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**DRAFT AGENDA  
2020-2021 BOARD OF GOVERNORS MEETING**

**Wednesday, April 14, 2021  
2:00 pm to 3:30 pm (EDT)**

**1. Opening of the Meeting (Start Time 2:00 pm)**

- 1.1. Call to Order  
Bryan Erler
- 1.2. Adoption of the Agenda ACTION
- 1.3. President's Remarks (10 minutes) DISCUSSION  
Bryan Erler
- 1.4. Executive Director/CEO's Remarks (10 minutes) DISCUSSION  
Tom Costabile
- 1.5. Consent Items for Action ACTION

Identification of items to be removed from Consent Agenda

Consent Items for Action are items the Board is asked to take action on as a group. Governors are encouraged to contact ASME Headquarters with their questions prior to the meeting as it is not expected that consent items be removed from the agenda.

- 1.5.1 Approval of Minutes of February 24, 2021 Meeting
- 1.5.2 By-Law Amendments – Membership By-Law B3.2 – Fee Changes, Second Reading
- 1.5.3 By-Law Amendments – Changes to B3.3 Violation of Ethics, Second Reading
- 1.5.4 By-Law Amendments – Changes to the B4.2 Nominating Committee, Second Reading
- 1.5.5 By-Law Amendments – TEC Sector, Changes to B4.3, B5.1, B5.2, B5.5, Second Reading
- 1.5.6 By-Law Amendments – DISC Name Change, Changes to B5.2 and B5.3, Second Reading
- 1.5.7 By-Law Amendments – Changes to EDESC B5.2, First Reading
- 1.5.8 Changes to Society Policies P-14.1, P-14.3, P-14.4, P-14.6, P-14.7, P-14.12, and P-14.14
- 1.5.9 Changes to Society Policy P-4.5
- 1.5.10 Changes to Society Policy P-15.11
- 1.5.11 Changes to Society Policy 15.14
- 1.5.12 Proposed Appointments

**2. Open Session Agenda Items**

- 2.1. Financial Review (10 minutes) INFORMATION  
 Bill Garofalo
- 2.2. Board Selects President and Expansion of the BOG Constitution Changes (30 minutes) ACTION  
 Rich Laudenat
- 2.3. Committee Liaison Report (5 minutes) INFORMATION  
 IAB Liaison – Andy Bicos
- 2.4. July Planning Meeting (5 minutes) INFORMATION  
 Michael Johnson

**3. New Business**

- 3.1. Dates of Future Meetings

DATE	DAY	TIME	LOCATION
June 14, 2021	Monday	1:00 PM – 4:00 PM	Zoom Conference Call
June 15, 2021*	Tuesday	1:00 PM – 3:30 PM	Zoom Conference Call
July 12-13, 2021 Planning Meeting*	Monday-Tuesday	1:00 PM – 4:00 PM	Zoom Conference Call
September 2021*	TBD	TBD	Zoom Conference Call

\*2021-2022 Board of Governors

**4. Adjournment of Open Session**

**List of Appendices**

- 1.5.2 By-Law Amendments – Membership By-Law B3.2 – Fee Changes, Second Reading
- 1.5.3 By-Law Amendments – Changes to B3.3 Violation of Ethics, Second Reading
- 1.5.4 By-Law Amendments – Changes to the B4.2 Nominating Committee, Second Reading
- 1.5.5 By-Law Amendments – TEC Sector, Changes to B4.3, B5.1, B5.2, B5.5, Second Reading
- 1.5.6 By-Law Amendments – DISC Name Change, Changes to B5.2 and B5.3, Second Reading
- 1.5.7 By-Law Amendments – Changes to EDESC B5.2, First Reading
- 1.5.8 Changes to Society Policies P-14.1, P-14.3, P-14.4, P-14.6, P-14.7, P-14.12, and P-14.14
- 1.5.9 Changes to Society Policy P-4.5
- 1.5.10 Changes to Society Policy P-15.11
- 1.5.11 Changes to Society Policy 15.1
- 1.5.12 Proposed Appointments



## Board of Governors Meeting Agenda Item Cover Memo

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Date Submitted:	March 17, 2021
BOG Meeting Date:	April 14, 2021
To:	Board of Governors
From:	Committee on Organization and Rules
Presented by:	C. Wesley Rowley
Agenda Title:	By-Law Amendments – Membership By-Law B3.2, Second Reading

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### Agenda Item Executive Summary:

The Membership team is proposing two changes to By-Law B3.2: 1) A transition from a fixed membership year to an anniversary date; and 2) Reducing the grace period from four months to one month.

Changing to an anniversary date enables more flexibility for the Membership program to be run like a subscription model in which members would have a rolling 12 months of membership based on their join (anniversary) date. From a member experience perspective, a consistent time period allows for the complete lifecycle of membership -- from early onboarding to engagement of benefits – before the membership expiration date. Today, it's possible for someone to join and one month later start receiving renewal messages based on the fixed calendar cycle.

Operationally, it eliminates current complexities on the back-end fulfillment and customer service of members, including proration of dues and inconsistent trial membership time periods. The removal of these complexities enables more options for best-of-breed technology applications as ASME moves forward with the Digital Transformation program.

Reducing the grace period enables ASME Membership to be in line with the majority of other associations and provides members more incentive to renew their membership earlier; it also brings the product lifecycle more in line with the speed of the digital world.

Related Society Policy changes include changes to reflect the By-Law changes, as well as updates to outdated processes that are no longer in practice in Membership as well as changes to inventoried merchandise for member recognition. These changes will be presented at the April BOG meeting when these By-Law changes are presented for adoption.

Proposed motion for BOG Action: To adopt changes to By-Law B3.2.

Attachments: By-Law changes.

### B3.2 FEES AND DUES

- B3.2.1 The amount of any Application, Entrance, Promotion, or Reinstatement fees will be established by the Board of Governors.
- B3.2.2 The dues of any member or the entrance fee of a prospective member may be remitted for any special reason by the Membership staff. A member may appeal the Membership staff's decision on the remittance of "dues under special reason" to the Executive Director in conjunction with the President.
- When a new dues structure is created, it must be approved by the Executive Director in conjunction with the President.
- B3.2.3 The application fee and that part of the annual dues to be charged to the new member for the fiscal year remaining after the date of notification of approval shall be payable within 30 days after that date. The election process shall not be considered to be complete until receipt of this payment by the Society.
- B3.2.4 Effective XXXXX 2021, the membership period will be defined based on the anniversary date of the member. A member's join date is the "anniversary date" and continues for a rolling 12 months until renewed. The annual dues for each ensuing year shall be due and payable on or before the first day of a member's anniversary date and will take effect on XXXXXOctober. Until such time that the change in anniversary date is implemented; or if the previous anniversary date term is not defined, applicable or known at the time of renewal; or in the case of pre-paid dues, the default anniversary date will be October 1.
- B3.2.5 A statement for annual dues shall be providedmailed to each member before the anniversary dateOctober-1 each year. Notice of arrears shall be sent thereafter.
- B3.2.6 If a member's dues have remained unpaid for onethree months, their publications may be withheld.
- B3.2.7 Any member whose dues remain unpaid for a period of onefour months shall be stricken from the roll of membership of the Society.
- B3.2.8 If, in the case of nonpayment of dues, the right to receive the publications of the Society or to vote be questioned, the fiscal books of the Society shall be conclusive evidence.
- B3.2.9 The Membership staff may restore to membership any person dropped from the rolls for nonpayment of dues upon such conditions as it may deem appropriate.
- B3.2.10 The Board of Governors shall, from time to time, as seems necessary, establish the dues for a Student Member and the corresponding services rendered.
- B3.2.11 A member who has paid dues for 35 years and in addition has (a) reached the age of 65 years, or (b) retired from his or her regular work will be considered a life member.

Life Membership means membership without payment of dues. Upon becoming exempt

from dues, the member continues in the previous grade of membership but the word "Life" is added.

Any changes in the life membership criteria are subject to approval of the Board of Governors.

Effective March 18, 2000 and not retroactively, student years of membership will be included in the count of total years of membership as long as the graduated Student Member pays the first year Member dues (continuous membership from Student Member to Member).

- B3.2.12 Any member except Student Member may pre-pay dues for life by paying the Society at one time the present worth of an annuity equal to the member's dues for the remaining required dues period.

A prepaid member will become a Life Member 35 years after the date when his or her continuous membership began and in addition has (a) reached the age of 65 years, or (b) retired from his or her regular work.

- B3.2.13 A member of a technical society with which the Society has a reciprocal agreement who applies for membership in ASME shall not be required to pay any entrance fee. Such an applicant must file formal application for membership and must meet the membership requirements of the grade of membership for which application is made. This exemption shall apply only for entrance to an equivalent or lower grade of membership.



## Board of Governors Meeting Agenda Item Cover Memo

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Date Submitted:	March 17, 2021
BOG Meeting Date:	April 14, 2021
To:	Board of Governors
From:	Committee on Organization and Rules
Presented by:	C. Wesley Rowley
Agenda Title:	By-Law Amendments – Changes to B3.3, Second Reading

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**Agenda Item Executive Summary:**

The Board of Governors approved Society Policy P-15.14 concerning a Code of Conduct at its November 10, 2020 meeting.

This new Society Policy requires it to be referenced in By-Law B3.3 as there are Board of Governors actions that may need to be taken if there is a violation of the Code of Conduct.

Proposed motion for BOG Action: To adopt changes to By-Law B3.3.

Attachment(s): By-Law changes.

### B3.3 VIOLATION OF ETHICS

- B3.3.1 Any member who has been found to have violated the Constitution, By-Laws, ~~or~~ Code of Ethics, or Code of Conduct of the Society, may be expelled by the affirmative vote of seven members of the Board of Governors.
- B3.3.2 The Board of Governors shall vote on the expulsion of any member only upon the recommendation of the Executive Committee (Code of Conduct Violation) or of an Investigative Panel (Ethics Violation)~~appointed to hear the accusation and the defense~~. The Board of Governors shall not be bound by the recommendation of the Executive Committee or of an Investigative Panel and shall make its own determination of any disciplinary action.
- B3.3.3 The Investigative Panel which shall hear and present a report upon charges against an accused member shall be chosen from among the Society's staff or membership (or both). The Executive Director, in consultation with the Chair of the Ethics Committee, will appoint the members of the Investigative Panel, which will be specific to a particular case. Members of an Investigative Panel will continue to serve until the case assigned to that Investigative Panel has been completed.



## Board of Governors Meeting Agenda Item Cover Memo

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Date Submitted:	March 17, 2021
BOG Meeting Date:	April 14, 2021
To:	Board of Governors
From:	Committee on Organization and Rules
Presented by:	C. Wesley Rowley
Agenda Title:	By-Law Amendments – Changes to the Nominating Committee, Second Reading

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### Agenda Item Executive Summary:

The changes being proposed are from the outcome of meetings of the ASME Senior Vice Presidents on October 2, 2020 and January 11, 2021.

These changes still allow the Sector Councils to bring forward candidates for the Nominating Committee, but the composition of the Nominating Committee is finalized at a meeting of the Senior Vice Presidents. Some of these candidates could come from a sector after consulting with VOLT. It also allows for the possibility that a Senior Vice President may have no desirable candidate from within a sector at that time to be on the Nominating Committee. It also recognizes that the ultimate composition of the Nominating Committee is still decided by the membership of ASME at a Society Business Meeting.

This would take effect with the 2022 Nominating Committee. It is envisioned that the first-year voting members for 2021 will become the second-year voting members for 2022, and the alternates for 2021 will become the first-year voting members for 2022.

Proposed motion for BOG Action: To adopt changes to By-Law B-4.2.

Attachment(s): By-Law changes.

## B4.2 NOMINATING COMMITTEE

B4.2.1 The Nominating Committee is charged with the responsibility of reviewing and nominating members of broad experience, high standing, and active participation in the work of the Society to those offices specified in Article C4.1.8 of the Constitution. These nominees may be selected from proposals by various units or by individual members in the Society or from the Nominating Committee's own deliberations as it sees fit.

B4.2.2.1 Election to the Nominating Committee takes place at Business Meetings of the Society. At the second Business Meeting of the fiscal year, the President shall present the names of those recommended pursuant to By-Law B4.2.2.3, as applicable, for election to the Nominating Committee. In the event any vacancies occur following that meeting, the President may present the names of those recommended pursuant to By-Law B4.2.2.3, as applicable, for any Nominating Committee vacancies at the first Business Meeting of the new fiscal year. The voting members of the Nominating Committee shall be elected for two years and alternates for one year. Alternates shall commit to participate on the Nominating Committee for a three-year cycle. Once the alternate's term is completed, the alternate will automatically move into the position of voting member.

Elected voting members and alternates shall begin their terms at the close of the Business Meeting at which they are elected.

Terms of voting members and alternates will normally end at the close of the Nominating Committee Selection Meeting. However, if the work of a particular Nominating Committee is not finished by that time, terms of that committee will continue until the selection process for which that committee is responsible has been completed.

B4.2.2.2 The Nominating Committee shall consist of ten voting members and five alternates selected by the Senior Vice Presidents each sector. ~~Each Sector shall have two voting members and one alternate.~~ Nominations for open positions for voting members and alternates shall be made as provided in By-Law B4.2.2.3 and shall be voted upon at the Business Meetings as provided in By-Law B4.2.2.1.

Voting members and alternates shall be of the Member or Fellow grade and not currently serving in any elective office of the Society.

B4.2.2.3 Each sector will develop its own procedures for generating recommendations for proposals for the members and alternates of the Nominating Committee. The five Senior Vice Presidents will jointly review all of their recommendations for alternates of the Nominating Committee, and select five to be nominated for election to the Nominating Committee pursuant to By-Law B4.2.2.1, for which that sector has a responsibility, and those procedures shall be specified in the sector operation guide.

B4.2.2.4 The Nominating Committee shall be assisted by a non-voting group of Advisors consisting of up to three consenting and available past Presidents who have been out of office for one year or more. These Advisors, invited by the Nominating

Committee, will attend all meetings of the Nominating Committee and participate in all its discussions. At the option of the committee, they may also be present during the casting of votes for the slate of nominees, although they shall remain impartial and not communicate to the Nominating Committee their opinions regarding any Proposed Nominee. The functions of this group shall be:

a. to acquaint the Nominating Committee of the short and long range Society plans;

b. to make available their experience in, and their knowledge of the requirements for Society offices;

- B4.2.3.1 If a voting member is unable to serve, then an alternate will be identified by the ~~Senior Vice Presidents sector~~ from ~~the its~~ pool of alternates. ~~In the event that no alternates are available in a specific sector, an alternate may be selected from another sector pool of alternates in accordance with the Nominating Committee Manual, MM-10.~~
- B4.2.3.2 A person who has been in office as voting member of the Nominating Committee for a term or portion of a term which includes more than one Nominating Committee Selection Meeting is eligible to be proposed for a later term as voting member or alternate only if the later term begins one year or more after the ending of the term in which the person served as a voting member.
- B4.2.4 No voting member or alternate shall be considered for nomination to any elective office (President and Governors) of the Society during a term of office on the Nominating Committee, whether or not it is served.
- B4.2.5 The names of those elected to serve on the Nominating Committee shall be published by the Executive Director prior to the end of each year, accompanied by a request for proposals for officers of the Society to be sent to the Nominating Committee. Any changes to the composition of the Nominating Committee shall be published as soon as possible.
- B4.2.6 A vacancy in the Nominating Committee of the Society shall be filled as determined in accordance with B4.2.3.1 and B4.2.2.1.
- B4.2.7 Each year, not later than December 1, the Nominating Committee shall submit any proposed changes to ~~the Nominating Committee Operation Guide Manual MM-10~~ to the Committee on Organization and Rules for review and recommendation.
- B4.2.8 A special nominating committee may be organized by one percent of the corporate membership of the Society in good standing certifying to the Executive Director in writing their joint intention to organize such a committee.
- B4.2.9 Within two weeks following the close of the second Business Meeting of the fiscal year, the Nominating Committee shall deliver to the Executive Director in writing the names of its nominees for the elective offices to be filled at the next election, together with the written consents of the nominees.

- B4.2.10 The names of nominees for the various offices proposed by the Nominating Committee and any other special nominating committee shall be published by the Executive Director immediately after the receipt of the report of the Nominating Committee or the special nominating committee.
- B4.2.11 Names of any nominees presented by any special nominating committee must be in the hands of the Executive Director by the first Tuesday in August of each year and must be accompanied by the written consent of each nominee.
- B4.2.12 Any member of the Society or any organized unit of the Society may propose and is encouraged to propose, directly to the Nominating Committee, nominees for President or the Board of Governors.



## Board of Governors Meeting Agenda Item Cover Memo

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Date Submitted:	March 17, 2021
BOG Meeting Date:	April 14, 2021
To:	Board of Governors
From:	Committee on Organization and Rules
Presented by:	C. Wesley Rowley
Agenda Title:	By-Law Amendments – Changes to the TEC Sector, Second Reading

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### Agenda Item Executive Summary:

The Technical Events and Content Sector is to be renamed the Technical and Engineering Communities Sector.

The Sector's revised governance structure is shown in By-Law B5.5.

B5.1.9 defines "groups." There are "groups" in both the TEC and MDE Sectors. The attached By-Law change reflects the fact that "institutes" no longer exist, that "technology groups" may be formed and "student sections" need to be included in the definition.

The Board will consider changes to ASME Society Policies related to the new structure and adoption of the By-Laws included in this memo at its April 2021 meeting.

Proposed motion for BOG Action: To adopt changes to By-Laws B4.3, B5.1, B5.2 and B5.5.

Attachment(s): By-Law changes.

### **B4.3 OFFICERS**

B4.3.1 The officers shall perform the duties regularly or customarily attached to their offices under the laws of the State of New York, and such other duties as may be required of them by the Board of Governors or the Constitution and By-Laws.

B4.3.2 The President shall be the chief elected officer of the Society. They shall preside at all Business meetings of the Society and of the Board of Governors, and shall have such other powers and perform such other duties as the Board may from time to time prescribe. The President may not be an employee of the Society.

If the President is unable to preside at any meeting of the Board, the immediate past President shall preside. If that is not possible, the Board shall elect one of its voting members to be Chair of the meeting.

If the President is unable to preside at any Business Meeting of the Society, the immediate past President shall preside. If that is not possible, then the next most-recent available past President shall preside.

The term of the President shall begin at the close of the second Business Meeting of the fiscal year at a time designated by the Board.

B4.3.3 Each senior vice president shall be appointed by, and report to, the Board of Governors. Each senior vice president shall have such powers and perform such duties as the Board of Governors may from time to time prescribe.

B4.3.4.1 The Treasurer shall have such powers and perform such duties as the Board of Governors may from time to time prescribe. The Treasurer shall supervise, review and audit the activities of the Chief Financial Officer in carrying out the assigned duties as generally are incident to the position of Chief Financial Officer or as may be otherwise assigned to him or her by the Board of Governors. The Treasurer shall be a volunteer member of the Society.

B4.3.4.2 The Chief Financial Officer shall have charge of all funds and securities of the Society, shall endorse the same for deposit or collection when necessary and deposit the same to the credit of the Society in such banks or depositories as the Board of Governors may authorize. The Chief Financial Officer may endorse all commercial documents requiring endorsements for or on behalf of the Society and may sign all receipts and vouchers for payments made to the Society. They shall have all such further powers and duties as generally are incident to the position of Chief Financial Officer or as may be assigned to them by the Treasurer or the Board of Governors. In the absence or inability to act of the Treasurer, the Chief Financial Officer may perform all the duties and exercise all the powers of the Treasurer. The performance of any such duty shall, in respect of any other person dealing with the Society, be conclusive evidence of their power to act. The Chief Financial Officer shall be an employee of the Society. The Chief Financial Officer shall be an employee of the Society whose compensation is set by the Executive Director/CEO.

