

**BYLAWS
OF
AMERICAN SOCIETY OF AGRICULTURAL AND BIOLOGICAL ENGINEERS
FOUNDATION**

ARTICLE I

NAME

SEC. 1. The name of this corporation shall be AMERICAN SOCIETY OF AGRICULTURAL AND BIOLOGICAL ENGINEERS FOUNDATION (also referred to as the ASABE Foundation).

ARTICLE II

REGISTERED OFFICE

SEC. 1. The principal place of business of said Corporation shall be 2950 Niles Road, St. Joseph, Michigan 49085-9659.

SEC. 2. The resident agent of this Corporation is the Executive Vice President of ASABE.

SEC. 3. The post office address of the Corporation's resident agent is 2950 Niles Road, St. Joseph, Michigan 49085-9659.

ARTICLE III

PURPOSES

The Corporation is formed for the following purposes:

To receive and administer funds for educational, scientific, and charitable purposes through gifts, devises, bequests, donations, memorials, gifts to perpetuate the memory of persons, and philanthropic funds; and to distribute funds to the American Society of Agricultural and Biological Engineers or to expend funds for purposes which are consistent with the purposes, goals and objectives of the American Society of Agricultural and Biological Engineers.

ARTICLE IV

BOARD OF TRUSTEES

SEC. 1. BASIS OF CORPORATION. The corporation is organized on a directorship basis and the Directors shall be called Trustees.

SEC. 2. MANAGEMENT OF CORPORATION. The property, business and affairs of the corporation shall be managed and controlled by the Foundation Board of Trustees who shall be expected to actively participate in Foundation development and fundraising activities. These Bylaws are expected to be in conformance with the laws of the State of Michigan.

SEC. 3. NUMBER, CLASSIFICATION, AND TERM OF OFFICE. The Foundation Board of Trustees shall consist of twenty-four (24) persons, three (3) of whom shall be ex-officio members and twenty-one (21) of whom shall be divided into three (3) classes of seven (7) persons. At each Annual Meeting of the Trustees, one class of Trustees shall be elected to serve for three (3) years. Trustees shall be eligible for re-election to one (1) additional three (3) year term following which they shall be ineligible for a period of one (1) year. The immediate past President, the President-Elect, and the Executive Vice President of the American Society of Agricultural and Biological Engineers shall serve as Trustees, ex-officio, for the terms they hold such offices.

Notwithstanding anything to the contrary in this Section 3. in the event that a Trustee is also elected to serve as an officer as defined in Article V, the requirements for no more than two consecutive three (3) year terms on the Foundation Board of Trustees and the one (1) ineligibility period shall be waved.

SEC. 4. VACANCY. Whenever any vacancy shall occur in the Foundation Board of Trustees, by reason of death, resignation or otherwise, it may be filled by a vote of a majority of the remaining Trustees, though less than a quorum, for the balance of the term of the vacancy.

SEC. 5. ANNUAL MEETINGS. The Annual Meeting of the Foundation Board of Trustees shall be held each year during the Annual Meeting of the American Society of Agricultural and Biological Engineers on a date and time specified in the Notice of Meeting issued by the Secretary. Meetings shall be held at such place, either within or without the State of Michigan, as may from time to time be designated by the Board of Trustees and stated in the Notice of Meeting. The appointment of Trustees, election of officers and the transaction of such other business as may be convenient and proper shall be brought before such meeting.

SEC. 6. SPECIAL MEETINGS. Special meetings of the Foundation Board of Trustees may be called by order of the President, Treasurer, Secretary, or one-third (1/3) of the Trustees. The Secretary shall give notice to each Trustee of the time, place and purpose or purposes of each special meeting by mailing at least seven (7) days before the meeting or by telephone or electronic means at least seven (7) days before the meeting to each Trustee. Attendance at any special meeting, in person, shall constitute a waiver of notice of such meeting. Special meetings may be held by conference telephone provided that the Trustees are able to hear each other.

SEC. 7. CONDUCT OF MEETINGS. At meetings of the Foundation Board of Trustees, the President, or a designated Board member shall preside. A majority of the members of the Foundation Board of Trustees shall constitute a quorum for the transactions 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 Trustee shall be present, even though without any notice, any business may be transacted.

SEC. 8. MANIFESTATION OF DISSENT. A Trustee of the corporation who is present at a meeting of the Foundation Board of Trustees at which action on any corporation matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his 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 corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Trustee who voted in favor of such action.

