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## 2021-2022 BOARD OF GOVERNORS

Tuesday, April 19, 2022

1:00 PM – 2:05 PM (EDT)

### FINAL MINUTES

Attendance during the open session was as follows:

#### Board of Governors

President: Mahantesh Hiremath  
President Elect: Karen Ohland  
Immediate Past President: Bryan Erler  
Governors: Todd Allen, Andy Bicos, Thomas Gardner, Laura Hitchcock Sam Korellis, Thomas Kurfess, Richard Marboe, Paul Stevenson, Wolf Yeigh

Executive Director/CEO: Thomas Costabile

#### Other Officers

Senior Vice Presidents/Elects: Nicole Kaufman Dyess, Student and Early Career Development  
Michael Roy, Member Development & Engagement  
Lester Su, Public Affairs and Outreach  
Secretary and Treasurer: Rob Pangborn  
Ass't Secretary/General Counsel: John Delli Venneri, Esq.  
Chief Financial Officer: William Garofalo  
Corporate Counsel: John Sare, Esq.  
Governors Elect: Susan Ipri-Brown, Jared Oehring, Patrick Vieth

#### Guest

Richard Benson Committee on Finance  
David Bogy Chair, Committee on Honors  
Emily Boyd Chair, Committee on Organization and Rules  
John Goossen Chair, Committee on Finance  
Amos Holt Past President, 2009-2010  
Said Jahanmir Past President, 2018-2019  
Madiha Kotb Past President, 2013-2014  
Rich Laudanat Past President, 2019-2020  
Kelly McGrath Nuclear Engineering Division  
Monica Moman Saunders Chair, Old Guard  
Victoria Rockwell Past President, 2011-2012  
Mahmod Samman ASME/API Joint Committee on Fitness for Service  
Dave Schlesinger Chair, Rail Transportation Division  
Jacalynn Sharp BOG Intern  
Robert Sims Past President, 2014-2015  
Bob Simmons Past President, 2010-2011  
David Smith Nominating Committee Alternate  
Scott Stallard Chair, Industry Advisory Board

Keith Thayer	Past President, 1997-1998
Callie Tourigny	Chair, VOLT
Bill Weiblen	Past President, 2001-2002
Sam Zamrik	Past President, 2007-2008

### Staff

RuthAnn Bigley	Manager, Governance Programs
Keith Bloesch	Managing Director, Project Management
Susie Cabanas	Manager, Global Alliances & Board Operations
Melissa Carl	Director, Diversity and Volunteer Training
Arin Ceglia	Managing Director, Learning and Development
Chandra Clouden	Sr. Managing Director, Human Resources & Organizational Development
Philip DiVietro	Managing Director, Publishing
Tim Graves	Managing Director, Technical Conferences & Member Communities
Josh Heitsenrether	Senior Managing Director, Marketing & Digital Strategies
Michael Johnson	Chief Strategy Officer
Kathleen Lobb	Managing Director, Philanthropy/ED for ASME Foundation
Tom Meehan	Controller
Jeff Patterson	Chief Operating Officer
Allian Pratt	Managing Director, Global Alliances & Board Operations
Karen Russo	Director, Board Operations
Anand Sethupathy	Managing Director, Strategy & Programs
David Soukup	Managing Director, Governance
Evelyn Taylor	Director, Section Operations
Angelique Vesey	Director, Technical and Engineering Communities

## **1. Opening of Meeting**

- 1.1 Call to Order: On April 19, 2022, a meeting of the 2021-2022 Board of Governors of the American Society of Mechanical Engineers was held using the Zoom communications application. A quorum was present, and the meeting was called to order by President Hiremath at 1:03 PM Eastern Daylight Time.
- 1.2 Adoption of the Agenda: The Board voted to adopt the revised agenda as circulated on April 11, 2022.
- 1.3 President's Remarks: President Hiremath welcomed all and stated that he is looking forward to meeting in person at the Annual Meeting in June. Despite the extraordinary times, ASME is thriving. ASME has seized opportunities with the full support from the Board and he commends all for their leadership and making bold decisions. We have challenges ahead, but we have a committed partner in Tom Costabile and the Executive Team and they will continue to make ASME prolific, brilliant, and healthy.

He further commented on the commendable job the task force members did in restoring the mission of the Membership and Development Sector and the benefits of the Information Sessions. He also noted the need for continued discussions regarding the Society's ECLIPSE Interns and Diversity, Equity, and Inclusion. Lastly, he explained that Keith Roe and the Foundation continue to make progress on its stated goal of raising \$50 million, with plans to expand the outreach to

include an event in Silicon Valley during this summer. He requested that the Board members reach out to their personal networks as well.

In closing, President Hiremath shared that it has been a humbling experience to lead the Society over the past year and thanked the Board members for their commitment and support.

- 1.4 Executive Director/CEO's Remarks: Mr. Costabile reported that FY22 continues to be a positive year of transition. Plans are now being implemented for in-person events. Hybrid meetings (meeting in-person with a virtual component) are difficult to produce and, therefore, the staff is evaluating which events should remain virtual. The first of a series of in-person events begins with Boiler Code during the first week of May in New Orleans; followed by the Offshore Technology Conference in Houston, Texas; OMAE in Germany; Turbo Expo in Rotterdam; and ASME's Annual Meeting in Scottsdale. Planning is underway on other conferences as we begin FY23. The Board will meet during the IMECE conference to be held in person in October, 2022 in Columbus, Ohio.

ASME is now in Phase 2 of a three-phase approach in returning to the office. Phase 2 allows for low occupancy meetings. Currently all visitors will need to show proof of vaccination, as ASME has contracts with several government agencies, and it needs to comply with all federal guidelines. The China office remains closed due to an increase in COVID. The 6<sup>th</sup> floor of 2 Park Avenue is being cleaned out. On May 1, ASME will start marketing this space as a potential sublease.

For the first 3 months of calendar year 2022, Techstreet is tracking to plan, and Metrix is tracking slightly below plan due to shifting of several Metrix events from FY22 to FY23. ASME will continue to monitor, and advise accordingly. The finance team continues to develop and automate a consolidated financial reporting package to include Techstreet and Metrix.

The Capital campaign continues to grow momentum with the team planning several events for later this year at in-person meetings. Mr. Costabile expressed his deep gratitude for everyone's support.

ASME continues to make progress in its diversity, equity, and inclusion efforts. The DEI toolkit is gaining momentum with several Societies asking if they can use the ASME DEI information.

Mr. Costabile concluded by thanking everyone for their continued support and is pleased with the ongoing development of the business plan for FY23 and FY24.

- 1.5 Consent Items for Action: No requests were received to remove any items from the Consent Agenda.

The Board voted to approve the items on the Consent Items for Action:

- 1.5.1 Approval of Minutes of February 16, 2022
- 1.5.2 By-Law Changes to Align with Approved Constitutional Changes, Second Reading
- 1.5.3 Society Policy Changes to Align with Approved Constitutional Changes and By-Law Changes
- 1.5.4 By-Law Changes to B5.2.5.2 related to COF, Second Reading
- 1.5.5 Membership Dues
- 1.5.6 ASME Manufacturing General Position Paper
- 1.5.7 Proposed Appointment

## 2 Open Session Agenda Items

- 2.1 YTD Financial Update: Mr. Garofalo reviewed the financial results for the first nine months of the fiscal year through March 31, 2022. Revenue and expenses were favorable versus the forecast. The revenue favorability was driven by higher than anticipated certification activities from the Engineering Services group along with a large print order in Standards Operations.

For the first nine months of the fiscal year, the investment portfolio has decreased with equities returning 1.25% while fixed income declined. The portfolio mix is 69% equities and 31% fixed income.

- 2.2 ECLIPSE Intern Report: Board of Governors intern Jacalynn Sharp shared her presentation entitled, "Using the Strategic Technologies to Engage Sections, Membership, and the Broader Engineering Community." Ms. Sharp proposed a project that she believes would help the sections engage their members better. Her proposal was to create a graphic tool that would focus on a specific subset of engineers and certain strategic technologies.

Ms. Sharp concluded by outlining a timeline of milestones and deliverables for the project, beginning with conducting interviews and developing an initial proposal which would include instructions for data cleaning and implementation. (Minutes Appendix 2.2) No action was taken by the Board.

- 2.3 FY22 Enterprise Objectives Update & FY23 Preliminary Goals: Mr. Jeff Patterson gave a brief overview of the status of the FY22 Enterprise Goals whose categories include Culture, Membership, Identity & Access Management, Diversity & Inclusion, and Financial Sustainability. He shared the desired outcome for each category, advising that all categories are on track for completion at 132.5% of goal.

Mr. Patterson reviewed the FY23 Preliminary Enterprise Goals providing a comparison to the FY21 and FY22 categories and the new proposed transformation themes with an emphasis on continuity of purpose. The Membership goal of delivering value to the customer experience will be enhanced to include the Engineer's Lifelong Journey program. Equity will be added to the Diversity & Inclusion goal. The Culture goal will include the Workforce Transformation initiatives. I&AM (Identity and Access Management) goal will change to Digital Transformation (DX) and encompass integrated systems to eliminate redundant and outdated applications. Lastly, the Financial Sustainability goal will reflect the continuation of performance accountability and rigor. The plan and budget proposed for FY23 will reflect unchanging financial commitment. (Minutes Appendix 2.3)

- 2.4 July Planning Meeting: Mr. Michael Johnson presented session topics for the July Planning Meeting, to be held in Houston, Texas, July 11, 2022, and concluding July 13, 2022. The topics include Digitalization of Standards; Diversity, Equity and Inclusion; Revenue Diversification, and the Engineers Lifelong Journey. He stated that the sessions are educational to enable future conversations relating to new activities. (Minutes Appendix 2.4)

Liaison Report – Nominating Committee: Mr. Todd Allan reported that, in November, a Leadership for the Future session was held with Senior Vice Presidents, the Nominating Committee, and other volunteers in attendance. The event provided a chance to learn about a day in the life of an ASME

Governor, as well as the nominating process and timeline. Current and past Governors were also in attendance and shared advice and tips. Despite the session, however, there is still a shortage in applicants.

The Nominating Committee is considering changes in the application process. The Committee completed its first round of interviews with the candidates, and the selection meeting will be held in conjunction with the Annual Meeting this June in Scottsdale. (Minutes Appendix 2.5)

- 3. New Business:** President Hiremath stated that the Executive Committee and the Committee on Finance met earlier this month. Also present for part of the meeting was ASME’s investment advisor, Mr. William Lowrey. COF recommended adoption of Mr. Lowrey’s advice to move certain investment funds as a hedge. The Executive Committee voted in favor of the recommendation and to advance the decision to the Board for ratification.

After discussion, the Board:

VOTED to approve the following Motion:

Whereas on April 8, 2022, the Executive Committee voted to increase allocation to T. Rowe Price New Era by \$2.4 million to approximately 5% of the overall portfolio. This will increase potential inflation hedge. To fund this, the Vanguard Institutional Index Fund should be utilized.

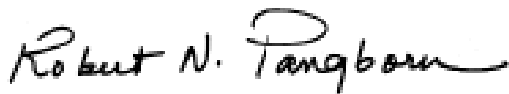
**4. Open Session Information Items**

4.1 Dates of Future Meetings

DATE	DAY	TIME	LOCATION
June 19, 2022	Sunday	8:00 am – 2:00 pm*	Scottsdale, AZ
June 21, 2022	Tuesday	8:00 am – 3:00 pm*	Scottsdale, AZ
July 11, 2022	Monday	1:00 pm – 5:00 pm	Houston, TX
July 12, 2022	Tuesday	8:30 am – 5:00 pm	Houston, TX
July 13, 2022	Wednesday	8:30 am – 12:00 pm	Houston, TX
October 30, 2022	Sunday	8:30 am – 3:00 pm	Columbus, OH

\*Tentative

- 5. Adjournment** – The meeting adjourned on Tuesday, April 19, 2022 at 2:18 pm EDT.



Robert N. Pangborn  
Secretary

**List of Appendices**

- 1.5.1 Approval of Minutes of February 16, 2022
- 1.5.2 By-Law Changes to Align with Approved Constitutional Changes, Second Reading
- 1.5.3 Society Policy Changes to Align with Approved Constitutional Changes and By-Law Changes

- 1.5.4 By-Law Changes to B5.2.5.2 related to COF, Second Reading
- 1.5.5 Membership Dues
- 1.5.6 ASME Manufacturing General Position Paper
- 1.5.7 Proposed Appointment
- 2.2 ECLIPSE Intern Report
- 2.3 FY22 Enterprise Objectives Update & FY23 Preliminary Goals
- 2.4 July Planning Meeting
- 2.5 Liaison Report – Nominating Committee



## Board of Governors Meeting Agenda Item Cover Memo

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Date Submitted:	March 29, 2022
BOG Meeting Date:	April 19, 2022
To:	Board of Governors
From:	Committee on Organization and Rules
Presented by:	Emily Boyd
Agenda Title:	By-Law Changes to Align with Approved Constitutional Changes

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### Agenda Item Executive Summary:

The ASME Members approved changes to the Constitution in November 2021. The changes to C4.1, C6.1 and C8.1.1 reflect the process for the selection of the ASME President by the sitting Board of Governors, the addition of up to two Board of Governors positions to be appointed by the Board for individuals who have demonstrated substantial philanthropic support of the Society’s mission and sustained engagement with the field of engineering, the removal of the word Board to describe the highest unit of a Council, the elimination of vice presidents, the addition of Chief Financial Officer to the list of officers the Board of Governors may appoint annually and the addition of CEO to the Executive Director title.

By-Law changes related to these Constitutional Amendments are required. The Board of Governors approved these changes for first reading at its February 16, 2022, meeting. Subsequent to that meeting the Committee on Organization and Rules voted to have the phrase “Entire Board of Governors” used to define the basis of a majority vote in By-Laws B3.3.1, B4.1.5, B4.1.9 and B8.1.4. “Entire Board of Governors” is defined in Constitution Article 4.1.1 and is being added to By-Law B4.1.2.2.

In addition, there are changes to the By-Laws that update references to language, so they conform to accepted DEI standards.

Changes to Society Policies, and Operation Guides of the Board of Governors and other ASME units are contingent on the approval of the attached By-Laws.

Proposed motion for BOG Action: To adopt changes to By-Laws B3.1, B3.2, B3.3, B4.1, B4.2, B4.3, B5.1, B5.2, B5.8, B6.1, B6.2 and B8.1

Attachment(s): By-Law Changes

### B3.1 MEMBERSHIP

- B3.1.1 An applicant for admission to the Society in any grade, except to Fellow or Honorary Member, shall make application to the Executive Director/CEO on an approved form.
- B3.1.2 A proposal for promotion to Fellow must be initiated by a Fellow or Member of ASME and supported by three additional sponsors, two of whom must be Fellows or Members of ASME. All sponsors must be well acquainted with the nominee's qualifications as they relate to the requirements for promotion to Fellow.
- B3.1.3 Nomination and election of an Honorary Member shall be in accordance with the provisions of the By-Laws dealing with the Committee on Honors.
- B3.1.4 Advancement to the grade of Fellow shall be by a positive vote of three-quarters of the total number of ballots received from the Committee of Past Presidents entitled to vote. A past president shall not be entitled to vote on their own nomination for Fellow.
- B3.1.5 Applicants shall be assigned in accordance with the policy set by the Board of Governors to the grades of membership to which their qualifications entitle them.
- B3.1.6 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.
- B3.1.7 An approved curriculum is one which leads to a degree in engineering or engineering technology.
- B3.1.8 A Student Member may participate in all the activities of the Society but shall not be permitted to vote at a Business Meeting of the Society or hold a position, except in a student-oriented or nontechnical/outreach unit and the student section where the student is a member.
- B3.1.9 A Student Member shall not remain in this grade beyond the end of the calendar year of graduation or termination of enrollment as a student.
- B3.1.10 No more than five Honorary Members may be elected in any Society year.
- B3.1.11 A corporate member elevated to Honorary Member shall retain all of the rights and privileges of corporate membership.
- B3.1.12 The rights and privileges of every member shall be personal to the member and shall not be transferable except that each corporate member shall be entitled to vote on any question before any Business Meeting of the Society either in person or by a proxy given to a corporate member.

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B3.1.13 Voting on matters which come before a Business Meeting of the Society will be done in person or by proxy. Only corporate members are entitled to vote. A corporate member may assign their vote to another corporate member by proxy. The proxy must be signed and dated by the corporate member giving it and shall be submitted to the Executive Director/CEO for verification of the right of the corporate member to vote at the meeting for which the proxy is to be used.

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B3.1.14 When a request is received for a member's resignation, the Membership staff will adjust the member's record. Member resignations are reported in the demographic report issued monthly.

After a complaint or charge of unethical conduct based on the provisions of the Constitution, By-Laws, or Code of Ethics has been filed against a member, the member may resign with the stipulation that the Society will not accept any later application for renewed membership. Nevertheless, the Society will accept an application for renewed membership if:

- a. The designated member of the Investigative Panel, in accordance with established policies and procedures, has certified to the Executive Director/CEO that the complaint has been examined and is not a matter for action by the Society; or
- b. The member has been cleared of all charges under the established procedures of the Society.

### 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/CEO in conjunction with the President.

When a new dues structure is created, it must be approved by the Executive Director/CEO 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 June 1, 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 June 1, 2021. 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 provided to each member before the anniversary date each year. Notice of arrears shall be sent thereafter.

B3.2.6 If a member's dues have remained unpaid for one month, their publications may be withheld.

B3.2.7 Any member whose dues remain unpaid for a period of one month 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 their regular work will be considered a life member.

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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 their continuous membership began and in addition has (a) reached the age of 65 years, or (b) retired from their regular work.

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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.

### B3.3 VIOLATION OF ETHICS

- B3.3.1 Any member who has been found to have violated the Constitution, By-Laws, Code of Ethics, or Code of Conduct of the Society, may be expelled by the affirmative vote of a majority of the Entire 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). 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/CEO, 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.

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#### B4.1 GOVERNMENT

- B4.1.1.1 The Society and its individual members shall be governed by this Constitution and these By-Laws and by the current Society Policies and procedures established by the Board of Governors, including any amendments that may be made from time to time.
- B4.1.1.2 Notwithstanding any other provisions of these articles, the organization is organized exclusively for one or more of the purposes as specified in Section 501(c) 3 of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under IRC 501(c) 3 or corresponding provisions of any subsequent Federal tax laws.
- B4.1.2.1 Each unit of the Society may specify the requirements for a quorum of that unit in its By-laws, Rules and Procedures or Operation Guide. If no quorum requirements are specified a quorum shall be one half or more of the voting members of the unit.
- B4.1.2.2 Every question which shall come before a meeting of any unit of the Society shall be decided by a majority of the votes cast, unless otherwise provided in the Constitution and By-Laws, by the Society Policies, or by the laws of the State of New York. As used in these By-Laws, "Entire Board of Governors" shall mean the total number of members-at-large entitled to vote which the Society would have if there were no vacancies.
- B4.1.3 The rules contained in the latest edition of *Robert's Rules of Order Newly Revised* shall govern the Society in all cases to which they are applicable, when not inconsistent with the Constitution or By-Laws of this Society.
- B4.1.4.1 An Annual Report shall be prepared for the fiscal year ending on June 30.
- B4.1.4.2 The material included in the portion of the report covering the Society year shall show the following in appropriate detail:
- a. A report by the President;
  - b. A listing of the Society Governors and Officers;
  - c. Summaries of major Society activities; and
  - d. A listing of recipients of Society awards
- B4.1.4.3 The material included in the portion of the report covering each fiscal year shall show the following in appropriate detail:
- a. The number of Society members at the beginning and end of the fiscal year and a statement of the place where the names and addresses of the members may be found;
  - b. The assets and liabilities of the Society including trust funds, at the beginning and end of the fiscal year;
  - c. The revenue or receipts of the Society, both unrestricted and restricted to particular purposes, during the fiscal year; and
  - d. The expenses or disbursements of the Society for both general and restricted purposes during the fiscal year.

B4.1.4.4 The financial information described in B4.1.4.3 b, c, and d shall be verified by the President and the Treasurer, subject to completion of the annual audit by the outside auditors who are appointed by the Board of Governors and ratified by the membership at the first Business Meeting of each fiscal year.

B4.1.4.5 At the first Business Meeting of each fiscal year, the Annual Report, including the information described in B4.1.4.2 and B4.1.4.3, as verified according to B4.1.4.4, shall be presented by the Executive Director/CEO and Treasurer to the members assembled and made available to the membership. The Annual Report shall be filed with the records of the Society, and either a copy or an abstract thereof entered in the minutes of the proceedings of that Business Meeting.

B4.1.5 Any officer of the Society or member of any sector, board, committee, or other unit of the Society appointed or elected by the Board of Governors or by any unit of the Society may be removed or suspended from such office or membership in the unit by the Board of Governors for cause (which shall include, without limitation, violations of fiduciary duty, racial or other improper discrimination, sexual harassment and defamation).

An Elected Governor, who is elected by the corporate membership, may be removed for cause only by the vote of the corporate membership, but their authority to act, may be suspended by the Board of Governors for cause. Appointed Governors may be removed or suspended for cause by the Board of Governors without a vote of the corporate membership.

Any officer of the Society or member of such sector, board, committee or other unit of the Society may be removed, for cause by the Board of Governors, by an affirmative vote of a majority of the Entire Board of Governors. Any officer of the Society or member of such sector, board, committee or other unit of the Society may be suspended, for cause, by an affirmative vote of a majority of the Entire Board of Governors.

Written notice shall be given to the person to be removed or suspended for cause as early as practicable and in any event at least five days before any action is to be taken by the Board of Governors. The person to be removed or suspended for cause shall be given an opportunity to present a defense to the Board of Governors.

B4.1.6.1 If a nominee for the Board of Governors is unable to stand for election, the Nominating Committee shall recommend to the Board of Governors another nominee to fill the slate.

If a person elected to the Board of Governors is unable to become a Governor, the Board of Governors shall fill the vacant position by appointment. Such person shall serve as an Elected Governor.

If a vacancy occurs on the Board of Governors after an Elected Governor has been seated, the Board of Governors shall fill the vacancy by appointment for the unexpired portion of the term. Such person shall serve as an Elected Governor.

B4.1.6.2 In filling the office of President, the procedure shall be as follows: Within one month after the vacancy the Board of Governors shall elect an Elected Governor to chair, an Executive Session of the Board of Governors. At the Executive Session, the Board of Governors shall elect a President to complete the unexpired portion of the presidential term. The new President shall be chosen from among current, Elected Governors. Thereafter the board

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shall appoint an additional Elected Governor as set forth in this By-Law.

B4.1.6.3 If a senior vice president elect is unable to take office, the Board of Governors will appoint another nominee to fill the office. A replacement nominee shall be proposed to the Board of Governors in accordance with the procedures of each sector.

B4.1.6.4 Any vacancy in the office of senior vice president, Executive Director/CEO, Secretary, Treasurer, Assistant Secretary, Chief Financial Officer or Assistant Treasurer shall be filled by the Board of Governors.

If a senior vice president position becomes vacant during an incumbent's term of office, the Board of Governors shall fill the vacancy by appointment for the unexpired portion of the term. A replacement nominee shall be proposed to the Board of Governors in accordance with the procedures of each sector.

B4.1.7 An act of the Board of Governors which shall have received the expressed or implied sanction of the corporate membership at the following Business Meeting of the Society shall be deemed to be an act of the Society and cannot afterward be impeached by any member.

B4.1.8 An officer may only hold one office at any given time with the exception of the Secretary/Treasurer. A Governor may not serve as an officer during their term as Governor, except for an Elected Governor selected as President.

B4.1.9 The Board of Governors may create such special committees as it may deem desirable. The members of such committees shall be appointed by the President with the consent of the Board. Special committees shall have only the powers specifically delegated to them by the Board. If a special committee shall include individuals who are not Governors, it is not a committee of the Board and may not bind the Board.

Each special committee shall serve at the pleasure of the Board. Any or all members of any committee may be removed, with or without cause, by resolution of the Board of Governors, adopted by an affirmative vote of a majority of the Entire Board of Governors.

Any committee may adopt rules governing the method of calling and time and place of holding its meetings. Unless otherwise provided by the Board, a majority of any committee shall constitute a quorum for the transaction of business, and the act of a majority of the members of the committee present at a meeting at which a quorum is present shall be the act of the committee. Each committee shall keep a record of its acts and proceedings and shall report thereon to the Board whenever requested to do so.

Any action required or permitted to be taken by the Board or any special committee may be taken without a meeting if all members of the Board or the committee consent in writing or by electronic mail to the adoption of a resolution authorizing the action. The resolution and the written consent thereto shall be filed with the minutes of the proceedings of the Board or the committee.

Any one or more members of the Board or any special committee may participate in a meeting of the Board or committee by means of a conference telephone, videoconference, or similar communications equipment, allowing all persons

**Deleted:** If for any reason the President-elect is unable to take office or the nominee for President is unable to stand for election, the Nominating Committee shall be convened immediately and select another nominee for the office of President.¶ Election of a new President-elect shall be by special ballot provided to each corporate member.

**Deleted:** A person shall not be an officer of the Society in two different elective offices at the same time.

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participating in the meeting to hear each other at the time, propose, object to and vote on specific actions to be taken by the Board or committee. Participating by such means shall constitute presence in person at the meeting. All members of the Board or any special committee must be given adequate prior notice about the arrangements for such meetings.

B4.1.10 The Board of Governors may delegate to the sectors and the standing committees of the Board as established in these By-Laws, for a period of one year, specific responsibilities for the management of one or more programs of the Society, subject to the supervision of the Board and to any limitation prescribed by the Board or by applicable law.

B4.1.11 Members other than members commencing service on the Board of Governors shall continue in their respective positions, until their successors have been elected or appointed, and have accepted their positions.

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## 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 [the position of Elected Governor](#), specified in Article C4.1.7 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.

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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 should 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. 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 [as an officer or as Governor](#) of the Society.

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[The President may select a Governor to serve as Liaison to the Committee during their Presidential term.](#)

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B4.2.2.3 Each sector will develop its own procedures for generating recommendations for 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.

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 servicing as a Governor;

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B4.2.3.1 If a voting member is unable to serve, then an alternate will be identified by the Senior Vice Presidents from the pool of alternates.

