

CONSTITUTION & BY-LAWS of the AGRICULTURAL LABORATORY TESTING ASSOCIATION

Article A - Name and Offices

1. This association shall be known as the Agricultural Laboratory Testing Association (A.L.T.A.).
2. The Corporation shall maintain a registered office and a registered agent of such office and may have other offices within or outside the state.

Article B - Definitions

1. **AGRICULTURE TESTING:** A program that involves the determination of nutrient concentrations in agricultural material at a specific time. Often, the results are interpreted in combination with expert knowledge or university research to determine what nutrients are measurable and/or needed to drive desirable plant growth.
2. **AGRICULTURE TEST:** In a broad sense “AGRICULTURE TEST” is any chemical, physical or biological measurement made on agriculture material. Generally, for the Agricultural Laboratory Testing Association, “AGRICULTURE TEST” is restricted to analysis for factors that affect plant growth.
3. **AGRICULTURE TEST METHODS:** Laboratory procedures for processing agriculture samples to include preparation, processing, extraction, measurement, and transcribing the analytical results into sample test results.
4. **AGRICULTURE TEST INTERPRETATION:** Assessment of the influence of test levels of agriculture material on plant growth or other human-related purposes.
5. **FERTILITY RECOMMENDATIONS:** Formulation of soil treatment to manage plant growth with full consideration of soil type, soil test, management, and environmental and economic constraints.
6. **LABORATORY:** For the Agricultural Laboratory Testing Association, a “LABORATORY” is a business or organization that conducts agriculture testing, either for profit or non-profit purposes, and reports that data to individual farmers or other agriculture community entity. A laboratory is deemed associated with A.L.T.A. if it has employee members or participates in the association certification programs.
7. **OWNER / OPERATOR:** The individual directly and finally responsible for the total operation of the laboratory including the laboratory results, the quality control, and the fertilizer recommendations either by reason of ownership or by management appointment.
8. **SUPERVISOR / TECHNICIAN:** The individual in an agriculture laboratory responsible for maintaining proper testing procedures, equipment facilities, records, and for supervising other laboratory personnel.
9. **AGRONOMIST / CONSULTANT:** An individual who by reason of education or experience is knowledgeable of the integration of biological, chemical, physical aspects of crops, soils, and climatology and who can translate that knowledge into useful recommendations relating to crop production systems.
10. **LABORATORY AGRONOMIST / CONSULTANT:** An individual as defined in “9” above and working as an employee of the laboratory or company with the laboratory.
11. **INDEPENDENT AGRONOMIST / CONSULTANT:** An individual as defined in “9” above and functions independently of any agriculture testing laboratory.
12. **AFFILIATE:** Affiliates are individuals or businesses that have an interest in A.L.T.A. and wish to work towards meeting the one or more of the association’s objectives. Affiliate members must be approved by the Board of Directors and do not have voting rights.

Article C - Objectives

The primary objective of the association shall be to support the interest of agricultural laboratories in the United States of America and Canada by ensuring the quality of data to agricultural communities through the development, use and acceptance of proven agricultural testing methods. These purposes shall be accomplished by:

1. Administration of certification programs to evaluate agriculture testing programs of individual laboratories and communicate to the public what laboratories have met the standards established by the association for testing quality, accuracy, and precision.
2. Promoting and developing educational activities related to agriculture testing and nutrient management such as workshops, field meetings, demonstrations and displays, and the preparation and distribution of educational materials.

