

Revised Bylaws of the Crop Science Society of America, Inc. 2024

Article I. Name

The name of this organization shall be the Crop Science Society of America, Inc., hereinafter referred to as CSSA.

Article II. Objectives

The objectives of CSSA shall be generally 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.

The CSSA shall strive to promote human welfare through advancing the acquisition and dissemination of scientific knowledge concerning the production and quality of food, feed, and fiber and other enhancements of quality of life, through the wise use, improvement, preservation and/or conservation of biological, land, water, and air resources. To this end the CSSA shall (1) promote effective research, (2) facilitate dissemination of scientific information, (3) foster high standards of education, (4) strive for high standards of professional ethics among members, (5) promote advancements in this profession, and (6) cooperate with other organizations having similar objectives.

Article III. Composition of the Society

SECTION 1. The CSSA shall be composed of members as described in Article IV.

SECTION 2. CSSA shall have a board of directors, committees, and such officers and employees as are necessary to fulfill its objectives.

SECTION 3. The professional groups within CSSA shall be called divisions, as specified in Article VII.

SECTION 4. The geographical organizations of members of CSSA may consist of regional groups, to be known as regional branches and/or state and other area groups, known as state, territorial, provincial or local chapters.

Article IV. Membership

The membership of CSSA shall consist of individuals, corporate members as noted in Section 3, and subscribers, as noted in Section 8. There shall be nine classes of members: (1) active, (2) emeritus, (3) corporate, (4) affiliate, (5) graduate student, (6) undergraduate student, (7) undergraduate student affiliate, (8) subscriber, and (9) certification.

SECTION 1. Active members: Active members are individuals who have an active interest in the objectives of CSSA and who pay dues, as provided in Article XI. Active members may attend all CSSA meetings, present and participate in all paper sessions, hold office, vote, present relevant papers on programs, and publish in the CSSA journals, subject to the editorial policies and

practices of the journals. Active members may subscribe to society journals at rates designated by the board of directors.

SECTION 2. Emeritus members: Individuals who have held active membership in CSSA for at least 25 years and pay dues as provided in Article XI, upon their application to the chief executive officer, will be granted emeritus status during their retirement from professional employment. It is the responsibility of the emeritus members to notify the chief executive officer if they resume professional employment, thereby temporarily invalidating their 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: 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. Affiliate members: Individuals who hold membership in the regional branches or in state, territorial, provincial, or local chapters. Affiliate members may attend all CSSA meetings, including paper sessions, and may participate in discussions at paper sessions. They may not vote or hold office as a divisional chair, representative on the board of directors, or president.

SECTION 5. Graduate student members: Graduate students in crops, agronomy, soils, or another closely related science shall be eligible for graduate student membership. Membership is limited to a maximum of seven membership years and shall cease on completion or termination of graduate study, whichever comes first. One year of graduate student membership will be allowed while transitioning full time into the profession, provided that seven years of eligibility have not been completed. CSSA may request evidence of graduate student status. Graduate student members shall have the same privileges as active members, except that they may not hold office as a divisional chair, or president. Full-time staff members and active members on leave for study are not eligible. Dues will be determined by the board of directors as provided in Article XI.

SECTION 6. Undergraduate student members: Undergraduate student members are undergraduate students who pay dues as provided in Article XI. Undergraduate student members have the obligations and privileges of active members except that they may not vote or hold office as a divisional chair, representative on the board of directors, or president. Membership is limited to five membership years and shall cease at the end of the fifth membership year or in the year when the bachelor's degree is received, whichever comes first. CSSA may request evidence of undergraduate student status. Membership in this category does not affect the length of eligibility as a graduate student member.

SECTION 7. 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 crops, agronomy, soils, or another closely related science. Undergraduate student affiliates may attend all CSSA meetings and participate in discussions at paper sessions. They may not vote, hold office as a divisional chair, representative on the board of directors, or president, or present papers in the technical sessions at annual meetings.

SECTION 8. Subscriber members: A membership category specifically offered by CSSA to any library, corporation, firm, agency, or institution which subscribes to one or more of the journals published by CSSA. An individual who does not wish to participate in CSSA activities made possible by other classes of membership but who wishes to subscribe to one or more of the CSSA 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.

SECTION 9. Certification members: Certification members are registrants in any professional certification program recognized by CSSA who pay dues as provided in Article XI. Certification members have rights and privileges of active members.