B4.2.3.2 A person who has been a 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.

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B4.2.4 No voting member or alternate shall be considered for nomination to become an Elected Governor of the Society during a term, on the Nominating Committee, whether or not it is served.

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B4.2.5 The names of those elected to serve on the Nominating Committee shall be published by the Executive Director/CEO prior to the end of each year, accompanied by a request for proposals for Elected Governors 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.

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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 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/CEO 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/CEO in writing the names of its nominees for Elected Governor to be filled at the next election, together with the written consents of the nominees.

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B4.2.10 The names of nominees for Elected Governor proposed by the Nominating Committee and any other special nominating committee shall be published by the Executive Director/CEO immediately after the receipt of the report of the

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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/CEO 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 the Board of Governors.

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### 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 Board shall elect one of its voting members to chair the meeting.~~

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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.

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The term of the President shall ~~commence upon election at the first meeting of the Board of Governors.~~

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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 ~~them~~ by the Board of Governors. The Treasurer shall be a volunteer member of the Society.

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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/CEO 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/CEO 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/CEO 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 them by the Secretary or the Board of Governors. The Secretary shall be a volunteer member of the Society.

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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 them 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 their power to act. The Assistant Secretary shall be an employee of the Society.

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B4.3.7 The Executive Director/CEO 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 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.

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**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 has expired shall continue to serve until a successor has been elected or appointed unless the board or committee has been terminated with the exception of persons who are elected to the Board of Governors. Upon commencement of service on the Board of Governors service on any other ASME boards or committees must cease other than committees appointed by the Board.
- 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/CEO, for delivery to the Board of Governors a written report of its activities.
- B5.1.9 ASME groups include technical divisions, technology groups, affinity groups, sections, student sections, sub-sections, technical chapters, research committees and participant-created groups.

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## 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, the Standards and Certification Sector, the Technical 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/CEO 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. One Elected Governor from each class, 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 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

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receive a majority vote of those present and constituting a quorum. The Executive Director/CEO ~~is a non-voting member of the Executive Committee.~~

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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 ~~may select a Governor to serve as Liaison to the Committee during their Presidential term.~~

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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 ~~may select a Governor to serve as Liaison to the Committee during their Presidential term.~~

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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; and staff and retiree benefit programs. 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 Retirement Plan Committee.

B5.2.6.2 The Committee on Executive Director/CEO Evaluation and Staff Compensation shall consist of the President, ~~and three current Elected Governors (serving staggered terms on the Board). The President shall nominate an incoming first year Elected Governor for appointment by the Board.~~ The President shall serve as an ex officio member of the Committee with vote. ~~The Chair shall be the senior Governor and the Vice Chair shall be the second-most senior Governor. The Elected Governors shall serve a three year term unless their term on the Board of Governors expires earlier than three years.~~

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B5.2.6.3 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. The three staff members will be nominated by the Executive Director/CEO and 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 B5.2.6.3.

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 may select a Governor to serve as Liaison to the Committee during their Presidential term.

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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, Executive Committee 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:

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(a) violation or attempted violation of the Society Policies with respect to Ethics, Code of Conduct or Discrimination and Discriminatory Harassment, knowingly assisting or inducing another to violate or attempt to violate the Society Policies with respect to Ethics, Code of Conduct, or Discrimination and Discriminatory Harassment, or doing so through the acts of another;

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(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 B5.2.8.2 (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 ~~Elected Governors~~, (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 ~~shall nominate an~~ incoming first-year ~~Elected Governor for appointment by the Board.~~ ~~The Governors shall serve a three year term unless their term on the Board of Governors expires earlier than three years.~~

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/CEO, 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 ~~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

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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 may select a Governor to serve as Liaison to the Committee during their Presidential term.

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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 may select a Governor to serve as Liaison to the Board during their Presidential term.

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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 may select a Governor to serve as Liaison to the Academy during their Presidential term.

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## **B5.8 SOCIETY REPRESENTATION**

- B5.8.1 The Board of Governors or a sector council may appoint a member or members of the Society to represent it at meetings of societies of kindred aim or at public functions. If time does not permit action by the Board of Governors or by a sector council, such appointment may be made by the President or by the chair of a sector.
- B5.8.2 The Board of Governors may appoint a member or members of the Society to represent the Society on committees organized by other societies, Government departments, or other groups.
- B5.8.3 The Board of Governors may appoint such a number of members of the Society to represent the Society on Boards of award of any joint activity recognized by the Board of Governors, as may be required by the by-laws of those activities.
- B5.8.4 Officers [and Governors](#) of the Society are authorized to represent the Society and the Board of Governors to outside parties in announcing and communicating board-stated policy, positions and endorsements, and in announcing decisions and interpretations within any area(s) delegated to them by the Board.
- B5.8.5 No officer or other member of the Society acting under B5.8.1 through B5.8.4 shall espouse, support or endorse any position on behalf of the Society, or otherwise bind the Society in any manner, except (a) in accordance with Society Policies; or (b) to the extent previously approved by the Board of Governors.

### B6.1 MEETINGS OF THE SOCIETY

- B6.1.1 All meetings of the Society primarily for the presentation and discussion of technical papers shall be under the direction of the sector council of one or more of the sectors as appropriate.
- B6.1.2 A notice of each Business Meeting shall be given by the Executive Director/CEO to each member either by written communication or other announcement. If such notice is given personally, by first class mail or electronic mail it shall be given not less than 10 nor more than 50 days before the date of the meeting. If the notice is mailed by any other class of mail it shall be given not less than 30 nor more than 60 days before such date.
- B6.1.3 The first Business Meeting of each fiscal year shall be the legal annual meeting of the Society for the purpose of the election of Elected Governors, at which time all corporate members shall have the opportunity to vote in person or by proxy for nominees proposed by the Nominating Committee or for nominees proposed by any duly constituted special nominating committee.

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**B6.2 VOTING AT OR BY PROXY AT THE FIRST  
BUSINESS MEETING OF THE FISCAL YEAR**

B6.2.1 Ten to 60 days prior to the first Business Meeting of the fiscal year, the Executive Director/CEO shall provide a proxy to each corporate member. This proxy shall solicit the authorization by such member for the three most recent available past Presidents or any one of them to exercise the vote of the corporate member for the election of Elected Governors, and for any other business that is presented to the first Business Meeting of the fiscal year or any adjournment thereof. A list of the nominees proposed by the Nominating Committee and any special nominating committee shall be a part of the proxy distribution.

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A member shall return the proxy in a manner specified by the Society, which may be by mail, facsimile or electronic mail, provided such electronic mail is transmitted with information from which it can be reasonably determined that the proxy was authorized by such member.

B6.2.2 If any special nominating committee (as defined in B4.2.8) has been organized and has presented a list of nominees to the Executive Director/CEO, the Executive Director/CEO shall provide to each member entitled to vote a proxy listing the nominees proposed by the Nominating Committee and the nominees proposed by such special nominating committee. Biographical and other material included with the proxy shall give equal exposure to all nominees.

B6.2.3 On or before the first day of October each year, the President shall appoint a Committee of Inspectors of Proxies and Ballots, whose duty shall be to supervise the examination, validation, and counting of proxies and to report at the first Business Meeting of the fiscal year as to the number of members represented there by proxy.

The Committee shall consist of a corporate member, and either the Chief Financial Officer or the Assistant Secretary and shall include a member or representative of any special nominating committee whose slate has been distributed. The Committee shall supervise the counting of the ballots at the first Business Meeting of the fiscal year.

B6.2.4 At the first Business Meeting of the fiscal year the Committee of Inspectors of Proxies and Ballots shall report on the number of proxies thereon returned by corporate members. Following the report of the Committee of Inspectors of Proxies and Ballots, the Presiding Officer shall conduct an election for Elected Governors, of the Society. Corporate members present who have not executed proxies will vote in person. Corporate members who have executed proxies but have withdrawn the proxies prior to the tabulation presented by the Committee of Inspectors of Proxies and Ballots, may also vote in person. Corporate members holding valid proxies will cast proxy ballots. When the results of the election are known, the Presiding Officer will announce the results of the election to the Business Meeting.

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B6.2.5 The terms of Elected Governors, elected at the first Business Meeting of the fiscal year shall begin at the second Business Meeting of the fiscal year at a specific time designated each year by the Board of Governors.

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**B8.1 AMENDMENTS**

- B8.1.1 Seven days or more before the closing of the proxy vote on an amendment to the Constitution, the Committee of Inspectors of Proxies and Ballots shall be convened to canvass the votes cast.
- B8.1.2 Upon the close of the proxy vote, the Committee of Inspectors of Proxies and Ballots shall canvass the proxy ballots returned to the Society and shall certify the result to the Presiding Officer at the next Business Meeting of the Society.
- B8.1.3 The terms of the members of the Committee of Inspectors of Proxies and Ballots shall expire when their report of the canvass has been presented and accepted.
- B8.1.4 Amendments to the By-Laws or new By-Laws for adoption shall be submitted in writing for approval in preliminary form at any meeting of the Board of Governors. At a subsequent meeting, the Board of Governors may, by an affirmative vote of the majority of the Entire Board of Governors, adopt or amend By-Laws which have previously been accepted and approved in preliminary form at the First Reading. A new By-Law or an amendment to a By-Law shall take effect immediately upon its adoption by the Board of Governors.
- B8.1.5 At any meeting, by a majority vote of its members present, the Board of Governors may adopt, revise, or delete Society Policies in harmony with the Constitution and By-Laws. Any Society Policy or revision shall take effect immediately upon its adoption by the Board of Governors. Society Policies adopted by the Board of Governors shall be available by request for reading by any member of the Society.

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## Board of Governors Meeting Agenda Item Cover Memo

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Date Submitted:	March 29, 2022
BOG Meeting Date:	April 19, 2022
To:	Board of Governors
From:	Committee on Organization and Rules
Presented by:	Emily Boyd
Agenda Title:	Society Policy Changes to Align with Approved Constitutional Changes and By-Law Changes

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**Agenda Item Executive Summary:**

The ASME Members approved changes to the Constitution in November 2021. The changes to C4.1, C6.1 and C8.1.1 reflect the process for the selection of the ASME President by the sitting Board of Governors, the addition of up to two Board of Governors positions to be appointed by the Board for individuals who have demonstrated substantial philanthropic support of the Society’s mission and sustained engagement with the field of engineering, the removal of the word Board to describe the highest unit of a Council, the elimination of vice presidents, the addition of Chief Financial Officer to the list of officers the Board of Governors may appoint annually and the addition of CEO to the Executive Director title.

By-Law changes related to these Constitutional Amendments are on this Board meeting agenda.

In addition, there are changes to the By-Laws that update references to language, so they conform to accepted DEI standards.

Changes to Society Policies are needed to reflect the Constitutional Amendments and By-Law changes.

Proposed motion for BOG Action: To approve changes to Society Policies P-1.3, P-1.5, P-4.2, P-4.3, P-4.4, P-4.6, P-4.12, P-14.6, P-15.4, P-15.8, P-15.9, P-15.12, and P-15.14.

Attachment(s): Society Policy Changes



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## SOCIETY POLICY

### ELECTION OF GOVERNORS

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#### I. PREFACE

By-Laws B6.1.3 and B6.2 cover the election of Governors and the proxy procedure. This Society Policy provides additional details about this process.

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#### II. PURPOSE

- A. To describe the positions involved;
- B. To describe the nominating processes;
- C. To describe the voting procedure; and
- D. To describe the procedure for handling proxies.

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#### III. POLICY

It is an underlying philosophy of ASME that "the position shall seek the individual; the individual or his/her supporters should not seek the position." This policy defines the procedures through which the Society elects Governors guided by this philosophy.

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#### IV. PROCEDURE

##### A. OVERVIEW

1. The election of Society Governors takes place at the first Business Meeting of each fiscal year. The results of the election shall be based upon the valid proxies and the votes of corporate members voting in person. The elective positions covered by this procedure are the Elected Governors. The Elected Governors shall be of Member grade or higher.

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##### B. NOMINATIONS

1. A slate of nominees for the election at the first Business Meeting of each fiscal year is determined by the Nominating Committee, which is convened during the Second Business Meeting of the previous fiscal year. The Nominating Committee is representative of the Society as a whole, since it consists of members designated by the various operating units of the Society and elected by the corporate membership. The Nominating Committee convened during the Second Business Meeting of the fiscal year will have been elected in this manner during the same business meeting in the previous fiscal year.
2. In addition to the proposals for Society Governors which come from the various nominating processes or procedures of the units, other proposals may be submitted by the Society membership. Such proposals are encouraged by publicizing in ASME NEWS or MECHANICAL ENGINEERING the elective positions to be filled.

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3. The number of nominees on the slate proposed by the Nominating Committee shall be one for each vacancy.

C. VOTING

1. In accordance with the New York Not-for-Profit Corporation Law, the Society voting procedures provide for the issuing of proxies authorizing the three most recent available Past Presidents to cast proxy votes for the election of ~~Governors~~. Proxy forms shall be provided to the corporate members 10 to 60 days prior to the first Business Meeting of each fiscal year.
2. The form of the proxy shall permit the corporate member to authorize voting for nominees designated on the proxy but to withhold authorization for voting on other matters.

Deleted: Officers

D. PROXIES

1. One week prior to the first Business Meeting of each fiscal year, a Committee of Inspectors of Proxies and Ballots, appointed by the President, shall meet to supervise the examination, validation and counting of the proxies.
2. In counting the proxies for election of ~~Governors~~, the Committee of Inspectors of Proxies and Ballots shall consider any authorization to vote in favor of any particular nominee as valid provided that the intent of the executing member is clear, even though the proxy statement with regard to voting for another office or any other matter for any reason be declared invalid.
3. Since proxies for voting at the first Business Meeting of each fiscal year may be withdrawn or replaced up until the time of voting, the proxy statement may include a message urging that the proxy be executed and mailed to arrive at a designated address by some designated date in order to facilitate the work of the Committee of Inspectors of Proxies and Ballots.

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Responsibility: Nominating Committee

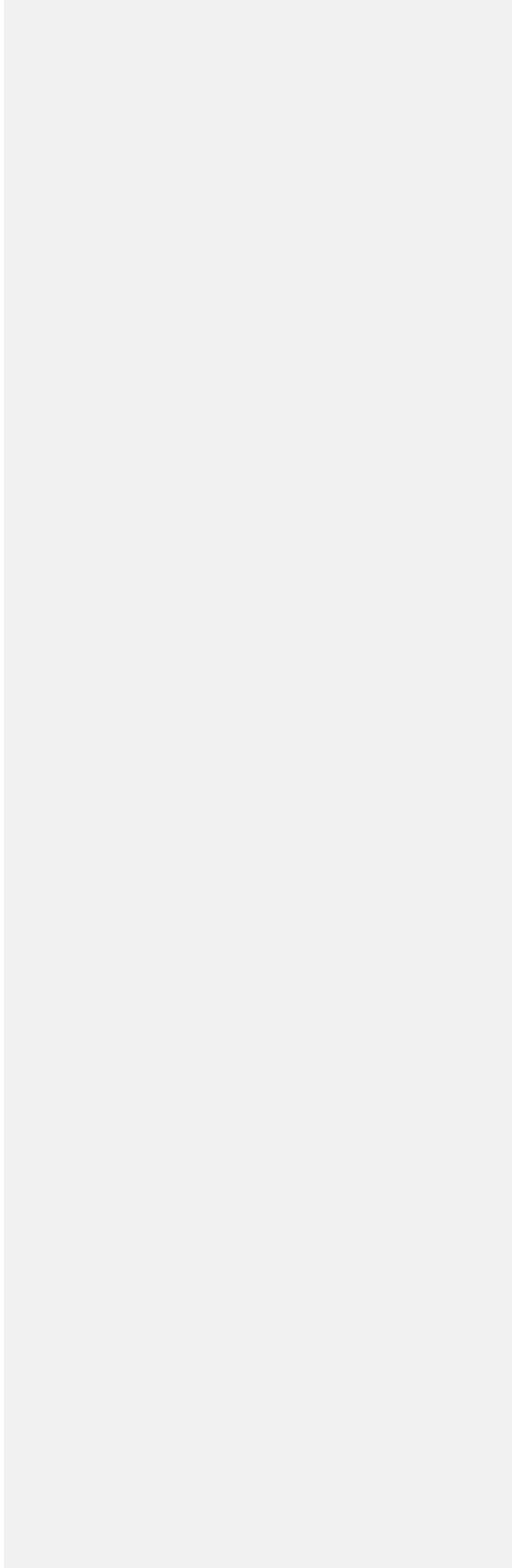
Adopted: October 15, 1956

Reaffirmed: June 12, 1996  
March 12, 2013

Revised: September 16, 1960  
September 9, 1966  
June 18, 1975  
June 17, 1981  
(editorial changes 12/83)  
March 12, 1987

(editorial changes 8/88)  
September 14, 1989  
June 6, 1990  
(editorial changes 9/95)  
June 9, 1999  
June 1, 2005  
November 15, 2014  
(editorial changes 3/18)

P-1.3  
3/18





P-1.5  
11/14

## SOCIETY POLICY

### PROCEDURES FOR AMENDMENTS TO THE CONSTITUTION AND BY-LAWS

#### I. PREFACE

Article C8.1 indicates procedures for amendments to the Constitution. By-Law B8.1 indicates procedures for amendments to the Constitution and By-Laws and Society Policies.

#### II. PURPOSE

To amplify the procedures indicated in Article C8.1 and By-Law B8.1 in the Constitution and By-Laws.

#### III. PROCEDURE

##### A. Constitutional Amendments

1. An amendment to the Constitution may be proposed in writing at any Business Meeting of the Society provided it has the written endorsement of at least 20 corporate members<sup>1</sup> in good standing. The amendments shall be placed on a proxy ballot if the corporate members present at the meeting, not less than 20 voting in favor thereof, shall so decide. Proxy ballots for voting on the Amendment shall be provided to the corporate members of the Society.
2. The proxy ballot shall solicit the authorization by the member for the three most recent available past Presidents or any one of them to exercise the vote of the corporate member either for or against the proposed amendment. A member voting by proxy ballot shall return the signed proxy ballot in a manner specified by the Society, which may be by mail, facsimile or electronic mail, provided such electronic mail is transmitted with information from which it can be reasonably determined that the proxy ballot was authorized by such member.
3. Proxy ballots shall be considered valid for each amendment for which the intent of the voter is clear and the proxy ballot conforms with the regulations for voting. Proxy ballots received after the closing date specified on the proxy ballot shall not be counted.
4. In accordance with Articles C8.1 and B6.2.3 of the Constitution and By-Laws, the President shall appoint a Committee of Inspectors of Proxies and Ballots whose duty shall be to canvass the votes cast by the corporate members on proposed amendments. The term of these Committee members shall end when their report of the canvass of the amendment ballot has been presented and received at a Business Meeting of the Society.

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<sup>1</sup>Corporate members are ASME members of Fellow and Member grade, or Honorary Members who have been elevated from one of these grades.

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5. The proxy ballots with respect to amendments shall be opened as they are received by designated members of the ASME staff, or by an independent organization retained for that purpose, and counted so that the Committee members can readily oversee the compilation. The Committee of Inspectors of Proxies and Ballots shall report the results of the proxy voting at the next Society Business Meeting. Following the report of the Committee, the Presiding Officer shall conduct a vote on the proposed amendment. Corporate members present who have not executed proxy ballots may vote at the meeting. Corporate members present who have executed proxy ballots but have withdrawn proxy ballots prior to the tabulation presented by the Committee of Inspectors of Proxies and Ballots may also vote at the meeting. Corporate members holding valid proxy ballots may vote those proxy ballots at the meeting. An amendment to the Constitution shall become effective after this report of the Committee members, provided that two-thirds of those voting have voted in favor of the amendment.

**B. By-Law Amendments**

New By-Laws or amendments to existing By-Laws shall be submitted in writing for approval in preliminary form at any meeting of the Board of Governors. At a subsequent meeting the Board of Governors may by ~~majority of the Entire Board of Governors~~ adopt or amend By-Laws in harmony with the Constitution. A new By-Law or an amendment shall take effect immediately upon its adoption by the Board of Governors.

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Responsibility: Committee on Organization and Rules

Adopted: April 17, 1975

Reaffirmed: June 7, 2008  
May 10, 2013

Revised: April 24, 1978  
June 17, 1982  
(editorial changes 12/83)  
(editorial changes 6/87)  
(editorial changes 8/88)  
(editorial changes 9/89)  
(editorial change 2/93)  
(editorial change 6/96)  
March 12, 1999  
(editorial changes 3/01)  
(editorial changes 11/01)  
(editorial changes 6/1/05)  
November 15, 2014



P-4.2  
6/15

## SOCIETY POLICY

### APPOINTMENT OF ASME REPRESENTATIVES TO OTHER ORGANIZATIONS

#### I. PREFACE

- A. By-Law B5.8.1 states, "The Board of Governors or a sector council may appoint a member or members of the Society to represent it at meetings of societies of kindred aim or at public functions. If time does not permit action by the Board of Governors or by a council, sector board, or sector operating board, such appointment may be made by the President or by the chair of a sector."
- B. B5.8.2 states, "The Board of Governors may appoint a member or members of the Society to represent the Society on committees organized by other societies, Government departments, or other groups."
- C. B5.8.3 states, "The Board of Governors may appoint such a number of members of the Society to represent the Society on Boards of award of any joint activity recognized by the Board of Governors, as may be required by the by-laws of those activities."

#### II. PURPOSE

- A. To establish the reasons for representatives to other organizations,
- B. To define the function of the representatives, and
- C. To establish the procedure for implementation.

#### III. POLICY

- A. The Purpose of ASME Representation
  - 1. To support the activity of the other organization.
  - 2. To provide useful information from the other organization to ASME as a guide to ASME policy and as a guide to some specific function of an ASME activity.
- B. The Function of an ASME Representative
  - 1. An ASME representative contributes to the work of the other organization.
  - 2. An ASME representative provides continuous communication between the other organization and a particular ASME unit.
  - 3. Only in unusual circumstances would an ASME representative be limited in their actions by instructions furnished by ASME.

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4. In certain cases ASME will designate a member to undertake an assignment in another organization, serving as an individual rather than as a representative of the Society. An example of this is service on the board of a joint award.

C. The Establishment of an ASME Representative

The criteria and procedures for establishment of an ASME Representative must be reviewed and recommended by the relevant Sector or Sector supervisory unit having responsibility for the subject or activity of the other organization.

IV. PROCEDURE

A. Qualifications

1. Representatives from ASME to other organizations shall be members of ASME.
2. Representatives from ASME should be knowledgeable in the policies and practices of the Society.
3. Representatives shall be selected for ability to contribute to the work of the other organization and to provide an active communications link with an ASME committee, council, sector board or sector operating board.
4. Nominees must provide their own travel expenses. Society Policy P-4.5 provides conditions and limits pertaining to possible exceptions.

B. Assignment

1. With the exception of certain organizations of very broad scope, each organization to which ASME sends a representative is concerned with a subject or activity which corresponds to the responsibility of a specific ASME committee, council, sector board, or sector operating board.

2. The following ASME representatives will report directly to the ASME Board of Governors:

United Engineering Foundation Board of Directors

3. The Committee on Organization and Rules shall be responsible for review and recommendations prior to the appointments made by the Board of Governors, including all members of sector councils, except for the position of senior vice president and chairs of sector committees.

**Commented [DJS1]:** The American Association of Engineering Societies no longer exists.

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**Commented [DJS2]:** The units administering sectors are now known as councils.

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**Commented [DJS3]:** The Board of Governors is responsible for selecting Senior Vice Presidents. The chairs of sector committees are selected by the committees themselves. COR only reviews at-large council members and council vice chairs.



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C. The process of nomination shall be:

1. The committee, council, sector board or sector operating board assigned by the Board of Governors with responsibility for each such nomination will present its initial nomination and reappointment on a form which will state the nominating and reporting responsibility as well as other pertinent information with regard to the appointment and reappointment. When a staff member signs the form, it is understood that they have acted on instructions from the committee, council, sector board, or sector operating board.
2. In selecting and recommending nominees, it should be understood that the nomination information will be subject to review by the Committee on Organization and Rules and subsequently by the Board of Governors unless delegated.
3. Each nominee should understand the importance of regular attendance and should be given full opportunity to consider whether they have sufficient time to devote to the activity and what personal expenses will be required from the representative. Each nominee should also understand the importance of providing timely reports to the ASME unit to which they have a reporting responsibility.

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D. Terms of Office

1. In those cases where the outside organization has an established sequence of appointments with a defined term of office, the ASME appointment will be made in accordance with this plan and term of office. Complete information concerning the plan and term of office must be included in the listing of nomination responsibility on the appointment form.
2. In those cases where ASME is asked for representation with no reference to a specific term, ASME will make the appointment for a term determined by the responsible unit, and specified in their Operation Guide, not to exceed three years.

Individuals who have completed one or more terms of service may be reappointed for an additional term.

If the total continuous service in that position does not exceed 10 years, then the justification for reappointment shall be similar to the justification for the original appointment.

In the event of a reappointment for which total service would exceed 10 years, a statement must accompany the nomination setting forth specific reasons why this appointment is critical to the wellbeing of ASME, and the exceptional circumstances involved.

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E. Appointment

1. The appointment will be made by the Board of Governors.
2. Notification of the action will be forwarded:
  - a. To the person appointed, by letter from the President of ASME.
  - b. To the other organization by letter from the Executive Director/CEO.

F. Dues

1. Affiliation with some organizations includes an undertaking for the payment of dues. Authorization for such payment is not a part of the appointment procedure. Before a nomination is made the unit responsible for the nomination should ascertain either that no dues are involved or that payment of dues has been included in the ASME budget.
2. For information purposes, the amount of any dues obligation must be stated on the appointment form or in a supplemental statement submitted with the appointment form.

