

CONSTITUTION
Article I - Name and Objectives

Section 1

Name. This Society shall be known as the TERATOLOGY SOCIETY.

Section 2

Offices. The principal office of the Society shall be located at the Children's Hospital Research Foundation, Cincinnati, Ohio, and the mailing address shall be located in the city of the office of the Executive Director. The Society may also have offices at such other places as the Council may establish or the purposes of the Society may require.

Section 3

Objectives. The Teratology Society is a multidisciplinary scientific 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.

Section 4

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

Article II - Membership

Section 1

Membership Classifications. There shall be the following types of memberships:

- | | |
|---------------|-------------|
| 1. Regular | 5. Honorary |
| 2. Combined | 6. Emeritus |
| 3. Associate | 7. Student |
| 4. Sustaining | |

Section 2

Dues. Members shall pay the Society annual dues as specified in the Bylaws.

Section 3

Regular Membership. Regular membership in the Society shall be open to persons who have demonstrated substantive interest in its purposes. Substantive interest is defined in the Bylaws, and a description is included on the membership application. Applications for membership must be endorsed by one member of the Society. Nominations are submitted to the Secretary and reviewed by the Membership Committee. A list of applicants meeting the requirements for membership will be transmitted to the membership by the Secretary at times deemed appropriate by the Membership Committee. Once the lists are communicated, the membership will have fourteen (14) days to respond. Responses shall be reviewed by the Membership Committee. Its recommendations will be submitted to the Council for approval.

Section 4

Combined Membership. A Combined membership is offered to those individuals where members are married/partnered and 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 the journal *Birth Defects Research*.

Section 5

Associate Membership. Associate membership in the Society shall be open to persons who do not have publications in the field of teratology or direct scientific involvement in teratology. Such individuals may belong to other disciplines or professions but demonstrate active participation in issues related to teratology in line with the objectives of the Society. Active professional interest in teratology is to be documented by endorsement of one Regular member on the membership application or in a separate correspondence referencing the Associate membership application. Associate members may attend the Annual Business Meeting but may not vote, hold an elected office or sponsor abstracts. Associate members may present abstracts. As part of their annual dues, Associate members shall receive a subscription to the journal *Birth Defects Research*. Nominations are submitted to the Secretary and reviewed by the Membership Committee. A list of applicants meeting the requirements for membership will be transmitted to the membership by the Secretary at times deemed appropriate by the Membership Committee. Once the lists are communicated, the membership will have fourteen (14) days to respond. Responses shall be reviewed by the Membership Committee. Its recommendations will be submitted to the Council for approval.

Section 6

Sustaining Membership. All organizations interested in any aspect of teratology shall be eligible for Sustaining membership. Each Sustaining member shall have the privilege of being represented without a vote at meetings of the Society by one delegate appointed by the Sustaining member. Sustaining members also shall receive one subscription to the journal *Birth Defects Research* as part of their annual dues. A list of Sustaining members shall be printed once a year in the journal *Birth Defects Research*.

Section 7

Honorary Membership. Honorary members may be elected by the membership at the Annual Business Meeting, upon unanimous recommendation by the Council, from among the Regular members by a simple majority of those voting at the meeting. Honorary members shall have all the voting rights and privileges of active members, are exempt from payment of annual dues, and shall receive the journal *Birth Defects Research* gratis.

Section 8

Emeritus Membership. Members who have retired from their professional posts shall become Emeritus members upon 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, and may subscribe to the journal *Birth Defects Research* at the Publisher's basic price.

Section 9

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 and may subscribe to the journal *Birth Defects Research* at the Publisher's basic price.

Section 10

Termination of Membership. Membership in the Society shall cease through any of the following:

1. By resignation.
2. If a member has defaulted in the payment of annual dues for two consecutive years. However, members whose dues are not paid by January of each year shall not continue to receive the journal *Birth Defects Research*.
3. If, after consideration of a report from Council, the majority of the members of the Society present at the Annual Business Meeting decide that a member shall be expelled from membership on the grounds that his/her conduct is detrimental to the honor or interests of the Society and its objectives or is calculated to bring the work of the Society or its members into disrepute. Guidance for appropriate conduct of members is given in the Code of Ethics.

