

BY LAWS
of
The Magruder Check Sample Committee

A Committee of the Association of
American Plant Food Control Officials

ARTICLE I
Name and Office

Section 1. The Magruder Check Sample Committee (hereinafter referred to as Magruder), with an extended history of service to chemists engaged in the analysis of fertilizer, a Committee of the Association of American Plant Food Control Officials, Incorporated, (hereinafter referred to as AAPFCO) since 1971, was granted operating autonomy by resolution of AAPFCO on August 9, 1978.

Section 2. The principal office of the Magruder, shall be that of the AAPFCO located in Indiana.

ARTICLE II
Purpose

The purpose of Magruder shall be to provide laboratory quality control information to regulatory and industrial laboratories, domestic and foreign, engaged in the analysis of fertilizers:

- a. Operate a check sample program to provide reference points for individual laboratories, and to evaluate methods of analysis.
- b. Provide statistical analysis useful to each analyst to monitor his performance, and useful in method evaluation and laboratory evaluation.
- c. Encourage and sponsor the adoption, by participating laboratories, of the most effective methods of laboratory management, and of analysis of fertilizer.
- d. Conduct educational programs in analytical methods and preparation techniques, management, and statistics to obtain the maximum benefit from quality control programs. This includes publications.
- e. Promote good laboratory practices.

ARTICLE III
Members and Terms

Section 1. Members. Under provision 3 of the aforementioned resolution of AAPFCO, the twelve (12) members of Magruder are appointed by the President of AAPFCO, from nominees provided by Magruder. There shall be equal representation between industry and regulatory laboratories. Appointees shall have been employed for three years by a laboratory subscribing to and participating in the Magruder Fertilizer Check Sample Program. Membership in Magruder does not imply membership in AAPFCO.

Section 2. Terms. Members will serve (3) year terms, at the pleasure of the AAPFCO Board of Directors. The first appointments shall be four (4) members for three (3) year terms, four (4) for two (2) year terms, four (4) for one (1) year terms. Thereafter, Four (4) members shall be appointed annually. Special appointments to fill unexpired terms will be made by the AAPFCO President from nominees submitted by Magruder as soon as is practicable after a vacancy occurs. All appointments will be made from such persons as to keep six members that represent industrial laboratories and six members that represent regulatory laboratories. Members may succeed themselves. Members may be removed by the action of a plurality of Board of Directors of AAPFCO.

ARTICLE IV

Meeting of Members

Section 1. Annual Meeting. A meeting of Magruder shall be held at least once a year at such time as shall be determined by Magruder; Provided, however, that in cases of emergency the annual meeting by prior action under Section 5 of this Article, may not be held and that the business which otherwise would be conducted at the annual meeting be conducted by mail ballot as is provided in Section 9 of this Article, or by informal action as is provided in Section 5 of this Article.

Section 2. Special Meetings. Special meetings of the members may be called (a) by the Chairman, or (b) at the request of not less than three (3) members of Magruder.

Section 3. Place of Meeting. The Chairman may designate any place as the place for any meeting. The place for any special meeting called under Section 2 (b) of this Article shall be designated by the calling members.

Section 4. Notice of Meetings. Written or printed notice stating the place, day, and hour of any meeting of the members shall be delivered, either personally or by mail, to each member not less than ten (10) nor more than fifty (50) days before the date of such meeting, by or at the direction of the Chairman, or the Secretary, or the officers or persons calling the meeting. Shorter notice will suffice (2 days) if notice is given in person or by telephone. In case of a special meeting, or when required by statute, or by these By-Laws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of the meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of Magruder, with postage thereon prepaid.

Section 5. Informal Action by Members. Any action required by law to be taken at a meeting of the members, or any other action which may be taken at a meeting of members, may be taken without meeting if a consent in writing, setting forth the action so taken, shall be signed by nine members entitled to vote with respect to the subject matter.

Section 6. Quorum. Four (4) members, including at least two (2) regulatory and two (2) industry representatives, present in person or by proxy, shall constitute a quorum at any meeting of Magruder which is duly called pursuant to the provisions of these By-Laws.

Section 7. Manner of Acting. The act of a majority of the members present at a meeting at which a quorum is present shall be the act of Magruder, unless the act of a greater number is required by law or by the By-Laws.

Section 8. Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member, or by his duly authorized attorney-in-fact. No proxy shall be valid after three (3) months after the date of its execution.

Section 9. Voting by mail. Voting on any matter, including the election of officers, may be conducted by mail.

ARTICLE V

Officers

Section 1. Officers. The following officers shall be elected by the membership at each annual meeting by a majority vote of those present and voting, and shall serve for the year beginning with the adjournment of the annual meeting at which they were elected and ending with the adjournment of the next meeting:

Chairman, Vice Chairman, Secretary, and Treasurer. Any officer may serve succeeding term. The offices of Secretary and Treasurer may be occupied by the same person.

Section 2. Vacancies. If any office other than that of Chairman shall become vacant, the office shall be filled by a subcommittee consisting of the other officers for the remainder of the term. If the office of Chairman becomes vacant, the Vice Chairman shall thereupon become chairman of Magruder for the unexpired term, provided that such service shall not affect such person becoming chairman upon adjournment of the next annual

meeting. In the event that the office of chairman becomes vacant at a time when the office of Vice Chairman is also vacant, a Nominations Subcommittee appointed by the Secretary shall fill the Office of Chairman for the remainder of the term.

