

## **SOCIETY POLICY**

### **ELECTION OF GOVERNORS**

#### **I. PREFACE**

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

#### **II. PURPOSE**

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

#### **III. POLICY**

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

#### **IV. PROCEDURE**

##### **A. OVERVIEW**

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

##### **B. NOMINATIONS**

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

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

C. VOTING

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

D. PROXIES

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

Responsibility: Nominating Committee

Adopted: October 15, 1956

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