

Independent Testing Laboratory Association

By-Laws Approved December 1996

ARTICLE I NAME AND OFFICES

Section 1. Name. The name of this organization is INDEPENDENT TESTING LABORATORY ASSOCIATION, hereinafter called "Association" or ITLA.

Section 2. Offices. The organization will have offices in such places in the Commonwealth of Massachusetts as the Executive Board of Directors may from time to time determine or the business of the organization may require.

ARTICLE II OBJECTIVES

Section 1. Objectives. The objectives of ITLA shall be:

- 1) To promote excellence and professionalism of the Association's members and to provide activities and opportunities to the individual members who may enhance professional development.
- 2) To provide activities and opportunities, which may contribute to individuals and technical growth by informing members of new or improved technologies
- 3) To acquaint the public with the professional stature of the Association and its members.
- 4) To provide activities and opportunities, which will enable a member to make a greater contribution to his or her company and/or community.
- 5) To strive for ethical competition between laboratories
- 6) To promote interactions with other relative industry Associations.
- 7) By virtue of the above objectives, to provide united and meaningful input and influence in the formation and legislation of laws and regulations that affects ITLA and its members.

ARTICLE III MEMBERSHIP

Section 1. Qualifications. Any approved laboratory involved in environmental analysis; those laboratories pursuing approval; or those individuals, organizations, companies, firms, and other corporate and non-corporate entities interested in the activities of the Association are eligible for membership. Membership shall be in the name of one, designated individual.

Section 2. Membership Classification. There shall be the following membership classifications: ACTIVE, AFFILIATE, STUDENT, and CORPORATE SPONSORS.

Section 3: ACTIVE Membership. Active membership in ITLA shall only be available to independent commercial laboratories maintaining current certification from the Massachusetts Department of Environmental Protection (MADEP) or other equivalent state or federal certifying authorities as may be determined from time to time by the Executive Board.

Section 4. NON-VOTING Membership. Except where specifically noted, the following membership classes shall have no vote nor be eligible to hold office in the Association.

- 1) Affiliate membership shall be available to any municipal or government funded (fully or partially) laboratory maintaining current certification from the MADEP or other equivalent state or federal certifying authorities as may be determined from time to time by the Executive Board or those laboratories actively pursuing certification from MADEP. Affiliate members can participate in the activities of the Association and serve on committees.
- 2) Student membership shall be made available to any interested undergraduate or graduate student

enrolled in any of the universities or colleges within the Commonwealth. Student members can participate in the activities of the Association and serve on committees.

- 3) Corporate Sponsorship shall be available for organizations that are not testing laboratories, and do not have MADEP certification, upon approval of the Executive Board who will also establish an annual fee schedule for these sponsors. Corporate Sponsors can participate in the activities of the Association and serve on committees.

Section 5. Termination. Membership may be terminated for the following reasons:

- 1) Any member may resign by giving notice in writing to the President of the Association thirty days prior to its effective date. Resignation does not relieve the member of responsibility for all dues or other obligations accrued until the effective date of registration.
- 2) The Executive Board may terminate membership when dues of a member are six months in arrears.
- 3) Any member may be expelled, censured, or suspended as two thirds of the membership may be determined for actions prejudicial to the welfare, interest or character of ITLA including violation of the Association's Code of Ethics, Article XVI.

Section 6. Membership applications are to be received by the membership committee. After initial review, the application is forwarded to the Executive Board for approval.

ARTICLE IV VOTING

Section 1. Voting Privileges. Voting will be limited to Active laboratory members. Each member laboratory will possess only one vote.

ARTICLE V DUES AND FEES

Section 1. Annual Dues. The annual dues for Active, Affiliate, Students, and Corporate Sponsors shall be as determined by the Executive Board. Dues are payable to the Treasurer on or before January 1st. No member shall be in good standing whose payments are more than sixty days in arrears.

Section 2. Annual dues cover the Association's fiscal year, January 1 - December 31 of each year.

Section 3. There may be a charge per Laboratory to cover the cost of meeting expenses as determined by the Executive Board.

ARTICLE VI ADMINISTRATION

Section 1. The property and business of the corporation shall be managed by its Executive Board as delegated by the membership which may exercise all powers of the corporation and do all such lawful acts and things that are not in conflict with the Certificate of Incorporation or Bylaws.

Section 2. Meetings. Regular Meetings of the membership may be held within the Commonwealth of Massachusetts at such time and place as shall be determined by the Executive Board or the membership. There shall be a minimum of four meetings of the membership in each fiscal year and the March meeting shall be considered the annual meeting of the corporation.

