

# **Constitution and By-Laws**

**June 2019**

# 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<sup>\*\*</sup>; and the names of the trustees, directors or managers of such a Society for the first year of its existence are: ROBERT H. 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.

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<sup>\*</sup>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."

<sup>\*\*</sup>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 twenty-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.

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.

|                                 |                |
|---------------------------------|----------------|
| <i>(Signed)</i> 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".

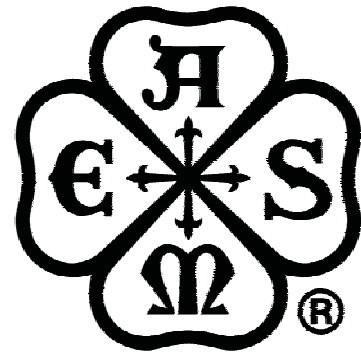
More detailed matter is contained in the Society Policies adopted by the Board of Governors. The complete text of a particular Society Policy is available from the office of the Executive Director.

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 and Members. The non-corporate membership shall consist of 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 should be a person who is capable of and interested in rendering service to the field of engineering; and whose work should be so related to applications of engineering that admission to this grade will contribute to the welfare of the Society.
- 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 chosen from its membership which shall have full control of the activities of the Society, subject to the limitations of the Constitution and By-Laws, Society Policies and the laws of the State of New York. The voting members of the Board of Governors shall consist of the President, the most recent available past President, nine members-at-large and the President elect (if not currently a member-at-large).

The nine members at-large of the Board shall be elected from the corporate members of the Society of Member grade or higher. The term of each member-at-large shall be three years, with the term of three members-at-large beginning and ending during the second Business Meeting of the fiscal year of the Society at a time designated annually by the Board of Governors

Members-at-large of the Board of Governors 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.

- C4.1.2 The Officers of the Society shall consist of the President, the President elect, the past President who is serving on the Board of Governors, the members-at-large of the Board of Governors, the senior vice presidents, the vice presidents, the Executive Director, the Secretary, Treasurer, and such others as the Board of Governors may appoint.
- C4.1.3 The President shall be a corporate member of the Society who has reached at least the grade of Member. He or she shall be elected for a term of one year. The President may not serve more than one term except if he or she is appointed to fill a vacancy.
- C4.1.4 A senior vice president shall be a corporate member of the Society who has reached at least the grade of Member. He or she shall serve a term of three years. Additional service as the same senior vice president may occur after an interruption of one or more years or following a partial term.
- C4.1.5 A vice president shall be a corporate member of the Society who has reached at least the grade of Member. He or she shall be elected for a term of three years. Additional service as the same vice president may occur after an interruption of one or more years or following a partial term.

- C4.1.6 Successor members of the Board of Governors shall be elected annually by the members present in person or represented by proxy at the first Business Meeting of each fiscal year.
- C4.1.7 Each Board of Governors at its first meeting shall appoint for one year an Executive Director, 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 also appoint an Assistant Secretary and an Assistant Treasurer who shall be Officers of the Society.
- C4.1.8 The corporate membership of the Society shall elect annually a Nominating Committee whose duty shall be to select nominees for the positions of President, at-large members of the Board of Governors and vice presidents to be filled at each annual election.
- C4.1.9 Other nominating committees having the same powers may be constituted by the membership of the Society.
- C4.1.10 The Board of Governors shall meet at such times as the Board of Governors may select, and at the call of the President. Seven voting members of the Board of Governors shall constitute a quorum.
- C4.1.11 The deposit, investment, and disbursement of all funds shall be subject to the direction of the Board of Governors.
- C4.1.12 The Society shall indemnify each person (or heirs, executors and administrators) made, and the Society may in the discretion of the Board of Governors indemnify each person (or heirs, executors and administrators) threatened to be made, a party to an action or proceeding (other than one by or in the right of the Society to procure a judgment in its favor), whether criminal or civil, by reason of serving or having served as a member of the Board of Governors or member of a sector, board or committee, or an Officer, or employee of the Society, or of another corporation or organization with which such person may serve or have served as such or as a trustee, at the request of the Society, or by reason of otherwise serving or having served as a nominee of the Society, against judgments, fines, amounts paid in settlement and reasonable expenses (including attorney's fees actually and necessarily incurred as a result of such action or proceeding, or any appeal therein) provided that such person acted in good faith for a purpose which is reasonably believed to be in the best interests of the Society and, in criminal actions, had no reasonable cause to believe that the conduct was unlawful. Such expenses shall include the cost of reasonable settlement made with a view to curtailment of litigation. The foregoing right of indemnification shall not be exclusive of other rights to which any such person may be entitled as a matter of law.

