



ASME Board of Governors Operation Guide

September 2012

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0. Position Description

0.1 The Board

0.1.1 The Board – Collectively

0.1.1.1. The job of the Board is to represent the membership by setting strategic direction and determining and demanding appropriate organizational performance.

1. Role Within the Organization's Government:

The Board is charged with establishing the policies and procedures for the governance of the Society. Through the Constitution, By-Laws, Society Policies, procedures and assignments, the Board delegates day-to-day operations to other units of the Society.

2. General Expectations

a) Determine and support the organization's vision, mission and purpose as shown in Attachment G.

b) Further the objective of the organization by having knowledge of and an appreciation for issues facing engineers worldwide, and of ASME's markets and whom the organization serves.

c) Be proactive and devote the majority of its time to dealing with the future of the organization, set against but not over-analyzing the work of the past and the present.

d) Be knowledgeable of current programs so the organization can be prepared to embrace new programs and recognize those that are no longer strategically relevant must be retired.

e) Ensure, through strategic oversight, that the organization's resources are sufficient, are used efficiently, and lead to desired outcomes.

f) Conducts business in an open and collaborative manner, following accepted rules and procedures, to ensure results that advance the goals of the society.

3. Job outputs:

a) Strategic Oversight and Responsibilities:

➤ Reviewing programs and operations for their potential to further the organization's vision, mission and purpose.

➤ Identifying key indicators for tracking the organization's progress in determining, monitoring and strengthening programs and services.

➤ Approving and periodically reviewing, governing policies so that they are consistent with the organization's vision and mission and at the broadest level, address:

- ◆ Ends: Organizational products, impacts, benefits, outcomes, recipients, and their relative worth (what good, for which need, at what cost).
- ◆ Executive limitations: Constraints on executive authority that establish prudence and ethics boundaries within which all executive activity and decisions must take place.
- ◆ Governance process: Specification of how the Board conceives, carries out and monitors its own task.
- ◆ Board-staff linkage: How power is delegated and its proper use monitored; the Executive Director role, authority and accountability.
- ◆ Public policy: Process for addressing specific public policy issues.

b) Fiscal Oversight and Responsibilities:

- Ensuring adequate resources through a budget that reflects priorities in the strategic plan, using the advice and counsel of the Committee on Finance and Investment.
- Exercising prudence in the control, transfer, investment and disbursement of funds by providing proper financial oversight (fiduciary responsibility), using the advice and counsel of the Committee on Finance and Investment.

c) Operational Oversight and Responsibilities:

- Selecting the Executive Director and understanding the procedures for his or her succession.
- Maintaining a climate of mutual trust and respect between the Board and the Executive Director.
- Supporting and assessing the Executive Director's performance and determining his or her compensation.
- Selecting the Secretary, Assistant Secretary, the Treasurer, and Assistant Treasurer.
- Setting personal standards and instituting methods for maintaining legal and ethical integrity and accountability, using the advice and guidance of corporate and/or general counsel and the appropriate committees.
- Ensuring effective organizational planning through effective committee and task force structure and staffing, capitalizing on this to develop new leaders.

d) Communications Responsibilities:

- Having an open dialogue between the ASME leadership and its membership on policy issues.
- Enhancing the organization's public standing.
- Encouraging potential nominees to the Board who are clearly women and men of achievement and distinction and who can

make significant contributions to the work of the Board and to the organization's goals.

- Achieving harmony with ASME Foundation and ASME Auxiliary through understanding of respective roles and coordination of planning.
- Orienting new Board members and assessing and reporting Board performance.

