

# **Constitution, Bylaws and Rules**

**AMERICAN SOCIETY OF AGRICULTURAL AND BIOLOGICAL ENGINEERS**

**ASABE**

## **CONSTITUTION**

**(Adopted December 1937; amended January 1941, June 1946, January 1951, June 1958, June 1961, June 1966, June 1968, July 1970, June 1972, June 1975, June 1979, June 1980, June 1985, June 1988, June 1991, June 1993, July 1996, August 1997, July 2002, July 2005, and June 2009.)**

## **BYLAWS AND RULES**

**(Arranged contiguously by subject)**

**(Adopted June 1940; amended June 1942, September 1944, April 1953, June 1955, June 1956, December 1957, December 1958, June 1961, June 1963, June 1965, June 1967, June 1968, December 1969, December 1970, December 1971, December 1972, June 1973, June 1975, December 1975, June 1979, June 1980, June 1984, June 1985, December 1985, July 1986, December 1986, June 1988, June 1991, December 1991, June 1993, August 1997, December 2000, August 2001, December 2001, August 2002, December 2002, August 2004, July 2005, April 2007, April 2008, April 2009, June 2009, and November 2009)**

# Constitution, Bylaws and Rules

## AMERICAN SOCIETY OF AGRICULTURAL AND BIOLOGICAL ENGINEERS

(NOTE: The Constitution will be found on this and the next pages, followed by the Bylaws and Rules arranged contiguously by subject. For convenient reference, corresponding article numbers are used in all three sections, the letters C, B, or R denoting whether a particular article is a part of the Constitution, Bylaws or Rules.)

### CONSTITUTION

(Adopted December 1937; amended January 1941, June 1946, January 1951, June 1958, June 1961, June 1966, June 1968, July 1970, June 1972, June 1975, June 1979, June 1980, June 1985, June 1988, June 1991, June 1993, July 1996, August 1997, July 2002, July 2005, and June 2009.)

#### ARTICLE C1, NAME AND GOVERNMENT

Sec. 1 The name of this society is the American Society of Agricultural and Biological Engineers.

Sec. 2 The Society is a corporation, organized December 28, 1907, and chartered under the laws of the State of Michigan, May 10, 1935, with executive office located at Saint Joseph, Michigan.

Sec. 3 The Society shall be governed by this Constitution, and by Bylaws and Rules in harmony therewith.

#### ARTICLE C2, OBJECTS

Sec. 1 The objects of the Society are to promote the science and art of engineering in agricultural, food, and biological systems; to encourage original research; to foster education; to advance the standards of engineering; to increase and extend the association of agricultural, food, and biological engineers among themselves and with allied scientists and technologists; to encourage the professional improvement of its members, and severally and in cooperation with other groups to broaden the usefulness of agricultural, food, and biological engineering.

Sec. 2 Engineering in agricultural, food, and biological systems is defined as the art, science and practice of engineering pertaining to food, feed, fiber and other renewable, natural and biological resources including conserving, producing, processing, handling, packaging, storing, and distributing these and related products.

Sec. 3 The Society may approve or adopt any report, standard, code, formula, or recommended practice, but shall forbid and oppose the use of its name, emblem, or initials to indicate official or implied approval of any commercial work or business, except to indicate conformity with its standards or recommended practices.

#### ARTICLE C3, MEMBERSHIP

Sec. 1 The corporate membership shall consist of Fellows, Members-Engineer, and Members. In addition to corporate members there shall be Honorary Members, Student Members-Engineer, and Student Members.

Sec. 2 The rights and privileges of every member shall be personal to the member and shall not be transferable, except that each corporate member shall be entitled to vote on any question before the Society either in person or by a proxy given to a corporate member.

Sec. 3 Every person admitted to membership shall be subject to the Constitution, Bylaws and Rules of the Society.

#### ARTICLE C4, QUALIFICATIONS FOR ADMISSION

Sec. 1 Qualifications and selection procedures for membership grades shall be provided in the Society Bylaws.

#### ARTICLE C5, FEES AND DUES

Sec. 1 The admission and reinstatement fees for membership in the Society shall be as provided in the Bylaws. The Board of Trustees may, by a three-fourths ballot vote of its members, change any then existing schedule of admission fees. No increase in such fees shall be effective until after 3 months notice by publication in the Society's membership publication or by letter to the membership.

Sec. 2 The annual dues for membership shall be as provided in the Bylaws. The Board of Trustees may, by a three-fourths ballot vote of its members, change any then existing schedule of annual dues, and may provide for payment of dues in installments. No change in dues shall be effective unless announced by publication in the Society's membership publication or by letter to the

membership, at least 3 months prior to the beginning of the period for which the change is to become effective.

Sec. 3 The Board of Trustees may designate any member as a life member at its discretion.

Sec. 4 The Board of Trustees may remit the fees or dues of any member for any special reason.

#### ARTICLE C6, THE BOARD OF TRUSTEES

Sec. 1 The affairs of the Society shall be managed by a Board of Trustees chosen from its membership, that shall have (1) full control of the activities of the Society subject to the limitations of this Constitution and the results of member ballots, and (2) power to enact, amend, or repeal Bylaws and Rules in harmony with the Constitution – provided that nothing herein contained shall permit the Board of Trustees to exceed the powers limited to it by the Articles of Incorporation or the laws of the State of Michigan.

Sec. 2 The Board of Trustees shall be the President, President-Elect, immediate surviving Past President, Secretary, Treasurer, Executive Officer (without vote), eight At-Large members, and the President of the Canadian Society for Bioengineering.

Sec. 3 The Board of Trustees may at any time, whenever there shall appear to be sufficient cause, delegate to any corporate member of the Society the performance of any duties required by the Constitution to be performed by any Trustee.

Sec. 4 The Board of Trustees shall meet at the Annual Meeting of the Society, at such other times as the Board of Trustees may select, and at the call of the President. A simple majority shall constitute a quorum of the Board of Trustees.

Sec. 5 The Board of Trustees shall provide for a complete yearly report of the business affairs of the Society, which shall be presented at and form a part of the proceedings of the annual business meeting.

#### ARTICLE C7, ELECTION OF TRUSTEES

Sec. 1 The Society shall elect annually a Nominating Committee of no fewer than five members, including representation of geographic and technical areas of interest. It shall be the duty of this Nominating Committee to prepare for selection of candidates from the corporate membership for the elective offices to be voted on by the full corporate membership.

Sec. 2 Other nominating committees having the same powers may be constituted by the corporate membership of the Society.

Sec. 3 An election of At-Large Trustees shall be held annually, and this election shall be by a ballot of the corporate membership. The Board of Trustees shall, from time to time, establish the procedures for the conduct of such elections including voting in person, by proxy, by mail, or by approved electronic means. Each qualified voter shall be entitled to vote for a candidate for each elective position. At-Large Trustees shall be elected for a two-year term with half elected each year.

Sec. 4 The President-Elect shall serve for one year, at the end of which the President-Elect shall automatically succeed to the office of President for one year and subsequently shall serve an additional year on the Board as Past President. The Board of Trustees shall have power to fill Trustee vacancies by appointment with the appointed Trustee serving the remainder of the term open as a result of the vacancy.

