

TERATOLOGY SOCIETY

PROPOSED AMENDMENTS TO THE CONSTITUTION AND BYLAWS 2004

Changes and/or deletions to the Constitution and Bylaws are proposed for your consideration. These changes will be discussed at the Annual Business Meeting on June 30, 2004.

Edit Codes: Strikeout = deleted text Underline = added/changed text

PROPOSED AMENDMENTS TO THE CONSTITUTION AND BYLAWS

Proposed Amendment No. 1: Section headers added and formatted for consistency.

Each section in the Constitution and Bylaws will have a header in order to identify the section. The formatting shall be consistent, each header will be underlined and each non-connecting word will have the first letter capitalized.

Reason for Change: To clearly identify each section consistently through out the Constitution and Bylaws.

Proposed Amendment No. 2: Capitalization of membership types.

Throughout the Constitution and Bylaws the membership types shall have the first letter of the word capitalized. This includes Regular, Combined, Associate, Student, Emeritus, Sustaining and Honorary.

Reason for Change: Consistency of the Constitution and Bylaws

Proposed Amendment No. 3: Capitalization of the words Journal, Part and Editor.

Throughout the Constitution and Bylaws the words Journal, Part and Editor shall have the first letter of the word capitalized when referring to the Society's Journal, *Birth Defects Research* and its Editors.

Reason for Change: Consistency of the Constitution and Bylaws

Proposed Amendment No. 4: Capitalization of titles and committees.

Throughout the Constitution and Bylaws the words that refer to officer titles, committee names and committee positions shall have the first letter of each word capitalized. This includes but is not limited to President, Vice-President, Vice-President-Elect, Treasurer, Secretary, Council, Chair, Chairperson, Publisher, and the Standing and Ad Hoc Committees.

Reason for Change: Consistency of the Constitution and Bylaws

PROPOSED AMENDMENTS TO THE CONSTITUTION

Proposed Amendment No. 5: Article I, Section 3, Objectives.

Objectives. The Teratology Society is a multidisciplinary scientific ~~Society~~ society, the members of which study the causes and biological processes leading to abnormal development and birth defects at the fundamental and clinical level, and appropriate measures for prevention. The mission of the Society is: 1) to promote research and the exchange of ideas and research results that reveal the causes, improve the diagnosis and treatment, and prevent the occurrence of abnormal development and birth defects; 2) to communicate that information to physicians, public health officials, concerned health advocacy and lay groups and other interested parties that promote the elimination of birth defects when possible and amelioration of them when they occur; and 3) to provide education and training on the causes, mechanisms, treatment and prevention of birth defects.

Reason for Change: Removal of the capitalization of the word society for grammatical correctness.

Proposed Amendment No. 6: Article I, Section 4, Dissolution.

Dissolution. In the event of the liquidation or dissolution of this ~~corporation~~ Corporation, whether voluntary, involuntary, or by operation of law, or in the event it shall cease to carry out the objectives and purposes herein set forth, all assets of this ~~corporation~~ Corporation shall go to or be distributed to such nonprofit, scientific corporation or

corporations whose purpose is similar to that of this ~~corporation~~ Corporation and which may be calculated to carry out the objectives and purposes for which this ~~corporation~~ Corporation was formed. In no event shall any of the assets or property of this ~~corporation~~ Corporation or the proceeds of any such assets or property go, or be distributed, to any member.

Reason for Change: Capitalization of the word corporation for grammatical correctness.

Proposed Amendment No. 7: Article II, Section 4, Combined Membership.

Combined Membership. ~~Where husband and wife both qualify for regular membership, they~~ A combined membership is offered to those individuals where members are married/partnered where both qualify for Regular membership. They may elect to have a combined membership entitling each of them to be listed as a member and to vote, but only one shall pay the cost of and receive a subscription to *Birth Defects Research*.

Reason for Change: To include domestic partners.

Proposed Amendment No. 8: Article II, Section 8, Emeritus Membership.

Emeritus Membership. Members who have retired from their professional posts shall become Emeritus members upon ~~application in writing~~ written request to the Secretary. Emeritus members shall have all the voting rights and privileges of active members and are exempt from payment of annual dues, but they shall not receive *Birth Defects Research* gratis.

Reason for Change: To clarify that a written request rather than an application is accepted for Emeritus Membership.

Proposed Amendment No. 9: Article II, Section 9, Student Membership.