SEC. 9. BOARD COMMUNICATION. The Foundation Board of Trustees may act and ballot by mail, telephone, fax, email, or otherwise as determined by the Foundation Board of Trustees.

ARTICLE V

OFFICERS

SEC. 1. ELECTION. The Foundation Board of Trustees shall elect from its own number a President and a Treasurer. The President and the Treasurer shall be elected for a term of three (3) years. The Foundation Board of Trustees may also elect or appoint from time to time such additional officers as in its opinion are desirable for the conduct of the business of the corporation.

SEC. 2. REMOVAL. At its discretion, the Foundation Board of Trustees, by the vote of a majority of the Board, may leave unfilled for any such period as it may fix by resolution any office except that of President, Treasurer and Secretary. Any officer or agent shall be subject to removal at any time by the affirmative vote of a majority of the whole Foundation Board of Trustees. Any officer or agent, or employee, other than officers appointed by the Foundation Board of Trustees, shall hold office at the discretion of the officer appointing them.

SEC. 3. DUTIES OF PRESIDENT. The President shall be the chief executive officer of the corporation and shall: (a) preside at all meetings of the Foundation Board of Trustees; (b) exercise such duties as customarily pertain to the office of President; (c) have general and active supervision over the property, business and affairs of the corporation and over its several officers; (d) appoint officers, agents, or employees other than those appointed by the Foundation Board of Trustees; (e) sign, execute, and deliver in the name of the corporation powers of

attorney, contracts, bonds, and other obligations; and (f) perform such other duties as may be prescribed from time to time by the Foundation Board of Trustees or by the Bylaws.

SEC. 4. TREASURER. The Treasurer shall provide general fiscal oversight of the securities and funds of the Foundation including the collection and distribution of funds of the corporation and the preparation of an annual operating budget for approval by the Board of Trustees. The Treasurer shall regularly report to the Board of Trustees on the fiscal performance of securities and on distributions against the operating budget and shall prepare an annual financial report for communication to the membership as part of the annual report. In collaboration with the Operation and Investment Committees, the Treasurer shall periodically review and, when necessary, recommend changes to the fund and financial policies of the Foundation.

SEC. 5. SECRETARY. The Secretary shall be the Executive Vice President of the American Society of Agricultural and Biological Engineers, ex-officio. The Secretary shall be entitled to vote as a Trustee and shall: (a) keep the minutes of all meetings of the Foundation Board of Trustees, and to the extent ordered by the Foundation Board of Trustees or the President, the minutes of meetings of all committees; (b) cause notice to be given of meetings of the Foundation Board of Trustees, and of any committee appointed by the Board; (c) have custody of the Corporate Seal and general charge of the records, documents, and papers of the corporation which shall at all reasonable times be open to the examination of any Trustee; (d) sign or execute contracts that the President or the Treasurer authorized in the name of the corporation and affix the seal of the corporation thereto; (e) have general custody of the funds and securities of the corporation and, with the Treasurer, have general supervision of the collection and disbursement of funds of the corporation; (f) endorse on behalf of the corporation for collection checks, notes and other obligations and deposit the same to the credit of the corporation in such bank or banks or depositories as the Foundation Board of Trustees may designate; (g) sign, with the President, Treasurer, or such other person or persons as may be designated for the purpose by the Foundation Board of Trustees, or alone if so authorized by the Foundation Board of Trustees, all checks, bills of exchange or promissory notes of the corporation; (h) enter or cause to be entered regularly in the books of the corporation full and accurate account of all monies received and paid by him on account of the corporation and shall at all reasonable times exhibit his books and accounts to any Trustee of the corporation during customary business hours; (i) render financial statements at regular intervals and whenever required by the Foundation Board of Trustees, the Treasurer or the President; (j) give bond for the faithful performance of his duties in such sum and with such surety as shall be approved by the Foundation Board of Trustees, as requested by the Foundation Board of Trustees; and (k) perform such other duties as may be prescribed from time to time by the President, the Foundation Board of Trustees or by the Bylaws.

SEC. 6. DUTIES OF OTHER OFFICERS. The Foundation Board of Trustees may appoint other officers from time to time who shall have such power and perform such duties as may be assigned to them by the Foundation Board of Trustees or its designee.

