
American Society of Agricultural and Biological Engineers
Quad City Section

BYLAWS

Article R11 (Sections), Rule 9 (ASABE Constitution, Bylaws and Rules): "Each section may adopt its own bylaws for the conduct of affairs, provided such bylaws are in harmony with the Constitution, Bylaws and Rules of the Society, and are approved by the Membership Development Council, and provided also that every publication of such bylaws be prefaced with a copy of this rule."

ARTICLE I

NAME AND TERRITORY

- SEC. 1. NAME. The name of this Section shall be the Quad City 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.
- SEC. 2. TERRITORY. The Territory of this Section will comprise Clinton, Muscatine and Scott Counties in the State of Iowa, and Bureau, Carroll, Henry, Lee, Mercer, Ogle, Putnam, Rock Island and Whiteside Counties in the State of Illinois.

ARTICLE II

OBJECTS

- SEC. 1. The object 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, including mechanization and other related technologies.
 - b. To encourage original research.

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- c. To foster agricultural and biological engineering education.
- d. To advance the standard of agricultural and biological engineers.
- e. To promote the intercommunication of members among themselves and allied technologies 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.
- f. To broaden the usefulness of agricultural and biological engineering.
- g. To unite the members in the bonds of friendship, good fellowship and mutual understanding.
- h. 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

- SEC. 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.
- SEC. 2. DUES AND ASSESSMENTS. There shall be no Section dues. The Section may levy special assessments for specific purposes on the membership of this Section from time to time. However, special assessments shall not exceed more than FIVE (\$5.00) DOLLARS per year per member.

ARTICLE IV

MEMBERSHIP MEETINGS

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- SEC. 1. PLACE. Meetings of the members of the Section shall be held at such place, either within or without the Section Territory as may, from time to time, be designated by the Executive Committee and stated in a notice of the meeting.
- SEC. 2. ANNUAL MEETING. An annual meeting of the members of the Section shall be held for the installation of officers and for the transaction of such other business as may be brought before the meeting. Additional membership meetings may be held from time to time as deemed appropriate by the Executive Committee at which items of Section business may be addressed.
- SEC. 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.
- SEC. 4. NOTICE. Written notice of all business meetings of the voting members shall be mailed or delivered to each member at least three (3) 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 notice of such meeting.
- SEC. 5. QUORUM. Ten (10) percent of the Section 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; but if there be less than a quorum, a majority of the voting members present or represented may adjourn the meeting from time to time.
- SEC. 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 on any issue such members are entitled to vote upon.
- SEC. 7. CHAIR OF MEETING. The Chair or, if not present, the Chair-Elect, shall preside at all business meetings of

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the voting members, and in the absence of the Chair and Chair-Elect, the Executive Committee may appoint any voting member to act as chair of the meeting.

SEC. 8. SECRETARY OF MEETING. The Secretary of the Section shall act as Secretary of all business meetings of the members. If the Secretary is not present, the Chair may appoint any person to act as Secretary of the meeting.

ARTICLE V

EXECUTIVE COMMITTEE

SEC. 1. MANAGEMENT OF CORPORATION. The property, business and affairs of the Section shall be managed and controlled by the Executive Committee.

SEC. 2. NUMBER, CLASSIFICATION, AND TERM OF OFFICE. The Executive Committee shall consist of: Chair, Chair-Elect, Secretary, Treasurer, and the immediate Past Chair. They shall serve for the fiscal year they are elected and until a successor is elected or appointed and installed.

SEC. 3. VACANCY. Whenever any vacancy shall occur on the Executive Committee, by reason of death, resignation, increase in the number of committee members, or otherwise, it may be filled by a majority of the remaining 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.

SEC. 4. ANNUAL MEETINGS. The annual meeting of the Executive Committee, of which no notice shall be necessary, shall be held immediately following 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.

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SEC. 5. SPECIAL MEETINGS. Special meetings of the Executive Committee may be called by order of the Chair of the Executive Committee, the Chair-Elect, or by one-third (1/3) of the committee members. The Secretary shall give notice of the time, place and purpose or purposes of each special meeting by mailing the same at least two (2) days before the meeting or by telephoning or emailing the same at least one (1) day before the meeting to each committee member. Attendance at any special meeting, in person, shall constitute a waiver of notice of such meeting.

SEC. 6. CONDUCT OF MEETINGS. At meetings of the Executive Committee, the 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, whereupon the meeting may be held, as adjourned, without further notice. At any meeting at which every committee member shall be present, even though without any notice, any business may be transacted.

SEC. 7. MANIFESTATION OF DISSENT. Members of the Executive Committee 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 dissent shall be entered in the minutes of the meeting or unless written dissent to such action shall be filed with the person acting as the Secretary of the meeting before adjournment thereof, or such dissent be forwarded 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

SEC. 1. MEMBER SERVICE REPRESENTATIVES. The Section shall seek out individuals to provide leadership for the following member services:

- a. Program
- b. Continuing Education

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- c. Communications and Public Relations
- d. Membership
- e. Local Awards
- f. National Awards
- g. Scholarship
- h. Social Hour Coordination
- i. Young Professionals

SEC. 2. RULES OF PROCEDURE FOR MEMBER SERVICE REPRESENTATIVES

SEC. 2.1 MEMBERSHIP. The Section Chair, acting with the aid of the Executive Committee, shall seek a volunteer(s) for each of the Member Service areas listed above.

SEC. 2.2 REPORTING. Each Member Service area listed above shall designate a non-voting representative to the Executive Committee. All actions by the Member Service Representatives 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.

