



## **Bylaws of the Humic Products Trade Association** **Revised November 9, 2016 at General Meeting**

### **Name**

The name of the corporation is the Humic Products Trade Association (the "Association"), a Wisconsin not-for-profit corporation.

### **Purpose**

The purpose of the **Humic Products Trade Association (HPTA)** is to promote commercial trade of Humic Products thru scientific cooperation while addressing regulatory issues.

The Association will engage in the following activities to accomplish its mission:

- (a) Encourage education and training on all levels of our membership in the areas of science, technology, marketing, and regulatory issues;
- (b) Cooperate on common commercial and regulatory issues to advance the humic products industry and expand acceptance of quality humic products that conform to established standards;
- (c) Provide guidelines and assistance in registration of humic products with State and Federal Agencies.
- (d) Encourage the advancement of technology for producing humic products by standardizing analytical methods and reference materials;
- (e) Provide Networking opportunities for individuals and companies engaged in the Humic Products Industry.

### **Rules**

The following rules bind the Association and all persons acting for or on behalf of it:

- (a) No part of the net earnings of the Association will inure to the benefit of, or be distributed to its directors, officers, committee members, employees, or other private persons, except that the Association is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions to further the purposes set forth above.*
- (b) No substantial part of the activities of the Association will be the carrying on of propaganda, and the Association may not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf or in opposition to any candidate for public office.*
- (c) Notwithstanding any provision of these Bylaws, the Association may not carry on any activity not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law); or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).*
- (d) In the event of dissolution of the Association, the Board, after paying or making provision for the payment of all the liabilities of the Association, must distribute the remaining assets of the Association exclusively for the purposes of the Association in such manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious or scientific purposes that at the time qualify as an exempt organization(s) under Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Association's Board determines. Any assets not so disposed of will be disposed of by the Circuit Court of the county in which the principal office of the Association is then located, exclusively for such*

*purposes in such manner, or to such organization or organizations, which are organized and operated exclusively for such purposes, as the Court determines.*

## **Offices**

The Association will have and continuously maintain in the State of Wisconsin a registered office and a registered agent whose office is identical with the registered office, and may have other offices within or outside the State of Wisconsin as the Board determines.

## **Members**

### **Membership Eligibility and Categories**

Membership may be granted to any corporation, partnership, company, individual proprietorship, individual or organization that: (i) is interested in and agrees to support the purposes and activities of the Association; (ii) agrees to abide by these Bylaws, the Association's Code of Ethics, and such other rules and regulations as the Association may adopt; and (iii) meets any additional criteria established by the Board of Directors for each category of membership in the Association. Members may be Individual Members, Honorary Members or Corporate Members.

### **Categories of Membership**

(a) Individual Member; An Individual Member is

an individual, who is neither an Honorary Member nor an individual proprietorship, who otherwise meets the Membership Eligibility requirements. Individual Members shall not be listed in the Membership Directory on the Association web site, nor shall they receive voting rights. Individual Membership may be denied or revoked should the Governing Board determine a Corporate Membership is the appropriate membership category for the applicant or member. The Governing Board may designate sub-categories of Individual Members as it determines appropriate.

(b) Honorary Member; An Honorary Member is an individual who has rendered unusual service to the Association or to a field consistent with areas of interest to the Association. Such individual may be nominated as an Honorary Member by any Member. Honorary Membership is granted by unanimous consent of the Governing Board and does not include voting privileges.

(c) Corporate Member; A Corporate Member is a corporation, partnership, company or individual proprietorship which otherwise meets the Membership Eligibility requirements. This category of membership includes a listing in the Membership Directory on the Association web site and voting rights. The Governing Board may designate sub-categories of Corporate Members as it determines appropriate.

## **Application**

All applicants for membership in the Association must complete and submit a *Membership Application and a signed copy of the Code of Ethics* form to the Secretary/Treasurer. The application is subject to approval under criteria and procedures established by the Governing Board. An applicant's membership is effective after the membership application is approved and applicable dues have been paid.

## **Voting Rights and Privileges**

Each member with voting privileges may exercise and enjoy such rights as the Board deems consistent with these Bylaws. Each member with voting privileges is entitled to one vote with respect to electing Board Members who ultimately govern and discharge HPTA's activities.