SEC. 7. OPERATING ACCOUNTS. In addition to such accounts as may be authorized in the usual manner by resolution of the Foundation Board of Trustees, the Treasurer with the

approval of the President may authorize such operating accounts to be opened or maintained in the name and on behalf of the corporation as he may deem necessary or appropriate, payments from such operating accounts to be made upon and according to the check of the corporation which may be signed jointly or singly by either the manual or facsimile signatures of such officer, the Secretary or bonded employee as shall be specified in the written instructions of the Treasurer with the approval of the President of the Corporation.

SEC. 8. VACANCY. In case any office shall become vacant, the Foundation Board of Trustees shall have power to fill such vacancy. Should the vacancy occur in the office of the President, his or her duties shall be performed by the Treasurer until such time as the Foundation Board of Trustees elects a new President. In case of the absence or disability of any other officer, the Foundation Board of Trustees may delegate that officer's power or duties to another officer or a Trustee until such time as the Board fills the vacancy.

ARTICLE VI

COMMITTEES

SEC. 1. OPERATION COMMITTEE. The Operation Committee shall consist of not less than four (4) members nor more than six (6) members, two of which shall be the Treasurer and Secretary. Membership on this committee will be determined by the Foundation Board of Trustees and appointed by the President of the Foundation Board of Trustees. The chair of the committee will be determined by the committee members.

The committee shall be responsible for the operations of the corporation, in concert with the President (Article V, Sec. 3), during the intervals between the meetings of the Foundation Board of Trustees. Responsibilities shall include all operational aspects of the Foundation, including administering the foundation funds, relations with and reporting to the Foundation Board and ASABE Society members; planning, development and implementation of various projects undertaken by the Foundation, and oversight of Foundation funded activities.

SEC.2. INVESTMENT COMMITTEE. An Investment Committee shall be appointed annually by the President and composed of the Secretary, Treasurer, three Board members with staggered terms, and the ASABE Comptroller, ex-officio (without vote). The purpose of the investment committee is to provide review and oversight of the financial investments and to bring recommendations to the Foundation Board of Trustees in a timely manner and other responsibilities as assigned by the President.

SEC. 3. DEVELOPMENT PLANNING COMMITTEE. The Development Committee shall consist of not less than six (6) members nor more than ten (10) members. Membership on this committee will be determined by the Foundation Board of Trustees and appointed by the President of the Foundation Board of Trustees. The chair of the committee will be determined by the committee members.

The committee shall be responsible for the enhancement of the Endowment; provide leadership for all fund raising deemed to be in the best interest of the Foundation and the Society as approved in principle by the Foundation Board of Trustees. This committee shall take the leadership in expanding communication about the Foundation both within and external to the Society, and the development and implementation of donor recognition and reporting programs and activities.

SEC. 4 SOCIETY RELATIONS COMMITTEE. The Society Relations Committee shall consist of not less than three (3) members nor more than six (6) members. The committee shall be the liaison to the ASABE Board of Trustees with the ASABE President-elect, in collaboration with the Foundation Board President, as representative to that Board.

The committee shall be responsible for ensuring that the Board of Trustees of ASABE are kept aware of the operations of the Foundation and the actions adopted by the Foundation Board of Trustees, the Development Committee and the Operation Committee.

SEC. 5. NOMINATING COMMITTEE. A Nominating Committee of not less than five (5) nor more than nine (9) persons shall be appointed annually by the President or the corporation to propose the names of persons to serve as Trustees, subject to their election by the Foundation Board of Trustees and their confirmation by the Board of Trustees of the American Society of Agricultural and Biological Engineers. The Nominating Committee shall seek nominees representing the various groups served by the American Society of Agricultural and Biological Engineers and shall seek to have a broad, diverse Foundation Board of Trustees.

SEC. 6. OTHER COMMITTEES. The Foundation Board of Trustees may also appoint such other committees as the Board may determine which committees may be solely from the membership of the Foundation Board of Trustees or may include others. In each case, the Foundation Board of Trustees shall prescribe the powers and duties of the committee. The President shall be a member ex-officio of each committee appointed by the Foundation Board of Trustees.

SEC. 7. 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 Foundation Board of Trustees at a meeting succeeding such action and shall be subject to revision, alteration, and approval by the Foundation Board of Trustees.

