

BY LAWS of SOUTH CAROLINA FERTILIZER AND AGRICHEMICALS ASSOCIATION

Article I

Purposes

The members of this Association have voluntarily associated themselves together into an organization designed to:

1. Promote, foster, and encourage through education the proper, correct, and safe use of pesticides, plant foods, and other related agricultural products.
2. Promote better understanding, cooperation, and a high standard of ethics among all persons with pesticidal, plant food, and other related agricultural products interest.
3. Further the interest of agriculture and the consuming public in South Carolina as related to pesticides, plant foods, and other related agricultural products.
4. Stimulate training and education of members to better serve the consuming public.
5. Cooperate with and advise the Director of Regulatory and Public Service Programs, Clemson University, and other appropriate governmental and private agencies and organizations.
6. Advise, assist, and cooperate with Legislative and Regulatory bodies and Administrative agencies in procuring progressive legislation and regulations relating to pesticides, plant foods, and other related agricultural products.
7. Do all things needful and necessary, suitable and proper to the carrying out of the above objective.
8. Have and possess and exercise any and all powers conferred by law on like corporations.

Article II

Powers

The powers which this Association may exercise shall be those set forth in the Certificate of Incorporation and those which are conferred by law.

Article III

MEMBERS

Section 1. Members.

The following shall be eligible for active membership.

- a. Any individual or company residing in or conducting business in South Carolina, who is concerned with the manufacture, formulation, distribution, application, or use of pesticides, plant foods, and other related agricultural products.
- b. Any individual or company residing in or doing business in South Carolina who supplies equipment and/or service for the above named functions.

Section 2. Eligibility for Associate Members.

- a. Any professional agricultural worker associated with county, town, city, state, or federal government whose interest lies in the fields outlined above and who subscribes to the general purposes and program of this Association.

Section 3. Membership Roll.

There shall be maintained in the office of the Association a roll of all members and their addresses.

Section 4. Duties of Members.

Each member shall loyally support his Association and shall properly and in good faith comply with these by-laws and any amendments there of duly adopted and with the terms and conditions of any and all agreements with the Association on his part to be performed and with any and all rules and regulations adopted by the Association and his conduct in all matters and things shall not be detrimental to the rights and interests of the Association.

Section 5. Resignation, Suspension, or Termination.

Any member may resign his membership upon giving notice in writing to the secretary. Membership shall terminate when the member withdraws, or he or the Board of Directors cancels the membership.

Upon the failure of the member to pay his dues for the current year, within the time specified by the Board of Directors, he will be automatically dropped from membership. The Board of Directors shall also have the right at all times to dismiss any member who has been judged by the Board to be acting contrary to the aims and purposes of the best interest of the Association, provided, however, that any such member have the opportunity to appear before the next regular meeting or special meeting of the membership. In such a case, the dismissed member may be reinstated by a two-thirds majority vote of the membership present.

Section 6. Services to Non-members.

The Association if it elects to perform services for non-members, shall do so in a manner as may be prescribed from time to time by the Board of Directors.

Section 7. Liability.

Except for the debts lawfully contracted between him and the Association, no member shall be liable for the debts of the Association to an amount exceeding the sum remaining unpaid on his subscription to capital in the Association, including any unpaid balance or any promissory note in payment thereof.

Section 8. Member's Property Interest.

No member shall have a property interest in this Association.

Section 9. Annual Meeting.

The annual meeting of the Association shall be held in January or within forty-five (45) days of January 1 if approved by the Board of Directors and place to be determined by the Board of Directors.

Section 10. Special Meetings.

The Board of Directors shall have the right to call a special meeting at any time, and ten percent of the members may file a petition stating the specific business to be brought before the Association and demand a special meeting at any time. Such meetings shall thereupon be called by the President and the Executive Director.

Section 11. Notice.

