

**MEMBERSHIP DEVELOPMENT COUNCIL  
AMERICAN SOCIETY OF AGRICULTURAL & BIOLOGICAL ENGINEERS  
BYLAWS**

Established - 5/5/97  
Amended - 7/13/00, 8/23/02, 10/16/14

**ARTICLE I. PURPOSE**

- A. The purpose of the Membership Development Council is as follows:  
A Membership Development Council shall promote the education, professional development, and professional registration of the members of the Society.
- B. The Council shall take final action on membership development activities brought to it by the committees serving in their respective areas of responsibilities and carry out specific administrative duties and responsibilities assigned to it by the Board of Trustees.

**ARTICLE II. MEMBERSHIP**

- A. The membership of the Council shall include a Chair, a Vice Chair and a Past Chair (during alternate years), five District Representatives, one representative from the International Preprofessional Council, one representative from each of the membership and professional development units/committees below and one representative from each technical community of ASABE requesting representation. An appropriate member of the headquarters staff shall serve as an ex officio member of the Council. With the consent of the Council membership, the Chair may also appoint a maximum of three additional members to the Council to gain the expertise of these additional members.
  - 1. The representatives shall serve two-year terms with equal or nearly equal number selected each year. Each representative shall be selected by a vote of his/her respective unit.
  - 2. The Council may add such additional members as it may from time to time approve on a temporary basis. Such members shall not have voting privileges.
  - 3. The five District Representatives shall be nominated by the Section Steering Committee and they shall be elected by ASABE members in their respective Districts.
- B. The membership and professional development units/committees sending members includes: International Commission (INTL-602), CSBE (Vice President Regional), Student Organizations Committee (P-120), Awards Coordinating Committee (M-102), Engineering and Technology Accreditation Committee (EOPD-204), Engineering Registration Committee (EOPDD-414) and Section Steering Committee (MDC-S02).
- C. The Chair, Vice Chair or Past Chair, a district representative and one member appointed by the Chair from the Council shall form an Executive Committee and shall be authorized to act on behalf of the Council in urgent situations at the discretion of the Chair.

### ARTICLE III. OFFICERS

A. The Council shall have three officers, a Chair, Vice Chair and Past Chair. The term of the Chair shall be two years, from one annual meeting to the second following annual meeting and the terms of the Vice Chair and Past Chair shall be one year each, from one annual meeting to the next.

1. The Vice Chair shall be elected at the annual meeting beginning the Chair's second year. At the conclusion of the Chair's term, the Vice Chair shall succeed to the office of Chair and the outgoing Chair shall succeed to the office of Past Chair. In the years when there is no Vice Chair or Past Chair, the Chair would assign, at his/her discretion, any or all of the defined duties of the Vice Chair or Past Chair to other members of the Council.
2. Each officer of the Council must at the time of his/her election be a member of the Council. An officer may continue to serve after his/her term of Council membership may have ended and a successor may have been elected. If this occurs the officer shall continue to have all the rights and privileges of Council membership including the right to vote on any item before the Council until such time as his/her term as Past Chair of the Council shall end.

B. Duties of the Chair:

1. Make all appointments required within the Council and appoint all required liaison representatives for committees or other organizations that relate to the activities of the Council.
2. Cooperate with ASABE headquarters staff in timely setting of times and places for Council meetings.
3. Provide an agenda to each Council member 2 to 4 weeks prior to each meeting.
4. Perform such duties as are requested by the Board of Trustees.
5. Carry out Council decisions directly or by appropriate delegation.
6. Arrange for timely replacement of retiring or resigning Council members.
7. Arrange for an orderly transfer of the Chair's file(s) and a copy of the then current bylaws at the close of the Chair's term.

C. Duties of the Vice Chair:

1. Assist the Chair in arranging and conducting Council meetings.
2. Serve as a member of the Executive Committee of the Council.
3. Assume the duties of the Chair in the event of the resignation or disability of the Chair.

### ARTICLE IV. PROCEDURES

A. The Council shall report its actions to the Board of Trustees by copies of the meeting minutes.

B. The Council shall establish, instruct, supervise, and receive reports of membership and professional development committees as needed to help handle its responsibilities, and shall discharge its special committees when their assignments have been completed or their usefulness otherwise ended.

C. The Council shall consider the failure of a Council member, from inability or otherwise, to perform the duties of his/her office, and may, by two-thirds vote, declare any position vacant.

The Council shall thereupon appoint a member to fill the vacancy until the end of the normal term for that Council member. Such appointment shall not render the appointee ineligible for appointment or election to any office.

#### ARTICLE V. CONDUCT OF BUSINESS

- A. Meetings. Regular committee meetings shall be held at the Annual meeting of the Society. Robert's Rules of Order will prevail unless modified by these bylaws. Members unable to attend may express their opinion in writing concerning agenda items to the Chair. Other meetings may be called by the Chair using techniques such as conference calls, e-mail or listservs.
- B. Proxies. Any member may appoint a proxy to attend a meeting with all voting rights by writing to the Chair.
- C. Quorum. A quorum shall consist of 40% of the members of the Council. In the absence of a quorum, official business may be conducted by written ballot.
- D. Voting. All matters except amendments to the bylaws and addition of members under Article II, Section A2 shall be decided by a simple majority vote of members present (or represented by proxy).

#### ARTICLE VI. CHANGES TO BYLAWS

- A. Changes in the bylaws may be discussed at any meeting of the Council. Passage requires a two-thirds vote in writing of the Council membership within 30 days after receipt of the written proposed revision.