

**BY-LAWS OF
NATIONAL FORAGE TESTING ASSOCIATION**

ARTICLE I. OFFICES

1.01. Principal and Business Office

National Forage Testing Association
2315 N Cotner Blvd
Lincoln, Nebraska 68507

1.02. Registered Office

National Forage Testing Association
N8741 River Road
Watertown, Wisconsin 53094

1.03. Resolution. We resolve as members of the National Alfalfa Hay Test Association to incorporate as an independent, nonprofit organization to be known as the "National Forage Testing Association." The long-range goal of this organization is to improve the accuracy and understanding of a uniform forage testing procedure. We will organize with a Board of Directors comprised of three members each from the National Hay Association, American Forage and Grassland Council, and six from participating laboratories.

ARTICLE II. MEETINGS

2.01. Annual Meetings. The site and date of the annual meeting of the National Forage Testing Association (NFTA) shall be determined by the President and be made to coincide with one of the annual meetings of a regional or national Association of Analytical Chemists (AOAC), the National Hay Association (NHA), the American Forage and Grassland Council (AFGC) or the American Society of Agronomy (ASA). Emphasis will be placed on rotating the meeting annually to coincide with the four different groups' annual meetings. If none of the above meeting sites or dates are acceptable, an alternate site and date may be selected. Notice of the annual meeting will be given by the Secretary to the officers, Board of Directors and participating laboratories at least 60 days prior to the meeting.

2.02. Special Meetings. Special meetings may be called by the President or Board of Directors of NFTA for any purpose or purposes pertaining to the operation of NFTA, and need not coincide with meetings of the AOAC, NHA, AFGC or ASA. Notice of special meetings will be given by the Secretary to the officers,

Board of Directors and participating laboratories at least 15 days prior to the meeting.

ARTICLE III. BOARD OF DIRECTORS

3.01. Number. The Board of Directors shall consist of 12 individuals—three persons selected by the Board of Directors of AFGC, three persons selected by the Board of Directors of NHA, and six persons selected from laboratories participating in the laboratory proficiency program of NFTA. The laboratory representatives must be actively involved in the management or operation of the laboratory, or be employed in a technical capacity by the laboratory.

3.02. Term of Board Members. The length of term for selected Board members shall be three years. After their election, the board member's term will begin immediately upon completion of the next annual meeting. The term will end at the completion of their third annual board meeting. New members should attend the first meeting after their election, but will not be voting members. The terms of the individuals from NHA and from AFGC shall be staggered to permit the introduction of one new member from each organization every year. The terms of the individual from participating laboratories shall be staggered to permit the introduction of two new members every year. Individuals can be re-appointed to the Board of Directors of NFTA; a board member may be re-elected to more than one consecutive term.

3.03. Voting. All members of the Board of Directors have a single vote in all matters. Proxy votes are acceptable with written consent from individuals not present. A quorum representing a majority of the Board of Directors is required for all voting actions other than adjournment unless a greater number is specified by association By-Laws.

3.04. Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by the Articles of Incorporation or these By-laws.

3.05. Meetings. The Board of Directors will meet in-person during the annual meeting of the NFTA. They also will meet at least two other times during the calendar year not in association with the annual meeting. Meetings other than the annual meeting can be in-person, via teleconference or by other electronically aided methods.

3.06. Conduct of Meetings. The President, and in the absence of the President, the Vice-President, and in the absence of the Vice-President, any

director chosen by the directors present, shall call meetings of the Board of Directors to order and shall act as President of the meeting. The Secretary of the Association shall act as secretary of all meetings of the Board of Directors, but in the absence of the Secretary, the presiding officer may appoint any director or other person present to act as Secretary of the meeting.

3.07. Vacancies. Any vacancy occurring in the Board of Directors, including a vacancy created by an increase in the number of directors, may be filled until the next succeeding annual election by the affirmative vote of a majority of the directors then in office.

