ASME MANUAL MM-1

Constitution and By-Laws

October 2026

ASME
SETTING THE STANDARD

CERTIFICATE OF INCORPORATION

Granted The American Society of Mechanical Engineers

December 24, 1881

STATE OF NEW YORK
CITY AND COUNTY OF NEW YORK

We, GEORGE H. BABCOCK, WILLIAM P. TROWBRIDGE, LYCURGUS B. MOORE, THOMAS WHITESIDE RAE, ALFRED R. WOLFF, D.S. HINES, CHARLES E. EMERY, JAMES C. BAYLES and FREDERICK R. HUTTON, all of whom are of full age, and citizens of the United States; and also citizens of and resident within this State, except GEORGE H. BABCOCK, who resides in New Jersey:

Do Hereby Certify That we desire to associate ourselves together, and form a Society or Association for scientific purposes, pursuant to and in conformity with an act of the Legislature of the State of New York passed on the twelfth day of April eighteen hundred and forty-eight, entitled "An Act for the Incorporation of Benevolent, Charitable, Scientific and Missionary Societies," and the several acts of the Legislature amendatory thereof and supplemental thereto, and in accordance therewith do hereby declare:

First: The name or title by which such Society shall be known in law shall be The American Society of Mechanical Engineers.

[*]*Second:* The particular business and objects of such Society are to promote the arts and sciences connected with engineering and mechanical construction for scientific purposes, and to that end to meet and associate together to read and discuss professional papers, and to circulate by means of publication among its members, the information thus obtained, and for the purpose of maintaining a library.

Third: The number of trustees, directors, or managers to manage the same shall be eighteen[**]; and the names of the trustees, directors or managers of such a Society for the first year of its existence are: ROBERT H.

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[*]This statement has been interpreted by the Courts of New York in the following words:

"That in promoting the arts and sciences connected with engineering and mechanical construction for scientific purposes, the American Society of Mechanical Engineers may employ any reasonable means to accomplish these ends and it is not restricted to the specific means stated in its charter."

[**]The Supplemental Charter of October 17, 1907, which provided that the number of directors shall be twenty-two was amended July 30, 1959 to provide that the number of directors to manage the Society shall be not less than twenty-two nor more than thirty-three, and it was further amended on June 23, 1980, to provide that the Society shall be managed by a Board of Governors, and the number of the Board of Governors shall be ten. On December 5, 1991, the Constitution was amended to expand the number of the Board of Governors to twelve, including the President elect On November 14, 2021, the Constitution was amended to have at least twelve and no more than fourteen members of the Board of Governors. On June 6, 2026, the Constitution was amended to have at least fifteen and no more than seventeen members of the Board of Governors.

THURSTON, WILLIAM H. SHOCK, ALEXANDER L. HOLLEY, THEODORE N. ELY, WILLIAM P. TROWBRIDGE, ERASMUS D. LEAVITT, Jr., CHARLES E. EMERY, WASHINGTON JONES, WILLIAM B. COGSWELL, CHARLES B. RICHARDS, S.B. WHITING, J.F. HOLLOWAY, GEORGE FISHER, ALLAN STIRLING, GEORGE H. BABCOCK, S.W. ROBINSON, CHARLES W. COPLAND and THOMAS WHITESIDE RAE.

Fourth: The business of the said Society or Association shall be carried on in the City and County of New York, and the principal office of such Society or Association shall be located in said City and County of New York.

Witness our hands and seals this twenty-third day of December A.D. 1881, in the presence of WM. L. SNYDER.

(Signed)	GEO. H. BABCOCK	D.S. HINES
	W.P. TROWBRIDGE	CHAS. E. EMERY
	LYCURGUS B. MOORE	F.R. HUTTON
	THOMAS WHITESIDE RAE	J.C. BAYLES
	ALFRED R. WOLF	

STATE OF NEW YORK
CITY AND COUNTY OF NEW YORK

On this 23d day of December in the Year of our Lord one thousand eight hundred and eighty-one, before me personally came GEORGE H. BABCOCK, WILLIAM P. TROWBRIDGE, LYCURGUS B. MOORE, THOMAS WHITESIDE RAE, ALFRED R. WOLFF, CHARLES E. EMERY, JAMES C. BAYLES and F.R. HUTTON, to me severally known to be the individuals described in and who executed the foregoing instrument and severally acknowledged that they executed the same.

(Signed) WM. L. SNYDER
Notary Public
N.Y. Co.

STATE OF NEW YORK
CITY AND COUNTY OF NEW YORK

On the 24th day of December in the year of our Lord one thousand eight hundred and eighty-one, before me personally came D.S. HINES, to me known to be the individual described in and who executed the foregoing instrument, and acknowledged that he executed the same.

