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**DRAFT AGENDA
2019 – 2020 BOARD OF GOVERNORS**

**Wednesday, June 5, 2019 – 10:00 am to 3:00 pm
Palazzo A-C, Lobby Level
JW Marriott Grande Lakes, Orlando, Florida**

1. Opening of the Meeting (Start Time 10:00 am)

- | | | |
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| 1.1. | <u>Call to Order</u>
Rich Laudenat | |
| 1.2. | <u>Adoption of the Agenda</u> | ACTION |
| 1.3. | <u>Announcements</u> (5 minutes) | DISCUSSION |
| 1.4. | <u>President's Remarks</u> (10 minutes)
Rich Laudenat | DISCUSSION |
| 1.5. | <u>Executive Director/CEO's Remarks</u> (10 minutes)
Tom Costabile | DISCUSSION |
| 1.6. | <u>New President Nominee's Remarks</u> (5 minutes) | DISCUSSION |
| 1.7. | <u>Governor-Nominees and ECLIPSE Intern Introductions</u> (20 minutes) | DISCUSSION |
| 1.8. | <u>Consent Items for Action</u> | ACTION |

Identification of items to be removed from Consent Agenda

Consent Items for Action are items the Board is asked to take action on as a group. Governors are encouraged to contact ASME Headquarters with their questions prior to the meeting as it is not expected that consent items be removed from the agenda.

- 1.8.1. By-Law Amendments on Chief Financial Officer for Adoption
- 1.8.2. By-Law Amendments on Philanthropy Committee for Adoption
- 1.8.3. By-Law Amendment on Senior Vice Presidents for Adoption
- 1.8.4. Society Policies Related to Chief Financial Officer
- 1.8.5. New Society Policy on Funding by Groups
- 1.8.6. Society Policy - Appointment of Volunteers
- 1.8.7. Society Policy - Solicitation of Funds
- 1.8.8. Presidential Appointments: Approval of Governors to serve as committee members and in liaison roles
- 1.8.9. FY20 Plan and Budget Approval
- 1.8.10. 2019-2020 Membership Dues

2. Open Session Agenda Items

- 2.1. Social Return on Investment (30 minutes) INFORMATION
 Anand Sethupathy
- 2.2. Update on Implementation of Global Strategy (15 minutes) INFORMATION
 Laura Hitchcock
- 2.3. Strategic Assessment, Observations and Comments (30 minutes) INFORMATION
 Michael Johnson

Lunch (12:00 PM – 1:00 PM) Primo Restaurant, Lobby Level

3. New Business

4. Open Session Information Items

- 4.1. Dates of Future Meetings

DATE	DAY	TIME	LOCATION
July 8-10, 2019 Planning Meeting	Monday- Wednesday	July 8: beginning at 12:00 PM July 10: ending at 12:00 PM	Newport, Rhode Island
September 25, 2019	Wednesday	TBA	Conference Call
November 9, 2019	Saturday	8:30 AM - 4:30 PM	Salt Lake City, Utah
June 14, 2020	Sunday	8:30 AM – 4:30 PM	Boston, Massachusetts
June 17, 2020*	Wednesday	10:00 – 3:00 PM	Boston, Massachusetts

*2020-2021 Board of Governors

List of Appendices

- 1.8.1 By-Law Amendments on Chief Financial Officer for Adoption
- 1.8.2 By-Law Amendments on Philanthropy Committee for Adoption
- 1.8.3 By-Law Amendment on Senior Vice Presidents for Adoption
- 1.8.4 Society Policies Related to Chief Financial Officer
- 1.8.5 New Society Policy on Funding by Groups
- 1.8.6 Society Policy - Appointment of Volunteers
- 1.8.7 Society Policy - Solicitation of Funds
- 1.8.8 Presidential Appointments: Approval of Governors to Serve as Committee Members and in Liaison Roles
- 1.8.9 FY20 Plan and Budget approval
- 1.8.10 2019-2020 Membership Dues
- 2.1 Social Return on Investment
- 2.3 Strategic Assessment, Observations and Comments

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

Date Submitted: May 1, 2019
BOG Meeting Date: June 5, 2019

To: Board of Governors
From: Fred Stong, COR Chair

Agenda Title: Chief Financial Officer

Agenda Item Executive Summary:

The attached By-Law amendments reflect a change in the title from Assistant Treasurer to Chief Financial Officer. The duties of the Chief Financial Officer have been updated.

Other amendments reflect a change in the title of the Second Assistant Treasurer to Assistant Treasurer. The duties of the Assistant Treasurer have been updated.

Proposed motions for BOG Action:

To adopt the changes to By-Laws B4.1, B4.3, B4.4, B5.2 and B6.2.

Attachments: Document attached.

B4.1 GOVERNMENT

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

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

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

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

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

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

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

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

If a person elected to the Board of Governors is unable to take office, the Board of Governors shall fill the vacant position by appointment.

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

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

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

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

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

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

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

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

B4.1.8 A person shall not be an officer of the Society in two different elective offices at the same time. A person who has been elected to a position of an officer of the Society shall not be nominated for another elective office of the Society if there is any overlapping of the term of the proposed office with the term of the office to which that person has already been elected.

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

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

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

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

Any one or more members of the Board or any special committee may participate in a meeting of the Board or committee by means of a conference telephone, videoconference, or similar communications equipment, allowing all persons participating in the meeting to hear each other at the time, propose, object to and vote on specific actions to be taken by the Board or committee. Participating by such means shall constitute presence in person at the meeting. All members of the Board or any special committee must be given adequate prior notice about the arrangements for such meetings.

- B4.1.10 The Board of Governors may delegate to the sectors and the standing committees of the Board as established in these By-Laws, for a period of one year, specific responsibilities for the management of one or more programs of the Society, subject to the supervision of the Board and to any limitation prescribed by the Board or by applicable law.
- B4.1.11 Members in office shall continue in their respective offices until their successors have been elected or appointed, and have accepted their offices.

B4.3 OFFICERS

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

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

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

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

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

B4.3.3 Each senior vice president shall 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 be the chief financial officer of the Society, and~~ 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 ~~Assistant Treasurer~~Chief Financial Officer in carrying out the assigned duties as generally are incident to the position of ~~Assistant Treasurer~~Chief Financial Officer or as may be otherwise assigned to him or her by the ~~Treasurer or the~~ Board of Governors. The Treasurer shall be a volunteer member of the Society.

B4.3.4.2 The ~~Assistant Treasurer~~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. They 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 ~~Assistant Treasurer~~Chief Financial Officer or as may be assigned to him or her by the Treasurer or the Board of Governors. In the absence or inability to act of the Treasurer, the ~~Assistant Treasurer~~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 ~~Assistant Treasurer~~Chief Financial Officer shall be an employee of the Society. The Chief Financial Officer shall be an employee of the Society whose compensation is set by the Executive Director/CEO.

B4.3.4.3 The Assistant Treasurer shall have all such powers and duties as generally are incident

to the position of Assistant Treasurer or as may be assigned to them by the Secretary or by the Board of Governors. In the absence or inability to act of the Secretary and the Chief Financial Officer, the Assistant Secretary may perform all the duties and exercise all the powers of the Secretary and the Chief Financial Officer. The performance of any such duties shall, in respect of any other person dealing with the Society, be conclusive evidence of their power to act. The Assistant Treasurer shall be an employee of the Society.

- B4.3.5 The Executive Director shall be an employee reporting directly to the Board, an ex officio member of the Board of Governors without vote and the chief executive officer of the Society. The Executive Director shall have supervision, direction and management of the business and affairs of the Corporation, including, but not limited to strategy, operations, finance, marketing, human resources and philanthropic efforts. The Executive Director shall have such powers and perform such duties as the Board of Governors may from time to time prescribe.
- B4.3.6.1 The Secretary shall have the responsibility for the records of the Society, and shall have such powers and perform such duties as the Board of Governors may from time to time prescribe. The Secretary shall supervise, review and audit the activities of the Assistant Secretary in carrying out the assigned duties as generally are incident to the position of Assistant Secretary or as may be otherwise assigned to him or her by the Secretary or the Board of Governors. The Secretary shall be a volunteer member of the Society.
- B4.3.6.2 The Assistant Secretary shall have all such powers and duties as generally are incident to the position of Assistant Secretary or as may be assigned to him or her by the Secretary or by the Board of Governors. In the absence or inability to act of the Secretary, the Assistant Secretary may perform all the duties and exercise all the powers of the Secretary. The performance of any such duties shall, in respect of any other person dealing with the Society, be conclusive evidence of his or her power to act. The Assistant Secretary shall be an employee of the Society.
- B4.3.7 The Executive Director shall receive a salary that shall be fixed by the Board of Governors.
- B4.3.8 Among the officers of the Society, there shall be the following senior vice presidents:
- Senior Vice President for Public Affairs and Outreach
 - Senior Vice President for Standards and Certification
 - Senior Vice President for Student and Early Career Development
 - Senior Vice President for Technical Events and Content
- The term of each senior vice president shall be three years, beginning and ending at the second Business Meeting of the fiscal year. The terms of approximately one-third of the senior vice presidents shall end each year, according to a schedule approved by the Board of Governors.

B4.4 FUNDS

- B4.4.1 All funds received shall be directed to the office of the ~~Assistant Treasurer~~Chief Financial Officer for proper recording and deposit in authorized bank accounts.
- B4.4.2 All amounts due from members and others shall be collected by the office of the ~~Assistant Treasurer~~Chief Financial Officer.
- B4.4.3 Funds may be solicited from sources outside of the Society for the conduct of research.
- B4.4.4 No gifts or bequests to the Society shall be accepted until they have been approved by the Board of Governors. Upon receipt, such gifts shall be invested and either the capital and/or the income shall be used for the specific purpose for which the gift was designated.
- B4.4.5 The Committee on Finance and Investment, under the direction of the Board of Governors, shall be responsible for the management of the securities of the Society.
- B4.4.6 All payments for expenditures shall be made by the office of the ~~Assistant Treasurer~~Chief Financial Officer upon proper authorization, in accordance with the budget adopted by the Board of Governors.
- B4.4.7 The ~~Assistant Treasurer~~Chief Financial Officer shall regularly report to the Committee on Finance and Investment the total expenditures incurred against each appropriation in the adopted budget. The Committee on Finance and Investment will report the financial position of the Society to the Board of Governors.
- B4.4.8 Any contract or other obligation to pay money in the work of the Society shall be valid only when signed by the Executive Director, the ~~Assistant Treasurer~~Chief Financial Officer, or the ~~Second~~ Assistant Treasurer.
- B4.4.9 The accounts of the Society shall be audited annually by a certified public accountant appointed by the Board of Governors and ratified by the corporate membership.
- B4.4.10 No part of net earnings of the organization shall inure to the benefit of any member, trustee, director, officer of the organization, or any private individual (except that reasonable compensation may be paid for the services rendered to or for the organization), and no member, trustee, officer of the organization or any private individual shall be entitled to share in the distribution of any of the organization's assets on dissolution of the organization.

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

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

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

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

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

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

- B5.2.3.1 The Committee on Organization and Rules, under the direction of the Board of Governors, shall have responsibility for ensuring that the Society is organized and supplied with qualified leadership to serve the current and anticipated future needs of the membership, and shall reexamine regularly the Constitution, By-Laws and Policies of the Society.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

- B5.2.10.1 The Sector Management Committee, under the direction of the Board of Governors, shall have responsibility for facilitating communication and collaboration among the Sectors. This includes coordination, integration, and facilitation for implementation of the enterprise strategy with the development, maintenance and execution of the Integrated Operating Plan,
- B5.2.10.2 The Sector Management Committee shall consist of the Senior Vice Presidents and the Chair of the Group Engagement Committee, their respective staff counterparts, and the staff member with overall responsibility for operations. The Co-Chairs of the Committee shall be the Senior Vice President in their third year and the staff member with overall responsibility for operations. The President-Nominee/elect will serve as an advisor to the Committee.

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

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

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

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

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

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

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

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

ASME Board of Governors Agenda Item Cover Memo

Date Submitted: May 1, 2019
BOG Meeting Date: June 5, 2019
To: Board of Governors
From: Committee on Organization and Rules
Presented by: Fred Stong, Chair
Agenda Title: ASME Philanthropy Committee

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

A change to By-Law B-4.4 on gift acceptance is being proposed.

A Committee reporting to the Board of Governors which is responsible for fundraising activities and philanthropic programs is being added to By-Law B-5.2.

Proposed motion for BOG Action: *(if appropriate)*

To adopt the changes to By-Law B-4.4 and By-Law B-5.2.

Attachments: Red-lined By-Law change.

B4.4 FUNDS

- B4.4.1 All funds received shall be directed to the office of the Assistant Treasurer for proper recording and deposit in authorized bank accounts.
- B4.4.2 All amounts due from members and others shall be collected by the office of the Assistant Treasurer.
- B4.4.3 Funds may be solicited from sources outside of the Society for the conduct of research.
- B4.4.4 No ~~grant, gifts~~ or ~~bequests~~ to the Society shall be accepted until they it and any restrictions thereon have been approved by or under the authority of the Board of Governors. Upon receipt, such grants, gifts and bequests shall be invested and used for the Society's purposes and in accordance with any restrictions thereon mandated by the donor and approved by or under the authority of the Board of Governor~~either the capital and/or the income shall be used for the specific purpose for which the gift was designated.~~
- B4.4.5 The Committee on Finance and Investment, under the direction of the Board of Governors, shall be responsible for the management of the securities of the Society.
- B4.4.6 All payments for expenditures shall be made by the office of the Assistant Treasurer upon proper authorization, in accordance with the budget adopted by the Board of Governors.
- B4.4.7 The Assistant Treasurer shall regularly report to the Committee on Finance and Investment the total expenditures incurred against each appropriation in the adopted budget. The Committee on Finance and Investment will report the financial position of the Society to the Board of Governors.
- B4.4.8 Any contract or other obligation to pay money in the work of the Society shall be valid only when signed by the Executive Director, the Assistant Treasurer, or the Second Assistant Treasurer.
- B4.4.9 The accounts of the Society shall be audited annually by a certified public accountant appointed by the Board of Governors and ratified by the corporate membership.
- B4.4.10 No part of net earnings of the organization shall inure to the benefit of any member, trustee, director, officer of the organization, or any private individual (except that reasonable compensation may be paid for the services rendered to or for the organization), and no member, trustee, officer of the organization or any private individual shall be entitled to share in the distribution of any of the organization's assets on dissolution of the organization.

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

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

Each sector shall be led by a council. The council of each sector shall consist of such voting members as specified in the sector By-Laws. Individuals, as may be required or

designated pursuant to any statute, regulation, or court order or consent decree may also be voting or non-voting members of a sector council. A member of the senior staff of the sector, if any, may be a voting member of the sector council. The sector council may designate both volunteer and staff non-voting members.

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

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

B5.2.3.1 The Committee on Organization and Rules, under the direction of the Board of Governors, shall have responsibility for ensuring that the Society is organized and supplied with qualified leadership to serve the current and anticipated future needs of the membership, and shall reexamine regularly the Constitution, By-Laws and Policies of the Society.

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

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

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

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

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

Executive Director's compensation, including salary and bonus recommendations.

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

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

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

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

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

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

The terms of the at-large members shall be three years ending at the close of the second Society-Wide Meeting on a schedule established by the Committee on Executive Director Evaluation and Staff Compensation. Except as provided in this section, a Pension Plan Trustee who is a member-at-large may serve no more than two consecutive full terms. To be eligible for additional full terms, a member-at-large must be nominated by the Committee on Executive Director Evaluation and Staff Compensation upon a finding by the Committee that specifies exceptional circumstances warranting the additional terms, and a written statement of such findings must accompany the nomination when it is communicated to the Board of Governors by the Chair of the Committee. The nominee may then be appointed only upon the affirmative vote of two-thirds of the entire Board of Governors.

- B5.2.5.4 The Retirement Plan Committee, under the direction of the Committee on Executive Director Evaluation and Staff Compensation, shall have responsibility, as specified in the ASME Thrift Plan, the ASME Defined Contribution (DC) Plan, the ASME 457(b) Plan, and the ASME 401(k) Plan documents, including to act as Plan Administrator and Named Fiduciary for such plans and assume such responsibilities as developing investment policy

statements, selecting and monitoring investment choices, benchmarking Plan administration expenses and investment plan administrators performance and selecting, appointing and retaining plan investment, governance and plan administration compliance advisors, as well as having the power to make ministerial and technically required plan amendments.

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

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

- B5.2.6.1 The Strategy Advisory Committee, under the direction of the Board of Governors, shall have responsibility for providing recommendations and guidance on tasks related to ASME's strategy and planning.
- B5.2.6.2 The Strategy Advisory Committee shall consist of the President, two current Board members-at-large (serving staggered terms, one second year and one third year), one representative from the Industry Advisory Board, and the senior staff member responsible for Strategy. The incoming second-year Governor shall be selected by the President-Elect and approved by the Board of Governors. The term of the Board members-at-large expires when their Board term expires. The representative from the Industry Advisory Board will be recommended annually by the Chair of the Industry Advisory Board and approved by the Board of Governors.
- B5.2.7.1 The Committee on Honors, under the direction of the Board of Governors, shall have responsibility for recommending properly selected candidates for honors, medals, Honorary Members, and awards, and as required shall recommend recipients of joint awards, all subject to approval by the Board of Governors. However, the Board may delegate to the Committee on Honors the power to approve candidates for any honor, medal or award other than Honorary Member or ASME Medalist.
- B5.2.7.2 The Committee on Honors shall select its own Chair and Vice Chair. Its membership shall be determined by the Board of Governors. The Chair of the General Awards Committee shall be an ex officio member with vote. The President-Elect may select a Governor to serve as Liaison to the Committee during their Presidential term.
- B5.2.7.3 The General Awards Committee, under the direction of the Committee on Honors, shall seek candidates for all honors and awards except Honorary Members, the ASME Medal, and group-level awards, and shall screen nominations and make recommendations to the Committee on Honors.

