

# Revised Bylaws of the American Society of Agronomy, Inc.

## 2022

### Article I. Name

The name of this organization shall be the American Society of Agronomy, Inc., otherwise referred to as ASA.

### Article II. Objectives

The objectives of the society 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 society shall strive to promote human welfare through advancing the acquisition and dissemination of scientific knowledge concerning the nature, use, improvement, and interrelationships of plants, soils, water, and environment.

ASA shall maintain a close working relationship with the Crop Science Society of America (CSSA) and the Soil Science Society of America (SSSA), otherwise referred to as the associated societies, and the Alliance of Crop, Soil, and Environmental Science Societies (ACSESS).

### Article III. Composition of the Society

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

SECTION 2. The society 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 the society shall be called Sections and Communities as specified by Article XI.

SECTION 4. The geographical organizations of members of the society shall consist of groups, to be known as branches; state and other area groups, known as state, territorial, provincial or local chapters; and student groups, known as student chapters, as specified by Article XII.

### Article IV. Membership

The membership of the society shall consist of individuals, corporate member firms as noted in Section 3, and subscribers as noted in Section 8, who are actively interested in the objectives of the society and the profession. There shall be 9 classes of members:

1) Active, 2) Emeritus, 3) Corporate, 4) Affiliate, 5) Graduate, 6) Undergraduate, 7) Undergraduate Student Affiliate, 8) Subscriber, and 9) Certification Member.

SECTION 1. Active members are individuals actively interested in the objectives of the society and who pay dues as provided in Article XIII. Active members may attend and participate in all paper sessions, meetings, participate in discussions in paper-reading sessions sponsored by the society, hold office, vote, present relevant papers on programs sponsored by the

society, and publish in the society's journals, subject to the editorial policy and practices of the journals. Active members may subscribe to the journals and receive other publications as authorized by the board of directors.

SECTION 2. Emeritus members are individuals who pay dues as provided in Article XIII, have held active membership for a total of 25 years or more, ceased professional employment, and made application to the chief executive officer for emeritus membership. It is the responsibility of an emeritus member to notify the chief executive officer if professional employment is resumed thereby temporarily invalidating the emeritus status. An emeritus member 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 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. Affiliate members are individuals who hold membership in the branches, or state, territorial, provincial, or local chapters, but who do not pay dues to the ASA. Affiliate members may attend all paper sessions, meetings and participate in discussions in paper sessions sponsored by the society. They may not vote, hold office as a Section officer, representative on the board of directors, or president, nor present papers in the technical sessions at annual meetings.

SECTION 5. Graduate student members are graduate students who pay dues as provided in Article XIII. Membership is limited to 7 membership years and shall cease at the end of the 7th membership year or upon completion or termination of graduate study, whichever comes first. The society may request evidence of graduate student status. One year of graduate student membership will be allowed while transitioning full time into the profession, provided 7 years of eligibility have not been completed. Graduate student members have the obligations and privileges of active membership, except that they may not hold office as a Section officer, or president. Full-time staff members and active members on leave for study are not eligible as graduate student members.

SECTION 6. Undergraduate student members are undergraduate students who pay dues as provided in Article XIII. 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 a Section officer, representative on the board of directors, or president. Membership in this category does not affect the length of eligibility for graduate student

membership.

SECTION 7. Undergraduate student affiliate members are members of student chapters (as specified in Article XII, Section 5) who do not pay dues to the ASA. Undergraduate student affiliates may attend all meetings sponsored by the society and participate in discussions in paper sessions. They may not vote, hold office as a Section officer, representative on the board of directors, or president, or present papers in the technical sessions at annual meetings except by invitation.

SECTION 8. Subscriber members are libraries, corporations, firms, agencies, institutions or individuals which subscribe to journals published by the ASA. An 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 ASA 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 may attend national and other meetings held by the society and participate in discussions in paper sessions.

SECTION 9. Certification members are registrants in any professional certification program conducted or recognized by ASA who pay certification fees and dues as provided in Article XIII. Certification members have rights and privileges of active members.

#### **Article V. Special Recognitions**

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 total of at least 7 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 IV. Not more than 0.3% of the active members may be elected to fellowship in any one year.

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

#### **Article VI. Officers**

SECTION 1. The officers of the society shall be the president, a president-elect, the immediate past president, and a chief executive officer.

SECTION 2. The president-elect shall be elected

annually by ballot provided to all voting members. Two candidates shall be chosen by the ASA nominations committee.

SECTION 3. The president, president-elect, and immediate past president shall serve for 1 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. The president automatically assumes the office of immediate past president at the completion of the presidential term.