(Signed) WM. L. SNYDER
Notary
Public
N.Y. Co

Endorsement

STATE OF NEW YORK
CITY AND COUNTY OF NEW YORK

I, ABRAHAM R. LAWRENCE, one of the Justices of the Supreme Court of the first Judicial District of the State of New York, in which the place of business or principal office of the Association or Society hereinafter mentioned shall be located, do hereby certify that I have examined the Certificate of Incorporation of the Association or Society designated as "The American Society of Mechanical Engineers," and the right to establish or organize the same, under the name and for the purposes therein mentioned, pursuant to, and in conformity with an act of the Legislature of the State of New York passed on the twelfth day of April 1848 entitled "An Act for the Incorporation of Benevolent, Charitable, Scientific and Missionary Societies" and the several acts of the said Legislature amendatory thereof, and the same meets my approbation and approval, and in accordance therewith I make this endorsement.

Dated New York, December 24, 1881

(Signed) ABRAHAM R. LAWRENCE
Justice of the Supreme Court

P R E A M B L E

The American Society of Mechanical Engineers

An organization of the size and geographical scope of this Society must, of necessity, formalize its laws of operation to some degree. The very size of the organization has necessitated some degree of complexity in the written "laws", manuals and procedures which the newcomer to office in the Society as well as some of the experienced members may find perplexing. However, in order to facilitate the understanding and reference use of this document, a deliberate effort has been made in this Manual to integrate references to other pertinent documents. The contents and the index have been arranged in a manner to bring together related Constitutional and By-Laws information.

The basic "law" of the Society is contained in the Charter, the Constitution and By-Laws. In the interest of simplicity, these laws have been constructed, where feasible, to be complementary and to provide minimum redundancy. Constitutional Articles are preceded by the letter "C" and By-Laws are preceded by the letter "B".

More detailed matter is contained in the Society Policies adopted by the Board of Governors. The complete text of a particular Society Policy is available from the office of the Executive Director/CEO.

Still further detail concerning personnel, organizational structure, Committee operation, and the like is contained in the ASME Annuals and Manuals, available upon request from ASME headquarters.

SEAL

When the Society was incorporated under the laws of the State of New York it became necessary to create a seal to be affixed to official documents. The design shows the lever of Archimedes which was capable of lifting the world should an adequate fulcrum be found.

EMBLEM

The Emblem of the Society shows the design of a conventionalized four-leaf clover with an initial of the Society name on each leaf. It is the mark of the Society used for the badge of membership, on stationery, etc., and as a proprietary symbol to indicate conformity with its standards or recommended practices.

ARTICLE C1.1 IDENTIFICATION

C1.1.1 The name of this Society is The American Society of Mechanical Engineers.

C1.1.2 The Society is a corporation, organized April 7, 1880, and chartered under the laws of the State of New York.

ARTICLE C2.1 PURPOSES

C2.1.1 The purposes of this Society are to:

- Promote the art, science and practice of mechanical and multidisciplinary engineering and allied sciences to diverse communities throughout the world;
- Encourage original research;
- Foster engineering education;
- Advance the standards of engineering;
- Promote the exchange of information among engineers and others;
- Broaden the usefulness of the engineering profession in cooperation with other engineering and technical societies; and
- 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 noted in the Society Policies.

C2.1.2 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.

ARTICLE C3.1 MEMBERSHIP

C3.1.1 The corporate membership shall consist of Honorary Members, Fellows, Members and Financial Affiliate Members. The non-corporate membership shall consist of Affiliates (other than Financial Affiliates) and Student Members.

C3.1.2 Members of Honorary grade shall be elected by the Board of Governors. The election for all other grades of membership may be delegated by the Board of Governors.

C3.1.3 An Honorary Member shall be a person having distinctive accomplishment in engineering or science or industry or research or public service and those allied pursuits beneficial to the engineering profession.

C3.1.4 A Fellow, one who has attained a membership grade of distinction, at the time of advancement shall be a corporate member of the Society, shall have been responsible for significant engineering achievements, shall have not less than 10 years of active practice and shall have not less than 10 years of corporate membership.

C3.1.5 A Member, at the time of admission or advancement to that grade, shall have attainments amounting to the equivalent of at least eight years of engineering experience.

C3.1.6 An Affiliate Member is a person who is capable of and interested in rendering service to the field of engineering but who does not need to have an engineering degree. An Affiliate Member's work should be so related to applications of engineering that admission to this grade will contribute to the welfare of the Society. A Financial Affiliate Member, a subset of the Affiliate Membership, is someone who has financial background, training and/or experience. Financial Affiliate Members shall have the same rights and duties as a Corporate Member, including the ability to serve on the Board of Governors as a full voting member.

C3.1.7 A Student Member shall be a student regularly enrolled and working towards a degree in an approved engineering curriculum, or towards an engineering degree in a regionally accredited institution.

C3.1.8 Personal or professional achievement of members, within the Society and/or their professions, may be designated by appropriate titles or descriptive words.

ARTICLE C4.1 GOVERNMENT

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

- Twelve members-at-large elected from among the corporate members of the Society in the manner specified in C4.1.5 and three members-at-large elected from among the Financial Affiliate Members of the Society in the manner specified in C4.1.5 (collectively, the "Elected Governors"). There shall be one Financial Affiliate Member in each class.

- 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 sixteen or seventeen, as the case may be, to include a seat for the proposed appointee and that the proposed appointee has demonstrated substantial philanthropic support of the Society's mission and sustained engagement with the field of engineering.

