

# Bylaws

## SECTION I Name

The name of the corporation shall be the Society for Risk Analysis (the “Society”).

## SECTION II Office

The principal office of the Society shall be located at the office of the Executive Director, or such other place as the Board may designate from time to time.

## SECTION III Purpose And Powers

**A. Purpose.** The purpose of the Society is to foster and promote:

1. Knowledge and understanding of risk analysis techniques and their applications.
2. Communication and interaction among individuals engaged in risk analysis.
3. Application of risk analysis and risk management techniques to the hazards and risks to which individuals and populations are exposed.
4. Dissemination of risk analysis information and concepts to all interested individuals.
5. Advancement of the state-of-the-art in all aspects of risk analysis.
6. Integration and interaction of the various disciplines involved in risk analysis.

**B. Powers.** The Society shall have all such powers as are provided by law, its Articles of Incorporation, and these Bylaws, including without limitation the power to hire and discharge employees and consultants; to acquire, own, and dispose of property, including contributions made to it; and to do any and all lawful acts necessary or desirable for carrying out the Society’s purposes. The Society is not organized for profit and no part of its assets or income shall inure to the benefit of any private individual, partnership, or corporation. The Society shall not engage in any activities that are inconsistent with its qualification as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue law). The Society is subject to District of Columbia law.

## SECTION IV Membership

A. **Classes of Membership.** There shall be four classes of membership as described below, other classes of membership may be approved by the Board.

1. **Full:** full members who pay the regular dues.
2. **Supporting:** full members who pay extra dues to offset the membership costs of Reduced Fee memberships.
3. **Reduced fee:** full members who pay the reduced fee dues because they meet the income requirement for this membership class as specified by the Board.
4. **Student:** full-time students engaged in a degree program with an interest in risk analysis who pay the student dues.

B. **Eligibility.** Any interested person shall be eligible for membership in one of the four classes of membership.

C. **Application.** Application for membership shall be made by providing a completed membership application form (on the Internet or submitted by mail) to the Society and shall be acted upon in accordance with procedures established by the Board.

D. **Rights and Privileges.** Members shall be eligible to vote on any matter subject to a vote of the membership under these Bylaws and shall be eligible to hold office. All members shall be considered as in good standing as long as they are not delinquent in paying their dues, and they shall receive access to the journal of the Society and all Member benefits.

E. **Dues.** The dues for each category of membership shall be established by the Board once each year, for the following calendar year.

F. **Resignation.** Resignation from membership shall be made in writing to the Society. Resignation shall not relieve any member from liability for any debt to the Society at the time when such resignation is submitted.

G. **Delinquency.** Any member whose dues remain unpaid within the time specified by the Board shall automatically be dropped from membership in the Society.

## SECTION V Meetings of Members

A. **Annual Meeting.** The Society shall have an annual business meeting of the members at such time and place as shall be determined by the Board. Members of the Society shall be notified of the time and place of the meeting at least four weeks in advance.

B. **Additional Meetings.** Additional meetings of the members of the Society may be called by the Board at any time. Members of the Society shall be notified of any such additional meeting at least four weeks in advance.

**C. Voting.** At any meeting of the membership of the Society, each member shall be entitled to one vote on any matter requiring a vote of the members.

**D. Quorum.** At any meeting of the members of the Society, 20 percent of the membership (including those present by proxy) shall constitute a quorum. Unless required by District of Columbia law, the Articles of Incorporation, or these Bylaws, a majority vote shall be necessary for the adoption of any matter.

**E. Matters Determined by Ballot.** In lieu of holding a meeting of the members, the Board may submit any matter to the members for determination by a ballot. Notice of the matter to be voted upon shall be communicated to every member of the Society, and members shall be provided at least 14 days to return their votes on the matter to the Society. Unless required by District of Columbia law, the Articles of Incorporation, or these Bylaws, a majority vote of 20 percent of the membership shall be necessary for the adoption of any matter.

## **SECTION VI**

### **Society Board of Directors**

**A. Composition of the Board of Directors.** The affairs of the Society shall be managed by a Board of Directors, which shall be called the Board, composed of nine individuals, including 5 officers and 5 at-large members, all elected by members of the Society:

1. The President of the Society.
2. The President-elect of the Society or Immediate Past President of the Society (Ex-Officio, non-voting member), depending on which position is in place given Board cycles.
3. The Secretary of the Society.
4. The Treasurer of the Society.
5. The Treasurer-elect of the Society or the Immediate Past Treasurer of the Society (Ex-Officio, non-voting member), depending on which position is in place given Board cycles, and the elect takes precedent over the immediate past.
6. Five at-large Board members elected by the members of the Society.