Section 11

Reinstatement. Members who have resigned or who become inactivated for nonpayment of dues and who meet the criteria for membership (see Bylaws) may apply to be reinstated. Applications are submitted to the Secretary and are reviewed by the Membership Committee. A list of applicants meeting the requirements for reinstatement will be transmitted by the Membership Committee to Council for approval.

Section 12

Rights. The rights and privileges of any member in the Society shall cease on termination of his/her membership.

Article III - Officers

Section 1

Officers. The Officers of the Society shall be a President, a Vice President, a Vice President-Elect, a Past President, a Secretary, and a Treasurer.

Section 2

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 prior to the Annual Meeting.

Section 3

Vacancies. If the offices of Secretary or Treasurer become vacant, Council may elect, by majority vote, in person, by mail, electronically, or by telephone with a roll call during a conference call, an individual to fill the vacancy on an interim basis. An Officer so elected shall serve until the next Annual Business Meeting of the Society when the vacancy will be permanently filled by a regular or special election. If the Office of Vice President-Elect becomes vacant, a successor shall be elected by a plurality vote of the membership in a special election. Nominations for this Office shall be the responsibility of the Nominations and Elections Committee and will follow the procedures outlined for that Committee in the Constitution and Bylaws.

Article IV - Council

Section 1

Control and Administration of the Society. The control and administration of the Society shall be vested in a Council whose voting members consist of the Officers, including the most recent Past President of the Society, who will serve on the Council for one year, and three elected members of the Society. The Chairpersons of the Communications Coordination Committee, Publications Committee and Public Affairs Committee, and the Executive Director shall be non-voting ex-officio members of the Council. The Officers of the Society shall serve on the Council during their terms of office. The remaining members of the Council shall serve for a term of three years and shall not be eligible for reelection to the same post for two years after retiring from office. The President of the Society shall be Chairperson of the Council.

Section 2

Composition. The three members of the Council who are not Officers shall be elected for a term of three years such that one member is replaced each year. Members of the Council shall be installed in their offices as the final item of business at each Annual Business Meeting and their terms of office shall begin on the day following the conclusion of the Annual Business Meeting at which they were installed.

Section 3

Vacancies. Any vacancy on the Council, other than that of Officers, may be filled by a vote of the majority of the remaining members of the Council. The voting may take place in person, by mail, electronically, or by telephone with a roll call during a conference call. Any member so elected shall hold office until the next Annual Business Meeting.

Section 4

Powers. The Council shall appoint the Editor-in-Chief and Editors, pass on nominations for membership, approve the time and place for meetings, determine the nature and conduct of meetings, consider the recommendations of standing committees, review changes to the Constitution and Bylaws, advise on policies of the Society, be responsible for the funds of the Society, and conduct such other business of the Society as may be desirable.

Article V - The Journal "Birth Defects Research"

Birth Defects Research shall be the official journal of the Society.

Section 1

Editorial Management of "Birth Defects Research." Editorial management of the journal *Birth Defects Research* shall be in the hands of the Editorial Board and the Publications Committee, in consultation with the Publisher as outlined in the Society's contract with the Publisher.

Section 2

Publication Policy. The journal *Birth Defects Research* shall publish reports of studies in all areas of abnormal development and related fields. Publication in the journal *Birth Defects Research* shall be open to members and nonmembers alike. Acceptance shall be decided after editorial review, solely on the basis of merit and suitability.

Article VI - Standing Committees

Section 1

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. Ad hoc members may be appointed as deemed appropriate by the President to serve only for one year after appointment. 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 prior to the Annual Meeting and the new Officers and Council members shall be installed at the Annual Business Meeting.

Section 2

Constitution and Bylaws Committee. The Constitution and Bylaws Committee shall suggest changes in the Constitution and Bylaws of the Society. The Committee shall also consider suggested changes submitted by Council or members of the Society. Those revisions and/or amendments to the Constitution and Bylaws

proposed and accepted by Council will be placed in final form by the Committee and delivered electronically to the membership together with the appropriate discussion (see Article VII). The Committee shall be composed of three members, one member per year appointed by the President and serving a term of three years. In addition, the President shall serve as an ex-officio member of the Committee. During the third year of his/her term, a member shall serve as Chairperson. Ad hoc members may be appointed as deemed appropriate by the President to serve only for the one year after appointment.

