

SOCIETY OF TOXICOLOGY INCORPORATED

CONSTITUTION AND BY-LAWS

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 propoganda, 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 classes of membership: Active, Honorary, Associate, Student, and Retired.

Section 2. Active. 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. Honorary. Distinguished scientists who have made notable contributions in the advancement of knowledge in toxicology shall be eligible for membership as Honorary members, subject to conditions set forth in the By-laws.

Section 4. Associate. Individuals who have a continuing professional interest in toxicology but who do not qualify for Active membership shall be eligible for Associate membership, subject to conditions set forth in the By-laws.

Section 5. Student. Students with an interest in toxicology who are enrolled in a degree program shall be eligible for Student membership, subject to conditions set forth in the By-laws.

Section 6. Retired. An Active or Associate member of the Society who has retired from active work in toxicology may, upon approval of the Council, be accorded retired status.

Section 7. Corporate 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 Corporate Associate in support of the Society. A Corporate Associate shall have no voting rights.

Section 8. Voting. Each 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 as are, under the By-laws in force from time to time, to be elected by the members and (c) by mail on such other matters as may from time to time pursuant to the By-laws be approved, by action taken at any meeting of the members, for submission to the full membership. A member designated under Sections 3, 4, or 5 of the Article shall have no 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 Board of Directors and the 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 Board of Directors 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 provision of any future United States Internal Revenue Law), as the Board of Directors 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 for a term of two years and who shall be eligible for reelection to one additional term. 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 for a term of two years and shall be eligible for reelection for one additional term.

Section 6. There shall be a Board of Directors referred to hereinafter as a Council of the Society consisting of ten 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 six additional members of the Council shall consist of the President, the Immediate Past-President, the Vice-President-Elect, the Vice President, the Secretary and the Treasurer. The general management of the affairs of the Society shall be vested in the Council. In addition to its other powers, the Council may employ such persons, including an Executive Secretary, 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 Secretary, 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 postmarked on or before the following February 15 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 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 Active 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 member of the Society to exercise the duty and responsibility of such office until further action by the Council or until the next election for said office, whichever shall first occur.

ARTICLE SECOND

Membership

Section 1. Candidates for membership may be proposed until July 1 by two members of the Society who are not members of Council on forms provided by the Secretary, and shall be referred by the Secretary to the Membership Committee for its recommendation. The Membership Committee shall return its recommendations to the Secretary by September 1.

Section 2. The names of the candidates recommended by the Membership Committee shall be sent by the Secretary to the membership of the Society by October 1 of each year. The members shall have the opportunity to submit objections to a candidate to the Council, via the Secretary, by November 1. Final approval or disapproval of a candidate shall require a majority vote of Council before December 31. Candidates approved in this manner shall be notified by the Secretary and shall, henceforth, be considered members and they are to be first billed for dues for the next fiscal year beginning January 1.

Section 3. Those persons becoming 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 class, or the rights pertaining thereto.

Section 4. The Council may, for cause, by unanimous vote and after a hearing, recommend to the Society the expulsion of a 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 members present and voting at such meeting shall be required for expulsion. The word "member," or the plural thereof as used in the By-laws shall mean a member or members, as the case may be, of any class unless otherwise indicated.

ARTICLE THIRD

Meetings

Section 1. A regular meeting of the Society of Toxicology shall be held annually at such time and place as shall be determined by the Council. Members of 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. Five 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 a part of the annual meeting of the Society, which shall be arranged by the Secretary with the assistance of the Program Committee. Members in good standing shall have the right to submit papers for presentation at the Scientific Session. Non-Members may submit papers upon the recommendation of a member. All papers shall conform to the editorial policy of the journal of the Society, Toxicology and Applied Pharmacology, as well as to the rules set forth by the Program Committee.

Section 5. Twenty percent of the active membership shall constitute a quorum for the transaction of business at any meeting of the Society.

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 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 and who shall be eligible for reelection only after a lapse of one year. At the first annual meeting, one member shall be elected for a short term of one year, one member shall be elected for a short term of two years, and one member for a term of three years. Thereafter, two members shall be elected annually for a full term of three years. The Membership Committee shall investigate the qualifications of the candidates for membership and shall report its recommendations to the Secretary by September 1 each year.

