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2021-2022 BOARD OF GOVERNORS

Wednesday, February 16, 2022

1:00 PM – 1:45 PM (EST)

FINAL MINUTES

Attendance during the open session was as follows:

Board of Governors

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

Other Officers

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

Guest

Sumanta Acharya TEC, Nominating Committee
Aaron Adams Public Affairs & Outreach; Committee on Engineering Education
Oscar Barton, Jr. Nominating Committee
Carlos Beatty, Jr. Nominating Committee
David Bogy Chair, Committee on Honors
Charbel Bou-Mosleh Nominating Committee
Emily Boyd Chair, Committee on Organization and Rules
Doreen Chin OTC
Jim Coaker Nominating Committee
John Goossen Chair, Committee on Finance
Amos Holt Past President, 2009-2010
Kathryn Jablow Ruth & Joel Spira Outstanding Design Educator Committee
Said Jahanmir Past President, 2018-2019
Jennifer Jewers Bolin Nominating Committee
Madiha Kotb Past President, 2013-2014
Rich Laudenat Past President, 2019-2020

Kelly McGrath	Member
Helen Mearns	Chair, Standards Committee
Frank Michell	Chair, Clean Energy
Monica Moman Saunders	Chair, Old Guard Committee
Johnny Murrell	Nominating Committee
Sayee Raghunathan	Member, BPV Committee
Victoria Rockwell	Past President, 2011-2012
Keith Roe	Chair, Committee of Past Presidents
Dave Schlessinger	Chair, Rail Transportation Division
Jacalynn Sharp	BOG Intern
Robert Sims	Past President, 2014-2015
David Smith	Nominating Committee Alternate
Scott Stallard	Chair, Industry Advisory Board
Rick Swayne	Nominating Committee
Jaroslav Szwedowicz	TEC, Nominating Committee
Beth Todd	Member, Nominating Committee
Callie Tourigny	Chair, VOLT
Bill Weiblen	Past President, 2001-2002
Sarah Wheeland	Nominating Committee
Charla Wise	Past President, 2017-2018
Sam Zamrik	Past President, 2007-2008

Staff

RuthAnn Bigley	Manager, Governance Programs
Susie Cabanas	Manager, Global Alliances and Board Operations
Chandra Clouden	Sr. Managing Director, Human Resources & Organizational Development
Philip DiVietro	Managing Director, Publishing
Michael Johnson	Chief Strategy Officer
Jeff Patterson	Chief Operating Officer
Allian Pratt	Managing Director, Global Alliances & Board Operations
Karen Russo	Director, Board Operations
David Soukup	Managing Director, Governance

1. Opening of Meeting

- 1.1 Call to Order: On February 16, 2022, a meeting of the 2021-2022 Board of Governors of the American Society of Mechanical Engineers was held using the Zoom communications application. A quorum was present, and the meeting was called to order by President Hiremath at 1:04 PM Eastern Standard Time.
- 1.2 Adoption of the Agenda: The Board voted to adopt the agenda as circulated on February 2, 2022.
- 1.3 President's Remarks: President Hiremath welcomed all to the meeting and began by quoting a tweet sent by the Department of Energy on Valentine's Day. "Love is like dark matter. You can't see it, but you know it's there." When President Hiremath looks at all of the attendees, it's because of their love for ASME. Like dark matter, you don't question it but it's always there.

During this extraordinary phase in the history of the Society, he praised everyone for maintaining a sense of commitment and clarity of thought. All have persevered despite being compelled to meet virtually with the same fervor as meeting in person.

The ASME Foundation continues to make great progress under the leadership of Keith Roe, and it is approaching its goal of \$50 million. ASME's vision of engineering for the benefit of humanity is appealing and suited to draw a long list of donors. President Hiremath appealed to those on the call to utilize their personal and professional networks and identify prospects.

The constitutional changes have been adopted and we are now in the process of implementing those changes. As we transition into a regular cadence, ASME will employ a hybrid process for selecting Board nominees this year and the next. ASME wants a pool of candidates that are ready and willing to enter the selection process. President Hiremath feels that everyone has a responsibility to scour into their networks and identify potential candidates.

President Hiremath offered that more can be done to assist the ECLIPSE Interns by providing them with a career path once they finish their commitment on their current assignment. We must identify their interests and find a home for them. Mentors are needed to guide them, and President Hiremath offered himself as one and encouraged any of the interns to reach out to him.

In closing, President Hiremath feels privileged to have this opportunity to lead this Board and represent the Society to the world community. In September he spent a day with other professional society leaders and was sad to see that several of them have struggled through the pandemic with falling revenues and dwindling membership. Compared to that, we have been fortunate with the commitment of the Board of Governors and the support from ASME's Executive Director and CEO, Tom Costabile. The commitment to making the Society prolific, brilliant, and healthy is a pledge for its future. He thanked everyone for their support, wisdom, counsel, and love for ASME.

- 1.4 Executive Director/CEO's Remarks: Mr. Costabile thanked everyone for joining the meeting and extends his appreciation for everyone's collective support and guidance.

Last week, ASME held a set of virtual Code Week meetings. The team was pleased with its success and the volunteers and staff are now focused on the next in-person meeting to be held on May 1 – 5, 2022 in New Orleans, LA in conjunction with the National Board of Pressure Vessel Inspectors as part of their annual meeting.

With respect to in-person meetings, the Offshore Technology Conference (OTC) will be held the same week in May in Houston. The OTC Executive Committee has decided that this event will only be in-person with no virtual component. Other scheduled in-person events are OMAE in Hamburg, Germany the first week of June, 2022; Turbo Expo in Rotterdam, The Netherlands the second week of June, 2022; ASME's Annual Meeting in Scottsdale, AZ the third week of June, 2022; and IMECE which will be in-person in November, 2022 location to be determined. Before each event, ASME will evaluate the federal, state, and local requirements and adhere to all vaccination and safety protocols as required.

Mr. Costabile further reported that on February 17, 2022, there will be a meeting with the landlord for our 2 Park Avenue headquarters regarding future use of our space. ASME's Facilities team has been working with a real estate consultant and architect to develop a reduced footprint utilizing

only one floor in NYC. Currently there is a phased plan to reopen all ASME U.S. offices on March 14, 2022 with limited access. The situation in China and India will continue to be monitored.