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

- B5.2.7.4 Other Society award committees, including special award committees, shall in accordance with the policies and procedures administered by the Committee on Honors, seek nominees for honors in their several areas of interest, shall screen nominations, and make recommendations to the Committee on Honors.
- B5.2.8.1 The Committee of Past Presidents, under the direction of the Board of Governors, shall have responsibility for electing Fellows, overseeing the ethical practice of engineering, and providing guidance on matters where its experience may be useful, upon request by the President, Board of Governors, and other units of the Society.
- B5.2.8.2 The Committee of Past Presidents shall select its own Chair and Vice Chair. Its membership shall consist of all living Past Presidents.
- B5.2.9.1 The Audit Committee, under the direction of the Board of Governors, shall have responsibility for overseeing the accounting and financial reporting process of the Society and the audit of its financial statements and report its activities to the Board. The Committee will be responsible for overseeing the adoption and implementation of, and compliance with, the Society Policies on whistleblowers and conflicts of interest. The Committee will annually consider the performance and independence of the independent auditor and recommend retaining or renewing the retention of the independent auditor to the Board. The Committee will liaise with the independent auditor prior to the commencement of the audit and upon completion of the audit, review and discuss the audit results and any related management letter with the auditor, including:
- (a) any material risks and weaknesses in internal controls identified by the auditor;
 - (b) any restrictions on the scope of the auditor's activities or access to requested information;
 - (c) any significant disagreements between the auditor and management; and
 - (d) the adequacy of the Corporation's accounting and financial reporting processes.
- B5.2.9.2 The Audit Committee shall consist of three current Board members-at-large (serving staggered terms on the Board) who serve as voting members. The Committee membership is determined by the Board of Governors and consists solely of "independent" members of the Board as defined under Section 102(a) (21) of the New York Not-for-Profit Corporation Law. The Chair shall be the senior Governor and the Vice Chair shall be the second-most senior Governor.
- The Treasurer shall be an ex officio member of the Committee without vote. The Assistant Treasurer and the Second Assistant Treasurer shall be ex officio members of the Committee without vote. The President-Elect makes the recommendation on the incoming first-year Board member-at-large. The term of the Board members-at-large expires when their Board term expires.
- B5.2.10.1 The Sector Management Committee, under the direction of the Board of Governors, shall have responsibility for facilitating communication and collaboration among the Sectors. This includes coordination, integration, and facilitation for implementation of the enterprise strategy with the development, maintenance and execution of the Integrated Operating Plan,
- B5.2.10.2 The Sector Management Committee shall consist of the Senior Vice Presidents and the

Chair of the Group Engagement Committee, their respective staff counterparts, and the staff member with overall responsibility for operations. The Co-Chairs of the Committee shall be the Senior Vice President in their third year and the staff member with overall responsibility for operations. The President-Nominee/elect will serve as an advisor to the Committee.

B5.2.11.1 The Philanthropy Committee, under the direction of the Board of Governors, shall have responsibility for advising the Board of Governors and assisting the Society in connection with fundraising activities and philanthropic programs carried out using the Society's name or other resources.

B5.2.11.2 The Philanthropy Committee shall select its own chair and vice chair. The ASME Executive Director, the ASME Managing Director of Philanthropy and the ASME Managing Director of Programs shall be ex officio members of the Committee without vote. Other members shall be determined by the Board of Governors. The President-Elect may select a Governor to serve as Liaison to the Committee during their Presidential term.

ASME Board of Governors Agenda Item Cover Memo

Date Submitted: May 15, 2019
BOG Meeting Date: June 5, 2019
To: Board of Governors
From: Committee on Organization and Rules
Presented by: Fred Stong, Chair
Agenda Title: By-Law Amendment - Senior Vice Presidents

Agenda Item Executive Summary:

Following up on Motion 5 of Item 2.7 from the April 8, 2019 Board minutes, a change to By-Law B4.3.3 to resolve the reporting requirements of the Senior Vice Presidents to the Board of Governors is being proposed:

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.

Proposed motion for BOG Action: *(if appropriate)*

To adopt the changes to By-Law B4.3.3.

Attachment: None

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

Date Submitted: May 1, 2019
BOG Meeting Date: June 2, 2019

To: Board of Governors
From: Fred Stong, COR Chair

Agenda Title: Society Policies Related to the Chief Financial Officer

Agenda Item Executive Summary:

In connection with the By-Law changes related to changing the title from Assistant Treasurer to Chief Financial Officer and references for Second Assistant Treasurer to Assistant Treasurer, there are related Society Policies that need to be updated.

The ones requiring editorial changes are attached. Other Society Policies that need extensive revision in connection with the recommendations of the Presidential Task Force on Organizational Structure that contain references to the Assistant Treasurer and Second Assistant Treasurer will be updated over the summer.

Proposed motions for BOG Action:

To approve the changes to Society Policies 2.4, 2.6, 2.12, 4.5, 4.6, 5.4, 14.5, 15.10 and 16.1.

Attachments: Documents attached.



P-2.4
6/05

SOCIETY POLICY

INSURANCE REQUIREMENTS FOR CONTRACTORS TO ASME

I. PREFACE

ASME contracts with many individual consultants, independent contractors, and others providing services to ASME. These individuals and firms, when under contract with ASME, present the potential for insurance claims and litigation against ASME based on acts or omissions by the individuals or firms acting in behalf of ASME or on a caprice of their own.

II. PURPOSE

- A. To establish guidelines for insurance coverage required of individuals and firms contracting with ASME;
- B. To establish the procedure for implementation; and
- C. To provide guidance in the event this Society Policy requires further clarification.

III. POLICY

- A. Individual consultants, vendors, and contractors are required to provide proof of insurance because ASME may be exposed to potential liability as a result of the engagement.
- B. These consultants, vendors, and contractors shall provide ASME with relevant certificates of insurance of an amount sufficient and from an insurance provider of sufficient financial strength as determined by the ASME Executive Director and/or ~~Assistant Treasurer~~, who may utilize the advice of ASME insurance broker, legal counsel, or other professionals as necessary.
- C. Wherever practicable, contracts with consultants, vendors and contractors should provide for indemnification of ASME against liabilities resulting from acts or omissions of such service providers, their employees and agents.
- D. If further clarification of the applicability or requirements of this Policy is required with respect to any activity, the Executive Director or ~~Assistant Treasurer~~, shall be consulted.

Responsibility: Committee on Finance and Investment
Transferred from Committee on Legal Affairs: 6/1/05

Adopted: September 11, 1994

Revised: November 19, 1999
September 13, 2003

Reaffirmed: June 1, 2005



P-2.6
6/1/05

SOCIETY POLICY

CAPITAL ADDITIONS, FURNITURE, FIXTURES AND EQUIPMENT

I. PREFACE

- A. Article C4.1.11 of the Constitution states: "The deposit, investment, and disbursement of all funds shall be subject to the direction of the Board of Governors."
- B. By-Law B4.4.6 states: "All payments for expenditures shall be made by the office of the ~~Assistant Treasurer~~ upon proper authorization, in accordance with the budget adopted by the Board of Governors."
- C. Any perceived discrepancy between the statement of policy herein and the Society Policy P-2.9 shall be resolved with P-2.9 prevailing.

II. PURPOSE

- A. To provide a policy for expenditures of funds for capital additions, furniture, fixtures and equipment.
- B. To establish a procedure for the purchase of capital assets, except real and equity, including:
 - 1. Budgeting requirements,
 - 2. Purchasing approval, and
 - 3. Accounting requirements.

III. POLICY

- A. Each unit reporting to the Board of Governors anticipating an expenditure for capital assets must submit a budget request.
- B. The "capital budget" must include all items costing \$3,000 or more.

IV. PROCEDURE

A. Budget.

1. A capital budget will be prepared each year and submitted to the Committee on Finance and Investment.
2. After reviewing the capital budget, the Committee on Finance and Investment will submit it to the Board of Governors for its approval at the time of the General Fund Budget approval.
3. The capital budget will include all items or groups of a like item costing \$3,000 or more to be purchased in the ensuing budget year as well as a projection for any subsequent year.
4. Unusual and non-recurring major projects must be submitted for approval with sufficient lead time for proper review and funding even if all or part of such projects are beyond the ensuing budget year.
5. Items of new or replacement office equipment may be grouped under an Executive Director's equipment fund of \$100,000 each budget year.
 - a. Any individual piece of furniture or fixture costing \$1,000 or more in place must be listed separately.
 - b. Each proposed purchase for the field offices costing \$1,000 or more must be itemized separately.
6. Leased items will be treated the same as other capital expenditures with regard to the total value of the items leased.

B. Purchasing approvals.

1. Major purchases of capital assets included in the approved annual budget require a formal purchase request which shall contain the cost, vendor bids, and the reason for the purchase.
2. Purchase requests will include specific approval(s) when the on-site-cost per item, total amount of lease, or system is:
 - a. Up to \$50,000 — Executive Director or Executive Director's designee.
 - b. \$50,000 or more — Executive Director.

3. Requests for additional capital expenditures during a fiscal year that were not approved by the Board of Governors as part of the annual budget approval process, are subject to the following approvals:
 - a. Committee on Finance and Investment: total of all non-budgeted expenditures if less than \$100,000.
 - b. Board of Governors: total of all non-budgeted expenditures exceeding the first \$100,000.

C. Accounting.

1. Capital expenditures will be recorded in the asset account of the Society and depreciated in accordance with their useful lives or as follows:

ASSET CLASS	YEARS
Leasehold Improvements	20
Furniture and Fixtures	15
Equipment (General computer equipment, machines, etc.)	5
Personal Computers and Peripherals	3
Motor Vehicles	3

2. The write-off of the capital assets will be charged to a depreciation account in General Administration and allocated in accordance with the accounting policies of the Society.
3. Field office assets will be charged to the respective field office depreciation accounts.

Responsibility: Committee on Finance and Investment

Adopted: September 14, 1982

Reaffirmed: June 1, 2005

Revised: (editorial changes 6/87)
(editorial changes 4/89)
June 22, 1989
September 17, 1992
March 11, 1993
(editorial changes 6/96)
June 9, 1999

SOCIETY POLICY

THE CONDUCT OF INTERNATIONAL BUSINESS

I. PREFACE

A. Article C2.1.1 of the Constitution lists, among others, the following purposes of the Society: "Promote the art, science and practice of mechanical and multidisciplinary engineering and allied sciences to diverse communities through the world"; "Broaden the usefulness of the engineering profession in cooperation with other engineering and technical societies."; and "Promote a high level of ethical practice". A variety of Society activities directed toward realization of these purposes are carried out through inter- and multi-society committees with ASME representation.

B. By-Law B3.3.1 provides:

"Any member who has been found guilty of a charge of violating the Constitution, By-Laws or Code of Ethics of the Society, may be expelled by the affirmative vote of seven members of the Board of Governors after being given the opportunity to be heard."

C. By-Law B4.1.5 provides, in part:

"Any Officer of the Society or member of any sector, board, committee, or other unit of the Society appointed or elected by the Board of Governors or by any unit of the Society may be removed or suspended from such office or membership by the Board of Governors for cause."

D. By-Law B4.1.9 provides, in part:

"Any action required or permitted to be taken by the Board of Governors or any special committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing 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."

E. By-Law B4.4.1 provides:

"All funds received shall be directed to the office of the ~~Assistant Treasurer~~ for proper recording and deposit in authorized bank accounts."

F. By-Law B5.8.5 provides:

"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."

II. PURPOSE

- A. To address how the Society expects all its own personnel (officers, volunteers and employees), wherever located, and independent representatives (e.g., local agents or consultants) of ASME and any representatives acting on behalf of ASME will comply with all applicable laws and regulations and will maintain the highest ethical standards in conducting its international business.
- B. To abide by the Foreign Corrupt Practices Act of 1977 (FCPA), which prohibits corrupt payments to foreign officials for the purpose of obtaining or keeping business.
- C. For purposes of this policy, the term “*foreign government*” includes any non-U.S. government, international governmental organization, entity owned or controlled by any non-U.S. government or international governmental organization, non-U.S. political party or party official; the term “*foreign government official*” means any employee, representative or agent of any unit or instrumentality of any government at any level; and candidate or prospective candidate for public office; and the term “*thing of value*” means any item that has more than nominal value.

III. POLICY

- A. Society personnel or representatives shall not promise, offer, authorize the giving of, or give cash or any other thing of value (whether directly or through intermediaries) to any foreign government official to obtain, retain or direct business or secure any other improper advantage. ASME’s personnel and representatives need to take special care to avoid making any payment or offering any other valuable item that is, or may be perceived to be, improper or illegal under applicable law.
- B. Society personnel and representatives shall not pay any cash to a third party unless such payment is clearly, completely and accurately documented as a cash disbursement with an appropriate explanation. Society personnel and representatives shall not write any check to “cash” or “bearer,” and Society personnel and representatives shall not pay anyone who does not have a written contract with ASME or who does not have some other documented business relationship with ASME. Society personnel and representatives shall not make any payment outside the country of the principal place of business of the recipient without the prior written approval of ASME’s ~~Assistant Treasurer~~.
- C. Society personnel shall not retain any representative (including any agent or consultant) unless such representative has first been provided with a copy of this Society Policy and has acknowledged in writing that he or she understands and will comply with this policy at all times.
- D. Society personnel and representatives shall not make any political contribution or loan to any foreign government or foreign government official. If any Society personnel or representative desires to make a personal political contribution or loan to any foreign

government or foreign government official, the purpose, amount, timing, and method of such contribution or loan shall be approved in advance by ASME's ~~Assistant Treasurer~~.

- E. Society personnel and representatives shall have the proper authorizations for each business transaction or payment by ASME. Society personnel and representatives shall not create, have or keep any secret, private, or unreported fund or account for ASME. Society personnel and representatives shall not create, have or keep any third-party account for ASME except in the name of ASME.

IV. PROCEDURE

- A. Issues related to this policy concerning employees of ASME are covered in ASME's Employee Handbook.
- B. Society personnel and representatives shall document any offer to reimburse the expenses of any foreign government official. In any such case, the amount and purpose of the reimbursement must be reasonable and must relate directly to the promotion, demonstration, or explanation of products or services of ASME with a government, government agency, or government-owned or government-controlled enterprise. Where appropriate, Society personnel or representatives shall consult with ASME's General Counsel to determine the propriety of any such proposed reimbursement before making any offer.
- C. In specific cases, Society personnel or representatives may make certain facilitating payments to government officials if approved in advance by ASME's ~~Assistant Treasurer~~. "Facilitating payments" are small payments to a government official needed to expedite or obtain routine and non-discretionary governmental action, such as to obtain official documents or certificates, customs clearances, or postal, telecommunications or utility services. For avoidance of doubt, a "facilitating payment" does not include any payment, regardless of amount, made to secure or retain business for ASME.
- D. Society personnel and representatives shall record each transaction or payment in ASME's books and records in a clear, complete and accurate manner as to its amount, date, purpose, accounting period and classification, including any other information required to convey a clear, complete and accurate explanation for auditing purposes. Society personnel and representatives shall not make any false or misleading statements or entries in ASME's books and records.
- E. Society personnel and representatives shall respond promptly, clearly, completely and accurately to any inquiry from ASME's internal or independent auditors or General Counsel and shall not withhold or conceal any information that may be material for a clear, complete, and accurate response to such an inquiry.
- F. If any Society personnel or representative is approached by any foreign government or foreign government official, customer or supplier representative or any other person and is asked, directly or indirectly, to make a questionable payment or gift, such approach shall be promptly and fully reported to ASME's ~~Assistant Treasurer~~. In no case

should any such questionable payment or gift be made by ASME personnel or representative without prior approval by the ~~Assistant Treasurer~~.

- G. If any Society personnel or representative fails to comply with this policy or any other applicable policies of ASME, they may be subject to disciplinary action, including, where appropriate, immediate termination of membership or employment.
- H. Society personnel or representative may be subject to individual civil or criminal legal penalties. In such cases, ASME reserves the right to withhold or deny indemnification or other responsibility for such individual penalties in accordance with applicable law.
- I. If any Society personnel or representative has a question about this policy or wishes to report any request, activity or conduct that appears to violate these policies, such questions or reports should be directed to ASME's General Counsel.

Responsibility: Committee on Finance and Investment

Adopted: April 19, 2013



P-4.5
1/17

SOCIETY POLICY

TRAVEL EXPENSE CONTRIBUTION

I. PREFACE

- A. By-Law B4.4.6 states, "All payments for expenditures shall be made by the office of the ~~Assistant Treasurer~~, upon proper authorization, in accordance with the budget adopted by the Board of Governors."
- B. This Society Policy applies to categories of volunteer travel that may either be ASME business specific, related to ASME internal administration, or where ASME has a relationship with an outside entity.
- C. As a learned technical society, ASME expects that members who participate in the activities of the Society will normally be responsible for the expenses that they incur as part of their participation. In return, member participation contributes strongly to the professional growth of the engineer. Employers of ASME members benefit greatly by the professional growth of their employees. Because of these benefits to both employer and employee, it is expected that the member will be able to obtain travel costs from his or her employer, his or her own funds, or from other sources.
- D. This Society Policy permits travel contribution for volunteers to those units where funding is available in the budget.
- E. ASME has developed this Society Policy to take care of those cases related to certain specific activities of the Society for which the member is not able to obtain funding for travel from his or her employer or other sources.