Article V. Officers

SECTION 1. The officers of CSSA shall be a president, president-elect, immediate past president, and chief executive officer. Officers must hold the active membership category or another category having the same privileges as active membership as specified in Article IV.

SECTION 2. The CSSA president-elect shall be elected annually by ballot provided to all voting members. The committee on coordination of nominations for CSSA president-elect shall select two capable nominees, who have indicated a willingness to serve, if elected.

SECTION 3. The president, president-elect, and past president shall serve for approximately one year, with their terms of office ending at the time designated by the board of directors. The president-elect shall succeed to the presidency automatically.

SECTION 4. The duties of the president, president-elect, and past president shall be the usual duties of those offices held and those prescribed by these bylaws.

The president shall plan and preside at all general CSSA events, and shall make all appointments, either directly or through delegated authority, usually to the president-elect in the case of annual committee appointments. The president shall have authority to call meetings of the board of directors, the executive committee, and other committees as deemed necessary.

The president-elect, in consultation with the president, shall chair the technical program committee for the annual meetings.

SECTION 5. 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 those duties as are prescribed by the bylaws and the CSSA board of directors.

SECTION 6. If during the term of office, the president should become unable to serve, the immediate past president shall assume the office of president for as long as is necessary up to the remainder of that term. The person then would automatically become past president again when the president-elect becomes president. The most recent available past past president shall assume the duties of the immediate past president in the interim.

If the immediate past president should become unable to serve, the person shall be replaced by the most recent available past past president.

If the president-elect should become unable to serve the term of office before being installed as president, the executive committee shall designate a president-elect for as long as is necessary up to the remainder of that term and shall inform the board of directors. Special consideration shall be given to candidates for president-elect in recent elections. If the person originally elected again assumes the office of president-elect before the end of that term, the 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, the alternate shall succeed to the presidency in the normal manner.

The executive committee shall have the authority to decide when and if an officer is unable to serve. Any member of the executive committee may call a caucus of all remaining members to determine the succession of officers in accordance with the bylaws. An officer whose term has been affected by a decision of the executive committee may appeal the decision to the board of directors.

Article VI. Board of Directors

SECTION 1. The board of directors of CSSA shall consist of the CSSA president; president-elect; immediate past president; divisional board representatives; industry board representative (from the Corporate Membership category); DEI (Diversity, Equity, and Inclusion Member-at-Large); a graduate student member representative elected for a term of 2 years (from the Graduate Student Membership category); chief executive officer, ex-officio, without vote; editor-in-chief, ex-officio, without vote; budget and finance committee chair, ex-officio, without vote; CSSA program planning officer, ex-officio, without vote; and chair of the agronomic science foundation, ex-officio, without vote. If a divisional board representative is unable to attend a board meeting, the division chair, chair-elect, or immediate past chair may serve as a substitute. An alternate substituting for the divisional board representative shall serve as a voting member of the board of directors. Individuals serving on the board of directors must hold the active membership category or

another category having the same privileges as active membership as specified in Article IV, excluding the graduate student representative, who must be a graduate student member of CSSA. If the DEI Member-at-Large should resign or become unavailable to serve, the other candidate on the ballot shall automatically be invited to succeed to the office to complete the term. If the DEI Member-at-Large cannot attend a board meeting, the CSSA President can appoint a temporary substitute to attend the meeting and vote on all matters that come before the board.

SECTION 2. The board of directors is the governing body of CSSA. As such, the board shall have, hold, and administer all property and funds of CSSA in conformity with the articles of incorporation and bylaws.

SECTION 3. The CSSA executive committee of the board of directors shall be composed of the president, president-elect, and immediate past president. This CSSA standing committee shall have power to act for the board of directors on matters that arise between meetings of the board of directors.

SECTION 4. An officer or director may be removed from office for cause by a two-thirds majority vote of the voting members of the board.

SECTION 5. The board of directors shall meet as needed or conduct telephone conference calls or electronic meetings to conduct society business. In a meeting of any format, the executive committee or fifty percent of the voting members of the board of directors shall constitute a quorum for transaction of business. Unless otherwise specified in these bylaws (Article VI Sections 4 and 6; Article VII Section 2; Article XIII Sections 4 and 5; Article XIV Section 2) 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.

SECTION 6. Meetings of the CSSA board of directors, executive committee and such other committees as the board of directors designate may hold closed sessions by a two-thirds majority vote of the voting members attending.