Section 2. Nominating Committee. There shall be a Nominating Committee consisting of five members of the Society who hold no other elective office. All five members shall be appointed by the President of the Society taking office at the annual meeting and shall serve for one year and shall be eligible for reappointment only after a lapse of one year. The President shall designate the Chairman. The Nominating Committee shall submit in writing to the Secretary by December 15 each year, at least two nominations for the office of the Vice-President-Elect, at least two for each Councilor and at least one for all other elective offices to be filled. The Chairman of the committee shall advise Council of the names of all nominees prior to November 15, and before finalizing the nominations.

Section 3. Finance Committee. There shall be a Finance Committee consisting of the Treasurer as Chairman, the Executive Secretary, and two members of Council appointed by the President. The Finance Committee shall keep under continuous review the financial status of the Society and the Treasurer shall report at each Council meeting. At least one month prior to the Annual Meeting, the Finance Committee shall prepare for presentation at the Annual Meeting a financial statement which summarizes the financial operations of the Society for the fiscal year immediately preceding and which includes income and expenses in detail and a balance sheet. The Finance Committee shall also prepare and present along with the financial statement, a budget for the next year. Recommendations respecting financial operations or actions may be made by the Treasurer at Council meetings or included with the financial statement for presentation at the Annual Meeting.

Section 4. Program Committee. The Program Committee shall consist of the Vice-President-Elect as Chairman, the Secretary and nine members of the Society who hold no other office and are appointed by the President

for three-year terms of office. Initially the term of office will be for one, two or three years until such time that three members can be appointed annually to three-year terms. This committee shall make recommendations to the Council as to informative and appropriate programs for the various meetings of the Society. This committee shall be responsible for the planning and organization of the scientific program of the annual meeting, and for the review of proposals for special meetings and/or symposia initiated within the committee or initiated by other committees or members of the Society. Appropriate recommendations concerning these proposals shall be brought to the attention of the President for consideration and action by the Council.

Section 5. Technical Committee. There shall be a Technical Committee consisting of at least five members who hold no other office appointed by the President and who shall serve for a term of one year and shall be eligible for reappointment. The President shall designate the Chairman. The Technical Committee shall investigate all technical problems referred to it by the President or which are recognized by the Committee upon which the Society may be asked to express an opinion, or to actively participate in their resolution. The Committee shall report its findings and recommendations to the Council.

Section 6. Education Committee. There shall be an Education Committee consisting of four members who hold no other office elected by a plurality vote of the ballots cast to serve 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 for a term of two years. Thereafter, two members shall be elected annually for a full term of two years. The President shall designate the Chairman. The Education Committee shall concern itself with ways in which the Society can advance and promulgate toxicology as a scientific discipline, and submit its recommendations in writing to the Council at least four weeks in advance of the annual meeting.

Section 7. Ballots for electing standing Committeemen 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 write-in candidate for each office to be filled. Completed ballots returned to the Secretary shall be valid if postmarked on or before the following February 15. The Secretary shall thereupon send the ballots to an ad hoc Teller 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 the 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. Elected standing Committeemen 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. Other Committees. The President and Council or either of them may appoint such ad hoc, special or other committees as may be deemed necessary.

Section 10. In the event any committee member elected under the provision of Article Fourth, 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 next election, whichever shall first occur.

ARTICLE FIFTH

Board of Publications

Section 1. The Board of Publications shall consist of four members; the President of the Society and three other members of the Society who shall be appointed by the Council and who shall serve for a term of three years. One member shall be appointed each year for a full term of three years. Members shall be eligible for reappointment to one additional term. 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. Active, Associate and Student members shall pay such annual dues for the support of the Society as may be determined by the Council. The dues may include subscription to a Society journal.

Section 2. Members who have retired because of age or disability may elect to apply to Council for "retired status". 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 nonvoting privileges of the Society in scientific proceedings.

Section 4. Dues are payable upon receipt of dues notice and shall be paid by the end of the first quarter of the fiscal year. When dues include subscription payment, members delinquent as of March 31 shall lose their subscription until full payment of dues is received. The fiscal year shall begin on January 1, and end with the last day of December each year.

Section 5. Failure to pay dues within one year from the date such dues are payable under Section 4 of the Article shall result in forfeiture of membership.

ARTICLE SEVENTH

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 EIGHTH

Amendments

Section 1. Proposed changes in the By-laws shall be submitted in writing by a member in good standing to the Council at least three months prior to the annual meeting. Upon approval by the Council, the Secretary shall notify the members at least one month in advance of the annual meeting of any proposed changes to be voted upon. A majority vote of the ballots cast shall be required for adoption.