Notice of all meetings, together with a statement of purposes thereof, shall be mailed to each member at least ten days prior to this meeting. No business shall be transacted at special meetings other than that referred to in the call. Notices and service thereof may be waived in writing, by the attendance in person, or by mail ballot of all members.

Section 12. Quorum.

Ten percent of the members in person or represented by mail ballot shall constitute a quorum for the transaction of business at any meeting. A meeting may be adjourned from time to time by those present until a quorum is obtained.

Section 13. Dues and Voting Rights.

Annual membership dues shall be determined from time to time by the Board of Directors; provided, that the dues for the first year shall be \$40 for active members and \$20 for associate members. Company sustaining memberships shall be \$250. Contributing memberships shall be \$100. Active members in good standing as of the date of any meeting shall be eligible to vote.

Section 14. Proxy Voting.

Proxy voting shall be allowed under such conditions and requirements as the Board of Directors may prescribe from time to time.

Section 15. Order of Business.

The order of business at the annual meeting of the membership shall be:

- a. Determine that quorum is present.
- b. Proof of due notice of meeting.
- c. Reading and disposal of any unapproved minutes.
- d. Annual reports of officers and committees.
- e. Unfinished business. (Roberts' Rules of Order shall prevail).
- f. New business, including election of Director.
- g. Adjournment.

Article IV

DIRECTORS, OFFICERS, AND ADVISORS

Section 1.

- a. Number of Directors.

The business of the Association shall be managed by a Board of Directors consisting of fourteen members elected from the membership who shall serve without compensation. The fourteen member Board shall normally consist of two basic pesticide manufacturers, two independent blenders or dealers, two basic fertilizer manufacturers, two pesticide distributors, and six at-large members. Representatives of Clemson Regulatory Services, Certified Crop Advisors, Clemson Extension Service, Clemson Agricultural Experiment Station, SC Department of Agriculture and others as approved by the board of directors or the membership will serve as advisors to the Board of Directors. Variations in the guidelines for Board membership may be recommended by the Board of Directors and approved by the general membership.

- b. Eligibility.

Only members of the Association who are in good standing shall be eligible for election to the Board of Directors.

Section 2. Election of Directors.

The first Board of Directors will consist of the existing Boards of Directors of the South Carolina Plant Food Society and the Pesticide Association of South Carolina until their terms have expired. Thereafter, directors shall be elected for terms of three years.

Section 3. Officers.

The first year the Board of Directors shall meet immediately before the annual meeting and shall elect a president and vice president. Thereafter, the Board shall meet immediately after the annual meeting to elect a vice president who shall be considered president-elect for the following year. A secretary and treasurer or a secretary-treasurer, who need not be an active member of the Association shall also be elected. Such officers shall hold office for one year or until their successors are duly elected and qualified unless earlier removed by death, resignation, or for cause. The Board of Directors shall also have the power to elect or appoint any assistant officers, and/or Executive Director that shall be found necessary in the operation of the Association. Officers shall assume their duties immediately upon election.

Section 4. Meetings.

The Board of Directors shall meet at least once yearly at a place and time set by the president. Special meetings of the Board of Directors shall be held upon call of the president or upon written request of a majority of the directors.

Section 5. Notice of Meetings.

Notice of regular and special meetings shall be mailed by the Director to each member of the Board of Directors not less than five days before such meeting; however, which notice may be waived in writing or by the attendance in person of all the directors.

Section 6. Quorum.

A majority of the Board of Directors shall constitute a quorum at any meeting of the Board.

Section 7. Vacancies.

When a vacancy on the Board of Directors occurs, other than by expiration of term, the remaining members of the Board, by a majority vote, shall fill the vacancy until the annual meeting, when the members shall elect a director for the balance of the term. Any director or officer may resign upon giving notice in writing to the Board.

Article V

DUTIES OF DIRECTORS

Section 1. Management of the Association.

The Board of Directors shall have general supervision and control of the Association and its affairs and shall make all rules and regulations not inconsistent with law or with these by-laws for the management of the Association and the guidance of the members, officers, employees, and agents of the Association.

