

# Revised Bylaws of the Soil Science Society of America, Inc. 2015

## Article I. Name

The name of the Society shall be the Soil Science Society of America, Inc., otherwise referred to as SSSA.

## Article II. Objectives and Mission

SECTION 1. The objectives of the Society shall be those of an educational and scientific corporation qualified for exemption under Section 501(c)3 of the Internal Revenue Code of 1954 as amended, or a comparable section of subsequent legislation.

SECTION 2. The mission of the Society is: 1) to enhance the sustainability of soils, the environment, and society by integrating diverse scientific disciplines and principles in soil science for the wise stewardship of soil and natural resources, and 2) to advance the discovery, practice, and profession of soil science through excellence in the acquisition and application of knowledge to address challenges facing society, in the training and professional development of soil scientists, and in the education of and communication to a diverse citizenry.

## Article III. Membership

The membership of the Society shall consist of individuals actively interested in the objectives of the Society and of soil science. There shall be nine classes of members: 1) Active, 2) Emeritus, 3) Corporate, 4) Graduate Student, 5) Undergraduate Student, 6) Undergraduate Student Affiliate, 7) Affiliate, 8) Subscriber, and 9) Certification.

SECTION 1. Active Members: Individuals actively interested in the objectives of the Society who pay dues at the full rate fixed by the board of directors. They may attend all meetings sponsored by the society, present papers under such guidelines as may be prescribed by the board of directors, participate in discussions in paper sessions, hold office, vote, and publish in the Society's official technical journal (as defined in Article XI) and other journals with which the Society is actively cooperating subject to the editorial policies and practices of these journals. Active members may subscribe to journals and shall receive publications and services as authorized by the board of directors.

SECTION 2. Emeritus Members: Individuals with 25 years or more of active membership in the Society, have ceased professional employment, pay dues as provided in Article V and

submitted an application to the chief executive officer for emeritus status. Emeritus members shall have all the privileges of active membership and may subscribe to Society journals at rates established by the board of directors.

### SECTION 3. Corporate Members:

Corporate members are corporations who pay annual dues specified by the board of directors. Corporate members shall receive benefits authorized by the board of directors. An individual designated by a corporate member firm as its representative shall be accorded normal privileges of an active member.

### SECTION 4. Graduate Student Members:

Graduate student members are graduate students who pay dues as provided in Article V. Membership is limited to 7 membership years and shall cease upon completion or termination of graduate study. One year of graduate student membership will be allowed while transitioning full time into the profession, provided that 7 years of eligibility have not been completed. The society may request evidence of graduate student status. Graduate student members have the obligations and privileges of active membership, except that they may not hold office as divisional chair, or president. Full-time staff members and active members on leave for study are not eligible.

### SECTION 5. Undergraduate Student

Members: Undergraduate student members are undergraduate students who pay dues as provided in Article V. Membership is limited to 5 membership years and shall cease at the end of the 5th membership year or in the year in which the bachelor's degree is received, whichever comes first. The society may request evidence of undergraduate student status. Undergraduate student members have the obligations and privileges of active members except that they may not vote or hold office as divisional chair, representative on the board of directors, or president. Membership in this category does not affect the length of eligibility for graduate student membership.

### SECTION 6. Undergraduate Student

Affiliates: Eligibility is open to undergraduate students who are members of student chapters in an accredited college or university authorized to grant degrees in soils, crops, agronomy, or another closely related science. They may attend all meetings sponsored by the society and participate in discussions in paper sessions. They may not vote or hold office as divisional chair, representative on the board of directors, or president, and they may not present papers at annual meetings.

SECTION 7. Affiliate Members: Individuals who hold membership in regional branches or state, territorial, provincial or local chapters of the Society. Affiliate members may attend all meetings sponsored by the society and participate in discussions in paper sessions. They may not vote or hold office as divisional chair, representative on the board of directors, or president.