B4.3.4.3 The Assistant Treasurer shall have all such powers and duties as generally are incident to the position of Assistant Treasurer or as may be assigned to them by the Secretary or by the Board of Governors. In the absence or inability to act of the Secretary and

the Chief Financial Officer, the Assistant Secretary may perform all the duties and exercise all the powers of the Secretary and the Chief Financial Officer. The performance of any such duties shall, in respect of any other person dealing with the Society, be conclusive evidence of their power to act. The Assistant Treasurer shall be an employee of the Society.

B4.3.5 The Executive Director shall be an employee reporting directly to the Board, an ex officio member of the Board of Governors without vote and the chief executive officer of the Society. The Executive Director shall have supervision, direction and management of the business and affairs of the Corporation, including, but not limited to strategy, operations, finance, marketing, human resources and philanthropic efforts. The Executive Director shall have such powers and perform such duties as the Board of Governors may from time to time prescribe.

B4.3.6.1 The Secretary shall have the responsibility for the records of the Society, and shall have such powers and perform such duties as the Board of Governors may from time to time prescribe. The Secretary shall supervise, review and audit the activities of the Assistant Secretary in carrying out the assigned duties as generally are incident to the position of Assistant Secretary or as may be otherwise assigned to him or her by the Secretary or the Board of Governors. The Secretary shall be a volunteer member of the Society.

B4.3.6.2 The Assistant Secretary shall have all such powers and duties as generally are incident to the position of Assistant Secretary or as may be assigned to him or her by the Secretary or by the Board of Governors. In the absence or inability to act of the Secretary, the Assistant Secretary may perform all the duties and exercise all the powers of the Secretary. The performance of any such duties shall, in respect of any other person dealing with the Society, be conclusive evidence of his or her power to act. The Assistant Secretary shall be an employee of the Society.

B4.3.7 The Executive Director shall receive a salary that shall be fixed by the Board of Governors.

B4.3.8 Among the officers of the Society, there shall be the following senior vice presidents:

Senior Vice President for Member Development and Engagement

Senior Vice President for Public Affairs and Outreach

Senior Vice President for Standards and Certification

Senior Vice President for Student and Early Career Development

Senior Vice President for Technical ~~Events and Content~~ and Engineering Communities

The term of each senior vice president shall be three years, beginning and ending at the second Business Meeting of the fiscal year. The terms of approximately one-third of the senior vice presidents shall end each year, according to a schedule approved by the Board of Governors.

## **B5.1 SECTORS, BOARDS, COUNCILS, COMMITTEES, AND GROUPS**

- B5.1.1 Each sector will be led by a sector council.
- B5.1.2 Subject to the approval of the Board of Governors, each sector shall have the power to establish its boards and committees.
- B5.1.3 Each board or committee, as described in the By-Laws, shall perform the duties prescribed therein, and those assigned to it by the sector to which it reports.
- B5.1.4 The primary role of volunteer members of boards and committees will be to determine policies, develop programs, conduct studies, prepare reports, and advise the sector to which that board or committee reports on matters pertaining to specific assignments.
- B5.1.5 The primary role of staff assigned to boards and committees is to implement actions that are required to meet the objectives of the board or committee on a continuing basis. Working under broad lines of policy established by the board or committee, the staff will initiate programs, actively engage in the work, and make operating decisions necessary to carry forward the programs in a dynamic and efficient manner.
- B5.1.6 A sector may terminate membership, other than ex officio membership, on any board or committee because of continued absence of the member.
  - B5.1.6.1 The Board of Governors shall appoint all members of the sector council except the members ex officio.
  - B5.1.6.2 Each sector council shall approve all appointments to boards and committees which report directly to that sector council.
  - B5.1.6.3 Any sector council or board may have standing or special committees to assist in the conduct of its affairs.
  - B5.1.6.4 Any sector council, board, or committee may have non-voting advisory members.
  - B5.1.6.5 Any committee may appoint subcommittees. To serve on a subcommittee it is not necessary to be a member of the parent committee.
- B5.1.7 A member of a board or committee whose term of office has expired shall continue to serve until a successor has been elected or appointed unless the board or committee has been terminated.
- B5.1.8 Periodically, throughout the fiscal year, each sector and each committee reporting to the Board of Governors shall submit to the Executive Director, for delivery to the Board of Governors a written report of its activities.
- B5.1.9 ASME groups include technical divisions, [technology groups](#), ~~institutes~~, affinity groups, sections, [student sections](#), sub-sections, technical chapters, research committees and participant-created groups.

## **B5.2 SECTORS AND COMMITTEES REPORTING TO THE BOARD OF GOVERNORS**

- B5.2.1 The sectors reporting to the Board of Governors shall be the Member Development and Engagement Sector, Standards and Certification Sector, Technical ~~Events and Content~~ and Engineering Communities Sector, the Public Affairs and Outreach Sector and the Student and Early Career Development Sector.

Each sector shall be led by a council. The council of each sector shall consist of such voting members as specified in the sector By-Laws. Individuals, as may be required or designated pursuant to any statute, regulation, or court order or consent decree may also be voting or non-voting members of a sector council. A member of the senior staff of the sector, if any, may be a voting member of the sector council. The sector council may designate both volunteer and staff non-voting members.

The duties and responsibilities of the sectors shall be as designated from time to time by the Board of Governors. Each sector shall maintain its own operation guide as prescribed by Society Policy. Each sector shall be chaired by a senior vice president who shall serve a term of three years. Additional service as the same senior vice president may occur after an interruption of one or more years or following a partial term. Senior vice presidents shall attend meetings of the Board of Governors without vote.

- B5.2.2 The following Standing Committees shall report to the Board of Governors and shall be appointed by the Board as determined in the By-Laws: Executive Committee, Committee on Organization and Rules, Committee on Finance, Audit Committee, Committee on Executive Director Evaluation and Staff Compensation, Committee on Honors, Committee of Past Presidents, Sector Management Committee, Philanthropy Committee, Diversity and Inclusion Strategy Committee, Industry Advisory Board, and Volunteer Orientation and Leadership Training Academy. Each Standing Committee shall maintain its own operation guide as prescribed by Society Policy. If a Standing Committee includes individuals who are not Governors, it is not a committee of the Board and may not bind the Board.

- B5.2.3.1 The Executive Committee shall act on behalf of the Board of Governors between Board of Governors meetings, its authority limited to those matters specifically provided for in these By-Laws and specifically delegated to it, consistent with applicable law, by the Board of Governors from time to time. All such actions shall be ratified by the Board of Governors at its next scheduled meeting. The Executive Committee shall have responsibility to accept grants, gifts or bequests in accordance with By-Law B4.4.4. The Executive Committee shall meet from time to time as deemed necessary by the Committee.

- B5.2.3.2 The President will serve as Chair of the Executive Committee. The Immediate Past President, President-Elect and one third-year Governor, who is selected by closed written ballot by the Board of Governors at the Board's first meeting of the fiscal year, shall constitute the remaining voting members of the Executive Committee. If a round of closed written balloting shall fail to produce a majority vote of those present and constituting a quorum in support of a third-year Governor, the lowest vote-getter shall

be removed from the ballot for one or more subsequent rounds of closed written balloting until a single candidate shall receive a majority vote of those present and constituting a quorum. If a round of closed written balloting shall produce a tie, the tie shall be broken by a drawing of straws by the tied candidates, and the candidate who draws the shorter or shortest straw shall be removed from the ballot for one or more subsequent rounds of closed written balloting until a single candidate shall receive a majority vote of those present and constituting a quorum. The President-Nominee (until such time as he or she becomes President-Elect) and the Executive Director are non-voting members of the Executive Committee.

- B5.2.4.1 The Committee on Organization and Rules, under the direction of the Board of Governors, shall have responsibility for ensuring that the Society is organized and supplied with qualified leadership to serve the current and anticipated future needs of the membership, and shall reexamine regularly the Constitution, By-Laws and Policies of the Society.
- B5.2.4.2 The Committee on Organization and Rules shall select its own Chair and Vice Chair. Its membership shall be determined by the Board of Governors. The President-Elect may select a Governor to serve as Liaison to the Committee during their Presidential term.
- B5.2.5.1 The Committee on Finance, under the direction of the Board of Governors, shall have responsibility for supervising the financial affairs of the Society and supporting the Board and its committees by conducting an annual review of the Society's budgets.
- B5.2.5.2 The Committee on Finance shall select its own Chair.

The Treasurer shall be an ex officio member of the Committee with vote and shall serve as Vice Chair. The Chief Financial Officer and the Assistant Treasurer shall be ex officio members of the Committee without vote. Other members shall be determined by the Board of Governors. The President-Elect may select a Governor to serve as Liaison to the Committee during their Presidential term.

- B5.2.6.1 The Committee on Executive Director Evaluation and Staff Compensation, under the direction of the Board of Governors, shall have responsibility for making recommendations to the Board regarding the Executive Director's performance planning and evaluation and for making recommendations to the Board regarding the Executive Director's compensation, including salary and bonus recommendations.

The Committee shall also have the responsibility to advise the Board of Governors on activities of the Society's staff regarding: staff compensation, including bonus programs; volunteer/staff collaboration survey; staff planning and organization; staff training and development; staff and retiree benefit programs, including pension plans. The committee will also be responsible for staff related Society Policies P-7.1, (Recognition of Staff Members - 5 Years or More of Service) and P-7.2, (Staff Employment Guidelines).

In addition, the Committee has oversight responsibilities for the Pension Plan Trustees and the Retirement Plan Committee.

- B5.2.6.2 The Committee on Executive Director Evaluation and Staff Compensation shall consist of the President, the President-Nominee/Elect, the Immediate Past President and three current Board members at-large (serving staggered terms on the Board). The President and Immediate Past President are ex officio members of the committee with vote. The

President-Nominee/Elect is an ex officio member of the Committee without vote. The Immediate Past President shall be the Chair. The incoming first-year Governor shall be selected by the President-Elect and approved by the Board of Governors.

The term of each of the current Board members at-large expires when their Board term expires.

- B5.2.6.3 The Pension Plan Trustees, under the direction of the Committee on Executive Director Evaluation and Staff Compensation, shall have responsibility, as specified in the American Society of Mechanical Engineers Pension Plan, for the investment and ultimate distribution of the funds and may also act as Plan agent for the service of legal process.

The Pension Plan Trustees shall consist of up to seven members: the Treasurer of ASME; the Chief Financial Officer, and three to five at-large members recommended by the Committee on Executive Director Evaluation and Staff Compensation for appointment by the Board of Governors.

The terms of the at-large members shall be three years ending at the close of the second Society-Wide Meeting on a schedule established by the Committee on Executive Director Evaluation and Staff Compensation. Except as provided in this section, a Pension Plan Trustee who is a member-at-large may serve no more than two consecutive full terms. To be eligible for additional full terms, a member-at-large must be nominated by the Committee on Executive Director Evaluation and Staff Compensation upon a finding by the Committee that specifies exceptional circumstances warranting the additional terms, and a written statement of such findings must accompany the nomination when it is communicated to the Board of Governors by the Chair of the Committee. The nominee may then be appointed only upon the affirmative vote of two-thirds of the entire Board of Governors.

- B5.2.6.4 The Retirement Plan Committee, under the direction of the Committee on Executive Director Evaluation and Staff Compensation, shall have responsibility, as specified in the ASME Thrift Plan, the ASME Defined Contribution (DC) Plan, the ASME 457(b) Plan, and the ASME 401(k) Plan documents, including to act as Plan Administrator and Named Fiduciary for such plans and assume such responsibilities as developing investment policy statements, selecting and monitoring investment choices, benchmarking Plan administration expenses and investment plan administrators performance and selecting, appointing and retaining plan investment, governance and plan administration compliance advisors, as well as having the power to make ministerial and technically required plan amendments.

The Retirement Plan Committee shall consist of four members: two members of the Executive Management Team, one member of the Human Resources Department and one Volunteer member of the Pension Plan Trustees. The three staff members will be nominated by the Executive Director and appointed at the discretion of the EDESC. The pension plan trustee shall be recommended by the Pension Plan Trustees and may be appointed at the discretion of the EDESC.

The ASME Staff members of the Committee may be members with vote for as long as they hold the positions described in this By-Law B5.2.5.4. The Pension Plan Trustee member's term will be for as long as they are a member of the Pension Plan Trustees.

B5.2.7.1 The Committee on Honors, under the direction of the Board of Governors, shall have responsibility for recommending properly selected candidates for honors, medals, Honorary Members, and awards, and as required shall recommend recipients of joint awards, all subject to approval by the Board of Governors. However, the Board may delegate to the Committee on Honors the power to approve candidates for any honor, medal or award other than Honorary Member or ASME Medalist.

B5.2.7.2 The Committee on Honors shall select its own Chair and Vice Chair. Its membership shall be determined by the Board of Governors. The Chair of the General Awards Committee shall be an ex officio member with vote. The President-Elect may select a Governor to serve as Liaison to the Committee during their Presidential term.

B5.2.7.3 The General Awards Committee, under the direction of the Committee on Honors, shall seek candidates for all honors and awards except Honorary Members, the ASME Medal, and group-level awards, and shall screen nominations and make recommendations to the Committee on Honors.

The General Awards Committee shall consist of a Chair, a Vice Chair and a membership as determined by the Committee on Honors.

B5.2.7.4 Other Society award committees, including special award committees, shall in accordance with the policies and procedures administered by the Committee on Honors, seek nominees for honors in their several areas of interest, shall screen nominations, and make recommendations to the Committee on Honors.

B5.2.8.1 The Committee of Past Presidents, under the direction of the Board of Governors, shall have responsibility for electing Fellows, overseeing the ethical practice of engineering, and providing guidance on matters where its experience may be useful, upon request by the President, Board of Governors, and other units of the Society.

B5.2.8.2 The Committee of Past Presidents shall select its own Chair and Vice Chair. Its membership shall consist of all living Past Presidents, unless the Board of Governors or Ethics Committee makes a finding that results in the censure, expulsion, suspension or other disciplinary action of a Past President involving the following conduct:

(a) violation or attempted violation of the ASME Ethics or Conflicts of Interest Policy, knowingly assisting or inducing another to violate or attempt to violate the ASME Ethics or Conflicts of Interest Policy, or doing so through the acts of another;

(b) illegal conduct that adversely reflects on the Past President's honesty, trustworthiness or fitness to serve ASME in a position of trust;

(c) conduct involving breach of fiduciary duty, dishonesty, fraud, deceit or misrepresentation;  
or

(d) other conduct that is or reasonably could be harmful to the reputation and administration of the Society.

Disciplinary action for conduct described in B5.2.7.2 (a) through (d) shall render a Past

President ineligible for membership on the Committee of Past Presidents and shall result in the expulsion from the committee of any current member of the Committee of Past Presidents.

B5.2.9.1 The Audit Committee, under the direction of the Board of Governors, shall have responsibility for overseeing the accounting and financial reporting process of the Society and the audit of its financial statements and report its activities to the Board. The Committee will be responsible for overseeing the adoption and implementation of, and compliance with, the Society Policies on whistleblowers and conflicts of interest. The Committee will annually consider the performance and independence of the independent auditor and recommend retaining or renewing the retention of the independent auditor to the Board. The Committee will liaise with the independent auditor prior to the commencement of the audit and upon completion of the audit, review and discuss the audit results and any related management letter with the auditor, including:

(a) any material risks and weaknesses in internal controls identified by the auditor;

(b) any restrictions on the scope of the auditor's activities or access to requested information;

(c) any significant disagreements between the auditor and management; and

(d) the adequacy of the Corporation's accounting and financial reporting processes.

B5.2.9.2 The Audit Committee shall consist of three current Board members-at-large (serving staggered terms on the Board) who serve as voting members. The Committee membership is determined by the Board of Governors and consists solely of "independent" members of the Board as defined under Section 102(a) (21) of the New York Not-for-Profit Corporation Law. The Chair shall be the senior Governor and the Vice Chair shall be the second-most senior Governor.

The Treasurer shall be an ex officio member of the Committee without vote. The Chief Financial Officer and the Assistant Treasurer shall be ex officio members of the Committee without vote. The President-Elect makes the recommendation on the incoming first-year Board member-at-large. The term of the Board members-at-large expires when their Board term expires.

B5.2.10.1 The Philanthropy Committee, under the direction of the Board of Governors, shall have responsibility for advising the Board of Governors and assisting the Society in connection with fundraising activities and philanthropic programs carried out using the Society's name or other resources.

B5.2.10.2 The Philanthropy Committee shall select its own chair and vice chair. The ASME Executive Director, the ASME Managing Director of Philanthropy and the ASME Managing Director of Programs shall be ex officio members of the Committee without vote. Other members shall be determined by the Board of Governors. The President-Elect may select a Governor to serve as Liaison to the Committee during their Presidential term.

B5.2.11.1 The Diversity and Inclusion Strategy Committee, under the direction of the Board of Governors, shall have responsibility for providing insight and advice into promoting diversity and inclusion within ASME and mechanical engineering.

B5.2.11.2 The Diversity and Inclusion Strategy Committee shall select its own Chair and Vice

Chair. Its membership shall be determined by the Board of Governors. The President-Elect may select a Governor to serve as Liaison to the Committee during their Presidential term.

- B5.2.12.1 The Industry Advisory Board, under the direction of the Board of Governors, shall have responsibility for providing a voice for industry within ASME through the communication of the needs of engineers that are engaged in industry.
- B5.2.12.2 The Industry Advisory Board shall select its own Chair and Vice Chair. Its membership shall be determined annually by the Board of Governors. The President-Elect may select a Governor to serve as Liaison to the Board during their Presidential term.
- B5.2.13.1 The Volunteer Orientation and Leadership Training Academy, under the direction of the Board of Governors, shall have responsibility for developing ASME's volunteer leadership. VOLT's programmatic offerings extend to volunteers serving throughout the Society at all levels.
- B5.2.13.2 The Volunteer Orientation and Leadership Training Academy shall select its own Chair and Vice Chair. Its membership shall be determined by the Board of Governors. The President-Elect may select a Governor to serve as Liaison to the Academy during their Presidential term.

**B5.5 TECHNICAL ~~EVENTS AND CONTENT~~ AND ENGINEERING COMMUNITIES SECTOR**

- B5.5.1.1 The Technical ~~Events and Content~~ and Engineering Communities (TEC) Sector, under the direction of the Board of Governors, is responsible for activities of the Society relating to engaging individuals and groups in advancing engineering skill, art, science, knowledge and practice, and in planning, developing and delivering new technical content in the form of new products, services, networking opportunities, conferences, events and delivery mechanisms across ASME's market segments technology areas, as well as managing the current portfolio of products and services. The Technical ~~Events and Content~~ and Engineering Communities Sector will maintain a current Sector Operation Guide containing operational details of the Sector not covered in these By-Laws.
- B5.5.1.2 The Technical ~~Events and Content~~ and Engineering Communities Sector shall be led by a Sector Council that consists of the following voting membership: a Senior Vice President (SVP) as Chair, two Vice Chairs, the Segment Representatives representing each of the designated Sector Market Segments as outlined in the Sector Operation Guide, the Chair of the Technical Committee on Publications and Communications, and up to five two members-at-large. The non-voting membership of the Sector Operating Council shall include staff as appointed by the Executive Director.
- B5.5.1.3 The incoming Senior Vice President of the Technical ~~Events and Content~~ and Engineering Communities Sector shall be nominated by the Technical ~~Events and Content~~ and Engineering Communities Sector Council from among its past or present volunteer members for appointment by vote of the Board of Governors to a term of three years. In the event that a past TEC Sector Council member is not available, then the Sector Council will make a recommendation for a qualified candidate to the Board of Governors for consideration.
- B5.5.1.4 ~~The Segment Representatives are nominated by the Segment Leadership Team Members within each defined Segment for an appointment by vote of the Technical Events and Content Sector Council to a term of up to three years. In all cases the appointment should best meet the qualifications for Segment and Sector Leadership and composition balance as outlined in the Sector Operations Guide. Technical Divisions and Research Committees are part of the Technical and Engineering Communities Sector and report to the TEC Sector Council.~~
- B5.5.1.5 The Vice Chairs and the members-at-large shall be appointed by the Board of Governors as recommended by the Technical ~~Events and Content~~ and Engineering Communities Sector Council. The term of the Vice Chairs and members-at-large shall be up to three years.
- B5.5.1.6 The Technical Committee on Publications and Communications (TCPC) is responsible for publications of the Society, except that the Standards and Certification Sector shall be in charge of codes and standards. The Committee shall consist of a Chair and a membership as determined approved by the Technical ~~Events and Content~~ and Engineering Communities Sector Council.