Section 3. Emergency Meetings. The Executive Board may call special or emergency meetings with three day's notice given to each member.

Section 4. Quorum. Ten percent, (10%), of the total membership present at a designated meeting shall be necessary and sufficient to constitute a quorum for the transaction of business.

Section 5. The order of business at meetings shall be:

- (1) Reading of minutes of last meeting

- (2) Reports of Officers
- (3) Reports of committees
- (4) Reading of papers or talks by invited speakers
- (5) Unfinished Business
- (6) New Business
- (7) Adjournment

The conduct of meetings of the membership shall be governed by the current edition of Robert's Rules of Order, except as modified by rules adopted by a majority of the board.

ARTICLE VII OFFICERS

Section 1. The elected Officers of the Association shall consist of a President, Vice-President, Secretary, and Treasurer.

Section 2. All Officers shall be employees of Active member laboratories of the Association and be in good standing.

Section 3. The term of office will be initiated at the annual meeting and the elected officers will assume the duties of their office at midnight following their election.

Section 3. Vacancies. Vacancies occurring before the annual election may be filled by appointment of the Executive Board. All such appointments shall be for the un-expired term and any appointment shall not interfere with the scheduled elections for that office. Any appointment for over one-year shall constitute a full term of office.

Section. Terms. The same person may not hold more than one office at the same time and no two employees of one member laboratory may be an officer at any one time. Officers of ITLA will encourage the admission of new members.

Section 5. Removal. Any Officer of the Association may be removed from office by vote of two-thirds (2/3) of the membership for the following reasons.

- a. Immoral or unethical conduct in the course of business operations.
- b. Failure to abide by the by-law's of this Association.
- c. Repeated and unexcused absences from meetings.
- d. Conviction of a felony charge.

ARTICLE VIII DUTIES AND RESPONSIBILITIES OF THE OFFICERS

Section 1. President. The President shall be the principal executive officer of the Association and shall preside at all meetings of the membership and the Executive Board. He or she shall execute all contracts requiring a seal, under the seal of the Association except where the execution thereof shall be expressly delegated by the membership or the Executive Board to some other officer or agent of the Association.

Section 2. Vice-President. The Vice-President, in the absence or disability of the president, shall perform the duties and exercise the powers of the President.

Section 3. Secretary. The Secretary shall record all votes and the minutes of all proceedings of the members and of the Executive Board, affix the same to any instrument requiring it, and when so affixed, it shall be attested to by his or her signature or by the signature of the Treasurer.

Section 4. Treasurer. The Treasurer shall have custody of the Association funds, shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association, and shall prepare the budget of the Association. The Treasurer shall administer Association transactions involving the transfer of money.

ARTICLE IX EXECUTIVE BOARD OF DIRECTORS

Section 1. The general management of the affairs and properties of the Association shall be vested in the Executive Board.

Section 2. The Executive Board of Directors shall consist of the four elected officers of the Association plus the past President if he or she does not hold another executive office, in which case the past Vice-President shall serve as the director, or the past Secretary or the past Treasurer, whichever in that order does not hold an executive officer position. During emergency situations, the Executive Board shall have all of the power and duties of the membership between meetings subject to a poll of the directors on the action to be taken with at least four directors in complete agreement on the action to be taken.

Section 3. The Executive Board shall hold office for the operating year of the Association, annual meeting to annual meeting, and will hold office until their successors have been elected or assume office. The Executive Board may fill vacancies occurring before the annual election.

ARTICLE X NOMINATIONS

Section 1. The nomination of officers and members of the Executive Board shall be made by a Nominating Committee of 3 members of the Association at least two months before the annual meeting of the Association. Not more than one shall be on the existing Executive Board.

Section 2. The Nominating Committee's choices shall be announced in writing to the membership of the Association in the regular mailing prior to the annual meeting.

Section 3. Nominations may be received directly from the membership. Such nominations must have the consent of the nominee. Nominations from the membership should be directed to the chairman of the Nominating Committee and be in his or her hands at least five days prior to the mailing for the annual meeting or the last meeting of the fiscal year. The chairman of the Nominating Committee will so advise the Association President of additional nominations so they can be given consideration at the annual meeting. No nominations shall be received from the floor except in the event that no qualified candidates have been nominated by the foregoing procedures, or that prior candidates have become unable to serve.

ARTICLE XI ELECTIONS

Section 1. The elected Officers of the Association shall be elected for and limited to a single two-(2) year term. The offices of President and Vice-President shall be filled in the odd-numbered years, while the offices of Secretary and Treasurer shall be filled in the even-numbered years. The terms of the President and Vice-President shall then overlap the terms of the Secretary and Treasurer to provide continuity to the Executive Board.