Responsibility: Committee on Organization and Rules

Adopted: September 16, 1960

Revised: September 19, 1966  
June 18, 1975  
June 15, 1977  
October 27, 1978  
June 10, 1983  
(editorial changes 4/85)  
(editorial changes 6/87)  
(editorial changes 8/88)  
June 22, 1989  
(Editorial changes 8/95)  
(Editorial changes 3/99)  
November 19, 1999  
(editorial changes 3/01)  
June 1, 2005  
(editorial changes 3/13)  
(editorial changes 8/13)  
February 12, 2015  
(editorial change 6/15)



P-4.3  
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### SOCIETY POLICY

#### QUALIFICATIONS OF ASME OFFICERS AND GOVERNORS AND REQUIREMENTS OF SERVICE

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#### I. PREFACE

Constitution Articles C4.1.2, 4.1.3, and 4.1.4 identify the Officers of the Society and the qualifications for office. By-Laws 4.3.2 through 4.3.6 specify the duties of these offices. The President as a result of being an Elected Governor is the only Officer of ASME who is elected by the membership. By-Law B4.3.2 notes that the President is the chief elected officer.

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To assure qualified Governors and officers are selected and serve these roles, this policy defines additional qualifications for each officer and requirements of office.

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#### II. PURPOSE

- A. To list the general qualifications desired in all Officers and Governors of ASME;
- B. To list the specific requirements of the various administrative levels of offices;
- C. To describe the leadership development provisions; and
- D. To explain the financial conditions pertaining to the Officers and Governors of ASME.

#### III. POLICY

- A. General qualifications of Officers and Governors.
  - 1. As trustees and leaders, Officers and Governors are expected to possess high qualities of character, vision, leadership, responsibility, and broad understanding of the Society.
  - 2. Since Officers and Governors must appear before many groups, they should possess the ability to speak effectively before an audience.
  - 3. Officers and Governors in ASME should be individuals of experience, high standing, and active participation in the work of the Society.
  - 4. All Officers and Governors of the Society should refrain from serving on units of the Society when that service could compromise the impartial fulfillment of their duties or impose an undue influence on the decisions of the unit.

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- B. Requirements of office specific to the President

1. The President stands before the public and the members as the recognized leader of the Society. ~~The President~~ preside over the Business Meetings of the Society and ~~the~~ meetings of the Board of Governors. The Presidential Manual, further describes in detail the responsibilities and duties of the President.

**Deleted:** The President is a member of the Board of Governors...as President elect, and for one year as as President elect, and for one year as President and for one year as immediate past President...

2. ~~The~~ President is called upon to address members of the Society at various gatherings and is expected to represent the Society in speaking before other organizations. The President has the opportunity to contribute a President's Page in MECHANICAL ENGINEERING, ASME News, and the Annual Report. From time to time, as the occasion warrants, the President may find it necessary or desirable to communicate to the entire membership by letter or other means.

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C. Requirements specific to the members-at-large of the Board of Governors.

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1. The Board of Governors is the top policy-making body of the Society and, in the end, is responsible and accountable for the success or failure of ASME. The voting members of the Board are the ~~Elected and Appointed Governors~~, serving staggered three-year terms. The Board has been kept small by design and there is no room on it for even one ineffective, marginal, or incompetent person. A ~~Governor~~ needs not only to be reasonably well acquainted with most of the activities of this very large organization that is ASME, but ~~they~~ should also be aware of what has happened in the recent past, so mistakes made ten years ago are not repeated. A ~~Governor~~ should know ASME well enough to assess what is likely to succeed and what is almost sure to fail. The responsibilities of the ~~Governors~~ are further defined in the Board of Governors Operation Guide.

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**Deleted:** member-at-large g

2. A member of the Board of Governors is ~~chosen~~ to serve the Society as a whole. A ~~Governor~~ does not represent any group, and thus has no constituency. Therefore, a proposed nominee should be avoided who gives evidence of wanting to become a member of the Board as a representative of some particular unit in the work of the Society.

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IV. PROCEDURE

A. Leadership Development

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1. The newly nominated Officers ~~and Governors~~ should have already attained and demonstrated a significant level of leadership development, and be capable of operating ~~as an Officer or Governor~~ prior to their selection. Following their nomination, ~~Officer and Governor~~ nominees should begin a period of additional training and ~~for their leadership position~~ which continues until they assume their official responsibilities. Leadership training should consist of participating in the leadership programs offered by the Volunteer Orientation and Leadership Training Academy which are relevant to the nominee's position. Additionally, at a minimum, the nominee should attend unit meetings with and learn from the person whose term they are succeeding. Additional formal meetings may be arranged so that the ~~incoming Officers and Governors~~ may become acquainted with the

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organization, policies, operational procedures, and fiscal statement of the Society.

B. Financial considerations for Officers.

1. Volunteer Officers and Governors of the Society serve without financial compensation. However, provision is made in Society Policy P-4.5, Travel Expense Contribution, for reimbursement of a part of the expense associated with travel, under specific circumstances.
2. Volunteer Officers and Governors should have sufficient resources (both time and material) to handle routine Society business promptly. Some reasonable financial contribution by either the Officer or their employer for expenses related to routine Society business is a normal expectation.

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Responsibility: Nominating Committee

Adopted: October 15, 1956

Revised:

- November 29, 1959
- September 16, 1960
- December 13, 1963
- November 27-28, 1966
- June 18, 1975
- June 17, 1982
- January 19, 1984
- (editorial changes 3/85)
- (editorial changes 6/87)
- (editorial changes 11/88)
- (editorial changes 9/89)
- (editorial changes 2/93)
- (editorial changes 8/95)
- (editorial changes 9/95)
- (editorial change 6/97)
- June 9, 1999
- November 10, 2000
- (editorial change 3/01)
- June 1, 2005
- (editorial changes 7/12)
- (editorial changes 3/18)



P-4.4  
1/20

## SOCIETY POLICY

### APPOINTMENT OF ASME VOLUNTEER PERSONNEL TO NON-ELECTED POSITIONS

#### I. PREFACE

- A. Successful accomplishment of ASME objectives, and hence its standing in the eyes of the profession and the public, depends in large measure on the quality of the work of the Society's units and its volunteers.
- B. It is the responsibility of those charged with nominating personnel to units of the Society to seek out members of ASME who both are motivated to serve and are able to accept the responsibilities involved.
- C. This Policy relates to the nomination and appointment of non-elected volunteer positions.
- D. Society Policy P-4.3, Qualifications of ASME Officers and Governors and Requirements of Service, covers the positions of Officers and Governors.
- E. Society Policy P-15.11, Diversity and Inclusion, states in part, "ASME shall dedicate time and resources to ensure the active participation as well as leadership opportunities of talented individuals from all segments of society."
- F. By-Law B5.2.4.1 states in part, "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 ..."
- G. Constitution Article C4.1.1 states in part, "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."

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#### II. PURPOSE

- A. To provide guides for selection and nomination of appointed volunteers relative to requirements of the position and term of service.
- B. To provide the procedure leading to appointment.

#### III. POLICY

- A. Sector Council, Board, or Committee Members.
  - 1. Qualifications

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- a. A full understanding of the purposes and objectives of the unit.
  - b. Experience, judgment, and motivation closely related to the work of the specific unit on which ~~they are~~ serving.
2. ~~Governors shall~~ not serve as a member of any other unit except as specified in the By-Laws.

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B. Standing Committees Reporting to the Board of Governors

1. Committee on Organization and Rules, Committee on Finance, Committee on Honors, Diversity and Inclusion Strategy Committee, and Volunteer Orientation and Leadership Training Academy.
- a. A full term on these committees is defined as three years; partial year terms are permitted. The combination of partial and full terms cannot exceed six years.
  - b. Additional service beyond six consecutive years will be permitted only after the passage of at least two years or in the event of ex-officio service.
  - c. In the event of a nomination for more than one Past President to serve on the committee, a statement must accompany the nomination setting forth specific reasons why this appointment is in the best interest of the Society. The term of the appointment is one year and must be approved by the Board of Governors, taking into consideration the feedback from the Committee on Organization and Rules.
  - d. An individual shall not serve on more than one Standing Committee Reporting to the Board at the same time unless service on one or both of them is in an ex-officio capacity.

2. Audit Committee, ~~Committee on Executive Director Evaluation and Staff Compensation and Executive Committee~~

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- a. The President ~~shall nominate incoming first year Elected Governors for appointment by the Board~~ for service on the Audit Committee and Committee on Executive Director Evaluation and Staff Compensation, ~~as specified in By-Laws B5.2.6.2 and B5.2.9.2.~~

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- b. The President ~~is an~~ ex officio member of the Committee on Executive Director Evaluation and Staff Compensation ~~and the Executive Committee~~ with vote.

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**Deleted:** The President-Nominee/Elect is an ex officio member without vote.

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~~c. Members of the Executive Committee shall be appointed as set forth in By-Law B5.2.3.2.~~

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3. Committee of Past Presidents

a. Membership is for lifetime ~~unless a Past President becomes ineligible according to By-Law B5.2.8.2.~~

4. Philanthropy Committee

a. The Philanthropy Committee members are permitted to serve on one additional Standing Committee Reporting to the Board. In the event of a nomination for more than one Past President to serve on the committee, a statement must accompany the nomination setting forth specific reasons why this appointment is in the best interest of the Society. The term of the appointment is one year and must be approved by the Board of Governors, taking into consideration the feedback from the Committee on Organization and Rules.

5. Industry Advisory Board

a. The Industry Advisory Board membership shall be determined annually by the Board of Governors. Industry Advisory Board members are permitted to serve on one additional Standing Committee Reporting to the Board.

6. The Operation Guides of all Standing Committees Reporting to the Board shall contain a specific leadership succession plan.

C. Guidelines

1. Units of the Society are encouraged to seek out volunteers to serve that are not already serving in other capacities, unless serving as a representative of a parent unit or as a liaison.
2. Units are encouraged to strive for diversity and inclusion in volunteer leadership by making a conscious effort to take diversity and inclusion into account when filling vacancies as provided in Society Policy P-15.11.
3. Units are encouraged to continually solicit and train younger members in unit work.

D. Terms of Office

1. Unless otherwise specified in this policy, the term of office of a member of a sector, board, council or committee is specified in the respective Operation Guide.



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2. Unless otherwise specified in this policy, individuals who have completed one or more terms of service to a unit may be reappointed for an additional term.
  - a. If the total continuous service in that position does not exceed two full terms, then the justification for reappointment shall be similar to the justification for the original appointment.
  - b. In the event of a reappointment for which total service would exceed two full terms, a statement must accompany the nomination setting forth specific reasons why this appointment is critical to the well-being of the unit, and the exceptional circumstances involved.

E. Membership

1. All members of
  - a. standing committees reporting to the Board of Governors,
  - b. sector councils,
  - c. boards,
  - d. standing and special committees under committees, sector councils and boards,
  - e. technical division and sub-division executive committees
  - f. and all Society representatives to joint activities shall be members of ASME.
2. Exceptions are permissible in those cases where non-members may be needed to serve on various technical committees and sub-committees or working groups to bring special skills to the task or to represent related organizations. When such non-members of ASME are nominated, the reasons for so doing must be set forth in making the proposal.
3. Appointed Governors are not required to be members of ASME.

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F. Inter-Sector Committees

The procedure for appointments to such committees is the same as to any regular board or committee.

G. Appointment and Nominating Responsibilities

1. The Operation Guide of each unit shall define members of the nominating committee for their unit. In addition, each guide will list positions, including the qualifications (e.g. knowledge and skills) necessary for such positions, and terms of office required. Each nominating committee will provide suitable candidates for consideration at least six months prior to commencement of the term.

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2. The nominating responsibility can be achieved through direct nominations by the unit or by unit confirmation of nominating subcommittee recommendations.
3. In the case of the standing committees reporting to the Board of Governors, the members of each unit shall have nominating responsibility.

#### IV. PROCEDURE

##### A. Appointments Requiring Approval by the Board of Governors

1. The Committee on Organization and Rules shall be responsible for reviewing proposed nominations to the Board of Governors and providing a statement to the Board as to whether the nomination helps to ensure that the Society is supplied with:
  - a. qualified leadership to serve the current and future needs of the membership;
  - b. the active participation, as well as leadership opportunities, of talented individuals from all segments of the Society
2. The statement from the Committee on Organization and Rules shall be provided prior to the appointments made by the Board of Governors, including all ~~members~~ of sector ~~councils~~ except for the position of senior vice president ~~and chairs of the sector committees~~.
3. All nominations for appointments specified in IV.A.1 shall be submitted to the Committee on Organization and Rules on a special nomination form. Staff members may sign the form on instructions from the sector or committee and on its behalf.

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##### B. Appointments Delegated to the Sectors

Appointments to boards and committees under a sector are made by that sector's council.

##### C. Nominations for Appointments Delegated to the Sectors


1. Procedures for nominations will be included in each sector's operation guide.
2. Units of the Society may find it beneficial to call on other units to provide recommendations for unit membership when needed expertise may be available from that area of the Society. Procedures for this option should be included in the operation guides of units.

##### D. The nominee shall express ~~their~~ intent to serve for the entire appointment term involved.

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##### E. The nominee shall sign a statement of understanding of and compliance with Society Policies P-15.7 (Ethics), P-15.8 (Conflicts of Interest), ~~P-15.9 (Policy Against Discrimination)~~

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(Including Discriminatory Harassment – Members), [P-15.14 \(Code of Conduct\)](#) and P-14.6  
(Society Name, Logo, Seal .

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- F. Appointed members who consistently do not attend meetings, reply to correspondence or carry out assigned tasks may be replaced at any time by the appointing unit using the above procedures.

Responsibility: Committee on Organization and Rules

Adopted: May 9, 1968

Revised: June 16-17, 1970  
June 18, 1975  
April 28, 1978  
December 1, 1978  
June 25, 1980  
March 21, 1984  
(editorial changes 3/85)  
November 21, 1985  
(editorial changes 6/87)  
September 8, 1988  
(editorial changes 4/89)  
(editorial changes 9/89)  
June 14, 1995  
(editorial changes 1/96)  
(editorial changes 9/98)  
(editorial changes 3/01)  
November 16, 2001  
June 1, 2005  
June 8, 2008  
June 14, 2009  
(editorial changes 7/12)  
(editorial changes 3/13)  
(editorial changes 8/13)  
(editorial changes 8/14)  
(editorial changes 6/17)  
June 3, 2018  
June 5, 2019  
January 22, 2020



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## **SOCIETY POLICY**

### **TRAVEL EXPENSE REIMBURSEMENT**

#### **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 a category of travel which traditionally has been considered as an ASME expense item and is reimbursed more nearly in full than the volunteer travel covered by Society Policy P-4.5, Travel Expense Contribution.

#### **II. PURPOSE**

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

#### **III. POLICY**

- A. The budget and expense reimbursement relationship.
  - 1. Funding for travel expense reimbursement shall be included in the annual budget of the Society.
  - 2. The extent of this travel is governed primarily by administrative decision and budget over-runs due to this travel are handled in the same manner as budget over-runs due to other expenses.
  - 3. In contrast, volunteer travel under Society Policy P-4.5 is primarily controlled by the budget amounts and that travel is no longer supportable when there are no more funds available in the budget.
- B. Basis for travel expense reimbursement.
  - 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. Local fares to and from terminals will be reimbursed. When traveling internationally while working under United States government contract, a United States-flag carrier should be used when practical.

- b. Travel by public ground transportation: Round trip rail and/or bus fare and local fares to and from terminals.
- c. Travel by private automobile: Mileage at the maximum allowable rate under current Internal Revenue Service guidelines, plus tolls and parking. However, for round trips in excess of 1600 kilometers (1000 miles), the contribution shall not exceed \$550.00 under non-emergency travel conditions.
- 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 subsistence and hotel room expenses and other normal travel expenses, if reasonable and necessary, for each day or part of a day on ASME business. Approval may be given for additional days if this results in overall reduction in travel contribution.

C. Rules for paying a travel expense reimbursement.

- 1. The person is among those eligible to receive travel expense reimbursement as defined later in this Society Policy.
- 2. A request for travel expense reimbursement is submitted on an official ASME form and is in accordance with the rules related to that form.
- 3. The travel expense reimbursement request form is approved by the Chief Financial Officer or by a member of the ASME staff authorized to approve it.

D. Eligibility for travel expense reimbursement.

- 1. The following listed persons are eligible to receive travel expense reimbursement.
  - a. The President of the Society, for all travel related to their service to the Society.

**Deleted:** , the immediate Past President, and the President-Nominee/Elect for all travel related to their

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- b. ~~The Spouse, or partner~~ of the President, to attend the Society-Wide Meetings, and other meetings where spouses ~~and partners~~ are normally expected to attend.
- c. A Past President, or other Society member, who is requested to represent the President at a meeting of another organization or at any other special function.
- d. Members of a trial board to attend meetings related to the investigation of charges of misconduct or unethical behavior which have been brought against an ASME member as approved by the President.
- e. Public interest representatives to attend meetings of the Standards and Certification Sector, and its boards and committees; codes and standards representatives to attend international codes and standards meetings; members and designated participants of the Standards and Certification Sector, its boards and committees to attend leadership and training conferences focusing on the legal implications of Standards, and Certification to the Society; all of the above as approved by the Standards and Certification Sector.

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Responsibility: Committee on Finance

Adopted: June 16, 1982

Revisions: (editorial changes 4/85)  
(number of Policy changed from P-4.8 to P-4.6)  
(editorial changes 6/87)  
(editorial changes 4/89)  
(editorial changes 9/89)  
September 13, 1990  
December 5, 1991  
March 17, 1994  
(responsibility reassigned 11/98)  
(editorial changes 6/1/05)  
(editorial changes 5/14)  
(editorial changes 1/20/15)  
June 5, 2019  
(editorial change of COF's name in 6/20)



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**SOCIETY POLICY**  
**OPERATION GUIDES**

**I. PREFACE**

The Board of Governors of ASME has determined that it is beneficial to the operation of ASME for each unit to have an operation guide.

**II. PURPOSE**

- A. To set the minimum requirements for the operation guide and
- B. To establish the procedure for maintaining the operation guide.

**III. POLICY**

Each unit of ASME is to have an operation guide.

- A. It may be in the form of an ASME Manual.
- B. It may be for a number of similar units, e.g. Groups.

**IV. PROCEDURE**

A. Contents

1. The guide shall list the responsibilities of the unit, including those assigned by the ASME Constitution and By-Laws, the Society Policies, and any that are assigned by the Board of Governors.
2. The guide shall include an organization section defining the composition of the unit and the terms of the members, and listing the leadership and their terms.
3. The guide shall include an operations section listing the operating procedures and the meetings.
4. The guide shall include budgeting procedures, fiscal responsibilities and reporting procedures where applicable and in conformity with Fiscal Policies of the society as stated in Society Policy P-2.9.
5. The guide shall include vision and/or mission statements or other statements of purpose or direction of the unit.
6. The guide shall include procedures for nominating the members of the unit. The guide shall define members of the nominating committee for their unit. In addition, each guide will list positions, including the qualifications (e.g.

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knowledge and skills) necessary for such positions, and the terms of the positions required.

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7. The guides for the sectors shall include procedures for nominations for appointments that are delegated to the sectors.
8. Units are encouraged to strive for diversity and inclusion in volunteer leadership by making a conscious effort to take diversity and inclusion into account when filling vacancies. Therefore, the guide shall include a reference to Society Policy P-15.11.

**B. Review and Maintenance**

1. For units reporting to the Board of Governors an up-to-date copy of the operation guide shall be provided to the Committee on Organization and Rules for review and to provide a single location and source for these guides. This review should occur at least every three years, or when changes take place.
2. The Committee on Organization and Rules Operation Guide shall be provided to the Audit Committee for review. This review should occur at least every three years, or when changes take place.
3. For units reporting to sectors an up-to-date copy of the operation guide shall be provided to and maintained within each sector as determined by each sector.

Responsibility: Committee on Organization and Rules

Adopted: June 11, 1987

Reaffirmed: November 19, 1998

Revised: (editorial changes 8/88)  
(editorial changes 5/89)  
June 22, 1989  
September 13, 1990  
September 17, 1992  
(editorial changes 3/01)  
June 7, 2001  
June 1, 2005  
(editorial changes 1/14)  
(editorial changes 1/20/15)  
April 20, 2018  
June 3, 2018





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## 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:



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/[CEO](#) 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/CEO 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

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Fellow	Gold background
Member, Affiliate, Student	Blue background

(\*) Presented at Society expense

The pin for Member, Affiliate, and Student members may be purchased through the Society or agencies approved by the Society. Pin design and format shall be uniform and approved by the Executive Director/[CEO](#).

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/[CEO](#).

Badge color codings and designs require prior approval by the Executive Director/[CEO](#). Presently approved are:

Society Officers, <a href="#">Governors</a> 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 a position in the Society or holding 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 the position or membership only in connection with Society activities.  
  
Such designation of a position 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.

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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/CEO following instructions from the Board of Governors.

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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)
		April 14, 2021



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## SOCIETY POLICY

### ETHICAL CONDUCT VIOLATION PROCEDURES

#### I. PREFACE

- A. Article C2.1.1 of the Constitution states in part, "The purposes of this Society are to: ... Promote a high level of ethical practice. In all professional and business relations the members of the Society shall be governed by the Code of Ethics as stated in the Society Policies."
- B. By-Law B2.1 states in part: "To promote the art, science and practice of mechanical and multidisciplinary engineering and allied sciences to diverse communities throughout the world the Society shall:..."

#### ETHICAL PRACTICE

Maintain a Code of Ethics of Engineers consistent with the standards of the profession.

Promote and encourage practice in the profession within this code.

Arrange for adjudication within the structure of the Society for violations of the code brought to its attention."

- C. By-Law B3.3.1 states: "Any member who has been found to have violated the Constitution, By-Laws, Code of Ethics or Code of Conduct of the Society, may be expelled by the affirmative vote of a majority of the Board of Governors."
- D. ASME requires ethical conduct by its members and adherence to the provisions of the Constitution, By-Laws, and Policies of the Society. There may be occasions when a complaint of unethical conduct is filed against a member of the Society, and the following procedure is designed to ensure a prompt, thorough investigation and disposition of the matter. It is in the best interests of the member against whom a complaint has been filed, the Society, and the profession that such matters be handled in an impartial and confidential manner. Members and staff involved in the investigation and disposition of such cases shall not disclose particulars of any case except as required by their assigned duties as outlined in this Society Policy.
- E. Occasionally, complaints are brought to the attention of the Society rising out of a dispute between an employer or employee or between the parties to a contract. Ordinarily, such disputes are properly resolved through legal and commercial channels and not through an ethics complaint and inquiry.
- F. The Ethics Committee and the Executive Director/CEO of the Society have the responsibility for implementing the procedure defined in this Society Policy.
- G. At any phase of a complaint the Executive Director/CEO may, at his or her discretion, request the advice of Legal Counsel.

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- i. An individual's ethical conduct shall be evaluated on the basis of the Society Policies in effect on the date when a given action or omission took place. The review of such conduct, however, shall be conducted in accordance with the Ethical Conduct Violation Procedures in effect on the first date when a complaint is submitted. If the Ethical Conduct Violation Procedures are amended prior to the completion of the review process, such amendments shall not affect the review of pending matters except insofar as the Board of Governors, in amending the Ethical Conduct Violation Procedures, specifically approves retroactive effect for any portion or all of the amended Procedures.

## II. PURPOSE

- A. To state the procedures related to alleged violation of Society Policies related to ethical conduct.
- B. To provide a fair and responsible procedure for handling complaints and charges of violation of Society Policies related to ethical conduct.

## III. RESIGNATION

If a member against whom a complaint has been filed resigns prior to the final disposition of the case, or is administratively dropped from the Society's membership rolls (for reasons such as not paying dues in a timely manner, not signing a conflict of interest statement, etc.), the Society will accept the resignation or may initiate the termination of membership with the stipulation that the person may not reapply for membership. At its discretion the Society may continue the investigation and disposition of the case in accordance with this Society Policy. Member records of persons removed for unethical conduct violations, or administratively dropped while subject to the ethics violation process shall be kept by the Society for not less than ten years.

## IV. PROCEDURE

- A. Initial Review
  1. Any alleged violation of this Society Policy shall be reported to either the Executive Director/CEO or any member of the Executive Committee of the Board of Governors or ASME Human Resources who shall promptly notify the full Executive Committee. The Executive Committee shall initially determine whether the alleged violation shall be addressed through this Policy or Policy 15.7 "Ethics" or Policy 15.8 "Conflicts of Interest" or Policy 15.9 "Policy Against Discrimination (including Discriminatory Harassment) – Members" or Policy P-15.14 "Code of Conduct." There may be situations where actions are taken pursuant to one or more Society Policies.
- B. Complaint Phase



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1. Any person contemplating a complaint under this Society Policy may (but is not required to) participate in the following consultative procedure prior to the submission of their complaint. Any person contemplating a complaint who chooses not to use the following consultative procedure can go directly to the procedure in Section IV.B.2 of this Society Policy.

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a. The person shall notify the Society's Managing Director, Governance, orally or in writing that they are considering the filing of an ethics complaint and wishes to participate in the Society's pre-complaint consultative procedure. This notification shall include the name(s) of the person(s) contemplating the complaint and the person(s) who would be subject to the complaint.

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b. The Managing Director, Governance, shall promptly notify the members of the Ethics Committee, whereupon those members of the Committee who have no conflict of interest with respect to the possible complaint(s) shall promptly draw lots to determine which of their number will provide pre-complaint consultation.

c. Within thirty (30) days of the initial notification to the Managing Director, Governance, the Committee member selected by lot to provide pre-complaint consultation (the "consulting member") shall notify the person contemplating a complaint and provide consultation to them, with respect to:

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i. The identification and clarification of the ethical issues, if any, presented by the proposed complaint.

ii. The completion of the Society's complaint form in a manner that fulfills as nearly as possible the requirements of this Society Policy for complaints.

iii. The applicable procedures under this Society Policy, with the objective of assisting the person contemplating a complaint to understand the phases and nature of an ethics complaint under this Society Policy.

d. The consulting member shall at all times maintain neutrality and shall explain to the person contemplating a complaint that the role of the consulting member is limited to assisting the Society's membership to ensure that there is fair access to a forum for the impartial consideration of good-faith ethics complaints.

e. Once a complaint is filed, the consultation period shall be concluded, and the consulting member shall thereupon recuse himself or herself from further review of or participation in the matter. Without limiting the

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generality of the foregoing, there may be no post-complaint consultation by the consulting member. Additionally, the consulting member may terminate the consultation period at any time at their discretion, without regard to whether a complaint is filed, if they conclude that further consultation would not serve a useful purpose.