Mr. Costabile is pleased with the support and buy-in by the majority of the volunteers, as we continue to make significant progress in our Diversity, Equity, and Inclusion (DEI) efforts. The DEI Toolkit continues to gain momentum and use. Kevin Russ joined ASME on January 24, 2022 as the Director of DEI. Mr. Russ is reviewing staff DEI efforts as he transitions and will be attending the annual meeting in Scottsdale.

The ASME Foundation campaign is still in the quiet phase through January 31, 2022, with over \$8.1 million raised. In the works are several multi-million-dollar donations. Mr. Costabile advised that the Foundation team has received verbal notification from a major foundation for engineering and global development programs primarily in Africa. This program should generate a gift between \$4 to \$5 million over a 3-year period.

Lastly, the Programs team is working through details of a contract with Amazon Web Services (AWS). This is to conduct a two-stage pilot of the K-12 STEM initiative with Amazon committing \$107,000. If all proceeds as planned, ASME will support AWS with a national level implementation plan which will likely generate significant multi-million-dollar gifts over a several year period.

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

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

- 1.5.1 Approval of Minutes of November 14, 2021
- 1.5.2 By-Law Changes to Align with Approved Constitutional Changes
- 1.5.3 Proposed Appointments
- 1.5.4 New Society Level Award – ASME DeVor-Kapoor Manufacturing Medal

2 Open Session Agenda Items

- 2.1 Financial Update: Bill Garofalo presented ASME's financial results for the first seven months of the fiscal year through January. The financial information was only for ASME and did not include Techstreet or Metrix which are reported separately.

The actual variances versus budget for revenue shows a favorability in revenue. The driver on the revenue is mainly due to higher revenue per activity than originally budgeted. There continues to be a shift from print to digital code sales.

The investment portfolio mix is at 69% equities and 31% fixed income. In January, 2022 the Executive Committee, in discussions with the Executive Team, COF and investment advisor, Bill Lowery, approved the liquidation of the Bridgeway Large Cap Value Fund and invested the same in the Dodge & Cox Stock Fund.

- 2.2 COF Membership: John Goossen presented an overview of the proposed Committee on Finance restructure including its composition, terms, process for consideration and appointments. He also

reviewed the desired qualifications of members, as well as advantages and disadvantages of COF members with and without BOG experience, and the new by-law language.

After discussion, the Board:

VOTED to approve the following Motions:

“To approve for first reading changes to By-Law B5.2.5.2 as described herein.”

“To approve the proposed implementation plan (described herein) for the members of the Committee on Finance, contingent on adoption of B5.2.5.2 at the April 19, 2022, Board of Governors meeting.” (Minutes Appendix 2.2)

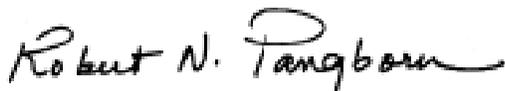
3. New Business: No new business was discussed.

4. Open Session Information Items

4.1 Dates of Future Meetings

DATE	DAY	TIME	LOCATION
April 19, 2022	Tuesday	1:00 pm – 4:00 pm	Video Conference
June 19, 2022	Sunday	8:00 am – 2:00 pm	Scottsdale, AZ
June 21, 2022	Tuesday	8:00 am – 3:00 pm	Scottsdale, AZ
July 11, 2022	Monday	1:00 pm – 5:00 pm	Houston, TX
July 12, 2022	Tuesday	8:30 am – 5:00 pm	Houston, TX
July 13, 2022	Wednesday	8:30 am – 12:00 pm	Houston, TX

5. Adjournment – The meeting adjourned on Wednesday, February 16, 2022 at 1:52 pm EST.



Robert N. Pangborn
Secretary

List of Appendices

- 1.5.2 By-Law Changes to Align with Approved Constitutional Changes
- 1.5.3 Proposed Appointments
- 1.5.4 New Society Level Award-ASME DeVor-Kapoor Manufacturing Medal
- 2.2 COF Membership



Board of Governors Meeting Agenda Item Cover Memo

Date Submitted:	January 19, 2022
BOG Meeting Date:	February 16, 2022
To:	Board of Governors
From:	Committee on Organization and Rules
Presented by:	Emily Boyd
Agenda Title:	By-Law Changes to Align with Approved Constitutional Changes

Agenda Item Executive Summary:

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

By-Law changes related to these Constitutional Amendments are required.

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

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

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

Attachment(s): By-Law Changes

B3.1 MEMBERSHIP

- B3.1.1 An applicant for admission to the Society in any grade, except to Fellow or Honorary Member, shall make application to the Executive Director/CEO on an approved form.
- B3.1.2 A proposal for promotion to Fellow must be initiated by a Fellow or Member of ASME and supported by three additional sponsors, two of whom must be Fellows or Members of ASME. All sponsors must be well acquainted with the nominee's qualifications as they relate to the requirements for promotion to Fellow.
- B3.1.3 Nomination and election of an Honorary Member shall be in accordance with the provisions of the By-Laws dealing with the Committee on Honors.
- B3.1.4 Advancement to the grade of Fellow shall be by a positive vote of three-quarters of the total number of ballots received from the Committee of Past Presidents entitled to vote. A past president shall not be entitled to vote on ~~their~~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 a ~~position or elective office~~ position except in a student-oriented or nontechnical/outreach ~~unit~~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 ~~their~~^{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/CEO for verification of the right of the corporate member to vote at the meeting for which the proxy is to be used.