SECTION 7. All records of the CSSA governing bodies shall be open for inspection by any member of CSSA with the exception of personnel files, minutes of closed meetings, and such other records the CSSA president and chief executive officer shall determine as confidential based on advice of legal counsel. Decisions on the confidentiality of records made by the president and chief executive officer are subject to appeal to the executive committee and subsequently to the board of directors.

SECTION 8. The membership of the society shall be kept apprised of society affairs and business via the society's newsletter, journal of record as designated by the board of directors, or by other means as deemed appropriate by the board of directors.

SECTION 9. Robert's Rules of Order will be used as a guide for conducting meetings of CSSA, the board of directors, the executive committee, and other standing and

ad hoc committees where CSSA business is transacted.

Article VII. Divisions

SECTION 1. The professional interest groups constituting CSSA shall be designated as divisions. The following are recognized as divisions:

- Division C-1 Crop Breeding and Genetics
- Division C-2 Crop Physiology and Metabolism
- Division C-3 Crop Ecology, Management, and Quality
- Division C-4 Seed Physiology, Production, and Technology
- Division C-5 Turfgrass Science
- Division C-6 Forage and Grazinglands
- Division C-7 Genomics, Molecular Genetics, and Biotechnology
- Division C-8 Plant Genetic Resources
- Division C-9 Crops for Nutrition and Health

SECTION 2. New divisions may be organized by members with a common interest in a particular field upon approval of the CSSA board of directors for a 2-year trial period. Divisions may be established or terminated by a two-thirds affirmative vote of the voting members of the CSSA board of directors and an affirmative majority vote of the valid ballots returned by the voting membership to CSSA headquarters.

SECTION 3. The divisions may provide in their organization for subdivisions dealing with specialized issues, upon approval of the CSSA board of directors.

SECTION 4. 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.

SECTION 5. A division may raise or collect funds to be expended for its own purposes in harmony with the provisions of the articles of incorporation and bylaws of the society.

SECTION 6. The officers of each division shall be a chair, chair-elect, immediate past chair, and CSSA divisional board representative. The term of office will be one year, except for the CSSA divisional representative on the board of directors who will be elected for a three-year term. Division officers must hold the active membership category or another category having the same privileges as active membership as specified in Article IV. For newly established divisions, the chair-elect, chair, past chair, and board representative shall be appointed by the president to serve until officers are elected.

SECTION 7. The officers of each division shall be responsible for the policies of their respective divisions, subject to the approval of the CSSA board of directors.

SECTION 8. The chair shall arrange and conduct the annual business meeting of the division and shall serve as division program chair. The chair and chair-elect, in cooperation, may designate themselves or another member to preside at other sessions of the division. If the

chair should resign or become unable to serve out the term of office, the chair-elect shall succeed to the position of chair.

SECTION 9. The chair-elect shall assist the chair with duties, including organization of the annual program.

SECTION 10. The chair-elect shall succeed automatically to the chair at the time designated by the Board of Directors. If the chair-elect should resign or become unable to serve out the term of office, the person shall be replaced by the other nominee on the ballot for chair-elect.

SECTION 11. If the immediate past chair should resign or become unable to serve out the term of office, the person shall be replaced by the next available most recent past chair.

SECTION 12. The chair, chair-elect, past chair, and board representative of each division, with the immediate past chair the year the election is held, as the chair, shall constitute the nomination committee for the division. The chair-elect (each year) and the divisional representative on the CSSA board of directors (every third year) shall be elected by ballot. The individual nominations committee, as charged by the president, shall select two nominees for each office, who are willing to serve if elected, and shall submit their names to the past president. For a newly established division, the president shall appoint the nominating committee from among the CSSA members who represent the area of expertise of the division.

SECTION 13. If a CSSA divisional representative on the board of directors should resign or become unable to serve the term of office, the other nominee on the ballot for CSSA divisional representative shall automatically succeed to the office to complete the term. In the event that both the elected representative and the alternate are unable to serve, then the divisional chair shall serve as the CSSA divisional representative on the board of directors. An alternate substituting for the CSSA divisional representative, shall serve as a voting member of the board of directors.

Article VIII. Committees

SECTION 1. Appointments for all committees are made by the president, who may delegate this responsibility to the president-elect, unless otherwise provided in these bylaws or specified by the board of directors. Persons appointed to society committees must be members of the society unless exception is approved by the President. Persons who terminate their CSSA membership while on appointment to a committee shall be replaced by a member as soon as the termination becomes known.

