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DRAFT AGENDA – OPEN SESSION FY25 BOARD OF GOVERNORS MEETING

Sunday, November 17, 2024

8:00 am – 9:45 am (PST) ✧ 11:00 am to 12:45 pm (EST)

1. Opening of the Meeting (Start Time 11:00 am)

- 1.1. Call to Order
Susan Ipri-Brown
- 1.2. Adoption of the Agenda ACTION
- 1.3. President's Remarks (10 minutes) INFORMATION
Susan Ipri-Brown
- 1.4. Executive Director/CEO's Remarks (10 minutes) INFORMATION
Tom Costabile
- 1.5. Consent Items for Action ACTION

Identification of items to be removed from Consent Agenda

Consent Items for Action are matters that the Board is asked to act 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 will be removed from the agenda.

1.5.1. By-law Changes 4.2

2. Open Session Agenda Items

- 2.1. FY25 YTD Financial Report (10 minutes) INFORMATION
Bill Garofalo
- 2.2. FY25 Enterprise Goals Q1 Progress Report (15 minutes) INFORMATION
Jeff Patterson
- 2.3. Update from the Beijing Representative Office (20 minutes) INFORMATION
Ying (Leona) Fu, and Yuanyuan (Erin) Sun
- 2.4. Industry Advisory Board Update (15 minutes) INFORMATION
Anand Sethupathy
- 2.5. Amendments to Bylaw 5.2 - Committee on Finance and Investments (30 minutes) ACTION
Tom Costabile

3. New Business

4. Open Session Information Items

4.1. Dates of Future Meetings

DATE	DAY	TIME	LOCATION
December 16, 2024	Monday	1:30 pm – 2:30 pm	Virtual Information Session
January 21, 2025	Tuesday	1:30 pm – 2:30 pm	Virtual Information Session
February 11, 2025	Tuesday	12:00 pm – 5:00 pm	Washington, DC
February 12, 2025	Wednesday	9:00 am – 12:00 pm	Washington, DC
March 17, 2025	Monday	1:30 pm – 2:30 pm	Virtual Information Session
April 30, 2025	Wednesday	12:00 pm – 5:00 pm	New York, NY
May 1, 2025	Thursday	9:00 am – 12:00 pm	New York, NY
June 2025	Friday	9:00 am – 3:00 pm	Portland, ME
June 2025*	Sunday	9:00 am – 3:00 pm	Portland, ME

*FY26 Board of Governors

4.2. FY25 ASME Philanthropy Calendar

5. Adjournment of Open Session

List of Appendices

- 1.5.1. By-law 4.2
- 2.2. FY25 Enterprise Goals Q1 Progress Report
- 2.3. Update from the Beijing Representative Office
- 2.4. Industry Advisory Board Update
- 2.5. Amendments to Bylaw 5.2 - Committee on Finance and Investment
- 4.2. FY25 ASME Philanthropy Calendar



Board of Governors Meeting Agenda Item Cover Memo

Date Submitted:	October 25, 2024
BOG Meeting Date:	November 17, 2024
To:	Board of Governors
From:	Committee on Organization and Rules
Presented by:	Richard Marboe
Agenda Title:	Changes to By-Law B4.2

Agenda Item Executive Summary:

Changes to B4.2.2.3 reflect the procedures the Nominating Committee has implemented to identify the alternates to the Nominating Committee. This allows the Nominating Committee to broaden its pool of potential members.

Changes to B4.2.2.4 reflect the procedures the Committee of Past Presidents has implemented to identify the Advisors to the Nominating Committee.

Proposed motion for BOG Action:

To adopt changes to By-Law B4.2.

Attachments: By-Law changes

B4.2.2.3

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

B4.2.2.4

The Nominating Committee shall be assisted by a non-voting group of Advisors consisting of up to three consenting and available past Presidents who are members of the Committee of Past Presidents ~~who have been out of office for one year or more~~. These Advisors, invited by the Nominating Committee, and appointed by the Committee of Past Presidents Chair, will attend ~~all~~ meetings of the Nominating Committee and participate in ~~all~~ its discussions. At the option of the ~~Nominating~~ eCommittee, they may also be present during the casting of votes for the slate of nominees, although they shall remain impartial and not communicate to the Nominating Committee their opinions regarding any Candidate. The functions of the Committee of Past Presidents Advisor ~~this group~~ shall be:

- a. to acquaint the Nominating Committee of the short and long range Society plans;
- b. to make available their experience in, and their knowledge of the requirements for serving as a Governor



Board of Governors Meeting Agenda Item Cover Memo

Date Submitted:	October 17, 2024
BOG Meeting Date:	November 17, 2024
To:	Board of Governors
From:	William Garofalo, Chief Financial Officer
Presented by:	William Garofalo
Agenda Title:	FY 25 YTD Financial Report

Agenda Item Executive Summary:

A YTD financial report will be provided.

Proposed motion for BOG Action:

None

Attachment(s):

None



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

Date Submitted:	October 14, 2024
BOG Meeting Date:	November 17, 2024 – Open Session
To:	Board of Governors
From:	Jeff Patterson
Presented by:	Jeff Patterson
Agenda Title:	Agenda item 2.2 -- FY25 Enterprise Goals Q1 Progress Report

Agenda Item Executive Summary:

Jeff Patterson will present a report on progress in each of the approved FY25 Enterprise Goals.

Proposed motion for BOG Action:

Attachment(s):

FY25 Q1 Enterprise Goal Performance

#	FY 2025 Enterprise Goals Progress	Weight	Current Status			Final Outcome
			Q1	Q2	Q3	Q4
1	Financial & Business Acumen (FBA)	30%	On Track			
2	Customer Experience (CX)	20%	On Track			
3	Product Portfolio Management (PPM)*	20%	On Track			
4	Digital Transformation (DX)	15%	On Track			
5	Workforce Transformation (WfX) + Diversity, Equity, and Inclusion (DEI)	15%	On Track			

LEGEND: Goal-level	
On Track	Combined current status of all workstreams is at or above the target level per the measurement criteria.
At Risk	Combined current status of all workstreams is tracking to lower threshold per the measurement criteria.
Off Track	Combined current status of all workstreams is tracking below lower threshold per the measurement criteria.



FY25 Enterprise Goals: Workstreams by Core Competency

Financial & Business Acumen (FBA)*	Customer Experience (CX)*	Product Portfolio Management (PPM)*	Digital Transformation (DX)	Workforce Transformation (WfX) and Diversity, Equity & Inclusion (DEI)
30%	20%	20%	15%	15%
Lower: 3 of 4 \$123.5M Target: 4 of 4 \$125.5M Upper: 4 of 4 \$127.5M	Lower: 4 of 5 Target: 5 of 5 Upper: 5 + stretch	Lower: 2 of 3 Target: 3 of 3 Upper: 3 + stretch	Lower: 2 of 3 Target: 3 of 3 Upper: 3 + stretch	Lower: 3 of 4 Target: 4 of 4 Upper: 4 + stretch
Workstreams				
Finance Transformation Discovery and RFP Project	Establish an ASME CX Center of Excellence	Expand & Accelerate ASME's Product Management Skills – Phase 1: Benchmarking and Planning	Enterprise Data Solutions	Knowledge Management
General Services Administration (GSA) Membership	Establish Customer Insights & CX Analytics Practices	Expand & Accelerate ASME's Product Management Skills – Phase 2: Process, Upskilling & Enablement	Business Capabilities Transformation and Realization	Diversity Ambassadors Program
Enhance ASME's financial and business acumen	Volunteer Management Hub (VMH)	GD&T Product Portfolio Strategy – Phase 1: Due Diligence & Planning	Digitization of Content	Volunteer Management Capabilities
Risk Mitigation	Front-End Journey Mapping & Activation	GD&T Product Portfolio Strategy – Phase 2: Agile Execution	Accelerated business process reengineering via AI and automation	Employee Experience
Financial Targets (see above)	ASME Subscription Model Strategy & Plan			Expand Employee Experience scope to establish Mentoring Program
	Integrated Subscription Solution Launch			

*Green columns indicate goals with workstreams focused on strategic revenue growth. Orange cells indicate stretch for upper.