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

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

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

B3.2 FEES AND DUES

- B3.2.1 The amount of any Application, Entrance, Promotion, or Reinstatement fees will be established by the Board of Governors.
- B3.2.2 The dues of any member or the entrance fee of a prospective member may be remitted for any special reason by the Membership staff. A member may appeal the Membership staff's decision on the remittance of "dues under special reason" to the Executive Director/CEO in conjunction with the President.
- When a new dues structure is created, it must be approved by the Executive Director/CEO in conjunction with the President.
- B3.2.3 The application fee and that part of the annual dues to be charged to the new member for the fiscal year remaining after the date of notification of approval shall be payable within 30 days after that date. The election process shall not be considered to be complete until receipt of this payment by the Society.
- B3.2.4 Effective June 1, 2021, the membership period will be defined based on the anniversary date of the member. A member's join date is the "anniversary date" and continues for a rolling 12 months until renewed. The annual dues for each ensuing year shall be due and payable on or before the first day of a member's anniversary date and will take effect on June 1, 2021. Until such time that the change in anniversary date is implemented; or if the previous anniversary date term is not defined, applicable or known at the time of renewal; or in the case of pre-paid dues, the default anniversary date will be October 1.
- B3.2.5 A statement for annual dues shall be provided to each member before the anniversary date each year. Notice of arrears shall be sent thereafter.
- B3.2.6 If a member's dues have remained unpaid for one month, their publications may be withheld.
- B3.2.7 Any member whose dues remain unpaid for a period of one month shall be stricken from the roll of membership of the Society.
- B3.2.8 If, in the case of nonpayment of dues, the right to receive the publications of the Society or to vote be questioned, the fiscal books of the Society shall be conclusive evidence.
- B3.2.9 The Membership staff may restore to membership any person dropped from the rolls for nonpayment of dues upon such conditions as it may deem appropriate.
- B3.2.10 The Board of Governors shall, from time to time, as seems necessary, establish the dues for a Student Member and the corresponding services rendered.
- B3.2.11 A member who has paid dues for 35 years and in addition has (a) reached the age of 65 years, or (b) retired from ~~their~~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 ~~their~~his or her continuous membership began and in addition has (a) reached the age of 65 years, or (b) retired from ~~their~~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 to have violated the Constitution, By-Laws, Code of Ethics, or Code of Conduct of the Society, may be expelled by the affirmative vote of a majority~~seven members~~ of the Board of Governors.
- B3.3.2 The Board of Governors shall vote on the expulsion of any member only upon the recommendation of the Executive Committee (Code of Conduct Violation) or of an Investigative Panel (Ethics Violation). The Board of Governors shall not be bound by the recommendation of the Executive Committee or of an Investigative Panel and shall make its own determination of any disciplinary action.
- B3.3.3 The Investigative Panel which shall hear and present a report upon charges against an accused member shall be chosen from among the Society's staff or membership (or both). The Executive Director/CEO, in consultation with the Chair of the Ethics Committee, will appoint the members of the Investigative Panel, which will be specific to a particular case. Members of an Investigative Panel will continue to serve until the case assigned to that Investigative Panel has been completed.

B4.1 GOVERNMENT

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

- B4.1.4.4 The financial information described in B4.1.4.3 b, c, and d shall be verified by the President and the Treasurer, subject to completion of the annual audit by the outside auditors who are appointed by the Board of Governors and ratified by the membership at the first Business Meeting of each fiscal year.
- B4.1.4.5 At the first Business Meeting of each fiscal year, the Annual Report, including the information described in B4.1.4.2 and B4.1.4.3, as verified according to B4.1.4.4, shall be presented by the Executive Director/CEO and Treasurer to the members assembled and made available to the membership. The Annual Report shall be filed with the records of the Society, and either a copy or an abstract thereof entered in the minutes of the proceedings of that Business Meeting.
- B4.1.5 Any officer of the Society or member of any sector, board, committee, or other unit of the Society appointed or elected by the Board of Governors or by any unit of the Society may be removed or suspended from such office or membership in the unit by the Board of Governors for cause (which shall include, without limitation, violations of fiduciary duty, racial or other improper discrimination, sexual harassment and defamation).

~~Any officer of the Society or member of such sector, board, committee or other unit of the Society~~ An Elected Governor, who is elected by the corporate membership, may be removed for cause only by the vote of the corporate membership, but ~~their~~ his or her authority to act as such officer or member may be suspended by the Board of Governors for cause. Appointed Governors may be removed or suspended for cause by the Board of Governors without a vote of the corporate membership.

Removal for cause by the Board of Governors shall require an affirmative vote of a majority ~~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~~ become a Governor ~~office~~, the Board of Governors shall fill the vacant position by appointment. Such person shall serve as an Elected Governor.

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

- B4.1.6.2 In filling the office of President, the procedure shall be as follows: Within one month after the vacancy the Board of Governors shall elect an Elected Governor to chair ~~The most recent available past President shall act as President pro tem and shall call an~~ an Executive Session of the Board of Governors. ~~of the Board of Governors within one month after the vacancy in the Presidency occurs~~ At the Executive Session ~~, at which session the Board of Governors~~ 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~~ Elected Governors. Thereafter the board shall appoint an additional Elected Governor as set forth in this By-Law.

~~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/CEO, Secretary, Treasurer, Assistant Secretary, Chief Financial Officer or Assistant Treasurer shall be filled by the Board of Governors.

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

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

B4.1.8 ~~A person shall not be an officer of the Society in two different elective offices at the same time.~~An officer may only hold one office at any given time with the exception of the Secretary/Treasurer. A Governor may not serve as an officer during their term as Governor, except for an Elected Governor selected as President.~~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 other than members commencing service on the Board of Governors in-office [DJS1] shall continue in their respective positions ~~offices~~ until their successors have been elected or appointed, and have accepted their positions. ~~offices.~~

B4.2 NOMINATING COMMITTEE

B4.2.1 The Nominating Committee is charged with the responsibility of reviewing and nominating members of broad experience, high standing, and active participation in the work of the Society to the position of Elected Governor ~~those offices~~ specified in Article C4.1.7~~8~~ of the Constitution. These nominees may be selected from proposals by various units or by individual members in the Society or from the Nominating Committee's own deliberations as it sees fit.

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

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

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

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

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

The President may select a Governor to serve as Liaison to the Committee during their Presidential term.^[DJS1]

B4.2.2.3 Each sector will develop its own procedures for generating recommendations for alternates of the Nominating Committee. The five Senior Vice Presidents will jointly review all of their recommendations for alternates of the Nominating Committee and select five to be nominated for election to the Nominating Committee pursuant to By-Law B4.2.2.1.

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

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

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

b. to make available their experience in, and their knowledge of the requirements for servicing as a Governor~~Society offices~~;

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

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 become an Elected Governor~~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/CEO prior to the end of each year, accompanied by a request for proposals for Elected Governors~~officers~~ of the Society to be sent to the Nominating Committee. Any changes to the composition of the Nominating Committee shall be published as soon as possible.

B4.2.6 A vacancy in the Nominating Committee of the Society shall be filled as determined in accordance with B4.2.3.1 and B4.2.2.1.