**B. Powers of the Board.** The Board shall have the power of management and supervision of the property and affairs of the Society, including appropriation of funds, appointment of the journal editor-in-chief, appointing an ad-hoc committee for negotiation and approval of the journal contract, establishing the dues, establishing appropriate subgroups (including geographically and topically appropriate subgroups), reviewing the content of proposals for events other than the annual meeting, selecting individuals for Society awards, calling the membership meetings, overseeing strategic planning processes, and all other authority relating to the management of the Society that customarily resides in a corporation's board of directors.

**C. Eligibility.** To be eligible for election as a Board Member, an individual shall be a member in good standing and shall have previously served on the Advisory Council. Upon election as a Board Member, an individual who is serving on the Advisory Council shall cease to serve and

be replaced according to the designated process.

**D. Nomination of Board Members.** Each year, in sufficient time prior to the annual meeting, the Governance Committee established under Section X(A)(1) of these Bylaws shall solicit nominations from the membership and select at least two individuals to be placed on the ballot for each Board position to be filled. The ballot shall be made available to all members, who shall have at least 14 days to return their ballots to the Society. The individual who receives the largest number of votes for each position shall be elected.

**E. Terms of Office.** The term of office for each Board member shall commence at the end of the annual business meeting of the Society and shall last for the following periods of time:

1. The President shall serve for a term of two years, beginning at the end of the annual business meeting after service as President-elect for one year and continuing through the next two annual business meetings of the Society that follow taking office.
2. The President-elect shall serve for a term of one year, beginning at the end of the annual business meeting that follows the election as President-elect and continuing through the annual meeting that follows taking office as President-elect, and shall thereafter automatically become the President of the Society.
3. The Immediate Past President shall serve for a term of one year, beginning at the end of the annual business meeting after service as President for two years and continuing through the annual business meeting of the Society that follows.
4. The Secretary shall serve for a term of two years, beginning at the end of the annual business meeting that follows the election and continuing through the second annual business meeting that follows taking office.
5. The Treasurer-elect shall serve for a term of one year beginning at the end of the annual business meeting that follows the election as Treasurer-elect and continuing through the annual meeting that follows, and shall thereafter automatically become the Treasurer.
6. The Treasurer shall serve for a term of two years beginning at the end of the annual business meeting after service as Treasurer-elect for one year and continuing through the next two annual business meetings of the Society that follow taking office.
7. The Past Treasurer shall serve for a term of one year, beginning at the end of the annual business meeting after service as Treasurer for two years and continuing through the annual business meeting of the Society that follows.
8. A Board member shall serve for a term of three years beginning at the end of the annual business meeting that follows the election and continuing through the third annual business meeting that follows taking office.

**F. Duties of Board Members.** The Board members shall have the following duties:

1. The President shall act as the chief executive officer of the Society and shall preside at all meetings of the Society. The President shall also serve as the Chairperson of the Board, and as the Annual Meeting Committee co-chair.
2. The President-elect or immediate past President shall serve in the absence or inability of the President to act. They will also vote to break any ties on the Board as needed.

3. The Secretary shall have custody of the records of the Society, keep the minutes of the meetings of the Society and of the Council, send notification of all meetings of the Society and of the Council, and work to maintain the records of the Society.
4. The Treasurer shall keep the Society accounts, prepare annual budgets and fiscal reports, control all funds, and perform all other duties customarily undertaken by the Treasurer of a corporation.
5. The officers of the Society may delegate appropriate responsibilities to the Executive Director appointed under Section IX(A).

**G. Removal.** Any Board member may be removed, with or without cause, at any time by a two-thirds vote of the Board members then in office or two-thirds of the members of the Society, whenever in their judgment the best interests of the Society will be served.

**H. Resignation.** Any Board member may resign from the Board by notifying the Secretary in writing.

**I. Vacancies.** Any vacancy occurring in the Board may be filled by a majority vote of the Board members then in office, for the remainder of the unexpired term of the vacancy.