Section 3

Membership Committee. The Membership Committee shall review new applications for membership and applications for restoration of membership in the Society. A list of applicants meeting the requirements for new membership shall be transmitted to the membership by the Secretary at times deemed appropriate to the Membership Committee. Once the lists are communicated, the membership will have fourteen (14) days to respond. Responses from the membership shall be reviewed by the Membership Committee. Its recommendations shall be submitted to the Council for approval. In addition, the Committee will review demographic information of current members and will make recommendations, if any, to Council prior to the Annual Meeting each year, on methods to retain current members and attract new members. The Committee is also responsible for reviewing and making recommendation to the Council on application of the Emeritus Membership. The Committee shall be composed of eight regular members, two members per year appointed by the President and serving a term of four years, as well as one student/postdoc member, appointed by the President and serving a one-year term. The Chairperson of the Membership Committee will be appointed by Council for a two-year term; this person shall be a current Membership Committee member. During the second year of the Chairperson's term, a member may be appointed as the vice chair who will become the Chair of the Committee in the subsequent year. Ad hoc members may be appointed as deemed appropriate by the President to serve only for the one year after appointment.

Section 4

Editorial Board. The Editorial Board of the journal *Birth Defects Research*, hereafter referred to as the Journal, shall be comprised of three Editors responsible for specific subject areas covered by the Journal, including final selection of manuscripts and preparation for those subject areas. In addition Council will appoint an Editor-in-Chief to assume leadership responsibilities such as coordinating among the three Editors and liaising with the Publications Committee, Council, and Publisher. The Editor-in-Chief and Editors shall be members of the Society. The Editor-in-Chief shall be appointed by Council for a term of five years. Each Editor shall be appointed by Council for a term of three years. The term of office for the Editor-in-Chief and Editors shall commence at the beginning of the following calendar year following the appointment. An Editor-in-Chief or Editor may succeed himself/herself for up to two additional terms if appointed by Council. The tenure of the Editor-in-Chief or an Editor may be terminated by a vote of two-thirds of the Council. When possible, terms of Editors shall be staggered to maintain some continuity of experience. If the tenure of the Editor-in-Chief or an Editor 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 by the Publications Committee with Council approval early during the last year of the tenure of the individual whose term is ending and consist of six members (including a Past-President, a Chairperson and current members of the Publications Committee). The Review and Search Committee will accept nominations for, interview nominees and recommend to Council suitable candidates for the open position(s). As applicable, the Editorial Board will include a limited number of Associate Editors. Associate Editors may be recommended by an Editor or the Editor-in-Chief with the advice and approval of the Publications Committee and shall serve for a three-year term. Associate Editors need not be members of the Society, and shall not be members of the Council.

Section 5

Publications Committee. The Publications Committee shall inform and advise the Council on the finances of the Journal when issues arise, shall provide advice on selection of individuals who may serve in a supporting role to the Editorial Board, shall provide advice on editorial activities when requested by the Editorial Board, shall review annually all policies (see Bylaws) of the Journal operation, shall recommend suggested changes in policy to the Council and shall perform other duties as directed by Council. Members of the Publications Committee shall be appointed by the President of the Society with approval from Council. The Publications Committee shall consist of eight members except when a past (non-current) member is appointed as the vice chair. In the latter case, the Publications Committee may consist of up to nine appointed members. Ad hoc members may be appointed as deemed appropriate by the President of the Society to serve for a one year

appointment. The President, Editor-in-Chief, and Editors of the Journal shall be ex-officio members with full votes. The Publisher's representative shall serve as non-voting ex-officio member. Associate Editors may not be appointed as members of the Publication 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. The Chairperson of the Publications Committee will be appointed by Council for a three-year term; this person should be either a current or past Publications Committee member. The Chairperson will continue to serve as a voting member of the Committee for one year following his/her term as Chairperson. The Chairperson cannot succeed himself/herself. During the second year of the Chairperson's term, a current or past Publications Committee member will be selected to serve as vice chair during the last year of the Chairperson's term. At the end of the Chairperson's three year term, the vice chair will become Publications Committee Chairperson for a three-year term. Terms will begin on the day after the Annual Meeting.