Sec. 5 All members and officers of the Board of Trustees shall assume their respective positions at the close of the last Board meeting held in conjunction with the Annual Meeting.

#### ARTICLE C8, OFFICERS

Sec. 1 The officers of the Society shall consist of the President, President-Elect, Past President, Secretary, Treasurer, and Executive Officer of the Society.

Sec. 2 At a meeting during the Annual Meeting of the Society, the Board of Trustees shall appoint a member of the Society to serve as Secretary for one year.

Sec. 3 At a meeting during the Annual Meeting of the Society, the Board of Trustees shall appoint a member of the Society to serve as Treasurer for one year.

Sec. 4 At a meeting during the Annual Meeting of the Society, the Board of Trustees shall appoint a member of the Society to serve as the Executive Officer for one year.

Sec. 5 The Executive Officer of the Society shall serve under the direction of the Board of Trustees and be given such title as may be determined by the Board of Trustees.

Sec. 6 Any vacancy in the office of Secretary, Treasurer, or Executive Officer shall be filled by appointment by the Board of Trustees.

Any vacancy in the office of President, President-Elect, and Past President shall be filled as follows:

Position to be filled	Person to fill vacancy	
	FIRST ALTERNATIVE	SECOND ALTERNATIVE
President	Immediate Past President	Board of Trustees Appointment
President-Elect	President-Elect Designee	Board of Trustees Appointment
Past President	Most Recent Past President	Board of Trustees Appointment

In the case of the position of President-Elect Designee (the individual elected to the President-Elect position in the most recent election) a vacancy shall be filled by a new nomination by the Nominating Committee.

#### ARTICLE C9, MEETINGS OF THE SOCIETY

Sec. 1 The Annual Meeting of the Society shall be held at such time and place as the Board of Trustees shall appoint.

Sec. 2 There shall be an Annual Business Meeting of the Society during the Annual Meeting. At business meetings 100 corporate members shall constitute a quorum.

Sec. 3 A special business meeting of the Society may be called at any time and place at the discretion of the Board of Trustees, or shall be called by the Secretary upon the written request of five percent of the corporate membership. The call for the meeting shall be issued at least 30 days prior to the date set for it, and shall state the business to be considered. No other business shall be transacted at the meeting.

Sec. 4 An action of a business meeting of the Society shall be deemed an action of the Society as a whole. Any expenditure by such action is subject to approval and authorization by the Board of Trustees.

#### ARTICLE C10, MEMBERSHIP SERVICES COORDINATION UNITS

Sec. 1 Membership services shall be coordinated by four Coordination Councils that shall operate under the provisions of the Constitution, Bylaws and Rules and within the guidelines approved by the Board of Trustees.

Sec. 1a A Publications Council shall promote and manage the papers and publications of the Society.

Sec. 1b A Standards Council shall promote and manage the Engineering Standards and Recommended Practices of the Society.

Sec. 1c A Meetings Council shall promote and manage the meetings and conferences in which the Society is involved.

Sec. 1d A Membership Development Council shall promote the education, professional development, and professional registration of the members of the Society.

#### ARTICLE C11, PROFESSIONAL AND TECHNICAL UNITS

Sec. 1 The Board of Trustees may authorize the organization of Professional and Technical Units composed of members of any or all grades, which shall operate under the provisions of the Constitution, Bylaws and Rules.

#### ARTICLE C12, GEOGRAPHIC UNITS

Sec. 1 The Board of Trustees may authorize the organization of geographic units composed of all members in the defined area, that shall operate under the provisions of the Constitution, Bylaws and Rules.

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## BYLAWS AND RULES

(Arranged contiguously by subject)

(Adopted June 1940; amended June 1942, September 1944, April 1953, June 1955, June 1956, December 1957, December 1958, June 1961, June 1963, June 1965, June 1967, June 1968, December 1969, December 1970, December 1971, December 1972, June 1973, June 1975, December 1975, June 1979, June 1980, June 1984, June 1985, December 1985, July 1986, December 1986, June 1988, June 1991, December 1991, June 1993, August 1997, December 2000, August 2001, December 2001, August 2002, December 2002, August 2004, July 2005, April 2007, April 2008, April 2009, June 2009, and November 2009.)

#### ARTICLE B1, GOVERNMENT

Par. 1 Every question that shall come before a meeting of the Society or of the Board of Trustees or of a committee or other organized group within the Society, shall be decided by a majority of the votes cast, unless otherwise provided in the Constitution, Bylaws and Rules, or by the laws of the State of

**ARTICLE C13, STUDENT BRANCHES**  
Sec. 1 The Membership Development Council may authorize the organization of student branches that shall operate under the provisions of the Constitution, Bylaws and Rules.

#### ARTICLE C14, FUNDS

Sec. 1 The deposit, investment, and disbursement of all funds shall be subject to the direction of the Board of Trustees.

Sec. 2 Upon dissolution of the Society its remaining property or proceeds and the balance of any money or property received by the Society from any source, including its operations, after payment of all debts and obligations of the Society, shall be transferred to another organization or organizations of like purpose qualified under the provisions of Section 501 (c) (3) of the Internal Revenue Code of 1986, and regulations pertaining thereto as such sections are amended from time to time.

#### ARTICLE C15, PROFESSIONAL PRACTICE

Sec. 1 In all professional and business relations, the members of the Society shall be governed by the Canons of Ethics for Engineers incorporated in the Bylaws.

Sec. 2 Any member who has violated the Constitution and Bylaws of the Society, or who is guilty of conduct unbecoming a member, may be expelled by a two-thirds vote of the Board of Trustees, after the member has been given an opportunity to be heard in his or her own defense, either orally or in writing.

#### ARTICLE C16, AMENDMENTS TO THE CONSTITUTION

Sec. 1 At any business meeting of the Society any person entitled to vote may propose in writing an amendment to this Constitution provided that it shall bear the written endorsement of at least fifty corporate members.

Such proposed amendment shall not be voted on for adoption at that meeting, but shall be open to discussion and modification and to a vote as to whether, in its original or modified form, it shall be presented to Society corporate members.

If the corporate members present at the meeting, not less than fifty voting in favor thereof, shall so decide, then the Secretary shall make available to each person entitled to vote, by January 15 of the year of the next business meeting of the Society, a copy of the proposed amendment as so decided by said vote, accompanied by any comment the Board of Trustees may elect to make.

Voting on the proposed amendment shall be by means of a procedure established by the Board of Trustees including voting in person, by proxy, by mail, or by approved electronic means with voting closing on March 1 of that same year.

The adoption of the amendment shall require a vote in its favor of two-thirds of the votes cast.

The presiding officer at the next business meeting of the Society following the close of the ballot shall announce the result, and if the amendment is adopted, it shall thereupon take effect.

Sec. 2 Any changes in the order or numbering of paragraphs of the Constitution, Bylaws and Rules required by an amendment shall be made under the direction of the Board of Trustees. The Board of Trustees shall direct the transition in the best interests of the Society in all cases where a change of practice directed by an amendment may best be effected over a reasonable period of time.

Sec. 3 This Constitution shall supersede all previous rules of the Society, and shall go into effect upon announcement of its adoption by two-thirds of the votes of members voting.