ARTICLE VII

DISTRIBUTION OF ASSETS ON DISSOLUTION

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its board, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence

legislation, and the corporation 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 corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Upon the dissolution of the corporation, the Foundation Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation exclusively for the purposes of the corporation to the American Society of Agricultural and Biological Engineers if it is then an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or to such organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the board shall determine. Any assets not so distributed shall be disposed of by the circuit court of the county in which the principal office of the corporation is then located exclusively for such purpose.

ARTICLE VIII

MISCELLANEOUS

SEC. 1. OFFICES. The corporation shall maintain a registered office in the State of Michigan as required by law. The corporation may also have offices in such other places, either within or without the State of Michigan, as the Foundation Board of Trustees may from time to time designate or as the business of the corporation may require.

SEC. 2. SEAL. The Foundation Board of Trustees may provide a suitable corporate seal, which shall be in the charge of the Secretary, and shall be used by the Secretary.

SEC. 3. FISCAL YEAR. The Foundation Board of Trustees shall have the power to fix, and from time to time change, the fiscal year of the corporation. Unless otherwise fixed by the Board, the calendar year shall be the fiscal year.

SEC. 4. MANNER OF GIVING NOTICE. Whenever, under the provisions of the Articles of Incorporation or these Bylaws, notice is required to be given to any Trustee or committee member of the corporation, and no provision is made as to how such notice shall be given, it shall be construed to require personal notice, which may be given in writing by mail, postage prepaid, addressed to such Trustee or committee member at his address as it appears on the records of the corporation. Any notice required or permitted to be given by mail shall be

deemed to be delivered at the time when the same shall be thus deposited in the United States mails, as aforesaid.

SEC. 5. WAIVER OF NOTICE. Any notice required to be given under the provisions of these Bylaws or otherwise, may be waived in writing by the Trustee, committee member, or officer to whom such notice is required to be given.

ARTICLE IX

INDEMNIFICATION OF CORPORATE AGENTS

SEC. 1. PROCEEDINGS AGAINST CORPORATE AGENTS. The corporation shall have power to indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that the person is or was a board member, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a board member, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise. The indemnification shall be against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement, actually and reasonable incurred in connection with such action, suit, or proceeding. The corporation shall have the power to indemnify the Trustee, officer, employee, or agent of the corporation, only if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interest of the corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, or itself shall not create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

SEC. 2. PROCEEDINGS BY OR IN THE RIGHT OF THE CORPORATION. The corporation shall have power to indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending or completed action or suit by, or in the right of, the corporation to procure a judgment in its favor by reason of the fact that the person is or was a Trustee, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a board member, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. The indemnification shall be against expenses (including attorney's fees) actually and reasonable incurred in connection with the defense or settlement of such action or suit. The corporation shall have the power to indemnify any person only if that person acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the corporation.

However, no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been judged to be liable for negligence or misconduct in the performance

of a duty to the corporation unless, and only to the extent that, the court in which such action or suit was brought shall be determine upon application that, despite the adjudication of liability, though in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

SEC. 3. CORPORATE AGENT SUCCESSFUL IN PROCEEDING. To the extent that a Trustee, officer, employee, or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding, referred to above, or in defense of any claim, issue, or matter therein, that person shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred.

SEC. 4. DETERMINATION THAT INDEMNIFICATION IS PROPER. Unless ordered by a court, any indemnification under Section 561 to Section 562 of the Nonprofit Corporation Act shall be made by the corporation only as authorized in the specific area upon a determination that indemnification of the Trustee, officer, employee, or agent is proper in the circumstances because that person has met the applicable standard of conduct set forth in those sections. Such determination shall be made in either of the following ways: (1) by the Foundation Board of Trustees upon a majority vote of a quorum consisting of Trustees who were not parties to such action, suit, or proceeding; or (b) if such quorum is not obtainable, or even if obtainable, a quorum of disinterested Trustees so directs, by independent legal counsel in a written opinion.

SEC. 5. EXPENSES PAYABLE IN ADVANCE. Expenses incurred in defending a civil or criminal action, suit, or proceeding described in Section 561 to Section 562 of the Act may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, as authorized in the manner provided in Section 563(2) of the Nonprofit Corporation Act upon receipt of an undertaking by or on behalf of the Trustee, officer, employee, or agent to repay such amount, unless it ultimately shall be determined that the person is entitled to be indemnified by the corporation.