II. PURPOSE

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

III. POLICY

- A. The budget and expense contribution relationship.
 - 1. Funding for travel expense contribution shall be included in the annual budget of the Society. In selecting the timing and location of meetings, consideration shall be given to the travel cost to ASME, the travel cost to the member or his or her employer, and the time away from home required

of the member. Meetings which can be scheduled to take advantage of low air travel rates shall be encouraged. In addition, persons traveling to meetings are encouraged to find the least expensive practical means of travel, where alternative fares are available. Large discount fares with penalties are also encouraged where the probability of cancellation is low. Penalties for cancellation will be paid where authorized by the unit leader.

2. Control of travel expense to ASME under this Society Policy is achieved by careful attention to the budget. During the preparation of the budget, each unit requests a certain amount of travel support for the activities under its control. A request for travel funds for a unit which does not report to a Sector Board should be prepared by that unit and sent to the Committee on Finance and Investment before the date on which, according to the budget preparation calendar, budget requests are due from the Sector Board. When the budget is approved by the Board of Governors, ASME travel support for the specific unit activities is established for that budget year.

3. Transfer of travel funds in the budget.

Under rules specified by the Committee on Finance and Investment, each Sector Board may authorize transfer of travel funds in its budget from one travel line item to another travel line item.

Subsequent to budget approval by the Board of Governors, Senior Vice Presidents may allow for travel support for new or expanded activities, provided that there is no change to total budgeted travel support for the Sector.

B. Basis for travel expense contribution.

1. Transportation.

- a. Travel by air: Large discount fares with penalties are encouraged where the probability of cancellation is low. Penalties for cancellation will be paid where authorized by the unit leader. Otherwise, round-trip coach, should be utilized if available. When traveling internationally while working under United States government contract, a United States-flag air carrier should be used when practical. Airfares will be reimbursed. Local fares between the airport and the meeting site will be reimbursed.
- b. Travel by public ground transportation: Round-trip rail and/or bus fare will be reimbursed. Local fares between the transportation terminal and the meeting site will be reimbursed.
- c. Travel by private automobile: The mileage reimbursement rate for travel by private automobile is in accordance with United States Internal Revenue Service Guidelines, plus tolls and parking. Under non-emergency travel conditions, round-trips by private

automobile shall not exceed 1600 kilometers or 1000 miles, unless it can be shown to be the most economical means of travel.

- d. Travel by rental car: To be reimbursed at the same rate as for travel by private automobile. However, full costs may be included if no other transportation means are available. Car pooling should be encouraged.

2. Other expenses.

Actual reasonable subsistence and hotel room expenses, not exceeding \$175 per day except as noted below, for each day or major part of a day at the meeting or on official Society business. Approval may be given for additional days if this results in an overall reduction in travel contribution.

If the reimbursement schedule of the location is equal to or greater than the ten-city index rate as stated in the "United States Government GSA Rates" (which includes international locations) the maximum ASME contribution would be \$250 per day.

The ten-city index rate shall be determined annually at the beginning of each fiscal year by the ASME Finance Department, based upon the "United States Government GSA Rates" (which includes international locations). The ten cities will be selected from among recent and future sites for the Congress.

C. Rules for paying a travel expense contribution.

1. A travel expense contribution may be paid by ASME under the following conditions:
 - a. The person is not able to obtain funding elsewhere.
 - b. The person is among those eligible to receive a travel expense contribution because the activity he/she has completed is a budgeted activity.
 - c. A request for a travel expense contribution is submitted on an official ASME form and in accordance with the rules related to that form.
 - d. The travel expense contribution request form is approved by a member of the ASME staff authorized to approve it.
2. Every effort will be made to keep the unit and those eligible for travel contribution apprised of the status and availability of travel contribution funds for that activity for that period. Travel contributions cannot be made after the unit and those eligible have been notified that the travel budget has been committed and or expended. All persons at the meeting in

question shall be considered on the same basis, with the date the expense report is submitted not being a factor.

D. Eligibility for travel expense contribution.

Persons participating in the types of activities described as follows may be eligible to receive a travel expense contribution whenever travel funds are available in the budget. The budget will be the deciding factor in determining what activities have funding; each unit is encouraged to keep a list of desired activities to budget travel contribution in its Operation Guide.

1. Board of Governors meetings, retreat and indoctrination meetings as determined by the President and available in the budget.

Guests who are specially invited by the President or by the Board to attend a meeting of the Board of Governors, except guests representing a unit of ASME, who shall be eligible for travel expense contribution from the travel budget of the represented unit.

2. Meetings of the Standing Committees of the Board of Governors, as defined in the Society By-Laws as determined by the Board of Governors as available in the budget.
3. Other travel authorized by the President or the Board of Governors.
4. All Sector Meetings as determined by the appropriate Senior Vice President as available in the budget.
5. ASME representatives to the Accreditation Board for Engineering and Technology to attend meetings of the Accreditation Board for Engineering Technology as determined by the Public Affairs and Outreach Senior Vice President as available in the budget.
6. New members of the ASME/Accreditation Board for Engineering Technology Ad Hoc Visitors List to accompany the ASME member as an observer on one accreditation visit as determined by the Public Affairs and Outreach Senior Vice President as available in the budget.
7. Members designated by the Committee on Ethics to serve on ad hoc ethics investigations committees as determined by the Chair of the Committee on Past Presidents as available in the budget.
8. Representatives to National Council of Examiners for Engineering and Surveying and the Exam writers to National Council of Examiners for Engineering and Surveying problem writing workshop sessions as determined by the Student and Early Career Development Senior Vice President as available in the budget.

9. The representative to the National Institute for Engineering Ethics as determined by the Chair of the Committee on Past Presidents as available in the budget.
10. Nominating Committee.

Voting Members, Consultants (Past Chair and Past Secretary or designee), Past President Advisors to the Nominating Committee, Alternate Members who have specific assigned duties, incoming Voting Members and Alternates of the Nominating Committee to attend organizational meetings as available in the budget.
11. Old Guard Committee.
 - a. Old Guard Committee Members to attend the meetings of the Old Guard Committee as available in the budget.
 - b. Old Guard judges, contestants and contest winners at Old Guard Contests held during the Congress as available in the budget.
12. ASME Auxiliary.

Officers to attend the Board meetings of the Auxiliary as available in the budget.
13. Other organizations.

Representatives or delegates to other organizations as authorized by the Board of Governors as available in the budget.

Responsibility: Committee on Finance and Investment

Adopted: May 7, 1974

Renumbered from P-2.4: March 24, 1978

Revised:

April 28, 1978	(editorial change, 6/99)
June 25, 1980	June 7, 2000
June 16, 1982	November 10, 2000
(editorial changes, 8/83)	(editorial change, 3/01)
March 21, 1984	June 12, 2002
June 20, 1986	(editorial changes, 9/02)
(editorial changes, 6/87)	November 22, 2002
December 18, 1987	(editorial change, 3/03)
June 16, 1988	(editorial change, 9/03)
(editorial changes, 11/88)	(editorial change, 6/04)
March 15, 1989	June 12, 2005
(editorial changes, 4/89)	June 18, 2006
December 14, 1989	April 25, 2008
June 6, 1990	(editorial change, 7/12)
(editorial changes, 3/91)	(change to amounts in III.B.2, 1/17)
March 15, 1991	
December 5, 1991	
September 17, 1992	
(editorial changes, 10/92)	
March 11, 1993	
March 17, 1994	
June 9, 1994	
September 11, 1994	
November 10, 1994	
June 14, 1995	
September 17, 1995	
November 16, 1995	
March 15, 1996	
(June 12, 1996)	
September 20, 1996	
March 14, 1997	
June 11, 1997	
September 19, 1997	
March 13, 1998	
(responsibility reassigned, 11/98)	
(editorial change, 3/99)	
July 1, 1999 (revised at March 12, 1999 Meeting)	



P-4.6
1/15

SOCIETY POLICY

TRAVEL EXPENSE REIMBURSEMENT

I. PREFACE

- A. By-Law B4.4.6 states: "All payments for expenditures shall be made by the office of the ~~Assistant Treasurer~~, upon proper authorization, in accordance with the budget adopted by the Board of Governors."
- B. This Society Policy applies to a category of travel which traditionally has been considered as an ASME expense item and is reimbursed more nearly in full than the volunteer travel covered by Society Policy P-4.5, Travel Expense Contribution.

II. PURPOSE

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

III. POLICY

- A. The budget and expense reimbursement relationship.
 - 1. Funding for travel expense reimbursement shall be included in the annual budget of the Society.
 - 2. The extent of this travel is governed primarily by administrative decision and budget over-runs due to this travel are handled in the same manner as budget over-runs due to other expenses.
 - 3. In contrast, volunteer travel under Society Policy P-4.5 is primarily controlled by the budget amounts and that travel is no longer supportable when there are no more funds available in the budget.
- B. Basis for travel expense reimbursement.
 - 1. Transportation.
 - a. Travel by air: Large discount fares with penalties are encouraged where the probability of cancellation is low. Penalties for cancellation

will be paid where authorized by the unit leader. Otherwise, round trip coach should be utilized if available. Local fares to and from terminals will be reimbursed. When traveling internationally while working under United States government contract, a United States-flag carrier should be used when practical.

- b. Travel by public ground transportation: Round trip rail and/or bus fare and local fares to and from terminals.
- c. Travel by private automobile: Mileage at the maximum allowable rate under current Internal Revenue Service guidelines, plus tolls and parking. However, for round trips in excess of 1600 kilometers (1000 miles), the contribution shall not exceed \$550.00 under non-emergency travel conditions.
- d. Travel by rental car: To be reimbursed at the same rate as for travel by private automobile. However, full costs may be included if no other transportation means are available. Car-pooling should be encouraged.

2. Other expenses.

Actual subsistence and hotel room expenses and other normal travel expenses, if reasonable and necessary, for each day or part of a day on ASME business. Approval may be given for additional days if this results in overall reduction in travel contribution.

C. Rules for paying a travel expense reimbursement.

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

D. Eligibility for travel expense reimbursement.

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

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

Responsibility: Committee on Finance and Investment

Adopted: June 16, 1982

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



P-5.4
7/12

SOCIETY POLICY

CHARTERING OF AIRPLANES, SHIPS AND BUSES ARRANGEMENTS FOR TOURS

I. PREFACE

- A. By-Law B4.4.8 states: "Any contract or other obligation to pay money in the work of the Society shall be valid only when signed by the Executive Director, or the ~~Assistant Treasurer.~~"
- B. The responsibility for safe conduct lies with the transportation company and it is essential that any contract for transportation clearly specify this liability.

II. PURPOSE

- A. To confirm the ASME policy concerning potential liability resulting from a transportation-related accident.
- B. To establish the procedures for transportation contracts to provide for members' needs and to protect ASME from liability in the event of an accident.
- C. To meet the objectives of protecting the Society from liability relating to transportation accidents while permitting sufficient flexibility to make arrangements necessary for program activities.

III. POLICY

- A. In the event that a unit of the Society desires to arrange the transportation of persons by a commercial entity in conjunction with an ASME activity, attention must be given, among other considerations, to the following:
 - 1. By-Law B4.4.8 requirement for contracts which must be adhered to by all units of ASME.
 - 2. The necessity to assure that the Society have no liability for bodily injury, death or damage to property resulting from an accident in such transportation.
- B. The responsibility for safe conduct lies with the transportation company and it is essential that any contract for transportation clearly specify this liability. In the interests of its members, ASME requires that carriers be properly insured and that, if possible, ASME and its members be named in such insurance as insureds.
- C. No member of an ASME sector, district, section, subsection, local group, student section, technical division, technical subdivision, committee, or other unit is

authorized to arrange in the name of ASME tours, consisting of ASME members or members and non-members.

This does not preclude arrangements for distribution to ASME members of brochures that do not contain the name of ASME or any ASME unit describing tours arranged by travel agents.

IV. PROCEDURE

A. Travel arrangements for airplanes and ships.

1. Any unit of ASME which desires to charter, lease or rent an airplane or ship shall forward the proposed contract to the Executive Director for review, approval and signature by the Executive Director or ~~Assistant Treasurer~~. The document must be accompanied by a full description of the planned activity.
2. The persons making the arrangements shall make certain that the proposed contract includes a stipulation for insurance coverage, the amount of the coverage, and, if possible, provision that ASME and its members are included as named insureds.

B. Travel arrangements for buses.

1. Arrangements for a bus (for activities such as plant visitations) may be made by an ASME unit locally, but only if a contract does not have to be signed and the expense of the bus is included in the ASME unit's budget. Where a contract is required by the carrier, the contract shall be forwarded to the Executive Director, for approval and signature by the Executive Director or ~~Assistant Treasurer~~.
2. Arrangements for buses must be made only with state-approved carriers. In the case of a student section, arrangements may be made with the college or university with which the student section is associated. Other carriers may be used only with the specific approval of the Executive Director or the ~~Assistant Treasurer~~.

C. Procedures relative to tours arranged by travel agents.

1. Tour literature including brochures which request inclusion of the name of an ASME sector, district, section, subsection, local group, student section, technical division, technical subdivision, committee or other unit as prospective users must be submitted to the Executive Director or the ~~Assistant Treasurer~~ for approval prior to dissemination to ASME members.
2. Tour literature must include a clause which specifies that ASME has no responsibility whatsoever with respect to the tour or any bodily injury, death or damage to property resulting from or occurring on the tour.

Responsibility: Knowledge and Community Board

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

Adopted: June 24, 1969

Revised: June 23, 1976
January 19, 1984
(editorial changes 8/93)
(editorial changes 6/03)
(editorial changes 7/12)

December 1, 1977
(editorial changes 6/87)
March 13, 1998
(editorial changes 6/1/05)



P-14.5
7/12

SOCIETY POLICY

DUES AND SERVICE CHARGES

I. PREFACE

A. Article C9.1.1 of the Constitution and By-Laws states: "Any changes to the dues must be approved by at least two-thirds of the voting members of the Board of Governors. A dues increase shall be limited to the change in the Consumer Price Index since the previous dues increase. A dues decrease shall not be limited." Article C9.1.2 states: "Any proposed dues increase beyond the limit contained in C9.1.1 must be submitted to the corporate membership for approval by letter ballot."

B. By-Law B3.2.10 states: "The Board of Governors shall, from time to time, as seems necessary, establish the dues for a Student Member and the corresponding services rendered."

C. By-Law B3.2.11 states:

"A member who has paid dues for 35 years and in addition has (a) reached the age of 65 years, or (b) retired from his or her regular work will be considered a life member."

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

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

"Effective March 18, 2000 and not retroactively, student years of membership will be included in the count of total years of membership as long as the graduated Student Member pays the first year Member dues (continuous membership from Student Member to Member)."

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

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

II. PURPOSE

A. To list the dues schedule.

- B. To provide the policy and procedure for special situations.

III. DUES AND SERVICE CHARGES

- A. Policy P-14.15 states the current Base Dues Amount set by the Board of Governors. The percentage of the Base Dues Amount for each grade of membership is as follows:

Honorary Member	0.0%
Fellow	100%
Member	100% (see Note below)
Affiliate	100%
Student Member	As stated in Policy P-14.15

In each case, the dollar value will be rounded down to a whole number value.

Policy P-14.8 extends special consideration to members of long standing by reducing the dues of those not gainfully employed but who do not qualify for the Life Member membership grade.

Note:

The Member dues schedule shall be incremental for the first four years:

- a. following the award of a baccalaureate degree, or
- b. following the award of an advanced degree after continuous study since the award of a baccalaureate degree.

The incremental schedule does not require continuous membership or prior ASME student membership and will allow eligible participants to drop out and rejoin in the schedule at the appropriate place in the sequence. The incremental schedule is as follows:

<u>Years following graduation</u>	<u>Percentage of Base Dues Amount</u>
0-1 year	40%
1-2 years	55%
2-3 years	70%
3-4 years	85%

- B. Service Charge (effective July 1, 1999):

An annual service charge assessment will be required of members who become dues exempt as of January 1, 1995 (with the exception of pre-paid life members and honorary members). The service charge is 25% of the Base Dues Amount.

IV. POLICY

- A. Special situations for Student Members

- 1. A Student Member recommended by the Student Section Advisor or his or her Student Section may be elected by the Knowledge and Community Board to Member, the election being subject to graduation.

2. A Student Member shall not remain in grade of Student Member beyond the end of the calendar year of graduation or termination of enrollment as a student.
3. To be eligible for promotion to Member grade, the graduated Student Member must be a paid-up Student Member and a member of an ASME Student Section at the time of graduation. Student Members who are not members of an ASME Student Section will be promoted to Member grade or Affiliate grade after review by the Knowledge and Community Board. The graduation date must also be provided to complete the process. Student Members not graduating may provide a new graduation date and retain student status.
4. A graduated Student Member accepting promotion by the payment of 40% of the annual dues for a Member is entitled as a Member for the first year to all the rights and privileges for which a Member pays higher dues.
5. Student Members who are classified as freshman by the school in which they are enrolled may elect the dues exempt limited membership option. Such students are eligible for all membership benefits except a subscription to ME magazine and ASME News.