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2. To initiate action, a signed and dated written complaint shall be filed with the Executive Director/CEO of the Society. The written complaint must be prepared using the form of complaint supplied by the Society for this purpose and state with particularity (a) the name or names of those members of the Society who are the subject of the complaint (referred to hereinafter collectively as the "member subject to the complaint"), (b) those specific provisions of the Society Policies that the member subject to the complaint is alleged to have violated, and (c) the alleged facts that are alleged to establish each such alleged violation (including without limitation those specific provisions of the Constitution, By-Laws or Policies of the Society, if any, by which the subject(s) of the complaint have allegedly failed to abide). The complaint may be filed by any interested person or group within or outside the Society. The complaint shall conclude with the following statement by the complainant:

"All facts alleged in this complaint are, to the best of my knowledge, true, correct and complete, and I have neither knowingly misrepresented nor knowingly omitted any information that would be material to the evaluation of the merits of this complaint. I understand that if the foregoing statements are untrue and if I am a member of the American Society of Mechanical Engineers, I may have violated the Society's Code of Ethics. I understand that the entire contents of my complaint including my identity may be disclosed to the individual or individuals referenced in my complaint during the course of any review of my complaint, and I consent to such disclosures."

3. No complaint shall be maintained or upheld pursuant to this Society Policy unless such complaint is submitted to the Society pursuant to this Society Policy within three (3) years after:
  - a. the date of the incident (or last of a series of related incidents) constituting the alleged violation; or, if later,
  - b. the earliest date on which the complainant had knowledge, or on which a member of the Society reasonably should have had knowledge, that any such incident (or series of related incidents) might constitute a violation reportable under this Society Policy.
4. The Executive Director/CEO, upon receipt of a complaint of alleged unethical conduct, shall within thirty (30) days:

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- a. acknowledge receipt of the complaint to the complainant by certified mail (return receipt requested),
- b. ascertain whether the person against whom the complaint has been made is currently a member of the Society,
- c. determine whether the complaint fulfills the requirements of IV.B.2, and
- d. if the requirements of either IV.B.4.b or IV.B.4.c or both of them are not met, notify the complainant by certified mail (return receipt requested) that the complaint has been rejected because it fails to fulfill either IV.B.4.b or IV.B.4.c or both of them, as the case may be. If arrangements for a consultation were made under Section IV.B.1, the members of the Ethics Committee shall be notified that the complaint was barred. The members of the Ethics Committee must maintain confidentiality.

Such complaint may be revised and resubmitted, and the date of any such resubmission shall be the submission date for purposes of IV.B.3.

5. If the complaint is not rejected pursuant to IV.B.4, the Executive Director/CEO shall within sixty (60) days of receipt of the complaint:
  - a. send the Chair of the Ethics Committee a copy of the complaint received, and
  - b. decide, with concurrence of the Chair of the Ethics Committee, whether the complaint is barred from further consideration
    - i. by reason of IV.B.3,
    - ii. because it involves a dispute between an employer or employee or between the parties to a contract which dispute is properly resolved through legal or commercial channels,
    - iii. because it raises issues that are trivial, frivolous or harassing in nature, or
    - iv. because the facts alleged in the complaint, even if true, would not constitute violations of the Society Policies.
6. If the complaint is barred as provided in IV.B.5.b, the Executive Director/CEO shall notify the complainant by certified mail (return receipt requested) that the complaint is barred for such of the reasons set forth in IV.B.5.b as shall apply. If arrangements for a consultation were made under Section IV.B.1, the members

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of the Ethics Committee shall be notified that the complaint was barred. The members of the Ethics Committee must maintain confidentiality.

7. If the Executive Director/CEO and the Chair of the Ethics Committee do not concur as to any matter for which their concurrence is required under IV.B.5.b, the matter shall be presented to the President of the Society, whose determination shall govern and may not be appealed, or, if the complaint shall involve the President, Executive Director/CEO or Chair of the Ethics Committee as either a witness or the member subject to the complaint, the matter shall be presented to the Board of Governors (other than the President if they are the individual subject to the complaint), whose determination shall govern and may not be appealed.
8. If the complaint is not rejected pursuant to IV.B.4 or IV.B.5, the Executive Director/CEO shall notify the complainant that the matter is being referred to the Ethics Committee within thirty (30) days of the determination by the Executive Director/CEO and Chair of the Ethics Committee, per Section IV.B.5, or by the President or Board of Governors per Section IV.B.7 that the complaint is not barred.
9. Within sixty (60) days of the notice sent to the complainant per Section IV.B.8, the Executive Director/CEO and the Chair of the Ethics Committee shall prepare (in consultation with legal counsel) a statement of preliminary charges and the Executive Director/CEO shall:
  - a. Notify the member subject to the complaint, by certified mail (return receipt requested), that an ethics complaint has been filed,
  - b. Include with the notification a copy of the statement of preliminary charges, the complaint, and the following statement:
    - i. That the preliminary charges allege matters to be within the scope of the Society Policies,
    - ii. That an investigation will be made to determine if the complaint is substantiated by the facts, and
    - iii. That the member is encouraged to submit a written response (of not more than ten (10) double-spaced letter-sized pages in Times New Roman type with a minimum font size of 10) to the complaint within thirty (30) days and to inform the Society of his or her preferred address.
  - c. In consultation with the Chair of the Ethics Committee, designate an Investigative Panel of no more than five members from the Society's staff or membership (or both) to conduct an investigation of the matter, and

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- d. Provide the Investigative Panel with a copy of the complaint and a copy of the statement of preliminary charges (the complaint and preliminary charges shall not foreclose the Investigative Panel from determining that there may have been violations of provisions of the Society Policies other than or in addition to those cited in the complaint or the preliminary charges).
  - e. Members of the Ethics Committee are not eligible to serve on an Investigative Panel.
10. Reasonable expenses incurred by the Investigative Panel shall be paid by the Society.
11. In any case in which a complaint or other written or oral submission in connection with the submission, investigation and review of an ethics complaint contains statements or makes omissions that may give rise to an ethics complaint against the individual making the complaint or other submission, the Executive Director/CEO shall submit the relevant information to the Secretary of the Society, whose responsibility it shall be to evaluate the information and determine whether to make an ethics complaint in respect of such individual's conduct. This Section IV.B.11 shall not limit the right of any other person to make a complaint in respect of such individual's conduct, provided the person making the complaint has properly obtained the information on which his or her complaint is based.
12. Upon becoming a member of the Investigative Panel, each member shall state in writing adherence to the conditions of Appendix I of this Society Policy, "the Confidentiality Policy."
- C. Investigative and Review Phase
1. The Investigative Panel shall hold individual conferences on the subject matter of the complaint with the member against whom a complaint has been filed, the complainant and any other persons known or believed to have knowledge of the matter (such other persons, the "witnesses"). In the conduct of these informal conferences, the following should be kept in mind by all concerned:
- a. the purpose is to determine if there is cause for further action by the Society,
  - b. the investigation is not a legal hearing, but an informal conference to determine the facts in the matter, and the member is not "accused" by the Society in a legal sense,
  - c. the greatest tact must be exercised by the Investigative Panel,

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- d. if, during the conference, information is obtained that suggests the need to broaden the scope of the investigation, the Investigative Panel shall conduct such additional investigation before completing the investigation of the matter, and
  - e. at the start of each conference, the Investigative Panel shall advise each witness that the information may or may not be used in a written report and it may be furnished to the member subject to the complaint.
  - f. those appearing before the Investigative Panel must maintain confidentiality.
2. After the Investigative Panel is assured that all pertinent information concerning the matter has been secured, the Investigative Panel shall prepare a detailed written report giving all data concerning the matter. The Investigative Panel shall make one (1) of the following determinations:
- a. That the facts, as found by the Investigative Panel, do not support the complaint and as such do not provide a sufficient basis for any further action by the Society, in which case the matter shall be handled as provided in IV.C.3, or
  - b. That the facts, as found by the Investigative Panel, appear to establish a violation of the Society Policies that is minor and as such does not warrant suspension or expulsion of the member subject to the complaint, in which case the matter shall be handled as provided in IV.C.4, or
  - c. That the facts, as found by the Investigative Panel, appear to establish a violation of the Society Policies that is more than minor and as such may warrant suspension or expulsion of the member subject to the complaint, pursuant to a formal statement of charges adopted by the Investigative Panel as a part of its determination, in which case the matter shall be handled as provided in IV.C.5.

Within thirty (30) days of a determination under this Section IV.C.2, the Investigative Panel shall notify in writing the Chair of the Ethics Committee and the Executive Director/CEO of such determination. Such notification, in the case of a determination described in IV.C.2.c, should include the formal statement of charges adopted pursuant to IV.C.2.c.

3. If there is a determination, pursuant to IV.C.2.a, that the facts, as found by the Investigative Panel, do not support the complaint and as such do not provide a sufficient basis for any further action by the Society, the Executive Director/CEO shall within thirty (30) days of receiving the notification specified in IV.C.2:

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- a. notify the Board of Governors of the determination,
- b. by certified mail (return receipt requested), notify the complainant, the member subject to the complaint and all witnesses who have been interviewed by the Investigative Panel that the matter is closed pursuant to this Section IV.C.3, and the resolution of the matter shall be held confidential and not revealed to any other party by the complainant or the member subject to the complaint, and
- c. close the official file on the matter and retain the file in the records of the Society for not less than ten (10) years from the date on which the initial complaint was received by the Society.

A complaint disposed of pursuant to this Section IV.C.3, even if the complaint is revised, may not be resubmitted.

4. If there is a determination by the Investigative Panel, pursuant to IV.C.2.b, that the facts, as found by the Investigative Panel, appear to establish a violation of the Society Policies that is minor and as such does not warrant suspension or expulsion of the member subject to the complaint, the Executive Director/CEO on behalf of the Investigative Panel shall within thirty (30) days of such determination send a letter of warning/admonishment to the member subject to the complaint by certified mail (return receipt requested) and
  - a. notify the Board of Governors of the determination,
  - b. by certified mail (return receipt requested), notify the complainant of the determination that the matter is closed pursuant to this Section IV.C.4 and that the resolution of the matter shall be held confidential and not revealed to any other party by the complainant.
  - c. by certified mail (return receipt requested), notify all witnesses who have been interviewed by the Investigative Panel that the matter has been resolved and is closed, and
  - d. close the official file on the matter and retain in the file records of the Society for not less than ten (10) years from the date on which the initial complaint was received by the Society.
5. If there is a determination, pursuant to IV.C.2.c, that the facts, as found by the Investigative Panel, appear to establish a violation of the Society Policies that is more than minor and as such may warrant suspension or expulsion of the charged, the Executive Director/CEO, within thirty (30) days of receipt of the notification described in IV.C.2 shall notify the President in writing that the matter will be submitted to the Board of Governors for determination. In making its determination, the Board of Governors shall not be bound by the

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recommendations of the Investigative Panel and may upon review of the complaint; (1) determine that the complaint is not supported by the facts; (2) determine that a lesser sanction such as a letter of warning/admonishment should be issued; or (3) suspend or expel the member. The Board of Governors should ordinarily make such determination in a closed session of the Board.

Within thirty (30) days of the rendering of a decision by the Board of Governors, the Executive Director/CEO shall:

- a. by certified mail (return receipt requested), notify the subject of the complaint of the determination that the matter is closed pursuant to this Section IV.C.5 and that the resolution of the matter shall be held confidential and not revealed to any other party by the subject of the complaint;
  - b. by certified mail (return receipt requested), notify the complainant of the determination that the matter is closed pursuant to this Section IV.C.5 and that the resolution of this matter shall be held confidential and not revealed to any other party by the complainant;
  - c. by certified mail (return receipt requested), notify all witnesses who had been interviewed by the Investigative Panel that the matter has been resolved and is closed, and
  - d. close the official file on the matter and retain in the files of the Society for not less than ten (10) years from the date on which the initial complaint was received by the Society.
6. Within thirty (30) days of the determination of any ethics case, the Executive Director/CEO shall, by certified mail (return receipt requested), notify the members of the Ethics Committee of the determination that the matter is closed pursuant to either Section IV.C.3, IV.C.4, or IV.C.5 and that the resolution of the matter shall be held confidential and not revealed to any party by members of the Ethics Committee.
  7. A complaint disposed of by the Board of Governors, even if the complaint is revised, may not be resubmitted.
  8. All files concerning ethics complaints and the resolution thereof shall be confidential and may not be disclosed except by authority of the Board of Governors. The records shall be retained for a period of not less than ten (10) years from the date on which the initial complaint was received by the Society. The proceedings may be synopsisized and made anonymous for later publication for instructive purposes.



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9. The membership shall be notified of all disciplinary actions taken by the Board of Governors under this Section IV.C.5 for violations of the Society Policies, by publication of a suitable notice in MECHANICAL ENGINEERING or ASME NEWS. The name of the disciplined member shall not be published. However, the action of the Board of Governors, including the name of the disciplined member, shall be reported to the section chair and appropriate Society officers.

Responsibility: Committee of Past Presidents/Ethics Committee

Reassigned from Centers Board of Directors/Center for Career and Professional Advancement/Committee on Ethical Standards and Review 2/2012

Reassigned from Centers Board of Directors/Center for Professional Development, Practice & Ethics/Committee on Ethical Standards and Review 4/23/09

Reassigned from Council on Member Affairs/Board on Professional Practice & Ethics 6/1/05

Adopted: June 18, 1975

Revised: September 29, 1978  
June 25, 1980  
November 17, 1983  
(editorial changes 3/84)  
June 14, 1985  
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June 18, 1989  
June 6, 1990  
(editorial change 2/94  
November 21, 1996  
(editorial changes 9/97)  
June 9, 1999  
(editorial changes 6/02)  
(editorial changes  
September 23, 2005  
November 5, 2006  
(editorial changes in responsible unit 4/09)  
(Unit Reassignment Due to Reorganization 2/12)  
November 15, 2013  
November 10, 2019  
October 6, 2021

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**APPENDIX I**  
**INVESTIGATIVE PANEL**  
**CONFIDENTIALITY POLICY**

The Business of the Society as it relates to the review of any ethics case shall be strictly confidential. The unauthorized dissemination of information related to this activity is prohibited.

In no case shall information concerning a review of an alleged ethical violation be used other than for the purpose of reviewing said allegation in accordance with applicable procedures.

All information regarding questions on the review of alleged violations, including all discussions and material distributed at meetings, is strictly confidential, and shall not be discussed nor sent to anyone not authorized to have access to the questions.

Agreeing to comply with these requirements is not to be interpreted as a preemption of one's obligation to adhere to the Constitution or Charter of ASME, nor to laws or regulations of any country, state, province or municipality or residence.

TO: Executive Director/CEO, ASME

I have read and agree to adhere to this Confidentiality Policy.

Name: \_\_\_\_\_  
Print                                  Signature                                  Date



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## SOCIETY POLICY

### CONFLICTS OF INTEREST

#### I. PREFACE

- A. Article C2.1.1 of the Constitution lists the following as one purpose of the Society: To “[p]romote a high level of ethical practice.”
- B. Article C2.1.1 states in part “[i]n all professional and business relations the members of the Society shall be governed by the Code of Ethics.”
- C. Society Policy P-15.7 states in part, “Engineers shall act in professional matters for each employer or client as faithful agents or trustees, and shall avoid conflicts of interest or the appearance of conflicts of interests.”

#### II. PURPOSE

Each individual acting for or in the name of the American Society of Mechanical Engineers (“ASME” or the “Society”) is in a position of trust. This Society Policy is intended:

- A. To further assure the objectivity and public confidence in the integrity of all Society deliberations and statements, by establishing guidelines and procedures concerning conflicts of interest. It is acknowledged and understood that competent and knowledgeable individuals of recognized abilities, qualifications and interest who participate in professional activities may have potential conflicts of interest.
- B. To establish guidelines and procedures to enable individuals to act ethically and to uphold the integrity of the Society’s policies, rules, codes, and standards.
- C. To ensure that individuals act in the Society’s best interest and comply with applicable legal requirements.

#### III. POLICY APPENDIX A & APPENDIX B

- A. Appendix A (Technical or Membership Matters)

Appendix A of this Society Policy applies to decisions or actions pertaining to ASME and involving Technical or Membership Matters. A matter is a “**Technical or Membership Matter**” if it pertains primarily to a technical issue or a membership issue and is not a Financial Matter. Generally speaking, matters coming before the following bodies within ASME are Technical or Membership Matters: the Nominating Committee, the Committee on Organization and Rules, Council on Standards and Certification and the Committee of Past Presidents as well as any units or sub-units of the Society that normally consider Technical or Membership Matters.

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B. Appendix B (Financial Matters)

Appendix B of this Society Policy applies to decisions or actions pertaining to ASME (or an ASME affiliate) and involving Financial Matters, but only if the Financial Matter is a “**Covered Arrangement**” as defined in Appendix B. The term “**Financial Matters**” means a matter involving the expenditure, augmentation, use, disposition, or allocation of ASME's resources or the resources of an ASME affiliate. A Financial Matter includes (without limitation) any recommendation, advice, decision, or action concerning:

- an expenditure by ASME (e.g., payment of compensation or a reimbursement, leasing or licensing property from third parties, buying property, contracting for services, and granting a prize or award);
- an augmentation of ASME's resources or capacity (e.g., accepting a gift or bequest of money or property, accepting the use of services, or joining forces with another organization); or
- the use, investment, disposition, or allocation of ASME resources (e.g., selling ASME's property, leasing or licensing ASME property to third parties, selecting an investment advisor or manager, and allowing third parties to use ASME property or other resources such as staff time, endorsements, logos, or other intellectual property).

If a matter involves both Financial Matters and Technical or Membership Matters, it should be handled in a manner consistent with both Appendix A and Appendix B of this Society Policy to the extent possible, and in the event of uncertainty, in a manner consistent with Appendix B.

C. INTEGRAL PART AND USE OF DEFINED TERMS

Appendix A and Appendix B are incorporated in (and therefore are an integral part of) this Society Policy. Capitalized terms used in Appendix A or Appendix B and not defined in such Appendices have the meanings set forth above.

IV. **USE OF ASME NAME, SEAL, EMBLEM, INITIALS, TITLES, ETC.**

The use of Society titles for those holding elected and non-elected office within the Society shall follow the guidelines stated in paragraph III.D.4 of Society Policy P-14.6, Society Name, Seal, Emblem, Initials, Titles, Identification and Certificates. Violations of those guidelines by volunteers shall be considered under violations of the Code of Ethics. (See Society Policy P-15.7, Ethics.)

V. **USE OF ASME STATIONERY**

Society Policy P-14.6 Society Name, Seal, Emblem, Initials, Titles, Identification and Certificates contains provisions with respect to the use of ASME stationery in Paragraph III.B.4.

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**VI. NOTICE, STATEMENT OF ADHERENCE, AND OVERSIGHT**

A. *Notice.* Before assuming a position (including as an Appointed Governor or Governor-elect), each member of a unit or sub-unit of the Society and each volunteer elected or appointed to represent ASME in some other capacity shall be sent by mail or as an electronic link, as appropriate, a copy of this Society Policy, Society Policy P-15.7, Ethics and Society Policy P-14.6, Society Name, Seal, Emblem, etc., and be directed to adhere to the applicable provisions of these policies as a condition of acting for or representing the Society.

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B. *Statement of Adherence.* Before assuming a position (including as an Appointed Governor or Governor-elect), unless there is in ASME's files a prior signed acceptance of Society Policy P-15.8, each member of a unit or sub-unit of the Society and each volunteer elected or appointed to represent ASME in some other capacity shall state in writing his or her commitment to adhere to the applicable provisions of this Society Policy. If this signed Statement of Adherence is not on file, the volunteer may not assume the position.

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C. *Updated Statement of Adherence.* If either Policy P-14.6 or P-15.8 receives substantive revision as determined by the Board of Governors, all volunteers required to have a Statement of Adherence on file shall receive a copy of the revised Policy and shall be requested to sign an updated Statement of Adherence. Should there be any occurrence where a volunteer does not sign a new Statement of Adherence and forward it to the Society within 90 days, the Executive Director/CEO shall inform the pertinent board, committee, sector, or other pertinent body that the volunteer is in violation of this provision of this Society Policy and may not continue in their position or further represent ASME. When action is taken by a volunteer to comply with this Policy, that individual shall be reinstated to his or her position and allowed to represent ASME in his or her previous position.

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D. *Oversight.* At least twice a year, the Executive Director/CEO of ASME shall submit a report to the Ethics Committee certifying that the requirements of subparagraphs (A), (B) and (if applicable) (C) have been met and shall include names of those volunteers not in compliance.

E. *Employees.* Notice to ASME employees and the handling of Statements of Adherence and Updated Statements of Adherence will be pursuant to ASME employment procedures determined by the Executive Director/CEO.

F. *Initial Review.* Any alleged violation of this Society Policy should be reported to either the Executive Director/CEO or any member of the Executive Committee of the Board of Governors or ASME Human Resources who shall promptly notify the full Executive Committee. The Executive Committee shall initially determine whether the alleged violation shall be addressed through this Policy or Policy 15.4 "Ethical Conduct Violation Procedures" or Policy 15.7 "Ethics" or Policy 15.9 "Policy Against Discrimination (including Discriminatory Harassment) – Members" or Policy 15.14 "Code of Conduct." There may be situations where actions are taken pursuant to one or more Society Policies.

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**VII. GUIDANCE**

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Volunteers and employees are urged to seek prompt input from the Office of the General Counsel if they have a question about the proper application of this Society Policy, including a decision whether a matter is a Technical or Membership Matter, a Financial Matter, both, or neither.

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**APPENDIX A**  
**(ASME Conflicts Policy for Technical or Membership Matters)**

**1. PREAMBLE (for Technical or Membership Matters)**

Because ASME holds as paramount the safety, health, and welfare of the general public, each member and non-member (each, a “volunteer”) participating in decisions with respect to Technical or Membership Matters has a fundamental responsibility to exercise impartial professional judgment to enhance the Society and the practice of mechanical engineering in the public interest. Appendix A applies to volunteers when there are discussions, deliberations or voting with respect to Technical or Membership Matters, whether or not arising during the formal session of a committee or other body within ASME.

This Appendix A is in addition to, and not in lieu of, any policy or operating guide applicable to a particular ASME activity (e.g., honors and awards) or body (e.g., a Sector Board or Council or a Board within a Sector). In the event of a conflict between the terms of any such policy or operating guide and this Appendix A, the terms of this Appendix A shall govern the matter.

Each individual has the primary responsibility for assuring his or her adherence to this Appendix A as well as to Appendix A and other applicable ASME policies or operating guides that address conflicts of interest.

**2. DEFINITIONS (for Technical or Membership Matters)**

- a. *“Conflicts of Interest.”* The potential for a “conflict of interest” involving Technical or Membership Matters exists whenever a person owes a loyalty to multiple interests or organizations. Having different interests or loyalties does not constitute a conflict of interest when the action desired by each interest is the same. This situation may be described as a community of interest. A conflict of interest in Technical or Membership Matters occurs only when loyalty to one interest would impel a course of action different from that impelled by another interest. For example, while acting for or on behalf of the Society in a Technical or Membership Matter, a volunteer may be asked to consider a matter which directly affects the specific rather than the collective interests of the individual's employer or a competitor of the employer. In such instances, there could be a conflict of interest between exercise of the volunteer's independent professional judgment on behalf of ASME and the public and the individual's loyalties and responsibilities to their employer or another entity.
- b. *“Balance of Interest.”* In many ASME standards-writing committees and other committees, the procedures for appointment provide for a balanced or diversified representation among the various categories of interest within the scope of that committee's concern. This “balance of interest” minimizes the instances of appearance of conflict of interest in Technical or Membership Matters by preventing situations in which a single interest group could control the action on an issue. Accordingly, where general categories of interest were considered in appointing a balanced committee or other group, an individual's identification with the particular interest shall not be grounds for raising an issue of the

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appearance of a conflict of interest in Technical or Membership Matters. This is particularly so because the removal of one or more individuals representing a particular category of interest on conflict of interest grounds could upset the planned balance of economic and technical interests.

3. **DUTIES AND RESPONSIBILITIES (for Technical or Membership Matters)**

- a. It is the duty of volunteers acting for or on behalf of the Society in Technical or Membership Matters to be aware of the possibility of a conflict of interest between their responsibilities to ASME and the public on the one hand and to their employer or another entity on the other.
- b. All volunteers have a fundamental responsibility to refrain from participating in Society decision-making on Technical or Membership Matters when a competing interest precludes or inhibits the exercise of the volunteer's independent professional judgment on behalf of ASME, or when the nature of the competing interest is such that the volunteer's continued participation would unreasonably jeopardize the integrity of the decision-making process in Technical or Membership Matters.

4. **PROCEDURES (for Technical or Membership Matters)**

- a. In instances where it is clear to an individual volunteer that their judgment with respect to a Technical or Membership Matter is controlled by their loyalty to a competing interest, they should disqualify themselves and refrain from influencing and participating in the deliberations and decision-making regarding the conflict-affected matter. This does not preclude the volunteer's attendance and participation at any meeting of a committee or other body on the same basis as any non-member of the committee or other body.
- b. In instances where an individual volunteer believes that there may be the appearance of a conflict of interest (a "possible conflict situation") involving a Technical or Membership Matter, although they believe that their independent judgment will not be affected by a competing interest, the volunteer should nevertheless take at least one of the following consultative courses of action:
  - i. If the individual is serving on a unit or sub-unit of the Society considering a Technical or Membership Matter, the individual should make certain that all concerned with the projected deliberations or decision-making on the Technical or Membership Matter clearly understand the facts and circumstances involved in this possible conflict situation. Then, following due consideration of the circumstances involved, unless a three-fourths majority concur by secret ballot that the individual's continued participation will not unreasonably jeopardize the integrity of the decision-making process, the individual shall not attempt to influence, be present at or participate in deliberations and decision-making regarding the conflict-affected matter. Such disqualification considerations may be either referred or appealed, in the first instance, to the appointing committee or supervisory body, if any, and then, if unresolved, the Executive Committee of the Board of Governors, pursuant to Section VI.F, may refer

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this to the Ethics Committee or other appropriate unit of ASME for action. Such referral and appeals may be made by the chair of the unit or sub-unit, the individual volunteer, or any other participant in the consideration of the possible conflict situation. Additionally, the member may elect to bypass the secret-ballot measure described above and take the matter directly to the appointing committee or supervisory body, if any, and then, if unresolved, to the Executive Committee of the Board of Governors, pursuant to Section VI.F, who may refer this to the Ethics Committee or other appropriate unit of ASME for action.