SECTION 8. Subscriber Members: Any library, corporation, firm, agency, or institution which subscribes to one or more of the journals published by the Soil Science Society of America at a fee set by the SSSA board of directors. Also any individual who does not wish to participate in Society activities made possible by other classes of membership, but who wishes to subscribe to one or more of the SSSA publications, may become a subscriber member. A subscriber member may designate an individual who shall receive the journal(s) subscribed to and other benefits as determined by the board of directors. The individual designated also shall have the privilege of attending the national and other meetings held by the Society and participate in discussions in paper sessions.

SECTION 9. Certification Members: Certification members are registrants in any professional certification programs conducted or recognized by SSSA who pay dues as provided in Article V. Certification members have rights and privileges of active members.

#### **Article IV. Special Recognitions**

SECTION 1. Fellows: Members who have been elected because their professional records and services to the Society warrant special recognition. To be eligible for nomination to fellowship, an individual must hold the active membership category or another membership category having the same privileges as active membership as specified in Article III and must have been a member in one of those membership categories for a total of at least 10 years. Nominations to fellowship may be made only by active members or those holding membership categories with the same privileges as active membership as specified in Article III. Not more than 0.3% of the active members shall be elected to fellowship in any one year.

SECTION 2. Honorary Members: Honorary membership is conferred upon individuals who are not members of SSSA but who have made outstanding contributions and/or service to soil science. Selection for honorary membership requires a two-thirds affirmative vote of the entire voting

members of the board of directors. The board of directors shall award each honorary member an appropriate citation in recognition of the recipient's contribution to soil science. Honorary members shall have rights and privileges as determined by the board of directors.

#### **Article V. Dues**

SECTION 1. The annual dues shall be determined by the board of directors with the advice of the budget and finance committee. Notice of any action that proposes to change the dues or options from those currently in force shall be submitted to the board of directors. Dues changes voted on shall be effective as soon as administratively feasible or at a later time as specified by the board of directors.

#### **Article VI. Branches and Chapters**

SECTION 1. Branches of SSSA may be organized to represent regions of the U.S. (e.g., southern, western, north central, northeastern) or other countries or groups of countries.

SECTION 2. Chapters may be organized nationally or within states, territories, provinces or local parts thereof.

SECTION 3. Branches and chapters may determine their own membership requirements, dues, officers, and number and kind of meetings. They shall transmit to the chief executive officer of SSSA the names of their officers and committees within 30 days after their selection and they shall also provide the chief executive officer with a list of members annually.

SECTION 4. Each branch and chapter may adopt its own constitution and bylaws, provided these do not conflict with the articles of incorporation, bylaws, and objectives of SSSA. Each branch and chapter shall file with the chief executive officer of SSSA a copy of the constitution and/or bylaws under which it operates.

#### **Article VII. Officers and Their Duties**

SECTION 1. The officers of the Society will be the president; the president-elect; the most recent past president; and the chief executive officer. The board of directors may appoint such additional officers as are in the best interest of the Society. Whenever the board may so order, any two offices, the duties of which do not conflict, may be held by one person. Officers must hold the active membership category or another category having the

same privileges as active membership as specified in Article III.

SECTION 2. The president-elect shall be elected annually by ballot provided to all voting members. Two nominees, who are willing to serve in this capacity, if elected, shall be selected by the society nominations committee, and their names submitted to the president for certification. The ballot shall be in accordance with Article XIV.

SECTION 3. The president, president-elect, and the most recent past president shall serve for 1 year with their terms of office ending at the time designated by the board of directors.

If during the term of office the president should become unable to serve, the most recent past president who is available shall assume the office of president for as long as is necessary up to the remainder of that term. The person would then automatically become past president again when the president-elect becomes president. The most recent available past-president shall assume the duties of the past president in the interim.

If the immediate past president should become unable to serve, the most recent past president who is available shall serve in the position.

If the president-elect should become unable to serve the term of office at any time before actually being installed as president, the executive committee will designate someone to serve as president-elect for as long as is necessary up to the remainder of that term and will inform the board of directors of this action. Special consideration will be given to other candidates for president-elect in the most recent elections. If the person originally elected resumes the office of president-elect before the end of that term, that person shall automatically succeed to the presidency in the normal manner. If the alternate designated by the executive committee serves until the end of that term, that person shall succeed to the presidency in the normal manner.