Board of Governors Meeting Agenda Item Cover Memo

Date Submitted:	Thursday, October 24, 2024
BOG Meeting Date:	Sunday, November 17, 2024
To:	The ASME Board of Governors
From:	ASME International Operations and Beijing Representative Office (BRO)
Presented by:	Yuanyuan (Erin) Sun, Operations Manager, ASME Beijing Representative Office Ying (Leona) Fu, Project Manager, ASME Beijing Representative Office
Agenda Title:	Update from the Beijing Representative Office

Agenda Item Executive Summary:

Introduction to the ASME BOG of ASME's Beijing Representative Office Staff, Yuanyuan (Erin) Sun and Ying (Leona) Fu, and an overview of ASME's footprint in China and general socioeconomic trends.

Proposed motion for BOG Action: No action; informational update.

Attachment(s): ASME China Update for the BOG ppt.

ASME in China Update for the BoG

Presented by Leona Fu, Erin Sun

Date: November 17, 2024

Sensitivity: Confidential & Proprietary

Intended Audience: ASME BoG, SVPs, & ASME Staff Only

Date: Permanent (confidentiality of this document does not expire)



Beijing Representative Office (BRO)



Thomas Costabile
Chief Representative



Leona Fu
Project Manager




Erin Sun
Operations Manager



Timeline: The Last 5 Years

- Dec 2019 – January 2023, Covid-19 epidemic control in China
- December 2022, Covid-19 policy shifts begin in China
- February 2023, the social and economic activities resume gradually
- May 2023, Covid-19 restrictions lifted for traveling between U.S. and China (Visa applications and flight volume remain a challenge)
- June 30, 2023, US authorities issue a travel advisory to Mainland China, Hong Kong & Macau

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Travel Advisory
April 12, 2024

Mainland China, Hong Kong & Macau - See Summaries

Updated due to new national security legislation in the Hong Kong Special Administrative Region.

Summary: Reconsider travel to Mainland China due to the **arbitrary enforcement of local laws, including in relation to exit bans, and the risk of wrongful detentions.**

Exercise increased caution when traveling to the Hong Kong Special Administrative Region (SAR) due to the **arbitrary enforcement of local laws.**

Reconsider travel to the Macau Special Administrative Region (SAR) due to a **limited ability to provide emergency consular services.** Exercise increased caution when traveling to the Macau SAR due to the **arbitrary enforcement of local laws.**

See specific risks and conditions in each jurisdiction.

Travel Advisory Levels

- 1 Exercise normal precautions
- 2 Exercise increased caution
- 3 Reconsider travel
- 4 Do not travel

Assistance for U.S. Citizens



Extensive Networks in China

- Professional Societies
- Trade Associations
- Standards Development Organizations
- Certification Bodies
- Regulatory Bodies
- Educational Institutions
- Governmental Agencies
- Industry

China is a Top Market for ASME

- Top 5 certificate countries are U.S., Mainland China, Korea, India and Canada
- 1,725 certificates in Mainland China; out of 11,731 total certificates globally
- 200+ Volunteers serving in 9 CIWGs

China International Working Group

Num	CIWG	Report to	Sponsors
1	BPV II	BPV Committee on Materials (II)	CSEI
2	BPV III	BPV Committee on Construction of Nuclear Facility Components (III)	SNERDI
3	O&M	Operation and Maintenance of Nuclear Power Plants	
4	JCNRM	Joint Committee on Nuclear Risk Management	CNPE
5	QME	Qualification of Mechanical Equipment Used in Nuclear Facilities	SPERI
6	BPV VIII	BPV Committee on Pressure Vessels (VIII)	HGMRI
7	BPV XI	Nuclear In-service Inspection (XI)	
8	NQA	Standards Committee on Nuclear Quality Assurance --- Executive Committee on Nuclear Quality Assurance	SNERDI
9	A17	A17 Standards Committee	CSEI

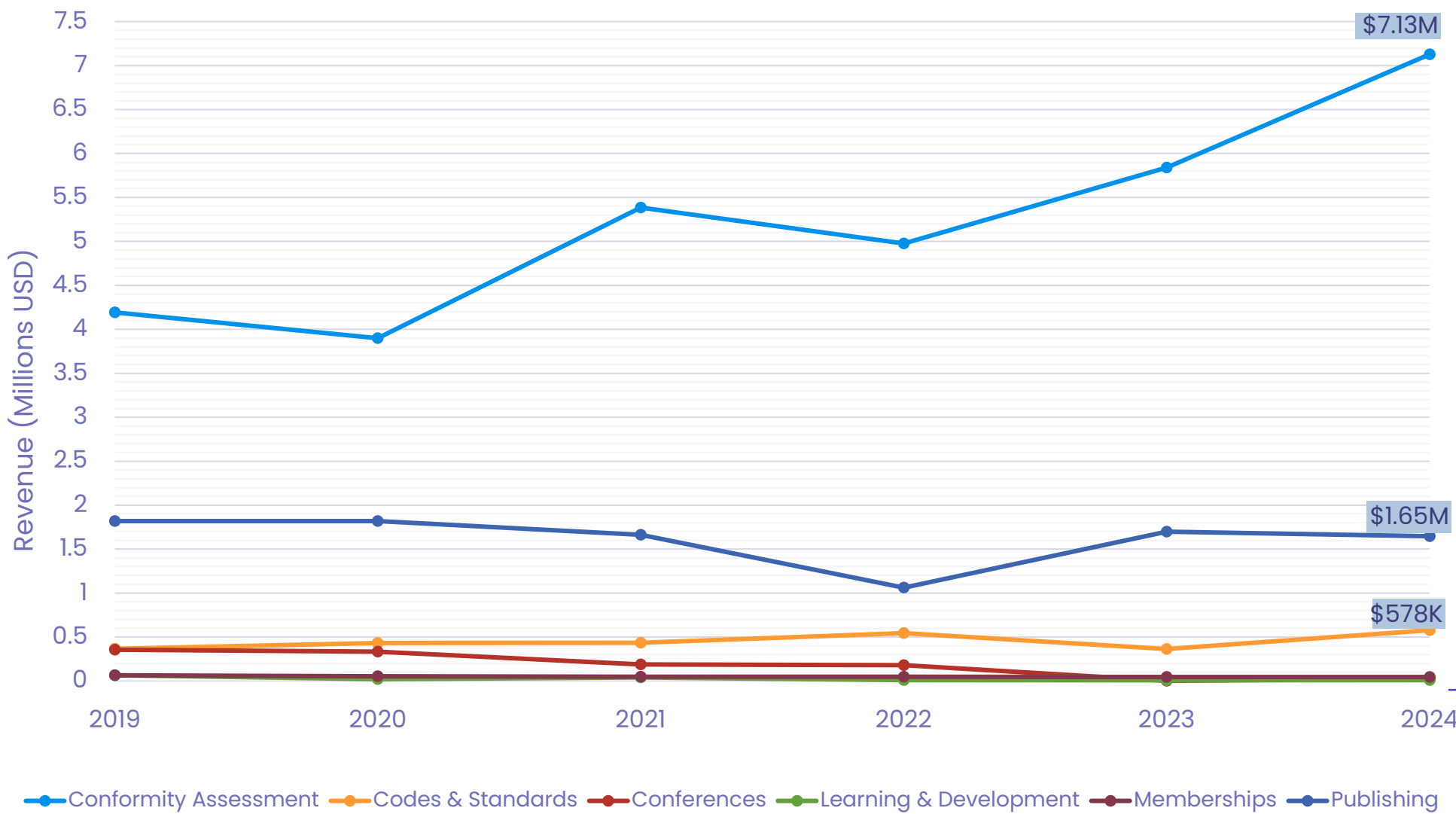


Highlights

- Since 2022, revenues from China have demonstrated sustained growth while expenses to sustain the BRO have decreased
- Conformity Assessment is the main driver of revenue growth
- Beijing local government agencies recognize some ASME personnel certificates
- The BRO also fields inquiries from markets beyond China



ASME's China Revenue: FY2019 to FY2024



Total revenue for FY24: \$9,434,310

➤ 26% of total international revenue outside the U.S. and Canada*

Note: figures reflect combined China and Hong Kong of China revenue.

