

**BYLAWS OF THE  
NIRS FORAGE AND FEED TESTING CONSORTIUM**

**ARTICLE I. ORGANIZATION**

**1.01. Address of Record**

Legal Office

NIRS Forage and Feed Testing Consortium  
975 Misty Drive  
Berea, KY 40403

Mailing Address

PO Box 867  
Berea, KY 40403

**1.02. Incorporation**

The NIRS Forage and Feed Testing Consortium, referenced hereafter as the NIRSC, shall be incorporated (in the State of Kentucky) as a non-profit corporation and federally registered as a 501(c)(6) organization.

**1.03. Fiscal Year**

The NIRSC fiscal year is July 1 – June 30.

**ARTICLE II. MEMBERSHIP**

All Members are required to sign the NIRS Forage and Feed Testing Consortium License Agreement and must be current with dues. Membership in the NIRSC can be refused by the Board of Directors for any given cause or reason. Membership must adhere to the terms outlined in the Member License Agreements signed by that Member/Organization. Membership can be terminated for any reason at the discretion of the Board of Directors.

**2.01. Voting**

Each active NIRSC Member entity shall have one vote.

**2.02. Membership Categories**

Commercial Member

- Includes commercial entity and testing lab
- Expected to participate by submitting spectra and samples
- Receives NIRSC calibrations for commercial use
- Voting member

Instrument Partner Member

- A commercial entity

- Receives NIRSC calibrations for demonstration and installation purposes
- Helps develop calibrations for new instrument platforms
- Required to provide instrumentation and other resources
- Instrument Partner Agreement must be current and in good standing
- Contributes to NIRSC with expertise and collaboration
- Voting member

#### University/Non-Profit Member

- Receives NIRSC calibrations for university and/or non-profit use
- Does not compete with commercial labs
- Expected to participate by submitting samples annually
- Voting member

#### Sponsorship Member

- Does not receive NIRSC calibrations
- Not required to pay new member setup fee
- Contributes to NIRSC with expertise, collaboration, samples, spectra, and support
- Voting member

#### Breeder Member

- Special application approved by the Board of Directors
- A commercial entity that participates in cost sharing for new constituents of interest
- Receives NIRSC specific calibration
- Uses NIRSC calibrations for genetic research
- Expected to participate by submitting spectra and samples
- Voting member

#### Non-Commercial Member

- Receives NIRSC calibrations limited to non-commercial use.
- Will not analyze samples for profit or outside sources except for hay purchased to be used solely for that specific enterprise.

## **ARTICLE III. BOARD OF DIRECTORS**

### **3.01. Number**

The Board of Directors shall consist of at least 9 individuals. The Board of Directors may include additional Ex-Officio or Advisors, as appointed by the Board of Directors, who may be from any sector of membership. Ex-Officio and Advisors are non-voting members.

### **3.02. Term of Board Members**

The length of term for elected board members shall be three years. Board members can serve no more than 2 consecutive terms. Terms will begin on January 1 and end on December 31, of the same year. The terms of the individuals from each sector shall be staggered to permit the introduction of one new member from each sector every year. Ex-Officio and Advisors are appointed for two-year terms and can be reappointed upon approval of the Board of Directors.

### **3.03. Votes**

All members of the Board of Directors have a single vote in all matters, except Ex-Officio members and Advisors. Proxy votes are acceptable with written consent from individuals not present.

### **3.04. Manner of Acting**

The act of the majority present at a meeting at which a quorum is present, a quorum being a number greater than 50% of the entire board serving at that time, 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 other stipulations within these Bylaws.

### **3.05. Conduct of Meetings**

The President, and in the absence of the President, the Vice-President, and in the absence of the Vice-President, the Immediate Past President shall call meetings of the Board of Directors to order and shall act as presiding officer of the meeting. The Executive Director, Vice-President, or any appointed Board Member of the NIRSC shall act as secretary of all meetings of the Board of Directors, but in the absence of the Executive Director, the presiding Director may appoint any Board Member or other person present to act as secretary of the meeting.

### **3.06. Vacancies**

Any vacancy occurring in the Board of Directors, including a vacancy created by an increase in the number of directors may be filled by appointment for the unexpired portion of the term by the affirmative vote of a majority of the directors. That position may be filled for a second term if eligible.