B4.2.7 Each year, not later than December 1, the Nominating Committee shall submit any proposed changes to the Nominating Committee Operation Guide to the Committee on Organization and Rules for review and recommendation.

B4.2.8 A special nominating committee may be organized by one percent of the corporate membership of the Society in good standing certifying to the Executive Director/CEO in writing their joint intention to organize such a committee.

B4.2.9 Within two weeks following the close of the second Business Meeting of the fiscal year, the Nominating Committee shall deliver to the Executive Director/CEO in writing the names of its nominees for Elected Governor~~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 Elected Governor~~the various offices~~ proposed by the Nominating Committee and any other special nominating committee shall be published by the Executive Director/CEO immediately after the receipt of the report

of the Nominating Committee or the special nominating committee.

B4.2.11 Names of any nominees presented by any special nominating committee must be in the hands of the Executive Director/CEO by the first Tuesday in August of each year and must be accompanied by the written consent of each nominee.

B4.2.12 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 C~~ 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~~ commence upon election at the first meeting of the Board of Governors, ~~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 ~~them~~ 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/CEO shall be an employee reporting directly to the Board, an ex officio member of the Board of Governors without vote and the chief executive officer of the Society. The Executive Director/CEO shall have supervision, direction and management of the business and affairs of the Corporation, including, but not limited to strategy, operations, finance, marketing, human resources and philanthropic efforts. The Executive Director/CEO shall have such powers and perform such duties as the Board of Governors may from time to time prescribe.

B4.3.6.1 The Secretary shall have the responsibility for the records of the Society, and shall have such powers and perform such duties as the Board of Governors may from time to time prescribe. The Secretary shall supervise, review and audit the activities of the Assistant Secretary in carrying out the assigned duties as generally are incident to the position of Assistant Secretary or as may be otherwise assigned to ~~them~~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 ~~them~~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 ~~their~~his or her power to act. The Assistant Secretary shall be an employee of the Society.

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

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

Senior Vice President for Member Development and Engagement

Senior Vice President for Public Affairs and Outreach

Senior Vice President for Standards and Certification

Senior Vice President for Student and Early Career Development

Senior Vice President for Technical and Engineering Communities

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

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 with the exception of persons who are elected to the Board of ~~Governors~~. Upon commencement of service on the Board of Governors service on any other ASME boards or committees must cease other than committees appointed by the Board.
- B5.1.8 Periodically, throughout the fiscal year, each sector and each committee reporting to the Board of Governors shall submit to the Executive Director/CEO, for delivery to the Board of Governors a written report of its activities.
- B5.1.9 ASME groups include technical divisions, technology groups, affinity groups, sections, student sections, sub-sections, technical chapters, research committees and participant-created groups.

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

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

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

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

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

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

- B5.2.3.2 The President will serve as Chair of the Executive Committee. ~~The Immediate Past President, President-Elect and one third-year~~ One Elected Governor from each class, who is selected by closed written ballot by the Board of Governors at the Board's first meeting of the fiscal year, shall constitute the remaining voting members of the Executive Committee. If a round of closed written balloting shall fail to produce a majority vote of those present and constituting a quorum in support of a ~~third-year~~ Governor, the lowest vote-getter shall be removed from the ballot for one or more subsequent rounds of closed written balloting until a single candidate shall receive a majority vote of those present and constituting a quorum. If a round of closed written balloting shall produce a tie, the tie shall be broken by a drawing of straws by the tied candidates, and the candidate who draws the shorter or shortest straw shall be removed from the ballot for one or more

subsequent rounds of closed written balloting until a single candidate shall receive a majority vote of those present and constituting a quorum. The ~~President-Nominee (until such time as he or she becomes President-Elect) and the~~ Executive Director/CEO ~~is a~~ are non-voting members of the Executive Committee.

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

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

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

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

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

- B5.2.6.2 The Committee on Executive Director/CEO Evaluation and Staff Compensation shall consist of the President, ~~the President-Nominee/Elect, the Immediate Past President and~~ and three current ~~Board members at-large~~ Elected Governors (serving staggered terms on the Board). ~~The President shall nominate an incoming first year Elected Governor for appointment by the Board. -nominates the incoming first year Governor -subject to Board of Governors approval.~~ The President ~~and Immediate Past President are~~ shall serve as an 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 Chair shall be the senior Governor and the Vice Chair shall be the second-most senior Governor. The incoming first year Elected Governors shall serve a three year term unless their term on the Board of Governors expires earlier than three years. be selected by the President-Elect and approved by the Board of Governors.~~

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

B5.2.6.3 The Retirement Plan Committee, under the direction of the Committee on Executive Director/CEO Evaluation and Staff Compensation, shall have responsibility, as specified in the ASME Thrift Plan, the ASME Defined Contribution (DC) Plan, the ASME 457(b) Plan, and the ASME 401(k) Plan documents, including to act as Plan Administrator and Named Fiduciary for such plans and assume such responsibilities as developing investment policy statements, selecting and monitoring investment choices, benchmarking Plan administration expenses and investment plan administrators performance and selecting, appointing and retaining plan investment, governance and plan administration compliance advisors, as well as having the power to make ministerial and technically required plan amendments.

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

The ASME Staff members of the Committee may be members with vote for as long as they hold the positions described in this By-Law B5.2.6.3.

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

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

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

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

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

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

~~B5.2.8.2~~ The Committee of Past Presidents shall select its own Chair and Vice Chair. Its membership shall consist of all living Past Presidents, unless the Board of Governors, Executive Committee

Commented [DJS1]: The changes noted in this By-Law were approved at COR's December 1 meeting, but have not yet appeared on the BOG agenda.

or Ethics Committee makes a finding that results in the censure, expulsion, suspension or other disciplinary action of a Past President involving the following conduct:

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

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

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

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

Disciplinary action for conduct described in B5.2.8.2 (a) through (d) shall render a Past President ineligible for membership on the Committee of Past Presidents and shall result in the expulsion from the Committee of any current member of the Committee of Past Presidents.