0.1.2 The Board – Individual Members

0.1.2.1. Prospective and incumbent Board members should be prepared to accept and practice the core values of the organization and support the vision and mission. In addition to and in support of the collective responsibilities of the Board individual member should commit themselves to the following responsibilities:

1. General Expectations

- a) Know the organization's vision, mission, goals, Constitution, By-Laws, Society Policies, programs, services, strengths, and needs.
- b) Maintain foresight about the future environment of the engineering profession and provide vision on how ASME should evolve to address this environment.
- c) Serve in leadership positions and undertake special assignments willingly and enthusiastically.
- d) Consider strategic objectives and avoid micromanagement
- e) Avoid prejudiced judgments and urge those with grievances to follow established procedures.
- f) Encourage potential nominees to the Board who are clearly women and men of achievement and distinction and who can make significant contributions to the work of the Board and the organization's progress.
- g) Provide support, as appropriate, for the organization's fund-raising efforts.

2. Meetings

- a) Prepare for and participate in Board and assigned committee meetings, periodically suggesting agenda items for Board and committee meetings to ensure that significant matters are addressed.
- b) Participate actively in Board and committee meetings consistent with your conscience, convictions and previous experiences, while supporting the majority decision on issues decided by the Board.

- c) Maintain confidentiality of the Board's executive sessions, and speak for the Board or organization only when authorized to do so.
3. Relationship with Staff
- a) Unless assigned to work directly with staff on some project or activity, avoid directing the work of staff and asking for special favors of the staff, including special requests for extensive information, without at least prior consultation with President, who may then bring these requests to the attention of the Executive Director.
 - b) Ensure mutual responsibilities of volunteers and staff collaboration on Board committees and task forces of ASME are clearly understood.
4. Avoiding Conflicts
- a) Serve the organization as a whole rather than any special interest group or constituency, avoiding any preconception that you represent anything but the organization's best interests.
 - b) Maintain independence and objectivity and do what a sense of fairness, ethics and personal integrity dictate, even though not obligated by law, regulation, or custom.
 - c) Avoid even the appearance of a conflict of interest that might embarrass the Board or the organization, and disclose any possible conflicts to the Board in a timely fashion.
 - d) Never accept (or offer) favors or gifts from (or to) anyone who does business with the organization.
 - e) Understand the conditions under which a Governor may speak for ASME. Take advantage of these opportunities when they are afforded.
5. Fiduciary Responsibilities
- a) Study and understand the Society By-Laws and policies regarding the fiduciary responsibilities of a member of the Board.
 - b) Faithfully read and understand the organization's financial statements and otherwise assist the Board to fulfill its fiduciary responsibilities

0.2 Board Principles:

1. Our number one purpose is to serve our stakeholders to the best of our abilities. All of our actions, priorities and words must be judged against that. Therefore we conduct every board meeting (and board-staff interaction) as if the entire

membership was watching and we ask ourselves: Would our members be proud of how we have conducted ourselves?

2. We seek to gather all the facts before entering into a discussion or making a decision. We acknowledge that the quality of our actions and decisions are only as good as the quality of our knowledge about the situation.
3. We believe in accountability, not blame. We acknowledge that mistakes and failures will occur and we will use these as learning opportunities.
4. When a mistake or failure occurs, we remind ourselves of Principle #1.
5. We work hard to observe each other doing the right thing. We will celebrate our successes.
6. Hidden agendas and gossip are forbidden.
7. Each of us agrees to listen with full attention when another person speaks.
8. We are careful to delineate the appropriate roles for board and staff by asking:
 - What is it that ONLY the board can do or should do?
 - What is it that ONLY the executive (or staff) can do or should do?
 - What areas require collaboration to achieve success?
 - By asking these questions we demonstrate our respect for each other's experience and expertise.
9. To improve board - staff collaboration we agree to ask the following kinds of questions:
 - The board will ask the staff: What is the impact of our decision on you? Have we listened to your perspective and wisdom about the implications of this?
 - When the staff brings forth an item for decision-making to the board: Have we explained this clearly? Do you feel you have enough information with which to make a good decision? Have we listened to and addressed the big questions you have raised?
10. Every person takes responsibility for the successful outcome of a meeting or interaction. These ground rules can be invoked by anyone whenever necessary.