The "Entire Board of Governors," as such term is used in this Constitution, shall mean the total number of members-at-large entitled to vote, within the range of fifteen to seventeen as fixed by the Board, assuming there are no vacancies.

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

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

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

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

C4.1.2 The Officers of the Society shall consist of the President, the senior vice presidents, the Executive Director/CEO, the Secretary, Treasurer, and such others as the Board of Governors may appoint.

C4.1.3 The President shall be appointed by the Board of Governors from among the seated Elected Governors. He or she shall be appointed for a term of one year.

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

C4.1.5 Successor members of the Board of Governors, except the Appointed Governors, shall be elected annually by the members present in person or represented by proxy at the first Business Meeting of each fiscal year.

C4.1.6 Each Board of Governors at its first meeting shall appoint for one year a President, an Executive Director/CEO, a Secretary and a Treasurer, all of whom shall be corporate members of the Society who have reached at least the grade of Member. The Board of Governors may appoint an Appointed Governor to the extent authorized by C4.1.1. The Board of Governors may also appoint for one year an Assistant Secretary, a Chief Financial Officer and an Assistant Treasurer who shall be Officers of the Society.

C4.1.7 The corporate membership of the Society shall elect annually a Nominating Committee whose duty shall be to select nominees for the position of Elected Governor. Such nominees shall be corporate members of the Society who have reached at least the grade of Member.

C4.1.8 Other nominating committees having the same powers may be constituted by the membership of the Society.

C4.1.9 The Board of Governors shall meet at such times as the Board of Governors may select, and at the call of the President. Except insofar as a greater proportion is required by law, a majority of the Entire Board of Governors shall constitute a quorum.

C4.1.10 The deposit, investment, and disbursement of all funds shall be subject to the direction of the Board of Governors.

C4.1.11 The Society shall indemnify each person (or heirs, executors and administrators) made, and the Society may in the discretion of the Board of Governors indemnify each person (or heirs, executors and administrators) threatened to be made, a party to an action, suit or proceeding (other than one by or in the right of the Society to procure a judgment in its favor), whether criminal or civil, by reason of serving or having served as a member of the Board of Governors or member of a sector, board or committee, or an Officer, or employee of the Society, or of another corporation or organization with which such person may serve or have served as such or as a trustee, at the request of the Society, or by reason of otherwise serving or having served as a nominee of the Society, as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise (herein all referred to more generally as the "Indemnified Parties") against judgments, fines, amounts paid in settlement and reasonable expenses (including attorney's fees actually and necessarily incurred as a result of such action, suit or proceeding, or any appeal therein) provided that such person acted in good faith for a purpose which is reasonably believed to be in the best interests of the Society or, in the case of service for any other corporation or any partnership, joint venture, trust, employee benefit plan or other enterprise, not opposed to, the best interests of the Society and, in criminal actions, had no reasonable cause to believe that the conduct was unlawful.

The Corporation shall pay expenses as incurred by any Indemnified Parties in connection with any action, suit, proceeding or inquiry described in this Article; provided, that, if these expenses are to be paid in advance of the final disposition (including appeals) of an action, suit, proceeding or inquiry, then the payment of expenses will be made only upon delivery to the Corporation of an undertaking, by or on behalf of the person, to repay all amounts so advanced if it is ultimately determined that the person is not entitled to be indemnified under this Article or otherwise.

If any provision of this Article will be found to be invalid or limited in application by reason of any law or regulation, that finding will not affect the validity of the remaining provisions of this Article. The rights of indemnification provided in this Article will neither be exclusive of, nor be deemed in limitation of, any rights to which any Indemnified Parties may otherwise be entitled or permitted by contract, the Certificate of Incorporation, vote of the Board of Governors, or otherwise, or as a matter of law, both as to actions in the person's official capacity and actions in any other capacity while holding such office, it being the policy of the Corporation that indemnification of any Indemnified Parties will be made to the fullest extent permitted by law.

For purposes of this Article, reference to "other enterprises" will include employee benefit plans; reference to "fines" will include any excise taxes assessed on a person with respect to an employee benefit plan; and reference to "serving at the request of the Corporation" will include any service as a Director or officer of the Corporation which imposes duties on, or involves services by, that Director or officer with respect to an employee benefit plan, its participants, or beneficiaries.

ARTICLE C5.1 SOCIETY STRUCTURE

C5.1.1 The Society membership may be divided into smaller units for administrative and technical activities.

C5.1.2 The provisions of the Constitution and By-Laws and Society Policies established by the Board of Governors of the Society shall govern the procedure of all units of the Society but no action or obligation of such units shall be considered an action or obligation of the Society as a whole.

ARTICLE C6.1 MEETINGS OF THE SOCIETY

C6.1.1 Society-Wide Meetings of the Society shall be held at such time and place as the Board of Governors shall designate.

C6.1.2 General Meetings of the Society which are primarily for the presentation and discussion of technical papers shall be under the direction of the Sector Council of one or more of the sectors as appropriate.