Michigan. Votes may be taken by mail or other communications, except on matters on which action in a meeting is specifically required.

Par. 2 The rules contained in the current edition of "Roberts' Rules of Order Revised" shall govern the Society in all cases to which they are applicable, when not inconsistent with the Bylaws or Rules of the Society.

Par. 3 Except where otherwise specified, a simple majority of any group within the Society shall constitute a quorum of the group; action will be determined by a simple majority of members present and voting.

#### ARTICLE B2, OBJECTS

Par. 1 The objects of the Society shall be accomplished by:

1-Advancing the theory and practice of engineering in agricultural, food, and biological systems and the allied sciences and arts by (a) encouraging research, experimentation, tests, and other original work in agricultural, food, and biological engineering; (b) encouraging the preparation of original papers on agricultural, food, and biological engineering topics; (c) holding meetings for the presentation and discussion of original papers, and participating in meetings with other engineering and scientific groups; (d) publishing papers and reports and

disseminating knowledge and experience of value to engineers in agricultural, food, and biological engineering work; (e) developing and promulgating standards, codes, formulas, and recommended practices; (f) offering awards and other honors to encourage contributions to agricultural, food, and biological engineering, and conferring awards and other honors in recognition of meritorious contributions to agricultural, food, and biological engineering; and (g) encouraging association of agricultural, food, and biological engineers among themselves and with allied scientists and technologists for the mutual exchange of knowledge and experience.

2-Enhancing the capacity of the engineer for service by (a) maintaining high technical and cultural standards for admission to the Society; (b) cooperating with educational institutions in the maintenance of high standards of education for agricultural, food, and biological engineering; (c) requiring a high standard of ethical practice by members of the Society; (d) aiding in the adoption of a high standard of attainment for the granting of the legal right to practice professional engineering; (e) encouraging among students of agricultural, food, and biological engineering the study of such subjects as will equip them with a proper cultural and technical foundation for achieving the optimum of enjoyment for themselves and of usefulness to society; (f) providing opportunities for continuing education; (g) encouraging the personal and professional development of engineers in agricultural, food, and biological engineering work, and (h) supporting activities looking to the increased employment of agricultural, food, and biological engineers and seeking new opportunities for agricultural, food, and biological engineering service.

3-Increasing the usefulness of the organized engineering profession as a whole by (a) cooperating with other engineering and technical societies; (b) encouraging a high standard of citizenship among all engineers; (c) encouraging members of the Society to participate in public affairs; (d) cooperating with governmental agencies in matters involving agricultural, food, and biological engineering, and (e) providing publicity for the engineering profession through the achievements of agricultural, food, and biological engineers.

Par. 2 The Society may adopt and utilize bylines, taglines, trademarks, or similar items approved by the Board of Trustees to promote the objects of the Society.

Par. 3 For purposes of brevity, the name of the Society may be abbreviated as ASABE.

### ARTICLE B3, MEMBERSHIP

Par. 1 The number of Honorary Members elected in any one year shall not be greater than one.

Par. 2 A proxy may be given to a member entitled to vote, but shall not be valid for more than 3 months. Such proxy shall be signed, with an attesting witness, by the verification of the right of the member to vote at the meeting at which the proxy is to be used.

### ARTICLE R3, MEMBERSHIP

Rule 1 *Each corporate member shall be entitled to a certificate of membership, signed by the President and the Executive Officer of the Society; it shall remain the property of the Society and be returned on demand. Each member requesting a certificate shall pay the price thereof.*

Rule 2 *Abbreviations of the titles to be used by members shall be as follows:*

<i>Honorary Member</i>	<i>Hon. Mem. ASABE</i>
<i>Fellow</i>	<i>Fellow ASABE</i>
<i>Member-Engineer</i>	<i>Mem-Engr. ASABE</i>
<i>Member</i>	<i>Mem. ASABE</i>
<i>Student Member-Engineer</i>	<i>Student Mem-Engr. ASABE</i>
<i>Student Member</i>	<i>Student Mem. ASABE</i>

Rule 3 *Each member shall be entitled to wear the appropriate emblem approved by the Board of Trustees.*

Rule 4 *Each member desiring to resign may be asked to deposit with the Executive Officer any badge and certificate of membership in the member's possession, for which a refund set by the Membership Development Council shall be made to the member by the Executive Officer upon acceptance of the member's resignation.*

### ARTICLE B4, QUALIFICATIONS FOR ADMISSION

Par. 1 Nomination

Par. 1a Members-Engineer and Members shall be elected according to policies and procedures established by the Membership Development Council.

Par. 1b Honorary Members and Fellows shall be elected by the Board of Trustees.

Par. 1c Student Members-Engineer and Student Members shall be accepted without election on application, certified by a school official, indicating applicants for Student Member-Engineer are enrolled in an accredited engineering curriculum and that applicants for Student Member have at least an interest in agricultural, food, or biological engineering and related technologies or are enrolled in a related 4-year curriculum.

Par. 2 An Honorary Member shall be a person of acknowledged professional eminence whose accomplishments have an agricultural, food, or biological engineering relationship and international significance in their contribution to human well-being. The designation Honorary Member shall be reserved for nonmembers of the Society. Nomination and election to Honorary Member shall be in accordance with rules prescribed by the Board of Trustees. Two negative votes shall defeat an election.

Par. 3 A Fellow shall be a member of unusual professional distinction, with outstanding and extraordinary qualifications and experience in, or related to, the field of agricultural, food, or biological engineering. A Fellow shall have had 20 years of active practice in, or related to, the profession of engineering; the teaching of engineering; or the teaching of an engineering-related curriculum. Graduation from a professional engineering curriculum (or its engineering equivalent) shall be considered equal to 4 years of active practice. The designation Fellow shall have honorary status, to which members of distinction may be elected, but for which they may not apply. There shall be no direct admission to the Society as a Fellow; admission shall be only by transfer after a minimum of 20 years as a Member-Engineer or Member. The honor of Fellow shall not be awarded posthumously except if a nominee's death occurs after the nomination has been received at Headquarters. Nominations of known deceased persons shall not receive consideration. Nomination and election to Fellow shall be in accordance with rules prescribed by the Board of Trustees. Two negative votes shall defeat an election.

Par. 4 A Member-Engineer shall be a graduate of a professional engineering curriculum accredited by the nationally recognized engineering accrediting agency or, if not such a graduate, shall have a Professional Engineering license issued by a legally authorized board of engineering registration. A Member-Engineer shall be qualified to conduct engineering research, development, design, applications, administration, or teaching of engineering.

Par. 5 A Member shall be a person who through employment, scientific attainments, education, or experience is interested in the knowledge and application of engineering, and the advancement of the objects of the Society.

Par. 6 A candidate for election to Corporate membership shall file application on a form approved by the Membership Development Council. Any applicant may reapply at his or her discretion.

Par. 7 A Student Member-Engineer shall be an undergraduate student registered in a professional engineering curriculum accredited by the nationally recognized engineering accrediting agency, or a graduate of such a curriculum whose major activity is the completion of a postgraduate program.