The chief executive officer shall hold office continuously unless he/she resigns or is relieved for due cause or is released by mutual consent.

Contingencies not provided for here shall be handled by the board of directors under the chairship of the president, or, if the president is unable or unavailable to officiate, under the chairship of the most recent available past president.

SECTION 4. An officer or director may be removed from office for cause prior to the expiration of the term by a two-thirds majority vote of the entire voting members of the board. An officer whose term has been affected by a decision of the executive committee may appeal the decision to the board of

directors.

SECTION 5. The duties of the president, the president-elect, the most recent past president, and the chief executive officer shall be those that usually pertain to the offices held as well as those prescribed by the bylaws and imposed by the board of directors.

SECTION 6. The principal duties of the president shall be to arrange and preside at all meetings of the members and the board of directors, supervise the affairs of the Society, and provide leadership in the promotion of the objectives of the Society. The president shall make committee appointments, either directly or through delegation of authority to the president-elect.

SECTION 7. The principal duties of the president-elect shall be to assemble the divisional programs for the annual meetings, coordinate the overall program of the meetings, make committee appointments as delegated by the President, and serve on the executive committee and the board of directors.

SECTION 8. The principal duties of the most recent past president shall be to serve on the executive committee and the board of directors and to discharge the duties of the president in the event of absence or disability. The most recent past president of SSSA shall also be responsible for coordinating SSSA support for all SSSA branches and chapters.

SECTION 9. The chief executive officer shall be in charge of the headquarters office and shall have such additional duties as usually pertain to the position, including those duties normally assigned to an executive secretary and treasurer and other duties as are prescribed by the bylaws and board of directors.

#### **Article VIII. Board of Directors and Executive Committee: Duties and Powers**

SECTION 1. The board of directors is the governing body of the Society. The voting members of the board of directors shall be the president; president-elect; past president; proportionately-based group representatives elected for a term of 3 years as prescribed in Section 13, Article IX; a graduate student member representative elected for a term of 2 years as prescribed in Section 16, Article IX; an early career member representative elected for a term of 3 years as prescribed in Section 15, Article IX; and a representative of the certified professional soil scientists, elected for a term of 3 years as prescribed in Section 14, Article IX. The chief executive officer,

the editor-in-chief, and the chair of the Agronomic Science Foundation, shall be ex officio, without vote, members of the board of directors. Individuals serving on the board must hold the active membership category or another category having the same privileges as active membership as specified in Article III. The board of directors shall meet as needed or conduct telephone conference calls or electronic meetings to conduct society business and use Roberts Rules of Order as a guide for conducting meetings. If a group representative cannot attend a board meeting, one of the division chairs within the group may represent the group at the meeting and vote on all matters that come before the board of directors. If the early career member representative cannot attend a board meeting, the chair of the early career members committee may serve as a substitute at the meeting and vote on all matters that come before the board. If the early career member representative should resign or become unavailable to serve, the other candidate on the ballot shall automatically succeed to the office to complete the term. If the graduate student member representative cannot attend a board meeting, a member of the SSSA Graduate Student Committee may serve as a substitute at the meeting and vote on all matters that come before the board. If the graduate student member representative should resign or become unavailable to serve, the other candidate on the ballot shall automatically succeed to the office to complete the term. If the representative of the certified professional soil scientists cannot attend a board meeting, the chair of the soils certification board may serve as a substitute at the meeting and vote on all matters that come before the board. If the representative of the certified professional soil scientists should resign or become unavailable to serve, the other candidate on the ballot shall automatically succeed to the office to complete the term.

SECTION 2. The board of directors is the legal representative of the Society, and as such, shall administer Society properties and affairs. It shall be the final authority on these affairs in conformity with the articles of incorporation and bylaws.

