

**CALIFORNIA/NEVADA SECTION CONSTITUTION AND BY-LAWS**

**May 5, 1992**

**Revised January 13, 2004**

**Revised January 6, 2010**

**Adopted February 10, 2010**

Each unit may adopt its own By-laws for the conduct of affairs, provided such By-laws are in harmony with the Constitution, By-laws and Rules of the Society, and are recommended by the California/Nevada Executive Committee and approved by the Membership Development Council, and provided also that every publication of such By-laws be prefaced with a copy of this rule.

<http://www.asabe.org/membership/handbook.html>

**ARTICLE I**  
**NAME AND TERRITORY**

**SECTION 1 - NAME**

The name of this Section shall be California/Nevada Section of the AMERICAN SOCIETY OF AGRICULTURAL AND BIOLOGICAL ENGINEERS, chartered by and operated under the jurisdiction of the AMERICAN SOCIETY OF AGRICULTURAL AND BIOLOGICAL ENGINEERS, 2950 Niles Road, St. Joseph, Michigan 49085.

**SECTION 2 - TERRITORY**

The Territory of this Section will comprise the States of California and Nevada.

**ARTICLE II**  
**OBJECTS**

**SECTION 2.1 – OBJECTIVE**

The objective of this Section of the AMERICAN SOCIETY OF AGRICULTURAL AND BIOLOGICAL ENGINEERS shall be:

- a) To promote the science and art of engineering in agriculture and other biological systems.
- b) To encourage original research.
- c) To foster agricultural and biological engineering education.
- d) To support activities of agricultural and biological engineering students; to encourage interaction between students and practicing engineers.
- e) To advance the standard of agricultural and biological engineers.
- f) To promote the intercommunication of members among themselves and allied technologists to encourage the improvement of the intellectual and technical skills of its members with a view to the promotion of public welfare through the development of better educated engineers.
- g) To broaden the usefulness of agricultural engineering.
- h) To unite the members in the bonds of friendship, good fellowship and mutual understanding.
- i) To provide a forum for the open discussion of all matters relating to agricultural and biological engineering; provided, however, that partisan politics and sectarian religion shall not be debated by members.

**ARTICLE III**  
**MEMBERSHIP AND DUES**

**SECTION 1 – MEMBERSHIP**

A membership in this Section shall include only members of the AMERICAN SOCIETY OF AGRICULTURAL AND BIOLOGICAL ENGINEERS in good standing and of any grade residing in the territory of the Section. Members of the Society may become members of this Section without the payment of an admission fee.

**SECTION 2 - DUES AND ASSESSMENTS**

There shall be no Section dues. Special assessments for specific purposes may be levied by the Section on the membership of this Section from time to time. However, special assessments shall not exceed more than TWENTY AND NO/100 (20.00)

DOLLARS per year per member.

**ARTICLE IV**  
**MEMBERSHIP MEETINGS**

**SECTION 1 - PLACE**

Meetings of the members of the Section shall be held at such place, either within or without the Territory as may, from time to time, be designated by the Executive Committee and stated in a notice of the meeting.

**SECTION 2 – ANNUAL MEETING**

An annual meeting of the members of the Section shall be held each year for the election of Officers and for the transaction of such other business as may be brought before the meeting.

**SECTION 3 – SPECIAL MEETINGS**

Special business meetings of the voting members may be called on the order of the Chair or by a majority of the Executive Committee.

**SECTION 4 - NOTICE**

Written notice of all business meetings of the voting members shall be mailed or e-mailed, per the member's expressed permission, to each member at least ten days prior to the meeting. Notice of any special meeting shall state in general terms the purposes for which the meeting is to be held. Attendance at any meeting of the voting members, in person or by proxy, shall constitute a waiver of requirement for notice of such meeting.

**SECTION 5 - QUORUM**

Five (5) percent of the members, present in person or represented by proxy, shall constitute a quorum for the transaction of business at all business meetings of the voting members and for all mail ballots. If there be less than a quorum, a majority of the voting members present or represented at a business meeting may adjourn the meeting.