## Board of Governors Meeting Agenda Item Cover Memo

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Date Submitted:	March 17, 2021
BOG Meeting Date:	April 14, 2021
To:	Board of Governors
From:	Committee on Organization and Rules
Presented by:	C. Wesley Rowley
Agenda Title:	By-Law Amendments – Changes to B5.2 and B5.3, Second Reading

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**Agenda Item Executive Summary:**

The Diversity and Inclusion Strategy Committee voted on January 20 to change the committee name to the Diversity, Equity, and Inclusion Strategy Committee. This reflects that the Committee has added the objective of providing the same (or otherwise equitable) resources and access to all people, particularly those with diverse identities.

This change requires modifications to By-Laws B5.2 and B5.3.

Proposed motion for BOG Action: To adopt changes to By-Laws B5.2 and B5.3.

Attachment(s): By-Law changes.

## **B5.2 SECTORS AND COMMITTEES REPORTING TO THE BOARD OF GOVERNORS**

B5.2.1 The sectors reporting to the Board of Governors shall be the Member Development and Engagement Sector, Standards and Certification Sector, Technical Events and Content Sector, the Public Affairs and Outreach Sector and the Student and Early Career Development Sector.

Each sector shall be led by a council. The council of each sector shall consist of such voting members as specified in the sector By-Laws. Individuals, as may be required or designated pursuant to any statute, regulation, or court order or consent decree may also be voting or non-voting members of a sector council. A member of the senior staff of the sector, if any, may be a voting member of the sector council. The sector council may designate both volunteer and staff non-voting members.

The duties and responsibilities of the sectors shall be as designated from time to time by the Board of Governors. Each sector shall maintain its own operation guide as prescribed by Society Policy. Each sector shall be chaired by a senior vice president who shall serve a term of three years. Additional service as the same senior vice president may occur after an interruption of one or more years or following a partial term. Senior vice presidents shall attend meetings of the Board of Governors without vote.

B5.2.2 The following Standing Committees shall report to the Board of Governors and shall be appointed by the Board as determined in the By-Laws: Executive Committee, Committee on Organization and Rules, Committee on Finance, Audit Committee, Committee on Executive Director Evaluation and Staff Compensation, Committee on Honors, Committee of Past Presidents, Philanthropy Committee, Diversity, [Equity](#) and Inclusion Strategy Committee, Industry Advisory Board, and Volunteer Orientation and Leadership Training Academy. Each Standing Committee shall maintain its own operation guide as prescribed by Society Policy. If a Standing Committee includes individuals who are not Governors, it is not a committee of the Board and may not bind the Board.

B5.2.3.1 The Executive Committee shall act on behalf of the Board of Governors between Board of Governors meetings, its authority limited to those matters specifically provided for in these By-Laws and specifically delegated to it, consistent with applicable law, by the Board of Governors from time to time. All such actions shall be ratified by the Board of Governors at its next scheduled meeting. The Executive Committee shall have responsibility to accept grants, gifts or bequests in accordance with By-Law B4.4.4. The Executive Committee shall meet from time to time as deemed necessary by the Committee.

B5.2.3.2 The President will serve as Chair of the Executive Committee. The Immediate Past President, President-Elect and one third-year Governor, who is selected by closed written ballot by the Board of Governors at the Board's first meeting of the fiscal year, shall constitute the remaining voting members of the Executive Committee. If a round of closed written balloting shall fail to produce a majority vote of those present and constituting a quorum in support of a third-year Governor, the lowest vote-getter shall

be removed from the ballot for one or more subsequent rounds of closed written balloting until a single candidate shall receive a majority vote of those present and constituting a quorum. If a round of closed written balloting shall produce a tie, the tie shall be broken by a drawing of straws by the tied candidates, and the candidate who draws the shorter or shortest straw shall be removed from the ballot for one or more subsequent rounds of closed written balloting until a single candidate shall receive a majority vote of those present and constituting a quorum. The President-Nominee (until such time as he or she becomes President-Elect) and the Executive Director are non-voting members of the Executive Committee.

B5.2.4.1 The Committee on Organization and Rules, under the direction of the Board of Governors, shall have responsibility for ensuring that the Society is organized and supplied with qualified leadership to serve the current and anticipated future needs of the membership, and shall reexamine regularly the Constitution, By-Laws and Policies of the Society.

B5.2.4.2 The Committee on Organization and Rules shall select its own Chair and Vice Chair. Its membership shall be determined by the Board of Governors. The President-Elect may select a Governor to serve as Liaison to the Committee during their Presidential term.

B5.2.5.1 The Committee on Finance, under the direction of the Board of Governors, shall have responsibility for supervising the financial affairs of the Society and supporting the Board and its committees by conducting an annual review of the Society's budgets.

B5.2.5.2 The Committee on Finance shall select its own Chair.

The Treasurer shall be an ex officio member of the Committee with vote and shall serve as Vice Chair. The Chief Financial Officer and the Assistant Treasurer shall be ex officio members of the Committee without vote. Other members shall be determined by the Board of Governors. The President-Elect may select a Governor to serve as Liaison to the Committee during their Presidential term.

B5.2.6.1 The Committee on Executive Director Evaluation and Staff Compensation, under the direction of the Board of Governors, shall have responsibility for making recommendations to the Board regarding the Executive Director's performance planning and evaluation and for making recommendations to the Board regarding the Executive Director's compensation, including salary and bonus recommendations.

The Committee shall also have the responsibility to advise the Board of Governors on activities of the Society's staff regarding: staff compensation, including bonus programs; volunteer/staff collaboration survey; staff planning and organization; staff training and development; staff and retiree benefit programs, including pension plans. The committee will also be responsible for staff related Society Policies P-7.1, (Recognition of Staff Members - 5 Years or More of Service) and P-7.2, (Staff Employment Guidelines).

In addition, the Committee has oversight responsibilities for the Pension Plan Trustees and the Retirement Plan Committee.

B5.2.6.2 The Committee on Executive Director Evaluation and Staff Compensation shall consist of the President, the President-Nominee/Elect, the Immediate Past President and three current Board members at-large (serving staggered terms on the Board). The President and Immediate Past President are ex officio members of the committee with vote. The

President-Nominee/Elect is an ex officio member of the Committee without vote. The Immediate Past President shall be the Chair. The incoming first-year Governor shall be selected by the President-Elect and approved by the Board of Governors.

The term of each of the current Board members at-large expires when their Board term expires.

- B5.2.6.3 The Pension Plan Trustees, under the direction of the Committee on Executive Director Evaluation and Staff Compensation, shall have responsibility, as specified in the American Society of Mechanical Engineers Pension Plan, for the investment and ultimate distribution of the funds and may also act as Plan agent for the service of legal process.

The Pension Plan Trustees shall consist of up to seven members: the Treasurer of ASME; the Chief Financial Officer, and three to five at-large members recommended by the Committee on Executive Director Evaluation and Staff Compensation for appointment by the Board of Governors.

The terms of the at-large members shall be three years ending at the close of the second Society-Wide Meeting on a schedule established by the Committee on Executive Director Evaluation and Staff Compensation. Except as provided in this section, a Pension Plan Trustee who is a member-at-large may serve no more than two consecutive full terms. To be eligible for additional full terms, a member-at-large must be nominated by the Committee on Executive Director Evaluation and Staff Compensation upon a finding by the Committee that specifies exceptional circumstances warranting the additional terms, and a written statement of such findings must accompany the nomination when it is communicated to the Board of Governors by the Chair of the Committee. The nominee may then be appointed only upon the affirmative vote of two-thirds of the entire Board of Governors.

- B5.2.6.4 The Retirement Plan Committee, under the direction of the Committee on Executive Director Evaluation and Staff Compensation, shall have responsibility, as specified in the ASME Thrift Plan, the ASME Defined Contribution (DC) Plan, the ASME 457(b) Plan, and the ASME 401(k) Plan documents, including to act as Plan Administrator and Named Fiduciary for such plans and assume such responsibilities as developing investment policy statements, selecting and monitoring investment choices, benchmarking Plan administration expenses and investment plan administrators performance and selecting, appointing and retaining plan investment, governance and plan administration compliance advisors, as well as having the power to make ministerial and technically required plan amendments.

The Retirement Plan Committee shall consist of four members: two members of the Executive Management Team, one member of the Human Resources Department and one Volunteer member of the Pension Plan Trustees. The three staff members will be nominated by the Executive Director and appointed at the discretion of the EDESC. The pension plan trustee shall be recommended by the Pension Plan Trustees and may be appointed at the discretion of the EDESC.

The ASME Staff members of the Committee may be members with vote for as long as they hold the positions described in this By-Law B5.2.5.4. The Pension Plan Trustee member's term will be for as long as they are a member of the Pension Plan Trustees.

B5.2.7.1 The Committee on Honors, under the direction of the Board of Governors, shall have responsibility for recommending properly selected candidates for honors, medals, Honorary Members, and awards, and as required shall recommend recipients of joint awards, all subject to approval by the Board of Governors. However, the Board may delegate to the Committee on Honors the power to approve candidates for any honor, medal or award other than Honorary Member or ASME Medalist.

B5.2.7.2 The Committee on Honors shall select its own Chair and Vice Chair. Its membership shall be determined by the Board of Governors. The Chair of the General Awards Committee shall be an ex officio member with vote. The President-Elect may select a Governor to serve as Liaison to the Committee during their Presidential term.

B5.2.7.3 The General Awards Committee, under the direction of the Committee on Honors, shall seek candidates for all honors and awards except Honorary Members, the ASME Medal, and group-level awards, and shall screen nominations and make recommendations to the Committee on Honors.

The General Awards Committee shall consist of a Chair, a Vice Chair and a membership as determined by the Committee on Honors.

B5.2.7.4 Other Society award committees, including special award committees, shall in accordance with the policies and procedures administered by the Committee on Honors, seek nominees for honors in their several areas of interest, shall screen nominations, and make recommendations to the Committee on Honors.

B5.2.8.1 The Committee of Past Presidents, under the direction of the Board of Governors, shall have responsibility for electing Fellows, overseeing the ethical practice of engineering, and providing guidance on matters where its experience may be useful, upon request by the President, Board of Governors, and other units of the Society.

B5.2.8.2 The Committee of Past Presidents shall select its own Chair and Vice Chair. Its membership shall consist of all living Past Presidents, unless the Board of Governors or Ethics Committee makes a finding that results in the censure, expulsion, suspension or other disciplinary action of a Past President involving the following conduct:

(a) violation or attempted violation of the ASME Ethics or Conflicts of Interest Policy, knowingly assisting or inducing another to violate or attempt to violate the ASME Ethics or Conflicts of Interest Policy, or doing so through the acts of another;

(b) illegal conduct that adversely reflects on the Past President's honesty, trustworthiness or fitness to serve ASME in a position of trust;

(c) conduct involving breach of fiduciary duty, dishonesty, fraud, deceit or misrepresentation;  
or

(d) other conduct that is or reasonably could be harmful to the reputation and administration of the Society.

Disciplinary action for conduct described in B5.2.7.2 (a) through (d) shall render a Past

President ineligible for membership on the Committee of Past Presidents and shall result in the expulsion from the committee of any current member of the Committee of Past Presidents.

B5.2.9.1 The Audit Committee, under the direction of the Board of Governors, shall have responsibility for overseeing the accounting and financial reporting process of the Society and the audit of its financial statements and report its activities to the Board. The Committee will be responsible for overseeing the adoption and implementation of, and compliance with, the Society Policies on whistleblowers and conflicts of interest. The Committee will annually consider the performance and independence of the independent auditor and recommend retaining or renewing the retention of the independent auditor to the Board. The Committee will liaise with the independent auditor prior to the commencement of the audit and upon completion of the audit, review and discuss the audit results and any related management letter with the auditor, including:

- (a) any material risks and weaknesses in internal controls identified by the auditor;
- (b) any restrictions on the scope of the auditor's activities or access to requested information;
- (c) any significant disagreements between the auditor and management; and
- (d) the adequacy of the Corporation's accounting and financial reporting processes.

B5.2.9.2 The Audit Committee shall consist of three current Board members-at-large (serving staggered terms on the Board) who serve as voting members. The Committee membership is determined by the Board of Governors and consists solely of "independent" members of the Board as defined under Section 102(a) (21) of the New York Not-for-Profit Corporation Law. The Chair shall be the senior Governor and the Vice Chair shall be the second-most senior Governor.

The Treasurer shall be an ex officio member of the Committee without vote. The Chief Financial Officer and the Assistant Treasurer shall be ex officio members of the Committee without vote. The President-Elect makes the recommendation on the incoming first-year Board member-at-large. The term of the Board members-at-large expires when their Board term expires.

B5.2.10.1 The Philanthropy Committee, under the direction of the Board of Governors, shall have responsibility for advising the Board of Governors and assisting the Society in connection with fundraising activities and philanthropic programs carried out using the Society's name or other resources.

B5.2.10.2 The Philanthropy Committee shall select its own chair and vice chair. The ASME Executive Director, the ASME Managing Director of Philanthropy and the ASME Managing Director of Programs shall be ex officio members of the Committee without vote. Other members shall be determined by the Board of Governors. The President-Elect may select a Governor to serve as Liaison to the Committee during their Presidential term.

B5.2.11.1 The Diversity, [Equity](#) and Inclusion Strategy Committee, under the direction of the Board of Governors, shall have responsibility for providing insight and advice into promoting diversity, [equity](#) and inclusion within ASME and mechanical engineering.

B5.2.11.2 The Diversity, [Equity](#) and Inclusion Strategy Committee shall select its own Chair and

Vice Chair. Its membership shall be determined by the Board of Governors. The President-Elect may select a Governor to serve as Liaison to the Committee during their Presidential term.

- B5.2.12.1 The Industry Advisory Board, under the direction of the Board of Governors, shall have responsibility for providing a voice for industry within ASME through the communication of the needs of engineers that are engaged in industry.
- B5.2.12.2 The Industry Advisory Board shall select its own Chair and Vice Chair. Its membership shall be determined annually by the Board of Governors. The President-Elect may select a Governor to serve as Liaison to the Board during their Presidential term.
- B5.2.13.1 The Volunteer Orientation and Leadership Training Academy, under the direction of the Board of Governors, shall have responsibility for developing ASME's volunteer leadership. VOLT's programmatic offerings extend to volunteers serving throughout the Society at all levels.
- B5.2.13.2 The Volunteer Orientation and Leadership Training Academy shall select its own Chair and Vice Chair. Its membership shall be determined by the Board of Governors. The President-Elect may select a Governor to serve as Liaison to the Academy during their Presidential term.

### **B5.3 PUBLIC AFFAIRS AND OUTREACH SECTOR**

- B5.3.1.1 The Public Affairs and Outreach Sector, under the direction of the Board of Governors, is responsible for the coordinated outreach to industry, government, education, and the public. It is responsible for initiatives that address diversity and humanitarian programs. The Public Affairs and Outreach Sector will maintain a current Sector Operation Guide that will contain operational details of the Public Affairs and Outreach Sector that are not in these By-Laws.
- B5.3.1.2 The Public Affairs and Outreach Sector shall be led by a Council that consists of the following voting membership: a Senior Vice President as Chair; three members-at-large; and the Chairs for the following Board and Committees: Committee on Engineering Education, Committee on Government Relations, Engineering for Global Development Committee, Industry Advisory Board, Diversity, Equity and Inclusion Strategy Committee, and Pre-College Education Committee. The Managing Director, Global Public Affairs, is a non-voting member.
- B5.3.1.3 The incoming Senior Vice President, Public Affairs and Outreach shall be nominated by the Public Affairs and Outreach Council from among its past or present volunteer members for appointment by the Board of Governors for a term of three years. In the event that a past or present volunteer member is not available from the Public Affairs and Outreach Council, then the Council shall defer to the Board of Governors for the selection. Chairs who have been elected to a term that extends more than one year into a new term of the Senior Vice President of Public Affairs and Outreach are not eligible to become the Senior Vice President.
- B5.3.1.4 The members-at-large shall be appointed by the Board of Governors, as recommended by the Public Affairs and Outreach Council. The term of the members-at-large shall be one year and they may be re-appointed for up to three terms.
- B5.3.2.1 The following Board and Committees will report directly to the Public Affairs and Outreach Council: the Committee on Engineering Education, the Committee on Government Relations, the Engineering for Global Development Committee, and the Pre-College Education Committee.
- B5.3.2.2 The Committee on Engineering Education, under the direction of the Public Affairs and Outreach Council, is responsible for the activities of the Society that relate to engineering education. The Committee shall consist of a Chair, Engineering Education and a membership as determined by the Public Affairs and Outreach Council.
- B5.3.2.3 The Committee on Government Relations, under the direction of the Public Affairs and Outreach Council, is responsible for the development of programs for interaction between the Society and government at all levels. The Committee shall consist of a Chair, Government Relations and a membership as determined by the Public Affairs and Outreach Council. The Government Relations Committee shall recommend policies and procedures, and supervise activities that involve Society interaction with government entities.
- B5.3.2.4 The Engineering for Global Development Committee, under the direction of the

Public Affairs and Outreach Council, shall be responsible for the collaboration among the engineering and global development stakeholders to create avenues and opportunities within ASME and mechanical engineering around the world to meet the challenges faced by under-served communities. The Committee shall consist of a Chair, appointed by the Senior Vice President, Public Affairs and Outreach, and a membership, as determined by the Public Affairs and Outreach Council.

- B5.3.2.5 The Pre-College Education Committee, under the direction of the Public Affairs and Outreach Council, shall be responsible for educational activities aimed at enhancing pre-college science, technology, engineering, and mathematics education. The Committee shall consist of a Chair, appointed by the Senior Vice President, Public Affairs and Outreach, and a membership, as determined by the Public Affairs and Outreach Council.



## Board of Governors Meeting Agenda Item Cover Memo

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Date Submitted:	March 17, 2021
BOG Meeting Date:	April 14, 2021
To:	Board of Governors
From:	Committee on Organization and Rules
Presented by:	C. Wesley Rowley
Agenda Title:	By-Law Amendment – EDESC B5.2, First Reading

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**Agenda Item Executive Summary:**

Changes are being made related to the Executive Director Evaluation and Staff Compensation Committee.

The new title of the Committee, Executive Director/CEO Evaluation and Staff Compensation Committee reflects the title now being used for the Executive Director/CEO.

The change in Committee responsibilities reflects the EDESC should be responsible for ASME compensation, benefit, and bonus plans. Day-to-day operational staffing, training and development should be under the purview of the Executive Director/CEO.

ASME no longer has a pension plan for its employees that requires a committee to be responsible for the investment of plan assets. Therefore, there is no longer a need for the Pension Plan Trustees.

Proposed motion for BOG Action: To approve for first reading changes to By-Law B5.2.

Attachment(s): By-Law changes.