3.08. Presumption of Assent. A director of the Association who is present at a meeting of the Board of Directors or a committee thereof of which such director is a member at which action on any Association matter is taken shall be presumed to have assented to the action taken unless the dissent of the director shall be entered in the minutes of the meeting or unless such director shall file written dissent to such action with the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Association immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

3.09. Committees. An affirmative vote by a majority of the Board of Directors members present is required to designate a committee or task force, which must be chaired by a member of the Board of Directors (excluding the Annual Meeting/Workshop Committee) and will consist of three or more individuals. Committees and task forces have and may exercise, when the Board of Directors is not in session, the powers of the Board of Directors in the management of the business and affairs of the Association, except with respect to election of principal officers of filling vacancies in the Board of Directors or creation of committees or task forces. The Board of Directors may elect one or more of its members as alternates for absent members at any meeting of such committee, upon request by the Chair or President of such meeting. Each such committee shall provide a written report of its activities at the annual meeting and at any other times as the Board of Directors may request. Every member of the Board of Directors will be an active, participating member of at least three committees or task forces. The President may assign members of the Board of Directors to Committees and/or task forces as deemed appropriate.

3.10 Standing Committees

1. Nominating Committee. The Nominating Committee will be chaired by a representative from participating laboratories. It will solicit candidates to represent participating laboratories, advising

candidates of the requirement to serve on at least three committees or task forces. This committee will verify that candidates meet the requirements set forth in Article III, Section 3.01.

2. Finance Committee. The Finance Committee will review all income and expenditures of NFTA. It will prepare an annual budget to be submitted to the Board of Directors, recommend fees and make recommendations regarding any contractual agreements involving NFTA. The treasurer of NFTA will be the chairman of the finance committee.
3. Check Sample Committee. The Check Sample Committee will seek and obtain contract bids for the preparation and distribution of all check samples. It will organize collection of forage materials to be used in check samples and their transportation to the preparation site.
4. Proficiency and Standards Committee. The Proficiency and Standards Committee will recommend criteria to use for proficiency status each year and provide projections for any planned changes in these criteria. It will identify the reference methods and references methods labs and will gather reports and statistics from participating laboratories to evaluate overall laboratory performance and identify potential improvements to methods. This committee shall coordinate timely communication with the computer programmer to ensure reliability and accuracy of data reported.
5. Annual Meeting/Workshop Committee. The Annual Meeting/Workshop Committee will identify and organize education, training and professional development opportunities for active and potential participating laboratories. It will organize the annual business meeting. The vice-president shall be a member of this committee.
6. Arbitration Committee. The Arbitration Committee shall respond to all appeals from participating laboratories. Appeals must be submitted in writing from the appealing lab along with other documentation necessary to substantiate their appeal. The Arbitration Committee is required to reply within 30 days of receipt of the appeal to NFTA's business office. All appeals should follow the protocol listed below:
 - a. An appeal must be received at the NFTA office within 30 days of a laboratory's receipt of check sample results.

- b. All documentation for appeal must be included (i.e., lab sheets, etc.).
 - c. If appeal is granted, a fee of \$25 must be paid to NFTA to re-enter data.
 - d. The Arbitration Committee will respond to all appeals within 30 days.
 - e. Appeals for recurring problems or miscalculations will be denied.
 - f. All decisions of the Arbitration Committee may be appealed to the NFTA Board of Directors.
7. By-Law Committee. Will periodically review the By-laws for needed changes. It will suggest By-law changes to the Board of Directors. It will review proposed actions of NFTA to determine if they comply with the By-laws.
8. Membership and Promotion Committee: Established for the purposes of increasing membership of laboratories in the proficiency program; and increasing awareness of the NFTA program in the feed/forage industry.

3.11. Unanimous Consent without Meeting. Any action required or permitted by the Articles of Incorporation or By-laws or any provision of law to be taken by the Board of Directors at a meeting or by resolution, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors then in office.