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

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

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

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

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

B5.2.9.2 The Audit Committee shall consist of three current Elected Governors~~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~~ shall nominate ~~nominates~~ an the incoming first-year ~~Board member-at-large~~Elected Governors~~subject to Board of Governors approval~~ for appointment by the Board. ~~The term of the Board members-at-large expires when their Board term expires.~~The Governors shall serve a three year term unless their term on the Board of Governors expires earlier than three years.

B5.2.10.1 The Philanthropy Committee, under the direction of the Board of Governors, shall have

responsibility for advising the Board of Governors and assisting the Society in connection with fundraising activities and philanthropic programs carried out using the Society's name or other resources.

- B5.2.10.2 The Philanthropy Committee shall select its own Chair and Vice Chair. The ASME Executive Director/CEO, the ASME Managing Director of Philanthropy and the ASME Managing Director of Programs shall be ex officio members of the Committee without vote. Other members shall be determined by the Board of Governors. The President-~~Elect~~ may select a Governor to serve as Liaison to the Committee during their Presidential term.
- B5.2.11.1 The Diversity, Equity and Inclusion Strategy Committee, under the direction of the Board of Governors, shall have responsibility for providing insight and advice into promoting diversity, equity and inclusion within ASME and mechanical engineering.
- B5.2.11.2 The Diversity, Equity and Inclusion Strategy Committee shall select its own Chair and Vice Chair. Its membership shall be determined by the Board of Governors. The President-~~Elect~~ may select a Governor to serve as Liaison to the Committee during their Presidential term.
- B5.2.12.1 The Industry Advisory Board, under the direction of the Board of Governors, shall have responsibility for providing a voice for industry within ASME through the communication of the needs of engineers that are engaged in industry.
- B5.2.12.2 The Industry Advisory Board shall select its own Chair and Vice Chair. Its membership shall be determined annually by the Board of Governors. The President-~~Elect~~ may select a Governor to serve as Liaison to the Board during their Presidential term.
- B5.2.13.1 The Volunteer Orientation and Leadership Training Academy, under the direction of the Board of Governors, shall have responsibility for developing ASME's volunteer leadership. VOLT's programmatic offerings extend to volunteers serving throughout the Society at all levels.
- B5.2.13.2 The Volunteer Orientation and Leadership Training Academy shall select its own Chair and Vice Chair. Its membership shall be determined by the Board of Governors. The President-~~Elect~~ may select a Governor to serve as Liaison to the Academy during their Presidential term.

B5.8 SOCIETY REPRESENTATION

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

B6.1 MEETINGS OF THE SOCIETY

- B6.1.1 All meetings of the Society primarily for the presentation and discussion of technical papers shall be under the direction of the sector council of one or more of the sectors as appropriate.
- B6.1.2 A notice of each Business Meeting shall be given by the Executive Director/CEO to each member either by written communication or other announcement. If such notice is given personally, by first class mail or electronic mail it shall be given not less than 10 nor more than 50 days before the date of the meeting. If the notice is mailed by any other class of mail it shall be given not less than 30 nor more than 60 days before such date.
- B6.1.3 The first Business Meeting of each fiscal year shall be the legal annual meeting of the Society for the purpose of the election of Elected Governors~~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/CEO shall provide a proxy to each corporate member. This proxy shall solicit the authorization by such member for the three most recent available past Presidents or any one of them to exercise the vote of the corporate member for the election of Elected Governorsofficers and for any other business that is presented to the first Business Meeting of the fiscal year or any adjournment thereof. A list of the nominees proposed by the Nominating Committee and any special nominating committee shall be a part of the proxy distribution.

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

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

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

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

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

B6.2.5 The terms of Elected Governors~~office of these~~ 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.

B8.1 AMENDMENTS

- B8.1.1 Seven days or more before the closing of the proxy vote on an amendment to the Constitution, the Committee of Inspectors of Proxies and Ballots shall be convened to canvass the votes cast.
- B8.1.2 Upon the close of the proxy vote, the Committee of Inspectors of Proxies and Ballots shall canvass the proxy ballots returned to the Society and shall certify the result to the Presiding Officer at the next Business Meeting of the Society.
- B8.1.3 The terms of the members~~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 the majority of its ~~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.

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

Date Submitted: January 19, 2022
BOG Meeting Date: February 16, 2022

To: Board of Governors
From: Committee on Organization and Rules
Presented by: Emily Boyd
Agenda Title: Proposed Appointments

Agenda Item Executive Summary:

Proposed appointments reviewed by the COR on January 26, 2022.

Proposed motion for BOG Action:

To approve the attached appointments.

Attachments: Document attached.

FEBRUARY 2022 PROPOSED APPOINTMENTS TO ASME UNIT

Internal Unit	Nominee	Appointment Position/Title	Appointment Term/Category	Appointment Type	History
TEC Council	Columbia Mishra	Member-at-Large	January 2022 – June 2024	New Appointment	Heat Transfer Division Committees
TEC Council	Damien Vogt	Member-at-Large	January 2022 – June 2023	New Appointment	IGTI Executive Committee

FEBRUARY 2022 PROPOSED APPOINTMENTS TO EXTERNAL ORGANIZATION

Internal Unit	Nominee	Appointment Position/Title	Appointment Term/Category	Appointment Type	History
Sperry Board of Award	Carolyn Begnoche	Voting Member	January 2022 – December 2025	New Appointment	Hartford Section Chair
Sperry Board of Award	Clifford Woodbury	Voting Member	January 2022 – December 2025	New Appointment	Rail Standards Committee

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

Date Submitted: February 1, 2022
BOG Meeting Date: February 16, 2022
To: Board of Governors
From: Committee on Honors
Presented by: Leila Persaud
Agenda Title: New Society Level Award

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

The Committee on Honors at their April 29, 2021, meeting approved the establishment of the ASME DeVor-Kapoor Manufacturing Medal.

Proposed motion for BOG Action:

To accept the Committee on Honors recommendation to establish the ASME DeVor-Kapoor Manufacturing Medal.

Attachment: Yes

To: ASME Committee on Honors

From: Prof. John W. Sutherland (jwsuther@purdue.edu), FASME Purdue University and Prof. Shreyes N. Melkote (shreyes.melkote@me.gatech.edu), FASME Georgia Tech

Subject: ASME DeVor-Kapoor Manufacturing Medal

Date: February 1, 2021

Copy: Prof. Laine Mears, Clemson University
Chair, Executive Committee of the Manufacturing Engineering Division of the ASME

Dear ASME Committee on Honors:

This proposed award is sponsored by the Manufacturing Engineering Division of ASME.