B. Life Member (Dues Exempt)

1. By-Law B3.2.11 states the requirements.
2. Within six months after a member has completed the continuous dues payment requirement, he or she shall be advised of the Life Member provision in By-Law B3.2.11 and requested to notify the Society at such time as he or she has actually retired from regular work.

C. Prepaid dues

By-Law B3.2.12 states the conditions.

D. Special situations for membership for two or more corporate members in a household.

The combined dues may be reduced by the portion of one member's dues attributed to the Mechanical Engineering magazine upon written request of the members and agreement that only one copy of ME will be delivered to the household.

E. Conditions specific to member in countries other than the United States of America

1. All dues of members shall be paid in United States Dollars, except as provided for in IV.E.3.
2. Payment for ASME publications by any person or organization must be paid in United States Dollars, except as provided for in IV.E.3.
3. ASME will maintain and publicize a list of acceptable currencies that may be used, within limits established by the ~~Assistant Treasurer~~, in lieu of U.S.

dollar. In addition, where currency restrictions and other problems make payment in United States Dollars for items IV.E.1 and IV.E.2 impossible or difficult, the Executive Director of the Society is authorized to accept payment in other currencies or arrange for the exchange of funds with recognized engineering organizations on a reciprocal basis.

- a. Payments should be on a basis of the rate of exchange in effect at the time the obligation for dues or publications become due.
- b. Funds in currencies other than United States Dollars accumulated by engineering organizations and in depositories shall be available for use in those countries as authorized by the Executive Director.
- c. Bank accounts are to be established if necessary for the depositing of funds paid by members, other engineers, schools, and libraries unable to utilize the reciprocal arrangements with engineering organizations in countries other than the United States of America.
- d. These alternatives may be canceled when free exchange of currencies permits.

Responsibility: Knowledge and Community Board
Reassigned from Council on Member Affairs/Board on Member Interests and Development 6/12/05

Adopted: November 25, 1945

Revised:

June 15, 1977	September 17, 1995
June 15, 1978	(editorial changes 1/96)
June 13, 1979	November 21, 1996
June 27, 1980	March 14, 1997
June 10, 1983	June 11, 1997
(editorial changes 7/84)	June 10, 1998
March 7, 1985	June 9, 1999
(editorial changes 7/85)	(editorial changes 3/00)
June 20, 1986	June 7, 2000
September 11, 1986	November 10, 2000
(editorial changes 6/87)	June 6, 2001
(editorial changes 9/88)	(editorial changes 11/01)
(editorial changes 12/88)	July 1, 2002 (revised at 6/01 meeting)
March 15, 1989	September 13, 2003
December 14, 1989	June 12, 2005
November 29, 1990	(editorial changes (7/12)
(editorial changes 12/91)	
March 17, 1995	



P-15.10
6/12

SOCIETY POLICY PUBLIC AWARENESS

I. PREFACE

- A. Article C2.1.1 of the Constitution states in part, "The purposes of this Society are to:..Promote the exchange of information among engineers and others:...."
- B. By-Law B2.1. states in part, "To promote the art, science and practice of mechanical and multidisciplinary engineering and allied sciences to diverse communities the Society shall: Encourage a high standard of citizenship among engineers and their participation in public affairs... Publicize the engineering profession through the achievements of engineers."

II. PURPOSE

- A. To define the objectives of the ASME program for public awareness.
- B. To establish minimum procedures for implementing the program/policy.

III. POLICY

- A. ASME's Public Awareness program has the following objectives:
 - 1. To foster communication from ASME to engineers, to the other professions, and to the general public for better understanding of the role of engineering and the contributions of engineering to society.
 - 2. To increase public awareness and appreciation of the contributions of engineers and the public service provided by ASME.
 - 3. To educate members of the public in technical and engineering subjects so that they may form enlightened and intelligent opinions on matters of public concern, such as pending legislation.
 - 4. To provide access to accurate information on specific technical and engineering subjects to public interest groups or agencies acting in the public interest.
 - 5. To enhance the status of the engineer by showing the engineer as a professional, with sound ethics, integrity, and a sense of social responsibility.

6. To create and disseminate materials about mechanical engineering as a career.
 7. To inform ASME members about services available within the Society.
- B. All public awareness activities are carried out in conjunction with the appropriate ASME unit as the source for technical and other required information.

IV. PROCEDURE

- A. These objectives are to be reached through methods which include but are not limited to:
1. Print and electronic media;
 2. Educational films, videotapes, slide shows and public service messages;
 3. Printed material (news releases, brochures, pamphlets, newsletters, posters, etc.), recordings, and other communications; and
 4. Personal appearances.
- B. To reach these objectives, these activities may be carried out by any unit of the Society.
- C. Because each ASME member is a representative of the Society, all members to some degree are participants in the public awareness process.
- D. Any unit of the Society that chooses to hire a public relations agency must
1. present a proposed contract to the Communications Department for review,
 2. obtain approval of the proposed contract from the Executive Director or his/her designee, and
 3. have the actual contract signed by the ~~Assistant Treasurer~~ or the Executive Director.

All related activities must be coordinated through the ASME Communications Department to assure that a consistent corporate identity and message is carried forward.

- E. MS-73, Graphic Guidelines/The American Society of Mechanical Engineers shall be utilized where appropriate, not only in Public Awareness activities, but in all ASME materials.

Responsibility: Global Outreach

Reassigned from Centers Board of Directors/Center on Public Awareness
(6/2012)
Reassigned from Council on Public Affairs/Board on Public Information
6/12/05

3

P-15.10
6/12

Adopted: December 9, 1976

Reaffirmed: January 26, 1996

Revised: June 10, 1983
June 22, 1989
(editorial changes, 3/03)
June 12, 2005
(Unit Reassignment Due to Reorganization 6/2012)



P-16.1
7/12

SOCIETY POLICY

RESEARCH

I. PREFACE

Article C2.1.1 of the ASME Constitution presents a list of the purposes of the Society that defines the extremely broad interests of the Society.

II. PURPOSE

To provide the policies and procedures needed to govern the operation of the Society's Center for Research and Technology Development.

III. POLICY

In order to accomplish these objectives the Society has established the Center for Research and Technology Development (CRTD) and adopted the following policy to govern its operation:

A. Governing Board

1. The CRTD shall be governed by a Board on Research and Technology Development (BRTD).

B. Organizational Units

1. In accordance with B5.6.2.2. of the Society By-Laws, research committees, task forces, expert panels, consortia, and other organizational units in specifically assigned technological areas may be established by the BRTD. They shall organize their own procedures and, when appropriate, shall plan, conduct, and report upon a project or projects within their designated scope, under the general direction of the BRTD.

C. Assessment of Research Needs and Establishment of Research Priorities.

1. The BRTD and its organizational units shall carry out on a continuing basis the assessment of research needs in the field of mechanical engineering and the establishment of research priorities.

D. Research Projects

1. Where research projects are to be carried out as ASME-sponsored research, the Research Committee or Task Force must first receive approval from the BRTD. The approval of a project authorizes the

Research Committee or Task Force to approach potential donors such as industry, government, or other appropriate funding agencies for funds for supporting the project and to negotiate with research groups for carrying out the work. If sufficient support is offered, a proposed contract shall be prepared for review, and approval if warranted, by the BRTD (or its executive committee) and the Executive Director or ~~Assistant Treasurer~~. If approved, either the Executive Director or the ~~Assistant Treasurer~~ must sign the contract before work may commence.

- a. The CRTD shall strive to operate all of its research projects on a financially self-supporting basis. Accordingly, the budgets associated with new project proposals shall seek full compensation for all anticipated direct costs for the proposed project including staff time, fringe benefits and travel. Additionally, such proposals shall include an assessment for the indirect costs associated with conducting such projects (e.g. postage, rent, phone, IT support, and staff training). The amount of this assessment shall be calculated at the beginning of each fiscal year by the Society's Controller. Charges for staff salaries and indirect costs shall accrue to the General Fund of the Society.
- b. To assure that the Society's research projects are reasonably priced, the BRTD shall be authorized to offer partial cost sharing with potential users of the Center's services.
- c. Project budgets may include a charge for subcontract management, set by the BRTD, that accrues to the General Fund of the Society. The purpose of this charge is to generate revenue to reflect the added value and offset the costs associated with preparing bids and proposals and providing volunteer and staff oversight of the Center's operations.
- d. Project budgets may also include a Fee for Advanced Research, set by the BRTD to be used to provide seed money for portfolio development, for new R&D projects of national interest, to assist the BRTD and its research or planning committees in carrying out their supervisory functions and to provide a quick response to requests for assistance by Federal agencies, the Congress and other appropriate organizations. Such funds shall be disbursed in accordance with Society Policy P-2.1.
- e. If, at any stage of a particular project it appears that the costs of performing that project will exceed the funding available, the responsible unit shall either acquire the necessary additional funds from external organizations, use its own resources (e.g., its own general custodial account, as opposed to the specific project account), or negotiate a change in the scope of work with the sponsor and subcontractors.

E. Cooperation with Other Institutions

1. The CRTD shall facilitate the development and application of technology by encouraging partnerships among organizations from industry, government, and academia.

F. Conflict of Interest in Research Contracts

1. Sponsorship of research projects by ASME Research Committees inherently endows each such project with the prestige of the ASME name. This conveys to prospective or active contributors of financial support implicit assurance that available funds will be spent wisely for intelligently planned and efficiently executed work designed to produce useful results. For this reason, it is imperative that Society-sponsored research projects be planned and executed using the highest levels of technical competence, financial integrity, and professional ethics.
2. ASME consistently and strongly opposes actions that involve actual or potential conflicts of interest. See Policy P-15.8 for detailed guidance.
3. Similarly, in order to avoid internal inconsistencies and possible conflicts of interest, if any proposed research project relates to an area of technology covered or addressed by an existing or proposed code and standard supervised by the Society's Standards and Certification Sector, appropriate representatives of that Sector should be consulted prior to the undertaking of such project.

G. Patents

1. Because patentable discoveries are always possible in research, all agreements with individuals and with research agencies shall contain provisions concerning patent rights.
2. Such provisions shall be for the purpose of precluding unauthorized and possibly restrictive exploitation of discoveries arising from Society-sponsored research as well as for the purpose of encouraging the use of such discoveries for the benefit of the profession and humankind.
3. Such provisions shall recognize the need for flexibility in order to give proper credit to a contractor for his prior knowledge or technology, and accordingly will follow three different patterns, as appropriate to the specific conditions of the project. The appropriate pattern is to be determined prior to signing a contract.
 - a. In all cases, each research agency or individual will be required, upon entering a project, to agree in writing to make prompt and full disclosure to the Research Committee of any invention which may be patentable and which results from the research contract.

- b. Where the contract is in a field of science or technology where any likely discovery can be attributed primarily to the work funded through the Society, then each research agency or individual must agree to assign any and all rights to said invention to ASME or its designee if so requested by ASME. In such an event ASME shall have the right, at its discretion, to prosecute one or more patent applications with respect to said invention at its expense, and the contractor shall be required to cooperate fully in such prosecution and in the subsequent enforcement of any rights under any resulting patents. In such cases the contractor may (if ASME so agrees) acquire a royalty-free, non-exclusive license, with the right to sub-license, under any patents issued on said inventions.
 - c. Where the purpose of the contract is to build upon existing knowledge or technology, and it is in a field of technology in which the contractor has acquired technical competence and has an established commercial position, the contractor may acquire the exclusive rights throughout the world in and to any resulting invention.
4. If and when the Society acquires any patent rights it will exercise diligence in bringing the invention into public use. To this end, the Society may either administer the invention itself or alternatively entrust its administration to a patent management agency of its choice.

H. General Benefit

Contributions for research may be received only on the basis of general benefit to humankind, the profession, or industry. Contributors may be acknowledged in reports of the research and, when useful to the research, contributors may participate in technical advisory capacity.

IV. PROCEDURE

A. Research Project Approval

1. Each suggested research project shall be presented for approval to the BRTDB. If the BRTD considers the proposed project to be appropriate for ASME sponsorship, it shall authorize the appropriate CRTD organizational unit to conduct the project. Alternatively, the BRTD may choose to refer the proposal to any other group with relevant expertise. The Knowledge and Community Board shall be given written notification of all approved projects.
2. When insufficient time is available to seek the entire BRTD's approval on a proposal, the Executive Committee has the authority to review and approve a proposal on the BRTD's behalf. The proposal, along with a mail ballot, will be sent to each BRTD member for endorsement.

Responsibility: Knowledge and Community Board on Research and Technology Development

Reassigned from Council on Engineering/Board on Research and
Technology Development 6/1/05

Adopted: September 11, 1959

Revised: March 3, 1967
April 27, 1973
November 27, 1973
June 18, 1975
April 23, 1976
June 15, 1984
(editorial changes 9/84)
(editorial changes 6/87)
January 2, 1989
June 13, 1991
(editorial changes 9/91)
June 18, 2003
(editorial changes 9/03)
(editorial changes 6/1/05)
(editorial changes 7/12)

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

**Date Submitted: May 1, 2019
BOG Meeting Date: June 5, 2019**

**To: Board of Governors
From: Fred Stong, COR Chair**

Agenda Title: New Society Policy – Funding by Groups

Agenda Item Executive Summary:

A new Society Policy P-2.13 concerns the use of ASME Group funds.

Proposed motions for BOG Action:

To approve new Society Policy P-2.13.

Attachments: Document attached.

SOCIETY POLICY P-2.13

GRANTS, DONATIONS, GIFTS AND SPONSORSHIPS BY GROUPS

I. PREFACE

Constitution Article C2.1.1 states in part that the purposes of ASME are to “Promote the art, science and practice of mechanical and multidisciplinary engineering and allied sciences to diverse communities throughout the world” and “To broaden the usefulness of the engineering profession in cooperation with other engineering and technical societies.”

II. PURPOSE

This Policy is established to provide ASME Groups, specifically Technical Divisions and Professional Sections, with specific criteria when considering providing financial Grants, Donations, Gifts and Sponsorships to other ASME units or outside professional organizations using Segregated Funds. This Policy specifies the types of projects eligible for financial support, the types of organizations eligible to receive this support and the internal approval process required prior to granting the request.

III. POLICY

Grants, Donations, Gifts and Sponsorships to other ASME units or outside professional organizations should increase ASME’s impact in fulfilling its purpose to engage in the dissemination of knowledge, technical standards, research, education, professional standards, usefulness of the profession and ethical practice.

IV. DEFINITION AND SCOPE

A. Projects Eligible for Support

1. Activities that clearly support the vision and mission of ASME, as established by the Board of Governors (BOG).

2. Activities that are clearly aligned with the ASME Strategy, as established by the BOG.
3. ASME Foundation-sponsored and approved activities, such as the ASME INSPIRE STEM education program.
4. Activities that promote Diversity & Inclusion in engineering practice.
5. Technical literacy programs which may include STEM, K-12, Robotics, Job Fairs, and sponsorships to inspire students to enter the Group's specific area of study.
6. Career planning and skill development activities which may include management skills development and continuing professional engineering education. These may include vocational training, job fairs, local online and video educational courses or support to local ASME Student Sections.
7. Research and Development activities that provide direct support and input to the donor Group's activities, is important to the rational development of technology-based public policy or provides unbiased technical advice to governments at all levels.

B. Eligible Recipient Organizations:

1. U.S. organizations that have current 501(c)3 status, as determined by the Internal Revenue Service, that align with and amplify ASME's purpose. This category excludes national organizations such as the American Cancer Society, American Heart Association, United Way, etc.
2. International organizations with current 501(c)(3) status, if they align with and amplify ASME's purpose.
3. An Educational institution where the grant will support one of the eligible projects identified above.
4. The ASME Foundation.
5. Professional organization foundations working collaboratively with the donor Group to achieve one or more objectives identified above.
6. Local non-profit community outreach organizations supporting the technical literacy or skill development programs identified above.

C. Not Eligible for Funding

1. Individuals

2. Groups that do not have 501(c)(3) status (e.g. international organizations not filing with the IRS as Section 501(c)(3)'s).
3. Organized religions or groups with religious affiliations.
4. Politicians, political action committees, or legislative-advocacy groups.
5. Annual Fund drives.
6. Local Group activities such as section meetings, tours, fund raisers, etc.
7. Organizations that advocate or engage in acts of violence, terrorism, or hate crimes, or oppose diversity, or unlawful discrimination of any kind.
8. Any award, scholarship, or project named after an individual. Please refer to ASME Society Policy P-2.7 for additional information on naming procedures.

D. Amount Limits

Groups may award up to a maximum of 5%, but not less than \$500, of their prior year segregated account balance for philanthropic purposes. This amount counts towards a Group's maximum 20% annual spend limit set by the Committee on Finance and Investment. Support of ASME programs and the ASME Foundation are exempt from these limitations.

V. PROCEDURE

- A. A request for approval of the activity and grant is submitted through the ASME GPS process.
- B. Eligible projects are not expected to be net revenue producers. Projects eligible for consideration should provide a benefit to ASME and the field of Mechanical Engineering.
- C. The request should include a detailed Concept of the proposed project describing the activity, proposed funding, relationship to the "Projects Eligible for Support", specific measurable objective, and the overall long-term benefit to ASME.
- D. Recipient organizations must submit proof of Section 501(c)(3) status and compliance.
- E. Groups submitting requests must provide evaluation criteria on how applications/proposals were vetted and selected for possible funding. Peer group review and evaluations from other like Groups are encouraged.