- ii. If the individual is acting for or on behalf of ASME other than in a committee or group participation capacity, the individual should bring the possible conflict situation directly to the attention of the appointing committee or supervisory body, if any, and then, if unresolved, to the Executive Committee of the Board of Governors, pursuant to Section VI.F, who may refer this to the Ethics Committee or other appropriate unit of ASME for action.
- c. Any member of a sector, board, division, committee, section, subcommittee, or other decision-making body who believes that the continued participation of any other member of that body in a Technical or Membership Matter may unreasonably jeopardize the integrity of the decision-making process may call for the consultative courses of action set forth in Paragraph 4(b)(i) or (ii) above.

5. **IMPLEMENTATION AND COMPLIANCE**

The Ethics Committee shall oversee the implementation of, and compliance with, this Appendix A. The Ethics Committee shall have authority to review questions of conflicts of interest under this Appendix A and to render opinions thereon. The Ethics Committee may authorize the Chair of the Ethics Committee to issue a letter of warning or admonishment to persons who violate this Appendix A or request that the Chair refer the matter to the Executive Director/CEO for processing as an ethics complaint under Society Policy P-15.4. A decision of the Ethics Committee shall be binding and final if a letter of warning or admonishment is the course of action.

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## APPENDIX B

### (ASME Conflicts Policy for Financial Matters)

#### 1. PREAMBLE (for Financial Matters)

Because ASME is a not-for-profit corporation formed under the laws of the State of New York, those who serve ASME have a duty to adhere to the purposes to which ASME is dedicated and to conduct the affairs of ASME in a manner consistent with those purposes and not to advance their personal financial interests when Financial Matters are under consideration. This Appendix B is intended to ensure that those who fulfill leadership roles with respect to Financial Matters act in ASME's best interest and comply with applicable legal requirements, despite the existence of a conflict of interest. This Appendix B is designed to promote the identification, disclosure, evaluation, and disposition of any real, potential, or apparent conflicts of interest that might, in fact or in appearance, call into question the duty of undivided loyalty owed to ASME by its leaders.

This Appendix B is in addition to, and not in lieu of, any conflict of interest policies promulgated by the Executive Director/CEO with respect to ASME employees and is also in addition to, and not in lieu of, Appendix A and any policy or operating guide applicable to a particular ASME activity (e.g., honors and awards) or body (e.g., a Sector Board or Council or a Board or Committee within a Sector). In the event of a conflict between the terms of any policies, operating guides or Appendix A and this Appendix B, the terms of this Appendix B shall govern the matter.

Each individual has the primary responsibility for assuring their adherence to this Appendix B as well as to Appendix A and other applicable ASME policies or operating guides that address conflicts of interest.

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#### 2. DEFINITIONS (for Financial Matters)

- a. The term "**Authorized Body**" means any one of the following: (a) the ASME Board of Governors, (b) the Audit Committee, or (c) a Committee of the Board having delegated authority with respect to a given sphere of activity. If no Committee of the Board has delegated authority with respect to a given sphere of activity, the term "**Authorized Body**" means the ASME Board of Governors or the Audit Committee.
- b. The term "**Committee Member**" means each member of the following bodies: the Committee on Finance, the Committee on Executive Director/CEO Evaluation and Staff Compensation, the Audit Committee, Retirement Plan Committee, and any committee, task force, or similar body appointed or designated by the Board of Governors or the President.
- c. The term "**Committee of the Board**" is a committee appointed by the Board of Governors and whose voting membership consists of at least three individuals, all of whom are members of the Board of Governors. At the time of adoption of this Society Policy, the only committees that are Committees of the Board are the Audit Committee, Executive

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Committee and the Executive Director/CEO Evaluation and Staff Compensation Committee. Because the Committee on Finance includes members who are not members of the Board of Governors, it is not a Committee of the Board.

- d. The term “**Covered Arrangement**” means each proposed transaction, agreement, or other arrangement (including any grant, scholarship, or compensation arrangement) in which:
- i. (A) one or more Related Parties (defined below) would have a financial interest and (B) the Society or any affiliate of the Society (including without limitation the ASME Foundation) would be a participant; or
  - ii. there could be an actual or perceived conflict of interest for some other reason, including any transaction, agreement, or other arrangement in which the interests of a Related Party could be seen as competing with the interests of the Society or any affiliate of the Society.

All Covered Arrangements are circumstances that constitute a perceived, potential, or actual conflict of interest and as such are subject to the terms of this Appendix B. If a Covered Arrangement involves an affiliate of the Society, it is an “**Affiliate Covered Arrangement**.”

- e. The term “**Governor**” means each member of the Board of Governors in office from time to time, as well as each Governor-elect and Governor-nominee.
- f. The term “**Key Employee**” means each person who is in a position to exercise substantial influence over the affairs of the Society within the meaning of Section 4958(f)(1)(A) of the Internal Revenue Code and Section 53.4958-3(c), (d) and (e) of the Treasury Regulations or analogous provisions. The group of Society employees who are deemed to be Key Employees includes (but is not necessarily limited to) employees designated from time to time by the Executive Director/CEO, in consultation with the Treasurer.

- g. The term “**Officer**” means each officer of the Society holding office from time to time and holding the rank of Senior Vice President, President, ~~Secretary-Treasurer, Assistant Secretary, Assistant Treasurer, Executive Director/CEO, and Chief Financial Officer,~~

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Deleted: Immediate Past President or President-elect as well as each Senior Vice President-elect and Secretary-Treasurer-elect.

- h. The term “**Related Parties**” means:
- i. The Governors, Officers, Committee Members and Key Employees of the Society.
  - ii. The following living relatives of each individual described in subparagraph (i):
    - (A) his or her ancestors
    - (B) his or her spouse or domestic partner
    - (C) his or her siblings and half-siblings
    - (D) the spouses or domestic partners of his or her siblings and half-siblings

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- (E) his or her children, grandchildren, and great-grandchildren<sup>1</sup>
  - (F) the spouses or domestic partners of his or her children, grandchildren, and great-grandchildren.
- iii. The following entities and trusts:
- (A) any entity or trust of which any individual described in subparagraph (i) or (ii) serves as a director, trustee, officer, or employee.
  - (B) any entity or trust in which any one or more individuals described in subparagraph (i) or (ii) have a 5% or greater ownership or beneficial interest.

**3. PROCEDURES (for Financial Matters)**

a. Individual Responsibilities

- i. *Disclosure.* If a Governor, Officer, Committee Member or Key Employee of ASME has a direct interest in a Covered Arrangement, or an indirect interest through a person who is a Related Party with respect to ~~them, they,~~ must immediately disclose in writing the existence and circumstances of the arrangement (including the material facts concerning ~~their,~~ interest) to an Authorized Body.
- ii. *Refraining from Influence.* The individual must refrain from attempting to influence the deliberation or voting on the Covered Arrangement.
- iii. *Deliberations and Voting.* The individual may not participate in or attend the deliberations or vote on the Covered Arrangement. However, at the request of the Authorized Body, the individual may present background information or answer questions on the Covered Arrangement. The conflict does not preclude the individual's attendance at and participation in the rest of the meeting of the Authorized Body.
- iv. *Affiliate Covered Arrangements.* If the Covered Arrangement is also an Affiliate Covered Arrangement, the disclosure required by Paragraph 3(a)(i) shall be made only to the Audit Committee of the Society and the Audit Committee of the affiliate (or, if the affiliate does not have an Audit Committee, to the governing body of the affiliate). The Audit Committee of the Society must confirm that the steps required in this Paragraph 3(a) have been and are being taken, and no further action by the Society shall be required pursuant to this Appendix B except as the Audit Committee shall determine in the specific instance following consultation with the Audit Committee of the affiliate.

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<sup>1</sup> Adoptive children, grandchildren, and great-grandchildren are included within this definition.

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b. Society Responsibilities

- i. *Authorized Body Tasked with Fulfilling These Responsibilities.* An individual's disclosure with respect to a Covered Arrangement pursuant to Paragraph 3(a) triggers the Society's responsibilities under this Paragraph 3(b) (unless it is an Affiliated Covered Arrangement, in which event the Audit Committee will determine which, if any, responsibilities under this Paragraph (b) will apply or if some other course of action is warranted). However, the Authorized Body receiving the disclosure may request that another Authorized Body perform the Society's responsibilities under this Paragraph 3(b), in which event references below are to that Authorized Body if it undertakes the responsibilities. For example, if disclosure is made to the Audit Committee, the Audit Committee may request that the Board of Governors fulfill the remaining responsibilities under this Paragraph 3(b).
- ii. *Confirmation of Individual Actions.* The Authorized Body must confirm that the steps required in Paragraph 3(a) have been and are being taken.
- ii. *Fairness and Reasonableness.* Before approving a Covered Arrangement, the Authorized Body must determine that it is fair, reasonable and in the Society's best interest at the time of such determination.
- iv. *Comparability Data.* Prior to entering into the Covered Arrangement, the Authorized Body must obtain and rely on comparable market data, to the extent available.
- v. *Alternative Transactions.* Prior to entering into the Covered Arrangement, if a related party has a "substantial financial interest" in it within the meaning of New York law, the Authorized Body must consider alternative transactions, agreements, or arrangements, to the extent available.
- vi. *Materiality to ASME.* The Authorized Body must determine whether the arrangement is material to the financial, reputational, or other interests of the Society, in which event consideration must be given to alternative transactions, agreements or arrangements, to the extent possible. If an Authorized Body other than the Board of Governors makes a determination that the arrangement is material, it (A) must promptly notify the Board of Governors of this determination and (B) may condition its approval, if any, of the arrangement on the further review, approval, endorsement or other input of the Board of Governors.
- vii. *Voting.* All determinations and approvals with respect to a Covered Arrangement require the affirmative vote of not less than a majority of the members of the Authorized Body present at the meeting of the Authorized Body (provided a quorum is present and no greater portion is required by applicable law or Society requirement). Interested members of the Board of Governors

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may be counted solely for determining the presence of a quorum. Notwithstanding the foregoing, the salary of the Executive Director/CEO may be set only by the affirmative vote of a majority of the entire Board of Governors.

- viii. *Contemporaneous Documentation.* All disclosures and recusals with respect to a Covered Arrangement together with the basis for all determinations and approvals of the Authorized Body must be contemporaneously documented in writing (including in the minutes of any meeting at which the arrangement was discussed and voted on). This documentation must include an account of the consideration of comparable market data and alternative transactions, agreements, or arrangements, to the extent considered or available.
- ix. *Reporting to the Board or Audit Committee.* If the arrangement is before an Authorized Body other than the Board of Governors or Audit Committee, the existence of the matter and its disposition must be promptly disclosed to the Board of Governors and Audit Committee.

#### 4. ANNUAL COMPLIANCE AND DISCLOSURE STATEMENT

At least once per year, each Governor, Officer, Committee Member and Key Employee must complete, sign, and submit to the Secretary a written Compliance and Disclosure Statement acknowledging that he or she has read and is in compliance with this Policy and identifying to the best of his or her knowledge:

- a. any business or nonprofit of which the individual is an officer, director, trustee, member, owner, or employee and with which the Society or any affiliate of the Society has a relationship.
- b. any transaction in which the Society or any affiliate of the Society is a participant and in which the individual or Related Party with respect to that individual might have a conflicting interest;
- c. any other interests that could give rise to conflicts of interest.

Prior to the initial election or appointment of any Governor, they must supplement their Statement of Adherence (referenced above) with the disclosure described in Paragraphs 4(a), (b) and (c).

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In addition, the Executive Director/CEO, in consultation with the Board of Governors, shall identify those levels of ASME employees who are also subject to the requirement to provide the Compliance and Disclosure Statement described above and shall require each employee at those levels to complete, sign and submit a Compliance and Disclosure Statement to the Secretary on an annual basis as described above.

The Secretary shall provide a copy of all completed Compliance and Disclosure Statements to the Chair of the Audit Committee and shall periodically update the Chair of the Audit Committee concerning compliance with the annual disclosure statement requirements of this Society Policy.

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Completed disclosure statements shall be available for inspection by any member of the Board of Governors and may be reviewed by the Society's legal counsel.

**5. IMPLEMENTATION AND COMPLIANCE**

The Audit Committee shall oversee the implementation of, and compliance with this Appendix B.

Responsibility: Ethics Committee (Appendix A)  
Audit Committee (Appendix B)

Reassigned from Ethics Committee

Reassigned from Committee of Past Presidents/Ethics Committee

Reassigned from Centers Board of Directors/Center for Career and Professional Advancement/Committee on Ethical Standards and Review

Reassigned from Centers Board of Directors/Center for Professional Development, Practice and Ethics/Committee on Ethical Standards and Review 4/23/09

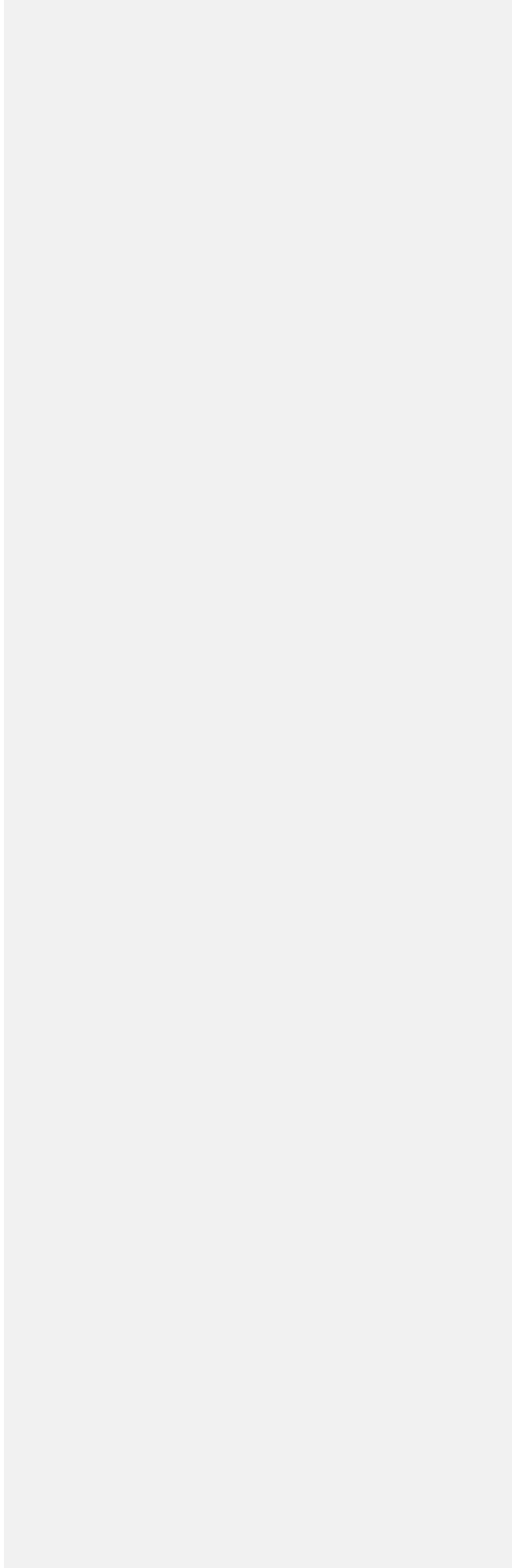
Reaffirmed from Council on Member Affairs/Board on Professional Practice & Ethics 6/1/05

Adopted: June 23, 1976

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(editorial change 6/17)  
(editorial change 3/18)  
October 6, 2021

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## **SOCIETY POLICY**

### **POLICY AGAINST DISCRIMINATION (INCLUDING DISCRIMINATORY HARASSMENT) - MEMBERS**

#### **I. PREFACE**

- A. Discrimination (including discriminatory harassment) by a member of ASME against any other member or ASME employee or job applicant on the basis 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, or any other characteristic protected by state or local equal employment opportunity laws, shall not be tolerated.
- B. Discrimination (including discriminatory harassment) by a member of ASME against an individual who is neither a member nor an employee or job applicant of ASME on the basis 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, or any other characteristic protected by state or local equal employment opportunity laws, is also of concern to ASME when the conduct occurs on ASME premises or during an ASME activity.
- C. Conduct in violation of this Policy is grounds for discipline by ASME, up to and including expulsion from membership.

#### **II. PURPOSE**

- A. To state the ASME policy against discrimination (including discriminatory harassment) by members.
- B. To describe the types of conduct prohibited by this Policy.
- C. To establish a procedure for dealing with violations of this Policy.

#### **III. POLICY**

- A. ASME prohibits discrimination on the basis 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, or any other characteristic protected by state or local equal employment opportunity laws with respect to any decision or recommendation made by a member concerning (a) the participation of another member in an ASME activity or (b) the hiring, performance evaluation or a work assignment of an ASME employee.
- B. Prohibited discriminatory conduct also includes conduct by a member that constitutes harassment 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 employment opportunity laws.

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1. Examples of such conduct are racial or ethnic slurs and threatening, intimidating or hostile acts directed at a particular sex or religion, or directed at a member or ASME employee because of his or her national origin or color.
  2. Harassment does not require an intent to offend. Thus, when unwelcome by the recipient, certain conduct meant as a joke, a prank, or even a compliment can lead or contribute to harassment.
- C. Sexual harassment is a specific type of discriminatory harassment. ASME prohibits conduct that constitutes sexual harassment.
1. Unwelcome sexual advances, requests for sexual favors and other verbal or physical conduct of a sexual nature constitutes sexual harassment for purposes of this Policy when:
    - a. Submission to such conduct is made explicitly or implicitly a term or condition of an individual's work assignment at ASME or participation in any activity of ASME;
    - b. Submission to or rejection of such conduct by an individual is used as the basis for decisions or recommendations affecting such individual's employment at ASME or participation in any activity of ASME; or
    - c. Such conduct has the purpose or effect of unreasonably interfering with an individual's work performance at ASME or participation in any activity of ASME.
  2. No member with a leadership role is at any time to (1) threaten or imply that an individual's submission to or rejection of a sexual advance will in any way influence any decision, recommendation or evaluation regarding that individual's employment at ASME or participation in any activity of ASME; or (2) make any decision or recommendation concerning an individual's employment at ASME or participation in any activity of ASME on such a basis.
- D. Other conduct by members in ASME's workplace or in connection with any ASME activity that creates or could lead or contribute to an intimidating, hostile or offensive work environment, whether it be in the form of physical, visual or verbal harassment, is also prohibited. Such conduct includes, but it is not limited to:
1. repeated unwelcome sexual flirtations, advances, gestures, or propositions;
  2. verbal abuse of a sexual nature;
  3. graphic verbal comments of a sexual nature about an individual's body;

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4. sexually degrading words used to describe an individual;
  5. the access to, or display or distribution of, sexually suggestive objects or pictures (including via the use of computers); and
  6. inappropriate touching of an individual.
- E. ASME also prohibits retaliation against any ASME member for making a good faith report or complaint of an alleged violation of this Policy, or for participating in an investigation of such a report of complaint, under the procedures set forth below.

#### IV. PROCEDURE

- A. Any alleged violation of this Society Policy should be reported to either the Executive Director/CEO or any member of the Executive Committee of the Board of Governors or ASME Human Resources who shall promptly notify the full Executive Committee. The Executive Committee shall initially determine whether the alleged violation shall be addressed through this Policy or Policy 15.4 "Ethical Conduct Violation Procedures" or Policy 15.7 "Ethics" or Policy 15.8 "Conflicts of Interest" or Policy 15.14 "Code of Conduct." There may be situations where actions are taken pursuant to one or more Society Policies.
- B. Any member who believes that they have been subjected to any behavior by any ASME member or employee that violates this Policy should immediately bring the matter to the attention of the appropriate individual as set forth in paragraphs 1. and 2. below. Members who have information about conduct violative of this Policy directed toward other members or any ASME employee are also encouraged to report the relevant facts pursuant to this Policy. Prompt reporting is very important so that ASME can take action to stop the conduct before it is repeated.
1. If the alleged victim and the alleged offender are members who are not employees of ASME, the complaint should be made to either the Executive Director/CEO or any member of the Executive Committee or ASME Human Resources who shall promptly notify the full Executive Committee. Those individuals (and any other chair, leader, or senior vice president who may receive information concerning the existence of such a complaint) should immediately report the complaint to the Executive Director/CEO, regardless of whether the complaint was written or oral.
  2. If either the alleged victim or alleged offender is an employee of ASME, the complaint should be brought to the attention of the Executive Director/CEO or ASME Human Resources. If the alleged offender is an employee of ASME, the procedures set forth in Sections IV.C. and IV.D. for handling the complaint will not apply. Instead, the Executive Director/CEO will report the complaint to ASME's Human Resources Department, and the complaint will be handled in its entirety in accordance with ASME's Employee Handbook (the applicable section(s) of

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which shall be available to any member upon request). If the alleged victim is an employee of ASME but the alleged offender is a member, the complaint will be handled in accordance with ASME's Employee Handbook, except that upon determining that this Policy has been violated, the Human Resources Department will report that determination to the Executive Director/CEO, who will decide whether disciplinary measures are appropriate in accordance with Section IV.D.4. below, and Sections IV.D.5. and IV.D.6. below will also apply.

3. If either the alleged victim or alleged offender is neither a member nor an employee of ASME, but the alleged incident occurred on ASME premises or during ASME activities, the Executive Director/CEO shall, based on the circumstances, determine what, if any, action should be taken. If the alleged incident did not occur on ASME premises or during ASME activities, the Executive Director/CEO shall inform the complainant that ASME has no jurisdiction and will accordingly take no action.
- C. Upon receiving a report of an alleged violation of this Policy by a member against another member, the Executive Committee shall proceed as follows:
1. The Executive Committee shall decide whether an attempt should be made to resolve the complaint via communication with the complainant and the alleged offender ("facilitation"). If they decide to pursue facilitation, an individual selected by the Executive Committee shall serve as the facilitator. Should facilitation result in resolution, the resolution agreed to by the complainant and the alleged offender shall be committed to writing and signed by both parties.
  2. If the Executive Committee decides that the matter should be formally investigated (whether or not it is referred to facilitation), the complainant will be informed and should promptly forward to the Executive Director/CEO a signed complaint detailing the allegations. In such a case, the procedures set forth in Section IV.D below shall apply.
  3. Notwithstanding any other provision of this Policy, the Executive Director/CEO, President or the Board of Governors may investigate any report of an alleged violation of this Policy (whether or not the complainant has submitted a signed complaint).
- D. An investigation of any complaint submitted pursuant to Section IV.C.2. shall proceed as follows:
1. The Executive Committee will investigate or appoint another individual to investigate. The investigator will conduct interviews of the complainant, the alleged offender and other individuals as necessary.

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2. After completion of the investigation, the investigator will make a written report to the Executive Committee, who will determine whether this Policy has been violated.
  3. If the Executive Committee determines that this Policy has not been violated: (i) the complainant and alleged offender will be so informed; (ii) any written records concerning the investigation will be kept by the Executive Director/CEO in a confidential file for three years and will be destroyed at the end of that period if within that period no similar complaint against the alleged offender has been found to be valid; and (iii) no further action will be taken.
  4. If the Executive Committee determines that this Policy has been violated, it will further determine any appropriate remedial measures and/or disciplinary measures, up to and including expulsion from ASME, and inform the offender and the Board of Governors of its determination in writing. Any decision to expel a member from the Society shall be referred to the Board of Governors in accordance with By-Law B3.3. The Executive Committee will also inform the complainant of the determination that the Policy has been violated, and, if applicable, of any remedial measures, and will determine what, if anything, the complainant shall be advised about any disciplinary measures taken as to the offender.
  5. The individual found to have violated this Policy may request in writing that the Board of Governors review the investigation process for compliance with Sections IV.D.1 – IV.D.4. of this Policy (or, if relevant, ASME's Employee Handbook). Any such request must be received by the Board of Governors within ten (10) days after the date the individual was informed of the decision. The Board of Governors will not review the merits of the decision. The Board of Governors will complete its review within thirty (30) days of receiving a timely written request. Any remedial and/or disciplinary measures will be held in abeyance pending completion of the Board of Governors' review.
  6. If the Board of Governors conducts a review and finds that the investigation complied with the relevant procedures, the remedial and/or disciplinary measures decided upon by the Executive Committee will be taken. If the Board of Governors finds that the investigation did not comply with the relevant procedures, they may recommend (i) that the case be closed; (ii) that further investigative steps be taken in accordance with the appropriate policy; or (iii) if the failure to adhere to procedure was insignificant, that the remedial and/or disciplinary measures decided upon by the Executive Committee be carried out. The Executive Committee will take any further action necessary to resolve the complaint in accordance with the Board of Governors' recommendation.
- E. In the event any member of the Executive Committee abstains from handling any complaint or report of an alleged violation of this Policy, the Board of Governors shall by vote appoint a sitting Governor to fill any vacancy or vacancies. The members of the

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Executive Committee abstaining from handling the complaint or report shall abstain from any action to fill any Executive Committee vacancies.

- F. ASME will strive to keep the identity of persons making complaints pursuant to this Policy as confidential as possible.
- G. It is a violation of this Policy for any retaliatory action to be taken or threatened against an individual who in good faith reports or provides information about a possible violation of this Policy or who in good faith participates in a related investigation or exercises any other right protected by the equal employment opportunity laws. In the event that a member believes they have been retaliated against for such action, they should use the reporting procedures outlined in Section IV.B. of this Policy to report the pertinent facts promptly. ASME will investigate and take appropriate action in the manner described above.
- H. The making by a member of a complaint pursuant to this Society Policy which such member knows to be false or the providing by a member of information which such member knows to be false relating to such a complaint is a violation of the Code of Ethics of Engineers and may be the subject of a complaint against such member brought pursuant to Society Policy P-15.4. Any complaint of a violation of this Policy that has been determined to have been knowingly false shall be expunged from any and all records of ASME relating to the alleged offender.
- I. The procedures for handling complaints set forth in Sections IV.D. and IV.E. above will also apply:
  - 1. If a complaint of a violation of this Policy is made against a member of ASME by an individual who is neither a member nor an employee of ASME, and the alleged incident occurred on Society premises or during Society activities; and
  - 2. If a complaint of a violation of this Policy is submitted to the Executive Director/CEO as an alleged ethical violation.