3. Cooperation with educational institutions and agencies concerning important problems confronting any segment of the agriculture testing industry.
4. Counseling with governmental officials and administrators on laws, policies, regulations, rulings, procedures, and decisions directly or indirectly affecting agricultural testing or any segment of the agricultural industry.
5. Counseling with industry leaders on matters of material interest and concern that may directly or indirectly affect agricultural testing or any segment of the agricultural testing industry.
6. Developing and adopting standards of professional and business ethics among the membership and by promoting equitable trade practices.
7. Providing for and promoting the use of agriculture testing methods approved by the association.
8. Encouraging laboratories to achieve superior levels of performance in testing.
9. Recognizing that agronomic recommendations should be based on both the soil test results provided by a laboratory that meets the standards established by the association in conjunction with expert agronomic knowledge and awareness of field history.
10. Fostering an organization that will be sound in its thinking and aggressive in its actions with the necessary influence, ability, and resources to carry out the purposes, objectives, and activities of the association.

Article D - Membership, Voting Rights and Dues

1. Membership shall be granted based on requirements set forth and approved by the Board of Directors.
2. The following individuals may apply for membership:

VOTING MEMBERS

- A. **OWNER / OPERATOR:** Any individual testing soils in the United States of America and Canada or providing agriculture testing services in the same region, regardless of the physical location of the laboratory, may be granted an active membership for one (1) year by paying the annual membership dues. Each member shall have one (1) vote on each matter submitted to the membership for a vote. Members of this category must be employed by a laboratory affiliated with the association.
- B. **LABORATORY SUPERVISOR / TECHNICIAN:** Any individual qualified by educational degree or experience and actively engaged in agriculture testing may be granted an active membership for one (1) year by paying the annual membership dues. Each member shall have one (1) vote on each matter submitted to the membership for a vote. Members of this category must be employed by a laboratory affiliated with the association.
- C. **LABORATORY AGRONOMIST / CONSULTANT:** Any individual qualified by educational degree or experience to advise farmers and agriculturally related industry personnel in the areas of agronomic practices, and who is actively engaged in the business of such advising, and is employed by an association approved laboratory, may be granted an active membership for one (1) year by paying the annual membership dues. Each member shall have one (1) vote on each matter submitted to the membership for a vote. Members of this category must be employed by a laboratory affiliated with the association.
- D. **AGRONOMIST / CONSULTANT:** Any individual qualified by educational degree or experience to advise farmers and agriculturally related industry personnel in the areas of agronomic practices, and who is actively engaged in the business of such advising, and who uses an association approved laboratory, may be granted an active membership for one (1) year by paying the annual membership dues. Each member shall have one (1) vote on each matter submitted to the membership for a vote. Members of this category may not be employed by a laboratory affiliated with the association.

NON-VOTING MEMBERS

- E. **EDUCATIONAL MEMBERSHIPS:** A membership conferred on members of the educational and advisory committee and other persons in the educational community who wish to be involved. This type of membership will not require dues nor be granted voting rights.
- F. **AFFILIATE MEMBERSHIP:** A membership shall be granted to persons who have expressed an interest in the Agriculture Laboratory Testing Association. This type of membership shall require dues but will not be granted voting rights.
- G. **HONORARY MEMBERSHIP:** Shall be granted to a deserving individual who has supported the association by past actions. This type of membership shall not require dues nor be granted voting rights and is considered a lifetime membership.

3. **DUES:** Membership dues of the association, fees, and penalties shall be determined by the Board of Directors and approved by majority vote of the members of the association. Dues are payable by January 31st to the treasurer upon receipt of the dues notice. A late fee shall be charged if membership is not received by the treasurer by the completion of the Annual Meeting. Dues set annually by the Board. Membership may be revoked by the Board of Directors if dues are not received by the treasurer by March 31 of any calendar year.
4. **TERMINATION OF MEMBERSHIP:** The Board of Directors by an affirmative vote of two-thirds (2/3) of all of the members of the board may suspend or expel a member of violation of professional ethics after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership.
5. **RESIGNATION:** Any member may resign by filing a written resignation with the secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges accrued and unpaid.
6. **REINSTATEMENT OF TERMINATED MEMBERSHIP:** Upon written request signed by a former member and filed with the secretary, the Board of Directors may by affirmative vote of two-thirds (2/3) of the members of the board reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.
7. **TRANSFER OF MEMBERSHIP:** Membership in this corporation is transferable or assignable to another representative from the same laboratory/company/organization. A transfer request should be submitted in writing to the board President for approval.
8. **VOTING:** Each member shall be entitled to one (1) vote on each matter submitted to a vote of the membership. However, each laboratory will only be allowed three (3) voting members. Voting by proxy may be allowed if a proxy voter is identified, in writing, by the voting member to the President before the time of the vote. A proxy voter must also be an association member in good standing.