## **B5.2 SECTORS AND COMMITTEES REPORTING TO THE BOARD OF GOVERNORS**

B5.2.1 The sectors reporting to the Board of Governors shall be the Member Development and Engagement Sector, Standards and Certification Sector, Technical Events and Content Sector, the Public Affairs and Outreach Sector and the Student and Early Career Development Sector.

Each sector shall be led by a council. The council of each sector shall consist of such voting members as specified in the sector By-Laws. Individuals, as may be required or designated pursuant to any statute, regulation, or court order or consent decree may also be voting or non-voting members of a sector council. A member of the senior staff of the sector, if any, may be a voting member of the sector council. The sector council may designate both volunteer and staff non-voting members.

The duties and responsibilities of the sectors shall be as designated from time to time by the Board of Governors. Each sector shall maintain its own operation guide as prescribed by Society Policy. Each sector shall be chaired by a senior vice president who shall serve a term of three years. Additional service as the same senior vice president may occur after an interruption of one or more years or following a partial term. Senior vice presidents shall attend meetings of the Board of Governors without vote.

B5.2.2 The following Standing Committees shall report to the Board of Governors and shall be appointed by the Board as determined in the By-Laws: Executive Committee, Committee on Organization and Rules, Committee on Finance, Audit Committee, Committee on Executive Director/CEO Evaluation and Staff Compensation, Committee on Honors, Committee of Past Presidents, Philanthropy Committee, Diversity and Inclusion Strategy Committee, Industry Advisory Board, and Volunteer Orientation and Leadership Training Academy. Each Standing Committee shall maintain its own operation guide as prescribed by Society Policy. If a Standing Committee includes individuals who are not Governors, it is not a committee of the Board and may not bind the Board.

B5.2.3.1 The Executive Committee shall act on behalf of the Board of Governors between Board of Governors meetings, its authority limited to those matters specifically provided for in these By-Laws and specifically delegated to it, consistent with applicable law, by the Board of Governors from time to time. All such actions shall be ratified by the Board of Governors at its next scheduled meeting. The Executive Committee shall have responsibility to accept grants, gifts or bequests in accordance with By-Law B4.4.4. The Executive Committee shall meet from time to time as deemed necessary by the Committee.

B5.2.3.2 The President will serve as Chair of the Executive Committee. The Immediate Past President, President-Elect and one third-year Governor, who is selected by closed written ballot by the Board of Governors at the Board's first meeting of the fiscal year, shall constitute the remaining voting members of the Executive Committee. If a round of closed written balloting shall fail to produce a majority vote of those present and constituting a quorum in support of a third-year Governor, the lowest vote-getter shall

be removed from the ballot for one or more subsequent rounds of closed written balloting until a single candidate shall receive a majority vote of those present and constituting a quorum. If a round of closed written balloting shall produce a tie, the tie shall be broken by a drawing of straws by the tied candidates, and the candidate who draws the shorter or shortest straw shall be removed from the ballot for one or more subsequent rounds of closed written balloting until a single candidate shall receive a majority vote of those present and constituting a quorum. The President-Nominee (until such time as he or she becomes President-Elect) and the Executive Director are non-voting members of the Executive Committee.

B5.2.4.1 The Committee on Organization and Rules, under the direction of the Board of Governors, shall have responsibility for ensuring that the Society is organized and supplied with qualified leadership to serve the current and anticipated future needs of the membership, and shall reexamine regularly the Constitution, By-Laws and Policies of the Society.

B5.2.4.2 The Committee on Organization and Rules shall select its own Chair and Vice Chair. Its membership shall be determined by the Board of Governors. The President-Elect may select a Governor to serve as Liaison to the Committee during their Presidential term.

B5.2.5.1 The Committee on Finance, under the direction of the Board of Governors, shall have responsibility for supervising the financial affairs of the Society and supporting the Board and its committees by conducting an annual review of the Society's budgets.

B5.2.5.2 The Committee on Finance shall select its own Chair.

The Treasurer shall be an ex officio member of the Committee with vote and shall serve as Vice Chair. The Chief Financial Officer and the Assistant Treasurer shall be ex officio members of the Committee without vote. Other members shall be determined by the Board of Governors. The President-Elect may select a Governor to serve as Liaison to the Committee during their Presidential term.

B5.2.6.1 The Committee on Executive Director/CEO Evaluation and Staff Compensation, under the direction of the Board of Governors, shall have responsibility for making recommendations to the Board regarding the Executive Director/CEO's performance planning and evaluation and for making recommendations to the Board regarding the Executive Director/CEO's compensation, including salary and bonus recommendations.

The Committee shall also have the responsibility to advise the Board of Governors on activities of the Society's staff regarding: staff compensation, including bonus programs; ~~volunteer/staff collaboration survey; staff planning and organization; staff training and development; and~~ staff and retiree benefit programs, ~~including pension plans~~. The ~~e~~Committee will also be responsible for staff related Society Policies P-7.1, (Recognition of Staff Members - 5 Years or More of Service) and P-7.2, (Staff Employment Guidelines).

In addition, the Committee has oversight responsibilities for ~~the Pension Plan Trustees and~~ the Retirement Plan Committee.

B5.2.6.2 The Committee on Executive Director/CEO Evaluation and Staff Compensation shall consist of the President, the President-Nominee/Elect, the Immediate Past President and three current Board members at-large (serving staggered terms on the Board). The

President and Immediate Past President are ex officio members of the ~~e~~Committee with vote. The President-Nominee/Elect is an ex officio member of the Committee without vote. The Immediate Past President shall be the Chair. The incoming first-year Governor shall be selected by the President-Elect and approved by the Board of Governors.

The term of each of the current Board members at-large expires when their Board term expires.

~~B5.2.6.3 The Pension Plan Trustees, under the direction of the Committee on Executive Director Evaluation and Staff Compensation, shall have responsibility, as specified in the American Society of Mechanical Engineers Pension Plan, for the investment and ultimate distribution of the funds and may also act as Plan agent for the service of legal process.~~

~~The Pension Plan Trustees shall consist of up to seven members: the Treasurer of ASME; the Chief Financial Officer, and three to five at-large members recommended by the Committee on Executive Director Evaluation and Staff Compensation for appointment by the Board of Governors.~~

~~The terms of the at-large members shall be three years ending at the close of the second Society-Wide Meeting on a schedule established by the Committee on Executive Director Evaluation and Staff Compensation. Except as provided in this section, a Pension Plan Trustee who is a member-at-large may serve no more than two consecutive full terms. To be eligible for additional full terms, a member-at-large must be nominated by the Committee on Executive Director Evaluation and Staff Compensation upon a finding by the Committee that specifies exceptional circumstances warranting the additional terms, and a written statement of such findings must accompany the nomination when it is communicated to the Board of Governors by the Chair of the Committee. The nominee may then be appointed only upon the affirmative vote of two-thirds of the entire Board of Governors.~~

B5.2.6.34 The Retirement Plan Committee, under the direction of the Committee on Executive Director/CEO Evaluation and Staff Compensation, shall have responsibility, as specified in the ASME Thrift Plan, the ASME Defined Contribution (DC) Plan, the ASME 457(b) Plan, and the ASME 401(k) Plan documents, including to act as Plan Administrator and Named Fiduciary for such plans and assume such responsibilities as developing investment policy statements, selecting and monitoring investment choices, benchmarking Plan administration expenses and investment plan administrators performance and selecting, appointing and retaining plan investment, governance and plan administration compliance advisors, as well as having the power to make ministerial and technically required plan amendments.

The Retirement Plan Committee shall consist of four members: two members of the Executive Management Team, one member of the Human Resources Department and one Volunteer member selected by the EDESC~~of the Pension Plan Trustees~~. The three staff members will be nominated by the Executive Director/CEO and appointed at the discretion of the EDESC. ~~The pension plan trustee shall be recommended by the Pension Plan Trustees and may be appointed at the discretion of the EDESC.~~

The ASME Staff members of the Committee may be members with vote for as long as they hold the positions described in this By-Law B5.2.5.43. ~~The Pension Plan Trustee~~

~~member's term will be for as long as they are a member of the Pension Plan Trustees.~~

B5.2.7.1 The Committee on Honors, under the direction of the Board of Governors, shall have responsibility for recommending properly selected candidates for honors, medals, Honorary Members, and awards, and as required shall recommend recipients of joint awards, all subject to approval by the Board of Governors. However, the Board may delegate to the Committee on Honors the power to approve candidates for any honor, medal or award other than Honorary Member or ASME Medalist.

B5.2.7.2 The Committee on Honors shall select its own Chair and Vice Chair. Its membership shall be determined by the Board of Governors. The Chair of the General Awards Committee shall be an ex officio member with vote. The President-Elect may select a Governor to serve as Liaison to the Committee during their Presidential term.

B5.2.7.3 The General Awards Committee, under the direction of the Committee on Honors, shall seek candidates for all honors and awards except Honorary Members, the ASME Medal, and group-level awards, and shall screen nominations and make recommendations to the Committee on Honors.

The General Awards Committee shall consist of a Chair, a Vice Chair and a membership as determined by the Committee on Honors.

B5.2.7.4 Other Society award committees, including special award committees, shall in accordance with the policies and procedures administered by the Committee on Honors, seek nominees for honors in their several areas of interest, shall screen nominations, and make recommendations to the Committee on Honors.

B5.2.8.1 The Committee of Past Presidents, under the direction of the Board of Governors, shall have responsibility for electing Fellows, overseeing the ethical practice of engineering, and providing guidance on matters where its experience may be useful, upon request by the President, Board of Governors, and other units of the Society.

B5.2.8.2 The Committee of Past Presidents shall select its own Chair and Vice Chair. Its membership shall consist of all living Past Presidents, unless the Board of Governors or Ethics Committee makes a finding that results in the censure, expulsion, suspension or other disciplinary action of a Past President involving the following conduct:

(a) violation or attempted violation of the ASME Ethics or Conflicts of Interest Policy, knowingly assisting or inducing another to violate or attempt to violate the ASME Ethics or Conflicts of Interest Policy, or doing so through the acts of another;

(b) illegal conduct that adversely reflects on the Past President's honesty, trustworthiness or fitness to serve ASME in a position of trust;

(c) conduct involving breach of fiduciary duty, dishonesty, fraud, deceit or misrepresentation;  
or

(d) other conduct that is or reasonably could be harmful to the reputation and administration of the Society.

Disciplinary action for conduct described in B5.2.7.2 (a) through (d) shall render a Past President ineligible for membership on the Committee of Past Presidents and shall result in the expulsion from the committee of any current member of the Committee of Past Presidents.

B5.2.9.1 The Audit Committee, under the direction of the Board of Governors, shall have responsibility for overseeing the accounting and financial reporting process of the Society and the audit of its financial statements and report its activities to the Board. The Committee will be responsible for overseeing the adoption and implementation of, and compliance with, the Society Policies on whistleblowers and conflicts of interest. The Committee will annually consider the performance and independence of the independent auditor and recommend retaining or renewing the retention of the independent auditor to the Board. The Committee will liaise with the independent auditor prior to the commencement of the audit and upon completion of the audit, review and discuss the audit results and any related management letter with the auditor, including:

- (a) any material risks and weaknesses in internal controls identified by the auditor;
- (b) any restrictions on the scope of the auditor's activities or access to requested information;
- (c) any significant disagreements between the auditor and management; and
- (d) the adequacy of the Corporation's accounting and financial reporting processes.

B5.2.9.2 The Audit Committee shall consist of three current Board members-at-large (serving staggered terms on the Board) who serve as voting members. The Committee membership is determined by the Board of Governors and consists solely of "independent" members of the Board as defined under Section 102(a) (21) of the New York Not-for-Profit Corporation Law. The Chair shall be the senior Governor and the Vice Chair shall be the second-most senior Governor.

The Treasurer shall be an ex officio member of the Committee without vote. The Chief Financial Officer and the Assistant Treasurer shall be ex officio members of the Committee without vote. The President-Elect makes the recommendation on the incoming first-year Board member-at-large. The term of the Board members-at-large expires when their Board term expires.

B5.2.10.1 The Philanthropy Committee, under the direction of the Board of Governors, shall have responsibility for advising the Board of Governors and assisting the Society in connection with fundraising activities and philanthropic programs carried out using the Society's name or other resources.

B5.2.10.2 The Philanthropy Committee shall select its own chair and vice chair. The ASME Executive Director, the ASME Managing Director of Philanthropy and the ASME Managing Director of Programs shall be ex officio members of the Committee without vote. Other members shall be determined by the Board of Governors. The President-Elect may select a Governor to serve as Liaison to the Committee during their Presidential term.

B5.2.11.1 The Diversity and Inclusion Strategy Committee, under the direction of the Board of Governors, shall have responsibility for providing insight and advice into promoting diversity and inclusion within ASME and mechanical engineering.

- B5.2.11.2 The Diversity and Inclusion Strategy Committee shall select its own Chair and Vice Chair. Its membership shall be determined by the Board of Governors. The President-Elect may select a Governor to serve as Liaison to the Committee during their Presidential term.
- B5.2.12.1 The Industry Advisory Board, under the direction of the Board of Governors, shall have responsibility for providing a voice for industry within ASME through the communication of the needs of engineers that are engaged in industry.
- B5.2.12.2 The Industry Advisory Board shall select its own Chair and Vice Chair. Its membership shall be determined annually by the Board of Governors. The President-Elect may select a Governor to serve as Liaison to the Board during their Presidential term.
- B5.2.13.1 The Volunteer Orientation and Leadership Training Academy, under the direction of the Board of Governors, shall have responsibility for developing ASME's volunteer leadership. VOLT's programmatic offerings extend to volunteers serving throughout the Society at all levels.
- B5.2.13.2 The Volunteer Orientation and Leadership Training Academy shall select its own Chair and Vice Chair. Its membership shall be determined by the Board of Governors. The President-Elect may select a Governor to serve as Liaison to the Academy during their Presidential term.



## Board of Governors Meeting Agenda Item Cover Memo

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Date Submitted:	March 17, 2021
BOG Meeting Date:	April 14, 2021
To:	Board of Governors
From:	Committee on Organization and Rules
Presented by:	C. Wesley Rowley
Agenda Title:	Changes to Society Policies P-14.1, P-14.3, P-14.4, P-14.6, P-14.7, P-14.12, and P-14.14

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### Agenda Item Executive Summary:

In addition to the changes B3.2 that are on the Board agenda for adoption, the Membership team is proposing changes to Society Policies to reflect the By-Law change, as well as updates to outdated processes that are no longer in practice in Membership as well as changes to inventoried merchandise for member recognition.

Proposed motion for BOG Action: To adopt changes to Society Policies P-14.1, P-14.3, P-14.4, P-14.6, P-14.7, P-14.12, and P-14.14.

Attachments: Society Policy changes.



P-14.1  
7/12

## SOCIETY POLICY

### REGISTRATION IN TECHNICAL DIVISIONS, SUBDIVISIONS AND INSTITUTES

#### I. PREFACE

By-Laws (B5.5 Institute Sector) and B5.6 (Knowledge and Community Sector) and Society Policies P-8.1 (Formation and Review of Technical Divisions and Subdivisions) and P-16.3 (Guide for Formation of Institutes) describe the purposes, organization and activities of technical divisions, technical subdivisions and institutes. This Policy states the guidelines for member participation in those units.

#### II. PURPOSE

To state the policy for enrollment in technical divisions, subdivisions and institutes.

#### III. POLICY

- A. Each individual member of ASME may register membership in one or more technical divisions and/or subdivisions and/or institutes of the Society.
- B. The maximum number of technical divisions and/or subdivisions and/or institutes in which an ASME member may register has been set by the Board of Governors.
  - 1. Member, Fellow and Honorary Member grades may enroll in five or fewer technical divisions and/or subdivisions and/or institutes.
  - 2. Affiliate grade may enroll in ~~five~~three or fewer technical divisions and/or subdivisions and/or institutes.
  - 3. Student members may enroll in ~~five or fewer~~one technical divisions ~~and/or~~ subdivisions ~~s~~ and/or institute.

Responsibility: ~~TEC Institutes Board / Knowledge and Community~~ Board

Reassigned from Council on Member Affairs/Board on Member Interests & Development 6/12/05

2

P-14.1  
7/12

Adopted: February 20, 1947

Reaffirmed: March 14, 1997

Revised: June 11, 1963  
June 22-25, 1969  
June 18, 1975  
January 27, 1978  
June 7, 2000  
June 10, 1983  
(editorial changes 9/88)  
December 14, 1989  
June 12, 2005  
(editorial changes 7/12)



P-14.3  
1/15

## **SOCIETY POLICY**

### **INACTIVE MEMBERSHIP STATUS**

#### **I. PREFACE**

By-Law B3.1.6 states: "All procedures relating to admissions to and promotions in membership, except Honorary Member and Fellow membership grades, shall be administered by the Membership staff in accordance with the policy set by the Board of Governors."

#### **II. PURPOSE**

- A. To establish the conditions under which a member may be granted inactive membership.
- B. To provide the policies and procedures related to inactive membership status for members of all grades, including Student Members qualified for Member grade.

#### **III. DEFINITION**

Activities which qualify a member for inactive membership status include enrollment in the following:

- 1. Armed Service
- 2. Peace Corps
- 3. Full-time Graduate Study

#### **IV. POLICY**

- A. Dues suspension for members of all grades.
  - 1. Enrollment in qualifying activities is required for suspension of dues and the granting of inactive membership status.
  - 2. During the period of inactive membership status, the member will not receive the usual Society publications or other services, except as under IV.A.3.
  - 3. The member may subscribe to any publications or other services at member rates.
  - 4. The member will retain his/her original date of election.

5. Student Members qualified for Member grade will retain their date of promotion.
6. The inactive years will not be included in the ultimate determination of dues-exempt status.
7. Within six months following termination of the qualifying activity the member may request restoration to active membership status.
8. If no request is received within six months following termination of the qualifying activity the member will be dropped.

## V. PROCEDURE

### A. Dues suspension

1. The member may apply to the Executive Director, via the Membership Staff, for suspension of dues for the period the member is involved in a qualifying activity.
2. The Student Member qualified for Member grade and enrolled in a qualifying activity must make the request for promotion when applying to the Executive Director, via the Membership Staff, for suspension of dues for the period of enrollment in the qualifying activity.
3. The member ~~will receive a special membership card and~~ will be carried on an inactive membership roster for a period not to exceed three years.
4. At the end of the three-year period if an extension of inactive membership is not requested or restoration to active membership is not requested the member shall be dropped.

### B. Restoration to active membership status

1. A member who has been on inactive membership status must apply to the Executive Director, via the Membership Staff, for restoration to active membership status within six months of the member's termination of the qualifying activity.
2. A member who has been enrolled in a qualifying activity but did not request inactive membership status and was dropped may apply to the Executive Director, via the Membership Staff, to have such action rescinded. This request must be made during the time of the qualifying activity or within six months following termination of the qualifying activity.
3. Upon payment of prorated dues from the date of application until the next anniversary date September 30 (see B.3.2) the member will be transferred to the active membership status and receive the usual Society publications and services.

3

P-14.3  
1/15

4. A member who has been on inactive membership status and does not apply for restoration to active membership status prior to six months following termination of the qualifying activity must seek reinstatement by the procedure contained in Society Policy P-14.4.

Responsibility: Board of Governors

Reassigned from Knowledge and Community Board 9/19/14

Reassigned from Council on Member Affairs/Board on Member Interests and Development 6/12/05

Adopted: October 26, 1951

Reaffirmed: November 21, 1980  
January 26, 1996

Revised: November 6, 1964  
June 14, 1965  
June 18, 1975  
June 10, 1983  
(editorial changes 9/88)  
(editorial changes 4/89)  
(editorial changes 1/96)  
(editorial changes 11/01)  
(editorial changes 6/02)  
June 12, 2005  
(editorial changes 7/12)  
(editorial changes 1/20/15)



P-14.4  
1/15

## **SOCIETY POLICY**

### **REINSTATEMENT OF DROPPED OR RESIGNED MEMBERS**

#### **I. PREFACE**

A. By-Law B3.1.6 states, "All procedures relating to admissions to and promotions in membership, except Honorary Membership, shall be administered by the Membership staff in accordance with the policy set by the Board of Governors."