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Responsibility: Executive Committee

Reassigned from Centers Board of Directors/Center for Career and Professional Advancement 11/2013

Centers Board of Directors/Center for Career and Professional Advancement

Reassigned from Centers Board of Directors/Center for Career and Professional Advancement 6/2012

Reassigned from Centers Board of Directors/Center for Professional Development, Practice and Ethics 4/23/09

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Reassigned from Council on Member Affairs/Board on Professional Practice and Ethics  
6/1/05

Adopted: September 10, 1993

Revised: March 12, 1999  
(editorial changes 6/05)  
June 8, 2008  
(editorial changes 4/09)  
(Unit Reassignment Due to Reorganization 6/2012)  
(Unit Reassignment Due to Reorganization 9/2013)  
(editorial changes 01/14)  
February 9, 2018  
October 6, 2021



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## SOCIETY POLICY

### WHISTLEBLOWER POLICY

#### I. PREFACE

- A. Article C2.1.1 of the Constitution lists, among others, the following purpose of the Society “Promote a high level of ethical practice.”
- B. By-Law B3.3.1 states, “Any member who has been found guilty of a charge of violating the Constitution, By-Laws or Code of Ethics of the Society, may be expelled by the affirmative vote of a majority of the Entire Board of Governors after being given the opportunity to be heard.”
- C. By-Law B4.1.5 states in part, “Any Officer of the Society or member of any sector, board, committee, or other unit of the Society appointed or elected by the Board of Governors or by any unit of the Society may be removed or suspended from such office or membership in the unit by the Board of Governors for cause (which shall include, without limitation, violations of fiduciary duty, racial or other improper discrimination, sexual harassment and defamation).”
- D. New York State Not-For-Profit Corporation Law states in part that the whistleblower policy of an organization such as ASME that is required to have one “shall provide that no director, officer, employee or volunteer of a corporation who in good faith reports any action or suspected action taken by or within the corporation is illegal, fraudulent or in violation of any adopted policy of the corporation shall suffer intimidation, harassment, discrimination or other retaliation.”

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#### II. PURPOSE

The Society requires members of the Board of Governors (including Governors-elect); officers; employees; and those volunteers who serve as members of any sector, board, committee, or other unit of the Society appointed or elected by the Board of Governors or by any unit of the Society or who otherwise provide substantial volunteer service to the Society (hereinafter, “Covered Volunteers”) to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. This Whistleblower Policy seeks to provide a means for individuals to raise good-faith concerns about behavior that appears to them to be illegal, dishonest, or unethical regardless of identity of the suspected offender.

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This Policy is not a vehicle for reporting violations of ASME’s applicable human resources policies, problems with co-workers or managers, or issues related to alleged employment discrimination or sexual or any other form of prohibited discrimination or harassment, all of which should be dealt with in accordance with applicable ASME procedures (as outlined in the ASME Employee Handbook and Supervisors’ Manual) and Society Policy 15.9, Policy Against Discrimination (Including Discriminatory Harassment) – Members.

The matters that should be reported under this Policy include suspected fraud, theft, embezzlement, accounting or auditing irregularities, bribery, kickbacks, misuse of ASME’s assets or suspected regulatory, compliance, or ethics-related issues, concerns or violations.



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### III. NO RETALIATION

This Policy is intended to encourage and enable members of the Board of Governors, officers, employees, and Covered Volunteers to raise concerns within the Society for investigation and appropriate action. With this goal in mind, no Governor, officer, employee or Covered Volunteer who, in good faith, reports any action or suspected action taken by or within the Society that is illegal, fraudulent, or in violation of any adopted policy of the Society shall suffer intimidation, harassment, discrimination or other retaliation or, in the case of employees, adverse employment consequences. Moreover, a Governor, officer, employee, or Covered Volunteer who retaliates against someone who has reported a concern in good faith is subject to appropriate disciplinary action.

This Policy does not create a promise or contract by the Society, and it may be amended at any time without prior notification. Employment at the Society is at will and nothing in this Policy should be interpreted in any way limiting the at-will relationship.

### IV. PROCEDURE FOR REPORTING VIOLATIONS

- A. Each Governor, officer, employee, and Covered Volunteer of the Society has an obligation to report in accordance with this Policy concerns about conduct involving the Society's financial or business affairs that is illegal, fraudulent, or in violation of an adopted Society policy.
- B. Concerns may be communicated orally or in writing. They may also be communicated in person or anonymously. Individuals are encouraged to provide as much information as possible to permit a thorough and complete investigation of the concern.
- C. Employee Procedures
  - 1) Any employee with knowledge or concern about illegal or dishonest financial misconduct is encouraged to communicate such concern, either verbally or in writing, to the Compliance Officer (as identified below). If the person raising the concern is not comfortable reporting to the Compliance Officer, he or she may communicate the concern to the Executive Director/CEO or anyone in management with whom the employee is comfortable.
  - 2) Any person who has information or receives an oral or written communication regarding illegal or dishonest financial misconduct by an employee must promptly inform the Compliance Officer, unless the Compliance Officer has already received it. In the case of a written communication, a copy of the communication should also be provided to the Compliance Officer.

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- 3) All reports concerning employees will be promptly investigated by, or under the direction of the Compliance Officer, unless the Compliance Officer believes, after consultation with outside advisors including legal counsel, as applicable, that the report was not made in good faith, or unless the report was made anonymously and does not contain sufficient information to conduct an investigation.
- 4) The Compliance Officer may utilize the assistance of legal counsel, private investigators, accountants, consultants, or any other resource deemed necessary to perform a full and complete investigation of any report.
- 5) Upon receipt of a complaint under this Policy, the Compliance Officer must advise the Executive Director/CEO. If the complaint concerns the Executive Director then the complaint will be reported to the Assistant Secretary.
- 6) After the investigation is complete, the Compliance Officer will report to the Audit Committee of the Board of Governors regarding the investigation, the Compliance Officer's findings, and any action taken or proposed. The Audit Committee will ensure that there is an appropriate resolution of any complaints. Appropriate corrective action will be recommended to the Board, if warranted by the investigation.
- 7) The Compliance Officer will report at least annually to the Board on compliance activity.

Deleted: Deputy Executive Director

D. Governor, Officer and Covered Volunteer Procedures

- 1) Any Governor, officer or Covered Volunteer with knowledge or concern about illegal or dishonest financial misconduct by another Governor, officer or Covered Volunteer is encouraged to communicate such concern, either verbally or in writing, to the Chair of the Audit Committee. If the person raising the concern is not comfortable reporting to the Chair of the Audit Committee, he or she may communicate the concern to the President.
- 2) Any person who has information or who receives an oral or written communication regarding illegal or dishonest financial misconduct by a Governor, officer or Covered Volunteer must promptly inform the President or the Chair of the Audit Committee, unless the President or the Chair of the Audit Committee has already received it. If the President receives the oral or written communication, he or she will report it to the Chair of the Audit Committee. In the case of a written communication, a copy of the communication should also be provided to the President or the Chair of the Audit Committee.
- 3) All reports concerning Governors, officers, or Covered Volunteers will be promptly investigated by, or under the direction of, the Audit Committee, unless

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the Chair of the Audit Committee believes, after consultation with outside advisors including legal counsel, as applicable, that the report was not made in good faith, or unless the report was made anonymously and does not contain sufficient information to conduct an investigation.

- 4) The Audit Committee may utilize the assistance of legal counsel, private investigators, accountants, consultants, or any other resource deemed necessary to perform a full and complete investigation of any report.
- 5) Upon receipt of a complaint under this policy, the Chair of the Audit Committee must advise the Executive Director/CEO. If the complaint concerns the Executive Director, then the complaint will be reported to the ~~Assistant Secretary,~~
- 6) After the investigation is complete, the Audit Committee will receive a report of the investigation, the findings of the investigation, and any action taken or proposed. The Audit Committee will ensure that there is an appropriate resolution of any complaints. Appropriate corrective action will be recommended to the Board of Governors of the Society, if warranted by the investigation.
- 7) The Chair of the Audit Committee will report at least annually to the Board of Governors on compliance activity.

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#### V. Confidentiality

Reports of concerns, and investigation pertaining thereto, shall be kept confidential to the extent possible and practicable, in light of the need to conduct a thorough investigation. However, in all cases the Society will use its best efforts to act with discretion.

#### VI. Good Faith

Anyone reporting a concern must act in good faith and have reasonable grounds for believing the information reported indicates a violation of the law or constitutes an inappropriate accounting or financial practice. The act of making allegations that prove to be unsubstantiated, and that prove to have been made maliciously, recklessly, or with the foreknowledge that the allegations are false, will be viewed as a serious disciplinary offense and may result in discipline, up to and including dismissal from the volunteer position, or suspension or expulsion from ASME.

#### VII. Policy Administration and Distribution

The President of the Society is hereby designated to administer this Policy under the oversight of the Audit Committee. This Policy must be distributed to all members of the Board of Governors, officers, employees and Covered Volunteers of the Society, in addition to being available on the Society's website.

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**VIII. Contact Information**

Compliance Officer:  
Michael Johnson  
johnsonm@asme.org  
212.591.8592

Chair of the Audit Committee:  
Laura Hitchcock  
asmeauditcommitteechair@asme.org  
425.765.2767

Responsibility: Audit Committee

Adopted: June 8, 2014  
(editorial change 7/15)  
(editorial change is made each June to show new Chair of the Audit Committee)  
(editorial change 6/20 to show new Compliance Officer)  
(editorial change 6/21 to show new Compliance Officer)



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**SOCIETY POLICY**  
**CODE OF CONDUCT**

**I PREFACE**

- A. Article C2.1.2 of the Constitution provides:

“The Society may approve or adopt any report, standard, code, recommended practice, or related conformity assessment program but shall forbid and oppose the use of its name and proprietary symbols in any commercial work or business, except to indicate conformity with its standards or recommended practice.

- B. By-Law B3.3 provides:

B3.3.1 Any member who has been found to have violated the Constitution, By-Laws, Code of Ethics, or Code of Conduct of the Society, may be expelled by the affirmative vote of a majority of the Entire Board of Governors.

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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). 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/CEO, 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.

- C. By-Law B 4.1.1.1 provides:

The Society and its individual members shall be governed by this Constitution and these By-Laws and by the current Society Policies and procedures established by the Board of Governors, including any amendments that may be made from time to time.

- D. By-Law B4.1.1.2 provides:

Notwithstanding any other provisions of these articles, the organization is organized exclusively for one or more of the purposes as specified in Section 501(c) 3 of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal

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income tax under IRC 501(c) 3 or corresponding provisions of any subsequent Federal tax laws.

E. By-Law B4.1.5 provides:

Any officer of the Society or member of any sector, board, committee, or other unit of the Society appointed or elected by the Board of Governors or by any unit of the Society may be removed or suspended from such office or membership in the unit by the Board of Governors for cause (which shall include, without limitation, violations of fiduciary duty, racial or other improper discrimination, sexual harassment and defamation).

~~„An Elected Governor, who is elected by the corporate membership may be removed for cause only by the vote of the corporate membership, but their authority to act as such officer or member may be suspended by the Board of Governors for cause. Appointed Governors may be removed or suspended for cause by the Board of Governors without a vote of the corporate membership.~~

Deleted: Any officer of the Society or member of such sector, board, committee or other unit of the Society

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~~Any officer of the Society or member of such sector, board, committee or other unit of the Society may be removed for cause by the Board of Governors, by an affirmative vote of a majority of the Entire Board of Governors. Any officer of the Society or member of such sector, board, committee or other unit of the Society may be suspended for cause, by an affirmative vote of a majority of the Entire Board of Governors.~~

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Written notice shall be given to the person to be removed or suspended for cause as early as practicable and in any event at least five days before any action is to be taken by the Board of Governors. The person to be removed or suspended for cause shall be given an opportunity to present a defense to the Board of Governors.

F. By-Law B4.4.10 provides:

“No part of net earnings of the organization shall inure to the benefit of any member, trustee, director, officer of the organization, or any private individual (except that reasonable compensation may be paid for services rendered to the organization) and no member, trustee, officer of the organization or any private individual shall be entitled to share in the distribution of any of the organization's assets on dissolution of the organization.”

G. Policy 12.15 III A. provides:

ASME's intellectual property must be protected, regulated and maintained, no matter how widely information is distributed, in print, electronically, or otherwise.

H. Policy 15.7.10 provides:

“Engineers who are members of the Society shall abide by the Constitution, By-Laws, and Policies of the Society, and they shall disclose knowledge of any matter involving another member's alleged violation of the Policies of the Society

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in a prompt, complete and truthful manner to either the Executive Director/CEO or any member of the Executive Committee of the Board of Governors or ASME Human Resources who shall promptly notify the full Executive Committee. The Executive Committee shall initially determine whether the alleged conduct shall be addressed through this Policy or Policy 15.4 "Ethical Conduct Violation Procedures" or Policy 15.8 "Conflicts of Interest" or Policy 15.9 "Policy Against Discrimination (Including Discriminatory Harassment) – Members" or Policy 15.14 "Code of Conduct." There may be situations where actions are taken pursuant to one or more Society Policies.

## II PURPOSE

- A. To address how the Society expects its members, wherever located, to conduct themselves in their interaction with other members, staff and the public.
- B. There are instances where immediate action must be taken in order to protect the Society, its members, its staff, as well as third parties.
- C. It is the intent of this policy to memorialize certain core Society values including integrity, honesty, fairness, openness, respect and responsibility.

## III POLICY

- A. No member shall engage in any of the following activity:
  - 1. Authorize the use for the benefit of any person or entity the name, emblem, trademark, service marks or other intellectual property of the Society, except in conformance with the Society Policy.
  - 2. Accept or seek on behalf of any person, any financial advantage or gain other than nominal value offered as a result of the member's affiliation with the Society.
  - 3. Engage in harassing behavior directed at members or staff. Examples of such conduct include, but are not limited to, racial or ethnic slurs or threatening, intimidating or hostile acts directed at a particular sex or religion or directed at an individual because of his or her national origin, sexual orientation or color. Harassment may also include repeated attempts to coerce staff or volunteers to take actions in conflict with the decisions of the Board of Governors, the Executive Director/CEO or the Society's Constitution, By-Laws, or Policies. Harassment does not require intent to offend.
  - 4. Use a present or former position at the Society in order to influence the conduct of the Society in such a way as to confer any benefit financial or otherwise on any person, corporation or entity in which the individual has a significant interest or affiliation.

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5. Use one's position in the Society to promote the business of one's employer or if self-employed, one's own business. Unless specifically authorized by the Society, no member may use the Society's name, trademarks, logos or other identifying material on their business cards.
6. Retaliate against any employee or member who raises a concern or complaint to the appropriate authority relating to a violation of this Policy, the Society Code of Ethics, Conflict of Interest or Whistleblower Policies.
7. Promise or commit funds of the Society to a third-party except as permitted by Society By-Laws and Policies.
8. Commit any act or failure to act that is in violation of any law, regulation or other legal duty in all countries that ASME engages in activities.
9. Fail to comply with ASME's Constitution, By-Laws and Policies.
10. Fail to protect confidential information belonging to the Society that is properly marked, otherwise indicated, or understood to be confidential, and personal information belonging to ASME members, employees and other persons.
11. Agree to fix prices or reduce price competition through allocation of customers or markets, manipulate bids in any competitive bidding process, or engage in any other acts that result in restraint of trade.
12. Misuse or infringe the intellectual property of others.

#### **IV ENFORCEMENT**

- A. Any alleged violation of this Code of Conduct shall be reported to either the Executive Director/CEO or any member of the Executive Committee of the Board of Governors or ASME Human Resources who shall promptly notify the full Executive Committee. The Executive Committee shall initially determine whether the alleged conduct shall be addressed through this Policy or Policy 15.4 "Ethical Conduct Violation Procedures" or Policy 15.7 "Ethics" or Policy 15.8 "Conflicts of Interest" or Policy 15.9 "Policy Against Discrimination (Including Discriminatory Harassment) – Members". There may be situations where actions are taken pursuant to one or more Society Policies.
- B. If the Executive Committee decides to proceed pursuant to this Policy the Executive Committee shall notify the member in writing of the conduct alleged as constituting a violation. The accused member shall be permitted to submit a written reply to the accusations. The written reply should be submitted to the Executive Director/CEO within ten business days.
- C. When a violation of this policy is reported to the Executive Committee, the Executive Committee after conducting an appropriate investigation, may at its discretion:



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1. Take no action;
2. Refer the matter to the appropriate sector supervisory body or volunteer or staff leadership;
3. Issue a verbal warning to the member;
4. Issue a written warning to the member;
5. Suspend the member's service in a volunteer position for a period not to exceed six months;
6. Suspend the member's membership in the Society for a period not to exceed six months.

D. The remedies listed above are non-exclusive and may be employed in any order depending upon the nature and severity of the violation.

E. The six month suspension may be renewed for a second six month period by the Executive Committee.

F. Any action taken pursuant to this policy by the Executive Committee is subject to immediate review by the full Board of Governors.

G. The Board of Governors may expel a member for violation of this Policy by vote of seven Governors. The procedure described in By-Law 3.3 shall apply to any expulsion proceeding.

Responsibility: Executive Committee

Adopted: November 10, 2020

Revised: October 6, 2021



## Board of Governors Meeting Agenda Item Cover Memo

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Date Submitted:	March 23, 2022
BOG Meeting Date:	April 19, 2022
To:	Board of Governors
From:	John Goossen and Bill Garofalo
Presented by:	John Goossen and Bill Garofalo
Agenda Title:	COF Membership

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### Agenda Item Executive Summary:

The Committee on Finance is recommending changes to its composition as shown in the attached By-Laws.

At its February 16, 2022, meeting, the Board of Governors approved the By-Laws for first reading and the proposed implementation plan for the terms of the members of the Committee on Finance.

Proposed motion for BOG Action: To approve for adoption changes to By-Law B5.2.5.2.

Attachment: By-Law Changes

B5.2.5.2 The Committee on Finance shall consist of four members-at-large (serving staggered terms on the Committee), the Treasurer, the Chief Financial Officer and the Assistant Treasurer, if any. At least one but not more than two at-large members shall have previously served on the Board of Governors. At the first meeting of the fiscal year, the Committee shall select its Chair from among its members-at-large.

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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, if any, shall be ex officio members of the Committee without vote. The Committee shall nominate candidates for the member-at-large positions for appointment by the Board of Governors. The term of the members-at-large shall be three years. A member-at-large can serve no more than two consecutive terms (or a total of six years) without a break of at least two years. The President may select a Governor to serve as Liaison to the Committee during their Presidential term.

**Deleted:** Other members shall be determined

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

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**Date Submitted:** March 24, 2022  
**BOG Meeting Date:** April 19, 2022

**To:** Board of Governors (BOG)  
**From:** Executive Committee  
**Presented by:** Mahantesh Hiremath  
**Agenda Title:** 2022 – 2023 Membership Dues

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**Agenda Item Executive Summary:**

The Executive Committee has reviewed the 2022-2023 membership dues information with staff who have recommended not to increase dues. The Executive Committee concurs that dues should not be adjusted for this next year, due to the economic effects of the Covid-19 pandemic and resulting new business models globally are more fully known and resolved.

The Executive Committee recommends that the Board of Governors not increase or decrease base membership dues for 2022-2023. The base membership dues would remain at \$158.00.

Additionally, the Executive Committee has reviewed the options for the new effective date for future membership dues changes. The Executive Committee concurs with staff on an effective date of July 1<sup>st</sup>, aligning it with both the fiscal year and the proximity to the majority of members' annual cycles. Members will renew at the new rate upon natural expiration.

**Proposed motion for BOG Action:**

To approve 2022-2023 membership dues of \$158.00.

To approve an effective date of July 1<sup>st</sup> for future membership dues changes.

**Attachments:** None



## Board of Governors Meeting Agenda Item Cover Memo

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Date Submitted:	April 5, 2022
BOG Meeting Date:	April 19, 2022
To:	Board of Governors
From:	Mindy Grinnan, Acting Chair, ASME Committee on Government Relations
Presented by:	John Hasselmann, Managing Director, Global Public Affairs
Agenda Title:	ASME Manufacturing General Position Paper

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### Agenda Item Executive Summary:

This update to ASME’s previous General Position Paper from the ASME Manufacturing Public Policy Task Force offers the following general recommendations for improving competitiveness in advanced manufacturing industries:

#### **1. INVEST IN A STEM-CAPABLE WORKFORCE**

- Expand programs such as the National Science Foundation Graduate Research Fellowship Program with a special focus on manufacturing-relevant careers.
- Strengthen tax incentives for workforce development and continuing education, including those at the graduate level, both for employers and employees.
- Conduct a high-level review of the health and sustainability of the U.S. high-tech workforce to ensure that education and immigration policies are working to expand the number of highly-skilled workers in STEM fields.
- Support community colleges and technical schools to ensure worker training programs provide the next generation of technically skilled workers.

#### **2. SUPPORT A DOMESTIC ADVANCED MANUFACTURING SECTOR**

- Fully-fund the Manufacturing USA program to encourage and sustain the formation of R&D partnerships among government, industry, and universities.
- Encourage and sustain the formation of R&D and STEM education partnerships among government, industry, and universities.
- Create globally competitive incentives for corporations to maintain or establish domestic manufacturing capabilities and rapidly scalable capacities in industry sectors critical to the health and well-being of the U.S. economy and population.
- Invest in research and development aimed at creation of transformative advanced manufacturing technologies that will enable rapid scale-up of manufacturing capacities of critical goods to meet domestic needs in times of a national emergency.

### **3. PROMOTE MANUFACTURING INNOVATION AND COMPETITIVENESS**

- Expand Manufacturing USA program to 45 Institutes, with a long-term plan of achieving parity with the public-private partnership infrastructure of other countries.
- Expand Manufacturing Extension Program with minimum funding levels of \$750 million annually
- Commit to long-term federal investment in engineering and scientific research and support a balanced portfolio of engineering and scientific research among the physical and life sciences.

Proposed motion for BOG Action: **Approve**

Attachment(s): ASME MANUFACTURING GENERAL POSITION PAPER

# ASME MANUFACTURING GENERAL POSITION PAPER

# ASME MANUFACTURING GENERAL POSITION PAPER

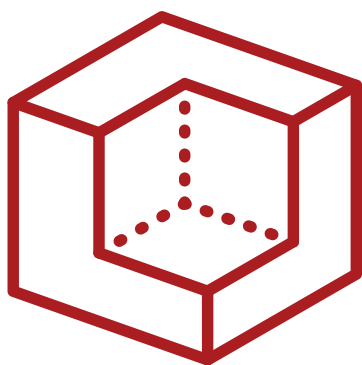
## Background

The United States has long thrived on its ability to manufacture goods and sell them in domestic and global markets. Manufacturing plays a vital role in almost every sector of the U.S. economy, stretching from aerospace to pharmaceuticals and beyond. Advanced manufacturing, the incorporation of innovative and emerging technologies to improve the desired processes or products, is an engine of America's economic power and a pillar of its national security.

Advances in manufacturing enable the economy to continuously improve as new technologies and innovations increase productivity, develop new products, and create entirely new industries. As stated in Executive Order of the President, No. 13806, *Presidential Executive Order on Assessing and Strengthening the Manufacturing and Defense Industrial Base and Supply Chain Resiliency of the United States*: "A healthy manufacturing and defense industrial base and resilient supply chains are essential to the economic strength and national security of the United States."

One in seven U.S. private sector jobs depends on the U.S. manufacturing base<sup>1</sup> and in 2018, manufacturers contributed \$2.33 trillion to the U.S. economy. However, manufacturing today stands at a crossroads between the "dirty, dark, and dangerous" manufacturing jobs of the past, and the new, high-skill/high-wage jobs of the future. As manufacturing worldwide enters a season of renaissance, the potential exists for the U.S. to reemerge as the global leader in advanced manufacturing, creating high-skilled, high-wage jobs here at home. Other countries such as China, Germany, and England have already begun to seize this moment and have successfully instituted innovative, 21st century advanced manufacturing policies, whereas the U.S. is just beginning to lay its own groundwork. While the U.S. has made progress in recent years with the creation of the Manufacturing USA program and the passage of the Revitalize American Manufacturing Innovation (RAMI) Act, there is still much more that needs to be done to ensure that the United States remains globally competitive in this new, high-tech field of advanced manufacturing.

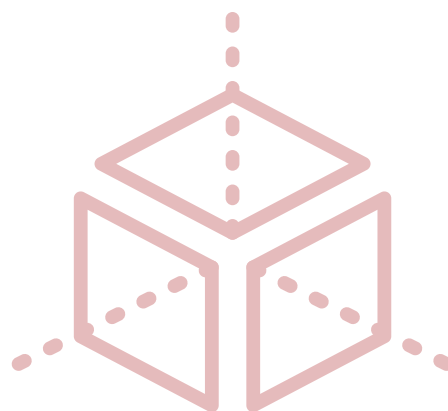
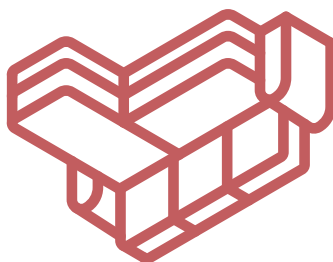
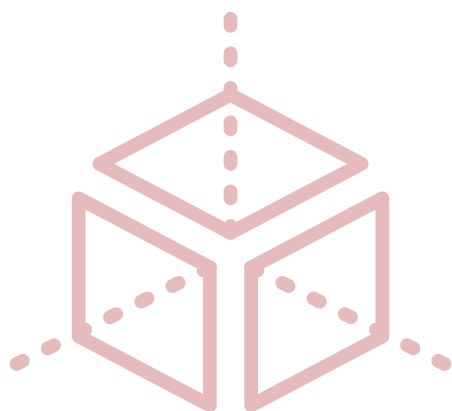




For America to remain a global technology leader, there must be continued, sustained investment in the scientific and engineering enterprise especially as it relates to advanced manufacturing. The lack of proper investment has the United States falling behind in critical measures of technology, education, innovation, and highly skilled workforce development. This is especially worrisome given that new, emerging manufacturing technologies are spurring growth in the demand for highly-skilled, high-paid workers. Over the next decade, it is predicted that “nearly 4½ million manufacturing jobs will likely be needed, and 2 million are expected to go unfilled due to the skills gap.”<sup>2</sup> For the United States to be able to confront these

challenges, we need to commit to sustained investment in advanced manufacturing. If the United States does not act now, we will fail to reap economic rewards of global manufacturing activity, with dire long-term consequences.