- F. Project requests that clearly fall within the scope of this policy will be approved and returned to the submitting Group for implementation.
- G. Project requests that require further review will be forwarded to the appropriate Sector for review and comment and then sent to the Group Engagement Committee (GEC) for final review and action. During this review process, the submitting Group may be required to provide additional detail necessary for the reviewing Sector to fully understand the project.
- H. Appeals to the final decision are to be submitted to the GEC for review prior to final decision by the Sector Management Committee (SMC).
- I. Reporting: For grants over \$2,000 the recipient organization must:
 - 1. Enter into a Grant Agreement with ASME accepting restrictions on what the grant funding can be spent on
 - 2. Submit a narrative report of activities that took place, impact achieved, and a financial spreadsheet showing specifically how the ASME funds were spent.
- J. Not Covered by this Policy: The granting of Scholarships and Award Honoraria are not covered by this policy as they are regulated by other ASME policies and guidelines.

Responsibility: Philanthropy Committee

Adopted: June xx, 2019

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

Date Submitted: May 15, 2019
BOG Meeting Date: June 5, 2019

To: Board of Governors
From: Fred Stong, COR Chair

Agenda Title: Society Policy – Update on Appointment of Volunteers

Agenda Item Executive Summary:

Society Policy P-4.4 adds the Philanthropy Committee.

An additional change to P-4.4 clarifies the limit of six years on a Committee, regardless of the combination of partial and full terms.

Proposed motions for BOG Action:

To approve the changes to Society Policy P-4.4.

Attachments: Document attached.



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SOCIETY POLICY

APPOINTMENT OF ASME VOLUNTEER PERSONNEL TO NON-ELECTED POSITIONS

I. PREFACE

- A. Successful accomplishment of ASME objectives, and hence its standing in the eyes of the profession and the public, depends in large measure on the quality of the work of the Society's units and its volunteers.
- B. It is the responsibility of those charged with nominating personnel to units of the Society to seek out members of ASME who are both motivated to serve and are able to accept the responsibilities involved.
- C. This Policy relates to the nomination and appointment of non-elected volunteer positions.
- D. Society Policy P-4.3, Qualifications of ASME Elected Officers, covers the positions of elected officers.
- E. Society Policy P-15.11, Diversity and Inclusion, states in part, "ASME shall dedicate time and resources to ensure the active participation as well as leadership opportunities of talented individuals from all segments of society."
- F. By-Law B5.2.3.1 states in part, "The Committee on Organization and Rules, under the direction of the Board of Governors, shall have responsibility for ensuring that the Society is organized and supplied with qualified leadership to serve the current and anticipated future needs of the membership ..."

II. PURPOSE

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

III. POLICY

- A. Sector Council, Board, or Committee Members.
 - 1. Qualifications
 - a. A full understanding of the purposes and objectives of the unit.
 - b. Experience, judgment, and motivation closely related to the work of the specific unit on which he or she is serving.
 - 2. Members-at-large of the Board of Governors should not serve as a member of any other unit except as specified in the By-Laws.

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B. Standing Committees Reporting to the Board of Governors

1. Committee on Organization and Rules, Committee on Finance and Investment, and Committee on Honors.
 - a. A full term on these committees is defined as three years. An individual may only serve two full successive terms (not to exceed six years).
 - b. Additional service beyond two successive full terms (and an initial partial term, if that occurred) will be permitted only after the passage of at least two years or in the event of ex-officio service. If a partial term is served, the combination of the partial and full terms cannot exceed six years.
 - c. In the event of a nomination for more than one Past President to serve on the committee, a statement must accompany the nomination setting forth specific reasons why this appointment is in the best interest of the Society. The term of the appointment is one year and must be approved by the Board of Governors, taking into consideration the feedback from the Committee on Organization and Rules.
 - d. An individual shall not serve on more than one Standing Committee Reporting to the Board at the same time unless service on one or both of them is in an ex-officio capacity.
2. Audit Committee and Committee on Executive Director Evaluation and Staff Compensation
 - a. The President-Elect nominates Governors-elect for service on the Audit Committee and Committee on Executive Director Evaluation and Staff Compensation.
 - b. The President and Immediate Past President are ex officio members of the Committee on Executive Director Evaluation and Staff Compensation with vote. The President-Nominee/Elect is an ex officio member without vote.
3. Committee of Past Presidents
 - a. Membership is for lifetime
4. Philanthropy Committee.
 - a. The Philanthropy Committee members are permitted to serve on one additional Standing Committee Reporting to the Board. In the event of a nomination for

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

4-5. The Operation Guides of all Standing Committees Reporting to the Board shall contain a specific leadership succession plan.

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C. Guidelines

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

D. Terms of Office

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

E. Membership

1. All members of
 - a. standing committees reporting to the Board of Governors,
 - b. sector councils,
 - c. boards,

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- d. standing and special committees under committees, sector councils and boards,
- e. technical division and sub-division executive committees
- f. and all Society representatives to joint activities

shall be members of ASME.

- 2. Exceptions are permissible in those cases where non-members may be needed to serve on various technical committees and sub-committees or working groups to bring special skills to the task or to represent related organizations. When such non-members of ASME are nominated, the reasons for so doing must be set forth in making the proposal.

F. Inter-Sector Committees

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

G. Appointment and Nominating Responsibilities

- 1. The Operation Guide of each unit shall define members of the nominating committee for their unit. In addition, each guide will list positions, including the qualifications (e.g. knowledge and skills) necessary for such positions, and terms of office required. Each nominating committee will provide suitable candidates for consideration at least six months prior to commencement of the term.
- 2. The nominating responsibility can be achieved through direct nominations by the unit or by unit confirmation of nominating subcommittee recommendations.
- 3. In the case of the standing committees reporting to the Board of Governors, the members of each unit shall have nominating responsibility.

IV. PROCEDURE

A. Appointments Requiring Approval by the Board of Governors

- 1. The Committee on Organization and Rules shall be responsible for reviewing proposed nominations to the Board of Governors and providing a statement to the Board as to whether the nomination helps to ensure that the Society is supplied with:
 - a. qualified leadership to serve the current and future needs of the membership;
 - b. the active participation, as well as leadership opportunities, of talented individuals from all segments of the Society

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2. The statement from the Committee on Organization and Rules shall be provided prior to the appointments made by the Board of Governors, including all non-elected members of sector boards except for the position of senior vice president.
3. All nominations for appointments specified in IV.A.1 shall be submitted to the Committee on Organization and Rules on a special nomination form. Staff members may sign the form on instructions from the sector or committee and on its behalf.

B. Appointments Delegated to the Sectors

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

C. Nominations for Appointments Delegated to the Sectors

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

D. The nominee shall express his or her intent to serve for the entire appointment term involved.

E. The nominee shall sign a statement of understanding of and compliance with Society Policies P-15.7 (Ethics), P-15.8 (Conflicts of Interest), and P-14.6 (Society Name, Logo, Seal ...).

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

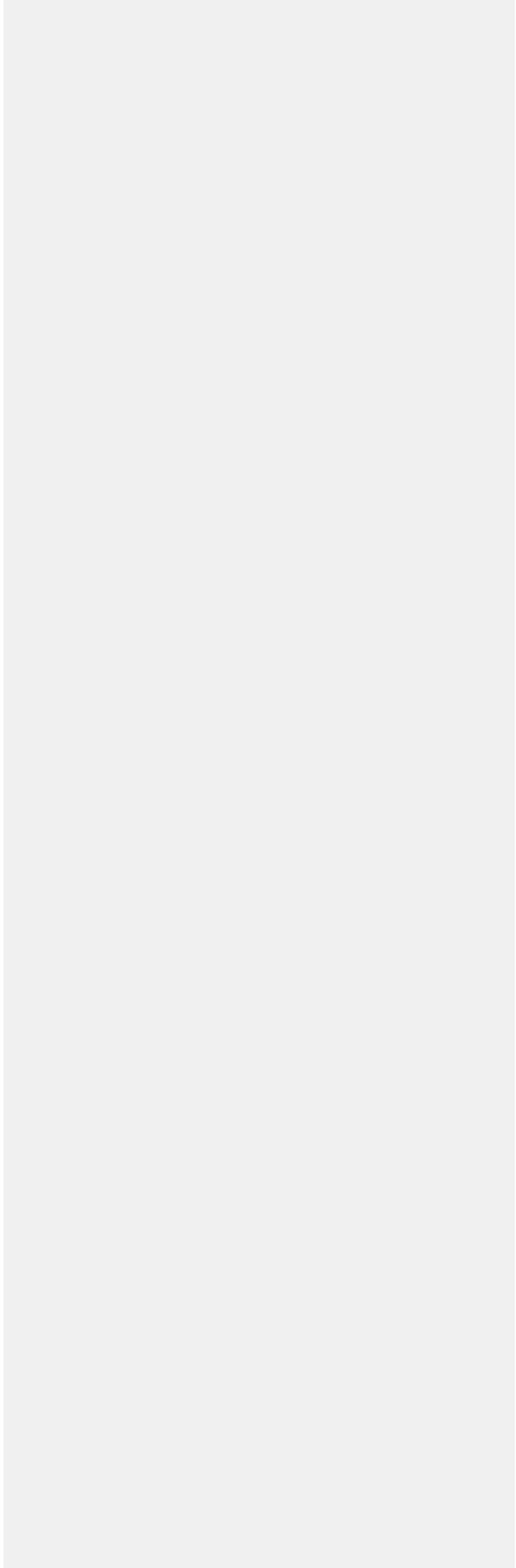
Responsibility: Committee on Organization and Rules

Adopted: May 9, 1968

Revised: June 16-17, 1970
June 18, 1975
April 28, 1978
December 1, 1978
June 25, 1980
March 21, 1984
(editorial changes 3/85)
November 21, 1985
(editorial changes 6/87)

September 8, 1988
(editorial changes 4/89)
(editorial changes 9/89)
June 14, 1995
(editorial changes 1/96)
(editorial changes 9/98)
(editorial changes 3/01)
November 16, 2001
June 1, 2005
June 8, 2008
June 14, 2009
(editorial changes 7/12)
(editorial changes 3/13)
(editorial changes 8/13)
(editorial changes 8/14)
(editorial changes 6/17)
June 3, 2018

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6/18



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

**Date Submitted: May 1, 2019
BOG Meeting Date: June 5, 2019**

**To: Board of Governors
From: Fred Stong, COR Chair**

Agenda Title: Society Policy on Solicitation of Funds

Agenda Item Executive Summary:

The changes to Society Policy P-2.7 concern the solicitation of funds and the change of responsibility for this Society Policy from the Committee on Finance and Investment to the new Philanthropy Committee.

Proposed motions for BOG Action:

To approve the changes to Society Policy P-2.7.

Attachments: Document attached.



P-2.7
3/18

SOCIETY POLICY

SOLICITATION AND ACCEPTANCE OF FUNDS

I. PREFACE

Society By-Law B4.4.4 states, ~~"No gifts or bequests to the Society shall be accepted until they have been approved by the Board of Governors. Upon receipt, such gifts shall be invested and either the capital and/or the income shall be used for the specific purpose for which the gift was designated."~~ No grant, gift or bequest to the Society shall be accepted until it and any restrictions thereon have been approved by or under the authority of the Board of Governors. Upon receipt, such grants, gifts and bequests shall be invested and used for the Society's purposes and in accordance with any restrictions thereon mandated by the donor and approved by or under the authority of the Board of Governors.

II. PURPOSE

- A. To provide for the coordination of fundraising activities.
- B. To prevent excessive solicitation of funds from any one source.
- C. To state the requirements for accepting funds.

III. POLICY

All major fundraising approaches to companies and foundations and other potential donors for support of ASME projects (including projects involving ASME and other entities) must be coordinated through and approved by the ASME Executive Director's office.

IV. DEFINITION AND SCOPE

- A. Major fundraising efforts of the Society fund activities that do not fall within the normal programs and budgets of the Society. The threshold amount for a major fundraising effort is \$5,000.
- B. Smaller projects which do not extend beyond the unit making the solicitation and are budgeted at less than \$5,000 do not have to be coordinated through and approved by the ASME Executive Director's office. For sections and student sections these might be appeals for restricted contributions in support of specific activities (meetings, science fairs, etc or regional projects that are restricted in scope and implication to the particular geographic area where the appeal is being made to local companies or to branches of a larger company). ~~For technical divisions and technical subdivisions these might be defined by the total amount of the funds being sought. It is the responsibility of each sector to determine the maximum dollar level of exempt solicitations and to inform its constituency of that~~

level. Closely related projects may not be disaggregated for purposes of attempting to circumvent the definition of major fundraising efforts.

- C. A gift should be deemed "unrestricted" only if there is no donor-imposed restriction on the management, investment or purpose of the property being donated. A restriction on purpose would include any restriction requiring that such property be held for a particular programmatic purpose and/or for the purpose of being an endowment fund (whether in support of general operating purposes or in support of a specific programmatic purpose) and/or otherwise limiting ASME's unfettered use of the gift or the earnings thereon.

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V. PROCEDURE

- A. Project descriptions and fundraising plans must have the voted approval and endorsement of the appropriate committee, board and sector before they are sent to the ASME Executive Director's office. If the project involves more than one sector, board, or committee, then all units concerned must approve the project description and fundraising plan. An example of such a project is one initiated by a technical division, but requiring local fundraising.
- B. Requests for approval must be sent by the sectors to the ASME Executive Director, who shall respond within three weeks on whether they have or have not been approved. The ASME Executive Director shall refer those requests to the Board of Governors Philanthropy Committee which, in his or her judgment, he or she believes warrant Board Committee action. A written explanation shall be provided with each rejection of a request or referral to the Board Committee.
1. Student sections, sections, subsections, local groups, operating boards and committees are to submit requests to the Group Engagement Committee.
 2. Technical divisions and technical subdivisions are to submit requests to the Group Engagement Committee.
 3. All other boards and committees (for example, one reporting directly to a sector) are to submit requests to the senior vice president (of the appropriate sector).
- C. Each proposal must include a description of the proposed project and a detailed fundraising plan. Each project should be self-sufficient and no expenses should be obligated until it is clear that enough money is available to pay all expenses. If enough money is not obtained, the project should be canceled, unless the technical division or section or other unit of ASME has resources of its own which can be used to cover the deficit.

Some government jurisdictions require organizations to register in order to conduct fundraising campaigns among its citizens. ASME staff will assist the proposal writer to see if registration is needed or is already in place for the jurisdictions whose citizens are being solicited.

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- D. The project description must include the following:
1. Title of project
 2. Responsible committee, board, or sector
 3. Responsible staff member
 4. Scope of the project
 - a. Goals of the Society to be served
 - b. Specific objective(s) of the project
 - c. Plan for carrying out the project
 - d. Budget for carrying out the project
 - e. Date of beginning and completion
 - f. Reporting procedure
- E. The fundraising plan must include:
1. Timetable
 2. Preliminary list of potential donors
 3. Explanation of why those particular potential donors are being solicited
 4. Sample letter to be sent to the potential donors
 5. Sample thank you letter. The letter must include the value of any goods or services that are received as part of the contribution (for example, the value of a meal that is part of a fundraising gala) as well as other statements that may be required or recommended to comply with federal tax laws.
- F. Informational copies of the project description and fundraising plans must be sent to the chairs of non-involved councils and other managing directors after the project is approved.
- G. All units are to keep records on both exempt and approved fundraising efforts and to report annually through their appropriate sector to the ASME Executive Director identifying solicitation purposes, dollar levels and organizations providing support. The results of fundraising should be included in ~~section and technical division~~the group's financial reports, and this requirement should be detailed in the ~~section Treasurer's Guide and similar~~ group's operating guides ~~for the technical divisions.~~

H. Funding for an award, scholarship, or project named after an individual must come from the individual himself or herself or his or her family except as otherwise authorized under the provisions of Section V.B. Personal contributions from the employers or friends of the individual may also be made once such an award is established by the individual or his or her family.

Many individuals make significant volunteer contributions to ASME. Sufficient funds are not available to recognize all those worthy of having an award, scholarship or project named in their honor. As such, segregated funds from an ASME unit may not be used to endow an award, scholarship or project named after an individual.

However, if an ASME unit develops a unique case to solicit funds in the name of an individual, the unit may submit it under the provisions of Section V.B. of this Society Policy for consideration.

I. The following guidelines for accepting grants, gifts, and bequests apply:

1. The Managing Director of Philanthropy may accept an unrestricted grant, gift or bequest to ASME of cash or publicly traded securities in an amount up to \$500,000.

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2. The ASME Executive Director may accept an unrestricted grant, gift or bequest to ASME of cash or publicly traded securities in an amount up to \$1,000,000.

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3. The Philanthropy Committee may accept an unrestricted grant, gift or bequest to ASME of cash or publicly traded securities in excess of \$1,000,000 up to a limit of \$5,000,000 if recommended by the ASME Executive Director.

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4. The acceptance of a restricted grant, gift or bequest of cash or publicly traded securities will be subject to the same thresholds for acceptance as stated above if the restriction is one for which the Board of Governors expressly authorized funds to be raised.

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5. The acceptance of any other grant, gift or bequest (including any charitable remainder trust, regardless of the assets being used to establish it) will require approval by the Board of Governors.