Article E - Board of Directors

1. The management of the association shall be vested in a Board of Directors consisting of eleven (11) active members.
2. Nominations may also be made from the floor by the membership at the annual meeting.
3. The Board of Directors of this association shall be elected by vote of membership. Each director shall serve a term of three (3) years from the date of election or until his/her successor shall have been elected. No person shall serve more than two (2) successive elected three-year terms. Except by special election by the majority of the membership and approval of the Board of Directors.
4. The Board of Directors shall have the authority to deny active membership to anyone who has, in the opinion of the board, willfully violated the By-Laws and/or rules and regulations of the association.
5. A quorum of the Board of Directors shall consist of a simple majority of the board members and said quorum shall be required for the transaction of all association business. If less than a majority of the directors are present at the meeting, a majority of the directors' present may adjourn the meeting to another time without further notice.
6. **Vacancy:** Any vacancy occurring on the Board of Directors shall be filled by appointment of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.
7. **Compensation:** Directors shall not receive any salaries for their services.

Article F - Officers

1. The officers of the Association shall be President; Vice-President; Secretary; and Treasurer.
2. The Board of Directors shall meet within five (5) days after the annual election and shall select from their number a President; Vice-President; Secretary; and Treasurer.
3. No person shall be selected for more than two (2) successive terms as President, or more than two (2) successive terms as Vice-President.
4. Any officer or agent selected (by majority vote) or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the association would be served thereby. A two-thirds (2/3) vote of the Board of Directors is required for the removal of any officer or agent.
5. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term by any other association member.

6. The Association agrees to indemnify, defend and hold harmless the board members, its officers, directors, and employees from against all liability, loss, cost or expense (including attorney's fees) by reason of liability imposed upon the Association, arising out of or related to association activities, whether caused by or contributed to by the members or any other party indemnified herein, unless caused by the sole negligence of the member or any other party indemnified herein. The association may maintain insurance, at its expense, to protect itself and any such person against any such liability, cost, or expense.

Article G - Duties of Officers

1. The President shall:
 - A. Preside over all meetings of the association and of the Board of Directors.
 - B. Sign, with the secretary or secretary-treasurer all notes, deeds, and other instruments on behalf of the association.
 - C. Call special meetings of the member and the Board of Directors.
 - D. Appoint, form and dissolve committees as authorized by the By-Laws and the Board of Directors.
 - E. Perform all acts and duties usually required of an executive and presiding officer.
 - F. To sign checks when necessary in the absence of the Treasurer.
2. The Vice-President shall:
 - A. In the absence of the President, preside and perform the duties of the President.
 - B. Be responsible for liaison with Advisory Committees.
3. The Secretary shall:
 - A. Keep a complete record of all the meetings of the association and the Board of Directors.
 - B. Serve all notices required by law and by the By-Laws.
 - C. Sign with the President all notes, deeds, and other instruments on behalf of the association.
 - D. Perform such other duties as may be required by the association or by the Board of Directors.
4. The Treasurer shall:
 - A. Sign all checks.
 - B. Receive and disburse the funds and be the custodian of all the securities of the association.
 - C. Keep a full and accurate account of all the financial transactions of the association in books belonging to the association, and deliver such books to his/her successor in office when instructed by the Board of Directors. He/she shall make a full report of all matters and business pertaining to this office at each general meeting of the association, and to the directors whenever required and make all reports required by law.
 - D. Deposit all monies of the association in the name and to the credit of the association in such depositories as may be designated by the Board of Directors.
 - E. Review the monthly bank statement and canceled checks.
 - F. Give a bond, along with the President. The amount of such a bond will be determined by the Board of Directors and the cost borne by the association.
 - G. Perform such other duties as may be required by the association or by the Board of Directors.
5. The Executive Secretary shall:
 - A. Shall be a compensated position, without voting rights on the board. He/she shall serve for a length of time that is at the discretion of the board and can be removed/replaced at any time based on a majority vote of the board. The position shall be reviewed by the board at the annual meeting to determine if any action needs to be taken to adjust compensation, terminate, replace, redefine the responsibilities of the executive secretary.
 - B. Not be a board member, but will be invited to board meetings at the discretion of the board.
 - C. Act on the behalf of the association as directed by the Board of Directors and President.