## **ARTICLE 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 Board or Council of one or more of the sectors as appropriate.
- C6.1.3 There shall be two Business Meetings of the Society each fiscal year, as determined by the Board of Governors. At any Business Meeting 100 corporate members shall constitute a quorum, voting in person or by proxy.
- C6.1.4 An action of any Business Meeting of the Society shall be deemed an action of the Society as a whole but any question considered by the Board of Governors to be of major importance shall be submitted to the corporate membership.
- C6.1.5 Special Business Meetings of the Society may be called at any time and place at the discretion of the Board of Governors, or shall be called by the Executive Director 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 shall distribute to each corporate member a notice of the proposed amendment setting forth the proposed amendment in full, accompanied by any comment the Board of Governors may elect to make.

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

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

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

- C8.1.2 Any changes in the order or numbering of paragraphs of the Constitution and By-Laws required by an amendment shall be made under the direction of the Board of Governors.
- C8.1.3 This Constitution shall supersede all previous rules of the Society, and shall go into effect upon the adjournment of the Business Meeting of the Society at which the Presiding Officer announces its adoption.

## **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 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 his or her 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 an elective office except in a student-oriented or nontechnical/outreach Group 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 his or her 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 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 Committee of Past Presidents, in accordance with established policies and procedures, has certified to the Executive Director 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 by a Hearing Board 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 in conjunction with the President.
- When a new dues structure is created, it must be approved by the Executive Director in conjunction with the President.
- B3.2.3 The application fee and that part of the annual dues to be charged to the new member for the fiscal year remaining after the date of notification of approval shall be payable within 30 days after that date. The election process shall not be considered to be complete until receipt of this payment by the Society.
- B3.2.4 The annual dues for each ensuing year shall be due and payable on or before the first day of October.
- B3.2.5 A statement for annual dues shall be mailed to each member before October 1 each year. Notice of arrears shall be sent thereafter.
- B3.2.6 If a member's dues have remained unpaid for three months, their publications may be withheld.
- B3.2.7 Any member whose dues remain unpaid for a period of four months shall be stricken from the roll of membership of the Society.
- B3.2.8 If, in the case of nonpayment of dues, the right to receive the publications of the Society or to vote be questioned, the fiscal books of the Society shall be conclusive evidence.
- B3.2.9 The Membership staff may restore to membership any person dropped from the rolls for nonpayment of dues upon such conditions as it may deem appropriate.
- B3.2.10 The Board of Governors shall, from time to time, as seems necessary, establish the dues for a Student Member and the corresponding services rendered.
- B3.2.11 A member who has paid dues for 35 years and in addition has (a) reached the age of 65 years, or (b) retired from his or her regular work will be considered a life member.

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

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

Effective March 18, 2000 and not retroactively, student years of membership will be

included in the count of total years of membership as long as the graduated Student Member pays the first year Member dues (continuous membership from Student Member to Member).

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

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

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

### **B3.3 VIOLATION OF ETHICS**

- B3.3.1 Any member who has been found guilty of a charge of violating the Constitution, By-Laws or Code of Ethics of the Society, may be expelled by the affirmative vote of seven members of the Board of Governors after being given the opportunity to be heard.
- B3.3.2 The Board of Governors shall vote on the expulsion of any member only upon the recommendation of a Hearing Board appointed to hear the accusation and the defense.
- B3.3.3 The Hearing Board which shall hear and present a report upon charges against an accused member shall be chosen from among the available past Presidents of the Society. Each Hearing Board will be appointed by the President of the Society and will be specific to a particular case. Members of a Hearing Board will continue to serve until the case assigned to that Hearing Board 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.
- 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 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 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 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).

Any officer of the Society or member of such sector, board, committee or other unit of the Society elected by the corporate membership may be removed for cause only by the vote of the corporate membership, but his or her authority to act as such officer or member may be suspended by the Board of Governors for cause.

Removal for cause by the Board of Governors shall require an affirmative vote of seven members of the Board of Governors. Suspension for cause shall require the vote of a majority of the members of the Board of Governors present at the time of the vote, provided that a quorum is present.