## **Corporate Representation**

Each Corporate Member must designate in writing to the Secretary/Treasurer an individual ("Designated Representative") who will represent it for the purpose of exercising the Corporate Member's voting right. The vote of a Designated Representative is the Corporate Member's vote.

## **Resignation**

A member may resign from membership by written notice to the Secretary/Treasurer. A member who resigns from the Association is not entitled to a refund of dues.

## **Suspension and Termination of Membership**

Membership in the Association may be suspended or terminated for cause. Sufficient grounds for cause to suspend or terminate membership include, but are not limited to, non-payment of any dues or assessments, a violation of the Bylaws, Code of Ethics or any rule or practice of the Association, or any

other conduct prejudicial to the interests of the Association. Suspension or termination shall be by an affirmative vote of 2/3 of the Board. In such an event, no dues are reimbursed to the member.

### **Dues and Assessments**

The Board determines the initial and annual dues for each category and sub-category of all members of the Association and the time for paying such dues and assessments, if any. Under special circumstances, the Board may waive the annual dues and/or assessments for any member. A member becomes ineligible for membership if they are more than ninety (90) days in default in the payment of any dues or charges

### **Meetings**

#### **General Meeting**

An annual General Meeting of members will be held each year to discuss business matters related to the Association, elect a Board, and share information to support the mission of the Association. The time and place is to be determined by the Board.

#### **Special Meetings**

Special meetings of the voting members may be called by a majority of the Board or upon written request to the President. The Board determines the time and place for holding special meetings.

### **Notice**

Notice of any general or special meeting of the voting members must state the time, date, place, and purpose of the meeting and must be delivered not less than sixty (60) days before the date of the meeting to each member of record entitled to vote at such meeting.

### **Quorum**

The presence in person or by proxy of not less than fifty percent (50%) of the members eligible to vote constitutes a quorum for the transaction of business at any duly-called meeting of the members. If a quorum is not assembled by 30 minutes after the announced time of the meeting, the Board may declare that the assembled members constitute a quorum.

### **Proxies**

At each meeting of the members, every member entitled to vote on a matter may authorize another person or persons to act for him or her by proxy executed in writing by such member or by his duly authorized attorney-in-fact.

### **Communications Equipment**

Meetings of the members may be held through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting constitutes attendance and presence in person at the meeting of the person or persons so participating.

### **Mail Vote**

Voting by mail, including electronic mail, is permitted in lieu of a vote at a duly-called meeting for any item of business, including the election of directors. For the election of directors and officers, the act of a majority exceeding fifty percent (50%) of the eligible voting members returning ballots by a date certain is an act of the membership. For matters other than the election of officers and directors, the act of a majority or more voting members returning ballots by a date certain is an act of the membership, unless the action of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

### **Governing Board of Directors**

#### **Authority and Responsibility**

The affairs of the Association are managed by the Board of Directors ("Board"), which supervises controls and directs the Association's affairs, determines and revises its policies within the limits of these Bylaws, actively promotes its purposes, and exercises discretion in collecting and disbursing its funds. The Board may adopt rules and regulations for conducting its business as it deems advisable and may, in executing the powers granted, appoint agents it considers necessary or appropriate.

### **Composition, Qualifications, Selection and Term**

The Board is composed of the President, Vice President, Secretary/Treasurer, two Members-at-large and a Science Advisor, all elected by the membership. Board members will be elected every two years beginning in 2010. The Science Advisor is an ex-officio position carrying the full responsibilities of a member. The Science Advisor has voting rights within the board of directors and membership. Science advisors serving on the board, who are involved in industry will be required to pay dues, non industry science advisors may not have to pay dues based on the board's recommendation.

### **Regular Meetings**

The Board may provide by resolution the time, date and place for holding a regular Board meeting every six months and additional special meetings without other notice than the resolution.

### **Special Meetings**

Special meetings of the Board may be called by, or at the request of, the President or majority of other Board members upon a written request to the Secretary/Treasurer. The person(s) calling any special meeting of the Board must set forth in the notice the purpose, time and place of the special meeting.