Par. 8 A Student Member shall be an undergraduate student with an interest in agricultural, food or biological engineering or related technologies or a graduate student with such an interest whose major activity is completion of a postgraduate program.

Par. 9 A candidate for individual student membership shall apply on an approved special form. The applicant shall be accepted on competent certification of his or her eligibility and payment of the established dues.

Par. 10 A student member may continue membership until the end of the calendar year in which his or her enrollment as a student is terminated or until transferred to Corporate membership.

### ARTICLE R4, QUALIFICATIONS FOR ADMISSION

Rule 1 *A candidate for admission as a Member or Member-Engineer shall provide the necessary information requested on the Corporate membership application form.*

Rule 2 *A candidate for admission to the Society as a Student Member or Student Member-Engineer shall provide the necessary information requested on the student membership application form which shall then be endorsed by an appropriate department faculty member, preferably a member of the Society.*

Rule 3 *All nominations for election to Fellow membership shall be referred to a Committee reporting to the Board of Trustees, which shall review the nominations and make recommendations to the Board. Final election to Fellow will be by approval of the Board. Committee evaluation of nominations for Fellow shall be based on at least the requirements of Article B4, Paragraphs 3, 4 and 5.*

Rule 4 *All nominations for election to Honorary membership shall be referred to a Committee appointed by the President, which shall screen nominations and recommend action to the full Board. Committee evaluation of nominations for Honorary Member shall be based on at least the requirements of Article B4, Paragraph 2.*

Rule 5 *A nomination for Honorary membership shall include the following information:*

- a. *Complete biographical statement*
- b. *Positions held and leadership responsibilities*
- c. *Accomplishments having significance relative to agricultural, food, and biological engineering and human well-being, including international significance*
- d. *Activities in professional societies*
- e. *Written statements by each of ten or more members supporting the nomination.*

## ARTICLE B5, FEES AND DUES

Par. 1 The annual dues, admission fees and reinstatement fees shall be as follows for all members except Honorary Members and Life Status Members who shall pay no annual dues or fees:

### ANNUAL DUES

Membership Category	Annual Dues	Admission Fees	Reinstatement Fees
Students	\$ 22.00	—	—
Graduate Student (Para. 11)	\$ 35.00	—	—
Student Transfer (Para. 12)	35.00	—	—
Below age 35	99.00	10.00	10.00
Age 35 through 64	130.00	10.00	10.00
Age 65 through 74	55.00	10.00	10.00
Age 75+	11.00	—	10.00
International Level I (Para. 13)	18.00	—	—
International Level II (Para. 13)	41.00	—	—
International Level III (Para. 13)	65.00	—	—

Par. 2 The admission fee and that part of the annual dues from the month when membership service starts to the first day of January, shall be due and payable on the first day of the month following the date of election. Only upon the payment of this amount shall the person elected be entitled to the rights and privileges of membership. If such person does not comply with this requirement within three months after notice of acceptance to membership, the acceptance may be declared void.

Par. 3 The annual dues of each ensuing year shall be due and payable in advance on the first day of January. A bill for annual dues shall be mailed to each member by January first of each year. Notice of arrears shall be sent thereafter as directed by the Treasurer.

Par. 4 A subscription for RESOURCE magazine shall be included in the annual dues of all Corporate Members.

Par. 5 The Membership Development Council shall designate the schedule for withholding member services and benefits from those who were members in the previous year but who have not paid their dues for the current year.

Par. 6 After the close of the fiscal year on December 31, all members who have been delinquent in payment of dues for the year, unless previously excused by the Membership Development Council, shall be stricken from the membership rolls, and shall cease to have any further rights as members. Their names and addresses shall be reported to the Section Membership Chairs representing the Sections concerned.

Par. 7 If, in the case of nonpayment of dues, the right to receive the publications of the Society or to vote be questioned, the books of the Society or a cancelled check or a credit card statement indicating payment from the member in question shall be conclusive evidence.

Par. 8 The Membership Development Council may temporarily excuse from payment of annual dues any member who from ill health, advanced age, or other good reason is unable to pay such dues; and the Membership Development Council may excuse the whole or part of dues in arrears. Unemployed members will at their request be continued on the active rolls at fifty percent of the regular dues schedule for a maximum period of two years.

Par. 9 The Membership Development Council may restore to membership any person dropped from the rolls for nonpayment of dues or otherwise, upon such conditions as it may deem best.

Par. 10 Any Corporate Member may attain Life Member status by paying the Society at one time the present worth of an annuity equal to that member's dues shown in Par. 1 for a life expectancy based on current actuarial tables.

Par. 11 Graduate Student dues are for members qualified for corporate membership who are currently enrolled in a curriculum whose major activity is completion of a postgraduate degree. Graduate student members transferring to corporate membership before the end of the calendar year following their year of graduation shall have dues at \$35 for only their first year of corporate membership and shall have the regular admission fee waived.

Par. 12 Student members transferring to corporate membership before the end of the calendar year following their year of graduation shall have dues at \$35 for their first and second year of corporate membership and shall have the regular admission fee waived.

Par. 13 International Level I, II and III dues are for Society corporate members who are citizens of countries listed by the World Bank as low-income, low-middle income and upper-middle income, respectively, based on per capita income. To be eligible for these dues rates, the member must live and work in his/her native country. Society communications and publication access for these members will be provided electronically.

## ARTICLE R5, FEES AND DUES

Rule 1 *Student members will be exempt from payment of additional dues for the remainder of the calendar year in which they graduate. If a student member applies for and receives corporate membership prior to the end of the calendar*

*year following their year of graduation, he or she will be eligible for the Student Transfer dues rate for the year immediately following graduation and the succeeding year (Article B5, Par. 12). If a regularly enrolled student pays student member dues in the fall of the year and graduates before January 1, he or she will be exempt from payment of additional dues for the calendar year following the year of graduation and then be eligible for two years of corporate membership at the Student Transfer dues rate (Article B5, Par. 12) provided the student member applies for and receives corporate membership prior to the end of the calendar year following their year of graduation.*

## ARTICLE B6, THE BOARD OF TRUSTEES

Par. 1 The Board of Trustees shall consider the failure of an incumbent, from inability or otherwise, to perform the duties of his or her office, and may, by a two-thirds vote, decree any elective office vacant. The Board of Trustees shall thereupon appoint a member to fill the vacancy with the appointed member serving the remainder of the vacant term of office. Such appointment shall not render the appointee ineligible for election to any office.

Par. 2 An act of the Board of Trustees shall have received the expressed or implied sanction of the membership at the following business meeting of the Society, and shall be deemed to be an act of the Society and cannot afterward be recalled by any member.

Par. 3 The President shall order the submission to the membership for decision by ballot any question of major importance involving a departure from usual custom. The Board of Trustees shall appoint tellers to canvass such a ballot, the result of which shall be binding.

## ARTICLE B6A, COMMITTEES

Par. 1 The President shall be responsible for appointing committees other than those assigned to or established by the four Coordination Councils. Council Chairs shall appoint committees authorized by their respective councils. New regular appointments and reappointments shall be arranged well in advance of the Annual Meeting at the close of which they shall take effect.

Par. 2 Expenditures proposed by committees must be authorized by the Board of Trustees.