SECTION 4. The duties of the president, president-elect, and immediate past president shall be those which usually pertain to the offices held or which are specifically prescribed by these bylaws.

The president-elect shall coordinate the technical and special sessions by serving as ASA program chair for the annual meeting.

The president shall make all committee appointments either directly or through delegated authority. The president shall have authority to call meetings of the board of directors, the executive committee, and other committees as deemed necessary.

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 other duties as are prescribed by these bylaws and 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 would then automatically become past president again when the president-elect becomes president. The most recent available past-past president shall assume the duties of the past president in the interim.

If the immediate past president should become unable to serve, the person shall be replaced by the most recent past-past president who is available for service in this capacity.

If the president-elect should become unable to serve the term of office before being installed as president, upon ratification by the board of directors, the executive committee will designate someone to serve as president-elect for as long as is necessary up to the remainder of that term. Special consideration will be given to other candidates for president-elect in recent elections. If the person originally elected resumes 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 authority to decide when and if the officers are 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 these 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 VII. Board of Directors**

SECTION 1. The board of directors shall consist of the president, president-elect, and immediate past president of ASA; one member representing each section; one member representing ASA's International Certified Crop Adviser program; one finance representative (who would serve as chair of the budget and finance committee); one industry representative (from the Corporate Membership category); one early career representative (within 5 years of degree completion); one Graduate Student member (from the Graduate Student Member category); DEI Member-at-Large, the chief executive officer, ex officio, without vote; the editor-in-chief, ex officio, without vote; the program planning officer, ex officio, without vote; and the Chair of the Agronomic Science Foundation, ex officio, without vote.

If a section board representative is unable to attend a meeting, the section presiding chair or vice chair may represent the section at the meeting and vote on all matters that come before the board of directors.

If the ICCA representative is unable to attend a meeting, a certified active member of the ICCA board may serve as a substitute and vote on all matters that come before the board of directors. If the ICCA representative is unable to complete the term of office, the other candidate on the ballot shall fill the position. If both the elected representative and the alternate are unable to serve, the ICCA board will choose a certified active member from the ICCA board to serve as the ICCA representative.

If the Graduate Student representative is unable to attend a meeting, the Graduate Student representative-elect may serve as a substitute and vote on all matters that come before the board of directors. If the Graduate Student representative is unable to complete the term of office, the other candidate on the ballot shall fill the position. If both the elected representative and the alternate are unable to serve, the other candidate in the most recent election shall serve as the Graduate Student representative on the board of directors.

If the DEI Member-at-Large should resign or become unable to serve, the other candidate on the ballot should automatically be invited to succeed to the office to complete the term. If the DEI Member-at-Large cannot attend a board meeting, the ASA President may appoint a temporary substitute to attend the meeting and vote on all matters that come before the board.

The term of office for voting members of the Board shall be 3 years, with the exception of the Graduate Student member, who will serve for a 1 year term. All board member terms will be calendar year terms unless

otherwise designated by the board of directors. Individuals serving on the board of directors, except for the Graduate Student board members, must hold the active membership category or another category having the same privileges as active membership as specified in Article IV. Graduate student board members must be a Graduate student member of the society actively enrolled in a graduate program.

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

SECTION 3. The executive committee of the board of directors shall be the president, president-elect, and immediate past president of ASA. Between meetings of the board of directors, the executive committee shall have power to act for the board of directors.

SECTION 4. An officer or director may be removed from office for cause prior to the expiration of his/her term 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. Roberts Rules of Order will be used as a guide for conducting meetings. In a meeting of any format, two-thirds of the executive committee or fifty percent of the voting members of the board of directors shall constitute a quorum for voting. Unless otherwise specified in these bylaws (Article V Section 2, Article VII Section 4; Article X Sections 4 and 5; Article XI 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 board of directors, executive committee and such other committees as the board of directors may designate may hold closed sessions by majority vote of the voting members attending.

SECTION 7. All records of the ASA governing bodies shall be open for inspection by any member of the ASA with the exceptions of personnel files, minutes of closed meetings and such other records as the 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.

## **Article VIII. Headquarters**

The ASA shall enter into an agreement with the Alliance of Crop, Soil, and Environmental Science Societies (ACSESS) to have the business operations of ASA 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 ASA, the chief executive

officer, in the office as chief executive officer of ASA, shall be responsible to the ASA board of directors.

### **Article IX. Meetings**

SECTION 1. An annual meeting shall normally be held for presentation of papers and for such other events of general interest as may be arranged.

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

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

SECTION 3. Conferences, special symposia, and joint cosponsored meetings with societies, organizations, and other groups may be arranged by the board of directors and may be held separately from, or in conjunction with, the annual meeting.