### **Notice**

Notice of any special meeting of the Board must be given at least 5 days prior to the meeting, by written notice delivered personally, by mail, e-mail or by facsimile transmission to each Board member at his or her address as shown in the records of the Association; but in the case of a special meeting held through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other; notice of the meeting must be given at least 24 hours prior thereto. Any Board member may waive notice of any meeting. A Board member's attendance at any meeting constitutes a waiver of notice of the meeting, except where a Board member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

### **Quorum**

A majority of four voting Board members constitutes a quorum for the transaction of business at any duly called meeting of the Board. If less than a quorum is present members present will adjourn the meeting.

### **Manner of Acting**

The act of a majority of the Board members present at a duly-called meeting at which a quorum is present is the act of the Board, unless the act of a greater number is required by law, the Articles of Incorporation or these Bylaws.

### **Resignation**

Any Board member may resign at any time by giving written notice to the Secretary/Treasurer, which resignation is effective only upon the approval of a majority of the remaining voting members of the Board. In addition, if any Officer or member fails to attend at least two of the last three regularly scheduled Board meetings without being excused, the failure to attend will constitute a tender of the individual's resignation as a Board member. The President will appoint new members to keep the Board whole in the event of resignation with the appointed member serving the remainder of the term of the resigning member.

### **Removal**

Any Board member may be removed by the individuals of the Board, whenever, in their judgment, the best interests of the Association would be served by such removal. Removal of a Board member may be recommended by a 2/3 majority of the Board or by a petition signed by 25% of the Association's eligible voting members.

### **Vacancies**

In the event of the death, or inability to act of a Board member, the President, with the approval of the Board members, may appoint a successor for the balance of the unexpired term.

### **Compensation**

Board members may not receive any remuneration for their services as Board members; however, the Board, by the affirmative vote of the majority of members, may authorize the reimbursement of reasonable expenses incurred in the performance of their duties. Nothing contained herein will be

construed to preclude any Board member from serving the Association in any other capacity and receiving reasonable compensation for such service.

### **Action by Written Consent**

Any action requiring a vote of the Board may be taken without a meeting if there is consent in writing, setting forth the action taken. Consent must be signed by all of the Board members in good standing at the time of the consent

### **Officers**

The officers of the Association are a President, Vice President, and Secretary/Treasurer, all of whom must be Association members. In addition, the Board, at its discretion, may elect or appoint other officers it deems desirable, who will have authority to perform the duties prescribed from time to time. Newly appointed members must be approved by 2/3 vote of the Board.

### **Election and Tenure**

Officers are elected by the board of directors at the first board meeting following the board elections. Officers serve until their successors are duly elected, qualified and take office.

### **President**

The President is essentially the chief executive officer of the Association. In general, the President supervises and directs all of the Association's business affairs, subject to the Board's direction and control. The President presides at all meetings of the Board and, in general, performs all duties customarily performed by a corporation's president. The President may sign, with the Secretary/Treasurer or any other proper officer authorized by the Board, any instruments which the Board has authorized to be executed, except documents the execution of which are expressly delegated by law, the Articles of Incorporation, these Bylaws, or the Governing Board of Directors to some other officer or agent of the Governing Board.

### **Vice President**

The Vice President assumes the duties of the President if the President is absent or is unable or unwilling to act. At the President's direction, the Vice President represents the President at events and meetings important to the Association, handles special assignments, and, in general, performs all duties customarily performed by a corporation's vice president.

### **Secretary/Treasurer**

The Secretary/Treasurer keeps minutes of the meetings of the Board and the Association in one or more books maintained for that purpose; sees that all notices are duly given in accordance with applicable law, the Articles of Incorporation and these Bylaws; is custodian of the corporate records; serves as chairperson of the Membership; and, in general, performs all duties customarily performed by a corporation's Secretary/Treasurer and other duties that the President or the Board assigns. The Secretary/Treasurer's duties may be assigned in whole or in part to the President. The Secretary/Treasurer is the principal accounting and financial officer of the Association and is responsible for the maintenance of adequate books of account for the Association; has charge and custody of all funds and securities of the Association, and is responsible for the receipt and disbursement of deposits, funds and securities of the Association in banks, trust companies or other depositories that are selected in accordance with these Bylaws. Requests of an annual audit of the Association's books will be conducted by a certified public accounting firm. The Secretary/Treasurer will present the Association's "financial state of affairs" at each Board meeting as well as the entire membership at the annual General meeting.