**J. Compensation.** Board members shall receive no compensation for their services as Board members but may be reimbursed for their expenses incurred in carrying out their duties if approved by the Board and if such reimbursement does not affect the qualification of the Society under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

**K. Succession.** A Board member shall not be eligible for reelection to the Board until three year after serving a full term of membership on the Board has expired.

**L. Bonding.** The Board may, by resolution, require any officer, employee, or agent of the Society to give bond to the Society, with sufficient sureties, conditioned on the faithful performance of the duties of the respective office or position, and to comply with such other conditions as may be required from time to time by the Board. The premiums for all such bonds shall be paid by the Society.

## **SECTION VII**

### **Meetings of the Board**

**A. Notice.** Regular or special meetings of the Board may be held upon notice to each Board member of not less than seven days, either personally or by telephone or mail (including electronic mail), subject to waiver of notice as provided in District of Columbia law. Unless otherwise specified in these Bylaws, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting. The time and place of the meeting shall be specified in the notice of the meeting.

**B. Meetings.** The Board shall hold at least one meeting per month and no more than one per

week, with a preference for two meetings occurring in-person midway through the year and at the time of the annual meeting of members of the Society. Unless otherwise provided in these Bylaws, the Board may meet by video conference or any other means of communication by which all persons participating in the meeting are able to adequately communicate with each other.

**C. Quorum.** At any meeting of the Board, either regular or special, a majority of the Board members shall constitute a quorum. Unless otherwise required by District of Columbia law, the Articles of Incorporation, or these Bylaws, the vote of a majority of the Board members present and voting at a meeting at which a quorum is present shall be necessary for the adoption of any matter. The members of the Board shall act only as a Board and the individual members shall have no powers as such.

**D. Action by Ballot.** Any action required or permitted to be taken at a meeting of the Board may be taken by ballot, email or verbal vote. The affirmative vote of the majority of the Board membership shall be necessary for the adoption of any matter voted upon.

## **SECTION VIII**

### **Advisory Council**

**A. Purpose:** It has been created as a standing committee for the express purpose of providing advice and recommendations on a broad range of topics that support the work of the Society. It is authorized by the Board and will serve at the pleasure of that governing body. The Advisory Council shall limit its activities to advising on matters of relevance to the Society as identified by the Advisory Council or the Board. It is not a voting body nor does it share in any legal responsibility. It cannot compel the Board to act.

The Advisory Council shall be comprised of diverse skills and experiences representing a broad range of member interest groups within the Society, including committee chairs, representatives of Regional Organizations, and representatives of Specialty Groups. Each committee chair will serve on the Council, or appoint a representative from within the committee. Each active Regional Organization outside of the United States and each Specialty Group may elect a representative, who will serve on the Council.

#### **B. Procedural Rules:**

**Meetings:** The Advisory Council will meet four times per year with the Board – in March, June, September and December. Written notices of upcoming meetings will be emailed to members at least seven days before a meeting. Meetings will be held electronically, apart from one in-person meeting in conjunction with the Annual Meeting. The President will draft an agenda containing items solicited from the Board and the Advisory Council.

**Minutes:** Minutes of each meeting will be kept by the elected Secretary of the Board. An electronic copy will be emailed to the Board, Council and Executive Secretary within two

weeks after a meeting and posted to the members area of the website.

**Recommendations & Reports:** While a primary purpose of the Advisory Council will be to advise on issues raised by the Board and the Council at each of four meetings, Advisory Council recommendations and reports can also be submitted in writing to the Board throughout the year. Documents should include both suggested action and justifications for suggestions and be submitted by a member of the Advisory Council to the Executive Director at least one month before each joint Board and Advisory Council meeting. The Board will respond/react to such recommendations at each joint meeting.

## **SECTION IX Executive Director**

**A. Appointment.** The Board may appoint an Executive Director to assist in the administration of the affairs of the Society.

**B. Duties of the Executive Director.** The Executive Director shall have the duties and authority that are specified by the Board. The Board may delegate to the Executive Director the responsibility for any action for which the Board has authority unless such authority may not be delegated under these Bylaws. The Executive Director may contract out duties specified by the Board.