### **Article X. Publications**

SECTION 1. The board of directors shall determine the general nature, number, and editorial policy 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 various editorial boards and committees of the society.

SECTION 2. The society 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 *Agronomy Journal*.

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

SECTION 4. The editor-in-chief shall be nominated by the president and confirmed by the board of directors. The term of office for the editor-in-chief shall be for 3 years. 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 shall provide leadership and coordinate the approved editorial policies and practices of all publications of the ASA. The editor-in-chief serves as an ex officio, without vote member of the ASA board of directors and as an ex officio member of all ASA editorial committees.

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 president and confirmed 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. The position of editor of a journal, and the appointee, shall be

separate from that of editor-in-chief.

### **Article XI. Sections and Communities**

SECTION 1. Sections are defined by broad disciplinary and functional areas within agronomic science. Established sections include the following: Agronomic Production Systems, Biometry and Statistical Computing, Climatology and Modeling, Environmental Quality, Education and Extension, Global Agronomy, Land Management and Conservation.

SECTION 2. Members may form a new section upon petition to and approval by the board of directors. After a 2-year trial period an affirmative vote of two-thirds of the members voting in a ballot shall give a new section permanent status.

A section may be terminated if indicated 1) by a two-thirds majority vote of the voting members of the board of directors or 2) by the results of a ballot conducted according to Article XVII.

SECTION 3. Provisions shall be made for an annual business meeting, annual election of section officers, and the limitation of officers to active members and others having the same privileges as specified in Article IV.

Each section shall have two co-chairs (presiding chair and vice chair) who serve for 2 years, a representative to the board of directors who serves for 3 years, and such other officers as it may desire.

The section nominating committees, composed of the section co-chairs, shall prepare a slate of two candidates who agree to run for office for co-chair and when appropriate, for representative to the board of directors. Communities nominate to the section nominating committee members who are willing to serve as section co-chair or board representative.

The co-chairs (presiding chair and vice chair) shall be elected by ballot. If a presiding chair should resign or become unable to serve out the term of office, the vice chair shall move into the position of presiding chair and the other nominee on the ballot for vice chair shall move into the position of vice chair. If a vice chair should resign or become unable to serve out the term of office, the other nominee on the ballot for vice chair shall move into the position of vice chair. For newly-established sections, the co-chairs shall be appointed by the president.

The section representative on the board of directors of the ASA shall be elected by ballot conducted at 3-year intervals. For newly established sections the section representative shall be appointed by the president.

If the section representative on the board of directors is unable to complete the term of office, the section shall be represented by the other candidate on the ballot. If both the elected representative and the alternate are unable to serve, one of the co-chairs shall serve as the section representative on the board of directors. When substituting for the section representative, alternates shall serve as voting members of the board.

SECTION 4. Sections and communities may present programs at each annual meeting of the society.

SECTION 5. Communities are the organization of society members into groups showing common professional interests. Communities organize around topical areas. They are self-named. Purposes of communities are to assemble members, facilitate planning, enhance communication, and provide coordination of programs and services. Communities will have leaders and will be represented on the board of directors through their section representative. Communities can organize and remain a recognized community within the society with the following minimum activities: 1) hold an annual meeting (either at the ASA annual meeting, a virtual meeting, or other as arranged by the community leaders); 2) conduct an election of community leadership at this annual meeting; 3) have a minimum of 10 members at the end of the calendar year; 4) maintain a webpage on the ASA website; and 5) organize a minimum of one symposium or oral session at the ASA annual meeting or other scientific venues every two years. Upon organization, a community must choose which section to align to from the listed sections in Article XI Section 1. Members can be associated with multiple communities and will have the flexibility to alter community associations over time. Completion of the ASA Community Creation Request Form serves as the petition for members to form a new Community.

#### **Article XII. Geographical Groups**

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

SECTION 2. The branches may determine their own organization, officers, membership requirements, dues, and number and kind of meetings. The branches shall transmit to the chief executive officer of ASA 1) the names of their officers and committees within 30 days after their selection, and 2) an annual list of members.

SECTION 3. Each branch may adopt its own constitution and bylaws, provided that these do not conflict with the articles of incorporation or bylaws of the society. Each branch shall file with the chief executive officer of ASA a copy of the constitution or bylaws under which it operates.

SECTION 4. State, territorial, provincial, or local chapters may be authorized by the board of directors in response to a request signed by 10 or more active members of the society who are residents within the state, territory, province, or locality. Chapters shall elect their own officers and make rules for their own governance, provided their procedures are consistent with the articles of incorporation and bylaws of the society. Each chapter shall transmit to the chief executive officer of the society the names of its officers and committees within 30 days after their selection. A chapter that fails for 2 successive years to maintain a minimum of 10 members in good standing in the society shall automatically forfeit its title

and rights as a chapter of the society.