SECTION 3. The executive committee of the board of directors shall consist of the president, president-elect, and past president of the Society. The executive committee shall have the power to act for the board on all matters that arise between meetings of the board.

SECTION 4. The Alliance of Crop, Soil and Environmental Science Societies (ACSESS) shall employ the chief executive officer.

SECTION 5. The SSSA shall enter into an agreement with the Alliance of Crop, Soil and Environmental Science Societies (ACSESS) to have the business operations of SSSA handled through the headquarters office operated by ACSESS. The chief executive officer is in charge of the headquarters office and is responsible in this capacity to the ACSESS board of directors for its operations. In matters of concern only to SSSA, the chief executive officer, in the office as chief executive officer of SSSA, shall be responsible to the SSSA board of directors.

SECTION 6. The board of directors shall be empowered to receive, hold in trust and administer gifts and donations of cash, negotiable securities and real property, income or principal portions of which are to be used in purposes consistent with the objectives of the Society and in conformity with the articles of incorporation.

SECTION 7. An officer or director may be removed from office for cause by a two-thirds majority vote of the entire voting members of the board of directors.

#### **Article IX. Divisions and Groups**

SECTION 1. The subject matter groups of the Society shall be called divisions. Divisions shall be organized in each of the following fields:

- Soil Physics and Hydrology
- Soil Chemistry
- Soil Biology and Biochemistry
- Soil Fertility and Plant Nutrition
- Pedology
- Soil and Water Management and Conservation
- Forest, Range, and Wildland Soils
- Nutrient Management and Soil and Plant Analysis
- Soil Mineralogy
- Wetland Soils
- Soils and Environmental Quality
- Consulting Soil Scientists
- Soil Education and Outreach
- Urban and Anthropogenic Soils

SECTION 2. Divisions shall be organized into groups as outlined below for purpose of governance. The board of directors can change the organization of divisions within the groups when deemed appropriate, by a two-thirds majority vote of the entire voting members of the board of directors. The changes will be added to the bylaws upon board approval.

- Fundamental Soil Science Group
  - Soil Physics and Hydrology
  - Soil Chemistry
  - Soil Mineralogy
  - Soil Biology and Biochemistry
  - Pedology
- Agricultural Soil and Food Systems Group
  - Soil Fertility and Plant Nutrition
  - Nutrient Management and Soil and Plant Analysis
  - Soil and Water Management and Conservation
- Soil and Ecosystem Processes Group
  - Soils and Environmental Quality
  - Wetland Soils
  - Forest, Range, and Wildland Soils
  - Urban and Anthropogenic Soils
- Education and Practicing Professionals Group
  - Consulting Soil Scientists
  - Soil Education and Outreach

There will be a minimum of one board representative per group. Up to an additional six members will be allocated across the groups based on the number of members who choose the divisions within each group as their primary (first choice) division.

SECTION 3. Members of the Society may form a new division by submitting a written request to the board and having said request approved by at least a two-thirds majority vote of the entire voting members of the board of directors. The board will assign the new division to a group. New divisions will be listed in the bylaws upon board approval.

SECTION 4. Division officers may recommend consolidation or elimination of their existing divisions by submitting a written request to the board and having said request approved by at least a two-thirds majority vote of the entire voting members of the board of directors. The Bylaws will be revised to reflect the consolidation or elimination and presented to the membership for approval.

SECTION 5. A division may make bylaws for its own governance, provided they are consistent with the articles of incorporation and bylaws of the Society, and provided they do not involve assessment of dues. Divisional bylaws and projects involving raising or expenditure of funds are subject to the approval of the board of directors. A division may appoint committees, provided the efforts thereof do

not conflict with those of committees appointed by the Society.

SECTION 6. Divisional officers shall consist of the chair; the chair-elect; and the immediate past chair. Divisional officers serve a term of 1 year and shall change office at the time designated by the board of directors. Division officers must hold the active membership category or another category having the same privileges as active membership as specified in Article III. For newly established divisions, the chair-elect, chair, and past chair shall be appointed by the president to serve until officers are elected.