*Further details are needed for reseller / royalties data

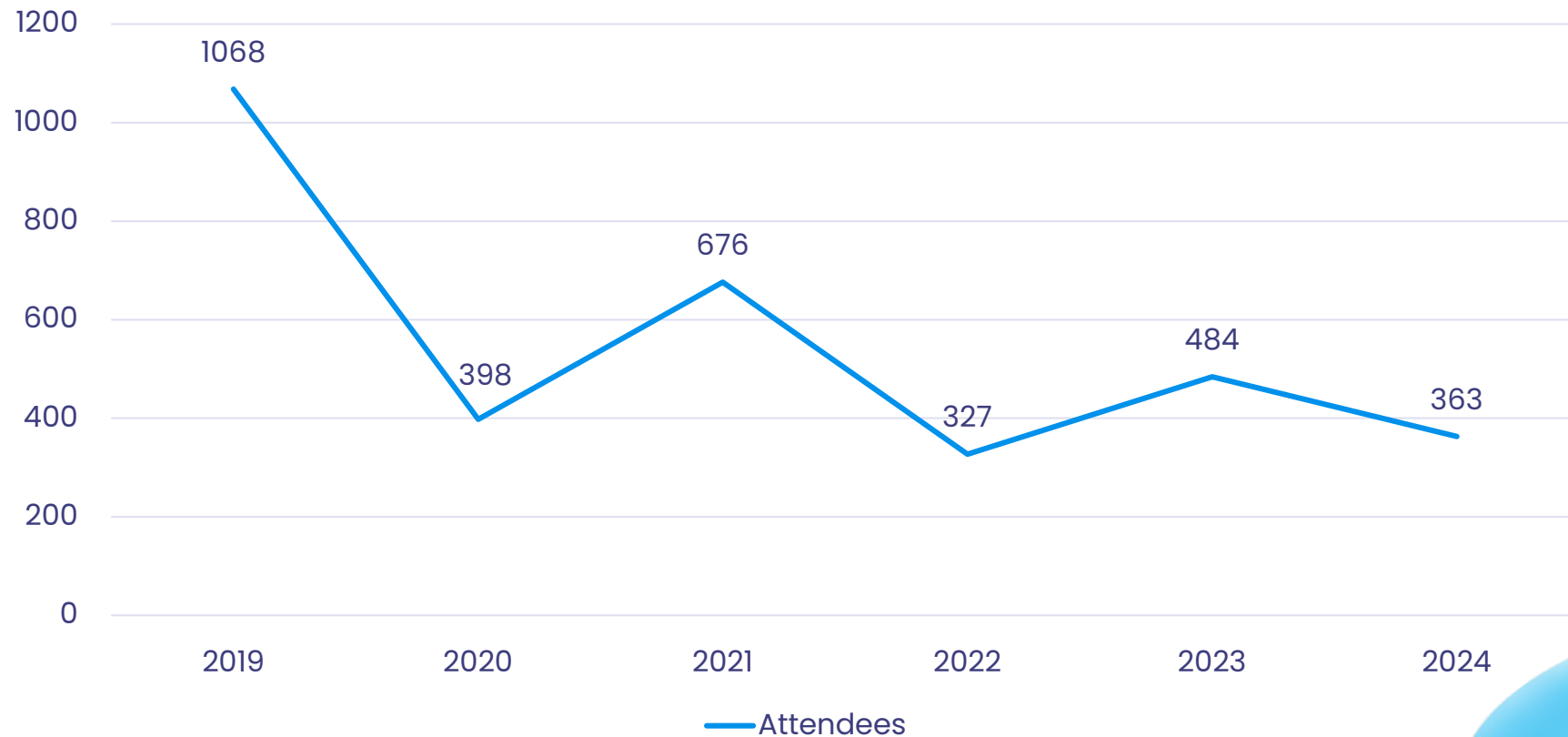
Memberships: \$46K
Conferences: \$27K
Learning & Dev: \$10K



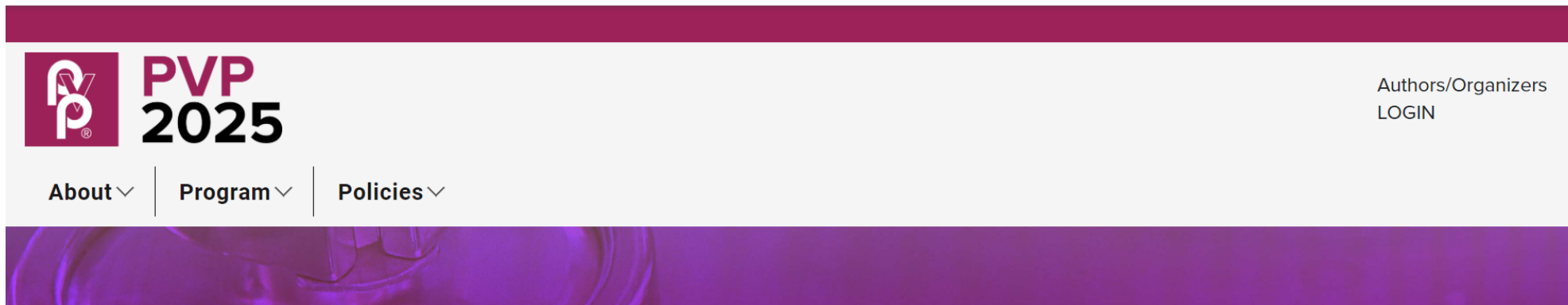
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Conference Attendance

Chinese Attendees at ASME Conferences, by Fiscal Year



Chinese Perspective on ASME Policy



[Pressure Vessels & Piping® Conference](#) > [Policies](#) > [Conflict in Ukraine](#)

Conflict in Ukraine

With respect to the conflict in Ukraine, we are unable to accept delegates from Russia or Belarus. Neither are we able to accept papers with authors or co-authors from institutions based in these countries. We will continue to monitor the situation with respect to official U.S. government sanctions and restrictions, as well as endeavoring to remain consistent with the global scientific and cultural communities' response to the ongoing conflict.



Challenges & Opportunities

- Political relationship between USA & China;
- Global geopolitical tensions and competition;
- Protectionism is prevalent globally;
- National pride in developing China's industry & SDOs;
- Strong competition from other countries;
- Dialogue mechanisms between two countries on topics such as climate change, health, and managing AI risks

Outlook for ASME's Future in China

- Potential for sustained revenue growth in China over the next 5 years;
- Conditional on status quo relationship between US/China;
- Considering complicated geopolitical and economic issues, stability is the most important factor.





Board of Governors Meeting Agenda Item Cover Memo

Date Submitted:	October 18, 2024
BOG Meeting Date:	November 17, 2024
To:	Board of Governors
From:	Anand Sethupathy, Chief Strategy Officer
Presented by:	Anand Sethupathy, Chief Strategy Officer
Agenda Title:	Industry Advisory Board Update

Agenda Item Executive Summary:

Updates for the Board of Governors on the current activities of the ASME Industry Advisory Board (IAB). These updates will include a revised mission, vision, and role description that the IAB has adopted.

Proposed motion for BOG Action: **None**

Attachment(s): IAB Presentation (IMECE 2024).pptx



ASME

IMECE[®] 2024

**International Mechanical
Engineering Congress & Exposition[®]**

Oregon Convention Center
Portland, OR

Industry Advisory Board Updates

ASME IMECE 2024

November 17, 2024

Anand Sethupathy, Chief Strategy Officer, ASME



Industry Advisory Board

- The Industry Advisory Board (IAB) has approximately 30 member organizations, from small entrepreneurial organizations to the largest and most influential engineering companies in the United States.
- Member groups align with ASME's strategic pillars to ensure members can provide insightful feedback on ASME initiatives.
- The IAB engagement leads to significant value for ASME in the form of deep insights into product/service roadmaps, connections to employment pathways for ASME constituents, and engagement with the ASME Foundation.