The purpose of this memorandum is to seek approval from the ASME Committee on Honors for the establishment of the ASME DeVor-Kapoor Manufacturing Medal in recognition of Richard E. DeVor and Shiv G. Kapoor, with sponsorship by prospective individual donors. This is in accordance with society policy P-3.2. A brief background on the proposed namesakes for the medal is provided below. Attached please find a formal proposal to establish the award.

Prof. Richard "Dick" E. DeVor was a Professor of Mechanical Science and Engineering at the University of Illinois at Urbana-Champaign (UIUC). He received his B.S., M.S., and Ph.D. degrees in 1967, 1968, and 1971, respectively, in Mechanical Engineering from the University of Wisconsin-Madison. He became a faculty member in the Department of Mechanical and Industrial Engineering (MIE) at UIUC in 1971 and became a professor in 1984; he held the Grayce Wicall Gauthier Professorship from 1995-2000, and in 2000 was named the College of Engineering Distinguished Professor of Manufacturing. His notable recognitions and honors include: Fellow of Society of Manufacturing Engineering (SME-1993), Fellow of American Society of Mechanical Engineering (ASME-1996), Honorary Member of ASME (2007) and elected member of the National Academy of Engineering (NAE-2000). He was a recipient of the ASME Blackall Machine Tool and Gage Award in 1983, 1997, and 2008. He was honored with the ASME William T. Ennor Manufacturing Technology Award in 2003, and the NAMRI/SME S. M. Wu Research Implementation Award in 2010. He was also an excellent teacher. He received the College of Engineering Everitt Award for Teaching Excellence in 1985, the Campus Award for Excellence in Undergraduate Teaching in 1987, and the College of Engineering Halliburton Engineering Education Leadership Award in 1989. He received the SME Education Award in 1993.

Prof. Shiv G. Kapoor has held the Grayce Wicall Gauthier Chair in Mechanical Science and Engineering at the University of Illinois at Urbana-Champaign (UIUC) since 2005. He received his bachelor's degree in 1969 from the Institute of Technology at BHU, India, his master's in 1971 from I.I.T. Kanpur in India, and his doctoral degree in 1977 from the University of Wisconsin-Madison. He received the Blackall Machine Tool and Gage Award from the American Society of Mechanical Engineers (ASME) for outstanding research papers in 1992, 1997, and 2008. In 1999, he received the ASME Dedicated Service Award. He also received the 2003 William T. Ennor Manufacturing Technology Award from ASME, the SME 2010 S. M. Wu Research Implementation Award, SME 2015 Gold Medal Award, 2014 Outstanding Lifetime Service Award from NAMRI/SME, and the Distinguished Alumni Award from IIT-BHU, India. He is a Fellow of ASME (1995), Honorary Member of ASME (2016), Fellow of SME (1994). He has served as Technical Editor of the ASME Journal of

Manufacturing Science and Engineering, Vice-President of Manufacturing on the ASME Council on Engineering (COE), and President of the North American Manufacturing Research Institution of SME (NAMRI/SME). He currently serves as Editor-in-Chief of the SME Journal of Manufacturing Processes. He is widely recognized as a leader in manufacturing education. He was the recipient of the SME Education Award in 2005. He was honored with the College of Engineering Everitt Award for Teaching Excellence and the Two-Year Effective Teacher Award from the Department of Mechanical and Industrial Engineering Alumni Board.

We welcome your approval of the proposed award. Please do not hesitate to contact either of us if you have questions or require additional information.

Proposal to establish the ASME DeVor-Kapoor Manufacturing Medal

Name of Award

The proposed name of this award is the ASME DeVor-Kapoor Manufacturing Medal.

Description of the Award

The ASME DeVor-Kapoor Manufacturing Medal seeks to annually recognize an individual or a team of researchers for a body of “impactful achievements in the field of manufacturing.” Manufacturing professionals from academia, industry, and national laboratories, with distinguished and sustained contributions to and impact in the manufacturing field will be eligible for this society-wide medal. The impact must be clearly documented and supported by evidence of long-term contributions to one or more of the following exemplar areas: pioneering research, innovative technology development/transfer, inspirational mentorship, and ground-breaking scholarship/writings. It is believed that the above emphases and criteria capture the large and influential impact that Profs. DeVor and Kapoor have had in the manufacturing field.

The recipient(s) of the ASME DeVor-Kapoor Manufacturing Medal will receive a certificate, \$1,500 honorarium, bronze medal, and travel expenses to attend the award presentation in accordance with the ASME Committee on Honors policy, subject to availability of funds.

If the award is made to a team, the honorarium will be shared among the team members. The team leader shall receive the travel support to attend the award presentation. Certificates and medals may be awarded to all team members at the discretion of the ASME Committee on Honors. The medal(s) and certificate(s) will be presented at the ASME Manufacturing Science and Engineering Conference (MSEC). To cover the costs of production of the medals and the honorarium, an Award Endowment Fund will be established within the ASME Foundation.

Need for such an Award

None of the existing awards related to manufacturing within either ASME or SME overlap with the description above. Existing awards in the manufacturing field (see Appendix) are focused on recognizing individuals for their significant contributions in:

- *Technical communications:* ASME Blackall Machine Tool and Gage Award, ASME Kornel F. Ehmann Manufacturing Medal, SME Gold Medal, SME Frederick W. Taylor Research Medal, and SME S.M. Wu Research Implementation Award;
- *Education and mentorship:* ASME McDonald Mentoring Award, ASME Robert M. Nerem Education and Mentorship Medal, and SME Education Award;
- *Specific achievements related to manufacturing science, engineering, and technology – generally recognizing a single important contribution:* ASME/SME M. Eugene Merchant Manufacturing Medal, ASME Milton C. Shaw Manufacturing Research Medal, ASME William T. Ennor Manufacturing Technology Award, SME Yoram Koren Manufacturing Systems Innovation Medal, SME Dornfeld Manufacturing Vision Award.

Financial Provisions

Contingent on the ASME Committee on Honors approval, individual donors are prepared to provide at least \$75,000 to the ASME Foundation to fund the award. These donors also stand ready to provide \$6,000 to fund the award in the short term. It is also understood that an administrative fee will be periodically reviewed and determined by the Board of Directors of the ASME Foundation, not to exceed 5% of net asset value.