## **SECTION X Committees**

**A. Standing Committees.** The Society shall have the following standing committees:

1. **Governance Committee.** The Governance Committee shall support and maintain the governance structure, including submitting in writing to the Secretary no fewer than two nominations for each elective office of the Board to be filled in any annual election. A Past President or representative appointed by the Board will serve as Chair.
2. **Finance Committee.** The Finance Committee shall review the financial status of the Society, develop a budget, make any recommendations to the Board relating to finances, and submit an annual financial report to the membership at the annual meeting. The Treasurer will serve as Chair.
3. **Member Engagement Committee.** The Engagement Committee shall be responsible for serving as a liaison between members and the Board (e.g., responding to issues raised by members, recruiting new members, and proposing annual dues); promoting risk education to the members; and working with the communications contractor to ensure appropriate internal communications. The Chair shall be elected from within the committee.

4. **Annual Meeting Committee.** The Annual Meeting Committee shall be responsible for the program and all other aspects of the Annual Meeting including workshops. The Board shall appoint the Annual Meeting Chairperson from within the Annual Meeting Committee and, in consultation with the President as co-Chair, the members of the Annual Meeting Committee.
5. **Awards Committee.** The Awards Committee shall recommend all awards to the Board. The immediate Past President or a member appointed by the Board from within the Committee will serve as Chair.
6. **Risk Science and Translation** – The Risk Science committee shall promote risk education to society at-large; work with the communications contractor to ensure appropriate external communications; and advocate for risk science through the creation of societal products to promote high quality risk analysis in the real-world. The Chair shall be elected from within the committee.
7. **Students and Young Professionals** – The Students and Young Professionals committee shall encourage participation of students and junior professionals in the Society and in the science of risk analysis, while also advocating for their representation within the Society. The Chair shall be elected from within the committee.
8. **Audit** – The Audit committee shall provide oversight to the Secretariat in resolving an annual financial audit or review. The Chair shall be elected from within the committee.
9. **Council Congress** – The Council Congress committee shall develop, provide oversight and sustain SRA’s World Congresses. The Chair shall be appointed by the Board.
10. **Specialty Groups Committee.** The Specialty Groups Committee shall consist of the current Chairpersons of each Specialty Group to support the functions of the Specialty Groups. The Chair shall be appointed from within the Board.

**B. Other Committees.** The President or the Board may establish other committees as deemed appropriate for the objectives of the Society. All such committees may be chaired by any Society member and report on their activities to the Board. The Board may disband any committee other than a standing committee, and the President may disband any committee established by the President.

**C. Committee Composition.** Committees will be composed in line with the committee charter. Any member of the Society shall be eligible to serve on any committee of the Society.



## **SECTION XI Regional Organizations**

A. **Establishment.** The Board may establish criteria, requirements, and procedures for the formation, operation, and termination of regional organizations of the Society.

B. **Applications.** Any individual or group may submit an application to the Board for approval for the establishment of a regional organization.

C. **Board Approval.** A regional organization shall be established upon the approval of an application by the Board. Such regional organization shall continue in existence until the organization dissolves itself or until the Board takes action to withdraw its approval of the organization.

**Purposes and Procedures of Regional Organizations.** The purposes and procedures of a regional organization shall be consistent with the principles established in these Bylaws.

## **SECTION XII Specialty Groups**

A. **Establishment.** The Board may establish criteria, requirements, and procedures for the formation, operation, and termination of specialty groups of the Society. A specialty group shall represent a substantive or disciplinary area of interest relating to risk analysis.

B. **Applications.** Any member may submit an application to the Board for approval for the establishment of a specialty group.

C. **Board Approval.** A specialty group shall be established upon the approval of an application by the Board. Such specialty group shall continue in existence until the specialty group dissolves itself or until the Board takes action to withdraw its approval of the specialty group.

D. **Purposes and Procedures of Specialty Groups.** The purposes and procedures of a specialty group shall be consistent with the principles established in these Bylaws.

## **SECTION XIII Contracts, Loans, Checks, and Deposits**

A. **Contracts.** The Board may authorize any officer, employee, or agent 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. Any contract shall be executed by the Board or their designate.

B. **Loans.** No loans shall be contracted on behalf of the Society and no evidence of

indebtedness shall be issued in its name unless authorized by the Board. Such authority may be general or confined to specific instances. Any loan shall be executed by the Board or their designate.

**C. Checks and Drafts.** All checks, drafts, or other orders for the payment of money issued in the name of the Society shall be signed by such officer, employee, or agent of the Society and in such manner as shall be determined from time to time by the Board.