Industry Advisory Board Members

Listed below is the current roster of IAB members and their company affiliations.

IAB Executive Committee

Alexander Hoffs, Chair (PSM, a Hanwha Company)
Joseph Budzinski (Applied Plastics)
Anna Topol (IBM Research)

IAB Members

Jeffrey Abell (General Motors Research and Development)
Charles Becht (Becht Engineering)
Wafik Beydoun (International Association of Oil & Gas Producers)
Marcie Black (Advanced Silicon Group)
Michelle Blaise (AECOM)
Michael Bove (Hartford Steam Boiler Inspection & Insurance)
Joseph Buzzett (General Dynamics Ordnance & Tactical Systems)
Desmond Chan (Bechtel Power)
Steve Chisholm (The Boeing Company)
Jeremy Frank (KCF Technologies)
Paul Garbett (Siemens Energy)
Marcelino Gomes (PIPELINEBRAZIL)

IAB Board of Governors Liaison: Alma Fallon

IAB Members (cont.)

Adam Hamilton (Southwest Research Institute)
Vivek Lall (General Atomics Global Corporation)
Curt Lefebvre (nDimensional)
Gina Lewis (Eastman Chemical)
Christopher Lorence (GE Aviation)
Pepi Maksimovic (Ansys, Committee on Sustainability liaison)
Cameron Martin (Westinghouse Electric Company)
Noel McCormick (McCormick Stevenson Engineering & Design)
John Miller (Siemens Digital Industries Software)
Victor Mullin (NY Transco)
Mark Palmer (Ansys)
Debra Pothier (Autodesk)
Mark Santschi (Sargent & Lundy)
Brian Welsey (United E&C)
Jeff Whelan (FirstStep Energy)
Neil Wilmshurst (EPRI)



IAB Mission & Vision Updates

The IAB recently updated its vision and mission. The updated language is referenced below.

IAB Mission: To provide ASME the insight of industry through the following activities:

- - Formulate, communicate, and advocate industry needs
- - Support ASME with industry-related initiatives
- - Sharing industry knowledge amongst IAB members

IAB Vision: Advise ASME on strategic initiatives to ensure that they align with future industry needs.



IAB Role Description Updates

The IAB recently updated the role description for its members.

Key takeaways:

- It is the responsibility of all IAB members to serve as a “connector” within their organizations. IAB members will champion ASME initiatives and product/service roadmaps with their employers and peers.
- Provide strategic advice and recommendations on key issues facing the engineering and science sectors and other matters relevant to ASME.
- Help identify and build relationships with key stakeholders in the engineering ecosystem (e.g., government agencies, academic institutions, industry leaders).
- Attend quarterly (or as designated) IAB meetings and actively participate in discussions; when unable to attend, agree to send a delegate of similar caliber to the IAB member.



IAB Listening Tour 2024

A listening tour was recently conducted with IAB members to better understand their needs.

Key takeaways:

- The greatest value members derive is the ability to give back to ASME, network with their peers, and better understand industry pain points.
- IAB members would like to focus on workforce development, AI, and sustainability for future meeting topics.
- IAB members are interested in hearing from a variety of speakers including industry, government, and academia.



IAB Latest Meeting

The IAB most recently met in Albany, NY on Oct. 28th and 29th. The agenda is outlined below.

Topic	Description
You Spoke, We Listened: How Your Input Impacted ASME	Discussion led by Kathleen Kosmoski (ASME) focusing on the different workforce development opportunities that ASME is focused on.
Developing Expert Research Talent at GE Aerospace	Presentation from Tiffany Westendorf (Edison Program Leader, GE)
The University of Albany Center for AI Plus Institute	Presentation from Thenkurussi “Kesh” Kesavadas (Vice President for Research & Economic Development, UAlbany)
Building the Engineering Climate Workforce: Challenges & Opportunities	Presentation from Iana Aranda (ASME), Lisa Frantzen (Associate Director, Evaluation and Learning, TCC Group) and Kathleen O’Connor (Consultant, Evaluation and Learning, TCC Group)
Quantum Computing	David Raften, Technology Specialist & Business Development Partner, IBM Quantum Ambassador, IBM
ASME/Autodesk Partnership	Debra Pothier Senior Manager, GTM Strategist for AEC & MFG, Autodesk



IAB Path Forward

- Continue bi-directional value-added relationship with IAB members
- Ensure that each IAB member has consistent touchpoints in between meetings to solidify relationships and ensure that meeting themes match their interests.
- Emphasize IAB members role to operate as a connector within their organizations on a quarterly basis by providing calls to action for ASME programming at in-person & virtual meetings.
- Plan to onboard additional companies in FY26 with members who align with our mission and vision. We will focus on senior executives or members of companies who have the desire to create change within their organizations.
- Develop an IAB for India and ensure connectivity between IAB India and IAB



Thank you! Questions?





Board of Governors Meeting Agenda Item Cover Memo

Date Submitted:	October 30, 2024
BOG Meeting Date:	November 17, 2024
To:	Board of Governors
From:	Governance Staff
Agenda Title:	Amendments To By-Law 5.2 and Committee on Finance and Investments

Agenda Item Executive Summary:

The Board of Governors has requested that the staff revise By-Law 5.2 to provide for a Committee of Finance and Investment. In the course of this work, it was determined that further revisions were necessary to accommodate changes in New York law. The change in NY law relates to the adoption of new terminology that distinguishes between Board Committees (which can only consist of board members) and committees of the corporation which can include non-board members. These are the two types of committees permitted under NY law. The following is a summary of the changes.

A new provision identifies and defines Board Committees and is based on language in the applicable NY statute. (section 5.2.2). The four Board Committees are the Audit Committee, Executive Committee, the Committee on Executive Director/CEO Evaluation and Staff Compensation, and the new Committee on Finance and Investment. The duties of the Audit, Executive Committee and EDESC are largely unchanged except with respect to membership on the committees which is now limited solely to board members as required by NY law. The language has been modified as appropriate to provide that non-board members may attend meetings as advisors but are not committee members and cannot vote. In addition, the Audit Committee provision has been modified to include meetings in executive session.

There is a new provision (section 5.2.3) that describes the committees of the corporation, which again reflects statutory language. These committees continue without substantive change.

The overall structure of the By-Law has changed to make clear the distinction between board committees and committees of the corporation. The Board Committees are described first, and the committees of the corporation follow. Much of the redline reflects the changing of the order of the committees in the By-Law not substantive revisions. Because of the movement of the committees in the By-Law the redline is complicated and may be difficult to follow. For reference, the current non-revised version of By-Law 5.2. is available for review on our website at <https://www.asme.org/getmedia/236b67a1->

[da01-4554-b708-2bdb69c2ca56/b5-2-sectors-and-committees-reporting-to-the-board-of-governors_1.pdf](#)

Finally, the Retirement Plan Committee has been amended to specify that the HR member on the committee should be the Chief Human Resource Officer.

Proposed motion for BOG Action:

To approve for first reading changes to By-Law 5.2 “Sectors and Committees Reporting to the Board of Governors.” Staff is directed to revise the other By-Laws and Society Policies to reflect the change in nomenclature from the Committee on Finance to the Committee on Finance and Investment.