Par. 3 The officer appointing a committee may remove any or all of its members for cause, with approval of the Council concerned.

Par. 4 Each committee shall provide interim or progress reports and a final report as required by its appointing authority.

## ARTICLE B6B, SOCIETY REPRESENTATION

Par. 1 The President may, at his or her discretion appoint a member or members, or other persons, to represent him or her at meetings of societies of kindred aim or at public functions. Such representatives shall be designated as "honorary vice presidents," and their duties shall terminate with the occasion for which they are appointed.

Par. 2 The President, subject to the approval of the Board of Trustees, may nominate or appoint a member or members or other person or persons to represent the Society on professional or other committees organized by other societies or by government agencies, or otherwise, except such appointments as delegated to the Chairs of the Councils.

## ARTICLE B6C, THE ASABE FOUNDATION

Par. 1 The Board of Trustees may create an American Society of Agricultural and Biological Engineers Foundation as a separate financial entity for the purpose of overseeing trust and endowment funds including investment and disposition of such funds and encouraging a community of interest in developing trust funds.

Par. 2 The American Society of Agricultural and Biological Engineers Foundation shall operate under Foundation Bylaws which shall be approved by the ASABE Board of Trustees. The ASABE Foundation shall render regular financial reports to the Board of Trustees.

## ARTICLE B7, ELECTION OF TRUSTEES

Par. 1 The regular Nominating Committee of the Society shall consist of one member for each authorized and operating Technical Division or Technical Institute, one representative from each geographic district, and the International membership, who shall be elected for two-year terms during the annual election of officers, but shall not be eligible for immediate reelection. Terms for Nominating Committee members shall be staggered to provide for election of equal or nearly equal numbers each year. The chair of the Nominating Committee shall be the immediate living Past President of the Society. He or she shall serve without vote except in the case of a tie vote.

Par. 2 The names of those elected to serve on the regular Nominating Committee shall be published by the Executive Officer before June first of each year, accompanied by a request for suggestions for nominees.

Par. 3 A vacancy in the regular Nominating Committee shall be filled by the Board of Trustees.

Par. 4 A special nominating committee may be organized by any group of one hundred (100) or more corporate members of the Society in good standing certifying to the Executive Officer in writing their joint intention to organize such a committee.

Par. 5 Before October 1 the regular Nominating Committee shall deliver to the Executive Officer in writing the names of its nominees for the elective offices to be filled at the next election, together with the written consent of the nominees.

Par. 6 The names and qualifications of nominees for the various offices proposed by the regular Nominating Committee shall be published by the Executive Officer immediately after the receipt of the report of the Committee.

Par. 7 Any corporate member may be a candidate for any elective office.

Par. 8 The names of nominees presented by a special nominating committee must be in the hands of the Executive Officer by November 15, and must be accompanied by the written consent of each nominee.

Par. 9 By January 15 of each year, the Executive Officer shall make available to each member entitled to vote a ballot stating the names of the candidates for the elective offices to be filled at the next election. Voting for the election of officers shall close by March 1 in each year, and the ballots shall be canvassed.

Par. 10 The President shall appoint tellers of election whose duty it shall be to canvass the votes cast in the election of officers. The term of office of the tellers shall expire when their report of the canvass has been presented and accepted.

Par. 11 By March 15 the Executive Officer shall notify the candidates having the greatest number of votes for their respective offices and their terms of office shall begin on the close of the Annual Meeting of the Society.

Par. 12 If a tie occurs in the vote for any officer, the presiding officer shall cast the deciding vote prior to the annual business meeting.

Par. 13 A member in office shall not be eligible for immediate reelection to the same office at the expiration of the term for which he or she was elected, except the Executive Officer, the Secretary and the Treasurer.

Par. 14 Members in office shall continue in their respective offices until their successors have been elected or appointed, and have accepted their offices.

#### **ARTICLE R7, ELECTION OF TRUSTEES**

Rule 1 *The names of candidates proposed by the regular Nominating Committee and by any other nominating committee and the respective offices for which they are candidates, shall be separately listed on the same ballot, each list of candidates to be included under the names of the members of the particular committee which proposed it.*

Rule 2 *Each list of names shall contain the name of only one candidate for the office of President-Elect. For the At-Large Trustees there shall be eight candidates for the four positions.*

Rule 3 *In the election of Trustees, the voter shall prepare his or her ballot by suitably indicating the candidate for whom he or she wishes to vote and including the name of any eligible member of the Society the voter may wish to write in.*

Rule 4 *The tellers shall not receive any ballot after the stated time for the closure of the voting.*

Rule 5 *The Executive Officer shall certify to the eligibility of all voters ensuring each member can vote only once and that the identity of each voter shall be protected.*

Rule 6 *The tellers shall canvass the results.*

Rule 7 *A ballot containing more names than there are offices to be filled is defective and shall be rejected by the tellers.*

Rule 8 *In counting the ballots for officers, the tellers shall consider a ballot for any officer as valid providing the intent of the voter as to that particular office is clear, even though his ballot as to candidates for another office may for any reason be invalid.*

#### **ARTICLE B8, OFFICERS**

Par. 1 The officers shall perform the duties regularly or customarily attaching to their offices under the laws of the State of Michigan, and such other duties as may be required of them by the Board of Trustees, the Constitution or the Bylaws and Rules.

Par. 2 In the absence of the President, his or her duties shall be performed by another Board of Trustees member designated by the Board of Trustees.

Par. 3 The Executive Officer and the Secretary shall take part in the deliberations of the Board of Trustees, but shall have no vote therein.

Par. 4 The Executive Officer shall be the legal custodian of all funds of the Society. The investment of all funds shall be made by the Executive Officer with the approval of the Board of Trustees. Under policies recommended by the Board of Trustees, the Finance Committee may be authorized to approve individual investment transactions.

Par. 5 The Executive Officer may concurrently be Secretary (1) of the Board of Trustees, (2) of the ASABE Foundation, and (3) for all regular and special business meetings of the Society. He or she shall be the resident agent and custodian of the records, including permanent records relating to business of the Councils and committees. Staff members may serve as secretaries to the Councils and appropriate committees related to their area of responsibility.

Par. 6 The Past President, President and President-Elect shall conduct an annual performance review of the Executive Officer and shall establish a salary for that office.

Par. 7 Any officer may be subject to removal for cause by a vote of two-thirds of the Board of Trustees at any time, after one month's written notice has been given the officer to show cause why he or she should not be removed, and after the officer has been heard in his or her own defense if he or she so desires.

#### **ARTICLE R8, EXECUTIVE OFFICER'S OFFICE**

Rule 1 *The Executive Officer shall establish and enforce rules for the conduct of the business of that office.*

#### **ARTICLE B9, MEETINGS OF THE SOCIETY**

Par. 1 Any business meeting of the Society at which a quorum is present may order the submission of any questions to the membership for ballot, and the result of the ballot shall be binding.

Par. 2 All meetings of the Society shall be under the direction of the Board of Trustees.

Par. 3 A general meeting shall be held upon the recommendation of the Board of Trustees.

Par. 4 Announcements of all meetings of the Society shall be publicized in writing to the membership in RESOURCE magazine. Notice of each meeting shall be given by the Executive Officer to each member not less than thirty (30) days before the date of the meeting.

