

BYLAWS

PRAIRIE NORTHERN REGIONAL CHAPTER OF THE SOCIETY OF ENVIRONMENTAL TOXICOLOGY AND CHEMISTRY NORTH AMERICA

Article I. Administration

Section 1. Principal Office

The principal office of the Prairie Northern Regional Chapter of the Society of Environmental Toxicology and Chemistry North America (SNA) is located at: Toxicology Centre, 44 Campus Drive, Saskatoon, SK S7N 5B3, Canada. The Board of Directors may change the location of this office. The Secretary shall note any change on these Bylaws.

Section 2. Regional Boundaries

The Prairie Northern regional chapter consists of the area bound in the south by the United States-Canada international border, on the west by the Alberta-British Columbia provincial border, on the east by the Manitoba-Ontario provincial border, and on the north by the northern coastlines of Nunavut and Northwest Territories. SNA members from nearby locales may be invited for membership if other regional chapters do not serve them.

Section 3. Chapter Records

The chapter keeps at its principal office: minutes of all meetings, records of accounts of business transactions, and accounts of assets, liabilities, and receipts. Records will be kept for a minimum of five years.

Section 4. Annual Report

The Board of Directors furnishes an annual accounting report to all members not later than 120 days after the close of the chapter's fiscal year.

Article II. Membership

1. Application for Active (including students) or Sustaining/Affiliate member shall be made on an application authorized by the chapter Board of Directors. Emeritus members are selected and so honored by the chapter in recognition of their contribution to the field and to the chapter; Emeritus members are not required to apply for membership once emeritus status is bestowed.
2. Qualifications and benefits are as follows:
 - a. ACTIVE MEMBER
 - i. Qualifications
 1. Must share the stated purpose of the chapter.
 2. Must have applied experience, education, or have conducted research in areas related to the chapter's stated purpose, or be a student (graduate or undergraduate) in environmental science or a related discipline.

3. Must have a primary degree (e.g. B.Sc.) plus three years relevant experience (except for students).
4. Must pay regular Active member dues on an annual basis (\$20 for Active members and \$10 for Active student members).

ii. Benefits

1. May vote.
2. May hold office.
3. May contribute to and receive chapter publications.
4. May participate in chapter functions, programs, committees, and activities.

b. EMERITUS MEMBER

i. Qualifications

1. Must share the stated purpose of the chapter.
2. Must be a member in good standing for three continuous years.
3. Must be recognized for service to the chapter and the profession.
4. Must be elected by the chapter Board of Directors.
5. Must pay Emeritus member annual dues (\$5).

ii. Benefits

1. May vote.
2. May hold office.
3. May contribute to and receive chapter publications.
4. May participate in chapter functions, programs, committees, and activities.

c. SUSTAINING/AFFILIATE MEMBERS

i. Qualifications

1. A Sustaining member may be a for-profit or not-for-profit organization, an institution, a foundation, or an individual. Must share the stated purpose of the chapter.
2. Must pay Sustaining member annual dues (\$250).

ii. Benefits

1. Receives benefits and recognition commensurate with their contribution in chapter publications and at Annual meetings.

3. The chapter will inform all applicants about their acceptance or rejection to the chapter in a timely manner.

Article III. Dues and Finances

1. The chapter Board establishes all dues annually, with consideration to the ability of the membership to pay.
2. Annual dues are assessed on January 1 of each calendar year.
3. Any member in arrears in dues for six months will lose membership in the chapter. Defaulting members may be reinstated provided they liquidate all indebtedness to the chapter.
4. The fiscal year of the chapter begins on January 1 and ends on December 31 of the same year.

5. The chapter Board of Directors may authorize any officer to enter into any contract or to execute and deliver any instrument in the name of or on the behalf of the chapter. All funds of the chapter, not otherwise employed, are deposited as reserves to the credit of the chapter in a banks or other depository selected by the Board president, with concurrence from the treasurer and approval by the chapter Board of Directors.

Article IV. Board of Directors

The chapter has nine voting members of the Board of Directors, collectively known as the Board of Directors, which includes the immediate past-president as a voting member. The number may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw. The Board will strive for approximate equal representation from government, academia, and business.

Section 1. Duties

It is the duty of the Board of Directors to:

- (a) Represent members that are trained or experienced in disciplines related to environmental sciences, education and management and are affiliated with the chapter.
- (b) Promote the purpose and objectives of the chapter.
- (c) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties of all officers, agents and employees of the chapter.
- (d) Meet at times and places as required by these Bylaws.
- (e) Manage the business, functions, programs and activities of the chapter.
- (f) Provide evidence of financial resources sufficient to sustain the activities of the chapter.
- (g) Establish annually the dues for Active, Emeritus, Student and Sustaining members.
- (h) Appoint committees as necessary.

Section 2. Elections

- (a) Candidates for nomination to the Board of Directors are solicited from the voting membership. Candidates for the Board of Directors will be nominated by the nominating committee or by membership petition. Candidates must be members of SNA. Members of the Board of Directors will be elected by ballot by the voting membership. There are no votes cast by proxy.
- (b) The officers of the chapter are elected by the Board of Directors from the members of the Board.
- (c) Election of the Board of Directors occurs at the beginning of each calendar year.