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Responsibility: Philanthropy Committee on Finance and Investment

Adopted: June 14, 1985

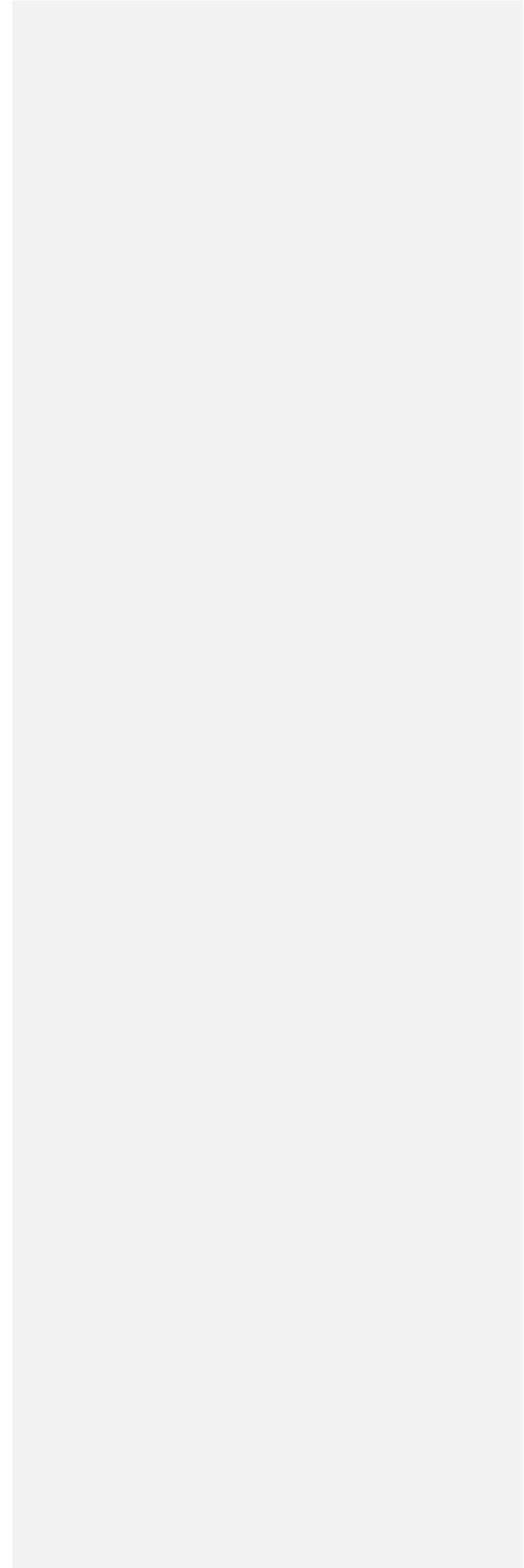
Reaffirmed: August 6, 1995

Revised: (editorial changes 8/88)
(editorial changes 9/89)
(editorial changes 8/95)

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3/18

(responsibility reassigned 11/98)
(editorial change 9/03)
(editorial changes 6/1/05)
(editorial changes 7/12)
(editorial changes 3/18)





Board of Governors Agenda Item Cover Memo

Date Submitted:	May 10, 2019
BOG Meeting Date:	June 5, 2019
To:	Board of Governors
From:	Richard Laudenat
Presented by:	Richard Laudenat
Agenda Title:	FY20 Presidential Appointments

Agenda Item Executive Summary:

The Appointment of Governors to serve as committee members and in liaison roles:

- Audit Committee: **Laura Hitchcock** (3 years)
- EDESC: **Todd Allen** (3 years)
- Strategy Advisory Committee: **Mike Molnar** (1 year)
- Committee on Finance and Investment Liaison: **Todd Allen** (1 year)
- Committee on Honors Liaison: **Tom Kurfess** (1 year)
- Committee on Organization and Rules Liaison: **Mary Lynn Realff** (1 year)

Proposed motion for BOG Action: Approval of Governors to serve as committee members and in liaison roles for FY20.

Attachments: None

ASME Board of Governors Agenda Item Cover Memo

Date Submitted: May 22, 2019
BOG Meeting Date: June 5, 2019

To: Board of Governors (BoG)
From: Thomas Costabile and Robert Pangborn
Agenda Title: FY20 Plan and Budget

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

Pursuant to the schedule for developing the FY20 Plan and FY20-23 Budget, staff and volunteers worked together to create Enterprise Planning Documents and associated budgets for Sectors and Departments that were combined into a single enterprise-wide Plan.

On March 1, 2019, presentations of initial draft plans and budgets were made by Sector Senior Vice Presidents (SVPs), their staff counterparts and other staff departments to the Presidential team and Executive Director/CEO (PEDT).

On March 28-29, 2019, updated presentations were given to the Committee on Finance & Investment (COFI). On March 29, COFI agreed to endorse the Budget provided the Plan is approved by the BoG.

On April 8, 2019, the Executive Director/CEO, COO and AED, Finance presented to the BoG a high-level summary of the FY20 Plan to inform the BoG as to the strategic priorities, opportunities, threats and associated actions and expenditures embodied in the recommended Plan and Budget.

On June 5, 2019, the BoG will be asked to approve the FY20 Plan and FY20-23 Budget as presented on April 8, 2019.

Proposed motion for BOG Action: *(if appropriate)*

The Board of Governors approves the FY20 Plan and the corresponding FY20 operating and capital budgets and the FY21-23 out-year projected operating and capital budgets.

Attachment:

- FY20 Plan and Budget PowerPoint

FY20 Plan and Budget

Thomas Costabile, Executive Director/CEO
Robert Pangborn, Chair, COFI

June 5, 2019

IOP/Budget Key Milestones

- Pursuant to the schedule for developing the FY20 Plan and FY20-23 Budget, staff and volunteers worked together to create Enterprise Planning Documents and associated budgets for Sectors and Departments that were combined into a single enterprise-wide Plan.
- On March 1, 2019, presentations of initial draft plans and budgets were made by Sector Senior Vice Presidents (SVPs), their staff counterparts and other staff departments to the Presidential team and Executive Director/CEO (PEDT).
- On March 28-29, 2019, updated presentations were given to the Committee on Finance & Investment (COFI). On March 29, COFI agreed to endorse the Budget provided the Plan is approved by the BoG.
- On April 8, 2019, the Executive Director/CEO, COO and AED, Finance presented to the BoG a high-level summary of the FY20 Plan to inform the BoG as to the strategic priorities, opportunities, threats and associated actions and expenditures embodied in the recommended Plan and Budget.

COFI Recommendation

The Committee on Finance and Investment (COFI) recommends that the Board of Governors approve the FY20 operating and capital budgets and the FY21-23 out-year projected operating and capital budgets, conditional upon approval of the FY20-23 Plan. COFI will review the FY21-23 budgets annually according to its charge and fiduciary duties, with specific attention to milestone performance of the IOP and available funding, and make any needed adjustments.

BOG Motion

The Board of Governors approves the FY20 Plan and the corresponding FY20 operating and capital budgets and the FY21-23 out-year projected operating and capital budgets.

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

Date Submitted: May 1, 2019
BOG Meeting Date: June 5, 2019

To: Board of Governors (BOG)
From: COFI
Presented By: Robert Pangborn
Agenda Title: 2019 – 2020 Membership Dues

Agenda Item Executive Summary:

COFI has reviewed the 2019-2020 membership dues calculation and staff recommendation not to increase dues until the new Membership Value Proposition has been developed.

COFI voted to recommend that the Board of Governors not increase base membership dues for 2019-2020. The base membership dues will remain at \$158.00.

Staff informed the BOG on April 8 of the staff proposal and the COFI recommendation.

Proposed motion for BOG Action:

To approve no increase in base membership dues for 2019-2020 and keep them at \$158.00.

Attachments:

None



**Board of Governors
Agenda Item
Cover Memo**

Date Submitted:	May 1, 2019
BOG Meeting Date:	June 5, 2019
To:	Board of Governors
From:	Sector Management Committee
Presented by:	Anand Sethupathy, Managing Director, Programs Annabel Short, SROI Consultant
Agenda Title:	Social Return on Investment at ASME

Agenda Item Executive Summary:

The presentation will introduce key concepts of Social Return on Investment (SROI); propose a draft framework for assessing mission-related activities at ASME; and outline the process for implementing the SROI framework and integrating it into organizational planning efforts.

Proposed motion for BOG Action:

For information and discussion only.

Attachments:

PowerPoint presentation on SROI at ASME

Social Return on Investment at ASME

DRAFT Framework

June 5, 2019

Anand Sethupathy

Managing Director, Programs

What to Expect from Presentation

- **Brief Description** – To introduce key concepts of Social Return on Investment (SROI) at ASME, present a draft SROI framework, and outline steps for successful implementation
- **Desired Outcome** – Information and discussion only
- **Questions** – Please hold questions until after the presentation
- **Duration** – 30 minutes total: 20 minutes presentation, 10 minutes questions

Agenda

- Defining Social Return on Investment (SROI)
- ASME SROI Project:
 - Project Charter & Scope
 - Process
- Background on SROI Models
- Implementing SROI at ASME
- Draft SROI Framework
- Implementing SROI at ASME: Process and Timeline

SROI Defined

Social Return On Investment

Social return on investment (SROI) is a method for measuring values that are not traditionally reflected in financial statements, including social, economic and environmental factors. They can identify how effectively an organization uses its capital and other resources to create value for ASME and benefit to humankind.

Based on <https://www.investopedia.com/ask/answers/070314/what-factors-go-calculating-social-return-investment-sroi.asp> adapted for ASME

SROI Model

All approaches to measuring social value require a clear understanding of the model of change behind any given program, consisting of:

- **Inputs:** Resources (financial, time etc.) invested in the activity.
- **Outputs:** Metrics on the activities conducted, e.g. number of events, number of attendees, demographics of participants.
- **Outcomes:** The effect that the activities have on the lives of stakeholders, e.g. students prepared for careers in engineering, professionals equipped with the skills to advance in their career, greater diversity in the workforce, demonstrated benefits of participating in a network.
- **Impact:** The wider change in the world that the outcomes contribute to, e.g. improved public health, sustainable economic development.

Source: Social Value International

Seven Principles of SROI

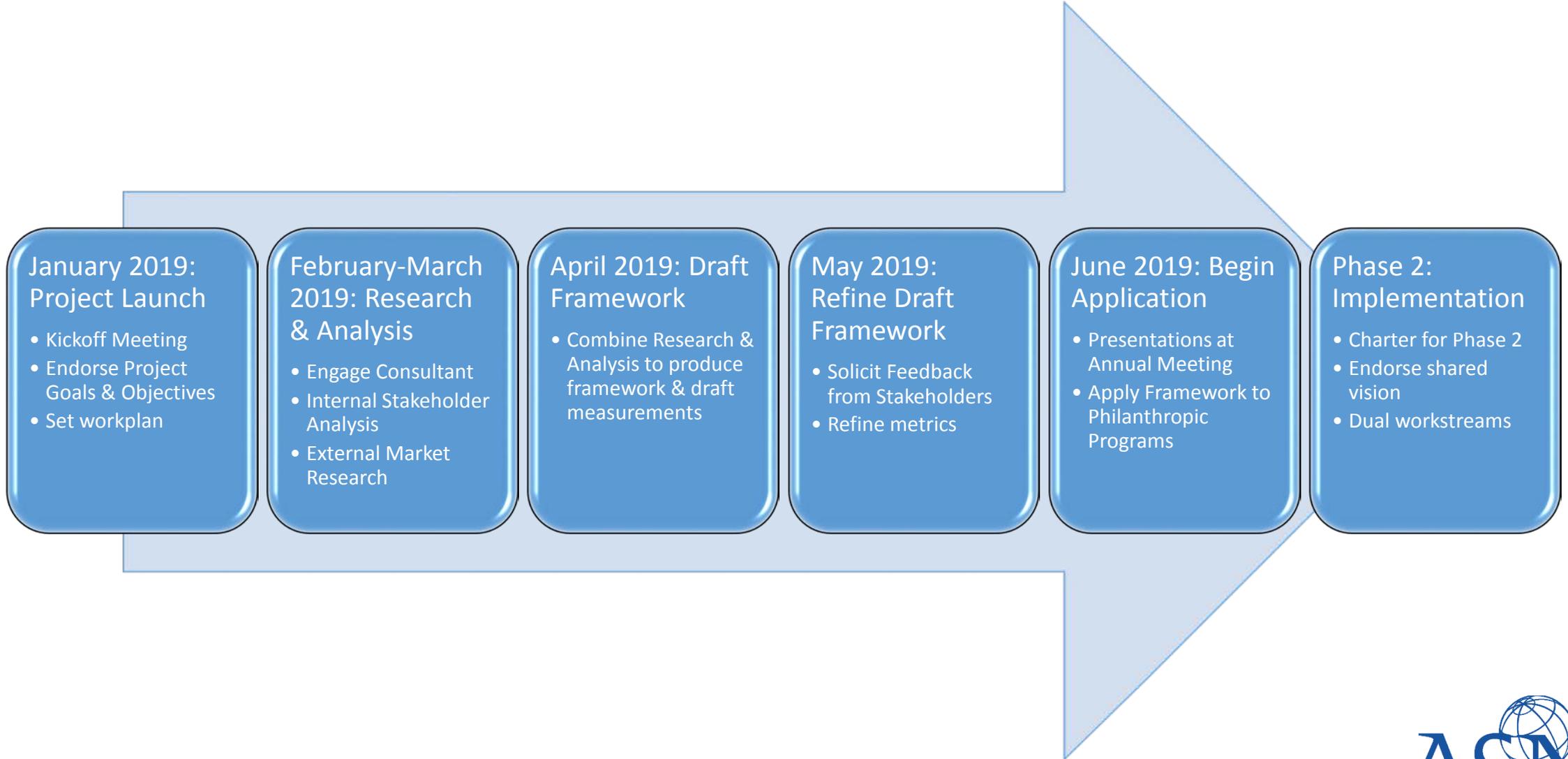
1. Involve stakeholders.
2. Understand what changes for them.
3. Value the things that matter.
4. Only include what is material.
5. Do not over-claim.
6. Be transparent.
7. Verify the results.

Source: Social Value International

ASME SROI Project Charter

- Adopted January 2019 as project of Sector Management Committee
- Develop an SROI framework that meets the following requirements:
 - Works across all of ASME not just a single initiative or program, while allowing for some customization
 - Is not overly complex and can be easily understood by a broad range of stakeholders and eventually simplified into a construct that can be included into the annual planning process
 - Can be measured with reasonable effort
 - Provides an ability to normalize results across a broad range of initiatives
 - Provides a guidepost to help ASME determine how to invest in areas that do not show near term financial return

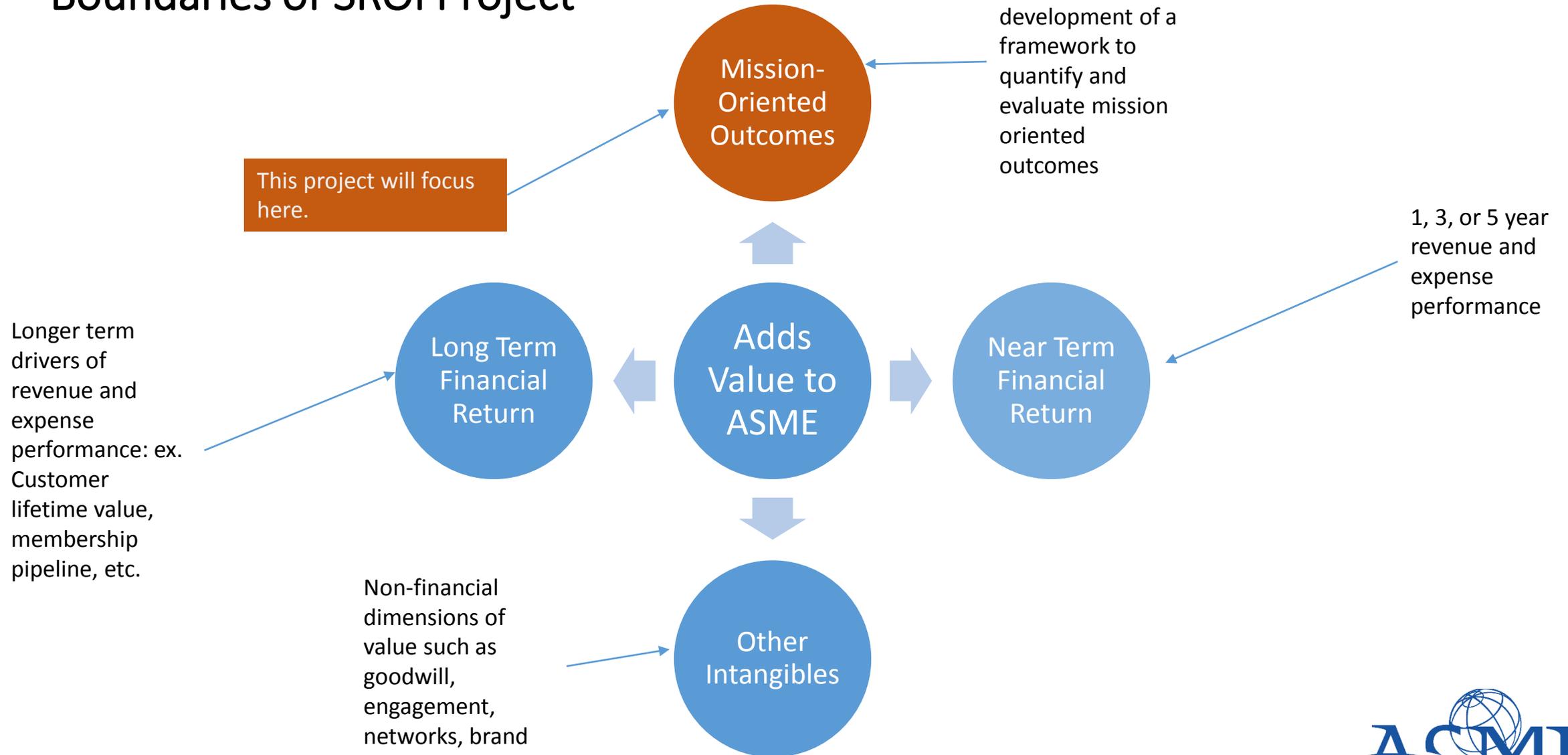
Process: High-Level Project Timeline



Process

- Core team of volunteers, staff, external consultant
 - Volunteers: Roy Hogan, Kalan Guiley, Rich Laudenat, Rick Marboe, Callie Tourigny
 - Staff: Anand Sethupathy, Lily Le, Cheryl Neas
 - Expert Consultant: Annabel Short
- Chartered under Sector Management Committee
- Engaged subject-matter expert consultant to:
 - Interview stakeholders
 - Prepare easily-understood background on SROI
- Consultant conducted interviews with SVPs & Staff Counterparts and PEDT to understand:
 - Existing metrics & KPIs
 - Activities that contribute to ASME's mission, how and why they do
 - Stakeholders and social impacts on stakeholders
 - Potential benefits of SROI work at ASME
- Draft Framework combines interview themes with SROI thinking

Boundaries of SROI Project



Why SROI?