#### **ARTICLE R9, MEETINGS OF THE SOCIETY**

Rule 1 *Any unit of the Society or any group of members participating in the conduct of an annual or general meeting shall appoint the necessary special local committees that shall function under the direction of the Meetings Council.*

#### **ARTICLE B10, MEMBERSHIP SERVICES COORDINATION COUNCILS**

Par. 1 The Board of Trustees shall appoint one or more Trustees to serve as nonvoting liaison to each of the four Membership Services Coordination Councils. To broaden participation and avoid conflicts of interest, members of the Board of Trustees and the Finance Committee cannot concurrently serve as a voting member on one of the Membership Services Coordination Councils.

Par. 2 The Membership Services Coordination Councils shall submit their Bylaws and changes to the Board of Trustees for review for consistency with the Society Constitution and Bylaws.

Par. 3 The Membership Services Coordination Councils shall provide minutes of their actions to the Board of Trustees and the other councils.

#### **ARTICLE B10A, PUBLICATIONS COUNCIL**

Par. 1 The Publications Council shall promote and manage the papers and publications of the Society.

Par. 2 Statements or positions made on behalf of the Society in any of its publications shall require prior approval of the Board.

Par. 3 The Society shall not be responsible for statements or opinions advanced in papers or in discussions at meetings of the Society, or of its divisions or sections, or printed in its publications.

#### **ARTICLE B10B, STANDARDS COUNCIL**

Par. 1 The Standards Council shall promote and manage the Engineering Standards and Recommended Practices of the Society.

#### **ARTICLE B10C, MEETINGS COUNCIL**

Par. 1 The Meetings Council shall promote and manage the meetings and conferences in which the society is involved.

Par. 2 The Society shall not be responsible for statements or opinions advanced in papers or in discussions at meetings of the Society, or of its divisions or sections, or printed in its publications.

#### **ARTICLE B10D, MEMBERSHIP DEVELOPMENT COUNCIL**

Par. 1 The Membership Development Council shall promote the education, professional development, and professional registration of the members of the Society.

#### **ARTICLE B11, TECHNICAL UNITS**

Par. 1 The object of each technical unit shall be to provide, through an organization of members of any or all grades that are particularly interested in a branch of engineering included in the scope of the Society's activities, means for promoting the art and science of that branch.

Par. 2 A technical division or institute of the Society may be organized upon acceptance by the Board of Trustees of a written request of a satisfactory number of members. Such a division or institute should be designated as the . . . . . Division or Institute of the American

Society of Agricultural and Biological Engineers, the designation of which shall be made with approval of the Board of Trustees.

Par. 3 The provisions of the Constitution, Bylaws and Rules of the Society shall govern the procedure of all technical divisions or institutes, but no action or obligation of a division or institute shall be considered an action or obligation of the Society as a whole.

Par. 4 For the convenient conduct of its affairs, each technical division or institute shall have an executive committee selected from the membership of the Society, which shall consist of the chair, the vice chair, and the immediate active past chair.

Par. 5 Each division or institute shall elect a vice chair for a term not exceeding one year.

Par. 6 On the adjournment of the Annual Meeting, each vice chair shall automatically become chair of his or her respective division or institute, and shall serve in that office for a term not exceeding one year.

#### **ARTICLE R11, TECHNICAL UNITS**

Rule 1 *When a number of members of the Society interested in a particular branch of the work of the Society favor the formation of a technical division or institute for that branch, they may petition the Board of Trustees for the establishment of such a division or institute. Upon approval of the petition by the Board of Trustees, the President shall appoint a chair and vice chair of the new division or institute.*

Rule 2 *Such committees and representatives, other than the executive committee, as each technical division or institute may require, shall be recommended for appointment by the chair of the division or institute to the Steering Committee of the division or institute.*

Rule 3 *Any expenditure for the purpose of a division or institute chargeable to the Society must be authorized by the Board of Trustees of the Society before it is incurred. Any liability otherwise incurred shall not be binding on the Society, and must be met by the division or institute itself.*

#### **ARTICLE B11A, COMMUNITIES**

Par. 1 The purpose of a community shall be to bring together ASABE members and other colleagues with similar or common interests, objectives and vision for improving communications, synergy of activity and greater focus on a specific area of interest. The Board of Trustees may adopt policies for the governance and operation of such communities including their relationship to ASABE.

Par. 2 A community of the Society may be organized upon acceptance by first the Membership Development Council and secondly by the Board of Trustees of a written request of a satisfactory number of members. This request must document the existence of a critical mass of interested individuals to provide sustainability and the potential of a long-term mutually supportive relationship and include a statement of purpose, bylaws and a list of initial officers. Upon approval, such a community should be designated as the . . . . . Community of the American Society of Agricultural and Biological Engineers, the designation of which shall be made with approval of the Board of Trustees.

Par. 3 The provisions of the Constitution, Bylaws and Rules of the Society shall govern the procedure of all communities, but no action or obligation of a community shall be considered an action or obligation of the Society as a whole.

Par. 4 For the convenient conduct of its affairs, each community shall have an executive committee which shall consist of the chair, the vice chair, and the immediate active past chair.

#### **ARTICLE R11A, COMMUNITIES**

Rule 1 *When a number of members of the Society interested in a particular aspect of the work of the Society favor the formation of a community for that aspect, they may petition the Membership Development Council for the establishment of such a community. Upon recommendation of the petition by the Membership Development Council, the Board of Trustees will consider the community request and take appropriate action.*

Rule 2 *Such committees and representatives, other than the executive committee, as each community may require, shall be appointed by the chair of the community.*

Rule 3 *Any expenditure for the purpose of a community chargeable to the Society must be authorized by the Board of Trustees of the Society before it is incurred. Any liability otherwise incurred shall not be binding on the Society, and must be met by the community itself.*

#### **ARTICLE B12, SECTIONS**

Par. 1 The object of a Section of the Society shall be to provide means for promoting the work of the Society by an organization of members who are resident within a given territory.

Par. 2 For communication and coordination, the Section shall be a contiguous geographic area which does not overlap the boundaries of other Sections.

Par. 3 A Section of the Society may be organized upon acceptance by the Membership Development Council of the written request of a satisfactory number of members. Such a Section shall be designated as the . . . . . Section of the American Society of Agricultural and Biological Engineers.

Par. 4 The provisions of the Constitutions, Bylaws and Rules of the Society shall cover the procedure of all sections, but no action or obligation of a Section shall be considered an action or obligation of the Society as a whole. The intent of the previous sentence shall be imprinted on any publication issued by the section.

Par. 5 Each section shall organize an executive committee to conduct its affairs.

Par. 6 The affairs of the sections shall be in general charge of the Membership Development Council.