Section 2. The election of officers and members of the Executive Board shall take place either by a letter ballot mailed prior to the annual meeting or at the annual meeting, as the Executive Board shall dictate.

Section 3. The Nominating Committee shall count the ballots. The announcement of the election of the elected officers and members of the Executive Board will be made at the annual meeting.

ARTICLE XII MEETINGS

Section 1. The Executive Board shall designate the date and location of all meetings of the Association.

Section 2. One meeting of the year shall be designated as the annual meeting in which the election of officers shall take place. This annual meeting will be held in March.

Section 3. Special Business meetings may be called at the discretion of the Executive Board with 15 days notice given to the membership by mail for each special business meeting. An agenda of the contemplated business shall be included with each notice.

Section 4. Ten percent, (10%) of the total membership present at a designated time and place of business meetings will constitute a quorum.

ARTICLE XIII COMMITTEES

Section 1. The standing committees of the Association shall be as follows:

- 1) Membership Committee. This committee will receive and review the applications of prospective members of the Association. This committee is also responsible for recruiting new members.
- 2) Ethics Committee. This committee will be responsible for the formulation of ethical standards by which ITLA members will be bound. In addition, this committee will consider any disciplinary action which may be taken against any member and suggest to the membership what that disciplinary action should be.
- 3) By-laws Committee. This committee will put forward for the membership's consideration the by-laws by which ITLA will be bound. The committee will also consider amendments to these laws.
- 4) Regulatory Committee. This committee will be responsible for reporting to the membership any proposed or promulgated regulations they are aware of which would affect the membership.
- 5) Technical Committee. This committee will be responsible for providing the membership with new information of technological advances relative to the environmental testing field. This committee will also be responsible for scheduling presentations from vendors of instruments and supplies for the quarterly meetings.
- 6) Laboratory Advisory Committee. The acting President and a minimum of two full members are to be selected by the Association every two years to serve on this committee. Members will meet with representatives of various DEP divisions as scheduled by the Wall Experiment Station and are to report details of these meetings to the Association.
- 7) Newsletter Committee. This committee is responsible for the production of a quarterly newsletter outlying the activities of the Association and relative regulatory and technical information.

Section 2. The President is authorized to appoint special committees deemed necessary by the Executive Board.

Section 3. The President, subject to the approval of the Executive Board, shall appoint all committee chairman and members.

ARTICLE XIV

APPROVAL, AMENDMENTS, OR INTERPRETATION OF THE BY-LAWS

Section 1. Approval. The By-laws of the Association shall require the approval of the membership by a 2/3 vote of the membership.

Section 1. Amendments. Articles may be amended by 2/3 vote of the Association members provided a copy of the proposed changes has been sent to every member of the Association at least 30 days preceding the meeting in which the members shall vote on the change, or by letter ballot. Proposed changes may be originated in the Executive Board or through a petition signed by not less than 20% of the members of the Association and presented to the President who will submit it to a vote of the membership.

Section 1. Interpretation. The decision of the voting members of the Association on any question involving interpretation of the articles of the by-laws shall be final.

ARTICLE XV

CODE OF ETHICS

Section 1. Association members are committed to ensuring the integrity of their data and to meet the data quality objectives of their clients and of methods utilized.

Section 2. To provide confidential and honest professional services.

Section 3. To train employees on both the ethical and technical quality standards required.

Section 4. To adhere to applicable environmental guidelines in operating their laboratories.

Section 5. To adhere to applicable health and safety standards for their employees.

Section 6. To work with the MADEP to develop reasonable and responsible laws and regulations.

Section 7. To guard against advertisements, which are misrepresentative.

Section 8. To provide adherence to the business ethics embodied in this code.

ARTICLE XVI

DEDICATION OF ASSETS UPON DISSOLUTION

Section 1. Upon dissolution of the Association and the discharge of its debts and the settlement of its affairs, all funds, and property of the Association remaining thereafter shall be conveyed to one or more non-profit charitable organization as approved by the Executive Board. If the Executive Board fails to reach consensus within one (1) year of the decision for dissolution, such assets shall then be disposed of in any such manner as may be decreed by a court of law of the Commonwealth of Massachusetts.

ARTICLE XVII

INDEMNIFICATION

Section 1. The corporation shall indemnify any and all of its directors or officers or former directors or officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been directors or officers of the corporation except in relation to matters as to which such director or officer shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty.