

# Constitution and By-Laws

## Florida Section

### American Society of Agricultural and Biological Engineers

*Updated: 16 January 2005*



#### ARTICLE I NAME AND TERRITORY

Section 1. Name. The name of this Section shall be the Florida 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 State of Florida.

#### ARTICLE II OBJECTIVE

Section 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, including mechanization and other related technologies.
- (B) To encourage original research.
- (C) To foster agricultural engineering education.
- (D) To advance the standard of agricultural and biological engineers.
- (E) 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.
- (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

Section 1. Membership. A membership in this Section shall include only members of the American Society of Agricultural and Biological Engineers of any grade who are in good standing and reside 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. Annual section dues may be charged to section members through the ASABE invoicing process. Annual dues will be established each year by the Florida Section Executive Committee. The section may only expend such funds for the purposes set forth in Article II, Section 1 of these By-Laws. Special assessments for specific purposes and/or Section operations may be levied by the Section on the corporate membership of this Section from time to time.

Section 3. Corporate Membership. Corporate membership shall consist of fellows, member-engineers, and members. In addition to corporate members there shall be honorary members, student member-engineers, and student members.

Section 4. Voting. Each corporate member shall be entitled to vote on any questions before the Section, either in person or by proxy given to a corporate member.

## ARTICLE IV MEMBERSHIP MEETINGS

Section 1. Place. Meeting 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 transaction of such business as may be brought before the meeting.

Section 3. Special Meetings. Special business meetings of the voting members shall be called by 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 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.

Section 5. Quorum. Five percent of the corporate members who are either 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 is less than a quorum, a majority of the voting members present or represented by proxy may adjourn the meeting.

Section 6. Voting. At all business meetings of the members, each corporate 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 action of the Executive Committee, cast votes by mail on any issue such members are entitled to vote upon.

Section 7. Chair of the Meeting. The Section Chair, in the Chair's absence, the Program Vice Chair, shall preside at all business meetings of the voting members, and in the absence of both the Chair or Program Vice Chair, the Executive Committee may appoint any voting member to act as Chair of the meeting.

Section 8. Secretary of the 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 meeting Secretary.

## ARTICLE V EXECUTIVE COMMITTEE

Section 1. Management of the Corporation. The property, business and affairs of the Section shall be managed and controlled by the Executive Committee.

Section 2. Number, Classification and Terms of Office. The Executive Committee shall consist of: Chair, Vice Chairs, Secretary, Treasurer, and Immediate Past Chair. They 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 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 the 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, shall be held during 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 Program Vice-Chair, 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 days before the meeting to each committee member. Attendance at any special meeting, in person, shall constitute a waiver of notice of such meeting.

Section 6. Conduct of Meetings. At meetings of the Executive Committee, the Chair or, in the Chair's absence, the Program Vice-Chair shall preside. In the absence of both the Chair and Program Vice-Chair, a Vice Chair selected by a majority of the committee members in attendance 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, thereupon 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.

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 said member files a written dissent to such action with the person acting as 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

(B) Program

(C) Continuing Education

(D) Publicity

(E) Awards

Nominating. The Nominating Committee shall have three (3) members consisting of the Immediate Past Chair who shall chair the Nominating Committee, and two (2) members appointed by the Executive Committee. The Nominating Committee shall nominate at least one candidate for each elective officer of the Section. Other members of the Executive Committee, and the Chairs from the preceding second and third year, shall not serve on the Nominating Committee. Unless otherwise determined by the Nominating Committee, the Program Vice-Chair shall be the successor nominee for the Chair.

Section 2. Vice Chairs. The Vice-Chair for Membership, Programs, Continuing Education, Publicity, and Awards shall serve as Chair of their respective committee.

Section 3. 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 4. 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. Elected Officers. Elected Officers of the Section shall be the Chair, Program Vice Chair, Membership Vice Chair, Continuing Education Vice Chair, Publicity Vice Chair, Awards Vice Chair, Immediate Past Chair by succession, Secretary, and Treasurer. Each officer shall serve a one year term.

Section 2. Removal. In its discretion, the Executive Committee, by the vote of the majority of the whole committee, may leave unfilled for any such period as it may fix by resolution, any office except 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 and shall preside at all meetings of the members of 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. (See also Article VII, Section 3).

Section 4. Duties of Vice Chairs. (See also Article VI, Section 2). The Vice Chairs 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 designate additional Vice Chairs as from time to time may be determined, and 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; 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 member; may sign or execute contracts with the Chair or Vice Chair thereunto authorized in the name of the Section and affix the seal of the Section thereto; and shall perform such other duties as may be prescribed from time to time by the Executive Committee or by the By-Laws.

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; 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; 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 moneys received and paid on account of the Section; shall at all reasonable times exhibit books and accounts to any member of the Section during business hours, and whenever required by the Executive Committee or the Chair; shall render a statement of accounts; and 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 prescribed duties 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 it may from time to time determine.

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 Executive Committee 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 may 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 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 provisions 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 the 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 by Robert's Rules of Order.

## ARTICLE IX ELECTIONS AND VOTING

Section 1. Nominations. The Nominating Committee shall report a slate of nominees to the Chair and the Secretary containing the name of at least one nominee for each elective office.

Section 2. Balloting. Voting shall be by secret ballot. The Secretary shall prepare ballots and shall mail a ballot to each voting member not less than 45 days before the end of the fiscal year. The ballot shall have room for write-in candidates.

Section 3. Tabulation. The Tellers Committee, appointed by the Executive Committee, shall tabulate the returns and report the results as directed by the Executive Committee.

## ARTICLE X AMENDMENT

Section 1. Amendment. 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 corporate membership who cast a vote. Such a vote shall be by letter ballot.

## ARTICLE XI COMPLIANCE AND DISSOLUTION

Section 1. Compliance. No part of the net earnings of the Section shall inure to the benefit of or be distributed 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 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 corresponding provision of any future United States Internal Revenue law).

Section 2. Dissolution. 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 the American Society of Agricultural and Biological Engineers.