**SECTION 6 – VOTING**

At all business meetings of the members, each member shall be entitled to one vote, in person or by proxy, and a majority of the votes cast on any question shall control, provided that a quorum is present. The members may also, at the direction of the Executive Committee, cast votes by mail or e-mail, per the member's expressed permission, on any issue such members are entitled to vote upon.

**SECTION 7 – CHAIR OF MEETING**

The Chair or, in his/her absence, a Vice Chair shall preside at all business meetings of the voting members, and, in the absence of the Chair and Vice Chair, the Executive Committee may appoint any voting member to act as Chair of the meeting.

**SECTION 8 – SECRETARY OF MEETING**

The Secretary of the Section shall act as Secretary of all business meetings of the members; and, in the Secretary's absence, the Chair may appoint any person to act as Secretary of the meeting.

**ARTICLE V**  
**EXECUTIVE COMMITTEE**

**SECTION 1 – MANAGEMENT OF CORPORATION**

The property, business and affairs of the Section shall be managed and controlled by the Executive Committee.

**SECTION 2 – NUMBER, CLASSIFICATION, AND TERM OF OFFICE**

The Executive Committee shall consist of: Chair, Vice Chair, Secretary, Treasurer, Immediate Past Chair, Chairs of the committees described in **ARTICLE VI**, and Academic Department Chairs. The elected members shall serve for the fiscal year they are elected and until a successor is elected and installed.

**SECTION 3 – VACANCY**

Whenever any vacancy shall occur in the Executive Committee, by reason of death, resignation, or increase in the number of committee members or otherwise, it may be filled by a vote of the majority of the remaining Elected Executive Committee members, though less than a quorum, for the balance of the term except that, in the case of an increase in the number of committee members, such vacancy may be filled only until the next annual meeting of members, at which time the vacancy shall be filled by the vote of the members.

**SECTION 4 – ANNUAL MEETINGS**

The annual meeting of the Executive Committee, of which no notice shall be necessary, may be held immediately before or after the annual meeting of the voting members or immediately following any adjournment thereof for the purpose of the organization of the Executive Committee for the ensuing year and for the transaction of such other business as may be conveniently and properly brought before such meeting.

**SECTION 5 – SPECIAL MEETINGS**

Special meetings of the Executive Committee may be called by order of the Chair of the Executive Committee, the Vice Chair, or by one-third (1/3) of the Executive Committee members. The Secretary or Chair shall give notice of the time, place, and purpose(s) of each special meeting by mailing or e-mailing, per the member's expressed permission, the same at least ten days before the meeting or by telephoning or faxing the same at least seven days before the meeting to each committee member. Attendance at any special meeting, in person, shall constitute a waiver of requirement for notice of such meeting.

**SECTION 6 – CONDUCT OF MEETINGS**

At meetings of the Executive Committee, the Chair or a designated Vice Chair shall preside. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business, but less than a quorum may adjourn any meeting from time to time until a quorum shall be present,. At any meeting at which every committee member shall be present, even though without any notice, any business may be transacted.

**SECTION 7 – MANIFESTATION OF DISSENT**

Committee members of the Section who are present at a meeting of the Executive Committee at which action on any Section matter is taken shall be presumed to have assented to the action taken unless his/her dissent shall be entered in the minutes of the meeting or unless he/she shall file his/her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the Section within thirty (30) days after the adjournment of the meeting. Such right to dissent shall not apply to committee members who voted in favor of such action.

## ARTICLE VI COMMITTEES

### SECTION 1 - COMMITTEES

The Section shall provide for the following standing committees:

- a) Membership  
Responsible for overseeing membership changes to the section. This would include: sending a welcome letter from the section to new members, corresponding to members who have not renewed or recently dropped from ASABE and inviting them to the annual meeting, and providing a report on membership levels at the annual meeting. The Past Chair or Vice Chair shall be a member ex-officio or Chair of this committee.
- b) Program  
Responsible for organizing the annual dinner, which traditionally has been held in Tulare, California on Wednesday evening during the week of the Tulare Farm Show. Responsible for meeting room reservations, the dinner menu and receiving attendee reservations. The Vice Chair shall be a member ex-officio or Chair of this committee.
- c) Career Development  
Responsible for continuing professional development activities at the section level, including those at annual meetings that will attract and interest more attendees, particularly professional ASABE members.
- d) Public Relations  
Responsible for assisting the Chair and Executive Committee with assembling a bi-monthly newsletter for publication to Section members and maintaining the mailing list for this purpose. Responsible for working with student sponsors for the annual meeting and being the contact officer for other professional organizations.
- e) Awards  
Responsible for working with ASABE headquarters to determine the longevity awards including notification of the award recipients so they have the opportunity to attend the annual meeting. Responsible for soliciting candidates for section awards such as *Engineer of the Year*.
- f) Industry/Student Liaison  
Responsible for working with the student clubs at the universities in California and Nevada to help arrange for local guest speakers. Current Academic Department Chairs from ASABE-recognized Colleges and Universities in the Section are members of this committee unless they designate a student club advisor or faculty member in their stead.
- g) Nominating  
The Nominating Committee shall consist of at least three (3) members who are not currently elected Officers, who shall nominate one or more candidates for the incoming elective officers of the Section.

### SECTION 2 – OTHER COMMITTEES

The Executive Committee may also appoint from the membership such other committees as they may determine. Such committees shall have such powers and duties as shall from time to time be prescribed by the Executive Committee. The Chair

shall be a member ex-officio of each committee appointed by the Executive Committee.

### **SECTION 3 – RULES OF PROCEDURE**

A majority of the members of any committee may fix its rules of procedure. All action by any committee shall be reported to the Executive Committee at a meeting succeeding such action and shall be subject to revision, alteration, and approval by the Executive Committee.

## **ARTICLE VII** **OFFICERS**

### **SECTION 1 - ELECTION**

The membership shall elect at the annual meeting the officers of the Section who shall be the Chair, the Vice Chair, the Secretary, and the Treasurer.

### **SECTION 2 - REMOVAL**

In its discretion, the Executive Committee, by the vote of a majority of the whole committee, may leave unfilled for any such period as it may fix by resolution any office except that of Chair, Secretary, and Treasurer. Any officer or agent shall be subject to removal at any time by the affirmative vote of a majority of the whole Executive Committee. Any officer, agent, or employee, other than officers appointed by the Executive Committee, shall hold office at the discretion of the officer appointing them.

### **SECTION 3 – DUTIES OF THE CHAIR**

The Chair of the Executive Committee shall be the chief executive and administrative officer of the Section. The Chair shall preside at all meetings of the members and the Executive Committee. The Chair shall exercise such duties as customarily pertain to the office of Chair and shall have general and active supervision over the property, business and affairs of the Section and over its several officers. The Chair may appoint officers, agents, or employees other than those appointed by the Executive Committee. The Chair may sign, execute, and deliver in the name of the Section powers of attorney, contracts, bonds, and other obligations and shall perform such other duties as may be prescribed from time to time by the Executive Committee or by the By-Laws.

### **SECTION 4 – DUTIES OF THE VICE CHAIR**

The Vice Chair shall have such powers and perform such duties as may be assigned to them by the Executive Committee or the Chair. In the absence or disability of the Chair, the Vice Chair designated by the Executive Committee or by the Chair shall perform the duties and exercise the powers of the Chair. The Section may appoint more than one Vice Chair as they, from time to time, may determine who shall have such duties as the Section shall determine.

### **SECTION 5 – DUTIES OF THE SECRETARY**

The Secretary shall keep the minutes of all meetings of the members, and of the Executive Committee, and to the extent ordered by the Executive Committee or the Chair, the minutes of meetings of all committees. The Secretary shall cause notice to be given of meetings of members, Executive Committee, and of any committee appointed by the Executive Committee. The Secretary shall have the general charge of the records, documents, and papers of the Section not pertaining to the performance of the duties vested in other officers, which shall at all reasonable times, be open to the examination of any committee member. The Secretary may sign or execute contracts with the Chair or a Vice Chair thereunto authorized in the name of the Section and affix the seal of the Section thereto. The Secretary shall perform such other duties as may be prescribed from time to time by the Executive Committee or by the By-Laws. The

offices of Secretary and Treasurer may be held concurrently by one member.