Student Membership. Student membership in the Society shall be open to persons pursuing degree work or postdoctoral studies in the field of teratology. Applications for membership must be endorsed by one member of the Society. Student members shall not have voting rights but ~~shall~~ have the option to receive the journal *Birth Defects Research*. The dues are free for Student members and the Journal subscription(s) are available at ~~shall be the~~ Publisher's basic price. ~~for the Journal.~~

Reason for Change: The Journal is not included with Student Membership, but Student members have the option to subscribe.

Proposed Amendment No. 10: Article II, Section 11, Reinstatement.

Reinstatement. Members who have resigned or who ~~have been dropped~~ become inactivated for nonpayment of dues may apply to be reinstated (see Bylaws). Applications are submitted to the Secretary and are reviewed by the Membership Committee ~~for approval by Council. Names of approved nominees will be transmitted by the Secretary to the Annual Business Meeting for election to membership by simple majority vote.~~ A list of applicants meeting the requirements for reinstatement will be transmitted by the Secretary during the first week in February, June, and October. The lists are communicated to the membership, who will have thirty (30) days to respond. Responses shall be reviewed by the Membership Committee. Its recommendations will be submitted to the Council for approval.

Reason for Change: To include the reinstatement process with the new membership application process, to increase the opportunity for reinstatement from once a year to three times a year, and for consistency with other membership categories which no longer require approval at the Annual Business Meeting.

Proposed Amendment No. 11: Article II, Section 12, Rights.

Rights. ~~The right~~ rights and privileges of any member ~~to vote and all rights, title and interest, both legal and equitable, of a member~~ in the Society shall cease on termination of his/her membership.

Reason for Change: Clarification.

Proposed Amendment No. 12: Article III, Section 2, Election and Qualifications.

Election and Qualifications. The Officers shall be Regular Members of the Society who are elected by a simple plurality vote of the members voting in person, by mail, or electronically. Their terms of office shall begin at the close of the Annual Business Meeting. The President, Vice President, and Vice President-Elect shall serve for one year, and

the Secretary and Treasurer for three years. The Vice President shall automatically assume the Office of the President at the end of his/her one-year term of office or at any time the Office of the President becomes vacant. In the latter instance, he/she may succeed himself/herself as President the following year. The Vice President-Elect shall automatically assume the office of the Vice President at the end of his/her one-year term of office or at any time the office of Vice President becomes vacant. In the latter instance, he/she may succeed himself/herself as Vice President the following year. The Secretary and Treasurer may be reelected once. In the case of a tie election, a run-off between candidates who tied will be conducted in person, by mail or electronically. The results of the elections will be announced at the Annual Business Meeting.

Reason for Change: For consistency in the voting process.

Proposed Amendment No. 13: Article VI, Standing Committees, ad hoc appointments.

Ad hoc members may be appointed as deemed appropriate by the President to serve only for the year of the appointment.

Sections that are affected by these changes:

Section 1, 2, 3, 5, 6, 7, 8, 9, and 10

Reason for Change: To give each President the opportunity to appoint ad hoc members as he/she deems appropriate, while limiting the term of the appointment so it does not exceed that of the President.

Proposed Amendment No. 14: Article VI, Section 1, Nominations and Elections Committee.

Nominations and Elections Committee. At each Annual Meeting the incoming President, with the advice and consent of the majority of the members of Council of the Society, shall appoint a Nomination and Elections Committee made up of five Society members including a Past President, who shall serve until the next Annual Meeting. In addition, ad hoc members may be appointed as deemed appropriate by the Chair to serve only for the year of appointment. ~~The Nominations and Elections Committee shall be distributed~~ The Nominations and Elections Committee shall distribute in person, by mail, or electronically, at the discretion of Council via the Executive Director, a slate of nominees consisting of two nominees for each of the outstanding vacancies to each member at least 90 days before the Annual Business Meeting. Space must be supplied to permit write-in votes for each open position. Each nominee must agree to have his/her name placed on the slate before the slate is distributed to the membership. Other nominations for Officers, the Council, and other vacancies will be included if a petition is signed by at least five percent (5%) of the voting (see Article II) membership of the Society and filed with the Secretary sixty (60) days before the Annual Business Meeting. The Secretary then shall submit an amended ballot to the membership. The nominee must agree to have his/her name placed on the amended slate. Each nominee will provide a list of his/her credentials to be distributed with the slate. Elections will be by a simple plurality of valid ballots. Completed ballots shall be valid if received at least thirty-five (35) days prior to the Annual Business Meeting and are in compliance with voting instructions. If a tie has occurred, a run-off election shall be held between the tied candidates to determine the winner. Run-off ballots shall be sent to the membership twenty-one (21) days prior to the Annual Business Meeting. Completed ballots returned to the Executive Director shall be valid if received at least seven (7) days prior to the Annual Business Meeting and are in compliance with voting instructions. If there is a tie on the run-off ballot, the winner will be decided by Council through a secret ballot. The Executive Director in consultation with the Nominations and Elections Committee shall count all ballots properly submitted. The results of the balloting will be announced at the Annual Business Meeting.