Section 6

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; 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 vice chair is appointed) and will include representation from various interest groups, such as from basic and clinical sciences, industry, and 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. During the second year of the Chairperson's term, a vice chair will be selected to serve as vice chair during the last year of the Chairperson's term. At the end of the Chairperson's three year term, the vice chair will become PAC Chairperson 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. Ad hoc members may be appointed as deemed appropriate by the President to serve only for the year of appointment.

Section 7

Education Committee. The Education Committee shall concern itself with offering continuing education in the theory and practice of teratology, and may offer and conduct educational and teaching programs in the name of the Society, subject to prior approval of the President and Council. The Committee shall consist of six members, each of whom will serve one term of three years, with two members per year appointed by the President, based upon the recommendation of the Education Committee and with the approval of the Council. During the second year of a term, one member shall be appointed vice chair by the President, based upon the recommendation of the Education Committee. During the third year of a term, that member shall serve as Chairperson. Ad hoc members may be appointed as deemed appropriate by the President to serve for one year after appointment.

Section 8

Finance Committee. The Finance Committee shall be responsible for overseeing all financial transactions of the Society and for preparing the annual report and budget for Council approval. The Finance Committee shall consist of three members: the elected Treasurer, who will serve as Chairperson, the Past Treasurer, and the Vice President. The Executive Director shall be an ex-officio member of this Committee. Each member shall serve a term equal to his/her term of office. Ad hoc members may be appointed as deemed appropriate by the President to serve for one year after appointment.

Section 9

Science Committee. The Science Committee's central responsibility is to develop and implement an overarching science strategy for the Teratology Society in collaboration with the President and Council. The scope of the Committee's responsibilities falls in three key areas: 1) identification of new areas of science to

integrate into Society activities; 2) management of existing partnerships and identification of new partnerships with external scientific organizations of strategic interest to the Teratology Society; 3) development of programs to enhance the visibility and scientific reputation of the Teratology Society. Considerable interaction with other Society committees is expected in order to accomplish these aims. The Committee shall consist of six members, each of whom will serve one term of three years, with two members per year appointed by the President based upon the recommendation of the Science Committee and with the approval of the Council. During the second year of a term, one member shall be appointed vice chair by the President, based upon recommendation of the Science Committee. During the third year of a term, that member shall serve as Chairperson. Ad hoc members may also be appointed as deemed appropriate by the President to serve for one year after appointment.

Section 10

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

Section 11

Communications Coordination Committee. The Communications Coordination Committee shall be responsible for coordinating communications activities across the Society, including internal communication across committees and external communications, including the Society's website, webinars, press releases, and social media campaigns. The Committee shall report at least annually to Council regarding enhancements to the Society's communications activities and make recommendations to Council regarding enhancements to the Society's communications efforts. The Committee shall consist of a Chair and representatives from the Awards, Education, Membership, Public Affairs, Publications, Science, Student Affairs, and relevant ad hoc committees. In addition, one student/postdoctoral fellow member will be appointed by the President to serve for one year after appointment. Ad hoc members may be appointed by the Chair with approval from Council and will serve for one year after appointment. The Chairperson of the Communications Coordination Committee will be appointed by Council for a three-year term. During the second year of the Chairperson's term, a vice chair will be selected to serve as vice chair during the last year of the Chairperson's term. At the end of the Chairperson's term, the vice chair will become the Chairperson of the Communications Coordination Committee for a three-year term. The past chair will remain on the committee for one year following his/her terms as Chairperson.

Section 12

Awards Committee. The Awards Committee's primary responsibility is to develop and administer most of the awards of the Teratology Society. A secondary goal of the committee is to contribute to increased internal and external publicity regarding current and past year award winners and member contributions. These activities are conducted with the oversight of the President and Council. The Committee shall be composed of six regular members, with two members per year appointed by the President based upon the recommendation of the Awards Committee and with the approval of the Council. The F. Clarke Fraser New Investigator awardee will be one of the two newly appointed regular members each year. Committee members will serve a term of three years. In addition, one student/postdoc member will be appointed each year by the President to serve a one-year term. One regular member shall be selected by the Committee to be vice chair during the second year of his/her term. This individual will become the Chairperson in the subsequent year. The Chairperson shall become the past chair (as an ad hoc member) during a fourth year serving as advisor to the incoming Chairperson. Additional ad hoc members may also be appointed as deemed appropriate by the President to serve for one year after appointment.