1. Assess progress towards mission
2. Inform internal decision-making, prioritization and allocation of resources
3. Strengthen sense of reward and recognition for volunteers
4. Build internal cohesion and collaboration – contributing to “One ASME”
5. Attract early-career professionals
6. Appeal to foundations and other funders
7. Strengthen communications about ASME’s impact

In turn, these areas will help to maintain and attract new revenue streams

Why now?

- Good environment:
 - There are more technological resources available today than ever to capture, synthesize and analyze the vast amounts of data often required to perform a thorough SROI analysis assessment
 - Senior management and senior volunteers understand the importance of the initiative
- Mission-oriented activities make a significant contribution to ASME and influence choices to connect with the organization
 - Since the ASME Mission itself is expansive, and a broad range of Society activities help meet it, staff and volunteers can clearly understand their contributions to it.
 - Establishment of a strong fundraising operation will raise challenging questions around how donors direct ASME's mission-oriented work
- Financial performance has historically been the principal means by which ASME evaluates initiatives
 - Annual planning goals also need to focus on mission-oriented outcomes
 - SROI provides a guidepost outside of revenue/expense performance to evaluate and consider investments, especially those that must come from discretionary funds
- We can pursue a more deterministic approach (we guide the path) rather than an opportunistic path (we follow the breadcrumbs)

How do we go about it at ASME?

- We need a shared vision for Impact, Outcomes and Outputs; a shared vision helps establish a mutually agreed upon end state that we can all buy in to and work toward
- We need to define how we measure progress towards that shared vision
 - this becomes central to us developing a culture of social impact
 - we need to consistently evaluate progress towards that vision
- We must combine the shared vision with autonomy across the organization to enable creative approaches that may arise for the diverse communities within ASME
- We need to hold stakeholders accountable to demonstrate that their initiatives are moving the needle through the pre-defined measures of progress towards the shared vision

Sustainable Implementation of SROI at ASME

- Requires a long-term, multi-year commitment
- Must continue through changes in leadership and multiple Presidential and Board of Governors terms
- Requires a cultural change to recognize value in:
 - Longer-term outcomes
 - Nonfinancial return
 - Qualitative as well as quantitative measures
- Serves as a strategic tool for the Executive Director/CEO and Board of Governors to evaluate mission-related objectives and progress
- Calls for SROI to become core to ASME operating practices and culture

Implementation Steps

ENGAGEMENT: Involve broad range of stakeholders in finalizing the SROI Framework and a shared vision for Impact, Outcomes and Measurable Outputs.

DUAL WORKSTREAMS IN YEAR 1: **Agile & Deep Work Workstreams** to enable delivering early SROI data at macro level while ensuring adequate time for deeper work at unit level.

METRICS: Define metrics needed to measure progress towards the outputs, with attention to distinguishing between short-term and longitudinal measures

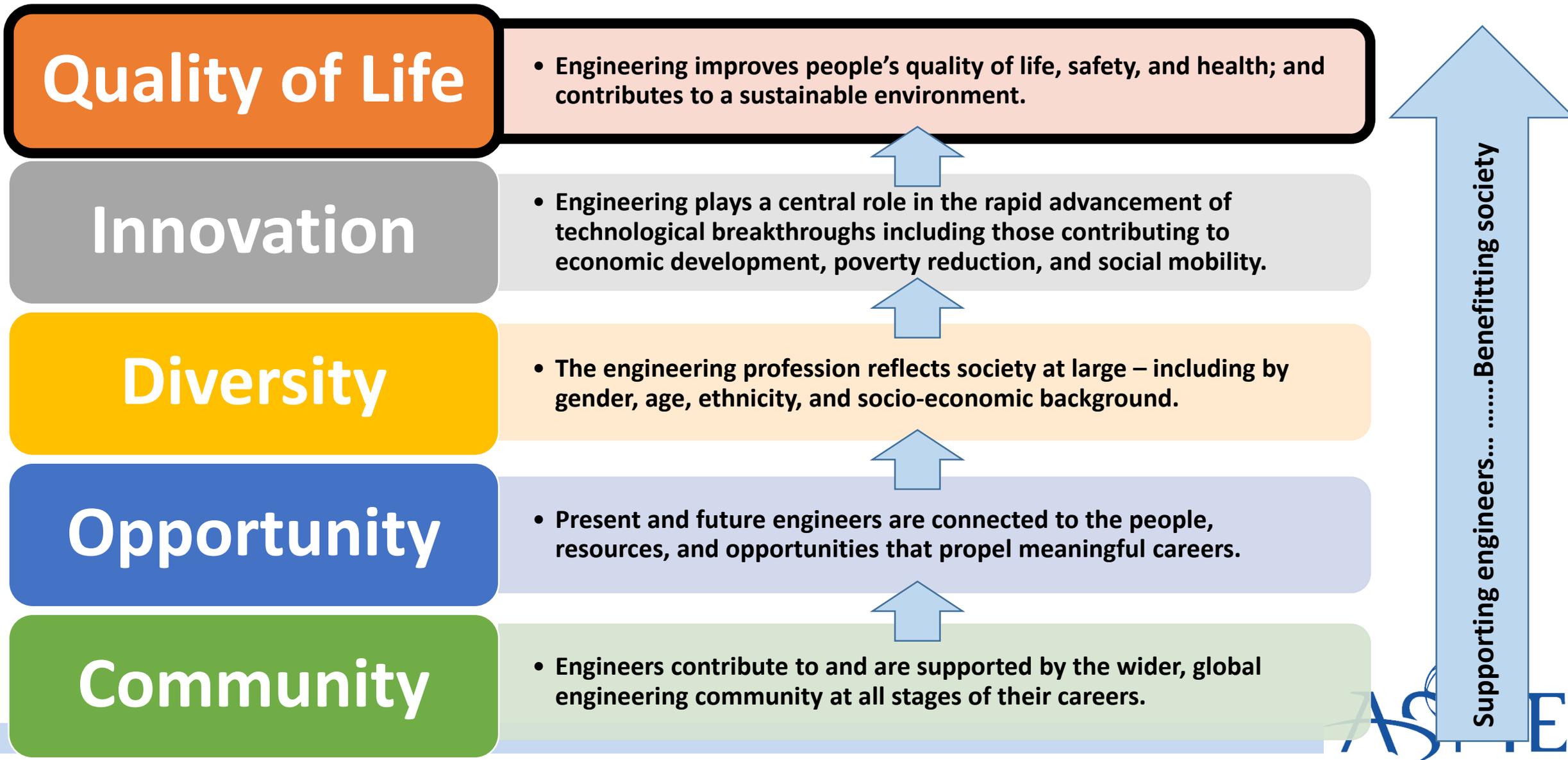
BASELINE: Establish baseline data (by end of year 1)

BENCHMARKS: Set 3, 5 and 10 year benchmarks to assess progress towards 2030 outputs

REVIEW: Ongoing review to make any necessary pivots or adjustments

Draft Framework

- Draft framework includes:
 - Broad “buckets” of social return driven by ASME’s work
 - Proposed shared vision of Desired Impact and Outcomes for each bucket
 - Sample output measures to aspire to by 2030
 - Output measures based on existing ASME metrics where available, but SROI is likely to require deeper or different metrics
 - Baselines are not currently established for many metrics
 - Adjustments in the shared vision and goals may affect outcomes, outputs, and metrics



DESIRED IMPACT: Engineers contribute to and are supported by the wider, global engineering community at all stages of their careers.

ASME Role in Outcomes: ASME is the “go to” resource for engineers to find fulfilling engagement.

Output measures achieved by 2030

- ASME engages with 25,000+ volunteers on an annual basis who collectively contribute at least 2.5 million hours annually in support of ASME’s mission [1]
- Volunteer satisfaction grows and sustains at an NPS of 45 or higher [2]

[1] “ASME By the Numbers 2018” reported 5800 S&C volunteers and current estimates are approximately 10,000 volunteers. We estimate currently ~ 1,000,000 volunteer hours per year and expect that figure to grow at about a 10% CAGR

[2] 2018 Volunteer Satisfaction survey reported overall NPS of 35

Opportunity

DESIRED IMPACT: Present and future engineers are connected to the people, resources, and opportunities that propel meaningful careers.

ASME Role in Outcomes: ASME helps students and engineers at every level of their career discover and realize their full potential.

Output measures achieved by 2030

- 70% of ASME members, volunteers, and program participants report that their involvement has advanced their career opportunities or has afforded them the opportunity to assist in the career advancement of others [1]
- Through ASME career-building and learning and development engagement, 10,000+ individuals achieve licenses, certifications or other career advancement credentialing on an annual basis [2]

[1] INSPIRE boosts knowledge of STEM skills by 112%; interest in STEM careers by 72%; and interest in engineering fields by 71%.

[2] "ASME by the Number 2018" reports 5000 individuals trained (not necessarily certified) annually

Diversity

DESIRED IMPACT: The engineering profession is reflective of society at large – including by gender, age, ethnicity and socio-economic background.

ASME Role in Outcomes: ASME significantly increases the participation of under-represented populations in its activities and leads the engineering industry in efforts to diversify the profession.

Output measures achieved by 2030

- The proportion of ASME members, volunteers, and program participants who are from under-represented populations increases by 10% [1]
- Number of women engaged with ASME increases to 35% of total [2]
- Average age of individuals engaged with ASME decreases by 10 years [3]

[1] Two-thirds of schools that currently use INSPIRE are designated as Title I, meaning that at least 40% of their students come from low-income backgrounds; nearly 45% of ASME scholarships are awarded to students of color

[2] Less than 5% of total ASME Members are female; 16% of student Members are female; 40% of ASME scholarships are awarded to young women; 57% of all Engineering for Change Fellows have been female

[3] As of 2019 the average age of ASME members is 61

DESIRED IMPACT: Engineering plays a central role in the rapid advancement of technological breakthroughs including those contributing to economic development, poverty reduction, and social mobility.

ASME Role in Outcomes: ASME is the key resource for engineers to accelerate the process from development to commercialization.

Output measures achieved by 2030

- ASME annually helps move at least 100 early stage innovations to a later stage of maturity along a defined framework [1]

[1] Over 5 years the ISHOW has aided 120 startups with design and engineering review

Quality of Life

DESIRED IMPACT: Engineering improves people's quality of life, safety, and health; and contributes to a sustainable environment.

ASME Role in Outcomes: ASME's products, services, and activities are a crucial catalyst to advance health and safety, and lead the way in reaching areas where those interventions are most necessary.

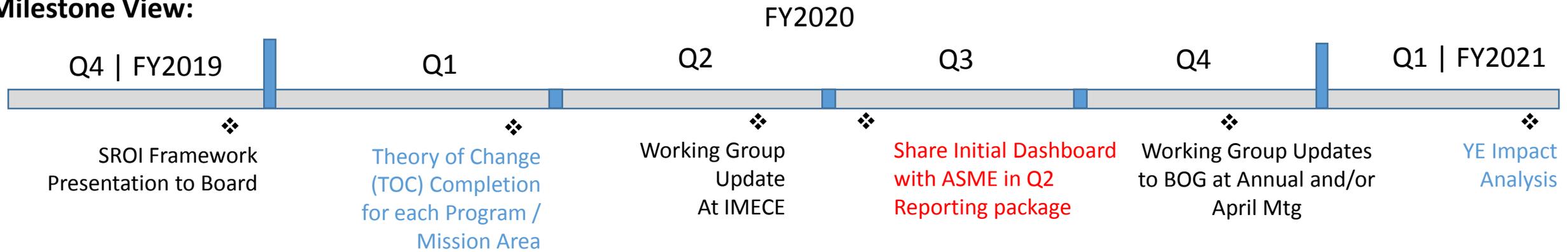
Output measures achieved by 2030

- By 2030, the number of ASME standards and programs applied beyond the US increases 20% [1]
- By 2030, incorporation of ASME standards and programs by regulatory and industry bodies across the globe increases 15%

[1] "ASME by the Number 2018" reports 57% of Boiler & Pressure Vessel Code Certifications outside of the U.S and more than 100 countries using the BPVC; 80 countries with companies certified by Conformity Assessment; 20 countries with ME/MET programs accredited under ASME leadership

SROI Evolution Timeline (18 month forward view)

Milestone View:



Detailed Timeline:

FY2020	FY2020	FY2020	FY2021
<p>Q1 July-Aug</p> <ul style="list-style-type: none"> SROI Presidential Working Group formation & assignment distribution for the year SROI Primer Training & Share Deliverables Expectation for next 1-2 years. <p>Sept</p> <ul style="list-style-type: none"> Logic Models or Theory of Change (TOC) Development by Key Units Initial Data Collection for Metrics 	<p>Early Oct</p> <ul style="list-style-type: none"> TOC Reviews by Working Group Prep Deck for IMECE <p>Nov</p> <ul style="list-style-type: none"> YTD Working Group Results at IMECE Dashboard development <p>Dec</p> <ul style="list-style-type: none"> Share Draft Metrics Dashboard with Working Group & Sr ASME Mgmt Feedback of TOC to Areas Incorporate early SROI work into annual planning process where applicable 	<p>Jan</p> <ul style="list-style-type: none"> Share Initial Dashboard with Org.in Q2 Reporting & on Quarterly basis thereafter <p>April & June</p> <ul style="list-style-type: none"> Working Group updates to BOG 	<p>Summer (FY22)</p> <ul style="list-style-type: none"> Review Year ending Dashboard with Working Group Formal Assessment of One Year Impacts with Metrics and Qualitative Measures within each mission related area Incorporate adjustments into Upcoming Dashboard for new year Review Dashboard & Metrics for upcoming year with Working Group

LEGEND:
Red Font – Agile Work Track
Blue Font – Deep Work Track

SROI Analysis Implementation Approach for Year 1

To show early progress on our SROI Analysis work, our recommendation is to Pursue 2 Simultaneous Workstreams in Year 1:

- Agile Approach For Most of Macro Level Work
- Deep Work Approach for Program or Mission Area Level (and some Macro Level Work)

Why 2 Workstreams?

This will allow us to share with ASME an early work product* for SROI analysis at the Macro level, while simultaneously giving appropriate requisite time for key work groups to initiate and implement a thorough SROI analysis at the program or unit level.

After Year 1, workstreams will likely converge where we will incorporate any key learnings from the Deep Work approach to overall Macro Level SROI Analysis Work Product.

** Early Work Product will likely be a Dashboard summarizing the stats for the Key Social Impact Metrics organized along the main social impact areas. Monitoring these metrics over time will likely serve as way to assess whether we are making progress toward our social impact goals at organization-wide level.*

DEEP WORK – What's involved?

At Unit or Program Level:

- Key Unit Areas Learn what an SROI analysis entails
- Select staff / volunteer resources to oversee SROI analysis
- Complete a Theory of Change exercise (input-output-outcome-impact), and select key metrics to evaluate
- Assess if we have means to efficiently collect data for selected key metrics
- Institute regular data collection, analysis & evaluation process
- Apply a Cost-Benefit Analysis to Program outputs to arrive at an Economic Valuation of Social Impact or SROI Ratio
- Conduct an Initial Year End Impact Analysis using quantitative and qualitative assessment
- Share Key Learnings with Broader Groups

At ASME Aggregator Level:

- Figure out how to efficiently collect, aggregate & store key data
- Decide if further analysis methodologies need to be applied to data
- Assimilate key metrics to ASME Level Dashboard where appropriate

AGILE APPROACH – What's involved?