Section 3. Chairman. The Chairman shall be the principal executive officer of Magruder and shall in general supervise and control all of the business and affairs of Magruder. He shall preside at all meetings of the members. He may sign, with the Secretary or any other proper officer of Magruder authorized by Magruder, any contracts, or other instruments which Magruder has authorized to be executed, except in cases where the signing and execution thereon shall be expressly delegated by Magruder or by these By-Laws or by AAPFCO to some other officer or agent of Magruder; and in general he shall perform all duties incident to the office of the chief executive and such other duties as may be prescribed by Magruder from time to time.

Section 4. Vice Chairman. In the absence of the Chairman or in the event of his inability to act, the Vice Chairman shall perform the duties of the Chairman, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairman. The Vice Chairman shall perform such other duties as from time to time may be assigned to him by the Chairman or by Magruder.

Section 5. Secretary. The secretary shall keep the minutes of the meetings of the members in one or more books provided for the purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; keep a register of the members of Magruder and of their addresses; and in general perform all duties incident to the office of Secretary, and such other duties as from time to time may be assigned to him by the Chairman or by Magruder.

Section 6. Treasurer. If required by Magruder, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as Magruder shall determine. He shall have charge and custody of and be responsible for all funds and securities of Magruder; receive and give receipts for moneys, due and payable to Magruder from any source whatsoever, and deposit all such moneys in the name of Magruder in such banks, trust companies, or other depositories as shall be selected by Magruder, and in general perform all duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to him by the Chairman or by Magruder.

ARTICLE VI Subcommittees and Investigators

Section 1. Nominating Subcommittee. Not less than one (1) month prior to the annual meeting, the Chairman shall appoint a Nominating Subcommittee consisting of three (3) members. The Subcommittee shall submit to the Secretary in writing (a) slate of candidates for election as officers for the ensuing year, and (b) a slate of nominations to membership for recommendation to the President-elect of AAPFCO. Additional recommendations may be made from the floor at the annual meeting by any member of Magruder.

Section 2. Other Subcommittees and Investigators. The Chairman may appoint such other subcommittees and investigators as in his opinion are necessary for the management of the affairs of Magruder or for the pursuit of the objectives of Magruder.

ARTICLES VII Contracts, Checks, Deposits and Funds

Section 1. Contracts. Magruder may authorize any officer or officers, agent or agents of Magruder in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of Magruder, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of Magruder shall be signed by such officer or officers, agent or agents of Magruder and in such manner as shall from time to time be determined by resolution of Magruder. In the

absence of such determination by Magruder, such instruments shall be signed by the Treasurer and countersigned by the Chairman of Magruder.

Section 3. Deposits. All funds of Magruder shall be deposited from time to time to the credit of Magruder in such banks, trust companies, or other depositories as Magruder may select.

Section 4. Gifts. Magruder may accept any contribution, gift, bequest, or devise for the general purposes or for any special purposes of Magruder under Section II.

ARTICLE VIII Quality Control Samples

Section 1. Program. Magruder shall conduct one or more check sample programs to cover assay methods employed by regulatory and industrial fertilizer laboratories and to include sample matrices of importance to the trade.

Section 2. Funding. Subscription by any laboratory to any check sample program shall be by payment of subscription fee. The amount of such subscription fee shall be established by action of Magruder.

Section 3. Schedule. The type samples and schedule of delivery shall be established by action of Magruder.

Section 4. Service Contracts or Agreements. Magruder may, by action of its members, contract with any individual(s) or firm(s) to prepare and/or distribute samples, to provide statistical services, to provide duplicating, accounting or secretarial services, to conduct education programs, or to carry out any other action which is the responsibility of Magruder.

Section 5. Emergency Service Contracts. Between meetings of Magruder, the Chairman may establish an emergency service contract or agreement, the term of which shall not extend more than 60 days beyond the next annual meeting. If the need for such services are anticipated beyond this date, the contract may be extended by action of Magruder at its annual meeting, or another contract let with the same or other supplier of the services.

ARTICLE IX Books and Records

Magruder shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members and shall keep at the office of the Secretary a record giving the names and addresses of the members entitled to vote. All books and records of Magruder may be inspected by any member, or his agent or attorney, or any officer or director of AAPFCO for any proper purpose at any reasonable time.

ARTICLE X Fiscal Year and Annual Reports

Section 1. Fiscal Year. The fiscal year of Magruder shall begin on the first day of July and end on the last day of June in each year.

Section 2. Report to AAPFCO. The Secretary, or another officer, shall submit to the Board of Directors of AAPFCO annually a report of the activities and finances of Magruder. Copies of this report shall be sent to Magruder members. This report shall in no way limit the access of officers or directors of AAPFCO to Magruder records as specified in Article IX.

ARTICLE XI Waiver of Notice

Whenever any notice is required to be given under the provisions of these By-Laws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. The attendance of a member at any meeting shall constitute a waiver of notice of such meeting, except where a 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.

ARTICLE XII

By-Laws

These By-Laws may be amended at any regular or special meeting of the members of Magruder by a two-thirds vote of the members present or voting by proxy; provided, that the notice of the meeting shall contain a notice of the intention to amend or repeal existing By-Laws, or adopt new By-Laws, together with a copy of the proposed amendment or the proposed new By-Laws.

Approved and adopted by the Magruder Committee October 18, 1978. Revised and adopted by the Magruder Committee August 10, 1995. Revised and adopted by the Magruder Committee August 7, 2002.