Section 13

Other Committees. Other committees necessary to promote the objectives of the Society may be appointed by the President on an ad hoc basis to serve through his/her term of office. Such an ad hoc committee shall be subject to re-appointment by the President.

Article VII - Amendment of Constitution and Bylaws

Amendments. Proposed amendments to the Constitution and Bylaws should be distributed in person, by mail, or electronically to the membership no later than sixty (60) days before a vote. Members may express their written opinions in person, by mail or electronically to the Secretary to be received before the end of the 60 day period. Following the sixty (60) day period, the Constitution and Bylaws Committee will prepare a ballot containing the proposed amendment(s) to be distributed to the membership together with discussion(s), both pro and con. Valid ballots must be returned within sixty (60) days. The results of the ballot will be distributed to the membership.

BYLAWS

The rules contained in Robert's Rules of Order, by General Henry M. Robert, Pyramid Books, New York, 1967, shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with the Bylaws of this Society.

Article I - Members and Meetings of Members

Section 1

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, and including fields such as developmental and reproductive biology and toxicology, product safety evaluation, genetic counseling, and clinical evaluation. The list shall include only those published in refereed journals; 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., administrative, governmental, or industrial experience with likelihood of continued interest) shall be considered. This path for Regular Membership is intended to allow full membership for scientists with significant active and valued participation in teratology but whose job functions do not enable regular publication or disclosure of their work products. Examples of active scientific participation include development or conduct of proprietary preclinical toxicology testing, consultants that provide confidential evaluation of developmental toxicology evaluations to clients, professors and lecturers at primarily teaching colleges and universities who may not have access to research facilities, and governmental scientists tasked with developmental or reproductive toxicology data evaluation.

Requirements for Student members consist of endorsement of one non-student member of the Teratology Society and confirmation from the applicant's Major Professor verifying that the applicant is a student or post doctoral fellow in good standing. The Major Professor also will provide the expected date of graduation or fulfillment of fellowship. Student members are requested to apply for Regular or Associate membership status at the first Annual Meeting of the Society after they graduate or after fulfillment of their postdoctoral fellowship. Those students who choose not to apply for Regular or Associate membership status by the time of the succeeding Annual Meeting will have their membership 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.

Section 2

Annual Meeting. The Annual Meeting shall be held at the time and place as approved by Council. The purpose of the Annual Meeting shall be to hold and conduct scientific sessions and to conduct such Society business as necessary. The place and date of the next Annual Meeting will be announced at each Annual Meeting; however, the Council shall be authorized to alter such announced arrangements as, in its best judgment, the interests of the Society shall require.

Section 3

Annual Business Meeting. The function of this portion of the Annual Meeting of the Society shall be:

1. To install Officers and other members who hold elective office prescribed by the Constitution;
2. To fix the annual dues for the various types of memberships;
3. To consider the annual financial statement presented by the Council and to arrange for such action to be taken thereon as may seem appropriate;
4. To consider reports of the Council and Committees and motions relating to the adoption of such reports in whole or in part and to arrange for such action to be taken thereon as may seem appropriate;
5. To instruct the Council concerning actions to be taken in the pursuit of the objectives of the Society;
6. To consider such resolutions as can properly be considered by the Society having regard for the objectives of the Society and the appropriate period of notice required.

Section 4

Quorum. Thirty-five members shall constitute a quorum at the Annual Business Meeting. A meeting may be adjourned by vote of a majority of the members present.

Section 5

Special meetings. Special meetings of the Society may be called at any time by the President or Secretary at the request of the Council or on receipt of a written request of not less than one third of the Regular members.

Section 6

Voting. At every meeting of the Society and in ballots in person, by mail or electronically, each Regular, Combined, Honorary, or Emeritus member shall be entitled to one vote.

Section 7

Notice of meetings. Notice of the time, place and purposes of meetings of the Society shall be sent by mail or electronically to members at least three months before the meeting.

