

Revised Bylaws of the Soil Science Society of America, Inc. 2005

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) Sustaining, (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, 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, and submitted an application to the executive vice president 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. Sustaining Members: Sustaining members are individuals or corporations who pay annual dues specified by the board of directors. Sustaining members shall receive the journals and other services authorized by the board of directors. An individual designated by a sustaining 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 calendar years and shall cease at the end of the 7th calendar year or upon 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 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. 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 calendar years and shall cease at the end of the 5th calendar 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. 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 and participate in discussions in paper sessions. They may not vote or hold office, 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 and participate in discussions in paper sessions. They may not vote or hold office.

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 by 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 membership 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 audit, 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 executive vice president of SSSA the names of their officers and committees within 30 days after their selection and they shall also provide the executive vice president 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. 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 SSSA by the Internal Revenue Service may be threatened. Each branch and chapter shall file with the executive vice president 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, who shall be the vice president; the most recent past president; and the executive vice president. 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 executive vice president must receive the list of candidates at least 150 days before the next annual meeting. The ballot shall be in accordance with Article XIV.

SECTION 3. The president, president-elect, and the most recent past president shall serve from the close of the annual meeting of the society to the close of the next annual meeting. The president-elect shall automatically succeed to the presidency at the close of the annual meeting.

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 executive vice president 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 vote of the 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 executive vice president 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 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 executive vice president 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; divisional representatives elected for a term of 3 years as prescribed in Article IX; and a representative of the certified professional soil scientists, elected as prescribed in Section 15, Article IX. The executive vice president, the editor-in-chief, and the Chair of the Agronomic Science Foundation, shall be ex officio, without vote, members of the board of directors.

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 divisional representative cannot attend a board meeting, the division chair, past-chair, or chair-elect may represent the division at the meeting and vote on all matters that come before the board of directors.

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. The executive committee shall have the power to approve a preliminary annual budget. The budget shall be presented to the board for modification and ratification at the board's annual meeting.

SECTION 4. The executive committee shall employ the executive vice president and appoint the editors, as required.

SECTION 5. The SSSA shall enter into an agreement with ASA to have the business operations of SSSA handled through the headquarters office operated by ASA. The executive vice president is in charge of the headquarters office and is responsible in this capacity to the ASA board of directors for its operations. In matters of concern only to SSSA, the executive vice president, in the office as executive vice president 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 by cause by a two-thirds majority vote of the board of directors.

Article IX. Divisions

SECTION 1. The subject matter groups of the Society shall be called divisions and subdivisions. Divisions shall be numbered consecutively, in the order in which they are organized, and the number shall be prefixed by the letter S. Divisions shall be organized in each of the following fields:

- S-1 Soil Physics
- S-2 Soil Chemistry
- S-3 Soil Biology and Biochemistry
- S-4 Soil Fertility and Plant Nutrition
- S-5 Pedology
- S-6 Soil and Water Management and Conservation
- S-7 Forest, Range, and Wildland Soils
- S-8 Nutrient Management and Soil and Plant Analysis
- S-9 Soil Mineralogy
- S-10 Wetland Soils
- S-11 Soils and Environmental Quality

Subdivisions shall be numbered by adding a lower case letter after the number of the division from which the subdivision arises.

SECTION 2. 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 board of directors. After a 2-year trial period, the new division may be given permanent status if indicated by a ballot provided to the voting members of the Society. When the question of approval of a new division is submitted to the Society, both the reasons for the new division and the arguments, if any, against its establishment shall be presented to the members.

SECTION 3. A division may be terminated if indicated by (a) at least a two-thirds majority vote of the board of directors if the division fails for 2 years to conduct a one-half-day session of presented papers at the annual meetings or (b) by a ballot provided to the voting members of the Society (see Article XIV, Section 1).

SECTION 4. Divisions may establish subdivisions with approval of the board of directors.

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 and subdivisional officers shall consist of the chair; the chair-elect who shall be the vice chair; the past chair; and the divisional representative on the board of directors. Divisional officers, with the exception of the divisional representatives on the board of directors, serve a term of approximately 1 year; the divisional board representatives serve terms of 3 years. Divisional officers shall change office at the close of the annual meeting. Division and subdivision officers must hold the active membership category or another category having the same privileges as active membership as specified in Article III.

SECTION 7. The president of the Society shall appoint and charge the divisional nominations committee which shall consist of the two most recent past chairs of the division or subdivision who are available for service and the divisional chair who shall serve as chair of this committee. The divisional or subdivisional chair-elect shall be elected annually by ballot; two nominees who are willing to serve in this capacity, if elected, shall be selected by the divisional nominations committee.

SECTION 8. At the termination of the annual meeting, the chair-elect shall automatically succeed to the chairship and the chair becomes past chair. 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 or subdivision, 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 past chair of a division 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 or subdivision shall outline the program of activities and shall formulate the policies of the division or subdivision, subject to review by the division's membership at its annual business meeting.

SECTION 13. The divisional representative on the Soil Science Society of America Board of Directors shall be elected every 3 years by ballot for a term of 3 years. If the divisional 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 divisional representative and the alternate cannot complete the term, then the divisional past past chair shall serve as the divisional representative on the board of directors.

SECTION 14. Subdivisions shall be represented on the board of directors through the voting representatives of the division to which the subdivision is attached.

SECTION 15. The representative of certified professional soil scientists to the SSSA Board of Directors shall be nominated by SSSA members possessing this certification and shall be elected every three years by a ballot provided to all 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 executive vice president, and the audit, 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 general session of 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 meeting, the executive committee or fifty percent of the board of directors shall constitute a quorum for the transaction of business.

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; a managing editor; technical editors; a sufficient number of associate editors to accomplish editorial responsibilities promptly and to provide each division of the Society with at least one representative; and the executive vice president as an ex-officio member. 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 board of directors. Technical editors shall be appointed by the editor-in-chief. Associate editors shall be appointed by the editor of each journal. Technical and associate editors shall serve for a period of 3 years. The appointment of technical and associate editors may be renewed once but not twice without an intervening 3-year period.

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 executive committee.

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. Audit, 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 executive vice president 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 executive vice president 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 executive vice president within 90 days, or some other length of time as set by the board of directors but not less than 60 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 executive vice president. 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 executive vice president shall receive the approved list of candidates at least 150 days in advance of the date of the annual meeting when the new officers are to be installed.
- e. A ballot containing the names of all candidates for offices shall be issued to members at least 90 days before the annual meeting.
- f. All ballots which have been properly completed and received in the Headquarters Office by the executive vice president within 60 days after the date of issuing the ballots to members shall be counted by the executive vice president.
- 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. A member may vote in all Society, divisional, and subdivisional ballots.
- i. 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.