B. By-Law B3.2.11 states,

"A member who has paid dues for 35 years and in addition has (a) reached the age of 65 years, or (b) retired from his or her regular work will be considered a life member."

"Life Membership means membership without payment of dues. Upon becoming exempt from dues, the member continues in the previous grade of membership but the word 'Life' is added."

"Any changes in the life membership criteria are subject to approval of the Board of Governors."

"Effective March 18, 2000 and not retroactively, student years of membership will be included in the count of total years of membership as long as the graduated Student Member pays the first year Member dues (continuous membership from Student Member to Member)."

#### **II. PURPOSE**

A. To establish the procedure and terms for reinstatement of membership with a new and current date of membership.

B. To establish the procedure and terms for reinstatement of membership including reinstatement of the original date of membership.

#### **III. PROCEDURE**

A. Reinstatement at the current date will be automatic unless otherwise requested by the dropped or resigned member.

1. Within three years from the date of termination of membership.

Reinstatement may be requested in writing to the Membership staff without the formality of a new application.

2. Beyond three years from the date of termination of membership.  
Reinstatement requires completion of a new application.
  3. Initial dues ~~will be prorated (with the exception of members who were dropped during the current program year) from the beginning of the month following the date of notification of approval to September 30 and~~ shall be payable within 90 days after the date of notification.
  4. Reinstatement shall be complete upon receipt of dues per statement.
- B. Reinstatement at original date will be arranged upon written request of the dropped or resigned member.
1. Within three years from the date of termination of membership.  
Reinstatement may be requested in writing to the Membership staff without the formality of a new application.
  2. Beyond three years from the date of termination of membership.  
Reinstatement requires completion of a new application
  3. Dues for the current year and all years not paid from original date of membership shall be payable within 90 days after the date of notification of approval.
  4. Reinstatement shall be complete upon receipt of dues per statement.
  5. Full credit is given toward Life Membership for all years for which dues are paid.
  6. Members who are dropped prior to the ~~January~~ drop date ~~due to non-renewal will pay the non-member rate for of the current program year, who attending Society-wide level meetings or Professional Development courses, pay the non-member rate, and~~ Upon applying and paying for membership reinstatement within 90 days of the event, members shall pay member rates for such events or courses have their dues paid for the current program year.

Responsibility: Board of Governors

Reassigned from Knowledge and Community Board 9/19/14

Reassigned from Council on Member Affairs/Board on Member Interests and Development 6/12/05

Adopted: June 24-25, 1969

Revised:

June 10, 1983  
November 21, 1980  
March 11, 1988  
(editorial changes 8/88)  
(editorial changes 6/87)  
(editorial changes 4/89)  
September 10, 1993  
September 11, 1994  
(editorial changes 8/95)  
March 14, 1997  
(editorial changes 3/00)  
(editorial changes 1/01)  
June 12, 2005  
(editorial changes 7/12)  
(editorial changes 1/20/15)



P-14.6  
3/18

## SOCIETY POLICY

### SOCIETY NAME, LOGO, SEAL, EMBLEM, INITIALS, TITLES, IDENTIFICATION AND CERTIFICATES

#### I. PREFACE

- A. The preamble of the ASME Constitution and By-Laws defines and illustrates the seal and emblem of the Society.

#### II. PURPOSE

- A. To illustrate and designate the use of the name, acronym/logo, initials, seal, and emblem of the Society.
- B. To establish the rules and criteria governing the name, acronym/logo, initials, seal, emblem, titles, identification, commemorations and certificates of the Society.
- C. To assign the responsibility for notification of misuse of the name, logo, seal, and emblem of the Society and designate the procedure for taking action.

#### III. POLICY

- A. Designation and illustration of the society name, acronym/logo, initials, seal and emblem.
  - 1. In official usage, the Society name shall be designated as either THE AMERICAN SOCIETY OF MECHANICAL ENGINEERS, or the acronym ASME.
  - 2. The official Society seal is as shown in the accompanying illustration. This seal constitutes part of the incorporation of the Society under the laws of the State of New York and is utilized as a seal to be fixed to official documents. The design indicates the lever of Archimedes, capable of lifting the world if supported at an appropriate fulcrum point.
  - 3. The official Society logo is shown in the accompanying illustration. The logo symbolizes both the Society's history and its future and incorporates the ASME acronym and a globe. The logo colors are blue and black. It is used to indicate Society relationships or activities. Application has been made with the U.S. Patent and Trademark office to make this a registered trademark. The detailed instructions for use of the logo and name are shown in Graphics Guidelines Manual.



4. The official Society emblem is as shown in the accompanying illustration. The emblem incorporates the Society initials within a four-leaf clover design. It is a proprietary symbol to imply conformity with Society standards and practices.



The Society has registered its cloverleaf as a trademark. The registration mark must always appear with the cloverleaf on all printed material created, developed and owned by the Society. The designation is to be placed at the lower right of the cloverleaf between the M and S, as shown. The detailed instructions for use of the emblem and name are shown in the Graphics Guidelines manual.

5. The official Society initials and their format usage shall be: ASME. The initials ASME have been registered as a trademark. When the Initials are used as a primary display on a product created, developed or produced and distributed by the Society, the trademark registration must appear at the lower right of the E, as shown:

ASME®

B. Use of the ASME name, acronym, logo, seal, emblem and initials

1. The ASME name and its distinctive emblem have become internationally recognized through their use on Society publications, on its letterheads, codes and standards, membership certificates, certificates of award, honors, awards and its membership pins and badges. Without official authorization from the Board of Governors, no unit or Member of the Society may institute or use a logo different in format or display from the official logo. The Board of Governors has designated that the ASME logo will be used on all ASME materials. The only exceptions are ASME Codes and Standards and membership pins and badges, which still use the cloverleaf (emblem).
2. The formal use of the Society name and logo is to be reasonably uniform and is restricted for identification of Society or Member involvement in officially authorized activities. For joint activities, any printed or other visual materials developed in relation to that activity shall, unless particularly inappropriate, include use of the Society name and logo and emblem in a manner consistent with the significance of the Society and its role in the sponsorship of that activity. The Society name and logo shall constitute a primary display component of any printed or other visual materials, with any additional identification of a Society unit or group in a subsidiary display mode.
3. The Executive Director under the direction of the Board of Governors has responsibility for instituting standards and measures related to the manner and form of display of the Society name, logo, seal and emblem and for control and monitoring of such usage.
4. Members of ASME committees, boards, or other units must use care and good judgment in the use of ASME letterheads and envelopes. A letter written on ASME stationery must clearly distinguish personal comments and opinions of

the writer from official positions of ASME based on the ASME Articles of the Constitution, By-Laws, Society Policies, rules, procedures, or voted actions of units of ASME.

This exercise of care is necessary so that it is clear to the reader that the writer is not representing ASME in all comments on an ASME letterhead or material enclosed within an ASME envelope.

C. Criteria for individual-use items utilizing the ASME name and emblem

Members may display the Society name, logo, seal, and emblem on certificates, plaques, pins, badges, and in applicable titles in their individual capacities according to the following criteria:

1. Each Member of the Society shall be entitled to obtain and display a certificate of membership, signed by the President and the Executive Director of the Society. A membership plaque or ornament purchased through the Society also may be displayed. Certificates of Membership shall display the ASME logo.
2. All Members of the Society in good standing shall have the right to use their applicable title -- either spelled out or abbreviated as follows:

Honorary Member	Hon. Mem. ASME
Fellow	Fellow ASME
Member	Mem. ASME
Affiliate	Affiliate ASME
Student Member	Student Mem. ASME

Those who additionally have Life membership status may so indicate by the term "Life" preceding the appropriate membership designation.

3. Each Member shall be entitled to wear the Society logo membership pin which distinguishes the various grades of membership or office according to the approved color scheme, or similarly approved jewelry.

The approved pin color scheme is as follows:

(*)President	Gold background with diamond inset in center
(*)Governor	Gold or blue background with emerald inset in center
(*)Senior Vice President	Gold or blue background with ruby inset in center
(*)Honorary Member	Gold background with pearl inset in center

Fellow	Gold background
<del>Member, Affiliate, Student</del>	<del>Blue background</del>
<del>Affiliate</del>	<del>Gray background</del>
<del>Student Member</del>	<del>Blue center with white border</del>

(\*) Presented at Society expense

The pin for Member, Affiliate, and Student members be purchased through the Society or agencies approved by the Society. Pin design and format shall be uniform and approved by the Executive Director.

4. Each Society Member, Auxiliary Member, and staff member holding an official position in the Society shall be entitled to wear a name badge which incorporates the Society emblem or logo and, as desired and appropriate, may additionally indicate Professional Registration and the Society unit with which the individual is associated. Badges may only be worn in connection with business of the Society.

Such badges may be purchased through the Society or agencies approved by the Society. Badge design and format shall be uniform and approved by the Executive Director.

Badge color codings and designs require prior approval by the Executive Director. Presently approved are:

Society Officers and Past Presidents	White badges with blue lettering
Other Past Officers of the Society	Light blue badges with white lettering
Fellows	Gold-colored badges with blue lettering
Honorary Members	Platinum colored badges with black lettering
Committee Personnel	Blue badges with white lettering
ECLIPSE Interns	Green badges with white lettering
Members of Staff	Red badges with white lettering

- D. Rules governing display and use of ornamentations using the society name, acronym, logo, emblem or initials

1. Other than its use on name badges, it is the policy of the Society that the use of the Society logo be reserved for the identification of the Society or one of its units or of its activities. Society members, staff members or others associated with the Society are not authorized to use the logo or emblem on

their personal stationery or letterheads, business cards or other identification.

2. Units of the Society must use the Society name and logo on their publications and letterheads. All such letterheads and publications should additionally indicate the name of the section, technical division, committee or other unit of the Society.
3. A special series of ASME logos has been developed for use with the symbol stamps in the field of Codes and Standards. Their use is controlled by the Council on Standards and Certification under authorization of the Board of Governors.
4. Members holding elected office in the Society or holding non-elective office or membership in the various sections, technical divisions, boards, Codes and Standards and technical or research committee or other Society units may use the appropriate title of office or membership only in connection with Society activities.

Such designation of office or membership may not be used for personal endorsement or identification of personal engagement in non-ASME-related activities.

5. No other official use of the Society name, acronym, logo, seal, emblem or initials is permitted without specific prior approval of the Board of Governors.

E. Misuse of ASME name, acronym, logo, seal, emblem or initials

1. Should any misuse or abuse of the Society name, acronym, logo, seal, emblem or initials be noted by a Member of the Society, Society Headquarters should be notified with substantiating evidence. Individual action should not be undertaken by any Member of the Society.
2. Action against misuse or abuse of the Society name, acronym, logo, seal, emblem or initials shall be taken by the Executive Director following instructions from the Board of Governors.

Responsibility:	Committee on Organization and Rules	
Adopted:	October 15, 1956	
Revised:	September 9, 1966	September 17, 1992
	January 5, 1968	(editorial changes 2/93)
	March 5, 1971	(editorial changes 8/93)
	June 18, 1975	September 10, 1993
	December 9, 1976	(editorial changes 3/97)
	June 17, 1982	(editorial changes 3/01)
	(editorial changes 2/83)	(editorial changes 11/01)
	(editorial changes 12/83)	November 22, 2002
	June 16, 1988	June 12, 2005
	(editorial changes 11/88)	(editorial changes 3/19/09)
	(editorial changes 6/89)	(editorial changes 3/1/11)
		(editorial changes 3/18)



P-14.7  
2/15

## SOCIETY POLICY

### RECOGNITION OF YEARS OF MEMBERSHIP

#### I. PREFACE

ASME appreciates the need to recognize members of long standing. This Society policy addresses the recognition of members of long standing.

#### II. PURPOSE

To provide a policy for recognition of long continuous membership in the Society.

#### III. POLICY

##### A. Twenty-five Years

1. When a Fellow, Member or Affiliate has paid dues for 25 years, an inscribed certificate will be sent to the individual, and a 25-year rocker, similar to the past chair's rocker, will be provided upon request and an inscribed certificate will be sent to the individual.
2. The Section of which the recipient is a member will be offered the opportunity to present this rocker and this certificate. In instances where the Section chooses not to participate in this recognition activity or when the member is not a member of a Section, the rocker and inscribed certificate will be sent directly to the recipient with an appropriate transmittal letter.

##### B. Thirty-five Years

When a Fellow, Member or Affiliate attains Life Membership (dues exempt) status in accordance with By-Law B3.2.11 a certificate properly inscribed as "Life Fellow," "Life Member" or "Life Affiliate" shall be sent with a covering letter signed by the President of ASME.

##### C. Fifty Years

1. Upon completion of 50 years of membership, a Fellow, Member or Affiliate may shall be sent a 50-year pin.
2. The presentation of the 50-year pin shall be made at an appropriate occasion by the recipient's Section. If the member is not a member of a Section, or the Section decides to not present the items in person, the pin may will be sent directly to the recipient with an appropriate transmittal letter.

D. Seventy-five Years

1. Upon completion of 75 years of membership, a Fellow, Member or Affiliate shall be sent an inscribed certificate and a letter from the President of ASME.
2. The presentation of the inscribed certificate shall be made at an appropriate occasion by the recipient's Section. If the member is not a member of a Section, or the Section decides to not present the items in person, the certificate will be sent directly to the recipient with an appropriate transmittal letter.

**IV. IMPLEMENTATION**

Effective with the approval of the revision, March 18, 2000, and not retroactively, student years of membership will be included in the count of total years of membership as long as the graduated Student Member pays the first year Member dues (continuous membership from Student Member to Member).

Responsibility: Board of Governors

Reassigned from Knowledge and Community Board 9/19/14  
Reassigned from Council on Member Affairs 6/1/05

Adopted: February 1, 1963

Reaffirmed: June 1, 2005

Revised: June 25, 1969  
March 5, 1971  
June 18, 1975  
June 17, 1982  
June 10, 1983  
June 20, 1986  
(editorial changes 9/88)  
March 11, 1993  
(editorial changes 8/93)  
March 18, 2000  
(editorial changes 11/01)  
(editorial changes 7/12)  
February 12, 2015



P-14.12  
1/15

## **SOCIETY POLICY**

### **VERIFICATION AND CERTIFICATION OF MEMBER APPLICATION INFORMATION**

#### **I. PREFACE**

- A. Grades of membership in ASME and the minimum requirements for each grade of membership can be found in Article C3.1.
- B. Article C3.1.2 states, “Members of Honorary grade shall be elected by the Board of Governors. The election for all other grades of membership may be delegated by the Board of Governors.”

#### **II. PURPOSE**

- A. To provide a policy for verification and certification of information contained in the application for membership.
- B. To provide a policy for verification and certification of information contained in the application for promotion.
- C. To provide a procedure making membership contingent upon receipt of dues.
- D. To provide a method for notifying the proposed member concerning the status of the application.

#### **III. POLICY FOR VERIFICATION OF APPLICATION INFORMATION FOR ALL MEMBER GRADES EXCEPT STUDENT MEMBER**

- A. Verification of educational information.

In signing the application form, the applicant authorizes the Society to verify the educational information provided.

- B. Certification of active practice data.
  - 1. Certification of eight years of active practice in a position of responsible charge of engineering work shall be considered as sufficient evidence of the active practice information for Member grade for a new member application.
  - 2. Certification of the active practice information is to be made only upon personal knowledge and evaluation of such engineering practice and/or through information transmitted to them by appropriately qualified individuals with such personal knowledge.
  - 3. Certification of attainment of a position of policy-making authority and recognized leadership in some pursuit related to engineering and an active

interest in furthering engineering progress shall be consistent with the conditions for certification as specified in III. B.1. and III.B.2 and shall be sufficient evidence for Affiliate.

4. Lacking such certification, the Membership Staff may obtain and evaluate confidential letters of reference from as many individuals listed by the candidate on the application form as they deem necessary. For cases in which such certification has been made, the Membership Staff may additionally require such confidential letters of references and/or obtain additional information from any other qualified source if it considers that there is not sufficient information to make a proper evaluation.
  5. A United States State or Territory Professional Engineering License is recognized as an acceptable equal to the eight years of active practice requirement for any grade of Society membership, and, in addition, is recognized as an acceptable equal to the five years of responsible charge requirement for Member grade.
- C. Attainment of a degree in an approved engineering curriculum or a baccalaureate degree in an approved engineering technology curriculum shall be accepted as equivalent to the eight-year experience requirement. Furthermore, appropriate credit toward the eight-year requirement will be given for the following: graduation from an unapproved engineering or engineering technology curriculum, completion of portions of such curricula, completion of a course of study in a technical institute or other recognized educational programs.
- D. An engineering graduate student in an educational institution whose related undergraduate curriculum has been approved is eligible for membership in ASME as a Member by application.
- E. The experience of one who has not been graduated from an approved curriculum should show variety, progress and promotion in the performance of engineering functions.

~~F. References.~~

~~1. An application for admission to the Society as a Member or Affiliate should list at least three references who have personal knowledge of the applicant's qualifications. One reference must be a Fellow or Member of ASME.~~

~~2. An application for promotion (except to Fellow or to Member from Student Member) should list at least two engineering supervisors or two Members who have personal knowledge of the applicant's qualifications.~~

~~3. An application for membership from an applicant who may not be able to identify the necessary references may be acted upon after sufficient evidence has been secured to show that the applicant is worthy of admission to membership.~~

**IV. POLICY FOR STUDENT MEMBER GRADE**

- A. Education.

1. Where there is no student section, any student of an approved four-year curriculum in engineering or engineering technology satisfies the academic requirement for Student Member grade.
2. A graduate student satisfies the academic requirement for Student Member grade when a full-time engineering student or a part-time engineering graduate employed below the rank of instructor by the college or university where enrolled.

B. References.

1. An applicant for admission to the Society as a Student Member must be endorsed by the Student Section Advisor for the Student Section at the school where the applicant is a student.
2. Where there is no student section, any student of a four-year approved curriculum in engineering or engineering technology may become a Student Member upon approval by the cognizant Department Head or Chair.

V. PROCEDURE

A. Application process for all member grades except Student Member.

1. The application process begins when the Society receives the completed application.
2. On the basis of a favorable action in electing a new member, the Executive Director shall notify the applicant that the application has been approved and at that time send a dues statement.
3. ~~The portion of the annual dues to be charged to the new member for the portion of the fiscal year remaining after the date of notification for approval shall be payable within 30 days after that date.~~
4. ~~Non-members who attended Society meetings or Professional Development courses, and applied for membership within 90 days of the event, shall have the differential between the member rate and the non-member rate (if paid) of the event applied toward their first year's dues balance.~~
5. Upon receipt of this dues payment the election process shall be completed and the Executive Director shall have the name recorded in the membership records of the Society.
6. The election process shall not be considered to be complete until receipt by the Society of this dues payment.
7. ~~The names of approved applicants who do not make this dues payment within three months of notice and billing shall neither be announced nor recorded. The application shall be classified as "Election Void" until payment is received.~~

8. The names of applicants who are not elected shall neither be announced nor recorded, but such applicants shall be notified of the decision of the Membership Staff.
9. All confidential correspondence in relation to each applicant shall be destroyed by the administrative officer in charge of membership admissions within a reasonable period after completion of the election process.