3.12. Attendance Requirements Any officer or member of the Board of Directors that fails to attend three (3) out of five (5) consecutive meetings may be removed from office and/or the Board of Directors.

ARTICLE IV. OFFICERS

4.01. Number. The PRINCIPAL OFFICERS OF THE Association shall be a President, a Vice-President and a Treasurer, each of whom shall be elected by the Board of Directors. An Executive Secretary and other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of

Directors. Any two or more offices may be held by the same person, except the combined offices of President and Vice-President.

4.02. Election and Term of Office. The officers of the Association to be elected by the Board of Directors shall be elected at the annual meeting of the NFTA. If the election of officers shall not be held at such meeting, such election shall be held as soon as possible thereafter. Each officer shall hold office until a successor shall have been duly elected or until death, resignation or removal of such officer. Officers shall be elected annually with the vice-president succeeding to the office of President. The Secretary and Treasurer may serve more than one consecutive term.

4.03. Removal. Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of the Association will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights.

4.04. Vacancies. A vacancy in any principal office because of death, resignation, removal, disqualification or otherwise, shall be filled by the Board of Directors for the unexpired portion of the term.

4.05. The President. The President shall be the principal executive officer of the Association and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Association. The President shall, when present, preside at all meetings of the Board of Directors. The President shall have authority, subject to such rules as may be prescribed by the Board of Directors, to appoint such agents and employees of the Association as the President shall deem necessary, to prescribe their powers, duties and compensation, and to delegate authority to them. Such agents and employees shall hold office at the discretion of the President. The President shall have authority to sign, execute and acknowledge, on behalf of the Association, all deeds, mortgages, bonds, stock certificates, contracts, leases, reports and all other documents or instruments necessary or proper to be executed in the course of the Association's regular business, or which shall be authorized by resolution of the Board of Directors and, except as otherwise provided by law or the Board of Directors, may authorize any Vice-President or other officer or agent of the Association to sign, execute and acknowledge such documents or instruments in the place and stead of the President. In general, the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The President shall appoint committees and assign individuals to perform actions approved by the Board of Directors, and will monitor progress of these actions.

4.06. The Vice-President. In the absence of the President or in the event of death, inability or refusal to act when directed by the Board of Directors to do so, or in the event for any reason it shall be impracticable for the President to act personally, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties and have such authority as from time to time may be delegated or assigned to the Vice-President by the President or by the Board of Directors. The execution of any instrument of the Association by the Vice-President shall be conclusive evidence, as to third parties, of authority of the Vice-President to act in the stead of the President.

4.07. The Executive Secretary. The Executive Secretary shall: (a) report to the President, Executive Officers and Board of Directors; (b) attend the annual meeting; (c) keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; (d) see that all notices are duly given in accordance with the provisions of these By-laws or as required by law; (e) be custodian of the Association records and of the seal of the Association, and see that the seal of the Association is affixed to all documents, the execution of which on behalf of the Association under its seal is duly authorized; (f) assist the Treasurer as needed or as directed by the President or the Board of Directors; (g) be responsible for submission of any and all legal documents for a non-profit including filing taxes and all other required paperwork and; (h) in general perform all duties and exercise such authority as from time to time may be delegated or assigned to the Executive Secretary by the President, Treasurer or Board of Directors.

4.08. The Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; (b) receive and give receipts for moneys due and payable to the Association from any source whatsoever, and deposit all such moneys in the name of the Association in such banks, trust companies and other depositories as shall be selected by the Board of Directors; and (c) in general perform all of the duties incident to the office of Treasurer and shall have such other duties and exercise such other authority as from time to time may be delegated or assigned to the Treasurer by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the duties of Treasurer in such sum and with such surety or sureties as the Board of Directors shall determine.

ARTICLE V

AMENDMENTS

These Bylaws may be amended at any regular meeting by a three-fourths vote (nine votes in favor) of the directors, or by a like vote at any special meeting called for that purpose, provided all directors have received written notification thirty days prior to the meeting.