

# **C**onstitution and By-Laws

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## **CONSTITUTION**

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### **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 five categories of membership: Full, Associate, 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. Student.** Students with an interest in toxicology who are enrolled in a graduate degree program, or who are within a 12-month period following completion of a graduate degree program, shall be eligible for Student membership, subject to conditions set forth in the By-Laws.

**Section 5. 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 6. 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 7. SOT Associates.** 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 a SOT Associate in support of the Society.

**Section 8. Voting.** Each Full member of the Society described under Section 2 of the Article shall be entitled to vote (a) at the annual meeting and at any special meeting on all matters pertaining to the affairs of the Society which are duly presented for consideration at such meeting and (b) by mail 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 on such other matters as may from time to time, pursuant to the By-Laws upon action taken at any 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 meeting. Upon approval by a majority vote of the Council, the Secretary shall send written notice of the proposed changes to all members of the Society at least four weeks prior to the annual 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.

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## **BY-LAWS**

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### **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.** Vacancies in any office shall be filled by a majority vote of the Council. In the event of a tie, the President shall cast the deciding vote.

**Section 8.** Ballots for officers to be elected in any year shall be mailed 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. 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 9.** 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 10.** Only Full members of the Society shall be eligible for election as officers.

**Section 11.** 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 for said office. The member designated by Council shall serve only during the remainder of the fiscal year.

## ARTICLE SECOND

### Membership

**Section 1.** Candidates for all categories of membership, except Honorary and Retired, shall be presented by at least two Full members of the Society who are not members of Council or the Membership Committee on forms provided by the Executive Director. 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 by the Executive Director to the membership of the Society who may submit objections to a particular candidate to the 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 July 1, November 1, or March 1; the Executive Director shall send names of recommended candidates to all members by August 1, December 1 and April 1; members shall submit their objections to the Executive Director by September 1, January 1, or May 1; Council shall take final action and those whose membership applications are approved by Council shall be notified of official membership by October 1, February 1, or June 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 recommendation 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.** A regular meeting of the Society of Toxicology shall be held annually at such time and places as shall be determined by the Council. Members of the Society shall be notified at least eight weeks in advance of such meetings.

**Section 2.** Special 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 written 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.

**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 any regular meeting to be arranged by the Program Committee. All members except Student members shall be able to sponsor papers according to rules established by Council.

**Section 5.** Ten percent of the voting membership shall constitute a quorum for a business meeting. Procedural matters may be handled at the business meeting. Substantive issues shall be decided by a majority vote of voting members by mail.

**Section 6.** 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 7.** If at any meeting of the members of the Society, duly called and held and a quorum being present, 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 ballot 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 postmarked on or before the 60th day following the said meeting. 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 notify the Membership of the outcome of 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 July 1, November 1, or March 1 of each year.

**Section 2. Nominating Committee.** There shall be a Nominating Committee, consisting of five 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 four members shall be elected by the voting members of the Society. Membership on the Committee shall be for a period of one year; members shall be eligible for re-election only after a lapse of one-year. 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 the four 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 the three sections that is based on having sections of similar size nominate individuals in any given year. (3) The Past Presidents of the Society shall nominate three candidates from their group; one shall be elected by a plurality vote. (4) 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 a regular meeting, the Finance Committee shall prepare for presentation at the regular 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 regular 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. Program Committee.** The Program Committee shall consist of the Vice President as Chair, the Vice President-elect and nine members of the Society who hold no elective office. Three shall be appointed annually by the President for three-year terms of office. The 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 a regular meeting. The Program Committee also shall make recommendations to Council regarding special meetings and/or symposia.

**Section 5. Education Committee.** There shall be an Education Committee consisting of six voting members who hold no other elective office elected by a plurality vote of ballots cast to serve for a term of three years. Two Voting members shall be elected annually. 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 6. 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 meet the requirements of the membership 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 7. Regulatory Affairs and Legislative Assistance Committee.** There shall be a Regulatory Affairs and Legislative Assistance 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. This Committee shall be the Society's focus for activities which aid and support the scientific activities of regulatory agencies and legislative bodies. The Committee shall keep Council abreast of new developments which concern the funding of research in toxicology and related sciences, the regulation of chemicals, drugs, biologics and devices, or legislation pertaining thereto. The Committee shall report its findings and recommendations to Council.

**Section 8. Animals in Research Committee.** There shall be an Animals in Research 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. This Committee shall be the Society's focus of activities relating to the effective and humane use of laboratory animals in research. The Committee shall also be concerned with the development of valid alternatives to animal testing. The Committee shall report its findings and recommendations to Council.

**Section 9. Awards Committee.** There shall be an Awards Committee consisting of five voting members of the Society who hold no elective

office. Two members shall be appointed annually by the President for two-year terms. The Immediate Past President will serve as Chair. The Committee shall review all materials received by the Chair and make recommendations to Council prior to the Annual Meeting.

**Section 10. Placement Committee.** There shall be a Placement Committee consisting of nine members of the Society who hold no elective office. The Director and Co-Director 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 11.** Ballots for electing Standing Committee members in any year shall be mailed 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. 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 regular 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 regular meeting.

**Section 12.** Elected Standing Committee members shall begin their terms of office on May 1 following the regular meeting at which their election is announced. In the case of a regular meeting being held later than April 1, elected Committee members shall begin their terms of office one month after the date of this regular meeting.

**Section 13. Other Committees.** The President, the Council or both may appoint such ad hoc, special or other committees as deemed necessary.

**Section 14.** 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. The member designated by Council shall serve only during the remainder of the fiscal year.

## 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 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 12 months from the end of the calendar year, for which assessed, 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

### 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 EIGHTH

### 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 NINTH

### 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 TENTH

### 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 four months prior to a regular meeting. Upon approval by a majority vote of Council, the Secretary shall send written notice of the proposed changes to all voting members of the Society at least four weeks prior to a regular meeting. A majority vote of mail ballots received within 60 days after the regular meeting shall be required for adoption.