#### **ARTICLE R12, SECTIONS**

Rule 1 *When a number of members of the Society in any territory of the world favor the formation of a section in that territory, a meeting shall be called and notice sent to the entire membership of the Society residing in that territory. At this meeting a petition for the formation of a section containing suggestions as to territory to be included in the section may be presented, and if adopted, shall be sent to the Membership Development Council through the Executive Officer of the Society for consideration by the Membership Development Council.*

Rule 2 *Upon approval of the petition by the Membership Development Council, a meeting of the signers shall be held for the selection of a temporary executive committee of at least three members. This committee shall have charge of and be responsible for the proceedings of the section until the next election of officers.*

Rule 3 *The executive committee of a section shall consist of a chair, a secretary, and such other officers as may be found desirable. Such officers shall be elected by ballot of the members of the Society constituting the section.*

Rule 4 *Both corporate members and student members shall be eligible to vote and hold office in sections. A member of the Society shall not be entitled to vote or to hold an elected office in more than one section at the same time.*

Rule 5 *The secretary of each section shall report the proceedings of that section to the Membership Development Council and to the Executive Officer of the Society.*

Rule 6 *Any expenditure chargeable to the Society for the purpose of any section must be recommended by its Executive Committee, and approved by the Board of Trustees before it is incurred, except expenditures not to exceed the balance in Section accounts and used for support of Section meetings. No liability otherwise incurred shall be binding upon the Society.*

Rule 7 *Each section shall use only stationery that conforms to policy established by the Membership Development Council.*

Rule 8 *A section may arrange to hold joint meetings with other engineering organizations and may invite members of such organizations to attend its meetings, but all expenses incurred shall be binding only on the section and not on the Society as a whole.*

Rule 9 *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 B13, STUDENT BRANCHES**

Par. 1 A Student Branch or Student Engineering Branch may be organized upon acceptance by the Membership Development Council of the written request of at least ten students who have demonstrated a desire to form a branch. Such branch shall be designated as the . . . . . Student Branch or Student Engineering Branch of the American Society of Agricultural and Biological Engineers.

Par. 2 The provisions of the Constitution, Bylaws and Rules of the Society shall cover the procedures of all student branches, but no action or obligation of a student branch shall be considered an action or obligation of the Society as a whole.

Par. 3 The function of the Committee on Student Organizations of the Society under the direction of the Membership Development Council shall be to organize, foster, and govern student branches and their activities.

Par. 4 Annual conferences of delegates and other members from student branches shall be held at the discretion of the Committee on Student Organizations.

#### **ARTICLE R13, STUDENT BRANCHES**

Rule 1 *Each Student Branch and each Student Engineering Branch shall have an advisor who is an ASABE member and approved for this assignment by the Department Head or an appropriate academic administrator. The Society headquarters will utilize the advisor as its primary contact with the Student Branch or the Student Engineering Branch.*

Rule 2 Each Student Branch and each Student Engineering Branch shall elect and maintain a president and a government body of at least 3 members of the Branch.

#### **ARTICLE B14, FUNDS**

Par. 1 All funds shall be paid in to the Executive Officer, who shall enter them in the books of the Society, and deposit them to the account of the Society in federally insured banks, insured savings and loan associations, or other commercial and government money market investments.

Par. 2 All bills against members and others shall be made and collected by the Executive Officer.

Par. 3 Funds may be solicited from sources outside of the Society for special purposes. All contributions to the Society for any specific purpose shall be disbursed under the direction of the Board of Trustees.

Par. 4 The accounts of the Society shall be audited and approved annually by a certified public accountant.

#### **ARTICLE B14A, FINANCE COMMITTEE**

Par. 1 The Board of Trustees may create a Finance Committee for the purpose of providing general fiscal oversight of the operating and reserve funds of the Society including the preparation of annual operating and capital budgets for approval by the Board of Trustees, regularly reporting fiscal performance against the operating budget to the Board of Trustees and preparing an annual financial report for communication to the membership as part of the proceedings of the annual business meeting.

Par. 2 The Finance Committee shall operate under written policies which shall be approved by the Board of Trustees. The Treasurer shall serve as Chair of the Finance Committee. Election of Finance Committee members will be subject to confirmation by the Board of Trustees.

#### **ARTICLE B15, PROFESSIONAL PRACTICE**

Par. 1 All Members-Engineer of the Society shall subscribe to the following Code of Ethics of Engineers as required by the Constitution:

### **CODE OF ETHICS OF ENGINEERS**

#### **THE FUNDAMENTAL PRINCIPLES**

Engineers uphold and advance the integrity, honor and dignity of the engineering profession by:

- I. using their knowledge and skill for the enhancement of human welfare;
- II. being honest and impartial, and serving with fidelity the public, their employers and clients;
- III. striving to increase the competence and prestige of the engineering profession; and
- IV. supporting the professional and technical societies of their disciplines.

#### **THE FUNDAMENTAL CANONS**

1. Engineers shall hold paramount the safety, health and welfare of the public in the performance of their professional duties.
2. Engineers shall perform services only in the areas of their competence.
3. Engineers shall issue public statements only in an objective and truthful manner.
4. Engineers shall act in professional matters for each employer or client as faithful agents or trustees, and shall avoid conflicts of interest.
5. Engineers shall build their professional reputation on the merit of their services and shall not compete unfairly with others.
6. Engineers shall act in such a manner as to uphold and enhance the honor, integrity, and dignity of the profession.
7. Engineers shall continue their professional development throughout their careers and shall provide opportunities for the professional development of those engineers under their supervision.

#### **ARTICLE B16, AMENDMENTS**

Par. 1 Prior to the closing of a ballot on an amendment to the Constitution, the President shall appoint tellers whose duty it shall be to canvass the votes cast. The terms of office of such tellers shall expire when their report of the canvass has been presented and accepted.

Par. 2 The tellers shall canvass the ballots and certify the results to the presiding officer at the meeting of the Society at which the result is to be announced.

Par. 3 At any regular meeting, the Board of Trustees may, by a two-thirds vote of its membership, enact, repeal, or amend bylaws in harmony with the Constitution, other than those related to a change in admission and reinstatement fees or dues schedule, provided that such bylaws or amendments shall have been submitted in writing to each member of the Board of Trustees at least 30 days before the meeting at which action is to be taken. Amendments related to a change in admission and reinstatement fees or dues schedule may be made by a

three-fourths ballot of its membership, providing all other requirements to enact, repeal, or amend bylaws are met and all other requirements of the Constitution and Bylaws pertaining to admission fees and dues schedule are fulfilled. A bylaw or an amendment to a bylaw shall take effect immediately upon its adoption by the Board of Trustees, except that the Board may establish a transition schedule when it considers that a change in practice directed by an amendment may best be effected over a reasonable period of time. The amendment and transition schedule, if any, shall be promptly communicated to the membership.

Par. 4 At any regular meeting by a majority vote of its members present, the Board of Trustees may enact, repeal, or amend Rules in harmony with the Constitution and Bylaws. A Rule or an Amendment thereto shall take effect immediately upon its adoption by the Board of Trustees and shall be promptly communicated by the Executive Officer to the membership.