SECTION 2. The standing committees of CSSA 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 CSSA headquarters. The standing committees of CSSA shall consist of the following:

- a. CSSA executive committee.
- b. Committees on the coordination of nominations for CSSA president-elect and divisional officers.
- c. Committee on organization, policy, and bylaws.
- d. Committee on budget and finance.
- e. Crop Science editorial board.
- f. Committee on CSSA annual program planning.
- g. Committee on science policy

SECTION 3. Special and temporary (ad hoc) committees may also be established as needed by the CSSA board of directors, the executive committee, or the president of CSSA. The special committees normally are assigned long term charges and responsibilities; whereas the temporary committees are of a short term nature, charged with addressing a specific issue.

SECTION 4. CSSA liaisons may be established by the CSSA board of directors or executive committee. The role of a liaison is to ensure proper communications between the CSSA and another professional society, council, or similar organization. The establishment of a liaison relationship should be formally recognized by both organizations. The CSSA member appointed as liaison shall be a member of both organizations and shall attend the meetings of both organizations, whenever possible. The liaison is not authorized to speak officially on behalf of the CSSA.

SECTION 5. CSSA representatives may be established as needed by the CSSA board of directors. The representative is authorized to speak and vote officially on behalf of the CSSA, preferably after consultation with the CSSA executive committee or president.

Article IX. Headquarters Office

SECTION 1. The CSSA shall enter into an agreement with the Alliance of Crop, Soil and Environmental Science Societies (ACSESS) to have the business operations of CSSA 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 CSSA, the chief executive officer, in the office as chief executive officer of CSSA, shall be responsible to the CSSA board of directors.

Article X. Geographical Affiliates

SECTION 1. Branches of CSSA 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 CSSA 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 CSSA. The branches and chapters are enjoined from attempting to influence national, state, and local legislation and regulations to the extent that the educational and scientific corporation tax exemption granted CSSA by the Internal Revenue Service may be threatened. Each branch and chapter shall file with the chief executive officer of CSSA a copy of the constitution and/or bylaws under which it operates.

Article XI. Dues

SECTION 1. The dues for each membership class shall be determined by the CSSA board of directors, with the advice of the budget and finance committee.

SECTION 2. 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 beginning as soon as administratively feasible or at a later time as specified by the board of directors.

Article XII. Meetings

SECTION 1. Annual meetings shall normally be held for presentation of papers in society and division programs.

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

SECTION 3. Presentation of papers at the annual meetings shall be according to the guidelines prescribed by the CSSA board of directors.

SECTION 4. Conferences, special symposia, and joint cosponsored meetings with societies, organizations, and other groups may be arranged by the CSSA board of directors and may be held separately from, or in conjunction with, the CSSA annual meetings. Special meetings of a portion of CSSA, either alone or jointly with other groups, must be approved by the board of directors before sponsorship by CSSA will be extended. Any request for CSSA to underwrite obligations in connection with a proposed special meeting shall be submitted to the CSSA president.

Article XIII. Publications

SECTION 1. The CSSA board of directors shall determine the general nature, the number, and the editorial policy, standards, and practices of publications of the society and shall solicit recommendations on these matters from persons in editorial positions. Maintenance

of editorial standards of the society shall be under the direction of the editor-in-chief through the editorial board(s) and committees of CSSA.

SECTION 2. The CSSA shall publish an official technical journal which carries papers, official notices, committee reports, and other items of society business. This journal shall be known as *Crop Science*. The *Crop Science* editorial board shall be responsible for the content and quality of the journal under the policies established by the board of directors.

SECTION 3. Publications other than *Crop Science* may be authorized by the CSSA board of directors. The CSSA may cooperate with other educational and scientific societies in the publication of journals, upon approval of the board of directors.

SECTION 4. The editor-in-chief shall be nominated by the CSSA president and ratified by the board of directors. The term of office for the editor-in-chief shall be for three years with eligibility for reappointment for a second three-year period, but not a third term without an intervening three-year period. The appointment may be terminated at any time by a two-thirds majority vote of the voting members of the board of directors. The editor-in-chief serves as an ex officio, without-vote member of the CSSA board of directors, as an ex-officio member of all CSSA editorial committees, and as a member of the editorial policy coordinating committee. The editor-in-chief shall coordinate the editorial policies and practices approved by the board of directors for all CSSA publications and carry out such functions as designated by the board of directors.