C6.1.3 There shall be two Business Meetings of the Society each fiscal year, as determined by the Board of Governors. At any Business Meeting 100 corporate members shall constitute a quorum, voting in person or by proxy.

C6.1.4 An action of any Business Meeting of the Society shall be deemed an action of the Society as a whole but any question considered by the Board of Governors to be of major importance shall be submitted to the corporate membership.

C6.1.5 Special Business Meetings of the Society may be called at any time and place at the discretion of the Board of Governors, or shall be called by the Executive Director/CEO upon the written request of at least one per cent of the corporate membership.

The call for the meeting shall be issued as required by law and shall state the business to be considered. No other business shall be transacted at the meeting.

ARTICLE C7.1 PUBLICATIONS AND PAPERS

C7.1.1 The papers and publications of the Society shall be issued in such manner as the Board of Governors may direct.

ARTICLE C8.1 AMENDMENTS TO THE CONSTITUTION

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

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

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

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

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. 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. 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.

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

The Presiding Officer at the Business Meeting of the Society following the close of the ballot shall announce the result, and if the amendment is adopted it shall thereupon take effect.

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

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

C9.1 DUES

C9.1.1 Any changes to the dues must be approved by at least two-thirds of the voting members of the Board of Governors.

A dues increase shall be limited to the change in the Consumer Price Index since the previous dues increase. A dues decrease shall not be limited.

C9.1.2 Any proposed dues increase beyond the limit contained in C9.1.1 must be submitted to the corporate membership for approval.

B2.1 FULFILLMENT OF PURPOSES

B2.1 To promote the art, science and practice of mechanical and multidisciplinary engineering and allied sciences to diverse communities throughout the world the Society shall:

DISSEMINATION OF KNOWLEDGE

Encourage the preparation of original papers on engineering topics.

Hold meetings for the presentation and discussion of original papers and participate in international engineering congresses.

Publish papers and reports and disseminate knowledge and experience of value to engineers.

TECHNICAL STANDARDS

Develop and promulgate standards, codes, and recommended practices, and administer related conformity assessment programs.

RESEARCH

Encourage engineering research, tests, and other original work.

EDUCATION

Cooperate with educational institutions in the maintenance of high standards of engineering education.

Foster among engineering students the study of philosophy and history, tradition and achievement, duties, and social functions of the engineering profession.

Further the purposes of the Linda Hall Library of Science, Engineering and Technology of which the library of this Society forms a part.

PROFESSIONAL STANDARDS

Offer awards and other honors to encourage contributions to engineering; confer awards and other honors in recognition of meritorious contributions to engineering.

Maintain high technical and cultural standards for entrance to the Society.

Aid in the adoption of a high standard of attainment for the granting of the legal right to practice professional engineering.

Encourage the personal and professional development of young engineers.

USEFULNESS OF THE PROFESSION

Encourage a high standard of citizenship among engineers and their participation in public affairs.

Cooperate with governmental agencies in engineering matters.

Publicize the engineering profession through the achievements of engineers.

Support activities looking to the increased employment of engineers and seek new opportunities for engineering service.

ETHICAL PRACTICE

Maintain a Code of Ethics of Engineers consistent with the high 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.

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.

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.

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.

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.

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.

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

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 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 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.

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.

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. Nominations for open positions for 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, Fellow, or Honorary Member grade and not currently serving as an officer or as Governor of the Society.

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

B4.2.2.3 Each sector will develop its own procedures for generating recommendations for alternates to the Nominating Committee. The Sector Senior Vice Presidents shall present a minimum of five applications for consideration as alternates to the Nominating Committee. ASME members may also submit their own applications for consideration as alternates to the Nominating Committee. The Nominating Committee will review all of the applications for alternates and select five to be nominated for election to the Nominating Committee pursuant to By-Law B4.2.2.1. The Nominating Committee will identify up to five additional names to fill any vacancies that occur prior to the first Business Meeting of the new fiscal year.

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 are members of the Committee of Past Presidents. These Advisors, invited by the Nominating Committee, and appointed by the Committee of Past Presidents Chair, will attend meetings of the Nominating Committee and participate in its discussions. At the option of the Nominating 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 Candidate. The functions of the Committee of Past Presidents Advisors 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 serving as a Governor.

B4.2.3.1 If a voting member is unable to serve, then an alternate will be identified by the Nominating Committee Chair 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.

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.

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.

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.

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 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.

B4.3 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.

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

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

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.

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.

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.

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 Public Affairs and Outreach

Senior Vice President for Section Engagement

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.

B4.4 FUNDS

B4.4.1 All funds received shall be directed to the office of the Chief Financial Officer for proper recording and deposit in authorized bank accounts.

B4.4.2 All amounts due from members and others shall be collected by the office of the Chief Financial Officer.

B4.4.3 Funds may be solicited from sources outside of the Society for the conduct of research.

B4.4.4 No grant, gift or bequest to the Society shall be accepted until it and any restrictions thereon have been approved by or under the authority of the Board of Governors. Upon receipt, such grants, gifts and bequests shall be invested and used for the Society's purposes and in accordance with any restrictions thereon mandated by the donor and approved by or under the authority of the Board of Governors. The Executive Committee of the Board of Governors may accept unrestricted grants, gifts or bequests with a value of less than $2,500,000.