Article II - Officers of the Society

Section 1

Duties. The Officers of the Society shall perform, with the assistance of the Executive Director, the duties usually performed by such officers, together with such duties as shall be prescribed by the Constitution or Bylaws or by the Society or Council.

Section 2

The President. The President shall preside at all meetings of the Society and Council. He/she shall be a nonvoting ex-officio member of all committees, except the Nominations and Elections Committee. He/she shall have general charge and supervision of the business and affairs of the Society. He/she shall arrange to have the finances of the Society audited whenever an incoming Treasurer is placed in office.

Section 3

The Vice President. He/she shall be responsible for selection of papers and addresses presented at the Annual Meeting of the Society during the year of his/her tenure. He/she shall provide the appropriate Editor(s) of the journal *Birth Defects Research* with a program and abstracts of papers to be presented at the Annual Meeting far enough in advance to allow printing in the journal *Birth Defects Research* and distribution before the meeting. At the request of the President, or in the event of his/her absence or disability, the Vice President may perform all duties of the President.

Section 4

The Vice President-Elect. The Vice President-Elect shall learn the administrative operations of the Society and serve in a support capacity to the Vice President and President. At the request of the Vice President, or in the event of his/her absence or disability, the Vice President-Elect may perform all duties of the Vice President. In the event of the absence/disability of both the President and Vice President, the Vice President-Elect may perform all duties of the President.

Section 5

The Secretary. The Secretary or his/her designee shall attend and keep the minutes of all meetings of the Society and of the Council and shall prepare a list of items needing attention for use by the President in the preparation of agendas. He/she shall have charge of such books, documents, and papers as the Council may determine. He/she shall maintain a chronological list of members of Council and of all Committees for each year the Society continues to function. He/she shall be responsible for issuing all the notices of the Society that shall include notices of each Annual Meeting and of the Council Meeting preceding and following the Annual Business Meeting. He/she shall compile a roster of members and guests in attendance at each Annual Meeting for the timely information of Council. He/she shall be responsible for maintaining a record of all applications received for membership in the Society, for sending all applications to the Chairperson of the Membership Committee, for processing changes in the membership list, including resignations, deaths, and address changes, for providing this information to the Officers, to members of the Council, and to the

Publisher as required, and for notifying each applicant regarding the outcome of his/her application for membership.

Section 6

The Treasurer. The Treasurer shall have custody of all funds and securities of the Society, subject to such regulations as may be imposed by the Council. He/she shall keep the financial records of the Society and shall enter therein full and accurate account of all monies received or paid or obligations incurred on account of the Society, and he/she shall exhibit such records at all reasonable times to any member of the Society on application of such member to the office of Treasurer. He/she shall be responsible for the collection of dues and shall keep proper records of payment of dues. By February 15 of each year, he/she shall list for the Secretary and the Publisher, those members who shall not be sent the journal *Birth Defects Research* due to nonpayment of dues for the current year. He/she shall provide the Secretary ten days before the Annual Business Meeting the names of those members whose dues have not been paid for two consecutive years. He/she may be required to be bonded for the faithful performance of his/her duties in such sum and with such sureties as the Council may require.

Article III - Council

Section 1

Meetings. The Council shall meet at the location of and just prior to each Annual Business Meeting for the purpose of organization and the transaction of appropriate business. The Council also shall meet at the Annual Meeting after the Business Meeting to organize the business to be transacted during the ensuing year. Special meetings may be held at the request of the President or four members of the Council.

Section 2

Notice of meetings. Notice of all meetings of the Council, except as herein otherwise provided, shall be distributed by the Secretary by mail or electronically at least 30 days before the meeting, but the requirement for such notice may be waived by the majority of the Council members. At any meeting at which every member of the Council shall be present, even though without notice or waiver thereof, any business of the Council may be transacted.

Section 3

Chairperson. At all meetings of the Council, the President, or in his/her absence, with agreement of the President, the Vice President shall preside.

Section 4

Quorum. At all meetings of the Council, a majority of voting members thereof shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Council members present at any meeting at which there is a quorum shall be the act of the Council, except as may be otherwise specifically provided by the Constitution or Bylaws.