Article H - Committees

1. All committees shall have a quorum present at any business meeting for the transaction of business to be valid. A quorum shall consist of a simple majority of the committee members.
2. There shall be an executive committee which shall be composed of the President, Vice-President, Secretary and Treasurer.
3. Board of Directors, by resolution adopted by a majority of the directors and officers, may create committees and designate committee members. Each committee member shall serve a term of one (1) year or until his/her successor is appointed.
4. Rules: Each committee may adopt rules for its government and operation not inconsistent with the By-Laws or with rules adopted by the Board of Directors.
5. One member of each committee shall be appointed chairperson.
6. Vacancies of membership of any committee may be filled by appointment made in the same manner as the original appointment.

Article I - Sundry Provisions

1. Fiscal Year: The fiscal year of the association shall be from January 1 through December 31.
2. Administrative Year: The administrative year of the association shall be from annual meeting to annual meeting to be held after January 1 but before March 31 of each year.
3. Order of Business: An agenda will be provided for each meeting.
4. Amendment of By-Laws: Amendment of the By-Laws shall require a favorable vote of two-thirds (2/3) of the members present at any annual meeting of the association, or at any special meeting of the association called for the purpose of amending the By-Laws; provided notice of the proposed changes is given by paper copy or email to the members not less than 30 days prior to the annual meeting or special meeting at which the vote will be taken.

Article J - Meetings

1. Annual Meeting: The Agricultural Laboratory Testing Association will hold two (2) business meetings per year with at least one (1) being held in person. At a place to be designated by the Board of Directors for the purpose of electing directors and for the transaction of such other business as may come before the meeting.
2. Special Meetings: Special meetings may be called by the Executive Committee or by a majority of the Board of Directors. The place and time of such a meeting shall be designated by the Board of Directors.
3. Agenda: The Board of Directors shall prepare the meeting agenda directing matters to the appropriate membership class for their action.
4. Voting: A simple majority of the number of voting members present at any regular association meeting shall constitute a valid vote in all cases except where otherwise specified.
5. Parliamentary Procedures: Roberts Rules of Order, revised shall be the basis for the conduct of all association meetings.
6. Notice: Written notice (paper copy or email) stating the place, date and time of any meeting shall be delivered to each member entitled to vote at such meeting not less than 30 days nor more than 60 days before the date of such meeting. In case of special meetings or when required by statute or by the By-Laws, the purpose for which the meeting is called shall be stated in the notice. The notice of meeting will be delivered to the provided email address as it appears on the records of the Association.
7. Quorum: The members holding one-tenth (1/10) of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting at any time without further notice. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting. Withdrawal of members from any meeting shall not cause failure of a duly constituted quorum at the meeting.
8. Proxies: Each member entitled to vote at a meeting of members may authorize another member to act for him/her by proxy. Unless otherwise stated in writing, a proxy appoints shall only be in effect for eleven (11) months from when it was appointed.

Article K - Certification Programs

1. This association will administer a lab certification program for soil and plant analysis laboratories in the US developed by the Board of Directors and approved by the organization voting members.