**D. Deposits.** All funds of the Society not otherwise employed shall be deposited from time to time to the credit of the Society in such depositories as the Board may select.

## **SECTION XIV Awards**

**A. Awards.** After considering the recommendations of the Awards Committee, the Board may select individuals for the following Society awards:

1. **Fellows**, who shall include all former Presidents of the Society and up to one percent of the Society members per year who are selected based upon substantial achievement in science or public policy relating to risk analysis and substantial service to the Society.
2. **The Richard J. Burk Outstanding Service Award**, which shall be awarded to a member of the Society for extraordinary service to the Society that deserves special recognition.
3. **The Distinguished Achievement Award**, which shall be awarded to any person for extraordinary achievement in science or public policy relating to risk analysis.
4. **The Chauncey Starr Distinguished Young Risk Analyst Award**, which shall be awarded to any member age 40 years or younger for outstanding achievement in science or public policy relating to risk analysis and exceptional promise for continued contributions to risk analysis.
5. **The Outstanding Practitioner Award**, which shall be awarded to a member for outstanding risk analysis practice. This award typically alternates between recognizing public and private practitioners.
6. **The Distinguished Educator Award**, which shall be awarded annually to that teacher, author, or mentor who has contributed substantially to the training of new experts in risk analysis.
7. Such other awards as the Board may establish.

## **SECTION XV General Provisions**

**A. Waiver of Notice.** Whenever any notice is required to be given to any Board member or Councilor or other person under the provisions of District of Columbia law, the Articles of Incorporation, or these Bylaws, a waiver thereof in writing signed by the person entitled to

such notice shall be equivalent to the giving of such notice.

**B. Auditors.** The Board will employ a certified public accountant to audit the books of the Society for each fiscal year, and at such other time or times and for such other periods as the Board may deem advisable, and to furnish reports on such audits and make available an annual report of audits completed.

**C. Prohibition Against Sharing in Society Earnings.** No Councilor, Board member, employee, or agent of, or person connected with, the Society or any other private individual shall receive at any time any of net earnings or pecuniary profits from the operations of the Society, except that the Board may employ and pay any person reasonable compensation for services rendered to or for the Society in effecting any of its purposes.

**D. Exempt Activities.** Notwithstanding any other provision of these Bylaws, no Councilor, Board member,, employee, agent, or other representative of the Society shall take any action or carry on any activity by or on behalf of the Society not consistent with the exempt status of organizations described in Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue law).

**E. Fiscal Year.** The fiscal year of the Society shall be established by resolution of the Board.

**F. Indemnification.** The Society shall indemnify, to the full extent permitted by the laws of the District of Columbia, any Board member, Councilor, employee, or agent of the Society against expenses actually and necessarily incurred in connection with the defense of any action, suit, or proceeding in which such individual is made a party by reason of being or having been such Councilor, Board member, employee, or agent, except that the Society shall not indemnify such individuals for willful misconduct. Such indemnification shall not be deemed exclusive of any other rights to which such Councilor, Board member, employee, or agent may be entitled under any agreement, vote of the Board, or otherwise.

**G. Insurance.** The Society will purchase liability insurance to protect such directors and officers of the Council as appropriate for this type of Society.

## **SECTION XVI**

### **Amendments**

**A. Bylaws.** These Bylaws may be amended by a majority vote, except that no such action shall be taken that would adversely affect the qualification of the Society under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue law).

**B. Articles of Incorporation.** The Articles of Incorporation may be amended upon a two-thirds vote, except that no such action shall be taken that would adversely affect the qualification of the Society under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue law).

**C. Proposals.** Proposed amendments to the Bylaws or the Articles of Incorporation may be sent in writing to the Board at any time by any member. Any amendment endorsed in writing by 20 percent of members shall be submitted for a vote of the entire membership at the next meeting of the members.

## **SECTION XVII**

### **Duration and Dissolution**

**A. Duration.** The Society shall continue as a corporation until a proposal for dissolution shall be passed by the Board and the members of the Society. For purposes of notice and voting requirements, any such proposal shall be treated as an amendment to the Articles of Incorporation and shall comply with the provisions of Section XVI(B) of these Bylaws.

**B. Dissolution.** Upon the dissolution of the corporation, the Board 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 purposes related to the purposes in Section III(B) of these Bylaws to such organization or organizations organized and operated exclusively for educational 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 shall determine.