

BYLAWS

SOIL AND PLANT ANALYSIS COUNCIL, INC.

ARTICLE I. *Name*

- A. The name of this organization shall be the SOIL AND PLANT ANALYSIS COUNCIL, Inc., herein referred to as the Council.
- B. The term of the corporation is perpetual.

ARTICLE II. *Objectives of the Council*

The Council is a not-for-profit corporation under the laws of the state of Georgia qualified for exemption under section 501 (C)(3) of the Internal Revenue Code of 1954 as amended or a comparable section of subsequent legislation with the following objectives:

- A. Provide leadership in the development and dissemination of methodology, terminology, interpretation, and application of soil, plant, water and other analyses for the purpose of efficient resource management and environmental protection.
- B. Promote research essential to continued development of effective analytical methods, calibration and interpretation of soil, plant, water and other analyses, and facilitate the interchange and expanded use of this information.
- C. Expand the use of soil, plant, water and other analyses and diagnostic techniques that improve nutrient management in crop production and the environment.
- D. Sponsor programs to meet needs of Council members.

ARTICLE III. *Membership*

Section A. *Classes*

There shall be three classes of membership:

1. **Individual** - any person interested in and supporting the objectives of the Council.
2. **Laboratory** - any laboratory, private or public, providing analytical services involving soil and plant analysis, especially those related to the mineral nutrition of plants.
3. **Company or Corporate** - any business firm or association interested in supporting the objectives of the Council.

There shall be no distinction among the classes as to nationality.

Section B. *Status*

A member shall be considered in good standing provided current fiscal year dues have been paid as set by the Board of Directors. Dues are payable in U.S. dollars. Checks will be drawn on a U.S. bank.

Section C. Privileges

A member in good standing may hold office, serve on the Board of Directors, be a member of one or more committees, and attend and vote at meetings of the Council.

ARTICLE IV. Organization

Section A. Officers

1. The officers of the Council shall consist of the President, Vice President, and Secretary-Treasurer. The President and Vice President shall be elected by the membership. The Secretary-Treasurer shall be appointed annually by the Board of Directors.
2. The President and Vice President shall be elected for a term of two years, with elections normally held every other year. In succeeding years, the Vice President will move to the office of President, and a new Vice President will be elected for a two year term. The President and Vice President shall be elected from a group consisting of present and prior members of the Board of Directors.
3. If a vacancy of the Vice President position occurs, other than at the normal expiration date, the office may be filled by appointment by the President with the approval of the Board of Directors.
4. The Board of Directors shall designate the location of the principal headquarters for the Council.

Section B. Board of Directors

1. The Board of Directors shall have 12 members, consisting of the President, Vice President, Secretary-Treasurer, and 9 elected members;

Two Individual Class members
Five Laboratory Class members
Two Corporate Class members

2. Members elected to the Board shall serve a three-year term. An elected Board member may serve no more than two consecutive terms, but may be reelected following a period of interrupted service.
3. The members shall be nominated so that representation within each of the following groups will be approximately equal, and so that at least five members will represent laboratory class members:
 - a. The four major regions of the U.S.A. and the balance of the world.
 - b. Private for profit and public nonprofit organizations
 - c. Laboratories and users of laboratory data.
4. Ex-officio (non-voting) members shall include the Past President, Chair of SSSA Committee S877, and others designated by the Board of Directors.
5. In-term vacancies in the Board shall be filled by appointments by the, President, with consent of the Board.
6. Board members shall be elected by majority vote of the Council membership prior to the annual board meeting.

7. Terms for newly-elected Board members shall begin at the conclusion of the Council's Annual Business Meeting.

Section C. *Executive Committee*

The Executive Committee shall consist of the President, Vice President, Secretary-Treasurer and the immediate Past President of the Council.