B. Application process for Student Member grade.

1. The application process begins when the Society receives the completed application.
2. The application process shall be considered to be complete upon receipt by the Society of the dues payment.

~~C. Procedure for Applications Classified "Election Void"~~

~~1. "Election Void" is defined as the status of a membership applicant and/or their membership application, wherein the application has been accepted, but the applicant has failed to make their dues payment within 90 days of acceptance.~~

~~2. An applicant classified as "Election Void" shall have none of the privileges of membership, and shall receive no membership identifiers or operable member number until dues payment has been received.~~

~~3. Within two years from the date of the "Election Void" action, reactivation of the application may be requested in writing in lieu of submitting a new application.~~

~~a. Annual dues will be prorated from the beginning of the month following the date of the request for reactivation of an "Election Void" application to September 30.~~

~~b. Payment of annual dues is required upon receipt of billing.~~

~~c. Upon receipt of this dues payment the election process shall be completed and the individual's name recorded in the membership records of the Society.~~

~~4. Beyond two years from the date of the "Election Void" action, reactivation of the application may not be initiated and a complete new application is required.~~

Responsibility: Board of Governors

Reassigned from Knowledge and Community Board 9/19/14

Reassigned from Council on Member Affairs/Board on Member Interests & Development 6/12/05

Adopted: June 18, 1975

Reaffirmed: March 18, 2000

Revised:	June 15, 1977	March 1978
	September 29, 1978	June 10, 1983
	December 12, 1986	(editorial changes, 6/87)
	September 17, 1987	(editorial changes, 12/87)
	(editorial changes, 8/88)	September 13, 1990
	December 5, 1991	March 20, 1992
	November 12, 1992	September 10, 1993
	March 17, 1994	November 16, 2001
	(editorial changes, 3/03)	June 12, 2005
	(editorial changes 7/12)	(editorial changes 1/20/15)

## SOCIETY POLICY

### DUES STATEMENT

#### I. PREFACE

- A. Pursuant to Society By-Law B3.2.5, a statement for annual dues is ~~presented mailed~~ to each ASME member prior to the member's anniversary date October 1 (see B3.2) each year. Notices of arrears are sent thereafter.
- B. The Board of Governors, through the Executive Director, has ultimate authority over the content of dues statements.

#### II. PURPOSE

- A. To provide uniform and fair rules governing the content of the Society's dues statements.
- B. To set forth the procedures for soliciting funds by all units of the Society, for inclusion in the Society's dues statements.
- C. To establish the authority for approving the inclusion of the solicitation of funds in the Society's dues statements.

#### III. POLICY

- A. Any unit of the Society may petition for inclusion of information and solicitations on ASME dues statements.
- B. Such petition must be made in writing by a Senior Vice President to the Executive Director at least 10 months prior to the next annual dues mailing in July of each year.
- C. Space constraints and uniformity of information will be among the variables used to determine the appropriateness of inclusion of such information or solicitations.
- D. Each unit that utilizes the annual dues statement for purposes of solicitation is expected to bear part of the cost of the mailing.
- E. Funds solicited on dues statements must be used for the express purposes for which they were solicited.

Responsibility: Board of Governors

Adopted: June 17, 1993

Reaffirmed: September 18, 1998  
March 12, 2013

Revised: (editorial change June 1, 2005)



## Board of Governors Meeting Agenda Item Cover Memo

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Date Submitted:	March 5, 2021
BOG Meeting Date:	April 14, 2021
To:	Board of Governors
From:	Committee on Organization and Rules
Presented by:	C. Wesley Rowley
Agenda Title:	Changes to Society Policy P-4.5

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### Agenda Item Executive Summary:

An addition is being made to Society Policy P-4.5 to state – The travel expense contribution form must be filed within 90 days of the completion of the activity. If the activity occurs at or near the end of the fiscal year, the volunteer must notify their staff support before the end of the fiscal year they intend to file a report so that the staff member can file an accrual for the expense.

There have been cases where a volunteer has requested an expense contribution more than a year after an activity.

Proposed motion for BOG Action:

To approve changes to Society Policy P-4.5

Attachment(s): Society Policy changes.



P-4.5  
6/20

## **SOCIETY POLICY**

### **TRAVEL EXPENSE CONTRIBUTION**

#### **I. PREFACE**

- A. By-Law B4.4.6 states, "All payments for expenditures shall be made by the office of the Chief Financial Officer upon proper authorization, in accordance with the budget adopted by the Board of Governors."
- B. This Society Policy applies to categories of volunteer travel that may either be ASME business specific, related to ASME internal administration, or where ASME has a relationship with an outside entity.
- C. As a learned technical society, ASME expects that members who participate in the activities of the Society will normally be responsible for the expenses that they incur as part of their participation. In return, member participation contributes strongly to the professional growth of the engineer. Employers of ASME members benefit greatly by the professional growth of their employees. Because of these benefits to both employer and employee, it is expected that the member will be able to obtain travel costs from his or her employer, his or her own funds, or from other sources.
- D. This Society Policy permits travel contribution for volunteers to those units where funding is available in the budget.
- E. ASME has developed this Society Policy to take care of those cases related to certain specific activities of the Society for which the member is not able to obtain funding for travel from his or her employer or other sources.

#### **II. PURPOSE**

- A. To explain the budget and expense contribution relationship.
- B. To list the limits of expense contributions.
- C. To establish the rules of qualification for an expense contribution.
- D. To list the eligibility for travel expense contributions.

#### **III. POLICY**

- A. The budget and expense contribution relationship.
  - 1. Funding for travel expense contribution shall be included in the annual budget of the Society. In selecting the timing and location of meetings, consideration shall be given to the travel cost to ASME, the travel cost to the member or his or her employer, and the time away from home required of the member. Meetings which can be scheduled to take advantage of low air

travel rates shall be encouraged. In addition, persons traveling to meetings are encouraged to find the least expensive practical means of travel, where alternative fares are available. Large discount fares with penalties are also encouraged where the probability of cancellation is low. Penalties for cancellation will be paid where authorized by the unit leader.

2. Control of travel expense to ASME under this Society Policy is achieved by careful attention to the budget. During the preparation of the budget, each unit requests a certain amount of travel support for the activities under its control. A request for travel funds for a unit which does not report to a Sector Board should be prepared by that unit and sent to the Committee on Finance before the date on which, according to the budget preparation calendar, budget requests are due from the Sector Board. When the budget is approved by the Board of Governors, ASME travel support for the specific unit activities is established for that budget year.
3. Transfer of travel funds in the budget.

Under rules specified by the Committee on Finance, each Sector Board may authorize transfer of travel funds in its budget from one travel line item to another travel line item.

Subsequent to budget approval by the Board of Governors, Senior Vice Presidents may allow for travel support for new or expanded activities, provided that there is no change to total budgeted travel support for the Sector.

B. Basis for travel expense contribution.

1. Transportation.
  - a. Travel by air: Large discount fares with penalties are encouraged where the probability of cancellation is low. Penalties for cancellation will be paid where authorized by the unit leader. Otherwise, round-trip coach, should be utilized if available. When traveling internationally while working under United States government contract, a United States-flag air carrier should be used when practical. Airfares will be reimbursed. Local fares between the airport and the meeting site will be reimbursed.
  - b. Travel by public ground transportation: Round-trip rail and/or bus fare will be reimbursed. Local fares between the transportation terminal and the meeting site will be reimbursed.
  - c. Travel by private automobile: The mileage reimbursement rate for travel by private automobile is in accordance with United States Internal Revenue Service Guidelines, plus tolls and parking. Under non-emergency travel conditions, round-trips by private automobile

shall not exceed 1600 kilometers or 1000 miles, unless it can be shown to be the most economical means of travel.

- d. Travel by rental car: To be reimbursed at the same rate as for travel by private automobile. However, full costs may be included if no other transportation means are available. Car pooling should be encouraged.

2. Other expenses.

Actual reasonable subsistence and hotel room expenses, not exceeding \$175 per day except as noted below, for each day or major part of a day at the meeting or on official Society business. Approval may be given for additional days if this results in an overall reduction in travel contribution.

If the reimbursement schedule of the location is equal to or greater than the ten-city index rate as stated in the "United States Government GSA Rates" (which includes international locations) the maximum ASME contribution would be \$250 per day.

The ten-city index rate shall be determined annually at the beginning of each fiscal year by the ASME Finance Department, based upon the "United States Government GSA Rates" (which includes international locations). The ten cities will be selected from among recent and future sites for the Congress.

- C. Rules for paying a travel expense contribution.

1. A travel expense contribution may be paid by ASME under the following conditions:
  - a. The person is not able to obtain funding elsewhere.
  - b. The person is among those eligible to receive a travel expense contribution because the activity he/she has completed is a budgeted activity.
  - c. A request for a travel expense contribution is submitted on an official ASME form and in accordance with the rules related to that form.
  - d. The travel expense contribution request form is approved by a member of the ASME staff authorized to approve it.
  - e. The travel expense contribution form must be filed within 90 days of the completion of the activity. If the activity occurs at or near the end of the fiscal year, the volunteer must notify their staff support before the end of the fiscal year they intend to file a report so that the staff member can file an accrual for the expense.

2. Every effort will be made to keep the unit and those eligible for travel contribution apprised of the status and availability of travel contribution funds for that activity for that period. Travel contributions cannot be made after the unit and those eligible have been notified that the travel budget has been committed and or expended. All persons at the meeting in question shall be considered on the same basis, with the date the expense report is submitted not being a factor.

D. Eligibility for travel expense contribution.

Persons participating in the types of activities described as follows may be eligible to receive a travel expense contribution whenever travel funds are available in the budget. The budget will be the deciding factor in determining what activities have funding; each unit is encouraged to keep a list of desired activities to budget travel contribution in its Operation Guide.

1. Board of Governors meetings, retreat and indoctrination meetings as determined by the President and available in the budget.  
  
Guests who are specially invited by the President or by the Board to attend a meeting of the Board of Governors, except guests representing a unit of ASME, who shall be eligible for travel expense contribution from the travel budget of the represented unit.
2. Meetings of the Standing Committees of the Board of Governors, as defined in the Society By-Laws as determined by the Board of Governors as available in the budget.
3. Other travel authorized by the President or the Board of Governors.
4. All Sector Meetings as determined by the appropriate Senior Vice President as available in the budget.
5. ASME representatives to the Accreditation Board for Engineering and Technology to attend meetings of the Accreditation Board for Engineering Technology as determined by the Public Affairs and Outreach Senior Vice President as available in the budget.
6. New members of the ASME/Accreditation Board for Engineering Technology Ad Hoc Visitors List to accompany the ASME member as an observer on one accreditation visit as determined by the Public Affairs and Outreach Senior Vice President as available in the budget.
7. Members designated by the Committee on Ethics to serve on ad hoc ethics investigations committees as determined by the Chair of the Committee on Past Presidents as available in the budget.

8. Representatives to National Council of Examiners for Engineering and Surveying and the Exam writers to National Council of Examiners for Engineering and Surveying problem writing workshop sessions as determined by the Student and Early Career Development Senior Vice President as available in the budget.
9. The representative to the National Institute for Engineering Ethics as determined by the Chair of the Committee on Past Presidents as available in the budget.
10. Nominating Committee.  
  
Voting Members, Consultants (Past Chair and Past Secretary or designee), Past President Advisors to the Nominating Committee, Alternate Members who have specific assigned duties, incoming Voting Members and Alternates of the Nominating Committee to attend organizational meetings as available in the budget.
11. Old Guard Committee.
  - a. Old Guard Committee Members to attend the meetings of the Old Guard Committee as available in the budget.
  - b. Old Guard judges, contestants and contest winners at Old Guard Contests held during the Congress as available in the budget.
12. ASME Auxiliary.  
  
Officers to attend the Board meetings of the Auxiliary as available in the budget.
13. Other organizations.  
  
Representatives or delegates to other organizations as authorized by the Board of Governors as available in the budget.

Responsibility: Committee on Finance

Adopted: May 7, 1974

Renumbered from P-2.4: March 24, 1978

Revised:

April 28, 1978	(editorial change, 6/99)
June 25, 1980	June 7, 2000
June 16, 1982	November 10, 2000
(editorial changes, 8/83)	(editorial change, 3/01)
March 21, 1984	June 12, 2002
June 20, 1986	(editorial changes, 9/02)
(editorial changes, 6/87)	November 22, 2002
December 18, 1987	(editorial change, 3/03)
June 16, 1988	(editorial change, 9/03)
(editorial changes, 11/88)	(editorial change, 6/04)
March 15, 1989	June 12, 2005
(editorial changes, 4/89)	June 18, 2006
December 14, 1989	April 25, 2008
June 6, 1990	(editorial change, 7/12)
(editorial changes, 3/91)	(change to amounts in III.B.2, 1/17)
March 15, 1991	June 5, 2019
December 5, 1991	(editorial change of COF's name (6/20)
September 17, 1992	
(editorial changes, 10/92)	
March 11, 1993	
March 17, 1994	
June 9, 1994	
September 11, 1994	
November 10, 1994	
June 14, 1995	
September 17, 1995	
November 16, 1995	
March 15, 1996	
(June 12, 1996)	
September 20, 1996	
March 14, 1997	
June 11, 1997	
September 19, 1997	
March 13, 1998	
(responsibility reassigned, 11/98)	
(editorial change, 3/99)	
July 1, 1999 (revised at March 12, 1999 Meeting)	



## Board of Governors Meeting Agenda Item Cover Memo

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Date Submitted:	March 17, 2021
BOG Meeting Date:	April 14, 2021
To:	Board of Governors
From:	Committee on Organization and Rules
Presented by:	C. Wesley Rowley
Agenda Title:	Changes to Society Policy P-15.11

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### Agenda Item Executive Summary:

The Diversity and Inclusion Strategy Committee voted on January 20 to change the committee name to the Diversity, Equity, and Inclusion Strategy Committee. This reflects that the Committee has added the objective of providing the same (or otherwise equitable) resources and access to all people, particularly those with diverse identities.

This change required modifications to By-Laws B5.2 and B5.3, which the Board of Governors is considering for adoption at its April 14 meeting.

There are related changes needed to Society Policy P-15.11.

Proposed motion for BOG Action: To approve the changes to Society Policy P-15.11.

Attachment(s): Society Policy changes



P-15.11  
2/18

## SOCIETY POLICY DIVERSITY, EQUITY, AND INCLUSION

### I. PREFACE

- A. By-Law B5.~~32.211.10~~ states in part, "The Diversity, Equity, and Inclusion Strategy Committee, under the direction of the ~~Public Affairs and Outreach Council~~Board of Governors, shall provide insight and advice into promoting diversity within ASME and mechanical engineering."
- B. Society Policy P-4.1, Agreements of Cooperation and Affiliation between ASME and Other Organizations Based Outside the United States, states, "the agreement must ensure that all ASME members are treated alike, independent of age, race, color, ethnicity, sex (including pregnancy), gender, gender identity, gender expression, national origin, citizenship status, religion, sexual orientation, disability, and veteran or military status" and "The agreement shall endorse the principle of unrestricted participation of citizens of all nations at international conferences. ASME may decline to participate in an international meeting if it considers any restrictions on the attendance of participants as too inhibiting."
- C. Society Policy P-4.3, Qualifications of ASME Elected Officers and Requirements of Office, states that selection of ASME officers is based on the candidates' qualifications and abilities.
- D. Society Policy P-4.4, Appointment of ASME Volunteer Personnel to Non-Elected Positions, states that recruitment, selection, nomination, and appointment decisions are based on the candidates' qualifications and abilities.
- E. Society Policy P-4.14, Society-wide Affiliations between ASME and Other Societies and Organizations, states "The affiliation document shall include the following provisions: All ASME members shall be treated alike, independent of age, race, color, ethnicity, sex (including pregnancy), gender, gender identity, gender expression, national origin, citizenship status, religion, sexual orientation, disability, and veteran or military status..."
- F. Society Policy P-4.16, Selection, Nomination and Appointment of Senior Vice Presidents, states that the selection of ASME Senior Vice Presidents is based on the candidates' qualifications and abilities.
- G. Society Policy P-12.1, Business Practices of Conferences and Events, states, "conducting, permitting, or participating in an exposition, or other similar activity, the Society shall require high ethical standards by those with whom it is associated, and shall not permit practices to be conducted that are inimical or contrary to the aims and objectives of the Society."

P-15.112  
2/18

- H. Society Policy P-15.9, Policy Against Discrimination (Including Discriminatory Harassment) – Members, states that discrimination based on age, race, color, ethnicity, sex (including pregnancy), gender, gender identity, gender expression, national origin, citizenship status, religion, sexual orientation, disability, and veteran or military status or any other characteristic protected by state or local equal opportunity laws shall not be tolerated.
- I. ASME is committed to a diverse, equitable, and inclusive membership.
- J. The continued success and growth of ASME depends on a talented, well-motivated volunteer leadership drawn from diverse backgrounds.

## II. PURPOSE

- A. This policy is intended to establish a framework that reflects the Society's commitment to a diverse, equitable, and inclusive membership as defined below.
- B. This policy is intended to direct ASME units to raise awareness and gain an understanding of diversity, equity, and inclusion as outlined in Section III.
- C. This policy is intended to direct ASME units to ensure that their decision making addresses diversity, equity, and inclusion as outlined in Section III.
- D. This policy is intended to direct ASME units to endeavor to provide equitable access to all of ASME's resources, according to the definitions as outlined in Section III.

## III. POLICY

ASME is committed to making its leaders, members, stakeholders, suppliers and service providers aware of ASME Core Values on diversity, equity, and inclusion. This will be accomplished through training, written and verbal communications and explicit statements, as appropriate. ASME will endeavor to provide for equitable access in all its agreements, programs, and activities and to enter into contracts and agreements that are consistent with ASME's goal of creating an inclusive environment for all members.

## IV. PROCEDURE

ASME shall dedicate time and resources to ensure the active participation as well as leadership opportunities of talented individuals from all segments of society. ASME-sponsored events and practices shall enable inclusion, equitable access, diversity of ~~thought~~perspectives, innovation, and sustainable achievement. ASME units shall design product offerings and services with an understanding of the preferences and needs of its diverse members and customers. ASME suppliers and service providers shall be aware of and demonstrate respect for the ASME Core Values.

ASME shall encourage its Sectors and units to discuss policies that reflect and embrace diversity, equity, and inclusion.

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ASME shall develop specific policies intended to increase equitable access during different types of events, programs, and activities that do not currently meet ASME's definition of equitable access.

## V. CORE VALUES

In performing its mission, ASME adheres to these Core Values. The ASME Core Values are intended to guide leadership and membership towards conscious behavior, and are important to upholding and maintaining the integrity of the profession as described in this Policy.

### ASME Core Values:

- Embrace integrity and ethical conduct
- Embrace diversity and respect the dignity and culture of all people
- Nurture and treasure the environment and our natural and man-made resources
- Facilitate the development, dissemination and application of engineering knowledge
- Promote the benefits of continuing education and of engineering education
- Respect and document engineering history while continually embracing change
- Promote the technical and societal contribution of engineers

## VI. ASME SUPPORTS THE FOLLOWING DEFINITIONS

A. Diversity is “the ways in which we differ as individuals or organizations, and the commonalities and similarities that justify and motivate all people and entities to work collaboratively together in order to achieve mutually beneficial outcomes.” Diversity encompasses Diversity of Experience (including personal and professional experiences, family and lifestyle backgrounds, and socioeconomic backgrounds), Diversity of Thought (including work styles, personality types, and skill sets), and Diversity of Demographic Groups (including differences such as age, race, color, ethnicity, sex (including pregnancy), gender, gender identity, gender expression, national origin, citizenship status, religion, sexual orientation, disability, and veteran or military status). Diversity that is recognized, valued and most importantly, strategically managed within and without an organization can drive successful outcomes and business results.