**SECTION 6 – DUTIES OF TREASURER**

The Treasurer shall have general custody of all the funds and securities of the Section and have general supervision of the collection and disbursement of funds of the Section. The Treasurer shall endorse on behalf of the Section for collection checks, notes, and other obligations, and shall deposit the same to the credit of the Section in such bank or banks or depositories as the Executive Committee may designate. The Treasurer may sign, with the Chair, or such other person or persons as may be designated for the purpose by the Executive Committee, or alone if so authorized by the Executive Committee, all bills of exchange or promissory notes of the Section. The Treasurer shall enter or cause to be entered regularly in the books of the Section full and accurate account of all monies received and paid by the Treasurer on account of the Section; shall at all reasonable times exhibit the books and accounts to any committee member of the Section during business hours and whenever required by the Executive Committee or the Chair, shall render a statement of the accounts. The Treasurer shall perform such other duties as may be prescribed from time to time by the Executive Committee or by the By-Laws. Upon the request of the Executive Committee, the Treasurer shall give bond for the faithful performance of the duties of Treasurer in such sum and with such surety as shall be approved by the Executive Committee. The office of Secretary and Treasurer may be combined by the Section as they may from time to time determine. The offices of Secretary and Treasurer may be held concurrently by one member.

**SECTION 7 – BANK ACCOUNTS**

In addition to such bank accounts as may be authorized in the usual manner by resolution of the Executive Committee, the Treasurer, with the approval of the Chair, may authorize such bank accounts to be opened or maintained in the name and on behalf of the Section as the Treasurer may deem necessary or appropriate. Payments from such bank accounts are to be made upon and according to the check of the Section which may be signed jointly or singly by either the manual or facsimile signatures of such officer or bonded employee as shall be specified in the written instructions of the Treasurer with the approval of the Chair of the Section.

**SECTION 8 – VACANCY**

Except as provided in **ARTICLE V, SECTION 3**, in case any office shall become vacant, the Executive Committee shall have power to fill such vacancy. In case of the absence or disability of any officer, the Executive Committee may delegate the power or duties of any officer to another officer or a director for the time being.

**ARTICLE VIII**  
**MISCELLANEOUS**

**SECTION 1 – FISCAL YEAR**

The fiscal year of this Section shall be July 1 through June 30.

**SECTION 2 – WAIVER OF NOTICE**

Any notice required to be given to any member, committee member or officer under the revisions of these By-Laws or otherwise, may be waived in writing by the member, committee member, or officer.

**SECTION 3 – COMPLIANCE WITH AMERICAN SOCIETY OF AGRICULTURAL AND BIOLOGICAL ENGINEERS’ CONSTITUTION**

This Constitution and By-Laws and the operations of this Section are expressly subject to

provisions of the Constitution and By-Laws of AMERICAN SOCIETY OF AGRICULTURAL AND BIOLOGICAL ENGINEERS, as amended from time to time.

**SECTION 4 – RULES OF ORDER**

Except as modified herein, this Section shall be governed under Roberts Rules of Order.

**ARTICLE IX**  
**AMENDMENTS**

**SECTION 1 – BY-LAW AMENDMENTS**

This Constitution and By-Laws may be amended upon a majority vote of the Executive Committee of this Section and a favorable vote of two-thirds (2/3) of the Section members voting. Such a vote may be made by letter ballot or by vote at a meeting of the Section at which a quorum is present.

**ARTICLE X**

No part of the net earnings of the Section shall inure to the benefit of or be distributable to its members, officers, or other private persons, except that the Section shall be authorized and empowered to pay reasonable compensation of services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the Section shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Section shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Section shall not carry on any other activities not permitted to be carried on (a) by a Section exempt from Federal income tax under Section 501(c) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a Section, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Upon the dissolution of the Section, the Executive Committee shall, after paying or making provision for the payment of all of the liabilities of the Section, forward all of the assets of the Section to the National Office of AMERICAN SOCIETY OF AGRICULTURAL AND BIOLOGICAL ENGINEERS, provided the same is then organized and operated for scientific and educational purposes within the meaning of Section 501 (c) (3) of the 1954 United States Internal Revenue Code, as amended; if said AMERICAN SOCIETY OF AGRICULTURAL AND BIOLOGICAL ENGINEERS is not then so organized or operated, then the assets of the Section shall be distributed to an organization or organizations, operated and organized for similar, educational, scientific or charitable purposes.