- Consensus on key Social Impact Areas and Outcome Statement for each area
- Selection of early “North Star” metrics that are deemed critical across most programs and give an indication of positive movement toward most important social impact goals for organization
- Provide historical numbers on Key Metrics for context (FY18) if available
- Initiate data collection methods to report on key stats for FY19 if not already existing
- Develop Social Return Metric Dashboard and give Organization first view into Key Metric Stats by Mid Year; Update on Quarterly basis

APPENDIX

Examples of SROI models from other organizations

Each organization has a unique process to measure social value.

The following examples are intended to provide a high-level snapshot of different organizations' approaches to measuring social value / SROI.

Behind each one sits a long-term process involving stakeholders throughout the organization.

10 OUTCOMES OF OUR WORK

To fulfill our vision of a resilient and caring community, we strategically invest in, work with, and mobilize local community partners to strive towards common outcomes.

The following 10 outcomes in the areas of overcoming poverty, successful kids, and strong communities, are critical to this long-term, sustainable change in our community.



OVERCOMING **POVERTY**

- Basic needs are met (food, shelter, clothing)
- People have opportunities to achieve financial stability and an enabling income
- People have opportunities to achieve employment



SUCCESSFUL **KIDS**

- Kids (ages 0-6) are achieving developmental milestones
- Kids develop a strong sense of self, are empowered, and make positive decisions
- Youth successfully transition to adulthood

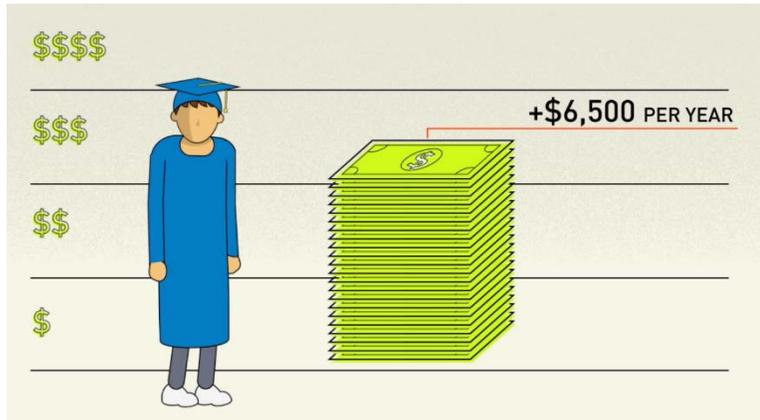


STRONG **COMMUNITIES**

- People are able to fully participate in their communities
- Mental health and well-being is enhanced
- The well-being of Indigenous people is enhanced through healing from intergenerational trauma
- People are free from domestic violence

2. Robin Hood Foundation: Benefit/Cost ratios approach

Our system of metrics supports a powerful ambition: spend donor dollars smartly. Without waste. Metrics help determine the relative impact of different kinds of poverty-fighting initiatives.



BENEFIT COST RATIOS

Benefit-cost ratios assign a dollar figure to the amount of philanthropic good that a grant does per dollar of cost and can be used to compare the impact of one grant against any other.

COUNTER FACTUALS

To fully understand the impact of our grants, we compare what happens to participants in the programs we fund against what would have happened had they not received help. This counterfactual estimate is subtracted from our outcomes, so only our impact is explicitly measured.

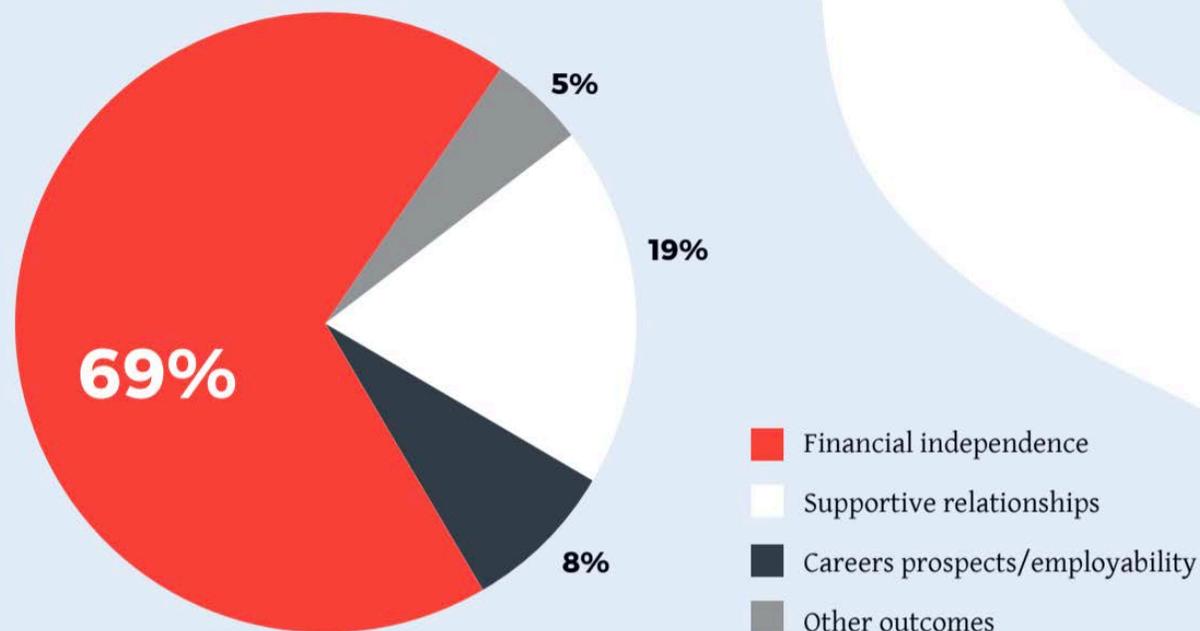


4. Calculating the SROI of engineering apprenticeships: WSP

EVALUATION OF SOCIAL RETURN ON INVESTMENT

WSP Apprenticeship Programme

Figure 3 - Percentage of Value by Outcome - Apprentices



SROI

Benefit cost ratio

- The total value of the inputs of the WSP apprenticeship programme is £2,291,250.
- The total present value of the apprenticeship programme to the various stakeholders is £5,187,037.
- This means that the SROI ratio is £2.26:1.



Board of Governors Agenda Item Cover Memo

Date Submitted:	May 2, 2019
BOG Meeting Date:	June 5, 2019
To:	Board of Governors
From:	Laura Hitchcock and Heidi Hijikata, Co-Chairs, Global Strategy Review Team
Presented by:	Laura Hitchcock
Agenda Title:	Update on Implementation of Global Strategy

Agenda Item Executive Summary:

Co-chair Laura Hitchcock will provide an update on this effort, including the status of the team's charter, focus areas, and timeframe.

Proposed motion for BOG Action: None

Attachments: None



Board of Governors Agenda Item Cover Memo

Date Submitted:	May 2, 2019
BOG Meeting Date:	June 5, 2019
To:	Board of Governors
From:	Tom Costabile and Michael Johnson
Presented by:	Michael Johnson
Agenda Title:	Strategic Assessment: Observations and Comments

Agenda Item Executive Summary:

ASME's strategic plan has been in place for three years and Michael Johnson was commissioned to take an objective look at the plan.

After careful review of the relevant documentation, IOPs, and interviewing the staff and volunteer leadership, an initial report of his findings will be provided. This report will lead into the work that will be done at the Leadership Planning Meeting in July.

Proposed motion for BOG Action: None

Attachments: Presentation

ASME Strategic Assessment, Observations and Comments

Board of Governors Meeting, Orlando, Florida

Michael Johnson

June 5, 2019

ASME

ASME has a long history and reputation of public safety, clarity of mission, and technical leadership.

In 2015, ASME's new enterprise strategy called on the Society to undertake a major strategic change in direction and shift its efforts to support the achievement of three main objectives:

- Integration and coordination of its activities to focus on constituent needs and emerging technology markets.
- Build on its role as a “go-to thought leader” in mechanical engineering technology and expertise.
- Build a unified organizational structure and culture that empowers members to work on projects to improve the human condition.

However, going forward in a highly complex global community, ASME must leverage the strength, talent, intellect, and commitment of the organization to continue to be relevant.

Today's Discussion

- My understanding of the current business challenges
- My perspective on ASME strategic activities to-date
- Share opportunities to enhance the strategic direction of ASME
- Offer Recommendations and Next Steps

Strategic Assessment

What was the undertaking that was requested:

- To take an independent view of ASME strategy and activities and offer my observations

Methodology that I used to accomplish the task:

- Conducted approximately thirty (30) interviews across the spectrum of the organization as well as external constituents.
- Reviewed any and all existing strategic materials.
- Performed some social and organizational research while looking at the current economic conditions and projected trends.
- Engaged with leading edge experts regarding best practices in strategy development.

The Art of Strategy Development

Development of strategy is an art not a science.

Market forces, emerging technologies, and changing demands continually conspire to impact the success of any organization.

Robust business strategies can counteract those tendencies, but good strategy is difficult to formulate.

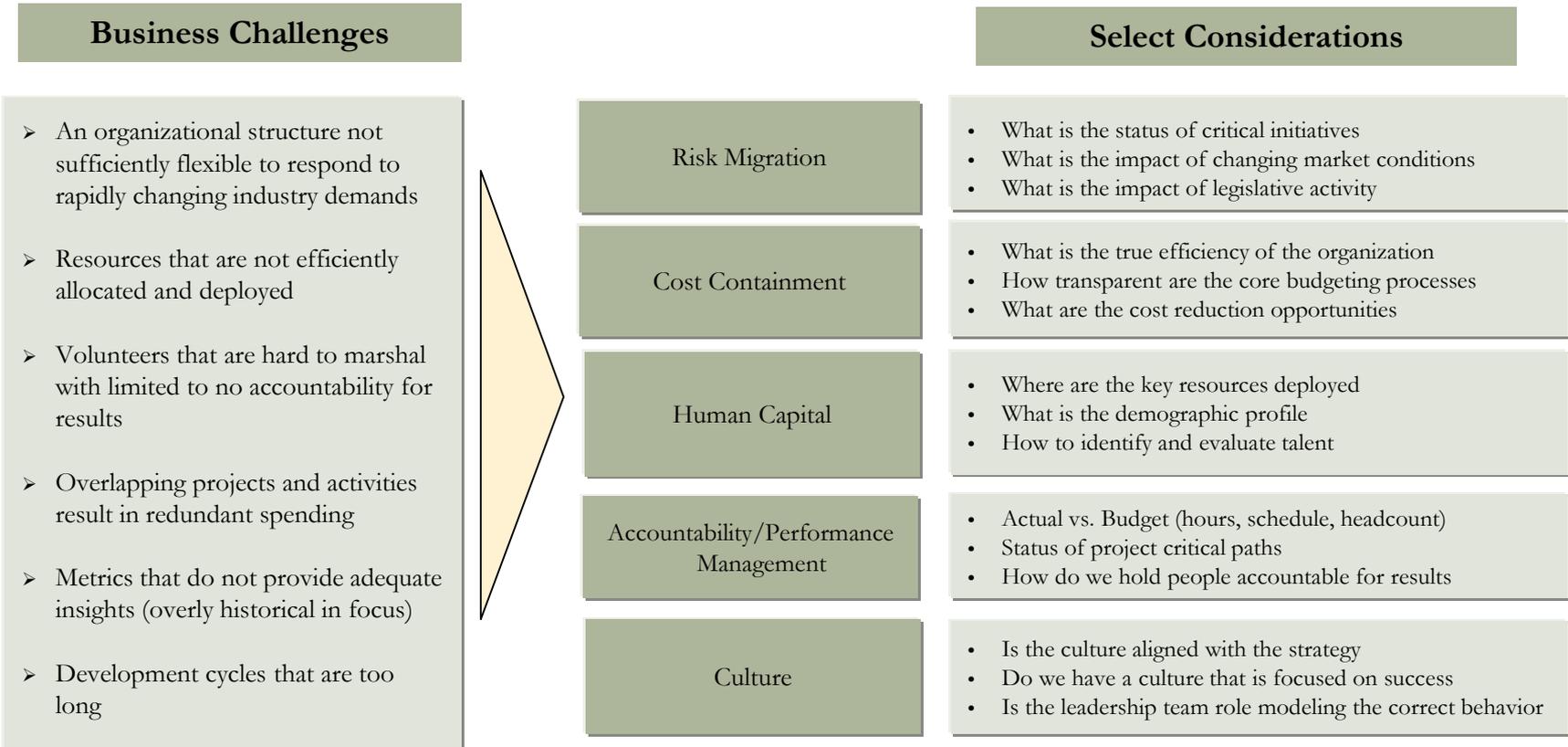
So where do dominant strategies come from? Sometimes it's luck, or good timing, or a stroke of inspiration. In my experience, developing a solid strategy can be accomplished by focusing on a few core building blocks that often get overlooked.

- Ensuring that the Board has a social process that grapples with big ideas and addresses changing deeply held biases about what the organization should be doing in the future.
- Ensuring agreement before starting the process on the essential decisions and the criteria for making them.
- Ensuring that the organization is prepared and willing to act on a strategy once it is adopted.
- Too much of what passes for strategy development today consists of rigorous detail planning which often morphs into a budgeting exercise.

So what are the elements required to develop a solid strategy?

- For starters, I would emphasize that periodically (perhaps as often as every three to five years) organizations must test or re-create their strategies.
- In my experience, many organizations place too much emphasis on preparing documents and completing analyses, and not enough on stimulating the productive debates that lead to better decisions.
- Getting senior leaders to grapple with the issues can be a messy process. After all, formulating good strategies typically involves revisiting fundamental and deeply held beliefs about an organization's past and future.
- When organizations find ways to get the senior leaders grappling—throughout the strategy-development process—with the choices that matter, they make better, less biased decisions.
- It's vital that you don't leave the strategy unfinished. Yet many organizations fail to get the conditions for successful implementation right.
- It's a crucial struggle. No strategy, however brilliant, can be implemented successfully unless the culture is aligned and key leaders know what they need to do differently.

ASME faces many of the same challenges as it's peer to provide effective management of its volunteer community.



Having an effective strategy in place provides a sustainable competitive advantage

There are some major constraints impacting ASME performance

Major Constraints

Overall

- ASME is a highly complex organization which is struggling to balance its mission driven culture with its commercial aspirations
- ASME has articulated a vision of playing a major role in five strategic technologies and several cross-cutting technologies without a clear definition of success
- ASME has not sufficiently leveraged the organization's main business drivers (public safety, benefits to mankind, etc.)

Governance

- Continuity of direction continues to be a major concern
- Struggling with what are the appropriate metrics based on lack of linkage between strategic vision and volunteers' actions
- No effective leverage of the professional strengths of individual Board members

Structural

- A complex organizational constitution designed 100 years ago limits flexibility
- A Nominating Committee process which limits the organization's ability to identify and select the right leadership talent
- No on-going process or structure to address strategic alternatives or business models

ASME is already taking steps to address a number of these issues

- ✓ A focus on five (5) core technologies to ensure ASME is positioned for success
- ✓ Continued refinement of the Integrated Operating Plan process (which provides a strong foundation for strategy development)
- ✓ Enhanced engagement with the volunteer membership community
- ✓ Enhanced efforts to develop and engage students and early career engineers
- ✓ Better integration of operations to improve efficiency
- ✓ Investing in new technology platform designed to deliver better products and services

ASME strategic efforts to date have resulted in a static and underdeveloped plan

		Observations
Strengths	Brand	<ul style="list-style-type: none"> ▸ The ASME brand is recognized and well respected around the world ▸ A large group of non-paid subject matters experts (SME) developing standards ▸ A trusted source for neutrality, service to the public interest, and advancing engineering professionalism
	Membership	<ul style="list-style-type: none"> ▸ A large and diverse membership with deep technical skills in legacy technologies ▸ Strong collaboration with stakeholders in industry, academia, and government ▸ Focus on the development and mentoring of students and early career engineers
	Industry	<ul style="list-style-type: none"> ▸ Leading edge conferences and training ▸ Critical forum for academic review and publishing ▸ Ability to provide leadership on the digitization of mechanical engineering
Opportunities	Strategy	<ul style="list-style-type: none"> ▸ Struggling to define what the organization wants or needs to be ▸ Current strategy as delineated is too broad with no clear end-state or direction ▸ No on-going process or dedicated staff to address strategic issues
	Governance	<ul style="list-style-type: none"> ▸ Continuity of direction continues to be problematic ▸ Limited forward looking insights or stewardship ▸ Distractive activities impacting organizational resources ▸ No effective leverage of the professional strengths of individual Board Members
	Culture	<ul style="list-style-type: none"> ▸ Limited willingness to consider new innovative business models ▸ Reactive vs. Proactive in leading change ▸ Better execution and higher standards of performance
	Communications/ Messaging	<ul style="list-style-type: none"> ▸ Communications regarding strategic activities are not clear, repetitive, or directive ▸ No effective leverage of the ASME brand and industry reputation with key stakeholders ▸ Better direction and leadership of the volunteer communities is needed

Next Steps/Recommendation

Strategy

- Implement a Strategic Planning Framework that provides for more robust dialogue by the Board
- Better integration and communication with SVP in strategy development process
- Dedicated staff support to the strategic discussions and activities

Governance

- More strategic dialogue and engagement of the Board on strategy
- Develop and implement a set of metrics that the Board can use to measure accountability
- Leverage the professional skills of individual Board members in advocacy roles
- Increase transparency of board activities and actions

Structural

- Revamp/Reorganize the Strategic Advisory Committee (SAC) activities
- Reorganize the Nomination Committee Process
- Develop a Marketing campaign that leverages the ASME brand