SECTION 7. The president of the Society shall appoint and charge the divisional nominations committees which shall consist of the two most recent past chairs of the division who are available for service and the immediate divisional past chair (the year the election is held) who shall serve as chair of this committee. The divisional chair-elect shall be elected annually by ballot provided to voting members who have selected that division as one of their divisions of interest. Two nominees who are willing to serve in this capacity, if elected, shall be selected by the divisional nominations committee. For a newly established division, the president shall appoint the nominating committee from among the SSSA members who represent the area of expertise of the division.

SECTION 8. The divisional chair-elect shall automatically succeed to the chairship and the chair becomes past chair after one year. The chair-elect shall succeed to the chairship if the chair should resign or become unable or unavailable to serve during the term of office. If the chair-elect should resign or become unavailable to serve, the nominee who received the next highest number of votes for chair-elect shall serve in the position. If the past chair should resign or become unable or unavailable to serve, the next most recent past chair available for service shall serve in the position.

SECTION 9. The divisional chair shall preside at the annual business meeting of the division, organize the programs and preside at the technical sessions of the annual meeting, or arrange for another presiding officer or officers for these paper sessions.

SECTION 10. The immediate past chair of a division (the year the election is held) shall chair the divisional nomination committee and serve as a member of the committee to nominate candidates for president-elect of SSSA.

SECTION 11. The chair-elect shall give advice and assistance to the chair in preparation of the programs for the technical sessions, and shall be responsible for preparing plans for symposia, joint sessions, and invitational papers for the program for the technical sessions for the year in which that person serves as chair.

SECTION 12. The officers of the division shall outline the program of activities and shall formulate the policies of the division, subject to review by the division's membership at its annual business meeting.

SECTION 13. The group representatives on the Soil Science Society of America board of directors shall be elected every 3 years by ballot provided to voting members who have selected one or more of those divisions represented by the group as their divisions of interest, for a term of 3 years. Two to four candidates will be nominated to run for any open group representative position. The nominations committees shall be composed of the immediate past chairs (the year the election is held) of all the divisions represented in each group.

If a group representative on the board of directors should resign or become unavailable to serve, the candidate receiving the next highest number of votes shall automatically succeed to the office to complete the term. If both the group representative and the alternate cannot complete the term, then one of the divisional past chairs represented by the group shall be appointed by the Executive Committee to serve as the group representative on the board of directors.

SECTION 14. Two nominees who are willing to serve, if elected, for the certified professional soil scientists representative to the SSSA board of directors shall be selected by the Soils Certification Board and shall be elected every 3 years by a ballot provided to all voting members of SSSA.

SECTION 15. Two nominees who are willing to serve, if elected, for the early career members representative to the SSSA board of directors shall be selected by the SSSA Early Career Members Committee and shall be elected every 3 years by a ballot provided to all voting members of SSSA.

SECTION 16. Two nominees who are willing to serve, if elected, for the graduate student member representative to the SSSA Board of Directors shall be selected by the SSSA Graduate Student Committee and shall be elected every 2 years

by a ballot provided to all voting members of SSSA.

## **Article X. Meetings**

SECTION 1. A meeting of the Society normally shall be held annually for the presentation of papers and for the transaction of business. It shall consist of divisional sessions and one or more general sessions. At one of the general sessions consideration shall be given to reports by the chief executive officer, and the budget and finance committee, and to such other matters as the board of directors may designate. Opportunity shall be provided for discussion of these matters by members and for discussion of such other items as members may wish to have brought before the board of directors.

SECTION 2. The time and place of meetings shall be determined by the board of directors.

SECTION 3. The president shall be responsible for the Society meetings. The president-elect, with the advice and cooperation of the president, shall be responsible for final assembly of the divisional programs and the coordination of the overall program of the meetings. The board of directors shall prepare program regulations.

SECTION 4. Presentation of papers at the annual meetings shall be according to the guidelines prescribed by the SSSA board of directors.

