes of the Society. Council may approve the formation of a Chapter upon written request that a Regional Chapter be formed and after reviewing the By-Laws of the proposed Chapter. Chapters shall be regulated according to procedures developed and approved by Council.

## ARTICLE NINTH Special Interest Groups

**Section 1.** The Society may authorize the formation of Special Interest Groups to further the purposes of the Society. Council may approve the formation of a Special Interest Group upon written request that a Special Interest Group be formed and after reviewing the By-Laws of the proposed Special Interest Group. Special Interest Groups shall be regulated according to procedures developed and approved by Council.

## ARTICLE TENTH Specialty Sections

**Section 1.** The Society may authorize the formation of Specialty Sections to further the purposes of the Society. Council may approve the formation of a Specialty Section upon written request that a Specialty Section be formed and after reviewing the By-Laws of the proposed Specialty Section. Specialty Sections shall be regulated according to procedures developed and approved by Council.

## **ARTICLE ELEVENTH**

### **Corporate Seal**

**Section 1.** The corporate seal shall be circular in form. The words "SOCIETY OF TOXICOLOGY" and the founding date shall appear in the outer circle; the word "SALUS" shall appear in the inner circle.

## **ARTICLE TWELFTH**

### **Amendments**

**Section 1.** Proposed changes in the By-Laws shall be submitted to the Council in writing by a member in good standing at least two months prior to a regular Council meeting. Upon approval by a majority vote of Council, the Secretary shall send notice of the proposed changes to all voting members of the Society for comment to be returned within 30 days. After consideration of comments by Council, proposed By-Law changes may be submitted to the membership for a vote. Approval by two-thirds vote of ballots received within 60 days shall be required for adoption.