ASME DEVOR-KAPOOR MANUFACTURING MEDAL RULES OF AWARD

Form of Award

\$1,500 honorarium, a certificate, a bronze medal, and travel expenses to attend the award presentation in accordance with the ASME Committee on Honors policy, subject to availability of funds.

If the award is made to a team, the honor and honorarium will be shared among the team members. The team leader shall receive travel support to attend the meeting presentation in accordance with ASME Committee on Honors policy. Certificates and medals may be awarded to all team members at the discretion of the ASME Committee on Honors.

Achievement Recognized

The award seeks to recognize an individual or a team of researchers for a body of impactful achievements in the field of manufacturing.

The impact must be clearly documented and supported by evidence of long-term contributions to one or more of the following exemplar areas: pioneering research, innovative technology development/transfer, inspirational mentorship, and ground-breaking scholarship/writings. It is believed that the above emphases and criteria capture the large and influential impact that Profs. DeVor and Kapoor have had in the manufacturing field.

Limitations

No limitations.

Nominations

Anyone may nominate a person or team for the medal.

DeVor-Kapoor Medal Committee (DKMC) Composition

Members of the DKMC shall be nominated by the Executive Committee of the Manufacturing Engineering Division of the ASME for approval by the Committee on Honors.

The Committee shall consist of seven members including the chair of the Manufacturing Engineering Division, up to two past recipients of the award, and at least four at-large members. Diversity and membership among industry, academia, and government shall be achieved through selection of at-large members. Each member of the committee shall serve no more than two consecutive three-year terms, commencing on July 1 and concluding on June 30. Terms will be staggered for continuity, so that all members' terms will not expire at the same time.

An initial committee of five will be appointed for the first two years of the award.

Members of the DKMC shall refrain from nominating or writing support letters. Members of the Medal Committee are not eligible to receive the award during their time of service.

Review Process

The DKMC are encouraged to solicit nominations of worthy individuals. Both solicited and unsolicited nominations will be reviewed without prejudice.

The DKMC shall review all nominations submitted by February 1 annually. A majority vote of the DKMC is required to select individual(s) for honor. The chair of the DKMC will then recommend the

selected nominee(s) to the ASME Committee on Honors by March 1 for consideration of the award.

Nomination Deadlines

February 1 to the DeVor-Kapoor Medal Committee

March 1 to the ASME Committee on Honors

Funding

Temporary Restricted: \$6,000

Permanently restricted: \$75,000

Appendix: Existing ASME and SME awards

- The M. Eugene Merchant Manufacturing Medal of ASME/SME honors an individual who has played a significant role in improving the productivity and efficiency of manufacturing.
- ASME-William T. Ennor Manufacturing Technology Award goes to an individual/team for developing or contributing significantly to an innovative manufacturing technology, the implementation of which has resulted in substantial economic and/or societal benefits.
- ASME- Milton C. Shaw Manufacturing Research Medal recognizes significant fundamental contributions to the science and technology of manufacturing processes.
- ASME-Kornel F. Ehmann Manufacturing Medal recognizes the best original paper or papers submitted to ASME that relates to micro- or nano-scale manufacturing processes or products.
- ASME Blackall Machine Tool and Gage Award recognizes an original paper or papers published by ASME that contribute to manufacturing processes and systems for the design or application of machine tools, gauges, dimensional measuring instruments, or new manufacturing technologies and metrology approaches.
- ASME McDonald Mentoring Award recognizes the outstanding mentoring of other professionals by an engineer in industry, government, education or private practice.
- ASME Robert M. Nerem Education and Mentorship Medal goes to an individual who has demonstrated a sustained level of outstanding achievement in education and mentoring of trainees.
- SME Dornfeld Manufacturing Vision Award seeks to recognizes a person for outstanding vision and leadership within the manufacturing community.
- SME S.M. Wu Research Implementation Award recognizes outstanding original research presented as a paper at the annual North American Manufacturing Research Conference (NAMRC) and subsequently, upon implementation, had a significant commercial and/or societal impact.
- SME Frederick W. Taylor Research Medal honors significant published research leading to a better understanding of materials, facilities, principles, operations and their application to improve manufacturing processes.
- SME Education Award honors the educator most respected for the development of manufacturing-related curricula, fostering sound training methods, or inspiring students to enter the profession of manufacturing.
- SME Yoram Koren Manufacturing Systems Innovation Medal (proposed) recognizes demonstrated strategic leadership in inventing or implementing in factories a new type of manufacturing system, machine, or manufacturing technology that improves the system performance.
- SME Gold Medal recognizes outstanding service to manufacturing in technical communications through published literature, technical writings or lectures.



Board of Governors Meeting Agenda Item Cover Memo

Date Submitted:	January 27, 2022
BOG Meeting Date:	February 16, 2022
To:	Board of Governors
From:	William Garofalo, Chief Financial Officer
Presented by:	William Garofalo
Agenda Title:	Financial Update

Agenda Item Executive Summary:

A financial update will be provided as of January 31, 2022.

Proposed motion for BOG Action:

None

Attachment(s):

None



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

Date Submitted:	January 19, 2022
BOG Meeting Date:	February 16, 2022
To:	Board of Governors
From:	John Goossen and Bill Garofalo
Presented by:	John Goossen and Bill Garofalo
Agenda Title:	COF Membership

Agenda Item Executive Summary:

The Committee on Finance is recommending changes to its composition as shown in the attached slide deck.

The related By-Law changes are shown in the second attachment. The Committee on Organization and Rules reviewed these changes at its January 26 meeting.

The proposed implementation plan showing how the terms will be staggered is shown in the third attachment.

Proposed motion for BOG Action: To approve for first reading changes to By-Law B5.2.5.2 and to approve the proposed implementation plan for the terms for the members of the Committee on Finance, contingent on adoption of B5.2.5.2 at the April 19, 2022 Board of Governors meeting.

Attachment(s): Slide Deck, By-Law Changes, and Proposed Implementation Plan

Committee on Finance (COF)

John Goossen, Chair

Role

The Committee on Finance (COF) shall under the direction of the Board of Governors, provide an independent review of the ASME financial affairs and key items of the ASME business and strategy planning.