SECTION 5. Student chapters may be authorized in colleges or universities that provide a 4-year curriculum in agriculture or a 2-year transfer or terminal program in agronomy, crops, soils, or related science. Authorization of student chapters shall be under such rules as the board of directors may establish. Members of these chapters are undergraduate student affiliate members of the society. Student chapters may form a national student organization, hold meetings, elect officers, arrange programs, and adopt a constitution and bylaws, provided that such constitution and bylaws do not conflict with the articles of incorporation and bylaws of ASA. The annual meetings and other meetings of the student organization shall be concurrent with meetings of ASA.

#### **Article XIII. Dues**

SECTION 1. The dues for each membership class shall be determined by the 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 XIV. 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. 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 ASA Headquarters. Persons appointed to society committees must be members of the society. Persons who do not renew their society membership while on appointment to a committee shall be replaced by a member as soon as the termination of membership becomes known. Exceptions to the requirement for membership for service on committees can be made by the president when special expertise or opinion from nonmembers is needed.

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

- a. A society nominations committee
- b. A budget and finance committee
- c. An editorial board for the *Agronomy Journal*, the official technical journal
- d. A fellows committee
- e. An organization, policy, and bylaws committee
- f. A general awards committee
- g. An executive committee
- h. A program planning committee

i. A science policy committee

SECTION 3. Special committees and representatives of the society to other organizations may be appointed as needed.

#### **Article XV. Amendments**

SECTION 1. Amendments to the bylaws may be proposed by the organization, policy, and bylaws committee, the board of directors, or 100 or more voting members.

SECTION 2. After reviewing the analysis and recommendations of the organization, policy, and bylaws committee, the ASA board of directors may approve the proposed amendments and 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. A proposed bylaws amendment, other than establishment and termination of sections, will be adopted if an affirmative majority of ballots are received at the headquarters office within 60 days after the date of issuing the ballot, or some other length of time as set by the board of directors, but not less than 30 days. Establishment and termination of sections require an affirmative vote of two-thirds of the members voting in a ballot.

#### **Article XVI. Election Procedures**

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

SECTION 2. Election of the president-elect shall be accomplished according to the following procedure:

a. Nominees shall be obtained as described in Article VI, Section 2.

b. Two nominees shall be selected from the list compiled, as described in Article VI, Section 2.

c. The chair of the society nominations committee shall send the names of the nominees to the chief executive officer.

SECTION 3. Election of section officers, including section representatives to the board of directors of the ASA, shall be accomplished according to the procedure described in Article XI, Section 3.

SECTION 4. Election of the International Certified Crop Advisers representative on the board of directors shall be accomplished according to the following procedure:

a. Two nominees shall be solicited from the International Certified Crop Advisers executive committee, acting on behalf of the International Certified Crop Advisers board.

b. The chair of the society nominations committee shall send the names of the nominees to the chief executive officer.

SECTION 5. Election of the finance representative on the board of directors shall be accomplished according to the following procedure:

a. Two nominees shall be solicited from the section co-chairs.

b. The chair of the society nominations committee shall send the names of the nominees to the chief executive officer.

SECTION 6. Election of the industry representative on the board of directors shall be accomplished according to the following procedure:

a. Two nominees shall be solicited from the membership and society identity committee.

b. The chair of the society nominations committee shall send the names of the nominees to the chief executive officer.

SECTION 7. Election of the early career representative on the board of directors shall be accomplished according to the following procedure:

a. Two nominees shall be solicited from the early career members committee.

b. The chair of the society nominations committee shall send the names of the nominees to the chief executive officer.

SECTION 8. Election of the Graduate Student representative on the board of directors shall be accomplished according to the following procedure:

a. Two nominees shall be solicited from the Graduate Student members committee.

b. The chair of the society nominations committee shall send the names of the nominees to the chief executive officer.

c. Upon election, the Graduate Student representative elect shall be invited to attend all board meetings and conference calls as an ex officio member, to help them become more familiar with the activities and functions of the board and the society.

SECTION 8. Two nominees who are willing to serve, if elected, for the position of DEI (Diversity, Equity, and Inclusion) Member-at-Large to the ASA board of directors to represent the entire ASA 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 ASA.

#### **Article XVII. Balloting Procedures**

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

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

SECTION 3. All valid ballots received 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 board of directors but not less than 30 days, shall be counted by the chief executive officer. Ballots shall be counted within 2 weeks of the final date set for their receipt unless an extension is approved by the president.

SECTION 4. In 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

#### **Article XVIII. 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.