Attachment(s):

Clean version of Bylaw 5.2 as amended.
Redlined version of Bylaw 5.2

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

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

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

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

- B5.2.2 The Board of Governors has established the following committees of the Board, each of which shall consist of three or more Governors and which shall report directly to the Board of Governors: Executive Committee, Committee on Finance and Investment, Audit Committee, and Committee on Executive Director/CEO Evaluation and Staff Compensation. Each committee of the Board shall have such power and authority as the Board of Governors shall specify in these By-Laws or a Board resolution and as permitted by law, except that no such committee shall have authority as to the following matters: (i) the submission to members of any action requiring members' approval under New York law or these By-Laws; (ii) the filling of vacancies in the Board or in any committee; (iii) the fixing of compensation of the Governors for serving on the Board or on any committee; (iv) the amendment or repeal of the By-Laws or the adoption of new By-Laws; (v) the amendment or repeal of any resolution of the Board which by its terms cannot be so amended or repealed; (vi) the election or removal of Governors and officers; (vii) the approval of a merger or plan of dissolution; (viii) the adoption of a resolution recommending to the members action on the sale, lease, exchange or other disposition of all or substantially all of the Society's assets; (ix) the purchase, sale, mortgage or lease of real property of the Society if the property constitutes, or would constitute, all or substantially all of the assets of the Society; or (x) the approval of amendments to the Society's certificate of incorporation. The Board shall appoint, by majority vote at a meeting at which a quorum is present, the members of all Board committees, except for the Executive Committee, whose members must be appointed by a majority vote of the Entire Board of Governors. All committees of the Board shall consist exclusively of Governors; provided, however, that the Board or a committee of the Board may designate one or more members of the Society's management and/or other individuals to serve in an advisory capacity to such committee and who may attend and participate in meetings of the committee (if invited by the committee) but who shall not have the right to vote or deliberate on matters before the committee.

- B5.2.2.1 The Executive Committee shall act on behalf of the Board of Governors between Board of Governors meetings, its authority limited to those matters specifically provided for in these By-Laws and specifically delegated to it, consistent with applicable law, by the Board of Governors from time to time. All such actions shall be ratified by the Board of Governors at its next scheduled meeting. The Executive Committee shall have

responsibility to accept grants, gifts or bequests in accordance with By-Law B4.4.4. The Executive Committee shall meet from time to time as deemed necessary by the Committee. The Executive Committee shall have responsibility for overseeing the Scholarship Committee and Old Guard Committee.

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

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

The Committee on Finance and Investment shall consist of at least three Elected Governors annually selected by the Board of Governors. Such Governors shall be selected by the Board of Governors at the first meeting of the fiscal year and shall consist solely of "independent" members of the Board as defined under Section 102 (a) (21) of the New York Not-for-Profit Corporation Law. The Chair of the Committee shall be appointed by the Board from among the Committee members and shall preside at meetings of the Committee and shall have authority to convene meetings, set agendas for meetings, and determine the Committee's information needs, except as otherwise provided by the Board or the Committee. The Treasurer, Assistant Treasurer and Chief Financial Officer may participate in meetings of the Committee on Finance and Investment at the request of the Chair of the Committee but shall not be counted towards the presence of a quorum and shall not have the right to vote on any matter before the Committee.

- B5.2.2.3 The Audit Committee, under the direction of the Board of Governors, shall have responsibility for overseeing the accounting and financial reporting process of the Society and the audit of its financial statements and report its activities to the Board. The Committee will be responsible for overseeing the adoption and implementation of, and compliance with, the Society Policies on whistleblowers and conflicts of interest. The Committee will annually

consider the performance and independence of the independent auditor and recommend retaining or renewing the retention of the independent auditor to the Board. The Committee will liaise with the independent auditor prior to the commencement of the audit and upon completion of the audit, review and discuss the audit results and any related management letter with the auditor, including:

- (a) any material risks and weaknesses in internal controls identified by the auditor;
- (b) any restrictions on the scope of the auditor's activities or access to requested information;
- (c) any significant disagreements between the auditor and management; and
- (d) the adequacy of the Society's accounting and financial reporting processes.

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

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

B5.2.2.4 The Committee on Executive Director/CEO Evaluation and Staff Compensation, under the direction of the Board of Governors, shall have responsibility for making recommendations to the Board regarding the Executive Director/CEO's performance planning and evaluation and for making recommendations to the Board regarding the Executive Director/CEO's compensation, including salary and bonus recommendations.

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

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

The Committee on Executive Director/CEO Evaluation and Staff Compensation shall consist of the President, and three Elected Governors (serving staggered terms on the Board). The President shall nominate an incoming first year Elected Governor for appointment by the Board. The Chair of the Committee shall be the senior Governor, and the Vice Chair shall be the second-most senior Governor. The Elected Governors shall serve a three-year term unless their term on the Board of Governors expires earlier than three years.

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

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

B5.2.3.1 The Committee on Organization and Rules, under the direction of the Board of Governors, shall have responsibility for ensuring that the Society is organized and supplied with qualified leadership to serve the current and anticipated future needs of the membership, and shall reexamine regularly the Constitution, By-Laws and Policies of the Society. The Committee on Organization and Rules shall select its own Chair and Vice Chair. Its membership shall be determined by the Board of Governors. The President may select a Governor to serve as Liaison to the Committee during their Presidential term.

B5.2.3.2 The Committee of Past Presidents, under the direction of the Board of Governors, shall have responsibility for electing Fellows, overseeing the ethical practice of engineering, and providing guidance on matters where its experience may be useful, upon request by the President, Board of Governors, and other units of the Society. The Committee of Past Presidents shall select its own Chair and Vice Chair. Its membership shall consist of all living Past Presidents, unless the Board of Governors, Executive Committee or Ethics Committee makes a finding that results in the censure, expulsion, suspension or other disciplinary action of a Past President involving the following conduct:

- (a) violation or attempted violation of the Society Policies with respect to Ethics, Code of Conduct or Discrimination and Discriminatory Harassment, knowingly assisting or inducing another to violate or attempt to violate the Society Policies with respect to Ethics, Code of Conduct, or Discrimination and Discriminatory Harassment, or doing so through the acts of another;
- (b) illegal conduct that adversely reflects on the Past President's honesty, trustworthiness or fitness to serve ASME in a position of trust;
- (c) conduct involving breach of fiduciary duty, dishonesty, fraud, deceit or misrepresentation; or
- (d) other conduct that is or reasonably could be harmful to the reputation and administration of the Society.

Disciplinary action for conduct described in B5.2.3.2 (a) through (d) shall render a Past President ineligible for membership on the Committee of Past Presidents and shall result in the expulsion from the Committee of any current member of the Committee of Past Presidents.

B5.2.3.3 The Committee on Sustainability, under the direction of the Board of Governors, shall have responsibility for recommending to the Board of Governors a climate and sustainability strategy for the Society. The Committee on Sustainability shall select its own Chair and Vice Chair. Its membership shall be determined annually by the Board of Governors. The President may select a Governor to serve as Liaison to the Board during their Presidential term.

B5.2.3.4 The Philanthropy Committee, under the direction of the Board of Governors, shall have responsibility for advising the Board of Governors and assisting the Society in connection with fundraising activities and philanthropic programs carried out using the Society's name

or other resources. The Philanthropy Committee shall select its own Chair and Vice Chair. The ASME Executive Director/CEO, the ASME Managing Director of Philanthropy and the ASME Managing Director of Programs shall be ex officio members of the Committee without vote. Other members shall be determined by the Board of Governors. The President may select a Governor to serve as Liaison to the Committee during their Presidential term.