Section 2. Executive Committee and Other Committees.

The Executive Committee will consist of seven members. The President, Vice President, Executive Director, and four members of the Board of Directors to be appointed by the President and shall have such powers and duties as set forth by the Board of Directors and/or President in conducting the affairs of the Association. Standing committees shall include a Legislative, Plant Food, Pesticide, Membership, Promotions, Summer Meeting and Winter Meeting Committee. The Board of Directors and/or the President may establish other committees as deemed necessary. Such committees shall be responsible to and shall report to the Board of Directors as the Board shall direct.

Section 3. Bonds and Insurance.

The Board of Directors may require all officers, agents, and employees charged by the Association with responsibility for the custody of any of its funds or negotiable instruments to give adequate bond. Such bonds, unless cash security is given, shall be furnished by a responsible bonding company and approved by the Board of Directors. The Board may provide for the adequate insurance of the property of the Association or property which may be in the possession of the Association, or stored by it, or not otherwise adequately insured, and in addition adequate insurance covering liability for accidents to all employees.

Section 4. Audits.

At least once a year, the Board of Directors shall secure the services of a competent and disinterested public auditor or accountant, or appoint a disinterested committee of three persons who shall make a careful audit of the books and accounts of the Association and render a report in writing thereon, which report shall be submitted to the members of the Association at their annual meeting. The report shall include at least (1) a balance sheet showing the true assets and liabilities of the Association; (2) an operating statement for the fiscal period under review; (3) an itemized statement of all expenses for the period under review; (4) a statement showing the amount of capital, if any, furnished by the members during the period under review; and (5) a statement of the number of members at the beginning of the fiscal year, the number admitted to membership during the year, the number of memberships terminated, and the number of members at the close of the year. Special audits shall be made upon order of the Board of Directors or upon a majority vote of the members at any regular or called meeting.

Section 5. Report to State and Federal Authorities.

The directors shall cause the Association to make and file with State and Federal authorities all reports and returns as are now or may hereafter be required by law.

Article VI

DUTIES OF OFFICERS

Section 1. Duties of President.

The President shall (1) preside over all meetings of the Association and of the Board of Directors, (2) call special meetings of the Board of Directors, (3) perform all acts and duties usually performed by an executive or presiding officer, and (4) sign all papers of the Association as he may be authorized or directed to sign by the Board of Directors, provided, however, that the Board of Directors may authorize any person to sign any or all checks, contracts, and other instruments in writing on behalf of the Association. The president shall perform such other duties as may be prescribed by the Board of Directors.

Section 2. Duties of Executive Director.

The director shall keep a complete record of all meetings of the Association and of the Board of Directors, and shall have general charge and supervision of the books and records of the Association. He shall serve all notices required by law and by these by-laws and shall make a full report of all matters and business pertaining to his office to the members at the annual meeting. He shall act as director to the executive committee, and shall perform such other duties as may be required of him to the Association or the Board of Directors. Upon the election of his successor, the director shall turn over to him all books and other property belonging to the Association that he may have in his possession.

Section 3. Duties of Treasurer.

The Treasurer shall perform such duties with respect to the finances of the Association as may be required of him by the Board of Directors. He shall make all reports required by law.

Section 4. Delegation of Duties.

Any of the above duties may be delegated by the Board of Directors to any assistant officers they may approve or elect.

Section 5. Executive Director.

The Board may employ an Executive Director whose compensation and duties shall be prescribed by the Board of Directors.

Article VII

MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year

The fiscal year of this Association shall begin on January 1 and shall end on December 31 of each year.

Article VIII

AMENDMENTS

Section 1. By the Members

These by-laws may be amended, repealed, or altered, in whole or in part, by a two-thirds majority vote of the members present and voting at any regular or special meeting at which there is a quorum and the notice of which contained a statement covering the proposed amendment.