SEC. 2.3 OBJECTS. Each Member Service area may develop specific goals and objectives from time to time or may have goals and objectives prescribed by the Executive Committee. General objectives shall be as follows:

- (a) Program. The Program representative(s) shall be responsible for Section meeting planning including selecting a meeting date, site and program content. Satisfying the professional and technical needs for information and networking of the Section members shall be primary goals.
- (b) Continuing Education. Planning an annual continuing education seminar shall be the primary goal of the Continuing Education representative(s).
- (c) Communications and Public Relations. This representative(s) will prepare Section newsletters and updates to the Section web site.
- (d) Membership. Membership retention and the recruiting of new members shall be primary goals.
- (e) Local Awards. This representative(s) will provide annual recognition of those achieving certain levels of ASABE membership longevity and those receiving U.S. patents during the previous year.

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- (f) National Awards. This representative(s) shall be responsible for the recognition of Section member outstanding achievements by seeking out such individuals and nominating them for ASABE national awards.
- (g) Scholarship. The scholarship representative(s) will be responsible for annually preparing and distributing applications for the Section's scholarship(s) and selecting the recipient(s) from the applicants.
- (h) Social Hour Coordination. This representative(s) will coordinate the social hours at Section meetings.
- (i) Young Professionals. This representative(s) will work to meet the needs of the younger Section members as they start their professional careers.

SEC. 3 NOMINATING COMMITTEE. The Nominating Committee shall consist of three (3) members who are not elected officers, who shall nominate one or more candidates for the elective officers of the Section and for the succeeding Nominating Committee. (Ref. Article V, Sec. 2 and Article VII, Sec. 1) In each election of new Nominating Committee members, the individual receiving the most votes shall serve as the Chair of the Nominating Committee.

SEC. 4. OTHER COMMITTEES. The Executive Committee may also appoint from the membership such other committees as they may deem necessary and/or useful. Such committees shall have such powers and duties as shall from time to time be prescribed by the Executive Committee. The Chair shall be an ex-officio member of each committee appointed by the Executive Committee.

SEC. 5. RULES OF PROCEDURE FOR OTHER COMMITTEES. 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.

SEC. 6. AUDIT COMMITTEE. The Section Chair shall appoint annually an Audit Committee of three members, who are not elected officers, who shall audit and report in writing to the Executive Committee within 60 days of the Annual Meeting.

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ARTICLE VII

OFFICERS

- SEC. 1. ELECTION. The membership shall annually elect by letter ballot the Chair-Elect, the Secretary and the Treasurer. In addition the Section shall elect the three members of the Nominating Committee.
- SEC. 2 TERM. Officers shall serve a one (1) year term coincident with the Section fiscal year as defined in Article VIII, Sec. 1.
- SEC. 3. 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 Member Service Representatives appointed by the Executive Committee, shall hold office at the discretion of the officer appointing them.
- SEC. 4. 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; 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; 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 Bylaws. A member who has served as Chair for one year shall not be eligible for reelection to that office.
- SEC. 5. DUTIES OF THE CHAIR-ELECT. The Chair-Elect becomes Chair the year following election to that office.

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In the absence or disability of the Chair, the Chair-Elect shall perform the duties and exercise the powers of the Chair. The Chair-Elect shall have such powers and perform such duties as may be assigned by the Executive Committee or the Chair. The Chair-Elect shall serve as the Section's representative to the Planning Committee of the Agricultural Machinery Conference.

SEC. 6. 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 by the Chair, the minutes of all meetings of all committees. The Secretary shall cause notice to be given of meetings of members, the 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 reasonable times, be open to the examination of any committee member. The Secretary may sign or execute contracts with the Chair 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 Bylaws.

SEC. 7. DUTIES OF THE 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 on account of the Section; shall at all reasonable times exhibit books and accounts of the office to any

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Executive Committee member of the Section during business hours and, whenever required by the Executive Committee or the Chair, shall render a statement of the Section accounts. The Treasurer shall perform such other duties as may be prescribed from time to time by the Executive Committee or by the Bylaws. Upon request of the Executive Committee, the Treasurer shall give bond for the faithful performance of his or her duties in such sum and with such surety as shall be approved by the Executive Committee. The offices of Secretary and Treasurer may be combined by the Executive Committee as they may from time to time determine.

SEC. 8 DUTIES OF THE PAST CHAIR. The Past Chair shall contribute such advisory functions as is customary of the office.

SEC. 9. 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 may be deemed 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 Section Chair.

SEC. 10. VACANCY. Except as provided in ARTICLE V, SEC. 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 for the time being.

ARTICLE VIII

MISCELLANEOUS

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

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SEC. 2. WAIVER OF NOTICE. Any notice required to be given to any member, committee member or officer under the provisions of these Bylaws or otherwise, may be waived in writing by the member, committee member or officer.

SEC. 3. COMPLIANCE WITH ASABE CONSTITUTION. These Bylaws and the operations of this Section are expressly subject to provisions of the Constitution, Bylaws and Rules of the AMERICAN SOCIETY OF AGRICULTURAL AND BIOLOGICAL ENGINEERS, as amended from time to time.

SEC. 4. RULES OF ORDER. Except as modified herein, this Section shall be governed under Robert's Rules of Order.

ARTICLE IX

AMENDMENTS

SEC. 1. These Bylaws 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 payment and distribution 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 in 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 provisions of any future United States

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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 provisions for the payment of all of the liabilities of the Section, forward all of the assets of the Section to the office of the AMERICAN SOCIETY OF AGRICULTURAL AND BIOLOGICAL ENGINEERS.