- B5.2.3.5 The Diversity, Equity and Inclusion Strategy Committee, under the direction of the Board of Governors, shall have responsibility for providing insight and advice into promoting diversity, equity and inclusion within ASME and mechanical engineering. The Diversity, Equity and Inclusion Strategy Committee shall select its own Chair and Vice Chair. Its membership shall be determined annually by the Board of Governors. The President may select a Governor to serve as Liaison to the Committee during their Presidential term.
- B5.2.3.6 The Industry Advisory Board, under the direction of the Board of Governors, shall have responsibility for providing a voice for industry within ASME through the communication of the needs of engineers that are engaged in industry. The Industry Advisory Board shall select its own Chair and Vice Chair. Its membership shall be determined annually by the Board of Governors. The President may select a Governor to serve as Liaison to the Board during their Presidential term.
- B5.2.3.7 The Volunteer Orientation and Leadership Training Academy, under the direction of the Board of Governors, shall have responsibility for developing ASME's volunteer leadership. VOLT's programmatic offerings extend to volunteers serving throughout the Society at all levels. The Volunteer Orientation and Leadership Training Academy shall select its own Chair and Vice Chair. Its membership shall be determined by the Board of Governors. The President may select a Governor to serve as Liaison to the Academy during their Presidential term.
- B5.2.3.8 The History and Heritage Committee, under the direction of the Board of Governors, shall have responsibility for the Historic Mechanical Engineering Landmark Program, maintaining records of notable mechanical engineering achievements and personalities, and other history and heritage activities within ASME and mechanical engineering. The History and Heritage Committee shall select its own Chair and Vice Chair. Its membership shall be determined annually by the Board of Governors. The President may select a Governor to serve as Liaison to the Board during their Presidential term.
- B5.2.3.9 The Committee on Honors, under the direction of the Board of Governors, shall have responsibility for recommending properly selected candidates for honors, medals, Honorary Members, and awards, and as required shall recommend recipients of joint awards, all subject to approval by the Board of Governors. However, the Board may delegate to the Committee on Honors the power to approve candidates for any honor, medal or award other than Honorary Member or ASME Medalist. The Committee on Honors shall select its own Chair and Vice Chair. Its membership shall be determined by the Board of Governors. The Chair of the General Awards Committee shall be an ex officio member with vote. The President may select a Governor to serve as Liaison to the Committee during their Presidential term. The General Awards Committee, under the direction of the Committee on Honors, shall seek candidates for all honors and awards except Honorary Members, the ASME Medal, and group-level awards, and shall screen nominations and make recommendations to the Committee on Honors. The General Awards Committee shall consist of a Chair, a Vice Chair and a membership as determined by the Committee on Honors. Other Society award committees, including special award committees, shall in accordance with the policies and procedures administered by the Committee on Honors, seek nominees for honors in their several areas of interest, shall screen nominations, and make recommendations to the Committee on Honors.

- B5.2.3.10 The Scholarship Committee, under the direction of the Executive Committee, shall have responsibility for selecting recipients of ASME scholarships, approving the establishment of new scholarships, and other activities related to ASME scholarships. The Scholarship Committee shall consist of a Chair, a Vice Chair, and a membership as determined by the Executive Committee.
- B5.2.3.11 The Old Guard Committee, under the direction of the Executive Committee, shall have responsibility for administration of its competitions and awards. The Old Guard Committee shall consist of a Chair, a Vice Chair, and a membership as determined by the Executive Committee.
- B5.2.4 The Retirement Plan Committee, under the direction of the Committee on Executive Director/CEO Evaluation and Staff Compensation, shall have responsibility, as specified in the ASME Thrift Plan, the ASME Defined Contribution (DC) Plan, the ASME 457(b) Plan, and the ASME 401(k) Plan documents, including to act as Plan Administrator and Named Fiduciary for such plans and assume such responsibilities as developing investment policy statements, selecting and monitoring investment choices, benchmarking Plan administration expenses and investment plan administrators performance and selecting, appointing and retaining plan investment, governance and plan administration compliance advisors, as well as having the power to make ministerial and technically required plan amendments.

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

The ASME Staff members of the Committee may be members with vote for as long as they hold the positions described in this By-Law B5.2.4.

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

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

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

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

B5.2.2 The Board of Governors has established the following committees of the Board, each of which shall consist of three or more Governors and which shall report directly to the Board of Governors: Executive Committee, Committee on Finance and Investment, Audit Committee, and Committee on Executive Director/CEO Evaluation and Staff Compensation. Each committee of the Board shall have such power and authority as the Board of Governors shall specify in these By-Laws or a Board resolution and as permitted by law, except that no such committee shall have authority as to the following matters: (i) the submission to members of any action requiring members' approval under New York law or these By-Laws; (ii) the filling of vacancies in the Board or in any committee; (iii) the fixing of compensation of the Governors for serving on the Board or on any committee; (iv) the amendment or repeal of the By-Laws or the adoption of new By-Laws; (v) the amendment or repeal of any resolution of the Board which by its terms cannot be so amended or repealed; (vi) the election or removal of Governors and officers; (vii) the approval of a merger or plan of dissolution; (viii) the adoption of a resolution recommending to the members action on the sale, lease, exchange or other disposition of all or substantially all of the Society's assets; (ix) the purchase, sale, mortgage or lease of real property of the Society if the property constitutes, or would constitute, all or substantially all of the assets of the Society; or (x) the approval of amendments to the Society's certificate of incorporation. The Board shall appoint, by majority vote at a meeting at which a quorum is present, the members of all Board committees, except for the Executive Committee, whose members must be appointed by a majority vote of the Entire Board of Governors. All committees of the Board shall consist exclusively of Governors; provided, however, that the Board or a committee of the Board may designate one or more members of the Society's management and/or other individuals to serve in an advisory capacity to such committee and who may attend and participate in meetings of the committee (if invited by the committee) but who shall not have the right to vote or deliberate on matters before the committee.

~~B5.2.2 The following Standing Committees shall report to the Board of Governors and shall be appointed by the Board as determined in the By Laws: Executive Committee, Committee on Organization and Rules, Committee on Finance, Audit Committee, Committee on~~

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~~Executive Director/CEO Evaluation and Staff Compensation, Committee on Honors, Committee of Past Presidents, Philanthropy Committee, Diversity, Equity and Inclusion Strategy Committee, Industry Advisory Board, Volunteer Orientation and Leadership Training Academy, History and Heritage Committee, and Committee on Sustainability. 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.~~

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B5.2.23.1 The Executive Committee shall act on behalf of the Board of Governors between Board of Governors meetings, its authority limited to those matters specifically provided for in these By-Laws and specifically delegated to it, consistent with applicable law, by the Board of Governors from time to time. All such actions shall be ratified by the Board of Governors at its next scheduled meeting. The Executive Committee shall have responsibility to accept grants, gifts or bequests in accordance with By-Law B4.4.4. The Executive Committee shall meet from time to time as deemed necessary by the Committee. The Executive Committee shall have responsibility for overseeing the Scholarship Committee and Old Guard Committee.

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

~~B5.2.3.3 The Scholarship Committee, under the direction of the Executive Committee, shall have responsibility for selecting recipients of ASME scholarships, approving the establishment of new scholarships, and other activities related to ASME scholarships.~~

~~The Scholarship Committee shall consist of a Chair, a Vice Chair, and a membership as determined by the Executive Committee.~~

~~B5.2.3.4 The Old Guard Committee, under the direction of the Executive Committee, shall have responsibility for administration of its competitions and awards.~~

~~The Old Guard Committee shall consist of a Chair, a Vice Chair, and a membership as determined by the Executive Committee.~~

~~B5.2.4.1 The Committee on Organization and Rules, under the direction of the Board of Governors, shall have responsibility for ensuring that the Society is organized and supplied with qualified leadership to serve the current and anticipated future needs of the membership, and shall reexamine regularly the Constitution, By-Laws and Policies of the Society.~~

~~B5.2.4.2 The Committee on Organization and Rules shall select its own Chair and Vice Chair. Its membership shall be determined by the Board of Governors. The President may~~

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~~select a Governor to serve as Liaison to the Committee during their Presidential term.~~

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

~~B5.2.5.1 The Committee on Finance, under the direction of the Board of Governors, shall have responsibility for supervising the financial affairs of the Society and supporting the Board and its committees by conducting an annual review of the Society's budgets.~~

The Committee on Finance and Investment shall consist of at least three Elected Governors annually selected by the Board of Governors. Such Governors shall be selected by the Board of Governors at the first meeting of the fiscal year and shall consist solely of "independent" members of the Board as defined under Section 102 (a) (21) of the New York Not-for-Profit Corporation Law. The Chair of the Committee shall be appointed by the Board from among the Committee members and shall preside at meetings of the Committee and shall have authority to convene meetings, set agendas for meetings, and determine the Committee's information needs, except as otherwise provided by the Board or the Committee. The Treasurer, Assistant Treasurer and Chief Financial Officer may participate in meetings of the Committee on Finance and Investment at the request of the Chair of the Committee but shall not be counted towards the presence of a quorum and shall not have the right to vote on any matter before the Committee.