Section 3. Number of Officers

The officers of the chapter are: President, Vice President, Secretary and Treasurer.

Section 4. Duties of President

The president is the chief executive officer of the chapter and, consistent with the decisions of the Board of Directors, supervises affairs of the chapter. He or she performs all duties pertinent to his or her office and other duties as may be required, or prescribed by the Board of Directors. The president presides at all meetings of the Board and members.

Section 5. Duties of Vice President

In the absence of the president, or in the event of his or her inability or refusal to act, the vice-president performs the duties of the president, and when so acting has all the powers of the president.

Section 6. Duties of Secretary

The secretary records minutes of all meetings of the Board of Directors, and, if applicable, meetings of committees and of members.

Section 7. Duties of Treasurer

The Treasurer:

- (a) Has charge of, and is responsible for, all funds of the chapter. He/she deposits these funds in the name of the chapter in banks, trust companies, or other depositories as selected by the Board of Directors.
- (b) Receives, and gives receipt for, monies due and payable to the chapter from all sources.
- (c) Disburses, or causes to be disbursed, funds of the chapter as directed by the Board of Directors, acquiring proper vouchers for disbursements.
- (d) Keeps and maintains adequate and correct accounts of the chapter's financial transactions, including accounts of its assets, liabilities, receipts, disbursements, etc.
- (e) Provides to the president and Board of Directors, when requested, an account of any or all transactions and of the financial condition of the chapter.
- (f) Prepares, or causes to be prepared, and certifies, or causes to be certified, the financial statements to be included in any required reports.
- (g) Prepares and submits appropriate documents annually to the Government of Saskatchewan and the Canada Revenue Agency (CRA) for tax purposes, as necessary.

Section 8. Term of Office

The members of the Board of Directors are elected for three-year terms to be staggered so that no more than one third of the terms expire in any one year. A maximum of three Board members can apply for a second three-year term in any given year. Student Board members are elected for one year terms which may be extended to a second year. The president and vice-president each serve one year terms. At the end of his/her term, the vice-president assumes the post of president. At the end of his/her term, the president remains as a voting member of the Board for one year as immediate past president. The secretary's term is one year, but may be extended to two years. The treasurer is elected for a term of three years, which may be extended.

Section 9. Compensation

The Board of Directors serves without compensation except they that they are allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 2 of this Article.

Section 10. Committees

The Board of Directors is responsible for the formation and dissolution of all chapter committees. At least one Board member should be on each standing committee.

Section 11. Vacancies

The Board of Directors may declare vacant the office of a Board member who has been determined of unsound mind or convicted of a major criminal offence. Any Board member may resign effective upon giving written notice to the president, the secretary, or the full Board of Directors.

Section 12. Non-Liability of Directors

The members of the Board of Directors are not personally liable for the debts, liabilities, or other obligations of the chapter.

Article V. Meetings

Section 1. Place of Meetings

Board of Directors meetings are held at the principal office of the corporation unless otherwise provided for by the Board. Any Board meeting, regular or special, may be held by conference telephone or similar communication.

Section 2. Regular and Annual Meetings

The Board of Directors determines the number, times and places of regular meetings. The Board will designate at least one general business meeting of the chapter each year (usually coincident with the SETAC NA Annual meeting). This meeting includes reports of officers and other items of business.

Section 3. Special Meetings

Special meetings of the Board of Directors may be called by the president, the vice president, or by any two members of the Board. These meetings are held at the place designated by the person or persons calling the meeting, and in the absence of designation, at the principal office of the chapter.

Section 4. Notice of Meetings

The Board president provides Board members with at least two weeks' notice of the time and place of each regular Board meeting. Notices may be sent by phone, fax, email or mail. Notice of meetings specify the place, day and hour of the meeting.

Section 5. Quorum for Meetings

A quorum consists of 50% or more of current Board members.

Section 6. Conduct of Meetings

Meetings of the Board of Directors are presided over by the Board president or, in his or her absence, by the Vice President; in the absence of each of these persons, by a Chairperson chosen by a majority of the Board members present at the meeting. If a Board member is unable to attend a meeting, they may provide their vote by proxy to a fellow Board member in attendance.

Section 7. Action by Consent without Meeting

Any action required or permitted to be taken by the Board of Directors may occur without a meeting. Votes may be cast by fax, email or mail.

Article VI. Amendments

These Bylaws may be altered, amended, or repealed and new Bylaws adopted as follows:

- (a) By approval of the Board of Directors unless the Bylaws amendment would materially and adversely affect the rights of members or
- (b) By approval of a simple majority of the members of the chapter.

Article VII. Relationship to SNA

Section 1. Independent Status

The Prairie Northern regional chapter is an independent non-profit scientific and professional organization which is affiliated with SNA. SNA has no legal, contractual or financial responsibility of any kind for the affairs of this chapter.

Section 2. Publication, Use of Name and Meetings

Before the chapter publishes technical information or otherwise publicly issues any statement upon a policy matter which purports to represent the opinion of SNA, it must obtain the consent of the Board of Directors of SNA. The chapter agrees that SNA may restrict, limit or prohibit the use of its name by the chapter in certain publications, meetings or other activities involving communication with the public.

The chapter will not conduct any meetings or conferences that knowingly conflict with the Annual Meeting of SNA or SETAC World Congress.