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 take office, the Board of Governors shall fill the vacant position by appointment.

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.

B4.1.6.2 In filling the office of President, the procedure shall be as follows: The most recent available past President shall act as President pro tem and shall call an executive session of the Board of Governors within one month after the vacancy in the Presidency occurs, at which 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 those who are past Presidents, past or current senior vice presidents, or past or current members of the Board of Governors.



If for any reason the President-elect is unable to take office or the nominee for President is unable to stand for election, the Nominating Committee shall be convened immediately and select another nominee for the office of President.

Election of a new President-elect shall be by special ballot provided to each corporate member.

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, 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 A person shall not be an officer of the Society in two different elective offices at the same time. A person who has been elected to a position of an officer of the Society shall not be nominated for another elective office of the Society if there is any overlapping of the term of the proposed office with the term of the office to which that person has already been elected.

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 a majority of the Board.

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

## **B4.2 NOMINATING COMMITTEE**

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

**B4.2.2.1** Election to the Nominating Committee takes place at Business Meetings of the Society. At the second Business Meeting of the fiscal year, the President shall present the names of those recommended pursuant to By-Law B4.2.2.3, as applicable, for election to the Nominating Committee. In the event any vacancies occur following that meeting, the President may present the names of those recommended pursuant to By-Law B4.2.2.3, as applicable, for any Nominating Committee vacancies at the first Business Meeting of the new fiscal year. The voting members of the Nominating Committee shall be elected for two years and alternates for one year.

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 voting members and alternates selected by each sector. The TEC Sector shall have five voting members and five alternates selected by the TEC Sector Council. One voting member and one alternate for the TEC Sector shall be nominated by the Group Engagement Committee for as long as such Committee exists and reports to the Sector Management Committee. The S&C Sector shall have four voting members and three alternates selected by the Council on Standards and Certification. The PAO Sector shall have four voting members and three alternates selected by the PAO Sector Council. The SECD Sector shall have four voting members and three alternates selected by the SECD Sector Council. Approximately one-half of the voting members will have terms that expire annually. Nominations for open positions for voting members and alternates shall be made as provided in By-Law B4.2.2.3 and shall be voted upon at the Business Meetings as provided in By-Law B4.2.2.1.

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

- B4.2.2.3 Each sector will develop its own procedures for generating proposals for the members and alternates of the Nominating Committee for which that sector has a responsibility, and those procedures shall be specified in the sector operation guide.
- B4.2.2.4 The Nominating Committee shall be assisted by a non-voting group of Advisors consisting of up to three consenting and available past Presidents who have been out of office for one year or more. These Advisors, invited by the Nominating Committee, will attend all meetings of the Nominating Committee and participate in all its discussions. At the option of the committee, they may also be present during the casting of votes for the slate of nominees, although they shall remain impartial and not communicate to the Nominating Committee their opinions regarding any Proposed Nominee. The functions of this group shall be:
- a. to acquaint the Nominating Committee of the short and long range Society plans;
  - b. to make available their experience in, and their knowledge of the requirements for Society offices;
- B4.2.3.1 If a voting member is unable to serve, then an alternate will be identified by the sector from its pool of alternates. In the event that no alternates are available in a specific sector, an alternate may be selected from another sector pool of alternates in accordance with the Nominating Committee Manual, MM-10.
- B4.2.3.2 A person who has been in office as voting member of the Nominating Committee for a term or portion of a term which includes more than one Nominating Committee Selection Meeting is eligible to be proposed for a later term as voting member or alternate only if the later term begins one year or more after the ending of the term in which the person served as a voting member.
- B4.2.4 No voting member or alternate shall be considered for nomination to any elective office (President and Governors) of the Society during a term of office on the Nominating Committee, whether or not it is served.
- B4.2.5 The names of those elected to serve on the Nominating Committee shall be published by the Executive Director prior to the end of each year, accompanied by a request for proposals for officers of the Society to be sent to the Nominating Committee. Any changes to the composition of the Nominating Committee shall be published as soon as possible.