SEC. 6. RIGHTS NOT EXCLUSIVE. Further provisions may be made to indemnify directors or officers in any action, suit, or proceeding referred to in Section 561 to 562 of the Nonprofit Corporation Act whether contained in the Articles, Bylaws, a resolution of the Foundation Board of Trustees, an agreement or otherwise, so long as such provisions are not in conflict with Section 561 to Section 569 of the Nonprofit Corporation Act. Nothing contained in Section 561 to Section 569 of the Act shall affect any rights to indemnification to which persons other than the Board and officers may be entitled by contract or otherwise by law. Moreover, the indemnification provided in Section 561 to Section 569 of the Act continues as to a person who has ceased to be a Trustee, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

SEC. 7. LIABILITY INSURANCE. The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Trustee, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a board member, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against that person and incurred by that person in any

such capacity or arising out of that persons' status as such, whether or not the corporation would have power to indemnify that person against liability pursuant to the Nonprofit Corporation Act.

ARTICLE X

AMENDMENTS

SEC. 1. The Foundation Board of Trustees shall have power to add any provision to or to alter or repeal any provision of these Bylaws by the vote of a majority of all the Trustees at any regular or special meeting of the Board, provided that a statement of the proposed action shall have been included in the notice or waiver of notice of such meeting of the Board.

ARTICLE XI

FUND MANAGEMENT

SEC. 1. PHILOSOPHY. The ASABE Foundation exists and is operated to ensure that the wishes of the a); Endowed Fund (Article XI, Sec. 2) donors are carried out in perpetuity, and b); Capital Fund (Article XI, Sec. 4) donations are directed towards their respective fund objective in the overall support of the purposes, missions, and programs of the ASABE. The ASABE Foundation receives and manages donated funds and uses these funds to strengthen and promote the Awards, the Foundation, and the ASABE. The donors of Capital Funds may entrust the ASABE Foundation with a specific directive for the use of the money donated. Capital Funds with no directive may be used at the discretion of the ASABE Foundation. Donors of Endowed or Endowed-in-process Funds entrust the ASABE Foundation with the management of the endowed funds to preserve the Foundation Fund in perpetuity to honor the memory of the person(s) for whom the fund was named or for the specific purpose of the endowed fund. The ASABE Foundation has a fiduciary responsibility to manage the endowed funds prudently and to preserve the purchasing power of each individual endowment account in order to evenly support present and future beneficiaries (intergenerational equity). This fiduciary responsibility constitutes a moral obligation to donors.

SEC. 2. ENDOWED FUNDS. An aggregation of gifts provided by donors with the requirement they are held in perpetuity to generate earnings now and in future years to support the Society programs that include awards, scholarships, gifts, and other service programs. The total annual return from endowed funds is allocated to spending for purpose, inflation adjustment, and a real return.

SEC. 3. ENDOWED-IN-PROCESS FUNDS. A designation used during the period in which the donors are establishing an endowed fund. The Foundation Board of Trustees will review the status of each of these funds annually, and, if attaining endowment status is unlikely, determine, consistent with donor consultations, an existing endowed fund to receive the contributed principal, thus terminating the endowed-in-process fund.

SEC. 4. CAPITAL FUNDS. An aggregation of gifts provided by donors with the donations directed towards their respective fund objective in the overall support of the purposes, missions, and programs of the ASABE Society. The Foundation Board of Trustees is authorized to expend, for the purposes of the capital fund, all funds contributed by donors and terminate the fund.

SEC. 5. GENERAL FUND. The operating fund of the ASABE Foundation. The General Fund shall receive all returns from the Endowed-in-Process, Capital Funds, General Fund, and Restricted Reserve Fund plus all non-designated contributions and contributions specifically to the General Fund. All expenditures will be made from the General Fund. The General Fund is pooled for investment in an interest bearing account to maintain the monetary value.

SEC. 6. RESTRICTED RESERVE FUND. A fund maintained to ensure continuity in endowed program support during periods when the total annual return from the endowed funds is insufficient for the spending for purpose and inflation adjustment. The Restricted Reserve Fund receives the real return from the endowed funds.

Adopted: June 30, 1987
Amended: June 24, 1992
Amended: July 17, 1996
Amended: July 16, 1998
Amended: July 31, 2002
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Amended: April 28, 2005
Amended: November, 2007
Amended: July 2, 2008