B4.4.5 The Committee on Finance and Investment, under the direction of the Board of Governors, shall be responsible for the management of the securities of the Society.

B4.4.6 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.

B4.4.7 The Chief Financial Officer shall regularly report to the Committee on Finance and Investment the total expenditures incurred against each appropriation in the adopted budget. The Committee on Finance and Investment will report the financial position of the Society to the Board of Governors.

B4.4.8 Any contract or other obligation to pay money in the work of the Society shall be valid only when signed by the Executive Director/CEO, the Chief Financial Officer, or the Assistant Treasurer.

B4.4.9 The accounts of the Society shall be audited annually by a certified public accountant appointed by the Board of Governors and ratified by the corporate membership.

B4.4.10 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 the services rendered to or for 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.

B4.4.11 In the event of dissolution, all of the remaining assets and property of the organization shall, after payment of necessary expenses thereof, be distributed to such organizations as shall qualify under section 501(c) 3 of the Internal Revenue Code of 1986.

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.

B5.2 SECTORS AND COMMITTEES REPORTING TO THE BOARD OF GOVERNORS OR EXECUTIVE COMMITTEE

B5.2.1 The sectors reporting to the Board of Governors shall be the Section 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 Board of Governors has established the following committees of the Board, each of which shall consist of three or more Governors and which shall report directly to the Board of Governors: Executive Committee, Committee on Finance and Investment, Audit Committee, and Committee on Executive Director/CEO Evaluation and Staff Compensation. Each committee of the Board shall have such power and authority as the Board of Governors shall specify in these By-Laws or a Board resolution and as permitted by law, except that no such committee shall have authority as to the following matters: (i) the submission to members of any action requiring members' approval under New York law or these By-Laws; (ii) the filling of vacancies in the Board or in any committee; (iii) the fixing of compensation of the Governors for serving on the Board or on any committee; (iv) the amendment or repeal of the By-Laws or the adoption of new By-Laws; (v) the amendment or repeal of any resolution of the Board which by its terms cannot be so amended or repealed; (vi) the election or removal of Governors and officers; (vii) the approval of a merger or plan of dissolution; (viii) the adoption of a resolution recommending to the members action on the sale, lease, exchange or other disposition of all or substantially all of the Society's assets; (ix) the purchase, sale, mortgage or lease of real property of the Society if the property constitutes, or would constitute, all or substantially all of the assets of the Society; or (x) the approval of amendments to the Society's certificate of incorporation. The Board shall appoint, by majority vote at a meeting at which a quorum is present, the members of all Board committees, except for the Executive Committee, whose members must be appointed by a majority vote of the Entire Board of Governors. All committees of the Board shall consist exclusively of Governors; provided, however, that the Board or a committee of the Board may designate one or more members of the Society's management and/or other individuals to serve in an advisory capacity to such committee and who may attend and participate in meetings of the committee (if invited by the committee) but who shall not have the right to vote or deliberate on matters before the committee.

B5.2.2.1 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. The Executive Committee shall have responsibility for overseeing the Scholarship Committee and Old Guard Committee.

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

B5.2.2.2 The Committee on Finance and Investment, under the direction of the Board of Governors, shall have responsibility for oversight of the financial and investment affairs of the Society, including: (1) reviewing and recommending for Board approval policies related to the Society's financial condition, budget, investments, and reserves; (2) reviewing regular financial reports from management to assess the financial status of the Society; (3) reviewing and monitoring annual operating budgets for the current fiscal year, and recommending an annual operating budget to the Board of Governors for approval for the following fiscal year; (4) overseeing the administration of the Society's real property; (5) overseeing the investment of monies, securities and other assets of the Society, with the authority to invest and re-invest the same, in accordance with the Investment Policy of the Society; and (6) reviewing and recommending for board approval significant capital expenditures and asset acquisitions and dispositions. In discharging its role, the Committee is empowered to inquire into any matter it considers appropriate to carry out its responsibilities with access to the books and records of the Society. Subject to the direction of the Board of Governors, the Committee is authorized and delegated the authority to act on behalf of the Board with respect to the management of the Society's investments in accordance with the Investment Policy of the Society.

The Committee on Finance and Investment shall consist of at least three Elected Governors annually selected by the Board of Governors. Such Governors shall be selected by the Board of Governors at the first meeting of the fiscal year and shall consist 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 of the Committee shall be appointed by the Board from among the Committee members and shall preside at meetings of the Committee and shall have authority to convene meetings, set agendas for meetings, and determine the Committee's information needs, except as otherwise provided by the Board or the Committee. The Treasurer, Assistant Treasurer and Chief Financial Officer may participate in meetings of the Committee on Finance and Investment at the request of the Chair of the Committee but shall not be counted towards the presence of a quorum and shall not have the right to vote on any matter before the Committee.

B5.2.2.3 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 Society's accounting and financial reporting processes.