### **3.07. Removal**

Any board member, officer, or agent may be removed by the Board of Directors when deemed in the best interests of the NIRSC.

### **3.08. Reasonable Attendance and Participation Requirements**

Officers and members of the Board of Directors should have reasonable attendance and participation at meetings, with at least 50% attendance during a fiscal year. The Board of Directors may review attendance on a case-by-case basis.

### **3.09. Election of Board Members**

Board nominations will be solicited from the membership with the Governance Committee selecting appropriate nominees. Nominees will then be presented to the membership by ballot or slate for election to the board.

## **ARTICLE IV. OFFICERS OF THE BOARD OF DIRECTORS**

### **4.01. Officers**

The principal officers shall be the President, Vice-President, Secretary and Immediate Past President.

### **4.02. Term of Office**

The President shall hold office for a term of one year. At the end of the one-year term, the President will become Immediate Past President, the Vice President will become President, and the Secretary

will become the new Vice-President. The Secretary will be elected by the Board of Directors and serve a one-year term.

**4.04. Vacancies** A vacancy in the Executive Committee because of death, resignation, removal, disqualification or otherwise, shall be filled by the Board of Directors, from within the Board of Directors, for the unexpired portion of the term.

**4.05. The President**

The President shall be principal executive officer of the NIRSC and, subject to the control of the Board of Directors, shall in general supervise and control all the business and affairs of the NIRSC. The President shall, when present, preside in 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 NIRSC 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 as prescribed by the Board of Directors. The President shall have authority to sign, execute and acknowledge, on behalf of the NIRSC, all deeds, mortgages, bonds, stock certificates, contracts, leases, reports and all other documents or instruments necessary or proper to be executed during the NIRSC's regular business, as authorized by resolution of the Board of Directors and, except as otherwise provided by law. The Board of Directors may authorize the Vice-President or any other officer or agent of the NIRSC to sign, execute and acknowledge other documents or instruments necessary or proper 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. In the event the incoming Vice-President cannot take the office of President, the current President will remain in office until the Vice-President can assume office or an appointment is made by the board of directors.

**4.06. The Vice-President**

In the absence of the President or in the event of death, inability, or refusal to act, 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. Any 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 corporation 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. The Vice-President shall supervise any director or employee designated to: (a) keep the minutes of the Board of Directors; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; and (c) be custodian of the corporation records and of the seal of the corporation, and that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized.

**4.07. The Secretary**

The Secretary shall be responsible for taking the minutes of the meetings of the Executive Committee and Board of Directors. The Secretary shall maintain the Association's Policies and Procedures and Bylaws. The Secretary shall be responsible for other duties as they are assigned by the President, Executive Committee or Board of Directors. Term is one year and then Secretary moves to the Vice-President position.

#### **4.08. Immediate Past President**

The Immediate Past President shall be a member, with the right to vote, of the Executive Committee. The term shall be for one year. In the event the outgoing President cannot take the office of Immediate Past President, the currently serving Immediate Past President shall serve a successive term. If the position becomes vacant, a previous past president shall be appointed by the board.

#### **4.09. Executive Director or Management Organization**

The Executive Director shall be retained under a written contract executed by the Board of Directors. The position can be internal staff directly employed by the association or provided by a management company hired by the association to provide staff and management services. The Executive Director shall be an ex-officio (non-voting) member of the Board of Directors, the Executive Committee, and all standing and ad hoc committees.

#### **4.10 Instrument Partner Advisors**

There will be one instrument partner advisor positions appointed by the President with approval of the Board of Directors to serve for a one-year term as a non-voting ex-officio member. Positions will rotate among the Consortium instrument partners in good standing and no more than one instrument partner, from a single company, will be represented at one time in this capacity.

### **ARTICLE V. COMMITTEES**

#### **5.01. Committees**

The Board of Directors may designate one or more ad hoc committees to be chaired by a member of the Board of Directors and consist of at least three individuals.

#### **5.02. Standing Committees**

The following are standing committees to be chaired by a board of director member.