Reason for Change: Grammatical correction.

Proposed Amendment No. 15: Article VI, Section 4, Editorial Office.

Editorial Office. The Editorial Office for each Part of the Journal shall ~~be composed of~~ comprise the ~~Editors~~ Editor, and as applicable the Associate and Section Editors, ~~if any, of that part.~~ The Editor of each Part has the final responsibility for selection of manuscripts and their preparation for publication ~~in for~~ for that Part of the Journal. ~~He/she~~ The Editor is expected to submit each manuscript to at least two appropriate reviewers. Upon ~~the request of~~ from the Editor of ~~each that~~ Part, the Section Editor will offer his/her opinion as to whether a selected and reviewed manuscript merit manuscript merits publication in *Birth Defects Research*. The Book Review Editor, ~~the~~ Editor of Teratogen Update, and additional Editors as ~~needed~~ deemed appropriate, shall be appointed yearly ~~by~~ (and shall have duties and responsibilities as assigned) by the Editor of each Part with the approval of Council. The Editor of each Part of the

Journal shall be a member of the Society and shall be appointed by Council for a period of five years. The term of office shall commence at the beginning of the following calendar year following the appointment. ~~He/she~~ The Editor may succeed himself/herself for another five-year term if appointed by Council. The tenure of the Editor of each Part shall be limited to a total of 10 years and may be terminated by a vote of two-thirds of the Council. If the tenure of the Editor of each Part is to conclude or becomes vacant, a successor shall be identified by a Review and Search Committee. The Review and Search Committee shall be formed early during the last year of the tenure of the current Editor of each Part and consist of five members (including a Past-President, Chairperson and current members of the Publications Committee). The Review and Search Committee shall review the previous performance of the current Editor of each Part, ~~in case of application when the incumbent is applying~~ for a second term; ~~or~~ accept nominations ~~for~~, interview nominees and recommend to Council suitable candidates for ~~the an open~~ Editor's position. Associate Editors and Section Editors are recommended by ~~each the~~ Editor with the advice and approval of the Publications Committee. They must be confirmed by the Society at the Annual Business Meeting and shall serve for a nonrenewable six-year term. For the first year only, Associate and Section Editors will serve prior to confirmation by Council. Terms shall be staggered to maintain some continuity of experience. Section Editors and Associate Editors need not be members of the Society, and shall not be members of the Council.

Reason for Change: Clarification and consistency.

Proposed Amendment No. 16: Article VI, Section 5, Publications Committee.

Publications Committee. The Publications Committee shall inform and advise the Council on the finances of *Birth Defects Research*, shall provide advice on and approve candidates for Section Editors, and Associate Editors proposed by the Section Editors, shall monitor editorial activities of all parts of the Journal, shall review annually all policies (see Bylaws) of ~~the journal~~ *Birth Defects Research* operation, shall recommend suggested changes in policy to the Council and shall perform other duties as directed by Council. The members of the Publications Committee shall be eight members of the Society appointed by the President. The President and the Editor of each part of the Journal shall be ex-officio members with full votes. The Publisher's representative shall serve as non-voting ex-officio member. Associate and Section Editors may not be appointed as members of the Publications Committee. A quorum shall be one half of the voting members or their alternates previously approved by Council. The appointed members will serve for four years, beginning with staggered terms. A Vice Chair will be selected with input from the current Chair, during the third year of a ~~person's term, who~~ The Vice Chair will then serve as Chair of the Committee during the fourth year of their term. Terms will begin on ~~July 1st~~ the day after the Annual Meeting. In addition, ad hoc members may be appointed as deemed appropriate by the Chair to serve only for the year of appointment.

Reason for Change: Clarification

Proposed Amendment No. 17: Article VI, Section 6, Public Affairs Committee.