### **Vacancies**

A vacancy in the office of President, Vice President, or Secretary/Treasurer will be filled from within the Governing Board by 2/3 vote. The replacement will serve out the remainder of the term of the vacating member. The new president will then chose his replacement to serve out his unfulfilled term. The replacement must be approved by 2/3 vote of the Board.

### **Adoption and Publication of Methods of Analysis and Recommended Practices**

#### **Official Laboratory Methods and Recommended Practices**

The Association investigates, adopts and publishes such methods and practices in the field of humic products and related materials as may appear to be in the public interest, advancement of the

Association, or to expand use of humic products in commerce. This publication is called "Official Methods and Recommended Practices of the Humic Products Trade Association".

### **Technical Methods and Practices Require Approval by the Membership**

All proposed methods of analysis or recommended technical procedures shall be validated by technical committees of the Association, prior to being endorsed by the Association. If approved by the Association, they shall be referred to as either an Official Method or a Recommended Practice, depending on the extent of the validation study.

### **Procedure for Approval of Methods and Practices**

The Board of Directors shall review all proposed technical Methods or Practices upon written request by a member to the Secretary/Treasurer. The Secretary/Treasurer will distribute the request to the Board members. The Board shall have sixty (60) days from the time of receipt of the request to review the request and make a ruling. If the request fails to be approved by a simple majority of the Board, the official reason for the disapproval shall be communicated in writing by the President to the petitioner. If a majority of the Board is in favor of investigating a proposed method or practice, the President shall notify the membership that a Technical Committee will be assembled for the specific purpose of validating a proposed Method or Practice. The notice shall outline the goals of the proposal, projected costs, and a summary of the committee's duties. After thirty (30), but not more than sixty (60) days from the time of the notice, the President will appoint a Technical Committee composed of a minimum of three (3) associations members who will establish standards for the proposed method or practice. The committee shall communicate regularly with the President and may seek the advice of experts from outside the membership. The committee will submit verbal and written progress reports to the Board at each general meeting of the Board.

The Technical Committee shall have one (1) year from the time that the committee was formed to complete its investigation and submit its recommendation to the Board. If a majority of the Board accepts the recommendation of the Technical Committee, the Secretary/Treasurer shall present the proposed Method or Practice to the Association for approval by the membership. A 2/3 majority vote in the affirmative of those members returning the ballots to the Secretary/Treasurer by a date certain shall constitute approval by the Association.

### **Publication, Review and Update of Methods**

All Official Methods and Recommended Practices are published, reviewed and updated in accordance with Association policies.

### **Special Project Committees**

Special Project Committees may be formed by the Board upon written request submitted by a member of the Association to the Secretary/Treasurer. Requests for the formation of a Special Project Committee shall include historical background to establish why there is a need for a special project, the purpose of the project, its objectives, estimated cost and the scope of the project. Upon receipt of a request, the Secretary/Treasurer will distribute the request to the Board members.

The Board shall have sixty (60) days to review a project request and make a ruling. If the request fails to be approved by a simple majority of the Board, the official reason for the disapproval shall be communicated in writing by the President to the petitioner. If a majority of the Board votes in favor the proposed project, the Board shall instruct the President to notify the membership of the Board's intent to assemble a Special Project Committee. The notice shall outline the goals of the proposal and a summary of the committee's duties. After thirty (30), but not more than sixty (60) days from the time of the notice, the President will appoint a Special Project Committee composed of a minimum of three (3) associations members. The committee shall communicate regularly with the President and may seek the advice of experts from outside the membership. The committee will submit verbal and written progress reports to the Board at each general meeting of the Board.

### **Indemnification of Directors and Officers**

The Association and its members will indemnify all Board members (Directors), employees, and agents to the full extent permitted by the State of Wisconsin and must purchase insurance for such indemnification for the board in an amount to be determined by the board in an amount to be determined by the board to the full extent determined from time to time by the Board.