B5.2.2.3 The Audit Committee, under the direction of the Board of Governors, shall have responsibility for overseeing the accounting and financial reporting process of the Society and the audit of its financial statements and report its activities to the Board. The Committee will be responsible for overseeing the adoption and implementation of, and compliance with, the Society Policies on whistleblowers and conflicts of interest. The Committee will annually consider the performance and independence of the independent auditor and recommend retaining or renewing the retention of the independent auditor to the Board. The Committee will liaise with the independent auditor prior to the commencement of the audit and upon completion of the audit, review and discuss the audit results and any related management letter with the auditor, including:

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

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

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- (c) any significant disagreements between the auditor and management; and
- (d) the adequacy of the Society's accounting and financial reporting processes.

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

The Treasurer, Assistant Treasurer and Chief Financial Officer may participate in meetings of the Audit Committee at the request of the Chair of the Committee but shall not be counted towards the presence of a quorum and shall not have the right to vote on any matter before the Committee. The Audit Committee shall meet in executive session, including with the independent auditor, as the Audit Committee deems necessary or appropriate. B5-2-5-2
~~The Committee on Finance shall consist of four members at large (serving staggered terms on the Committee), the Treasurer, the Chief Financial Officer and the Assistant Treasurer, if any. At least one but not more than two at large members shall have previously served on the Board of Governors. At the first meeting of the fiscal year, the Committee shall select its Chair from among its members at large.~~

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

The President shall nominate an incoming first-year Elected Governor for appointment by the Board. Audit Committee members shall serve a three-year term unless their term on the Board of Governors expires earlier than three years.

B5.2.2.46.1 The Committee on Executive Director/CEO Evaluation and Staff Compensation, under the direction of the Board of Governors, shall have responsibility for making recommendations to the Board regarding the Executive Director/CEO's performance planning and evaluation and for making recommendations to the Board regarding the Executive Director/CEO's compensation, including salary and bonus recommendations.

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

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

B5-2-6-2 ~~The Committee on Executive Director/CEO Evaluation and Staff Compensation shall consist of the President, and three ~~current~~ Elected Governors (serving staggered terms on the Board). The President shall nominate an incoming first year Elected Governor for appointment by the Board. ~~The Chair~~ The President shall serve as an ex officio member of the Committee with vote. ~~The Chair~~ shall be the senior~~

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Governor, and the Vice Chair shall be the second-most senior Governor. The Elected Governors shall serve a three-year term unless their term on the Board of Governors expires earlier than three years.

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B5.2.3 The Board of Governors has established the following "committees of the corporation" in accordance with Section 712(e) of the New York Not-for-Profit Corporation Law to carry out such advisory functions as the Board shall specify in these By-Laws or a Board resolution and as permitted by law: Committee on Organization and Rules, Committee of Past Presidents, Philanthropy Committee, Diversity, Equity and Inclusion Strategy Committee, Industry Advisory Board, Volunteer Orientation and Leadership Training Academy, History and Heritage Committee, Committee on Sustainability, Committee on Honors, Scholarship Committee and Old Guard Committee. Each committee of the corporation shall maintain its own operation guide as prescribed by Society Policy or by the Board of Governors. The Board of Governors shall designate the members of each committee of the corporation. The members of a committee of the corporation need not be Governors or officers of the Society. A committee of the corporation will not have the authority to bind the Board of Governors or the Society.

B5.2.3.1 The Committee on Organization and Rules, under the direction of the Board of Governors, shall have responsibility for ensuring that the Society is organized and supplied with qualified leadership to serve the current and anticipated future needs of the membership, and shall reexamine regularly the Constitution, By-Laws and Policies of the Society. ~~B5.2.6.3~~
~~—The Retirement Plan Committee, under the direction of the Committee on Executive Director/CEO Evaluation and Staff Compensation, shall have responsibility, as specified in the ASME Thrift Plan, the ASME Defined Contribution (DC) Plan, the ASME 457(b) Plan, and the ASME 401(k) Plan documents, including to act as Plan Administrator and Named Fiduciary for such plans and assume such responsibilities as developing investment policy statements, selecting and monitoring investment choices, benchmarking Plan administration expenses and investment plan administrators performance and selecting, appointing and retaining plan investment, governance and plan administration compliance advisors, as well as having the power to make ministerial and technically required plan amendments.~~

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

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

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

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B5.2.3.2 The Committee of Past Presidents, under the direction of the Board of Governors, shall have responsibility for electing Fellows, overseeing the ethical practice of engineering, and providing guidance on matters where its experience may be useful, upon request by the President, Board of Governors, and other units of the Society. The Committee of Past Presidents shall select its own Chair and Vice Chair. Its membership shall consist of all living Past Presidents, unless the Board of Governors, Executive Committee or Ethics Committee makes a finding that results in the censure, expulsion, suspension or other disciplinary action of a Past President involving the following conduct:

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- (a) violation or attempted violation of the Society Policies with respect to Ethics, Code of Conduct or Discrimination and Discriminatory Harassment, knowingly assisting or inducing another to violate or attempt to violate the Society Policies with respect to Ethics, Code of Conduct, or Discrimination and Discriminatory Harassment, or doing so through the acts of another;
- (b) illegal conduct that adversely reflects on the Past President's honesty, trustworthiness or fitness to serve ASME in a position of trust;
- (c) conduct involving breach of fiduciary duty, dishonesty, fraud, deceit or misrepresentation; or
- (d) other conduct that is or reasonably could be harmful to the reputation and administration of the Society.

Disciplinary action for conduct described in B5.2.3.2 (a) through (d) shall render a Past President ineligible for membership on the Committee of Past Presidents and shall result in the expulsion from the Committee of any current member of the Committee of Past Presidents.

B5.2.3.3 The Committee on Sustainability, under the direction of the Board of Governors, shall have responsibility for recommending to the Board of Governors a climate and sustainability strategy for the Society. The Committee on Sustainability shall select its own Chair and Vice Chair. Its membership shall be determined annually by the Board of Governors. The President may select a Governor to serve as Liaison to the Board during their Presidential term.

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B5.2.3.4 The Philanthropy Committee, under the direction of the Board of Governors, shall have responsibility for advising the Board of Governors and assisting the Society in connection with fundraising activities and philanthropic programs carried out using the Society's name or other resources. The Philanthropy Committee shall select its own Chair and Vice Chair. The ASME Executive Director/CEO, the ASME Managing Director of Philanthropy and the ASME Managing Director of Programs shall be ex officio members of the Committee without vote. Other members shall be determined by the Board of Governors. The President may select a Governor to serve as Liaison to the Committee during their Presidential term.

B5.2.3.5 The Diversity, Equity and Inclusion Strategy Committee, under the direction of the Board of Governors, shall have responsibility for providing insight and advice into promoting diversity, equity and inclusion within ASME and mechanical engineering. The Diversity, Equity and Inclusion Strategy Committee shall select its own Chair and Vice Chair. Its membership shall be determined annually by the Board of Governors. The President may select a Governor to serve as Liaison to the Committee during their Presidential term.

B5.2.3.6 The Industry Advisory Board, under the direction of the Board of Governors, shall have responsibility for providing a voice for industry within ASME through the communication of the needs of engineers that are engaged in industry. The Industry Advisory Board shall select its own Chair and Vice Chair. Its membership shall be determined annually by the Board of Governors. The President may select a Governor to serve as Liaison to the Board during their Presidential term.

B5.2.3.7 The Volunteer Orientation and Leadership Training Academy, under the direction of the Board of Governors, shall have responsibility for developing ASME's volunteer leadership. VOLT's programmatic offerings extend to volunteers serving throughout the Society at all levels. The Volunteer Orientation and Leadership Training Academy

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shall select its own Chair and Vice Chair. Its membership shall be determined by the Board of Governors. The President may select a Governor to serve as Liaison to the Academy during their Presidential term.