- B4.2.6 A vacancy in the Nominating Committee of the Society shall be filled as determined in accordance with B4.2.3.1 and B4.2.2.1.
- B4.2.7 Each year, not later than December 1, the Nominating Committee shall submit any proposed changes to Manual MM-10 to the Committee on Organization and Rules for review and recommendation.
- B4.2.8 A special nominating committee may be organized by one percent of the corporate membership of the Society in good standing certifying to the Executive Director in writing their joint intention to organize such a committee.
- B4.2.9 Within two weeks following the close of the second Business Meeting of the fiscal year, the Nominating Committee shall deliver to the Executive Director in writing the names of its nominees for the elective offices to be filled at the next election, together with the written consents of the nominees.
- B4.2.10 The names of nominees for the various offices proposed by the Nominating Committee and any other special nominating committee shall be published by the Executive Director immediately after the receipt of the report of the Nominating Committee or the special nominating committee.
- B4.2.11 Names of any nominees presented by any special nominating committee must be in the hands of the Executive Director by the first Tuesday in August of each year, and must be accompanied by the written consent of each nominee.
- B4.2.12 Any member of the Society or any organized unit of the Society may propose and is encouraged to propose, directly to the Nominating Committee, nominees for President or the Board of Governors.

### **B4.3 OFFICERS**

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Senior Vice President for Public Affairs and Outreach

Senior Vice President for Standards and Certification

Senior Vice President for Student and Early Career Development

Senior Vice President for Technical Events and Content

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.
- 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, 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 of office has expired shall continue to serve until a successor has been elected or appointed unless the board or committee has been terminated.
- B5.1.8 Periodically, throughout the fiscal year, each sector and each committee reporting to the Board of Governors shall submit to the Executive Director, for delivery to the Board of Governors a written report of its activities.
- B5.1.9 ASME groups include technical divisions, institutes, affinity groups, sections, sub-sections, technical chapters, research committees and participant-created groups.

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

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

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

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

- B5.2.2 The following Standing Committees shall report to the Board of Governors and shall be appointed by the Board as determined in the By-Laws: Committee on Organization and Rules, Committee on Finance and Investment, Audit Committee, Committee on Executive Director Evaluation and Staff Compensation, Strategy Advisory Committee, Committee on Honors, Committee of Past Presidents, the Sector Management Committee and the Philanthropy Committee. Each Standing Committee shall maintain its own operation guide as prescribed by Society Policy. If a Standing Committee includes individuals who are not Governors, it is not a committee of the Board and may not bind the Board; provided, however, that the Committee on Finance and Investment may bind the Board with respect to investment matters without regard to whether it includes individuals who are not Governors.

- 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.

- B5.2.3.2 The Committee on Organization and Rules shall select its own Chair and Vice Chair. Its membership shall be determined by the Board of Governors. The President-Elect may select a Governor to serve as Liaison to the Committee during their Presidential term.

- B5.2.4.1 The Committee on Finance and Investment, under the direction of the Board of Governors, shall have responsibility for supervising the financial and investment affairs of the Society, and supporting the Board and its committees by conducting an annual review of the Society's budgets.

**B5.2.4.2** The Committee on Finance and Investment shall select its own Chair.

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

**B5.2.5.1** The Committee on Executive Director Evaluation and Staff Compensation, under the direction of the Board of Governors, shall have responsibility for making recommendations to the Board regarding the Executive Director's performance planning and evaluation and for making recommendations to the Board regarding the Executive Director's compensation, including salary and bonus recommendations.

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

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

**B5.2.5.2** The Committee on Executive Director Evaluation and Staff Compensation shall consist of the President, the President-Nominee/Elect, the Immediate Past President and three current Board members at-large (serving staggered terms on the Board). The President and Immediate Past President are ex officio members of the committee with vote. The President-Nominee/Elect is an ex officio member of the Committee without vote. The Immediate Past President shall be the Chair. The incoming first-year Governor shall be selected by the President-Elect and approved by the Board of Governors.

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

**B5.2.5.3** The Pension Plan Trustees, under the direction of the Committee on Executive Director Evaluation and Staff Compensation, shall have responsibility, as specified in the American Society of Mechanical Engineers Pension Plan, for the investment and ultimate distribution of the funds and may also act as Plan agent for the service of legal process.

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

The terms of the at-large members shall be three years ending at the close of the second Society-Wide Meeting on a schedule established by the Committee on Executive Director Evaluation and Staff Compensation. Except as provided in this section, a Pension Plan Trustee who is a member-at-large may serve no more than two consecutive full terms. To be eligible for additional full terms, a member-at-large must be nominated by the Committee on Executive Director Evaluation and Staff Compensation upon a finding

by the Committee that specifies exceptional circumstances warranting the additional terms, and a written statement of such findings must accompany the nomination when it is communicated to the Board of Governors by the Chair of the Committee. The nominee may then be appointed only upon the affirmative vote of two-thirds of the entire Board of Governors.