#### **ARTICLE R16, AMENDMENTS**

Rule 1 *In voting on an amendment to the Constitution, the voter shall prepare his or her ballot by voting for or against each change listed.*

Rule 2 *The tellers shall not receive any ballot after the stated time for closure of the voting.*

Rule 3 *The Executive Officer shall certify to the eligibility of all voters ensuring each member can vote only once and that the identity of each voter shall be protected.*

Rule 4 *Tellers shall consider a ballot as valid provided the intent of the voter is clear, and provided also that he or she conforms with the regulations for voting.*

#### **ARTICLE B17, LIABILITY AND INDEMNIFICATION**

Par. 1 No Trustee, Officer, Employee, Committee Member or other agent appointed by the Trustees of the Society shall incur any personal liability for any acts, omissions or errors in such capacity except for his or her own negligent or willful misconduct. No person shall be liable for the acts, neglect, default, omissions, and errors or misconduct of any fellow trustee, officer, employee, committee member or other agent of the Society in which he or she has not participated, concurred or acquiesced. No person dealing with the Society shall be obliged to see to the application of any money or other property contributed, loaned or otherwise paid or delivered to the Society.

Par. 2 Each Trustee shall be a Volunteer Director as defined in Michigan Law Section 110(2) of 1982 P.A. 162, as amended, and, as such, shall not receive anything of value from the Corporation for serving as a Trustee other than reasonable per diem compensation and reimbursement for actual, reasonable and necessary expenses incurred by a Trustee in his or her capacity as a Trustee.

Par. 3 A Volunteer Trustee of the Corporation shall not be personally liable to the Corporation or its members for monetary damages for a breach of the Trustee's fiduciary duty. This provision shall not eliminate or limit the liability of a Trustee for any of the following:

- a. A breach of the Trustee's duty of loyalty to the Corporation or its members.
- b. Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law.
- c. A violation of Section 551(1) of said Act.
- d. A transaction from which the Trustee derived an improper personal benefit.
- e. An act or omission occurring before the date of filing of this Amendment to the Bylaws.

Par. 4 The Corporation shall assume all liability to any person other than the corporation or its members for all acts or omissions of a Volunteer Trustee occurring after the date of filing of this Amendment to the Bylaws.

Par. 5 The Society shall indemnify any Trustee, Officer, Employee, Committee Member and other agent appointed by the Trustees, or any person formerly in any of the foregoing positions, against any expense actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding in which he or she is made a party by reason of being or having been a Trustee, Officer, Employee, Committee Member or other agent appointed by the Trustees of the Society, except as to matters with respect to which he or she shall be adjudged to be liable for negligent or willful misconduct in the performance of his or her duties in such capacities. The Society also shall reimburse any such Trustee, Officer, Employee, Committee Member or other agent appointed by the Trustees for the reasonable costs of settlement of any such action, suit or proceeding, if prior to such settlement it shall be found by a majority of the disinterested members of the Trustees that it is in the best interest of the Society that such settlement be made and that such person was not guilty of negligent or willful misconduct in the performance of the duties which gave rise to such action, suit or proceeding. The Society may insure itself and its Trustees, Officers, Employees, Committee Members and other agents appointed by the Trustees against such risks as may be determined by the Trustees from time to time.

# Use of ASABE Name, Abbreviation, and Logo

(Adopted by Board of Trustees, July, 2006)

The Board of Trustees will review and rule on any proposed use not clearly covered by the Guidelines for ASABE Logo Usage a copy of which can be obtained by contacting ASABE Headquarters. Pending such rulings, any use other than as authorized in the Guidelines is con-

sidered inappropriate and is to be discouraged. To protect the Society and its members from unauthorized use of its logo, or its adoption by some other organization, the logo is registered in the U.S. Patent Office as a trademark owned by the Society.

## ASABE and Social-Political Issues

(Adopted by Board of Directors, September 1971)

1. It is desirable to restate the American Society of Agricultural and Biological Engineers' function and role regarding governmental and nongovernmental actions and proposals that seek to protect or to improve quality of life.

2. ASABE is an engineering Society devoted to the promotion of the science and art of engineering in agriculture, encouraging original research, fostering engineering education and advancing standards of agricultural engineering. In the conduct of its affairs, ASABE develops, collects, publishes and distributes engineering information, including technical papers, monographs, standards, engineering practices and data. ASABE encourages its members and others including members of other engineering disciplines to use and to promote the use of all ASABE engineering information. Through meetings, conferences and publications, ASABE promotes the use of all such information.

3. Because of the complex nature of governmental and nongovernmental actions relating to the quality of life, ASABE may be requested or invited to make specific statements or to develop specific recommendations. When clearly within the expertise of the Society's membership, ASABE through its officers, committees or specifically constituted task forces may develop statements on proposed actions or problems. Statements will be limited to aspects relating to the technological-

economical feasibility and practicality of proposed actions and alternatives. All statements will be presented as the professional judgement of those who formulated the statement and will not be presented as an official statement of ASABE.

4. ASABE will not seek or otherwise promote governmental regulations which dictate that ASABE standards, engineering practices or other engineering information or professional positions shall be used. The Society will, consistent with its resources, provide particular information so that pending laws and regulations can be based upon available engineering information and facts.

5. The Society shall encourage and promote the use of ASABE standards, engineering practices and other information in the regular conduct of its affairs. Any and all actions will recognize that their use is entirely voluntary. ASABE assumes no responsibility for results attributable to the application of its information. At no time will ASABE or its committees actively promote the sale or use of specific products that reflect the use of ASABE standards, engineering practices or other recognized information.

6. Individual ASABE members are encouraged by the Society to take any position on proposed governmental or nongovernmental actions and to participate in any manner as the member's conscience dictates.

## Policy Statement on Diversity

(Adopted by Board of Trustees, August 2004)

ASABE has a history of being a diverse and strong organization. We are committed to continuing that tradition. We value the talent and commitment of all people who study or work in or with the profession of engineering applicable to agricultural, food, and biological systems. Diversity enriches and builds upon the educational experience and improves the practice of engineering. ASABE greatly benefits from

diverse and varied perspectives, experiences, and attitudes. We support the opportunity for successful participation of all people in the Society. The ASABE Board of Trustees, volunteer leaders, members, and staff pledge to work diligently to provide an atmosphere of respect for all and to foster the contributions each can make.

## Policy to Limit Antitrust Liability

These safeguards are taken to further prevent the reputation and prestige of the American Society of Agricultural and Biological Engineers from being used either intentionally or inadvertently to (1) hinder competition in the market place in violation of antitrust laws or (2) to place the Society in a libelous position as the result of unauthorized statements or actions wrongfully attributed to it.

1. No individual by virtue of membership in ASABE, geographic unit office, committee membership, or any other ASABE assignment or responsibility shall act for ASABE without the expressed consent of the Board of Directors. Individuals shall not make statements, offer opinions, offer interpretations, or enter into agreements in any manner such that it appears to a third party that the individual was acting with the authority of ASABE by virtue of the individual's membership or position.

2. Committee officers, committee members, and others knowledgeable about the history and development of standards shall not offer interpretations with the apparent approval and authority of ASABE or with the apparent approval and authority of a past or current ASABE committee. ASABE members may offer personal opinions and interpretations solely as individuals without reference to past or current ASABE membership or ASABE committee participation.

3. The use of ASABE letterhead might be interpreted as an authorized communication to the recipient and others receiving copies. Therefore, the use of ASABE letterhead shall be limited to matters of official business, and letterhead may only be used by authorized staff personnel and the ASABE president. Exceptions require authorization by the Board of Directors.