SECTION 5. Special projects and meetings of a portion of the Society, either alone or jointly with other groups, must be approved by the board of directors before sponsorship by the Society will be extended. Any request for the Society to underwrite obligations in connection with a proposed special meeting or project shall be submitted to the executive committee.

SECTION 6. Meetings of the executive committee or the board of directors, other than at the annual meeting, may be called with the approval of the executive committee.

SECTION 7. At any executive committee or board of directors meeting, fifty percent of the voting members shall constitute a quorum for the transaction of business. Unless otherwise specified in these bylaws (Article IV Section 2, Article VII Section 4, Article VIII Section 7, Article IX Section 2, Article IX Section 3, Article IX Section 4, Article XI Section 4) official action by the board of directors is based on a majority vote of the voting members of the board present in a meeting of any format.

## **Article XI. Publications**

SECTION 1. The Society shall publish an official technical journal periodically, which shall carry papers, official notices, committee reports and other items of Society business. This journal shall be known as *Soil Science Society of America Journal*.

SECTION 2. Publications other than *Soil Science Society of America Journal* may be authorized by the board of directors. The society may cooperate with other educational and scientific societies in the publication of other technical journals upon approval of the board of directors, but the *Soil Science Society of America Journal* is to be considered the sole official technical journal of the Society.

SECTION 3. The publication policy and general nature of all publications shall be determined by the board of directors.

SECTION 4. Maintenance of editorial standards of the Society shall be under the direction of an editorial board consisting of an editor-in-chief; an editor; and such other persons as are necessary to accomplish editorial responsibility promptly. The editor-in-chief and journal editors shall be nominated by the president following an open call for volunteers for this position published in the official newsletter of the society, and confirmed by the board of directors. The appointments shall be for a 3-year period and may be renewed once but not twice without an intervening 3-year period. The appointments may be terminated at any time by two-thirds majority vote of the entire voting members of the board of directors. The appointment, term, and renewal process for journal editorial board members must be ratified by the board of directors.

SECTION 5. Where publications other than *Soil Science Society of America Journal* are concerned, the editor-in-chief shall have the option of recommending to the president the appointment of one or more temporary editors for work on a particular project.

## **Article XII. Committees**

SECTION 1. The committees of the Society shall be appointed by the president either directly or through delegation of authority to the president-elect unless otherwise specified. Persons appointed to Society committees must be members of the Society unless exception is approved by the president.

SECTION 2. The standing committees of

SSSA shall be those authorized in the bylaws. The composition of the standing committees shall be determined by the executive committee in consultation with the board of directors. Where not described in the bylaws, the composition, membership, function, and activities of committees will be publicly available in the Manual on Committees which will be maintained at SSSA headquarters. The standing committees of SSSA shall consist of the following:

- a. Soil Science Society of America Executive Committee
- b. Budget and Finance Committee
- c. Organization, Policy, and Bylaws Committee
- d. Society Nominations Committee
- e. General Awards Committee
- f. *Soil Science Society of America Journal* Editorial Board

SECTION 3. Special committees and representatives of the society to other organizations may be appointed as needed. The president shall make these appointments.

## **Article XIII. Amendments**

SECTION 1. One hundred or more voting members of the Society may propose amendments to these bylaws. Such amendments shall be referred to the organization, policy, and bylaws committee for analysis and recommendations. After reviewing the analysis and recommendations, the board of directors shall authorize the chief executive officer to provide the proposed amendments, together with analyses, recommendations, and a ballot, to all voting members of the Society.

SECTION 2. The organization, policy, and bylaws committee and the board of directors also may propose amendments to these bylaws. After the board of directors has approved the proposed amendments, the board shall authorize the chief executive officer to provide the proposed amendments, together with analyses, recommendations, and a ballot, to all voting members of the Society.

SECTION 3. Unless specified otherwise at the time amendments are provided to voting members, all amendments shall be effective as soon as the ballots are counted and certified by the president and shall remain in effect until changed as herein provided. The Society membership shall be notified of approved amendments.