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B5.2.3.8 The History and Heritage Committee, under the direction of the Board of Governors, shall have responsibility for the Historic Mechanical Engineering Landmark Program, maintaining records of notable mechanical engineering achievements and personalities, and other history and heritage activities within ASME and mechanical engineering. The History and Heritage Committee shall select its own Chair and Vice Chair. Its membership shall be determined annually by the Board of Governors. The President may select a Governor to serve as Liaison to the Board during their Presidential term.

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B5.2.3.97-4 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.

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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 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.

B5.2.3.108-4, The Scholarship Committee of Past Presidents, under the direction of the Executive Committee Board of Governors, shall have responsibility for selecting recipients of ASME scholarships, approving electing Fellows, overseeing the establishment of new scholarshipsethical practice of engineering, and providing guidance on matters where its experience may be useful, upon request by the President, Board of Governors, and other activities related to ASME scholarships. units of the Society.

B5.2.8.2 The Scholarship Committee of Past Presidents shall consist of aselect its own Chair, a Vice Chair, and a- Its membership as determined by the shall consist of all living Past Presidents, unless the Board of Governors, Executive Committee or Ethics Committee, makes a finding that results in the censure, expulsion, suspension or other disciplinary action of a Past President involving the following conduct;

(a) violation or attempted violation of the Society Policies with respect to Ethics, Code of Conduct or Discrimination and Discriminatory Harassment, knowingly assisting or inducing

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~~another to violate or attempt to violate the Society Policies with respect to Ethics, Code of Conduct, or Discrimination and Discriminatory Harassment, or doing so through the acts of another;~~

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

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

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

~~Disciplinary action for conduct described in B5.2.3.118.2 (a) through (d) shall render a Past President ineligible for membership on the Committee of Past Presidents and shall result in the expulsion from the Committee of any current member of the Committee of Past Presidents.~~

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~~B5.2.9.1. The Old Guard Audit Committee, under the direction of the Executive Committee Board of Governors, shall have responsibility for administration of overseeing the accounting and financial reporting process of the Society and the audit of its competitions and awards financial statements and report its activities to the Board. The Old Guard 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:~~

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~~(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 a Chair, a Vice Chair, and a membership three current Elected Governors (serving staggered terms on the Board) who serve as voting members. The Committee membership is determined by the Executive Committee 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.~~

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~~B5.2.4 The Treasurer shall be an ex officio member of the Committee without vote. The Chief Financial Officer and the Assistant Treasurer shall be ex officio members of the Committee without vote. The President shall nominate an incoming first year Elected Governor for appointment by the Board. Retirement Plan The Governors shall serve a three year term unless their term on the Board of Governors expires earlier than three years.~~

~~B5.2.10.1 The Philanthropy Committee, under the direction of the Committee on Executive Director/CEO Evaluation and Staff Compensation Board of Governors, shall have responsibility, as specified in the ASME Thrift Plan 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.~~

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~~B5.2.10.2 The Philanthropy Committee shall select its own Chair and Vice Chair. The ASME Executive Director/CEO, the ASME Defined Contribution (DC) Plan, Managing Director of Philanthropy and the ASME 457(b) Plan, and the Managing Director of Programs shall be ex-officio members of the Committee without vote. Other members shall be determined by the Board of Governors. The President may select a Governor to serve as Liaison to the Committee during their Presidential term.~~

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~~B5.2.11.1 The Diversity, Equity and Inclusion Strategy Committee, under the direction of the Board of Governors, shall have responsibility for providing insight and advice into promoting diversity, equity and inclusion within ASME 401(k) Plan documents, including to act and mechanical engineering.~~

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~~B5.2.11.2 The Diversity, Equity and Inclusion Strategy Committee shall select its own Chair and Vice Chair. Its membership shall be determined by the Board of Governors. The President may select a Governor to serve as Liaison to the Committee during their Presidential term.~~

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~~B5.2.12.1 The Industry Advisory Board, under the direction of the Board of Governors, shall have responsibility for providing a voice for industry within ASME through the communication of the needs of engineers that are engaged in industry.~~

~~B5.2.12.2 The Industry Advisory Board shall select its own Chair and Vice Chair. Its membership shall be determined annually by the Board of Governors. The President may select a Governor to serve as Liaison to the Board during their Presidential term.~~

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~~B5.2.13.1 The Volunteer Orientation and Leadership Training Academy, under the direction of the Board of Governors, shall have responsibility for developing ASME's volunteer leadership. VOLT's programmatic offerings extend to volunteers serving throughout the Society at all levels.~~

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~~B5.2.13.2 The Volunteer Orientation and Leadership Training Academy shall select its own Chair and Vice Chair. Its membership shall be determined by the Board of Governors. The President may select a Governor to serve as Liaison to the Academy during their Presidential term.~~

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~~B5.2.14.1 The History and Heritage Committee, under the direction of the Board of Governors, shall have responsibility for the Historic Mechanical Engineering Landmark Program, maintaining records of notable mechanical engineering achievements and personalities, and other history and heritage activities within ASME and mechanical engineering.~~

~~B5.2.14.2 The History and Heritage Committee shall select its own Chair and Vice Chair. Its membership shall be determined annually by the Board of Governors. The President may select a Governor to serve as Liaison to the Board during their Presidential term.~~

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~~B5.2.15.1 The Committee on Sustainability, under the direction of the Board of Governors, shall have responsibility for recommending to the Board of Governors a climate and sustainability strategy for the Society.~~

~~B5.2.15.2 The Committee on Sustainability shall select its own Chair and Vice Chair. Its membership shall be determined annually by the Board of Governors. The President may select a Governor to serve as Liaison to the Board during their Presidential term.~~

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The Retirement Plan Committee shall consist of four members: two members of the

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Executive Management Team, the Chief Human Resources Officer one member of the Human Resources Department and one Volunteer member selected by the EDESC. The three staff members will be nominated by the Executive Director/CEO and appointed at the discretion of the EDESC.

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The ASME Staff members of the Committee may be members with vote for as long as they hold the positions described in this By-Law B5.2.4.



FY2025 ASME PHILANTHROPY EVENTS

CALENDAR

We are pleased to present the **Fiscal Year 2025** Calendar of Events for ASME Philanthropy. As ASME Volunteer Leaders, we welcome your engagement, participation, and support at these events to demonstrate your dedication to strengthening our community and advancing ASME's mission.

2024

NOVEMBER

- 14 Fundraiser Hosted by Mr. and Mrs. Patrick Vieth, ASME BOG Member
Bonita Springs, Florida | 6:00 – 9:00 PM
[› Add to Outlook Calendar](#) | [› Contact Us to RSVP](#)

2025

FEBRUARY

Houston, We Have A Solution: ASME Foundation Celebrates E-Week 2025
[› Add to Outlook Calendar](#) | RSVP, Ticketing, and Sponsorships Will Open in September 2024

- 19 EFx Event (*Tentative*)
Houston, Texas
- 20 Evening Reception Honoring Kenneth Warren, (ret.) VP of Engineering, ExxonMobil with the ASME Holley Medal
The Woodlands Resort, 6:00 – 9:00 PM | The Woodlands, Texas
- 21 Top Golf Fundraiser Hosted by Jared Oehring, ASME BOG Member
Top Golf – Spring, 6:00 – 9:00 PM | Spring, Texas
- 22 K-12 STEM Event (*Tentative*)
Houston, Texas

2025

MARCH

- 20 Reinventing the Future 2025
Howard University Armour J. Blackburn Center, 6:00 – 10:00 PM | Washington, D.C.
[› Add to Outlook Calendar](#) | Tickets, Tables & Sponsorships will be available for purchase this Fall

2025

MAY

- 1 Optimism Engineered 2025
Mandarin Oriental, 6:00 – 10:00 PM | New York City, NY
[› Add to Outlook Calendar](#) | Tickets, Tables & Sponsorships will be available for purchase this Fall

MARK YOUR CALENDARS AND JOIN US IN MAKING THIS YEAR IMPACTFUL.

[› VISIT OUR WEBSITE](#)

[› SUPPORT THE CAMPAIGN](#)

[› QUESTIONS? CONTACT US](#)



UPDATED: 8/15/2024