1. The Executive Committee will consist of the President, Vice-President, and Secretary, with the Executive Director participating. The Executive Committee may include by invitation Ex-Officio or Advisors who are former Executive Committee members. The Executive Committee will supervise any director or employee designated to: (a) have charge and custody of and be responsible for all funds and securities of the corporation; (b) receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies and other depositories as shall be selected by the Board of Directors; and (c) prepare an annual budget, establish fees, recommend fee changes and adjustments, develop long term financial plans, and make recommendations regarding any financial contractual agreements involving the NIRSC.
2. **Product & Technology Committee**  
The Committee will organize NIRSC calibration processes and review and recommend new terms, parameters, and products; review and recommend actions regarding reference methodology, standard techniques for NIRS analysis, reporting, and issues of quality of NIRSC calibrations, performance, and processes; and oversee development of process for multiple platforms of NIRSC instrumentation.

### **3. Outreach Committee**

The Committee will increase knowledge and understanding of NIRS to members and the public concerning NIRS methods and procedures, increase membership participation, and market the organization. The Committee will coordinate and manage all Consortium events and educational outreach initiatives.

## **ARTICLE VI. MEETINGS**

### **6.01. Board Meetings**

Board Meetings will be conducted at least quarterly. The Executive Director and Executive Committee is responsible for scheduling and providing an agenda and any other materials required prior to the meeting to all board members, committee chairs, or special guests.

### **6.02. Annual Membership Meetings**

The Board of Directors shall determine the site and date of the annual meeting, or additional meetings for the board and membership. The Executive Director will give notice of these meetings to Members at least 60 days prior.

### **6.03. Special Meetings**

Special meetings may be called by the President or Board of Directors for a specific purpose pertaining to the operation of the NIRSC. Notice of special meetings will be given by the Executive Director, or Executive Committee at least 7 days prior to the meeting and providing an agenda and any other materials required.

## **ARTICLE VII. INDEMNIFICATION OF DIRECTORS AND OFFICERS**

**7.01.** The Consortium shall indemnify each of its directors: past, current, or future officers; committee chairmen and who were, or are committee members parties or are threatened with being made a parties to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the association) by reason of the fact that he or she is or was a director, officer, committee chair or committee member of the association, or is or was serving at the request of the association as a director, officer, employee or agent of another association, partnership, joint ventures, trust or other enterprise, against expenses (including attorney's fees) judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the association, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

**7.02.** Except as provided herein below, any such indemnification shall be made by the association only as authorized in the specific case upon a determination that indemnification of the director, officer, committee chair or committee member is proper in the circumstances because he or she has met the applicable standard of conduct set forth above. Such determination shall be made by the Board of Directors by a majority vote of a quorum of directors who were or are not parties to such action, suit, or proceeding.

**7.03.** Expenses, (including attorney's fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the association in advance of the final disposition of such action or proceeding if authorized by the Board of Directors and upon receipt of an undertaking by or on

behalf of the director or officer to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the association.

**7.04.** To the extent that a director, officer, committee chair or committee member has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to above, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith, without any further determination that he or she has met the applicable standard of conduct set forth above.

### **ARTICLE XIII. DISSOLUTION**

In the event of dissolution of the NIRS Forage and Feed Testing Consortium, whatever funds are left after all debts are paid shall be donated to an organization or organizations that are tax-exempt under Federal statutes. The Board of Directors, by majority vote, shall decide which organization or organizations are to be the beneficiaries of any funds that are to be donated as referred to in the foregoing sentence.

### **ARTICLE IX. INUREMENT**

No part of the net earnings of the Consortium shall inure to the benefits of, or be distributed to its members, trustees, officers, or other persons, except that the Consortium shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance to the purpose and mission of the association.

### **ARTICLE X. AMENDMENTS**

These by-laws may be amended at any regular meeting by a three-fourths vote of the Board of Directors, or by a like vote at any special meeting called for that purpose, provided all have received written notification 30 days prior to the meeting.

#### Amendment Record of Change

7-25-00, 10-01-01, 5-12-03, 1-6-05, 11-3-05, 11-8-06, 1-11-07, 11-28-07, 3-22-18, 4-15-20, 05-03-21, 01-09-2022, 10-04-2023, 03-21-2024, 07-22-2024, 06-23-2025

### **ARTICLE XI. APPENDIX**

The Consortium shall be governed in all parliamentary matters by the most recent "Robert's Rules of Order."