## **Finance**

**Contracts** The Governing Board may authorize any officer or agent of the Association, in addition to the officers authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances. All contracts or binding obligations valued over \$1000.00 must be reviewed by the board of directors prior to signing.

## **Payment of Indebtedness**

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the Association's name must be signed by those Association officers or agents that the Board has determined by resolution. In the absence of a determination by the Board, such instruments must be signed by the Treasurer and countersigned by the President of the Association.

## **Deposits**

All Association funds must be deposited to the credit of the Association in banks, trust companies, or other depositories that the Board selects.

## **Books and Records**

The Association will keep correct and complete books and records of account and will also keep minutes of the proceedings of the Board, all committees having Board authority, and all meetings of the Association. The Association's books and accounts will be audited annually by an independent accounting firm selected by the Board.

## **Fiscal Year**

The HPTA fiscal year follows the calendar year.

## **Waiver of Notice**

Whenever any notice is required to be given under applicable law, these Bylaws, waiver of notice in writing signed by the person or persons entitled to the notice, whether before or after the time stated in the notice, is deemed equivalent to the giving of appropriate notice.

## **Amendments**

These Bylaws may be altered, amended or repealed and new bylaws may be adopted by an affirmative vote of a majority of the Membership. Amendments to provisions affecting the substantive rights of voting members also require and will become effective only upon the approval of the majority voting members at a meeting at which a quorum is present.

## **Code of Ethics and Business Conduct**

This Code of Ethics is incorporated into the Bylaws of the Humic Products Trade Association.

## **Branding, Licensing and Intellectual Property**

The Humic Products Trade Association logo, graphics, name, intellectual property and affiliations are controlled by the board at the board's discretion to the benefit of HPTA.

## **Record Keeping**

All of the Association's books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect the Association's transactions, and must conform to applicable legal requirements.

## **Transparency**

All of the Association's business shall be conducted in an open manner. Records of the official business of the Association shall be available to members upon request. The Association has no right to the non-public information, trade secrets or proprietary information of its members.

## **Expectations of Members**

Members must conform to the Bylaws, Code of Ethics & Business Conduct, and any other policies and regulations of the Association. Members must conform to all the regulatory requirements of their respective federal, state and local governments. Members are encouraged to fund and work cooperatively on industry-wide issues.

### **Fair and Honest Business**

All business transactions should be conducted in a fair and truthful manner, including all dealings with vendors and customers. Members will not engage in false or misleading advertising. Members may identify themselves as a Humic Products Trade Association member in advertising and marketing materials. However, Association involvement should not be used for personal or partisan gain. Members may not infer Humic Products Trade Association (HPTA) endorsement of any of their products.

### **Collusion**

Collusion among members is forbidden. Collusion is defined as improper secret agreements between two or more entities, to defraud or deprive others of their property or rightful share, or to otherwise indulge in a forbidden, illegal, or illegitimate activity. Collusion is any agreement with another manufacturer or marketer of humic products to inhibit price competition by raising, depressing, fixing, or stabilizing prices, discounts or credit terms. It includes, but not limited to; agreeing to selling a good or commodity at the same price; using the same formulas for computing selling prices; making market allocations where competitors agree to not compete with each other in specific markets, by dividing up geographic areas, types of products, or types of customers.

### **General Conduct**

Members should conduct themselves in a professional manner with all competitors and regulatory agencies. When the business conduct of any member becomes prejudicial to the character and welfare of the Association, or if any member exhibits conduct in any way contrary to or in violation of this Code or the Association Bylaws, such conduct will be referred to the Board for its action under the Bylaws entitled Removal of a Member.

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Members must conform to all the regulatory requirements of their respective federal, state and local governments.

Members agree to use HPTA's analytical techniques when reporting the fulvic or humic acid content of their products anytime the HPTA logo is used in association with their products unless prohibited by state or local labels laws. .

Members agree to not purposefully add adulterants such as non-humic substances or other materials which would interfere with analytical methods for humic or fulvic acids.

Members who use HPTA's logo or benefit by their association with HPTA, agree to be bound by the HPTA's bylaws which include the code of ethics as relates to professional behavior and industry norms.



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