Section D. *Committees*

1. The President with counsel of the Executive Committee, shall appoint all Committees, other than the Executive Committee.
2. Standing Committees shall be:
 - a. Membership Committee to acquire and maintain members of the Council.
 - b. Nominations Committee to select nominees for elected positions, with the President choosing the Chair of the Committee.
 - c. Budget/Finance Committee to assist the Board of Directors with financial planning and management for the Council.
 - d. Other standing committees as authorized by the Board of Directors.
3. Special Committees

The President shall appoint Special Committees deemed necessary to meet needs of the Council members. The Vice President will normally serve as Program Committee Chair,

Section E. *Fiscal Year*

The Council shall operate fiscally on a calendar year basis.

ARTICLE V. *Duties*

Section A. *The Board Of Directors*

Shall formulate and assure execution of all Policies Of the Council in accordance with the stated objectives, and shall Provide direction of programs to best serve the interests and needs of the Council members.

Section D. *The President*

Shall preside at meetings of the Board of Directors, at the Annual Business Meeting and of the Executive Committee, and be responsible for execution of policies and programs set by the Board of Directors.

Section C. *The Vice President*

Shall preside at designated meetings in the absence of the President, shall assist the President, shall serve as Chair of the Budget/Finance Committee, and chair the Program Committees. The Vice President shall succeed the President if the presidency becomes vacant in mid-term.

Section D. *The Secretary-Treasurer*

Shall be responsible for all records, collections and disbursements of the Council, and for an annual report of financial activities.

Section E. *The Executive Committee*

Shall represent the Council in all executive functions when the Board of Directors is not in session.

Section F. *Committee Chairs*

Will be responsible for executing their assignments, and shall submit a written report at the Council's Annual Business Meeting.

ARTICLE VI. *Meetings*

Section A.

The Council shall meet at such time and place as set by the Executive Committee to conduct business of Council, including an Annual Business Meeting for each fiscal year.

Section B.

Notices of the Annual Business Meeting shall be mailed to all member in good standing at least sixty (60) days in advance of the meeting.

Section C.

Date, time and place Of meetings of the Board of Directors, and of the Executive Committee, shall be set by the President.

Robert's Rules of Order shall govern procedures at meetings of the Council.

ARTICLE VII. *Voting*

Section A.

Each member in good standing of the Council shall have one vote.

Section B.

Actions at meetings of the Council shall be authorized by majority vote of the majority present. Ten percent of the eligible voting membership being present at a meeting shall constitute a quorum.

Section C.

Vote by mail may be undertaken by the Secretary-Treasurer upon approval by the Executive Committee with actions authorized by majority of those voting.

ARTICLE VIII. *Dues, Grants*

- A. The Board of Directors shall set membership dues annually to be effective for the forthcoming calendar year.
- B. The Secretary-Treasurer shall collect all dues and maintain records thereof.
- C. Annual membership dues shall be payable on January 1 for that calendar year.
- D. The Council may receive grants, bequests and other contributed funds for any purpose within the scope of its objectives.

ARTICLE IX. *Amendments to the Bylaws*

The Board of Directors may amend bylaws of the Council at any meeting of the Board, provided that forty-five (45) days prior notice of their consideration is given to the membership and provided that such changes are in keeping with provisions for nonprofit organizations under section 501(C)(3) of the Internal Revenue Code of 1954.

ARTICLE X. *Dissolution*

Authority is held by the Board of Directors for dissolution of the Council. At the time of dissolution of the Council, the Board of Directors shall select the organization(s) for transfer of the Council's assets and funds, provided that such recipient organizations are qualified under Section 501 (C)(3) Internal Revenue Code of 1954 and any subsequent and applicable changes thereto. Said dissolution shall also conform with the provisions of the Official Code of Georgia Annotated § 14-3-1401 et seq.

ARTICLE XI. *Date of Effectiveness*

Original bylaws of the Council were adopted in 1969, Those contained herein will be effective January 1, 1993. At the time of the adoption of the Bylaws, the current office holders will complete their term of office.

President: _____
Date

Vice President: _____
Date

Secretary/Treasurer: _____
Date