Public Affairs Committee. The Public Affairs Committee (PAC) will have four functions: (1) Sponsor a symposium to be presented each year at the annual meeting on a subject of current interest to the Society members; (2) Develop informational materials to be used for public education concerning Society activities and other relevant subjects; (3) Recommend individuals with special expertise, either within or outside the Society, when requested by various groups or ~~federal agencies~~ Federal Agencies; and (4) Respond to specific inquiries from outside groups through the use of subcommittees appointed by the PAC chairperson. Actions taken by these subcommittees will be conducted with the approval of the full Committee and of the Society's President and/or Council. The Public Affairs Committee will consist of 12 members (or up to 14 members in those years when the former Chairperson and the present Chairperson have been elected from past members of the Committee) and will include representation from various interest groups, such as ~~from~~ basic and clinical sciences, industry, and ~~government~~ Government. Four new members will be appointed each year by the PAC Chairperson, and each member will serve for three years. Appointment of new members is done in consultation with the Society's President and with Council approval. The Chairperson of the Public Affairs Committee will be appointed by Council for a three-year term; this person should be either a current or past Public Affairs Committee member. The Chairperson will continue to serve as a member of the Committee for one year following his/her term as Chairperson. The Chairperson cannot succeed himself/herself. In addition, ad hoc members may be appointed as deemed appropriate by the Chair to serve only for the year of appointment.

Reason for Change: Grammatical corrections.

Proposed Amendment No. 18: Article VI, Section 9, Student Affairs Committee.

Student Affairs Committee. The Student Affairs Committee shall be responsible for recommending to Council and implementing programs to attract and involve students in the field of teratology and in the Society. Following consultation with the President and Program Chairperson of the Annual Meeting, the Committee shall develop specific programs for each Annual Meeting to attract, recognize and involve students in the affairs of the Society. The Committee shall ~~be composed of~~ comprise three members, one member per year appointed by the President and approved by Council, and serving a term of three years. During the third year of a term, that member shall serve as Chairperson. In addition, ad hoc members may be appointed as deemed appropriate by the Chair to serve only for the year of appointment.

Reason for Change: Grammatical correction.

Proposed Amendment No. 19: Article VI, Section 9, Web Site Committee.

Web Site Committee. The Web Site Committee shall be responsible for development of policy governing the Teratology Society Web site as well as for oversight of the Web site's content and implementation. The Committee shall report at least annually to Council regarding the current status of the Web site and make recommendations to Council regarding enhancements in the Web site's content, supporting technology and policies. The Committee shall ~~be composed of~~ comprise a Chairperson and 4 other members appointed, beginning with staggered terms, by the President and approved by Council. Each member shall serve a five-year term, with one new member appointed each year. In addition, ad hoc members may be appointed as deemed appropriate by the Chair to serve only for the year of appointment.

Reason for Change: Grammatical correction.

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| PROPOSED AMENDMENT TO THE BYLAWS |
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Proposed Amendment No. 20: Article I, Section 1, Membership Requirements.

Membership Requirements. Adherence to the Code of Ethics is a condition of membership in the Society. For Regular members substantive interest in the purposes of the Teratology Society consists of pertinent publications or other documentation of participation in the field. Publications listed shall be in teratology, as broadly defined. The list shall include only those published in refereed journals; and one or more publications (not abstracts) are required with the applicant as the first author or two or more publications are required with the applicant as other than the first author. Manuscripts in press shall be considered only if a copy is submitted together with verification of acceptance for publication. In lieu of appropriate publications, other documentation of active participation in teratology (e.g., industrial experience with likelihood of continued interest) shall be considered. Requirements for Student members consist of sponsorship by a member of the Teratology Society and the signature of the applicant's Major Professor whose signature verifies that the applicant is a student or post doctoral fellow in good standing and is working in the field of teratology. The Major Professor also will provide the expected date of graduation or ~~termination~~ fulfillment of fellowship. Student members are ~~expected~~ requested to apply for and achieve Regular or Associate membership status at the first Annual Meeting of the Society after they graduate or after ~~the termination~~ fulfillment of their postdoctoral fellowship. Those students who ~~do choose~~ do not achieve regular to apply for Regular or Associate membership status by the time of the succeeding Annual Meeting will ~~no longer be members of the Society.~~ become inactivated. Consideration for restoration of membership includes reasons for resignation or for nonpayment of dues, evidence of interim accomplishments in teratology, and likelihood of continuing interest.

Reason for Change: Clarification of the process and requirements for Student members to apply for Regular or Associate membership.