- B5.2.5.4 The Retirement Plan Committee, under the direction of the Committee on Executive Director Evaluation and Staff Compensation, shall have responsibility, as specified in the ASME Thrift Plan, the ASME Defined Contribution (DC) Plan, the ASME 457(b) Plan, and the ASME 401(k) Plan documents, including to act as Plan Administrator and Named Fiduciary for such plans and assume such responsibilities as developing investment policy statements, selecting and monitoring investment choices, benchmarking Plan administration expenses and investment plan administrators performance and selecting, appointing and retaining plan investment, governance and plan administration compliance advisors, as well as having the power to make ministerial and technically required plan amendments.

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

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

- B5.2.6.1 The Strategy Advisory Committee, under the direction of the Board of Governors, shall have responsibility for providing recommendations and guidance on tasks related to ASME's strategy and planning.
- B5.2.6.2 The Strategy Advisory Committee shall consist of the President, two current Board members-at-large (serving staggered terms, one second year and one third year), one representative from the Industry Advisory Board, and the senior staff member responsible for Strategy. The incoming second-year Governor shall be selected by the President-Elect and approved by the Board of Governors. The term of the Board members-at-large expires when their Board term expires. The representative from the Industry Advisory Board will be recommended annually by the Chair of the Industry Advisory Board and approved by the Board of Governors.
- B5.2.7.1 The Committee on Honors, under the direction of the Board of Governors, shall have responsibility for recommending properly selected candidates for honors, medals, Honorary Members, and awards, and as required shall recommend recipients of joint awards, all subject to approval by the Board of Governors. However, the Board may delegate to the Committee on Honors the power to approve candidates for any honor, medal or award other than Honorary Member or ASME Medalist.
- B5.2.7.2 The Committee on Honors shall select its own Chair and Vice Chair. Its membership shall be determined by the Board of Governors. The Chair of the General Awards

Committee shall be an ex officio member with vote. The President-Elect may select a Governor to serve as Liaison to the Committee during their Presidential term.

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

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

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

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

- B5.2.8.2 The Committee of Past Presidents shall select its own Chair and Vice Chair. Its membership shall consist of all living Past Presidents.

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

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

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

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

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

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

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

- B5.2.10.1 The Sector Management Committee, under the direction of the Board of Governors, shall have responsibility for facilitating communication and collaboration among the Sectors. This includes coordination, integration, and facilitation for implementation of the enterprise strategy with the development, maintenance and execution of the Integrated Operating Plan,
- B5.2.10.2 The Sector Management Committee shall consist of the Senior Vice Presidents and the Chair of the Group Engagement Committee, their respective staff counterparts, and the staff member with overall responsibility for operations. The Co-Chairs of the Committee shall be the Senior Vice President in their third year and the staff member with overall responsibility for operations. The President-Nominee/elect will serve as an advisor to the Committee.
- B5.2.11.1 The Philanthropy Committee, under the direction of the Board of Governors, shall have responsibility for advising the Board of Governors and assisting the Society in connection with fundraising activities and philanthropic programs carried out using the Society's name or other resources.
- B5.2.11.2 The Philanthropy Committee shall select its own chair and vice chair. The ASME Executive Director, the ASME Managing Director of Philanthropy and the ASME Managing Director of Programs shall be ex officio members of the Committee without vote. Other members shall be determined by the Board of Governors. The President-Elect may select a Governor to serve as Liaison to the Committee during their Presidential term.