Investing in manufacturing process research and development that leverages technologies of the future such as artificial intelligence, digital manufacturing, and electrification of transportation and workforce development to meet the manufacturing challenges of the future will have significant short- and long-term impacts. The jobs produced by manufacturing activities are generally high-wage and represent an entry point into the middle class for a significant portion of the workforce. A healthy manufacturing and defense industrial base and resilient supply chains are essential to the economic strength and national security of the United States. Gaps in this sector can result in limited or non-existent domestic supply of critical protection for the warfighter against specific threats.<sup>3</sup> The United States must seize this opportunity and commit to meaningful long-term investment in the future of U.S. advanced manufacturing or we will see the continued erosion of the U.S. manufacturing base and a diminished U.S. share of the global market for the next generation of manufactured goods.<sup>4</sup>



1 [http://www.themanufacturinginstitute.org/Research/Facts-About-Manufacturing/Economy-and-Jobs/Jobs-Supported/Jobs\\_Supported.aspx](http://www.themanufacturinginstitute.org/Research/Facts-About-Manufacturing/Economy-and-Jobs/Jobs-Supported/Jobs_Supported.aspx)

2 <https://www.themanufacturinginstitute.org/wp-content/uploads/2020/03/MI-DI-The-jobs-are-here-where-are-the-people.pdf>

3 Executive Order of the President, No. 13806, “Presidential Executive Order on Assessing and Strengthening the Manufacturing and Defense Industrial Base and Supply Chain Resiliency of the United States”, July 21, 2017.

4 Ibid

## MANUFACTURING PIPELINE

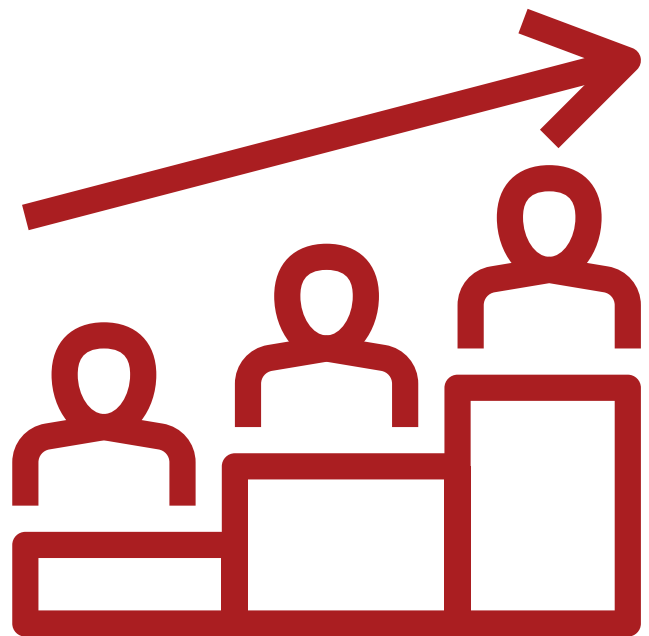
Recent research indicates that over the ten years spanning 2018-2028, there will be more than 4.6 million manufacturing jobs that will need to be filled<sup>5</sup>. But the way the U.S. STEM-capable workforce pipeline currently stands, less than 50% of those jobs [2.2mill] will be able to be filled by the end of the decade. Delving into what this means at the economic level, this skills shortage puts up to \$2.5 *trillion* of US economic output at risk over the decade. (WHY?)

Unfortunately this dearth of a capable workforce has far reaching implications beyond simply the United States' immediate ability to produce and provide essential goods to its populace. The absence of a robust, qualified workforce pipeline creates a downwards cycle, dis-incentivizing US-based companies to keep building up the sector, because it raises the issue: Why build a factory in the US if there is not a sufficient workforce to support it?

But taking a step back, to appropriately address this lack of qualified workforce pipeline, it is first essential to understand where this shortage is stemming from. In the U.S., manufacturing jobs have historically held the erroneous connotation of being low-skilled labor that is less profitable, and consequently, less desirable. However, there is a lot more to the manufacturing sector than factory line work, running the gamut of all competencies and skill levels.

The introduction of emerging and advanced technologies have caused a shift in the skills sought after in the manufacturing sector. Along with innovative new ways of advancing the industry, these new technologies also bring with them the misguided belief that they have eliminated lower-skilled jobs in the manufacturing sector. Fortunately this is not necessarily the case. While

it is true that these emerging technologies such as artificial intelligence and digital twin have changed what these lower-level jobs look like, with the introduction of this technology also comes a new need for workers to maintain these technological applications that did not previously exist with their more manual analog predecessors.



<sup>5</sup> <https://www.themanufacturinginstitute.org/wp-content/uploads/2020/03/MI-DI-The-jobs-are-here-where-are-the-people.pdf>

In conjunction with seeking new skilled workers, another challenge facing the pipeline is that the older generation of capable workers are retiring at a quicker pace than the sector is hiring. Consequently, the manufacturing sector is unable to overcome the churn rate. This so-called “silver tsunami” of retirees represents a crisis to the manufacturing sector. As the National Science and Technology Council recently noted, “America’s manufacturers need highly-skilled technical workers with excellent critical thinking and innovation skills to maintain a competitive advantage in the global marketplace and adequately support the development of advanced manufacturing technologies. It is clear that education beyond high school is required for high-paying manufacturing jobs.”<sup>6</sup>

Further adding to this challenge is that the US currently relies quite heavily on foreign talent to feed its manufacturing pipeline. In its 2016 Science and Engineering Indicators report, the National Science Foundation (NSF) found that from 1993 to 2013, the number of foreign-born college-educated workers employed in science and engineering occupations in the United States rose 10.7 percent<sup>7</sup>. Building on this, the Government Accountability Office and NSF have consistently reported that the U.S. remains dependent on foreign talent for a large percentage of highly skilled workers to perform the critical tasks needed to sustain key parts of our industrial base, particularly aerospace and defense, 2 industries central to US economic welfare and national security. This strong dependence on foreign talent is of concern, because as other nations develop their production and design capacity and are therefore better able to educate and retain the best science and engineering talent, the US’ ability to attract foreign talent will decline.

As the manufacturing workforce becomes increasingly more global and technology-driven, it is essential that the U.S. aligns its K-12, undergraduate, and graduate core curricula and education systems to better address the knowledge and skill requirements of its 21st century workforce. However, just preparing our students to meet the skills-gap isn’t enough. The U.S. must also invest in training programs for experienced workers so that our current workforce is better equipped to meet the needs of the day.

Research and education in advanced manufacturing require expansion to meet the current and future needs of the nation. We must also encourage more diversity in our manufacturing engineers and technicians, attracting more women and underrepresented minorities and creating an inclusive and equitable manufacturing community. While some of these issues have suffered decades of neglect and will take decades to correct, all require immediate attention and a national commitment to improvement.



<sup>6</sup> “Strategy for American Leadership in Advanced Manufacturing,” National Science and Technology Council, October 2018.

<sup>7</sup> <https://www.nsf.gov/statistics/2016/nsb20161/#/report/chapter-3/immigration-and-the-s-e-workforce>

## MANUFACTURING SCALE-UP

Another casualty of the lack of manufacturing talent in the US is its ability to scale up in times of need. Over the past several decades, a large proportion of US industry has started offshoring and outsourcing a lot of its essential manufacturing and production. As the National Association of Manufacturers noted, from 2015 to 2016, U.S.-manufactured goods exports fell 5.9 percent with significant decline to the top six markets, including Canada, Mexico, China, Japan, the United Kingdom, and Germany.<sup>8</sup>

Off-shoring has been partly due to a lack of suitable talent domestically, and partly due to economic reasons. Thanks to lower labor costs and tax incentives it was often times more cost effective to outsource and/or offshore these processes rather than pay the higher costs to manufacture domestically, which has resulted in long, lean supply chains based out of a select few countries.

During times of quiet and economic wellbeing, these long, lean supply chains allowed corporations to maximize the economic benefits. However, during times of crisis, such as the Covid-19 pandemic, the lack of duplicative supply chains severely constrained many processes. At the height of the Covid-19 pandemic in spring 2020, many of the countries that served as the primary hub for essential supply chains shut down or were forced to significantly reduce operations. The result was that the majority of supply chains touching on US essential goods were negatively impacted, which led to mass shortages of goods across the consumer package goods, healthcare and other industries.

Another challenge that arises when US industry prioritizes the outsourcing and offshoring of manufacturing processes is that the domestic manufacturing industry is simply not prepared or able to scale up and respond to the need in a timely manner. After being neglected for so long, the U.S. manufacturing sector lacks the workforce, facilities, supplies and overall investment to produce at least enough goods to fill the immediate domestic need. While trade and tax policies such as lower tax rates and protection against unfair trade practices are important to business in general, these policies will have little effect on the U.S. manufacturing sector if our domestic manufacturing base is not adequately equipped to handle the demands of the day.

A suitable measure to help avoid this problem is stronger investment in Public-Private Partnerships such as the Manufacturing USA program. The landscape for high tech manufacturing has evolved, where research and development now require well-designed public-private partnerships to capture the economic advantages of advanced manufacturing within thriving innovation ecosystems. In order for the U.S. to compete with other nations that are investing heavily in advanced manufacturing technologies, our domestic policies need to support a robust and sustainable manufacturing R&D infrastructure.

<sup>8</sup> <https://www.themanufacturinginstitute.org/wp-content/uploads/2020/03/MI-DI-The-jobs-are-here-where-are-the-people.pdf>

## INTERNATIONAL COMPETITION

The United States attained its position as a world leader in R&D through substantial, dedicated Federal funding for our research universities and national laboratories. However, there is a clear disconnect between the government's commitment to R&D and the lack of adequate and sustained investment to ensure that research impacts global and domestic markets. Due to sporadic and insufficient federal investment in advanced manufacturing R&D, many of the scientific discoveries and technological innovations made in the U.S. are further developed and manufactured overseas, where public-private partnerships are more plentiful and better funded. A 2018 report by the Interagency Task Force stated:



*“Many nation states have implemented coherent investment plans and tax policies, such as Germany’s Industry 4.0 initiative, forcing U.S. firms to compete against nation states with well-resourced policies to support their domestic industries. In this environment, the lack of a coherent U.S. industrial policy puts domestic suppliers at a disadvantage, amplified by the trade policies of some U.S. competitors that violate trade norms of reciprocity and open competition.”*

The NSF’s most recent [2020] Science and Engineering Indicators noted that the US ranked 10th globally in R&D intensity, a ratio of R&D : GDP. It further explained that the EU, China, United States, India, Japan, and South Korea together produce more than 70% of the worldwide refereed Science and Engineering publications.

A deeper dive into key global manufacturing competitors will find that Germany has long recognized the importance of manufacturing, a fact most acutely demonstrated through the Fraunhofer institutes. The Fraunhofer program is a network of 76 Institutes, with an annual budget of 2.6 billion euros (around 2.9 billion dollars). By comparison, the U.S. has invested roughly \$1 billion in manufacturing basic and applied research *since* 2012 - even though Germany’s economy is roughly one-third that of the U.S.

Similarly, China’s *Made in China 2025* program will dedicate at least \$300 billion in manufacturing investments over five years. These figures are somewhat concerning given the United States’ global science and technology leadership. The Manufacturing USA program was designed to fill the same role as the German Fraunhofer program, with sixteen Institutes established since 2012, compared to the Fraunhofer program’s 76 Institutes. Not far behind, China has established 22 institutes, with plans for 45 active institutes by 2030.

## RECOMMENDATIONS

The “manufacturing capacity and defense industrial base of the United States have been weakened by the loss of factories and manufacturing jobs, so too have workforce skills important to national defense. This creates a need for strategic and swift action in creating education and workforce development programs and policies that support job growth in manufacturing and the defense industrial base.”

To address these shortcomings and create a robust and agile manufacturing, ASME is pleased to present the federal government and policymakers with its recommendations, which are as follows:

### 1. INVEST IN A STEM-CAPABLE WORKFORCE

- Expand programs such as the National Science Foundation Graduate Research Fellowship Program with a special focus on manufacturing-relevant careers.
- Strengthen tax incentives for workforce development and continuing education, including those at the graduate level, both for employers and employees.
- Conduct a high level review of the health and sustainability of the U.S. high-tech workforce to ensure that education and immigration policies are working to expand the number of highly-skilled workers in STEM fields.
- Support community colleges and technical schools to ensure worker training programs provide the next generation of technically skilled workers.

### 2. SUPPORT A DOMESTIC ADVANCED MANUFACTURING SECTOR

- Fully-fund the Manufacturing USA program to encourage and sustain the formation of R&D partnerships among government, industry, and universities.
- Encourage and sustain the formation of R&D and STEM education partnerships among government, industry, and universities.
- Create globally competitive incentives for corporations to maintain or establish domestic manufacturing capabilities and rapidly scalable capacities in industry sectors critical to the health and well-being of the U.S. economy and population.
- Invest in research and development aimed at creation of transformative advanced manufacturing technologies that will enable rapid scale-up of manufacturing capacities of critical goods to meet domestic needs in times of a national emergency.

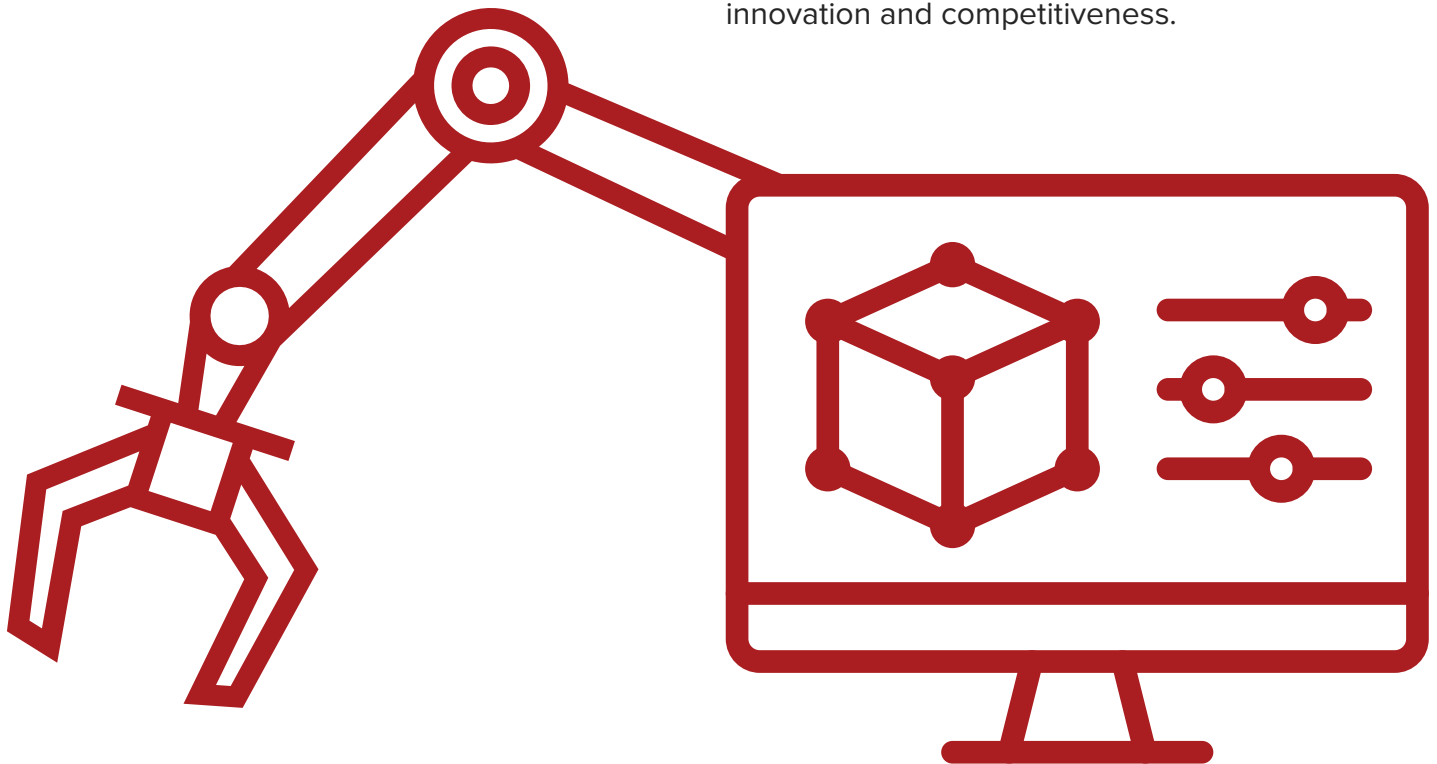
### 3. PROMOTE MANUFACTURING INNOVATION AND COMPETITIVENESS

- Expand Manufacturing USA program to 45 Institutes, with a long-term plan of achieving parity with the public-private partnership infrastructure of other countries.
- Expand Manufacturing Extension Program with minimum funding levels of \$750 million annually
- Commit to long-term federal investment in engineering and scientific research and support a balanced portfolio of engineering and scientific research among the physical and life sciences.

## CONCLUSION

Manufacturing has tremendous potential in sparking economic growth and job creation in the U.S. In addition to being a critical part of the U.S. national security apparatus, innovation pipeline, and process for job creation. Manufacturing holds the promise for the establishment of entirely new industries and the reinvention of new methods of doing business.

The U.S. maintains leadership in a range of machinery and equipment manufactured goods, as well as in the pharmaceutical, transportation, food processing, and electronic products industries, with each sector slated for future expansion fed by global demand from expanding and emerging markets. Other countries have already recognized the importance of spurring the creation of new products and industries - particularly in energy technology sector - and have taken steps to ensure a healthy science and engineering workforce and a competitive market for attracting investment. ASME Manufacturing Public Policy Task Force recommends the U.S. invest in a stem-capable workforce, support a domestic advanced manufacturing sector, and promote manufacturing innovation and competitiveness.









## Board of Governors Meeting Agenda Item Cover Memo

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Date Submitted:	April 11, 2022
BOG Meeting Date:	April 19, 2022
To:	Board of Governors
From:	John Goossen and Bill Garofalo
Presented by:	John Goossen and Bill Garofalo
Agenda Title:	COF Membership

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### Agenda Item Executive Summary:

The Committee on Finance is recommending changes to its composition as shown in the attached By-Laws.

At its February 16, 2022, meeting, the Board of Governors approved the By-Laws for first reading and the proposed implementation plan for the terms of the members of the Committee on Finance.

The Committee recommends Stacey Swisher Harnetty to become a member of COF for a term ending in June 2025. She will be filling the position of a member of COF who has had previous service on the Board of Governors.

Proposed motions for BOG Action: To approve for adoption changes to By-Law B5.2.5.2. To approve the appointment of Stacey Swisher Harnetty to the Committee on Finance for a term ending in June 2025.

Attachment: By-Law Changes

Name: Stacey Swisher Harnetty  
260 Southridge Drive  
Blountville, TN 37617  
[swisherharnetty@gmail.com](mailto:swisherharnetty@gmail.com)  
C: 423-292-8739

Member Grade: Fellow

Number of Years as member: 34 years

ASME Positions with focus on leadership and desired qualifications:

Member At Large, Student & Early Career (SECD), 2021-current  
Presidential Taskforce leader, 2017  
Board of Governors, 2013-2016  
Senior Vice-President, Public Affairs & Outreach/Strategic Management Sector, 2009-2012  
Vice-President, Board on Public Information, 2001-2004  
Numerous committee, division, region, and Taskforce assignments since 1996  
Leadership Development Intern, 1996

Professional History:

30 years of experience delivering results through strategic planning, high performance team mentoring, and visionary leadership. Strengths are operating in dynamic environments, leading mission-critical challenges, effectively communicating and building relationships within executive management and cross functional teams to deliver growth, operational excellence, and profitability.

Manufacturing Strategy & Leadership Consultant - 2021 - current

**Eastman Chemical Company - 1991-2021**

***Manufacturing Division Director, Cellulose Esters and Specialty Plastics 2015 - 2021***

- Aligned and mentored department directors, area supervisors, and team managers in leading efforts to produce high-quality specialty products and achieve YOY improvements in safety, cost, and quality. Served on high-performing business team as the manufacturing lead across multiple divisions and sites. Advised multiple VPs on manufacturing progress and business achievement.
- Championed maintenance redesign effort, which was then successfully implemented across the corporation, yielding a large decrease in maintenance \$ spent due to maximized planning / scheduling and less contractor use.
- Fostered equality environment and training, mentoring multiple minority leaders continuing to advance.

***Manufacturing Division Director,  
Performance Films & Cellulose Esters and Specialty Plastics 2015 - 2017***

Oversaw five manufacturing sites in Germany, California, Virginia, and Kingsport, TN (~1,000 employees). Instituted floor leader training, organized a quality excellence program across the sites, and mentored site leaders in accelerating change and collaborating across facilities.

***Manufacturing Dept. Director,  
Specialty Plastics and Film Esters Department 2012 - 2015***

Directed area supervisors and team managers supporting multiple specialty production areas, including a new facility for expanded market growth. Focused on increased safety and product quality training and accomplished reorganization that decreased overall cost of production by several \$M/year.

***Stream Strategy Director,***

***Performance Chemicals and Intermediates Business***

***2005 - 2012***

- Designed and headed first stream strategy corporate organization to enable core and new market growth for the two largest and most profitable of the company's three product streams. Continues to be the model for outstanding stream management and supports the majority of the company's earnings (79% of company's 2009 earnings from operations) with strategies for capacity utilization, reliability, competitive intelligence, key raw material sourcing, technology development, manufacturing capital and integrated stream business strategies with the affected core businesses and corporate growth efforts.
- Led a multi-functional corporate team to determine critical product fitness-for-use for new market, including business strategy, manufacturing and technology solutions, and communications with executive management; resulted in approval of a ~ \$90M investment for Eastman's largest 2010 organic growth effort and global growth strategy

***Project Manager / Technical Associate, Eastman Corporate Program Office 2002 - 2005***

Led multi-disciplinary teams to successfully accomplish divestitures, new business venture launches, complex coordinations, corporate growth efforts, and other major corporate change initiatives. Served as company transition leader for several successful divestitures totaling over \$200M, negotiating transition agreements and working with purchaser to seamlessly transition the businesses.

***General Supervisor / Principal Mechanical Engineer, Chemicals Maintenance***

***1998 - 2002***

Managed Coal Gasification facility maintenance (>\$900M in asset replacement value) and Chemicals Manufacturing Division's off-hours maintenance (>\$2B ARV), with a \$20M annual budget and 100 employees. Led world-class planning, scheduling, and execution of "largest in industry" manufacturing shutdowns (multimillion-dollar budget, >500 craftspeople, > 1,450 work orders).

***Advanced Process, Development, and Plant Engineer, Engineering & Technology***

***1991 - 1998***

Designed and forecasted mechanical utility systems for Eastman's global plant sites (1991-1994); increased production capacity and developed reliability plans (1994-1997); supported four operations and two maintenance departments, including coordination of large multidiscipline projects (1997-1998).

**Related Outside Activities:**

United Way of Greater Kingsport, volunteer since 1991

- Chair, Leadership Development Committee, 2022-current
  - Responsible for recruiting volunteer leaders and ensuring leadership succession planning; education of the board including diversity training, and planning and hosting annual leadership retreat
- Vice-chair, Leadership Development Committee, 2021-2022
- Signature Club Distinguished Giving Campaign Chair, 2020-2022
- Member, Campaign Funding Committee, 2020-Current



## Board of Governors Meeting Agenda Item Cover Memo

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<b>Date Submitted:</b>	March 24, 2022
<b>BOG Meeting Date:</b>	April 19, 2022
<b>To:</b>	Board of Governors
<b>From:</b>	Jackie Sharp, ECLIPSE Intern
<b>Presented by:</b>	Jackie Sharp
<b>Agenda Title:</b>	ECLIPSE Project: Using the Strategic Technologies to Engage Sections, Membership, and the Broader Engineering Community

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### Agenda Item Executive Summary:

The Board of Governors ECLIPSE Intern project goal is to develop a GUI to understand member/community demographics and the intersection with prevalent industries and strategic technologies. I will present the project plan, execution, and milestones, and welcome any feedback, insights, or suggestions to better the direction of the project.