In this capacity the COF will participate in periodic and an annual review of the ASME operations, investments and budget.

COF may also be asked to provide an independent review of select business and/or strategic initiatives.

The COF will also interact with an Investment Advisory Panel (name to be finalized) that will advise the COF and BOG on the Investment affairs of the Society.

The COF will provide periodic reports to the Executive Committee and Board of Governors on review findings and recommendations.

Composition

The Composition of the COF is:

- Four Members-At-Large
 - At least one but not more than 2 Members with ASME Board of Governors (BOG) experience
 - Remaining Members to have ASME leadership experience outside of the BOG and a desire to serve on the BOG
- Three Ex Officio members:
 - Chief Financial Officer (w/o vote)
 - Secretary /Treasurer (with vote)
 - Assistant Treasurer (if any, w/o vote)

Composition - continued

- Chair to be selected by the committee annually at first meeting.
- Secretary /Treasurer to serve as Vice Chair
- The BOG has the option of naming a Board Liaison.

Term (currently in COF Operation Guide)



The term length for the Members-At-Large is **three years**, with terms staggered so that one- or two-member's terms end at the close of each fiscal year.



At Large members are recommended to and appointed by the Board of Governors.



At Large members can serve no more than two full consecutive terms (or a total of 6 years) without a break of at least 2 years. (Society Policy P 4.4/III/B1)

Process for Consideration and Appointment

- **Annual Review:** January through April, with the goal of having new members in place at the start of the upcoming fiscal year.
- **Potential Members without** Previous Board of Governors or ASME President Experience
 1. COF Chair to ask the Senior Vice Presidents to identify a total of three to five potential candidates.
 2. Sector leads will discuss the role of the COF with potential candidates and will assess their interest.
- **Potential Members with** Previous Board of Governors or ASME President Experience
 1. COF Chair shall work with the ASME Executive Committee, ASME ED/CEO and Chief Financial Officer to identify two to three potential candidates.
 2. The ASME Secretary-Treasurer will discuss the role of the COF with potential candidates, and assess their interest
- **The names and one-page resumes of the all Candidates** will be submitted to the ASME Secretary-Treasurer for consideration by the Committee. Nomination shall be based on the qualifications described in the COF Operations Guide. As a group, candidates should enhance the committee's diversity in race, gender, technical experience, and sector experience.
- **The candidates nominated by COF** will be approved by the Board of Governors.

Benefit - COF Member without BOG experience

COF members provide an independent review of the ASME financials and key items of the ASME business and strategy planning. Through service on COF members without prior BOG experience will better understand the role of the BOG, the planning process and the operations of the Society. This experience will prepare such members for service on the BOG.

Desired Qualifications

- A. Expressed or demonstrated interest in supporting ASME's Mission, Vision, Core Values, and Strategy, and pursuing leadership positions with increased levels of responsibility.
- B. Demonstrated business understanding, experience, and ability to exercise sound judgments in matters that relate to the current and long-term objectives of the ASME, with a willingness and ability to contribute positively to the decision-making processes of ASME.
- C. Familiarity with the competitive position of ASME.
- D. Experience with the analysis and development of budgets.
- E. Experience with reading and analyzing financial statements.
- F. Ability to listen, analyze, think clearly and creatively, present with an open mind.
- G. Ability to exercise financial discipline in a non-profit environment.
- H. Honesty, integrity, and adherence to high ethical standards.
- I. Excellent relationship skills, with the ability to work well with individuals and groups.
- J. Attained Member grade or higher and active in ASME and willing to sign a Conflict-of-Interest statement in accordance with Society Policy, 15.8.

New By-Law Language

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

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

Proposed COF Staggered Terms

Current Members

- Member-at-Large/Chair: John Goossen (last year, moving to Secretary-Treasurer for FY2022-23, 2023-2024 and 2024-25)
- Member-at-Large: Richard Benson – last year of a first 3-year term
- Secretary-Treasurer: Robert Pangborn – last year of a 3-year term

Current members will serve until the end of June 2022

Members Going Forward

Current Member

- Member-at-Large: Richard Benson – to serve a Modified 2-year term FY 2022 thru 2024. At the end of this term, Dr. Benson has the option to consider a second 3-year term, subject to BOG approval.

NOTE: At the end of Dr. Benson's Modified 2-year term a **new** COF member could be selected either with or without BOG experience.

Members Going Forward - continued

New Members

Two new COF members to begin (for this term only) in May 2022, after B5.2.5.2 is accepted by the BOG at its April 19 meeting, with BOG approval to extend initial term by 2 months to end in June 2022.

- Member-at-Large (with previous BOG experience) Serve 3-year Term with option to serve a second 3-year term
- Member at Large (with no previous BOG experience) Serve Modified 1 year Term with option to serve a second 3-year term

One new COF member to begin in June 2022

- Member at Large (with no previous BOG experience) Serve Modified 2-year Term with option to serve a second 3-year term

Members Going Forward - continued

May/June 2021-2022	Fiscal Year 2022-2023	Fiscal Year 2023-2024	Fiscal Year 2024-2025	Fiscal Year 2025- 2026	Fiscal Year 2026-2027	Fiscal Year 2027- 2028
Existing Secy-Treas Pangborn						
Existing COF Member Goossen	Secy-Treas Goossen	Secy-Treas Goossen	Secy-Treas Goossen			
New COF Member for 2 months	BOG Experience member	BOG Experience member	BOG Experience member	BOG Experience member	BOG Experience member	BOG Experience member
Existing COF Member Benson	Existing COF Member Benson	Existing COF Member Benson	Member with or w/o BOG Experience Reappoint Benson?	Member with or w/o BOG Experience Reappoint Benson?	Member with or w/o BOG Experience Reappoint Benson?	
New COF Member for 2 Months	No-BOG Experience Member	No-BOG Experience Member	No-BOG Experience Member	No-BOG Experience Member		
	No-BOG Experience Member	No-BOG Experience Member	No-BOG Experience Member	No-BOG Experience Member	No-BOG Experience Member	

Motions

- 1) To approve for first reading changes to By-Law B5.2.5.2 as described herein.
- 2) To approve the proposed implementation plan (described herein) for the members of the Committee on Finance, contingent on adoption of B5.2.5.2 at the April 19, 2022 Board of Governors meeting.