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

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



- B5.3.2.4 The Industry Advisory Board, under the direction of the Public Affairs and Outreach Council, is responsible for providing a voice for industry within ASME through the communication and advocacy of industry needs. The Industry Advisory Board shall consist of a Chair and Vice Chair, appointed by the Senior Vice President of the Public Affairs and Outreach Council and a membership, as determined by the Public Affairs and Outreach Council.
- B5.3.2.5 The Engineering for Global Development Committee, under the direction of the Public Affairs and Outreach Council, shall be responsible for the collaboration among the engineering and global development stakeholders to create avenues and opportunities within ASME and mechanical engineering around the world to meet the challenges faced by under-served communities. The Committee shall consist of a Chair, appointed by the Senior Vice President, Public Affairs and Outreach, and a membership, as determined by the Public Affairs and Outreach Council.
- B5.3.2.6 The Pre-College Education Committee, under the direction of the Public Affairs and Outreach Council, shall be responsible for educational activities aimed at enhancing pre-college science, technology, engineering, and mathematics education. The Committee shall consist of a Chair, appointed by the Senior Vice President, Public Affairs and Outreach, and a membership, as determined by the Public Affairs and Outreach Council.
- B5.3.2.7 The Diversity and Inclusion Strategy Committee, under the direction of the Public Affairs and Outreach Council, shall provide insight and advice into promoting diversity within ASME and mechanical engineering. The Committee will 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**

- B5.4.1.1 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.
- B5.4.1.2 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; two Vice Chairs; no more than twelve members-at-large; the Chairs for the following Boards: Standardization and Testing, Nuclear Codes and Standards, Pressure Technology Codes and Standards, Safety Codes and Standards, Conformity Assessment, and Hearings and Appeals and the Energy and Environmental Standards Advisory Board. The nonvoting membership of the Council shall consist of the Associate Executive Director and the Managing Directors, Standards and Certification.
- B5.4.1.3 The incoming Senior Vice President of Standards and Certification shall be nominated by the Council on Standards and Certification from among its past or present Board Chairs and members-at-large for appointment by the Board of Governors for a term of three years. In the event that a past or present Board Chair or member-at-large is not available from the Council on Standards and Certification, then the Council shall defer to the Board of Governors for the Senior Vice President selection. Board Chairs who have been elected to a term that extends more than one year into a new term of the Senior Vice President of Standards and Certification are not eligible to become the Senior Vice President.
- B5.4.1.4 The twelve members-at-large and the CSC Vice Chairs 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 CSC Vice Chairs 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.

- B5.4.2.1 The following Boards will report directly to the Council on Standards and Certification: Board on Standardization and Testing, Board on Nuclear Codes and Standards, Board on Pressure Technology Codes and Standards, Board on Safety Codes and Standards, Board on Conformity Assessment, Energy and Environmental Standards Advisory Board, Board on Codes and Standards Operations, Board on Strategic Initiatives, and the Board on Hearings and Appeals.
- B5.4.2.2 The Boards on Standardization and Testing; Nuclear 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. The Energy and Environmental Standards Advisory Board shall coordinate initiation of new Standards and Certification products and services addressing global energy and environmental needs. The Board on Codes and Standards 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. The Board on Strategic Initiatives shall advise the Council on trends, implications, strategic issues and planning. 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.
- B5.4.2.3 The Boards on Standardization and Testing; Nuclear Codes and Standards; Pressure Technology Codes and Standards; Safety Codes and Standards; and Conformity Assessment shall each consist of a Chair; one or more Vice Chairs, and a membership, as determined by the Council on Standards and Certification. The Energy and Environmental Standards Advisory Board shall consist of a Chair, a Vice Chair, and a membership, as determined by the Council on Standards and Certification. The Board on Codes and Standards Operations shall consist of the Vice Chair, Operations of the Council on Standards and Certification as Chair, the Chair of the Board on Hearings and Appeals as Vice Chair, and a membership, as determined by the Council on Standards and Certification. The Board on Strategic Initiatives shall consist of the Vice Chair, Strategic Initiatives of the Council on Standards and Certification as Chair, a Vice Chair, and a membership, as determined by the Council on Standards and Certification. The Board on Hearings and Appeals shall consist of a Chair, and a membership as determined by the Council on Standards and Certification.

## **B5.5 TECHNICAL EVENTS AND CONTENT SECTOR**

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

## **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, and the E-Fest Steering Committee. The Director, Student and Early Career Development and the Managing Director, Programs 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 Council from among its past or present volunteer members for appointment by the Board of Governors for a term of three years. In the event that a past or present volunteer member is not available from the Student and Early Career Development Council, then the Council shall defer to the Board of Governors for the selection. Chairs who have been elected to a term that extends more than one year into a new term of the Senior Vice President of the Student and Early Career Development Sector are not eligible to become the Senior Vice President.
- 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, and the E-Fest Steering Committee.
- 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 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.

## **B5.8 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 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 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 officers 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 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 officers 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, the Executive Director 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 officers 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 office of those 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 office 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 seven members, 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.