A.B. Equity is ensuring fair and impartial treatment, access, opportunity, and advancement for all people. Equity takes into account disparate needs, conditions, and abilities, with particular attention to historically underserved and underrepresented groups. Achieving equity requires the identification and elimination of barriers to full participation and the correction of imbalances that disadvantage some groups.

B.C. Inclusion is creation of opportunities and the elimination of barriers to allow all people to participate in and contribute to ideation, planning, projects, programs, processes, teams, organizations, social activities, fun or any other meaningful opportunity, that helps achieve successful outcomes.

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C.D. Strategic Diversity is the effective deployment of strategies that leverage the strengths of all people and/or of an organization in order to operate successfully within a diverse marketplace or within a uniquely different society, institution, partnership or similar entity.

D.E. Managing Diversity is the ability to effectively inspire and enable all people to

- 1) align to a common vision
- 2) communicate effectively and assure understanding
- 3) know and accept what is of value to others
- 4) leverage the strengths of others and trust their commitment to deliver as agreed, and
- 5) appropriately recognize and celebrate successes often.

E.F. Equitable Access is defined as providing the same (or otherwise equitable) resources to all people, particularly those with diverse identities. These resources include physical facilities, methods of communication or communication channels, other institutional structures within ASME, and others. Equitable access specifically includes the following: reasonable accommodations for people with disabilities, respectful and dignified access to restrooms consistent with a person's gender identity, and consideration of the needs of non-English speakers when designing policies or events.

Responsibility: Diversity and Inclusion Strategy Committee

Reassigned from Centers Board of Directors/Center on Leadership and Diversity 6/2012

Reassigned from Council on Public Affairs/Board on Diversity and Outreach 6/12/05

Adopted: June 14, 1995

Revised: September 12, 1999  
June 12, 2005  
April 23, 2009  
(Unit Reassignment Due to Reorganization 6/2012)  
February 9, 2018  
April 14, 2021

## ASME Board of Governors Agenda Item Cover Memo

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**Date Submitted: March 23, 2021**  
**BOG Meeting Date: April 14, 2021**

**To: Board of Governors**  
**From: ASME Committee on Government Relations, PAO Sector**  
**Presented by: Kalan Guiley, Sr. VP, PAO**  
**Agenda Title: Changes to Society Policy 15.1**

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### **Agenda Item Executive Summary: *(Do not exceed the space provided)***

Society Policy 15.1 has been updated to reflect changes within the Public Affairs and Outreach Council. Additional information is provided below regarding the following revisions:

- 1) Delete Section III.A, which states the following: "It is Society policy to encourage all units of ASME to interact with mass media and the general public."

Explanation: This is addressed in [Society Policy 15.13, External Media Engagement](#), so there's no need to include it in 15.1.

- 2) Delete the following sentence in Section IV.H: This index shall be distributed to the Board of Governors and Officers of the Society.

Explanation: This process was streamlined in recent years to ensure the Board of Governors, Society Officers and ASME Members could quickly access approved ASME General Position Papers and Position Statements online. They are now immediately posted on [ASME.org](#) for review, as well as circulated and broadly promoted in ASME newsletters, which is more timely and efficient.

- 3) Recommendation to Change IV.J.2.a(2) and IV.J.3.a(2) to the following: "Must be approved by the Senior Vice President of Public Affairs and Outreach and Chair, Committee on Government Relations."

Explanation: This process was changed to ensure all ASME General Position Papers and Position Statements were coordinated within PAO to ensure there were no conflicts, as well as reviewed and approved by appropriate leadership within the PAO Council. This process was previously agreed to by Senior VPs from other sectors as well.

- 4) Update the title of the Managing Director involved in the Society Policy.

**Proposed motion for BOG Action:** To approve the changes to Society Policy P-15.1.

**Attachments:** Society Policy changes



## SOCIETY POLICY

P-15.1

### PUBLIC AFFAIRS AND PUBLIC STATEMENTS

#### I. PREFACE

By-Law B2.1 states in part that: “the Society shall encourage a high standard of citizenship among engineers and their participation in public affairs”...”cooperate with governmental agencies in engineering matters”.

#### II. PURPOSE

This policy addresses how the Society will interact with the mass media, the general public, government bodies and other interested audiences. It is designed to facilitate ASME involvement in public affairs by clearly identifying the appropriate procedures.

#### III. POLICY

~~A. It is Society policy to encourage all units of ASME to interact with mass media and the general public.~~

~~B.A.~~ It is Society policy to encourage all units of ASME within the United States to participate in government relations activities. ASME is incorporated under the laws of the State of New York. As such, ASME operates under United States Federal and State lobbying laws as a U.S. corporation. Engagement in lobbying or other interaction on public policy with governments outside the United States would require adherence to the laws governing such activities by foreign corporations in other countries. Therefore, ASME shall defer to engineering societies outside the United States for such interactions with their domestic governments, except in matters relating to the Society’s standards and certification programs. Nothing in this Policy shall prevent ASME from responding to requests for technical assistance from engineering societies outside the United States. (If such a request involves public policy of a country other than the United States, the matter shall be referred to the Senior Vice President, Public Affairs and Outreach Sector for review). Nor shall this Policy preclude the development of position statements on global issues being addressed by multinational or international organizations.

~~C.B.~~ It is Society policy to cooperate fully with government bodies and, in specific instances, present its unsolicited views to legislators and regulators on pending or existing legislation or regulations provided that such activity does not become a substantial part of the Society's overall activities. It is Society policy to encourage the presentation of analyses, studies, or research to the media, the public, and government bodies. These presentations may include advice or conclusions based upon technical judgment when appropriate. This policy applies to all communications, including written, oral, and electronic. However, this policy does not apply to staff communications relating to business operations of the Society, such as standards and certification communication with government officials.

~~D.C.~~ It is Society policy that it shall be registered under applicable lobbying laws. It is Society policy that a system for recording federal contacts by authorized Society representatives be implemented and maintained so as to ensure that such activities do not jeopardize the Society's tax status.

~~E.D.~~ ABSOLUTE PROHIBITION

In accordance with current U.S. federal tax law, it is forbidden that the Society, and any of its various units, directly or indirectly participate or intervene in any political campaign on behalf of a political candidate for public office. Any partisan political activity by any member must be done as a private individual and must not involve ASME directly or indirectly.

#### IV. PROCEDURE

- A. Members of the Society are encouraged to participate as individuals in public affairs activities and this policy is not intended to limit this participation. But members as individuals must distinguish their personal views on public issues from those which have received the full and explicit support of the Society.
  1. Authority to Express Views. A member may represent the Society, presenting or explaining current, approved ASME statements or positions, only if expressly authorized by the President or by the appropriate senior vice president. Otherwise, a statement by a member must be identified as a personal viewpoint.
  2. Authority to Reference ASME Affiliation: A member, when expressing their personal views, may only mention their affiliation with ASME if they include a disclaimer that the views expressed are theirs alone, and are not necessarily the views of the Society in accordance with Policy P-14.6.
- B. The President and any member (or committee) authorized by the Board of Governors may present or explain a statement on behalf of the Society regarding public issues of relevance or interest to the Society as a whole. Any committee of the Board of Governors formed to respond to specific issues may respond to those items assigned by the Board of Governors.
- C. A senior vice president of ASME may present or explain a statement on behalf of an ASME activity regarding public issues that concern or affect that activity.
- D. A technical division, section, or other properly constituted Society unit may present or explain a statement on behalf of that ASME unit regarding public issues that concern or affect that unit, after authorization has been obtained from the appropriate senior vice president. Units outside the United States shall defer to domestic engineering organizations for interaction with their governments.

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- E. Statements that relate to standards, codes, accreditation and/or certification must be approved by the Senior Vice President, Standards and Certification Sector.
- F. All proposed statements or general position papers should be plainly marked "DRAFT -- NOT FOR PUBLICATION," until the final approved version is presented for signature.
- G. As used in this Policy, the term "public issues" includes, but is not limited to, pending or existing legislation or regulations. All statements made on behalf of the Society must be consistent with the terms and limitations of this Policy. Any such statement released to government bodies, public press, or other organizations must be on ASME letterhead.

Any public policy communications, including, but not limited to, position statements, general position statements, invitations to participate in Society functions, and requests for proclamations with government, the media, or other organizations which have not been approved in accordance with this Policy must not be issued on ASME letterhead. As noted in Para. III.C, this Section does not apply to staff communications relating to business operations of the Society, such as standards and certification communications with government officials.

- H. Finally, as chief elected officer of the Society, it is important that the President be kept apprised on a timely basis of all statements made on behalf of the Society. Accordingly, all unit leaders authorized by this policy to speak for the Society should seek to keep the President advised of any statements made or authorized to be made by them, preferably prior to public release. A copy of all statements must be sent to the Managing Director, Strategic Initiatives & Global Public Affairs to be received at least one week prior to release and accompanied by an ASME Standard Cover Sheet. The Managing Director will ensure that proper procedures have been followed, and will maintain a permanent file of all ASME statements. Position statements issued for the past three years will be posted on ASME.org. This index shall be distributed to the Board of Governors and Officers of the Society.
- I. Three years following the issue date of each Statement and General Position Paper, the sponsoring unit of ASME must review the statement to determine whether it should be re-affirmed, updated or sunset. Statements not re-affirmed or updated will be sunset. If the Statement or General Position Paper is to be reissued, then the sponsoring unit must follow the same procedure for issuing Statements/General Position Papers as outlined in in this section. The sponsoring unit must re-affirm and update the Statement or General Position Paper within six months.

Statements not re-affirmed or updated by the sponsoring unit will be sunset and archived by the Managing Director, Strategic Initiatives & Global Public Affairs as authorized by this Policy.

## J. CATEGORIES OF PUBLIC STATEMENTS ON ISSUES

### 1. Under the authority described above, ASME has established two categories of public statements:

- a. A Statement which provides an objective and balanced analysis of an issue and which states the position of the sponsoring ASME unit on that issue.
- b. A General Position Paper which provides an objective and balanced study of an issue of broad interest, and which states the position of ASME on that issue.

Any properly constituted unit of ASME contemplating statements to the public or government (other than normal informative press releases reporting fact or occurrences) should carefully consider choosing in advance which type of statement is desired.

### 2. An ASME Statement. A statement is designed to provide technical analysis and professional judgment concerning an issue and may also contain an opinion, advice, or conclusions on a technical, national, regional, or local issue.

#### a. Authorization & Approval

- 1) Must be approved by the chair of the issuing unit
- 2) Must be approved by the ~~appropriate senior vice president~~Senior Vice President of Public Affairs and Outreach and Chair, Committee on Government Relations, having cognizance over the area
- 3) Requires an ASME Standard Cover Sheet as shown in Appendix I
- 4) Must clearly identify the sponsoring ASME unit
- 5) Must have appropriate disclaimer
- 6) A copy must be sent to the Managing Director, ~~Strategic Initiatives & Global~~ Public Affairs at least one week prior to release

### 3. An ASME General Position Paper. This statement is intended to provide a balanced and objective review of an issue of broad interest. The position taken carries the full weight of the Society's influence.

#### a. Authorization & Approval

- 1) Must be approved by the chair of the issuing unit
- 2) Must be approved by the Senior Vice President of Public Affairs and Outreach and Chair, Committee on Government Relations.
- ~~2) Must be approved by the appropriate senior vice president having cognizance over the area~~
- 3) Requires an ASME Standard Cover Sheet.
- 4) A copy must be sent to the Managing Director, ~~Strategic~~

Initiatives & Global Public Affairs at least one week prior to P-15.1  
release.

- 5) Requires a two-thirds vote of the Board of Governors.
- 6) In situations where time does not permit Board action the President of ASME, may at his or her discretion issue such statements on his or her own authority.

#### K. LEGAL CONSTRAINTS ON ACTIVITIES

1. **Background.** The policy previously set forth is intended to facilitate the Society's ability to address public issues to the extent permitted by its corporate purposes and powers, its tax-exempt status and laws regulating lobbying.
2. **Limitations as a Tax-Exempt Organization.** The Internal Revenue Service has ruled that the Society is exempt from federal income taxation and that contributions to the Society are deductible for federal income, gift, and estate tax purposes, because the Society is a "scientific, charitable" organization. The status of the Society for federal income tax purposes also has a considerable bearing upon the determination of its status for purposes of numerous other state and local income, franchise, and excise taxes.

Section 501(c)(3) of the Internal Revenue Code of 1986 provides that an organization which is exempt as a scientific organization may not, as a substantial part of its activities, engage in "carrying on propaganda, or otherwise attempt to influence legislation," and may not "participate in, or intervene in (including the publishing and distributing of statements), any political campaign on behalf of any candidate for public office."

The Treasury regulations provide that attempting to influence legislation includes (i) advocating the adoption or rejection of legislation or (ii) approaching or urging the public to approach members of a legislative body for the purpose of proposing, supporting or opposing legislation. The regulations also provide that the term "legislation" includes action by Congress, by any state legislature, by any local sector or similar governing body, or by the public in a referendum, constitutional amendment, or similar procedure. Any activity by the Society in actively promoting legislation amounts to an attempt to influence legislation by propaganda or otherwise and shall not constitute a substantial part of the Society's activities. Legislation, however, does not include regulatory actions by administrative agencies. Moreover, the presentation of engineering or scientific facts and/or nonpartisan analysis, study, or research is not considered to be an attempt to influence legislation.

3. **Limitation Relative to Lobbying.** Current federal law requires organizations that employ lobbyists to register with the Secretary of the Senate and Clerk of the House under certain circumstances.

In addition, state or local laws regulating legislative activities must be considered. All 50 states have enacted legislation (Iowa and West Virginia rules) governing the conduct of lobbyists and their employers. State laws vary significantly both in their definitions of what constitutes lobbying and who is a

lobbyist and in the obligations that they impose on lobbyists. Some define lobbying as an effort to influence legislation, while others cover direct communications. Some states define a lobbyist as the person compensated, whereas others ignore compensation and focus on the activity. Exemptions vary, but usually cover individuals testifying on their own behalf and persons invited to attend committee hearings. Most states exempt public officials. All states require that lobbyists register, usually with the Secretary of State. Most require a report of expenditures for a designated period.

In the event that an ASME unit wishes to take a position on legislation in a state, contact should be made with the Secretary of State for specific regulations relating to lobbying for that particular state.

4. **Reporting Government Contacts.** It is important that the Society maintain careful records of funds expended which could be construed to be in support of lobbying activity. Accurate records will allow ASME to comply with the lobbying law as well as to maintain its tax-exempt status under the Internal Revenue Code. All contacts by ASME members, Officers, and staff with federal, state, and local government officials for the purpose of influencing legislation are to be reported to the ASME Washington Office.

A report need only be made when representing or speaking on behalf of ASME and when ASME is paying part or all of the costs involved. Personal contacts, representation, or opinions of Society members, officers, or staff when offered to federal officials need not be reported as long as they are identified as personal opinions and as long as no ASME funds are involved.

Responsibility: Public Affairs and Outreach Council  
Reassigned from Strategic Management Sector 6/11

Adopted: September 16, 1960

Revised: June 13, 1966  
December 3, 1970  
January 27, 1978  
July 1979  
August 1980  
November 1981  
June 14, 1985  
(editorial changes 7/85)  
(editorial changes 9/86)  
(editorial changes 6/87)  
(editorial changes 8/88)  
September 10, 1993  
March 17, 1994

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September 19, 1997  
March 13, 1998  
(editorial changes 6/98)  
June 9, 1999  
June 12, 2005  
April 27, 2006  
November 15, 2009  
April 23, 2010  
(editorial changes 11/12)  
(editorial changes 3/13)  
(editorial changes 4/18)  
(editorial changes 1/21)

**APPENDIX I**

ASME Public Statement

Standard Cover Sheet

Date Cover Sheet Mailed: \_\_\_\_\_

Release Date: \_\_\_\_\_

Name

TO: President \_\_\_\_\_  
Executive Director \_\_\_\_\_  
Senior Vice President \_\_\_\_\_  
Senior Staff Associated with Statement \_\_\_\_\_

Title/Subject of Release:

Brief Summary:

File Search by: \_\_\_\_\_  
(to prevent inconsistent statements)

Prepared By \_\_\_\_\_

To Be Released to \_\_\_\_\_

ASME Category of Release \_\_\_\_\_

ASME Officer Authorizing the Release \_\_\_\_\_

Title \_\_\_\_\_

Date Authorized: \_\_\_\_\_

Copy to: Managing Director, Global Public Affairs

**Statement Attribution**

Position statements by ASME groups **must** include a **statement attribution**, which contains three elements:

1. Full organizational identification of the author group.
2. Reference to the author group's special expertise to address the issue.
3. The following sentence, in its entirety: "This position statement reflects the expert views of (author group name) and is not necessarily a position of ASME as a whole."

Sample statement attribution:

This position statement was prepared by the (name) Task Force of the (name) Sector on (name), American Society of Mechanical Engineers (ASME). Task Force members were carefully selected by the unit for their special knowledge and expertise in this issue. This position statement reflects the expert views of the Task Force and is not necessarily a position of ASME as a whole.

**ASME Board of Governors  
Agenda Item  
Cover Memo**

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**Date Submitted: March 23, 2021  
BOG Meeting Date: April 14, 2021**

**To: Board of Governors  
From: Committee on Organization and Rules  
Presented by: C. Wesley Rowley  
Agenda Title: Proposed Appointments**

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**Agenda Item Executive Summary:**

Proposed appointments reviewed by the COR on March 23, 2021.

The appointments of Ralph Hill, III, and Frank Todd are retroactive to June 2020.

**Proposed motion for BOG Action:**

To approve the attached appointments.

**Attachments:** Document attached.

**MARCH 2021**

**PROPOSED APPOINTMENTS  
TO ASME UNIT**

<b>Internal Unit</b>	<b>Nominee</b>	<b>Appointment Position/Title</b>	<b>Appointment Term/Category</b>	<b>Appointment Type</b>	<b>History</b>
Standards and Certification Council	Joel Amato	Member-at-Large	June 2021 – June 2024	Initial	Executive Director of National Board of Boiler and Pressure Vessel Inspectors
Standards and Certification Council	Ralph Hill, III	Vice Chair	June 2020 – June 2023	Initial	Various S&C positions including Chair, Boiler and Pressure Vessel Standards Committee on Nuclear Power
Standards and Certification Council	Frank Todd	Vice Chair	June 2020 – June 2023	Initial	Various S&C positions including Board on Strategic Initiatives



## Board of Governors Meeting Agenda Item Cover Memo

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Date Submitted:	March 26, 2021
BOG Meeting Date:	April 14, 2021
To:	Board of Governors
From:	Executive Committee
Presented by:	Richard Laudenat, Thomas Costabile and John Delli Venneri
Agenda Title:	Board Selects President and Expansion of the BOG Constitution Changes

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### Agenda Item Executive Summary:

The Executive Committee recommends approval of the attached Constitutional Amendments to be presented at the June 15, 2021 Business Meeting to allow the Board of Governors to:

1. Select the ASME President from among the Governors elected by the ASME membership;
2. Allow the Board of Governors to appoint up to two members-at-large.

A “waterfall” has been developed to illustrate the transition to the new Board structure. Such transition will involve the appointment of two additional Governors for shortened terms.

Changes to ASME By-Laws, Society Policies, and the Board Operation Guide are contingent on the approval of the attached Constitutional Amendments.

Proposed motion for BOG Action: To approve changes to Constitution Article C4.1 for consideration at the June 15, 2021 Business Meeting.

Attachment(s): PowerPoint and redlined Constitution Changes

**To:** Thomas Costabile  
**From:** John Delli Venneri  
**Date:** February 9, 2021  
**Subject:** Board Selection of President

## **Introduction**

You have asked me to provide you with a draft of changes to the Society Constitution to effectuate a new process for the selection of the Society President. I have used the attached waterfall chart you previously sent me to inform the changes. Below is a high- level summary of the changes.