## **Article XIV. Balloting Procedures**

SECTION 1. In all matters except changes of bylaws, submitted to voting members for decision by ballot, the issue shall be decided by the majority vote of individuals whose ballots are received in the office of the chief executive officer within 60 days, or some other length of time as set by the board of directors but not less than 30 days, from the date on which the ballots are provided to the voting members of record. In changes of bylaws submitted to voting members for decision by ballot, the changes shall be decided by a two-thirds majority of individuals whose ballots are received.

SECTION 2. Majority votes on issues other than bylaw changes submitted to the Society for decision shall be binding for a period of 1 year beginning with the day following the final date for receipt of ballots by the chief executive officer. During this year, the board of directors may resubmit the issue for a new vote, but they shall not take action contrary to the results of the most recent majority vote.

SECTION 3. Results of opinion polls shall not be binding on the board of directors. Such issues shall be clearly designated as opinion polls, for advisory purposes only, and the closing date for receipt of ballots may be established as desired by the board of directors.

SECTION 4. In all cases of balloting the president of the Society shall approve the content of the ballots and shall certify the results of the balloting.

SECTION 5. The general procedure for all ballots involving the regular election of officers shall be as follows:

- a. Nominations committees shall select nominees for offices as charged by the president and shall establish the willingness of their nominees to serve, if elected.
- b. The list of nominees shall be made available to the chair of the Society nominations committee.
- c. The chair of the Society nominations committee shall compile a complete list of all nominees for offices for the year in question and shall submit this list to the president for certification.
- d. The chief executive officer shall receive the approved list of candidates in sufficient time to conduct the election in accordance with the timeframe outlined in Article XIV

Section 1.

- e. A ballot containing the names of candidates for offices shall be issued to eligible voting members in accordance with the timeframe outlined in Article XIV Section 1.
- f. All ballots which have been properly completed and received in the headquarters office by the chief executive officer within the timeframe outlined in Article XIV Section 1, shall be counted by the chief executive officer.
- g. Ballots shall be counted within 2 weeks of the final date set for their receipt unless an extension is approved by the president.
- h. The winning candidate shall be the one who receives the greatest number of votes on valid ballots without regard to the number of ballots returned. In the event of a tie, the President shall determine the winning candidate through negotiation with the candidates. If one of the candidates is not willing to withdraw, the Executive Committee shall determine the winning candidate.
- i. A member may vote in Society elections and for bylaws revisions as specified in these bylaws
- j. The president shall certify the results of all ballots.

## **Article XV. Nonliability and Indemnification**

SECTION 1. Nonliability. A director, officer, employee, member, or other volunteer of the Society is not liable for the Society's debts or obligations and a director, officer, employee, member, or other volunteer is not personally liable in that capacity, for a claim based upon an act or omission of the person performed in the discharge of the person's duties, except for a breach of the duty of loyalty to the Society, for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, or for a transaction from which the person derives an improper personal benefit. The directors, officers, employees, members, or other volunteers of this Society have agreed to serve in their respective capacities in reliance upon the provisions of this Article.

SECTION 2. Indemnification. This Society shall indemnify directors, officers, employees, members, or other volunteers of this Society, and each director, officer, employee, member, or other

volunteer of this Society who is serving or who has served, at the request of this Society, as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan to the fullest extent possible against expenses, including attorneys' fees, judgments, penalties, fines, settlements, and reasonable expenses, actually incurred, by such director, officer, employee, member, or other volunteer relating to such person's conduct as a director, officer, employee, member, or other volunteer of this Society or as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan, except that the mandatory indemnification required by this sentence shall not apply (i) to a breach of such director's, officer's, employee's, member's, or other volunteer's duty of loyalty to the Society, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) for a transaction from which such director, officer, employee, member, or other volunteer derived an improper personal benefit or against judgments, penalties, fines, and settlements arising from any proceeding by or in the right of the Society, or against expenses in any such case where such director, officer, employee, member, or other volunteer shall be adjudged liable to the Society.