The Audit Committee shall consist of three Elected Governors (serving staggered terms on the Board). 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, Assistant Treasurer and Chief Financial Officer may participate in meetings of the Audit Committee at the request of the Chair of the Committee but shall not be counted towards the presence of a quorum and shall not have the right to vote on any matter before the Committee. The Audit Committee shall meet in executive session, including with the independent auditor, as the Audit Committee deems necessary or appropriate. The President shall nominate an incoming first-year Elected Governor for appointment by the Board. Audit Committee members shall serve a three-year term unless their term on the Board of Governors expires earlier than three years.

B5.2.2.4 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 - Years of Service) and P-7.2, (Staff Employment Guidelines).

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

The Committee on Executive Director/CEO Evaluation and Staff Compensation shall consist of the President, and three Elected Governors (serving staggered terms on the Board). The President shall nominate an incoming first year Elected Governor for appointment by the Board. The Chair of the Committee 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.

B5.2.3 The Board of Governors has established the following "committees of the corporation" in accordance with Section 712(e) of the New York Not-for-Profit Corporation Law to carry out such advisory functions as the Board shall specify in these By-Laws or a Board resolution and as permitted by law: Committee on Organization and Rules, Committee of Past

Presidents, Philanthropy Committee, Inclusion Strategy Committee, Industry Advisory Board, Volunteer Orientation and Leadership Training Academy, History and Heritage Committee, Committee on Sustainability, Committee on Honors, Scholarship Committee and Old Guard Committee. Each committee of the corporation shall maintain its own operation guide as prescribed by Society Policy or by the Board of Governors. The Board of Governors shall designate the members of each committee of the corporation. The members of a committee of the corporation need not be Governors or officers of the Society. A committee of the corporation will not have the authority to bind the Board of Governors or the Society.

B5.2.3.1 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. 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.

B5.2.3.2 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. 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:

(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;

(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 B5.2.3.2 (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.

B5.2.3.3 The Committee on Sustainability, under the direction of the Board of Governors, shall have responsibility for recommending to the Board of Governors a climate and sustainability strategy for the Society. The Committee on Sustainability 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.

B5.2.3.4 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. 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.

B5.2.3.5 The Inclusion Strategy Committee, under the direction of the Board of Governors, shall have responsibility for providing insight and advice into promoting inclusion and access within ASME and mechanical engineering. The Inclusion Strategy Committee 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 Committee during their Presidential term.

B5.2.3.6 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. 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.

B5.2.3.7 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. 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.

B5.2.3.8 The History and Heritage Committee, under the direction of the Board of Governors, shall have responsibility for the Historic Mechanical Engineering Landmark Program, maintaining records of notable mechanical engineering achievements and personalities, and other history and heritage activities within ASME and mechanical engineering. The History and Heritage Committee 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.

B5.2.3.9 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. 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. 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. 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.

B5.2.3.10 The Scholarship Committee, under the direction of the Executive Committee, shall have responsibility for selecting recipients of ASME scholarships, approving the establishment of new scholarships, and other activities related to ASME scholarships. The Scholarship Committee shall consist of a Chair, a Vice Chair, and a membership as determined by the Executive Committee.

B5.2.3.11 The Old Guard Committee, under the direction of the Executive Committee, shall have responsibility for administration of its competitions and awards. The Old Guard Committee shall consist of a Chair, a Vice Chair, and a membership as determined by the Executive Committee.

B5.2.4 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 Team, the Chief Human Resources Officer 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 B5.2.4.

B5.3 PUBLIC AFFAIRS AND OUTREACH SECTOR

B5.3.1.1 The Public Affairs and Outreach Sector, under the direction of the Board of Governors, is responsible for the coordinated outreach to industry, government, education, and the public. It is responsible for initiatives that address diversity and humanitarian programs. The Public Affairs and Outreach Sector will maintain a current Sector Operation Guide that will contain operational details of the Public Affairs and Outreach Sector that are not in these By-Laws.

B5.3.1.2 The Public Affairs and Outreach Sector shall be led by a Council that consists of the following voting membership: a Senior Vice President as Chair; three members-at-large; and the Chairs for the following Committees: the Committee on Engineering Education, the Committee on Government Relations, and the Committee on Engineering for Sustainable Development. The Managing Director, International, is a non-voting member.

B5.3.1.3 The incoming Senior Vice President, Public Affairs and Outreach shall be nominated by the Public Affairs and Outreach Sector Council for appointment by the Board of Governors for a term of three years.

B5.3.1.4 The members-at-large shall be appointed by the Board of Governors, as recommended by the Public Affairs and Outreach Council. The term of the members-at-large shall be one year and they may be re-appointed for up to three terms.

B5.3.2.1 The following Committees will report directly to the Public Affairs and Outreach Council: the Committee on Engineering Education, the Committee on Government Relations, and the Committee on Engineering for Sustainable Development.

B5.3.2.2 The Committee on Engineering Education, under the direction of the Public Affairs and Outreach Council, is responsible for the activities of the Society that relate to engineering education. The Committee shall consist of a Chair, Engineering Education and a membership as determined by the Public Affairs and Outreach Council.