## **Composition of the Board of Governors**

1. Up to two members of the BOG may be appointed to the BOG by the BOG (C4.1.1, C4.1.5 and C4.1.6) (Appointed Governor) These members would have the full array of fiduciary duties just as any other governor. NY law does not permit any limitations on the decision-making powers of Governors. If an Appointed Governor resigns the loss of this seat will not be treated as a vacancy but instead the board number is reduced by one unless the board chooses to appoint someone else to fill that spot. (C4.1.1) Finally, the terms of the Appointed Governors must be staggered so that each must be assigned a different class. For example, if two governors were appointed at the outset one would be named to the first-year class and the second to the second- year class – required by NY law.
2. Elected Governors are defined as those who come from the nominating process and are elected by the membership. (C4.1.1, C4.1.5, and C4.1.7)
3. There will no longer be a President-Elect or Immediate Past President (C4.1.1). If the Board is to elect its president each year from the sitting governors than there cannot be a “president-elect”. The elimination of the “immediate past president” agrees with your waterfall chart – but please let us know if we are in error. Theoretically, a President elected from the sitting board members could come from any of the three board “classes” and the “immediate past president” in any given year could, because of serving multiple terms, also be a sitting president. It is not impossible to retain the position of immediate past president, but it would complicate the rotation of board members.
4. The President is selected from among the sitting “Elected Governors”. (C4.1.3 and C4.1.6). Appointed Governors cannot serve as president.
5. The restriction of a President serving more than one term is eliminated – given the small pool of potential candidates a repeat term may be necessary. (C4.1.3)

6. The Board at its first meeting of the fiscal year shall: (1) appoint the President; (2) appoint the ED/CEO and other officers. The Board may also appoint Appointed Governors and Assistant officers. The term for each appointment is one year except for the appointed Governors. (C4.1.6) At this time the size of the board is fixed for the year (barring resignation) for purposes of such things as quorums voting etc.
7. The quorum requirement is changed (C4.1.9)
8. Not included in the change to the Constitution is the necessity of having the nominating committee nominate 4 candidates. The current process is to nominate three candidates.

### **Miscellaneous Changes**

1. CEO is added to the Executive Director's title (C4.1.1, C4.1.2, C4.1.6, C6.1.5, and C8.1.1)
2. The fact that the Executive Director/CEO is a non-voting BOG member is included in the Constitution in addition to its reference in By-Law B4.3.5. (C4.1.1)
3. Vice Presidents are eliminated (C4.1.2, C4.1.5, and C4.1.7) The By-laws eliminated this position years ago. This change simply harmonizes the Constitution with the existing by-laws.
4. Chief Financial Officer has been added to the list of Officers the BOG may appoint (C4.1.6)
5. The highest governance unit for all Sectors are all called Councils (C6.1.2)

## ARTICLE C4.1 GOVERNMENT

C4.1.1 The affairs of the Society shall be managed by a Board of Governors ~~chosen from its membership~~ which shall have full control of the activities of the Society, subject to the limitations of the Constitution and By-Laws, Society Policies and the laws of the State of New York. The voting members of the Board of Governors shall consist of the ~~President, the most recent available past President, nine at least twelve and not more than fourteen members-at-large and the President elect (if not currently a member-at-large).~~ such members-at-large selected as follows:

- Twelve members-at-large elected from among the corporate members of the Society in the manner specified in C4.1.5 ("Elected Governors").
- — The nine members-at-large In the discretion of the Board shall be elected from the corporate of Governors, up to two members-at-large, who need not be members of the Society, of Member grade or higher. The term of each member-at-large shall be three years, with the term of three members-at-large beginning and ending during the second Business Meeting of the fiscal year of the Society at a time designated annually by each appointed by the vote of a majority of the entire Board of Governors (each, an "Appointed Governor") upon their determination that the size of the Board of Governors- may be fixed at thirteen or fourteen, as the case may be, to include a seat for the proposed appointee and that the proposed appointee has demonstrated substantial philanthropic support of the Society's mission and sustained engagement with the field of engineering.

The "entire Board of Governors," as such term is used in this Constitution, shall mean the total number of members-at-large entitled to vote which the Society would have if there were no vacancies. A seat vacated by an Appointed Governor, whether by expiration of his or her term, resignation, or otherwise, shall not be treated as a vacancy, and in such event, the size of the entire Board of Governors shall be fixed without regard to the seat until such time, if any, as the Board of Governors exercises its discretion under C4.1.1 to appoint a new Appointed Governor.

All members-at-large, whether elected or appointed, shall have the rights, privileges, and fiduciary duties granted or imposed by the laws of the State of New York.

The term of each member-at-large shall be three years, with the terms of four Elected Governors and an Appointed Governor, if any, beginning each year at the second Business Meeting of the fiscal

year of the Society, at a time designated annually by the Board of Governors, thereby staggering the terms of the members-at-large in office as nearly equally as possible among the three classes.

~~Members-at-large of the Board of Governors~~ All members-at-large shall be limited to one full term of service. Additional service as a member-at-large may occur after an interruption of one or more years or as a consecutive partial term.

The Executive Director/CEO shall be an *ex officio* member of the Board of Governors without vote.

C4.1.2 The Officers of the Society shall consist of the President, ~~the President elect, the past President who is serving on the Board of Governors, the members-at-large of the Board of Governors,~~ the senior vice presidents, ~~the vice presidents,~~ the Executive Director/CEO, the Secretary, Treasurer, and such others as the Board of Governors may appoint.

C4.1.3 The President shall be ~~a corporate member of the Society who has reached at least the grade of Member~~ appointed by the Board of Governors from among the seated Elected Governors. He or she shall be ~~elected~~ appointed for a term of one year. ~~The President may not serve more than one term except if he or she is appointed to fill a vacancy.~~

C4.1.4 A senior vice president shall be a corporate member of the Society who has reached at least the grade of Member. He or she shall serve a term of three years. Additional service as the same senior vice president may occur after an interruption of one or more years or following a partial term.

~~C4.1.5 A vice president shall be a corporate member of the Society who has reached at least the grade of Member. He or she shall be elected for a term of three years. Additional service as the same vice president may occur after an interruption of one or more years or following a partial term.~~

C4.1.~~5~~6 Successor members of the Board of Governors, except the Appointed Governors, shall be elected annually by the members present in person or represented by proxy at the first Business Meeting of each fiscal year.

C4.1.~~6~~7 Each Board of Governors at its first meeting shall appoint for one year a President, an Executive Director/CEO, a Secretary and a Treasurer, all of whom shall be corporate members of the Society who have reached at least the grade of Member. The Board of Governors may appoint an Appointed Governor to the extent authorized by C4.1.1. The Board of Governors may also appoint for

one year an Assistant Secretary, a Chief Financial Officer and an Assistant Treasurer who shall be Officers of the Society.

C4.1.~~78~~ The corporate membership of the Society shall elect annually a Nominating Committee whose duty shall be to select nominees for the ~~positions of President, at-large~~ position of Elected Governor. Such nominees shall be corporate members of the ~~Board of Governors and vice presidents to be filled at each annual election~~ Society who have reached at least the grade of Member.

C4.1.~~89~~ Other nominating committees having the same powers may be constituted by the membership of the Society.

C4.1.~~910~~ The Board of Governors shall meet at such times as the Board of Governors may select, and at the call of the President. ~~Seven voting members of the~~ Except insofar as a greater proportion is required by law, a majority of the entire Board of Governors shall constitute a quorum.

C4.1.~~104~~ The deposit, investment, and disbursement of all funds shall be subject to the direction of the Board of Governors.

C4.1.~~112~~ The Society shall indemnify each person (or heirs, executors and administrators) made, and the Society may in the discretion of the Board of Governors indemnify each person (or heirs, executors and administrators) threatened to be made, a party to an action or proceeding (other than one by or in the right of the Society to procure a judgment in its favor), whether criminal or civil, by reason of serving or having served as a member of the Board of Governors or member of a sector, board or committee, or an Officer, or employee of the Society, or of another corporation or organization with which such person may serve or have served as such or as a trustee, at the request of the Society, or by reason of otherwise serving or having served as a nominee of the Society, against judgments, fines, amounts paid in settlement and reasonable expenses (including attorney's fees actually and necessarily incurred as a result of such action or proceeding, or any appeal therein) provided that such person acted in good faith for a purpose which is reasonably believed to be in the best interests of the Society and, in criminal actions, had no reasonable cause to believe that the conduct was unlawful. Such expenses shall include the cost of reasonable settlement made with a view to curtailment of litigation. The foregoing right of indemnification shall not be exclusive of other rights to which any such person may be entitled as a matter of law.

## ARTICLE C4.1 GOVERNMENT

C4.1.1 The affairs of the Society shall be managed by a Board of Governors which shall have full control of the activities of the Society, subject to the limitations of the Constitution and By-Laws, Society Policies and the laws of the State of New York. The voting members of the Board of Governors shall consist of the at least twelve and not more than fourteen members-at-large, such members-at-large selected as follows:

- Twelve members-at-large elected from among the corporate members of the Society in the manner specified in C4.1.5 ("Elected Governors").
- In the discretion of the Board of Governors, up to two members-at-large, who need not be members of the Society, each appointed by the vote of a majority of the entire Board of Governors (each, an "Appointed Governor") upon their determination that the size of the Board of Governors may be fixed at thirteen or fourteen, as the case may be, to include a seat for the proposed appointee and that the proposed appointee has demonstrated substantial philanthropic support of the Society's mission and sustained engagement with the field of engineering.

The "entire Board of Governors," as such term is used in this Constitution, shall mean the total number of members-at-large entitled to vote which the Society would have if there were no vacancies. A seat vacated by an Appointed Governor, whether by expiration of his or her term, resignation, or otherwise, shall not be treated as a vacancy, and in such event, the size of the entire Board of Governors shall be fixed without regard to the seat until such time, if any, as the Board of Governors exercises its discretion under C4.1.1 to appoint a new Appointed Governor.

All members-at-large, whether elected or appointed, shall have the rights, privileges, and fiduciary duties granted or imposed by the laws of the State of New York.

The term of each member-at-large shall be three years, with the terms of four Elected Governors and an Appointed Governor, if any, beginning each year at the second Business Meeting of the fiscal year of the Society, at a time designated annually by the Board of Governors, thereby staggering the terms of the members-at-large in office as nearly equally as possible among the three classes.

All members-at-large shall be limited to one full term of service. Additional service as a member-at-large may occur after an interruption of one or more years or as a consecutive partial term.

The Executive Director/CEO shall be an *ex officio* member of the Board of Governors without vote.

- C4.1.2 The Officers of the Society shall consist of the President, the senior vice presidents, the Executive Director/CEO, the Secretary, Treasurer, and such others as the Board of Governors may appoint.
- C4.1.3 The President shall be appointed by the Board of Governors from among the seated Elected Governors. He or she shall be appointed for a term of one year.
- C4.1.4 A senior vice president shall be a corporate member of the Society who has reached at least the grade of Member. He or she shall serve a term of three years. Additional service as the same senior vice president may occur after an interruption of one or more years or following a partial term.
- C4.1.5 Successor members of the Board of Governors, except the Appointed Governors, shall be elected annually by the members present in person or represented by proxy at the first Business Meeting of each fiscal year.
- C4.1.6 Each Board of Governors at its first meeting shall appoint for one year a President, an Executive Director/CEO, a Secretary and a Treasurer, all of whom shall be corporate members of the Society who have reached at least the grade of Member. The Board of Governors may appoint an Appointed Governor to the extent authorized by C4.1.1. The Board of Governors may also appoint for one year an Assistant Secretary, a Chief Financial Officer and an Assistant Treasurer who shall be Officers of the Society.
- C4.1.7 The corporate membership of the Society shall elect annually a Nominating Committee whose duty shall be to select nominees for the position of Elected Governor. Such nominees shall be corporate members of the Society who have reached at least the grade of Member.
- C4.1.8 Other nominating committees having the same powers may be constituted by the membership of the Society.
- C4.1.9 The Board of Governors shall meet at such times as the Board of Governors may select, and at the call of the President. Except insofar as a greater proportion is required by law, a majority of the entire Board of Governors shall constitute a quorum.
- C4.1.10 The deposit, investment, and disbursement of all funds shall be subject to the direction of the Board of Governors.

C4.1.11 The Society shall indemnify each person (or heirs, executors and administrators) made, and the Society may in the discretion of the Board of Governors indemnify each person (or heirs, executors and administrators) threatened to be made, a party to an action or proceeding (other than one by or in the right of the Society to procure a judgment in its favor), whether criminal or civil, by reason of serving or having served as a member of the Board of Governors or member of a sector, board or committee, or an Officer, or employee of the Society, or of another corporation or organization with which such person may serve or have served as such or as a trustee, at the request of the Society, or by reason of otherwise serving or having served as a nominee of the Society, against judgments, fines, amounts paid in settlement and reasonable expenses (including attorney's fees actually and necessarily incurred as a result of such action or proceeding, or any appeal therein) provided that such person acted in good faith for a purpose which is reasonably believed to be in the best interests of the Society and, in criminal actions, had no reasonable cause to believe that the conduct was unlawful. Such expenses shall include the cost of reasonable settlement made with a view to curtailment of litigation. The foregoing right of indemnification shall not be exclusive of other rights to which any such person may be entitled as a matter of law.

## ARTICLE C6.1 MEETINGS OF THE SOCIETY

- C6.1.1 Society-Wide Meetings of the Society shall be held at such time and place as the Board of Governors shall designate.
- C6.1.2 General Meetings of the Society which are primarily for the presentation and discussion of technical papers shall be under the direction of the Sector ~~Board~~ or Council of one or more of the sectors as appropriate.
- C6.1.3 There shall be two Business Meetings of the Society each fiscal year, as determined by the Board of Governors. At any Business Meeting 100 corporate members shall constitute a quorum, voting in person or by proxy.
- C6.1.4 An action of any Business Meeting of the Society shall be deemed an action of the Society as a whole but any question considered by the Board of Governors to be of major importance shall be submitted to the corporate membership.
- C6.1.5 Special Business Meetings of the Society may be called at any time and place at the discretion of the Board of Governors, or shall be called by the Executive Director /CEO upon the written request of at least one per cent of the corporate membership.
- The call for the meeting shall be issued as required by law and shall state the business to be considered. No other business shall be transacted at the meeting.

**ARTICLE C8.1 AMENDMENTS TO THE CONSTITUTION**

C8.1.1 At any Business Meeting of the Society corporate members may propose in writing an amendment to the Constitution, provided that it shall bear the written endorsement of at least 20 corporate members in good standing.

Such proposed amendment shall not be voted on for adoption at the 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 provided to the corporate members of the Society for action.

If the corporate members present at the meeting, not less than 20 voting in favor thereof, shall so decide, then the Executive Director/CEO shall distribute to each corporate member a notice of the proposed amendment setting forth the proposed amendment in full, accompanied by any comment the Board of Governors may elect to make.

A proxy ballot shall be distributed with the notice of the proposed amendment. The voting shall close at 10:00 a.m. on the 20th day preceding the Business Meeting of the Society following the distribution.

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

The Presiding Officer at the 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.

C8.1.2 Any changes in the order or numbering of paragraphs of the Constitution and By-Laws required by an amendment shall be made under the direction of the Board of Governors.

C8.1.3 This Constitution shall supersede all previous rules of the Society, and shall go into effect upon the adjournment of the Business Meeting of the Society at which the Presiding Officer announces its adoption.

Position	FY21	FY22	FY23	Available for selection as President FY23	FY24	
Gov	A Bicos	T Gardner	Gov	TBA 1	TBA 5	
Gov	R Marboe	S Korellis	Gov	TBA 2	TBA 6	
Gov	P Stevenson	W Yeigh	Gov	TBA 3	TBA 7	
Gov	L Hitchcock	A Bicos	Gov	TBA 4	TBA 8	
Gov	T Kurfess	R Marboe	Gov	T Gardner	TAB 1	Yes
Gov	T Allen	P Stevenson	Gov	S Korellis	TBA 2	Yes
Gov	J Fowler	L Hitchcock	Gov	W Yeigh	TBA 3	Yes
Gov	M Molnar	T Kurfess	Gov	A Bicos	TBA 4	Yes
Gov	TBA	T Allen	Gov	R Marboe	T Gardner	Yes
Pres	B Erler	M Hiremath	Gov	P Stevenson	S Korellis	Yes
Imm Past Pres	R Laudenat	B Erler	Imm Past Pres	M Hiremath	W Yeigh	Yes
Pres Nom	M Hiremath	TBA 1	Gov Nom	TBA 5	TBA 9	
Gov Nom	T Gardner	TBA 2	Gov Nom	TBA 6	TBA 10	
Gov Nom	S Korellis	TBA 3	Gov Nom	TBA 7	TBA 11	
Gov Nom	W Yeigh	TBA 4	Gov Nom	TBA 8	TBA 12	
			Pres	From Above		



## Board of Governors Meeting Agenda Item Cover Memo

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Date Submitted:	<b>March 29, 2021</b>
BOG Meeting Date:	<b>April 14, 2021</b>
To:	<b>Board of Governors</b>
From:	<b>Andy Bicos, BOG Liaison to IAB</b>
Presented by:	<b>Andy Bicos</b>
Agenda Title:	<b>Report of BOG Liaison to IAB</b>

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### Agenda Item Executive Summary:

At every Board meeting, a mini report will be provided from a committee that reports to the Board. The report is provided by the Board Liaison to that committee.

This 5-minute session will offer a high-level update/overview of the committee's work.

Proposed motion for BOG Action: None

Attachment(s): PowerPoint

# Report of BOG Liaison to IAB

- IAB Chair (2019-2022) – Scott Stallard
- IAB Vice Chair (2019-2022) – Caren Anders, P.E.
- IAB Programs Chair (2019-2022) – Alex Hoffs, Ph.D.
- Director, Diversity and Volunteer Training – Melissa Carl
- Manager, Global Alliances and Board Operations – Susie Cabanas
- BOG Liaison (2020-2021) – Andy Bicos
- 33 companies currently on the IAB

# IAB Virtual Meetings since April 2020

## **Spring Meeting: Artificial Intelligence and Digital Transformation**

April 14, 2020

## **The Digital Twin for Biomedical Devices: Open-source Ventilator**

September 2, 2020

## **Digital Transformation: Driving Change in Mature Industries**

December 1, 2020

# Select IAB Recommendations from December 1st Meeting

(Digital Transformation: Driving Change in Mature Industries)

Breakout	Training
<b>Drivers of Digital Transformation</b>	ASME should influence the regulatory bodies related to digital evidence, keeping in mind its status as a 501(c)3 organization. Ideas included training with regulatory staff to help with the acceptance of digital data.
<b>Drivers of Digital Transformation</b>	The issue of sensor reliability in digital transformation is as important as the system input; there might be a role for ASME related to standards/guidelines or regulations.
<b>Education and Training</b>	The group fully supported ASME Learning & Development’s work to develop an “Introduction to Digital Engineering” course and encouraged that this course be developed and rolled out as soon as possible.
<b>Standards and Content</b>	There is a potential for ASME to act as the formal repository for certain types of data. ASME could also enable an “anonymous” contribution portal for data in particular areas. This could include things like validation data that everyone recognizes (the “golden” test cases) for tools, measurement systems, simulations, etc.

# IAB Spring 2021 Virtual Meeting

## **Digital Transformation: Case Study of PSM DT Initiatives and Virtual Tour**

April 28, 2021

### **Breakouts**

- A) Virtual Inspections
- B) Additive Manufacturing/3D Printing
- C) Remote Operations

# Questions?

- Thank you for your time.