SECTION 5. Editorial boards shall be responsible for the content and quality of the Society's journals. Each journal editorial board shall consist of the editor-in-chief, editor, and such other persons as are necessary to accomplish editorial responsibility promptly. Journal editors shall be nominated by the CSSA president and ratified by the board of directors. The appointment of an editor may be terminated at any time by a two-thirds majority vote of the voting members of the board of directors.

Article XIV. Awards

SECTION 1. Fellows are members who have been elected to fellowship because their professional records and services to the society and the profession 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 IV and must have been a member in one of those membership categories, for a minimum of seven years. Nominations to fellowship may be made only by active CSSA members or those holding membership categories with the same privileges as active membership as specified in article IV. Up to 0.3% of the active CSSA members may be elected to fellowship in a given year.

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

SECTION 3. Additional awards may be established by CSSA as desired to provide appropriate recognition for the accomplishments of deserving CSSA members. Such special recognition awards are recommended by the general awards committee and approved by the CSSA board of directors.

The CSSA executive committee will determine the method, time, and circumstances for presentation of CSSA awards.

Article XV. Public Service Responsibilities

The CSSA, through its members, shall make available intellectual resources for the betterment of the laws and regulations of governing bodies operating within the U.S. Constitution. The CSSA shall maintain membership in and encourage its members to participate in public service activities of the appropriate service organizations. The CSSA shall not participate in political campaigns.

Article XVI. Election Procedures

SECTION 1. Election of society and divisional officers shall be by ballot provided by the chief executive officer to all voting members in accordance to the timeframe outlined in Article XVII Section 3.

SECTION 2. The general procedure for all elections involving the election of nominees for society and division officers shall be as follows:

- a. The CSSA nominations committees, as charged by the president, shall select two nominees for each office to become open, who have indicated a willingness to serve if elected.
- b. Specific procedures for selecting nominees for divisional offices are described in Article VII, Section 12.
- c. The list of nominees shall be made available to the chair of the CSSA nominations committee.
- d. The chair of the CSSA 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.
- e. The chief executive officer shall receive the certified list of candidates in sufficient time to conduct the election in accordance to the timeframe outlined in Article XVII Section 3.

SECTION 3. Election of the industry representative on the board of directors shall be accomplished according to the following procedure:

- a. Nominees shall be solicited from the Corporate Membership list.

- b. The final two nominees shall be received from the membership and society identity committee.
- c. The chair of the society nominations committee shall send the names of the nominees to the chief executive officer.

SECTION 4. Election of the graduate student representative on the board of directors shall be accomplished according to the following procedure:

- a. Two nominees shall be selected by the ACS238 Graduate Student Committee with input from each division.
- b. Divisions may submit one candidate (and their CV) to the ACS238 Graduate Student Committee and that committee will select 2 nominees.
- c. Graduate student representatives shall be elected every 2 years by a ballot provided to all voting members of CSSA.
- d. 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.

Article XVII. Balloting Procedures

SECTION 1. Election ballots originate as described in Article XVI. Ballots to decide other issues originate with the CSSA board of directors or the executive committee.

SECTION 2. The CSSA president shall certify the content of the ballots and the outcome of the balloting.

SECTION 3. Ballots which have been received in the headquarters office by the chief executive officer within 60 days after the date of issuing the ballots, or some other length of time as set by the CSSA board of directors but not less than 30 days, shall be counted by the chief executive officer. Ballots shall be counted within two weeks of the final date set for their receipt, unless an extension is approved by the president.

SECTION 4. In CSSA elections, 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 two candidates. Other issues shall be decided by majority affirmative vote of the valid ballots returned to the headquarters office by CSSA voting membership.

SECTION 5. Two nominees who are willing to serve, if elected, for the position of DEI Member-at-Large to the CSSA board of directors to represent the entire CSSA membership shall be selected by the ACS Diversity Committee, and one shall be elected every 3 years by a ballot provided to all voting members of CSSA.

Article XVIII. Amendments

SECTION 1. The board of directors or a minimum of 100 voting members of CSSA may propose, in writing,

amendments to these bylaws. Such amendments shall be referred to the organization, policy, and bylaws committee for analysis and recommendation.

SECTION 2. After reviewing the analyses and recommendations of the organization, policy, and bylaws committee, the CSSA board of directors may approve the proposed amendments, and shall authorize the chief executive officer to provide the proposed amendments, shown in relation to any existing bylaws that are affected, and a ballot to all voting members.

SECTION 3. Adoption of a proposed amendment shall require an affirmative majority vote of the valid ballots returned to the headquarters office by the CSSA voting membership.

Article XIX. 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.