B5.3.2.3 The Committee on Government Relations, under the direction of the Public Affairs and Outreach Council, is responsible for the development of programs for interaction between the Society and government at all levels. The Committee shall consist of a Chair, Government Relations and a membership as determined by the Public Affairs and Outreach Council. The Committee on Government Relations shall recommend policies and procedures and supervise activities that involve Society interaction with government entities.

B5.3.2.4 The Committee on Engineering for Sustainable Development, under the direction of the Public Affairs and Outreach Council, shall be responsible for the collaboration among the engineering and global development stakeholders to create avenues and opportunities within ASME and mechanical engineering around the world to meet the challenges faced by under-served communities. The Committee shall consist of a Chair, appointed by the Senior Vice President, Public Affairs and Outreach, and a membership, as determined by the Public Affairs and Outreach Council.

B5.4 STANDARDS AND CERTIFICATION SECTOR

B5.4.1 The Standards and Certification Sector, under the direction of the Board of Governors, is responsible for the activities of the Society relating to codes and standards, including related conformity assessment programs. The Standards and Certification Sector will maintain a current Sector Operation Guide that will contain operational details of the Standards and Certification Sector that are not in these By-Laws.

B5.4.2 The Standards and Certification Sector shall be led by a Council on Standards and Certification (CSC) that consists of the following voting membership: a Senior Vice President as Chair; a Vice Chair; no more than twelve members-at-large; and the Chairs of the Boards that report to the Council, see B5.4.5.The nonvoting membership of the Council shall include ASME staff as appointed by the Executive Director/CEO.

B5.4.3 The incoming Senior Vice President of Standards and Certification shall be nominated by the Standards and Certification Sector Council for appointment by the Board of Governors for a term of three years.

B5.4.4 The twelve members-at-large and the CSC Vice Chair shall be appointed by the Board of Governors, as recommended by the Council on Standards and Certification. The term of each member-at-large and the CSC Vice Chair shall be three years, with the terms of one-third of the members-at-large ending at the close of the second Business Meeting of the fiscal year.

B5.4.5 The following Boards will report directly to the Council on Standards and Certification:

B5.4.5.1 The Codes and Standards supervisory Boards including the Boards on Standardization and Testing; Nuclear, Clean Energy, Power and Facilities Codes and Standards; Pressure Technology Codes and Standards; Safety Codes and Standards; and Conformity Assessment shall supervise the development of codes and standards within their respective charters, including the development of conformity assessment criteria for applicable codes and standards. The Board on Conformity Assessment shall also supervise the administration of conformity assessment programs.

B5.4.5.2 The Technical and Strategic Advisory Board, under the direction of the Council on Standards and Certification, will consider and evaluate products and services and make recommendations to the relevant Boards and business units while collaborating with the Strategy Office.

B5.4.5.3 The Board on Council Operations shall approve on behalf of the Council, matters of procedures and personnel, and shall advise the Council on operational matters, including honors, information services, legal considerations, continuous improvement, and planning.

B5.4.5.4 The Board on Hearings and Appeals shall be a forum for appeals resulting from grievances related to procedural due process in codes, standards, accreditation, registration, and certification activities.

B5.4.6 The Boards that report to the Council shall each consist of a Chair, one or more Vice Chairs, and a membership, as determined by the Council on Standards and Certification.

B5.4.7 The Chair of the Board on Council Operations shall be the Vice Chair of the Council on Standards and Certification. The Chair of the Board on Hearings and Appeals shall be the Vice Chair of the Board on Council Operations.

B5.5 TECHNICAL AND ENGINEERING COMMUNITIES SECTOR

B5.5.1.1 The Technical and Engineering Communities (TEC) Sector, under the direction of the Board of Governors, is responsible for activities of the Society relating to engaging individuals and groups in advancing engineering skill, art, science, knowledge and practice, and in planning, developing and delivering new technical content in the form of new products, services, networking opportunities, conferences, events and delivery mechanisms across ASME's technology areas, as well as managing the current portfolio of products and services. The Technical and Engineering Communities Sector will maintain a current Sector Operation Guide containing operational details of the Sector not covered in these By-Laws.

B5.5.1.2 The Technical and Engineering Communities Sector shall be led by a Sector Council that consists of the following voting membership: a Senior Vice President (SVP) as Chair, two Vice Chairs, and up to four members-at-large. The non-voting membership of the Sector Operating Council shall include staff as appointed by the Executive Director/CEO.

B5.5.1.3 The incoming Senior Vice President of the Technical and Engineering Communities Sector shall be nominated by the Technical and Engineering Communities Sector Council for appointment by vote of the Board of Governors for a term of three years.

B5.5.1.4 Technical Divisions and Research Committees are part of the Technical and Engineering Communities Sector and report to the TEC Sector Council.

B5.5.1.5 The Vice Chairs and the members-at-large shall be appointed by the Board of Governors as recommended by the Technical and Engineering Communities Sector Council. The term of the Vice Chairs and members-at-large shall be up to three years.

B5.5.1.6 The Technical Committee on Publications and Communications (TCPC) is responsible for publications of the Society, except that the Standards and Certification Sector shall be in charge of codes and standards. The Committee shall consist of a Chair and a membership as approved by the Technical and Engineering Communities Sector Council.