Section 5

Conflict of Interest. The Council members and Officers of the Society may be interested directly or indirectly in any contract relating to the operations conducted by the Society or in any contract for furnishing supplies thereto. No transaction entered into by the Society shall be affected by the fact that the Council member or Officer of the Society was personally interested in it. Every Council member and Officer of the Society is hereby relieved from any disability resulting from holding such office that might otherwise prevent his/her contracting with the Society for the benefit of himself/herself or of any firm, association, or corporation in which he/she may be in any way interested.

Section 6

Compensation. Council members, as such, shall not receive any salary for their services. The Council shall have power in its discretion to contract for and to pay to Council members rendering unusual or exceptional services to the Society special compensation appropriate to the value of such services.

Article IV - The Executive Director

The Executive Director. The Executive Director shall provide such administrative assistance as assigned by the Officers of the Society and/or the Council as specified contractually.

Article V - The Journal "Birth Defects Research"

Section 1

Subscription to *Birth Defects Research*. Subscription to the journal *Birth Defects Research* shall be considered an integral part of membership and a standard subscription is included as part of Regular, Associate, Combined, and Sustaining Membership. Emeritus and Student members may purchase a subscription.

Section 2

Publication. In addition to publication of original reports, which is its main function, the journal *Birth Defects Research* shall also publish in advance of the Annual Meeting of the Society abstracts of papers to be presented at the next meeting and suitable proceedings, reports, and lists assembled by the Secretary and may publish abstracts of presentation made at meetings of other scientific organizations with which the Teratology Society has entered into agreement for this purpose.

Section 3

The Editors. The Editors shall carry out the approved policy decisions of the Publications Committee and shall be authorized to act for the Committee in arriving at editorial decisions and in conducting routine business. The Editor designated as lead shall represent the Editorial Office in dealings with the Council. He/she shall submit an annual report to the Society regarding the operation of the journal *Birth Defects Research*.

Section 4

Publications Committee. The Publications Committee shall inform and advise the Council on issues involving quality assurance and quality control of all parts of the journal *Birth Defects Research* and for assuring that the Editorial Board cooperates effectively. The Committee shall review and evaluate reports submitted at least two weeks prior to the annual meeting from the lead Editor and/or Publisher on the following: process, manuscript handling, rejection rates, workflow, and editorial and advertising policies of each part of the Journal, and report its findings to Council at least annually. The Committee will recommend to Council any changes that are necessary to improve the function or activities of the Journal.

Article VI - Dues

Dues. Each member, as specified in the Constitution, shall pay to the Society annual dues of such amount as recommended by Council and approved by the membership present at the most recent Annual Business Meeting. Dues for Regular, Associate, Combined, and Sustaining Membership shall include the cost of a standard subscription to the journal *Birth Defects Research*. Members who are in default of payment of dues do not receive the journal *Birth Defects Research*.

Dues shall be one-half of the annual amount for memberships beginning on July 1st and thereafter.

Article VII - Annual and Financial Reports

Financial Report. The Council shall annually submit to the Society for adoption and approval a report on the general state of the Society for the past year, a financial statement, and an estimate of the probable income and expenditures of the Society for the next year.

Article VIII - Reimbursement of Council, Members and Officers

Legal. Each Council member or Officer or former Council member or Officer of the Society or any person who shall serve or may have served at its request as a director or as an officer of another society, corporation, or organization in which it owns shares of capital stock shall be indemnified by the Society against expenses actually and necessarily incurred by him/her in connection with the defense of any action, suit, or proceeding in which he/she is made a party by reason of his/her being or having been a Council member or an Officer of the Society, or a director or an officer of such other society, corporation, or organization. Exceptions are made in relation to matters in which he/she shall be adjudged in such action, suit, or proceeding to be liable for gross negligence or willful misconduct in the performance of his/her duties as such Council member or Officer.

Article IX - Contracts

Contracts. The Council, except as in these Bylaws otherwise provided, may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society. Such authority may be general or confined to specific instances. Unless so authorized by the Council, no Officer, agent, or employee shall have power or authority to bind the Society by any contract or engagement or to pledge its credit or tender it liable pecuniarily for any purpose or to any amount.

Article X - Fiscal Year

Fiscal Year. The fiscal year of the Society shall begin on the first day of January in each year and shall end on the 31st day of December following.