

CALIFORNIA/NEVADA SECTION CONSTITUTION AND BY-LAWS

Originated May 5, 1992

Revised January 13, 2004

Revised January 6, 2010

Adopted February 10, 2010

Revised October 12, 2020

Adopted February 20, 2021

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 (herein referred to as ASABE CA/NV or the Section), chartered by and operated under the jurisdiction of the AMERICAN SOCIETY OF AGRICULTURAL AND BIOLOGICAL ENGINEERS (herein referred to as ASABE), 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 ASABE 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 and biological 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 ASABE in good standing and of any grade residing in the territory of the Section. Members of the Society not residing in the Section may also become members of this Section as long as they are not active members or officers in any other ASABE Section, in accordance with the ASABE Constitution, Bylaws, and Rules. .

SECTION 2 - DUES AND ASSESSMENTS

There shall be Section dues in total of TEN AND NO/100 (10.00) DOLLARS per year per non-student member and FIVE AND NO/100 (5.00) DOLLARS per year per student (undergraduate and graduate) member to be paid annually with ASABE 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

Twenty (20) percent of the members of the Section, 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 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 electronically (e-mail or online poll), 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 their 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 an elected Chair, Vice Chair, Secretary, Treasurer, and Immediate Past Chair, as well as the elected Chairs of the Committees described in **ARTICLE VI**. The ASABE District 4 Representative and Current Academic Department Chairs from ASABE-recognized Colleges and Universities within the Section may participate as At-Large Members of the Executive Committee. Any other At-Large Members, such as the current Section Student Rally Chair and Student Rally Advisor, may be identified by the Executive Committee at Executive Committee discretion and decision. The elected members shall serve beginning at the end of the annual ASABE CA/NV Section business meeting for the 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 Executive 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 Executive 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. Should a member of the Executive Committee leave the Section and no longer be able fulfill their duties, a replacement may be elected by the remainder of the Executive Committee.

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 appropriately notifying the members, typically mailing or e-mailing, per the member's expressed permission, the same at least ten days before the meeting. 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. Any business may be transacted at any meeting at which every Executive Committee member is present, even without prior notice.

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 their dissent shall be entered in the minutes of the meeting or unless they shall file their 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 Executive Committee members who voted in favor of such action.

ARTICLE VI
COMMITTEES

SECTION 1 - COMMITTEES

The Section shall provide for the following standing committees. Each Committee Chair may recruit 1-5 members to assist in reaching committee goals.

- a) **Membership**
Responsible for overseeing membership changes to the section. This would include: sending a welcome message 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. At the direction and discretion of the Executive Committee, the Membership Chair is encouraged to take initiatives to grow ASABE CA/NV Section as well as ASABE membership. Ideas that may be helpful to ASABE may be routed through the District 4 Representative to the Membership Development Council (MDC). The Past Chair or Vice Chair shall be a member ex-officio of this committee.

- b) **Program**
Responsible for organizing the annual meeting, which traditionally has been a dinner held in Tulare, California on Wednesday evening during the week of the World Ag Expo (Tulare Farm Show). Responsible for meeting room reservations, recruitment of a keynote speaker with the support of the Executive Committee, the dinner menu, and receiving attendee reservations. It is highly encouraged that the keynote speaker varies each year by technical discipline, workforce type (industry, academia, public service), and represented school (as alma mater or employer). The Vice Chair shall be a member ex-officio 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. The Career Development Chair is encouraged to participate in the Education, Outreach, & Professional Development (EOPD)-412 Continuing Professional Development Committee.

- d) **Public Relations**
Responsible for assisting the Executive Committee with assembling a bi-monthly newsletter, titled the “Bi-Monthly Update”, 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. The Public Relations Chair is encouraged to lead maintenance of the ASABE CA/NV Section website. At a minimum, the Public Relations Chair and Section Chair shall have access to the website at all times, which will be afforded to their successors in a timely manner.

- 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 and organizing the selection committee and selection for section

awards such as *Engineer of the Year*. The Engineer of the Year solicitation and rules package is attached as an addendum to these adopted By-Laws. The Awards Chair may recognize Section member awardees in the Bi-Monthly Update as well as making Section members aware of ASABE and other awards available for nomination. The Engineer of the Year solicitation and rules package, as recommended by the Awards Committee, may be amended by vote of the Executive Committee.

- 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. At the direction of the Executive Committee, the Industry/Student Liaison may act as the Section Executive Committee Ex Officio member of the Section Student Rally Executive Committee.

- g) **Nominating**
The Nominating Committee shall consist of at least three (3) members who are not currently elected Chair, Vice Chair, Secretary, or Treasurer, who shall receive nominations and nominate one or more candidates for the incoming elected officers of the Section. The Chair of the Nominating Committee should be the Past Chair of the Section or, in that person's absence, a recent Past Chair may serve in this role. The Nominating Committee should endeavor to assemble an officer slate that reflects the diversity of the Section including, but not limited to, gender, race and/or ethnicity, ASABE technical discipline, workforce type (industry, academia, public service), and represented school (as alma mater or employer). The slate shall be presented for approval by the Executive Committee at least one week prior to presentation to the Section. The Chair of the Nominating Committee is responsible for communicating the status of nominations to nominees.

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 - OFFICER ELIGIBILITY

Officers must be members of the Section, in good standing. If the situation arises where an officer moves out of the Section territory prior to the end of their term or wants to become an active officer but resides outside the Section territory, this will be permitted so long as the member is a member of the Society and not active or an officer of any other Section.

SECTION 2 - ELECTION

The membership shall elect at the annual meeting the officers of the Section who shall be the Chair, the Vice Chair, the Secretary, the Treasurer, and the Chairs of the Committees listed in **ARTICLE VI**.

SECTION 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 officers appointed by the Executive Committee, shall hold office at the discretion of the officer appointing them.

SECTION 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. The Chair shall exercise such duties as customarily pertaining 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. The Chair is encouraged to participate on the ASABE Section Steering Committee. The Chair is anticipated to transition to Past Chair upon election of a new Chair.

SECTION 5 – 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. The Vice Chair is anticipated to transition to Chair upon election of a new Vice Chair.

SECTION 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 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 7 – 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 depositaries 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. The Section Secretary/Treasurer shall develop a budget for approval by the Section for operating expenses and income for the following year. The Executive Committee may approve an increase to any budget item up to \$100 per instance with a majority vote.

SECTION 8 – 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 9 – 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 from annual meeting to annual meeting or as described in the ASABE By-Laws.

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 as well as a favorable vote of two-thirds (2/3) of the Section members voting, once a quorum is met.

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.