B5.6 SECTION ENGAGEMENT SECTOR

B5.6.1.1 The Section Engagement Sector, under the direction of the Board of Governors, is responsible for enhancing the global ASME volunteer experience through engagement with the local community. The Section Engagement Sector will engage and diversify section membership while increasing community awareness through building and expanding the recognition of ASME's role in the engineer's journey. The Section Engagement Sector will maintain a current Sector Operation Guide that will contain operational details of the Section Engagement Sector that are not in these By-Laws.

B5.6.1.2 The Section Engagement Sector shall be led by a Council that consists of the following voting membership: a Senior Vice President as Chair, two Vice Chairs, and up to four members-at-large. The non-voting membership of the Sector Council shall include staff as appointed by the Executive Director/CEO.

B5.6.1.3 The incoming Senior Vice President, Section Engagement shall be nominated by the Section Engagement Sector Council for appointment by the Board of Governors for a term of three years.

B5.6.1.4 The Vice Chairs and Members-at-Large shall be appointed by the Board of Governors as recommended by the Section Engagement Sector Council. The term of the Vice Chairs and Members-at-Large shall be up to three years.

B5.7 STUDENT AND EARLY CAREER DEVELOPMENT SECTOR

B5.7.1.1 The Student and Early Career Development Sector, under the direction of the Board of Governors, is responsible for meeting the needs and providing a voice for students and early career engineers. The Student and Early Career Development Sector will maintain a current Sector Operation Guide that will contain operational details of the Student and Early Career Development Sector that are not in these By-Laws.

B5.7.1.2 The Student and Early Career Development Sector shall be led by a Council that consists of the following voting membership: a Senior Vice President as Chair; three members-at-large; and the Chairs of the following: the Student Programming Committee, the Early Career Engineer Programming Committee, the E-Fest Steering Committee, and the Committee of Pre-College Education. The Director, Student and Early Career Development and the Managing Director, Programs and Philanthropy are non-voting staff members of the Council.

B5.7.1.3 The incoming Senior Vice President, Student and Early Career Development shall be nominated by the Student and Early Career Development Sector Council for appointment by the Board of Governors for a term of three years.

B5.7.1.4 The members-at-large shall be appointed by the Board of Governors, upon a recommendation of the Student and Early Career Development Council. The term of each member-at-large shall be one year. At least two of the three members-at-large shall have had previous activity within the Sector.

B5.7.2.1 The following Committees will report directly to the Student and Early Career Development Council: the Early Career Engineer Programming Committee, the Student Programming Committee, the E-Fest Steering Committee, and the Committee on Pre-College Education.

B5.7.2.2 The Early Career Engineer Programming Committee, under the direction of the Student and Early Career Development Council, is responsible for the activities of the Society that relate to career development of early career engineers. The Committee shall consist of a Committee Chair, appointed by the Senior Vice President to a term of three years and a membership as determined by the Student and Early Career Development Council.

B5.7.2.3 The Student Programming Committee, under the direction of the Student and Early Career Development Council, is responsible for the development of programs for students. The Committee shall consist of a Committee Chair, appointed by the Senior Vice President to a term of three years and a membership as determined by the Student and Early Career Development Council.

B5.7.2.4 The E-Fest Steering Committee, under the direction of the Student and Early Career Development Council, is responsible for the development of Engineering Festivals (E-Fests). The Committee shall consist of a Committee Chair, appointed by the Senior Vice President to a term of one year, renewable for up to three years, and a membership as determined by the Student and Early Career Development Council.

B5.7.2.5 The Committee on Pre-College Education, under the direction of the Student and Early Career Development Council, shall be responsible for educational activities aimed at enhancing pre-college science, technology, engineering and mathematics education. The Committee shall consist of a Committee Chair, appointed by the Senior Vice President to a term of three years, and a membership as determined by the Student and Early Career Development Council.

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.

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.

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.

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.

B6.3 VOTING AT OR BY PROXY AT THE SECOND BUSINESS MEETING OR A SPECIAL BUSINESS MEETING

B6.3.1 Corporate members of the Society may vote at the second Business Meeting of the fiscal year or at any special Business Meeting either in person or by means of a properly executed proxy.

B7.1 PUBLICATIONS AND PAPERS

B7.1.1 The Technical Committee on Publications and Communications is responsible for publications of the Society, except that the Standards and Certification Sector shall be in charge of codes and standards.

B7.1.2 The publications of the Society shall consist of:

a. The Society's journals, also known as The TRANSACTIONS OF THE ASME;

b. MECHANICAL ENGINEERING; and

c. Such other publications as may be authorized by the sector within the limitations of the budget.

B7.1.3 The Society shall not be responsible for statements or opinions advanced in papers or in discussion at meetings of the Society or of its groups, or printed in its publications.

B7.1.4 No substantial part of the activities of the organization shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Code (IRC) 501(h)), and does not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidates for public office.

B7.1.5 The Society reserves the right to copyright any of its papers, discussions, reports, or publications.

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.