**Proposed motion for BOG Action: None**

**Attachment(s):** PowerPoint Presentation

# Using the Strategic Technologies to Engage Sections, Membership, and the Broader Engineering Community

ECLIPSE Project

Jackie Sharp

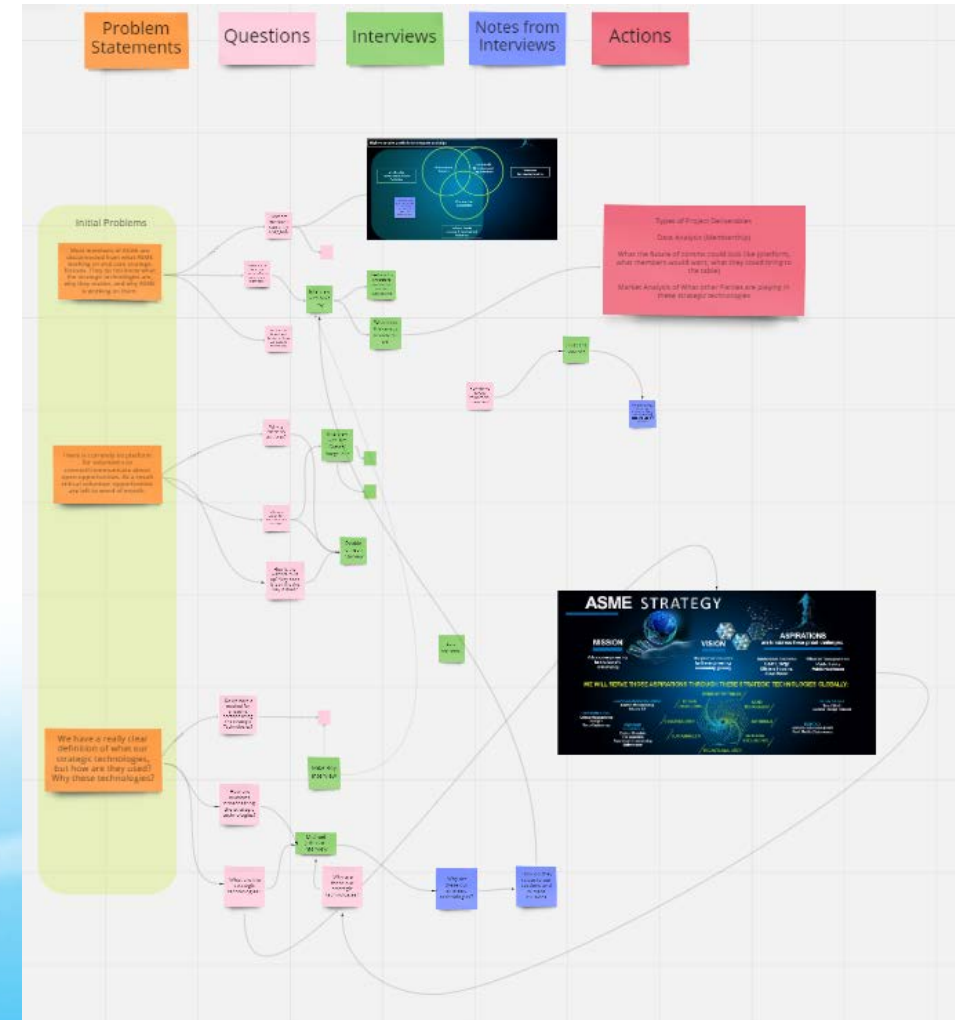


# What to Expect from Presentation

- **Brief Description** – The purpose of this presentation is to share with you my current ECLIPSE project and get feedback on the direction
- **Desired Outcome** – Feedback Requested, Any Insight or Suggestions
- **Questions** – “Please ask questions during the presentation”
- **Duration** – 10 minutes (max.)

# Background & Problem Statement

- I wanted to pursue a project that could help not only sections engage their members better, but a greater cause in ASME.
- Initial Questions:
  - How are the Strategic Technologies being used in member/community engagement?
  - How do they overlap with existing industries?
  - How can we actively engage our members for better volunteer activity?



Back

• In

**Problem: Though Strategic Technologies have** just recently **been incorporated into** large conference **events** for the divisions and other internal reasons (e.g. offshore wind energy conference), **there is still a gap in engaging and educating members and the greater community using the strategic technologies** on a national/regional/local level.



# Proposed Solution

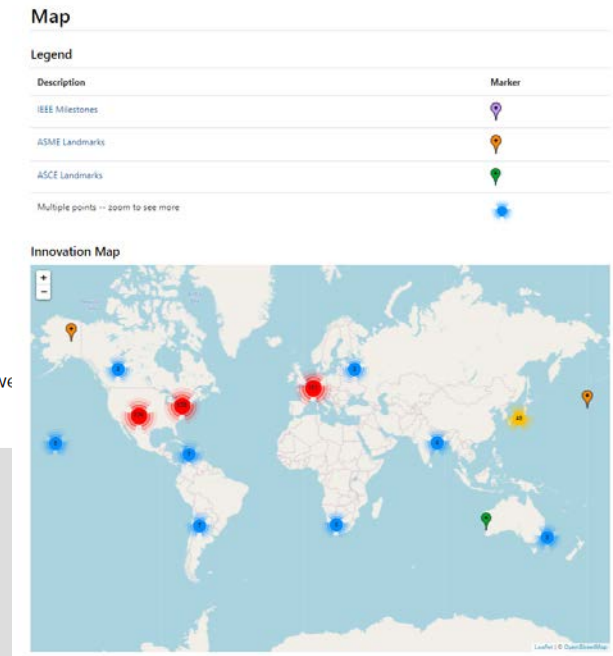
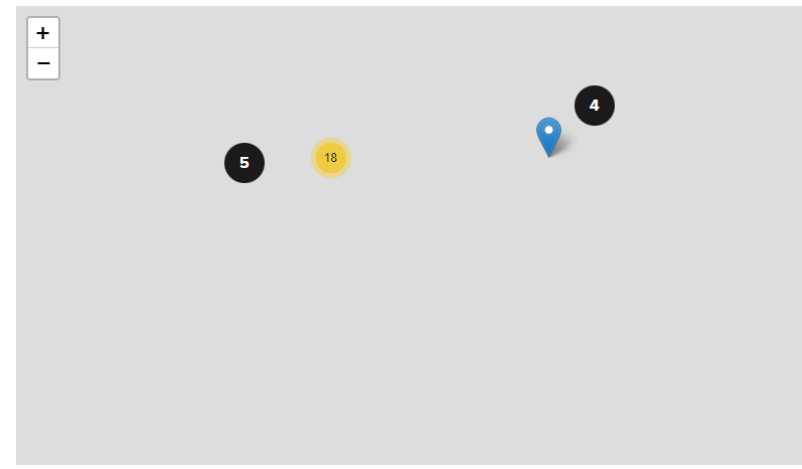
- Goal: Provide sections/divisions/planners a way to leverage Strategic Technologies' overlap with current Divisions to spark community interest in ASME national, regional, and section events.
- Solution: Create a graphical tool which professional section & student section support staff as well as section leaders (and if helpful divisions and conference planners), can visualize the overlap of Strategic Technologies and local interests/industries to better plan local events relevant to members/non-members in that region.
- Scope: Focus on specific subset of engineers (mechanical, materials, mechanical technology) and certain Strategic Technologies (Clean Energy, Robotics)

# Previous Work and Data

- Previous graphical user interfaces are limited to personal projects and external sources.
- Some current ASME maps available lack usable information.

## Explore ASME Conferences Around the World

Find events on technologies such as bioengineering, manufacturing, energy, robotics, as well as standards.



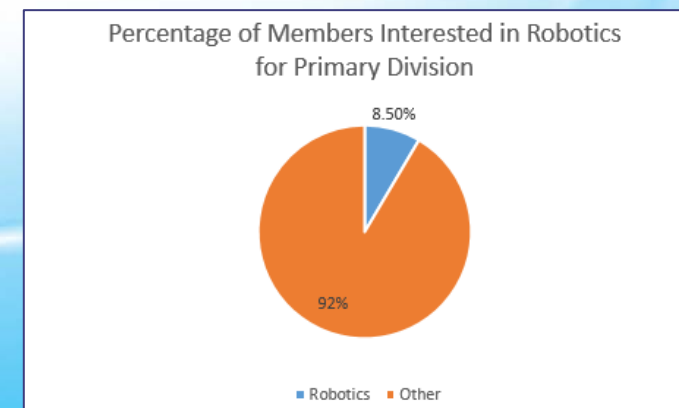
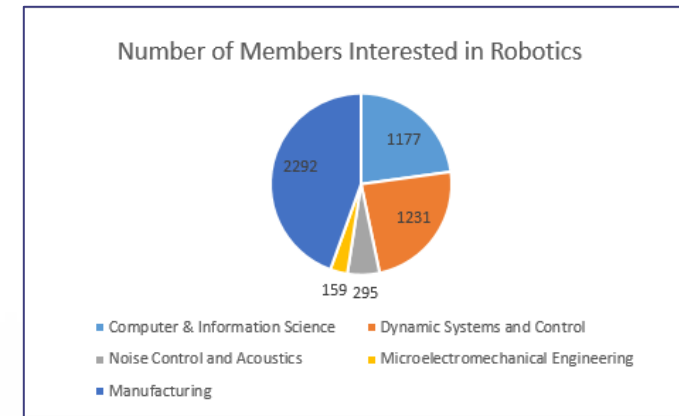
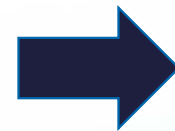
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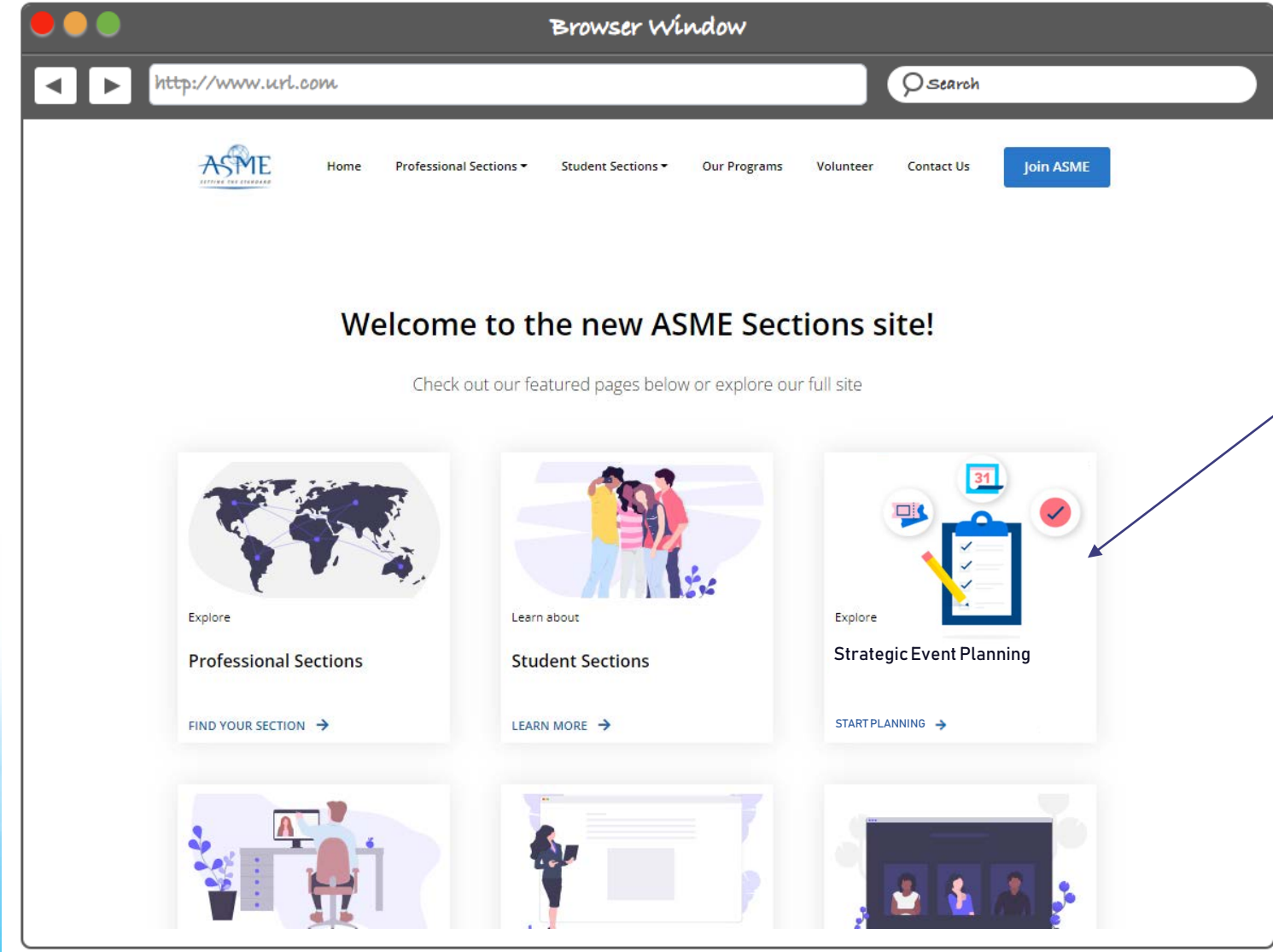
# Previous Work and Data

- Use available data to help plan future local events/webinars, plan technical division meetings/events, recruit volunteers in areas where interest has high density, etc.

	Technical Preferences	Topic 1	Topic 2	Topic 3	Topic 4
27	Advanced Energy Systems	Clean Energy	Pressure Technology	Sustainability	
1	Aerospace	Manufacturing	Materials		
2	Applied Mechanics	Design Engineering			
9	Bioengineering	Bioengineering	Nanotechnology		
31	Computers and Information in Engineering	Internet of Things	Cybersecurity	Artificial Intelligence	Robotics
14	Design Engineering	Design Engineering			
25	Dynamic Systems and Control	Robotics	Artificial Intelligence	Internet of Things	
34	Electronic and Photonic Packaging	Design Engineering	Internet of Things	Materials	Nanotechnology
23	Environmental Engineering	Clean Energy	Sustainability		
36	Fluid Power and Systems Technology	Pressure Technology	Design Engineering	Clean Energy	
8	Fluids Engineering	Pressure Technology	Design Engineering	Clean Energy	
11	Heat Transfer	Materials			
38	Information Storage and Processing Systems	Cybersecurity	Nanotechnology	Big Data Analytics	
5	Internal Combustion Engines	Sustainability	Clean Energy		
22	International Gas Turbine Institute	Sustainability	Clean Energy		
3	Management				
13	Manufacturing Engineering	Materials	Manufacturing	Robotics	
10	Materials	Materials			
4	Materials Handling Engineering	Materials	Manufacturing		
39	Microelectromechanical Engineering	Design Engineering	Internet of Things	Artificial Intelligence	Robotics
32	Noise Control and Acoustics	Design Engineering	Artificial Intelligence	Internet of Things	Robotics
33	Nondestructive Evaluation, Diagnosis, and Prognosis	Materials	Manufacturing		
17	Nuclear Engineering	Clean Energy	Pressure Technology	Sustainability	Cybersecurity
35	Ocean, Offshore & Arctic Engineering	Cybersecurity	Clean Energy	Sustainability	
16	Petroleum	Sustainability	Clean Energy	Pressure Technology	
40	Pipeline Systems	Pressure Technology	Sustainability		
21	Plant Engineering & Maintenance	Manufacturing	Robotics		
19	Power	Clean Energy	Sustainability		
28	Pressure Vessels & Piping	Pressure Technology			
12	Process Industries	Manufacturing			
18	Rail Transportation	Clean Energy			
7	Safety Engineering & Risk Analysis				
30	Solar Energy	Clean Energy	Sustainability		
24	Technology & Society	Sustainability	Robotics	Bioengineering	Manufacturing
15	Tribology	Manufacturing	Design Engineering		



# Concept/Wire Frame

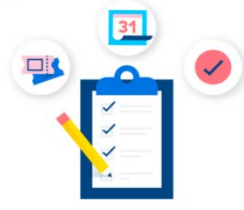


Develop a widget to be used somewhere useful, such as the new sections page

# Concept/Wire Frame

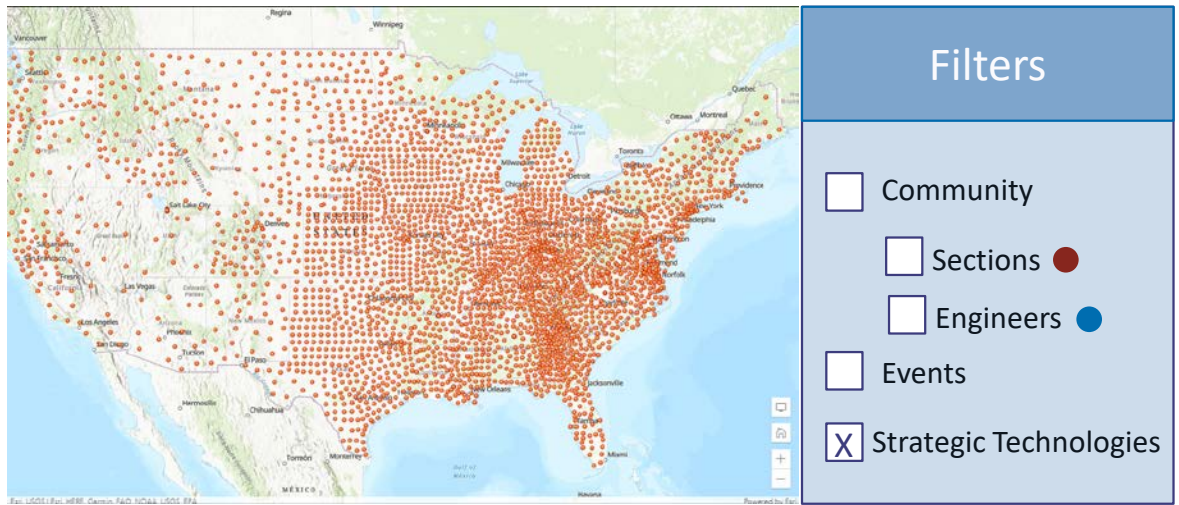
Browser Window

http://www.url.com Search



### Strategic Event Planning

Whether you are a section leader, division leader, or recruiting for volunteers in a certain specialty, this map will help you understand more about the demographics in your region!



Filters

- Community
- Sections ●
- Engineers ●
- Events
- Strategic Technologies

# Concept/Wire Frame

Browser Window

http://www.url.com Search

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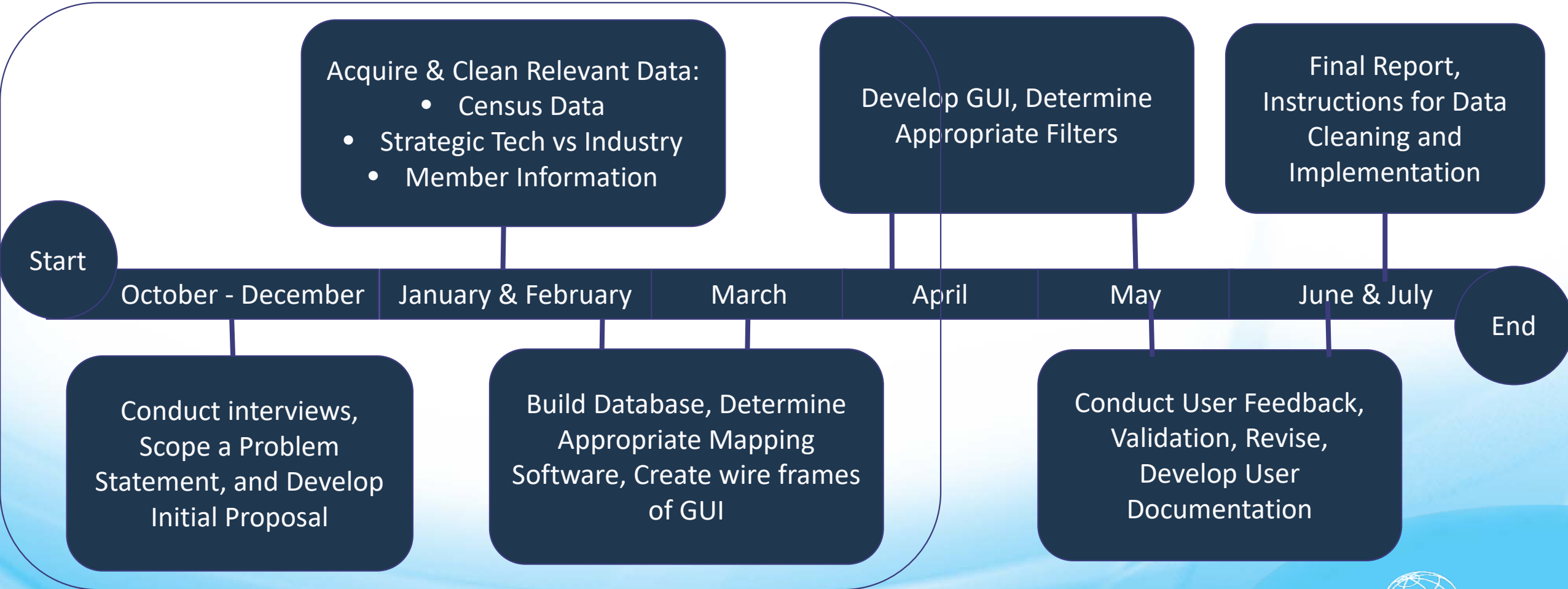
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Filters

- Community
- Sections ●
- Engineers ●
- Events
- Strategic Technologies

# Milestones and Deliverables





# Resources

- <https://www.asme.org/conferences-events>
- [https://ethw.org/Main\\_Page](https://ethw.org/Main_Page)

# Thank you for your support

- Please let me know of questions and input on these opportunities.
  - Email: [jos149@pitt.edu](mailto:jos149@pitt.edu)
  - Phone: (412) 979-6294
- Thank you for hearing my presentation!

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

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**Date Submitted:** April 5, 2022

**BOG Meeting Date:** April 19, 2022

**To:** Board of Governors (BOG)

**From:** Jeff Patterson, Chief Operating Officer

**Presented by:** Jeff Patterson

**Agenda Title:** FY22 Enterprise Objectives Update & FY23 Preliminary Goals

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**Agenda Item Executive Summary:**

Staff will provide a progress update on the FY22 Enterprise Objectives through Q3.

The FY23 Enterprise Objectives are in the process of being determined. Staff will provide a preliminary draft.

**Proposed motion for BOG Action:**

None

**Attachments:** Two-slide Presentation

# FY22 Enterprise Goals Update and FY23 Preliminary Enterprise Goals

ITEM 2.3

JEFF PATTERSON





BOARD OF GOVERNORS MEETING

APRIL 19, 2022

# FY22 Enterprise Goals

Category:	Weight	Desired Outcomes:	Lower Threshold	Target	Upper Threshold	Q1-Q3 Status
<b>Culture</b>	<b>15%</b>	The manifestation of a collective environment where intellectual achievement is paramount and reflects our commitment to excellence, collegiality, and inclusiveness.	Complete 1 of 3 deliverables	Complete 2 of 3 deliverables	Complete 3 of 3 deliverables	<b>On Track</b>
<b>Membership</b>	<b>10%</b>	FY22 goals focus includes process and benefit improvements, development of target segment expansion, and new product development initiatives. Membership's FY22 goals are highly dependent on collaboration with other business units and request that these shared goals are also incorporated into the FY22 goals of relevant business units.	Complete 3 of 10 deliverables	Complete 4-6 of 10 deliverables	Complete 7 or more of 10 deliverables	<b>On Track</b>
<b>Identity &amp; Access Management (I&amp;AM)</b>	<b>20%</b>	Continuation of FY21 Objective; IAM and "Business Transformation" represent a series of four interconnected projects being managed by a cross-functional team as a comprehensive enterprise-wide program. These integrated projects provide the foundation for deploying efficient and agile business processes supported by modern technology to serve various constituents and drive ASME's mission.	Complete 5 of 12 deliverables	Complete 7 of 12 deliverables	Complete 10 or more of 12 deliverables	<b>On Track</b>
<b>Diversity &amp; Inclusion</b>	<b>15%</b>	A systematic approach that requires active engagement, senior leadership, and consistent involvement, with the mindful intention of creating a workplace culture that is open and welcoming to unique backgrounds, personalities, and thinking styles.	Complete 1 of 3 deliverables	Complete 2 of 3 deliverables	Complete 3 of 3 deliverables	<b>On Track</b>
<b>Financial Sustainability</b>	<b>40%</b>	Ensure individual business unit budget goals are met or exceeded	<b>\$113M</b>	<b>\$116M</b>	<b>\$123M</b>	<b>On Track</b>

# FY23 Preliminary Enterprise Goals

FY21 and FY22 Categories	Proposed FY23 Categories
	New: "Transformation" Theme For First Four Goals
Membership	 Customer Experience – Engineer's Lifelong Journey (ELJ)
Culture	 Culture and Workforce Transformation (WfX)
Diversity & Inclusion	 Diversity, Equity, and Inclusion (DEI)
Identity & Access Management (I&AM)	 Digital Transformation (DX)
Financial Sustainability	No Change



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

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Date Submitted:	March 29, 2022
BOG Meeting Date:	April 19, 2022
To:	Board of Governors
From:	Michael Johnson, Chief Strategy Officer
Presented by:	Michael Johnson
Agenda Title:	BOG Planning Meeting

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Agenda Item Executive Summary:

A quick overview will be provided regarding the content of the BOG Planning Meeting scheduled for July 2022.

Proposed motion for BOG Action: None

Attachment(s): PowerPoint slides

# 2022 BOG Planning Meeting



Michael Johnson

April 19, 2022

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Board of Governors  
Planning Meeting

July 11-13, 2022  
Houston, TX

*Embassy Suites by  
Hilton Houston  
Energy Corridor*



Digitalization of Standards



Diversity, Equity & Inclusion



Revenue Diversification



Engineers Lifelong Journey



Climate Change

# Draft Meeting Schedule

## Day 1 Monday, July 11, 2022

12:00 Welcome Lunch

1:00 Presentation

2:00 Open Discussion

3:00 - 3:30  
Break

3:30 Information & Discussion

4:30 Wrap Up

6:00 - 8:00  
Dinner

## Day 2 Tuesday, July 12, 2022

8:00 Breakfast

9:00 Presentation

10:30 - 10:45  
Break

10:45 Review & Discussion

12:00 - 1:00  
Lunch

1:00 Presentation

3:00 - 8:00  
Activity & Dinner

## Day 3 Wednesday, July 13, 2022

8:00 Welcome Lunch

9:00 Discussion

10:30 - 10:45  
Break

10:45 Speaker & Q&A

12:00 Adjourn





## Board of Governors Meeting Agenda Item Cover Memo

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Date Submitted:	March 16, 2022
BOG Meeting Date:	April 19, 2022
To:	Board of Governors
From:	Nominating Committee Liaison
Presented by:	Todd Allen
Agenda Title:	Nominating Committee Liaison

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Agenda Item Executive Summary:

### **Updates on the recruitment of candidates and NC Training**

Proposed motion for BOG Action: None

Attachment(s): PowerPoint



# Nominating Committee Liaison Update

Todd Allen  
April 19, 2022

# Candidate Recruitment

## Leadership for the Future Session

### Announcements Posted

- ASME Facebook Page
- ASME LinkedIn Page
- ASME Twitter
- ASME Homepage

### Application Deadline extended from February 15 to March 11

- Eight applications have been submitted

Everyone is responsible to mentor and cultivate future ASME leaders

## Training and Meetings for the NC

- An Inclusive Approach to Nominating ASME Leadership
- Responsibilities of Directors and Officers of New York Not-For-Profit Organizations
- Round One – Review Candidate Video Interviews
- Selection Meeting – June 18-20, 2022  
Scottsdale Arizona
  - In person, Candidates and NC Members

# Nominating Committee Application Process Changes

Review of the  
online application

Streamline the  
application process