0.3 Strategic Boards

0.3.1 What Strategic Boards Focus On

- *Outcomes desired*, rather than on activity required.
- *Defining and delegating*, rather than reacting and ratifying.
- *Desired outcomes consistent with strategic intent and core values*, rather than detailing how the outcome is to be achieved or managing work that has been accomplished.

- *What needs to happen next*, rather than what has already been done.
- *Using information* not collecting it.
- Honestly considering issues of capacity, core capability and strategic position in deciding what to do.

0.3.2 How Strategic Boards get work done

0.3.2.1 They:

- Choose to view mistakes that will occur in risk-taking and innovation as a rich opportunity to be learned from rather than covered up.
- Redefine measurement of success on the basis of indicators of quality not just quantity.
- Neither enable nor accept dishonesty or manipulation, even when it is the path of least consequence.
- Are willing to change individual opinion or perspective, based on changing context/experience, but not based on political influence.
- Understand that it takes more than a single leader's term to accomplish important things and that continuity is important.
- Make the investment in behavior that earns and sustains trust – consciously avoiding behavior that diminishes or demolishes trust.
- Create a sustaining process that gives governance the tools needed to lead intelligently.
- Encourage policy making as opposed to political behavior.
- Focus on value of what the organization produces for its stakeholders rather than the distribution of power.
- Understand that governance's fiduciary responsibility is to define what will constitute value and ensure value is delivered.

1. The Charge

- 1.1 Article C4.1.1 of the ASME Constitution declares: "The affairs of the Society shall be managed by a Board of Governors chosen from its membership which shall have full control of the activities of the Society, subject to the limitations of the Constitution and By-Laws, Society Policies and the laws of the State of New York."
- 1.2 By-Law B4.1.1.1 declares: "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"
- 1.3 By-Law B4.1.7 declares: "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."

- 1.4 By-Law B4.1.10 states: "The Board of Governors may delegate to the Sectors and the standing committees reporting to 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 of Governors or by applicable law."

2. The Organization

- 2.1 Article C4.1.1 states: "The voting members of the Board of Governors shall consist of the President, the most recent available past President, and nine members-at-large and the President-elect (if not currently a member-at-large)."
- 2.2 By-Law B4.3.5 states: "The Executive Director shall be the chief operating officer of the Society, an ex-officio member of the Board of Governors without vote, and shall have such powers and perform such duties as the Board of Governors may from time to time prescribe."
- 2.3 Article C4.1.1 states: "The nine members-at-large of the Board shall be elected from the corporate members of the Society of Member grade or higher."

3. The Terms

- 3.1 Article C4.1.1 states: "The term of each member-at-large shall be three years, with the term of three members-at-large beginning and ending during the second Business Meeting of the fiscal year of the Society at a time designated annually by the Board of Governors. Members-at-large of the Board of Governors shall be limited to one full term of service. Additional service as a member-at-large may occur after an interruption of one or more years or as a consecutive partial term."
- 3.2 Article C4.1.7 states: "Each Board of Governors at its first meeting shall appoint for one year an Executive Director, a Secretary and a Treasurer all of whom shall be corporate members of the Society who have reached at least the grade of Member. The Board of Governors may also appoint an Assistant Secretary and an Assistant Treasurer who shall be Officers of the Society."

4. Operation

4.1 Procedures

4.1.1 Operation Guide

To the extent consistent with the Constitution and By-Laws of the Society, this Operation Guide shall prescribe the rules and procedures to govern meetings of the Board of Governors.

4.1.2 Rules of Order

To the extent consistent with the Constitution, By-Laws and Society Policies, and in the absence of a rule or procedure specified in this Operation Guide, the rules contained in the most recent edition of Robert's Rules of Order Newly Revised shall govern a meeting of the Board of Governors. If the Secretary is not present the Chair may appoint one of the individuals attending the session to be the parliamentarian to hold the meeting to these rules and any time limits set in the agenda (see 4.3.7 & 5.1.3.3).

4.1.3 Special Rules and Procedures

- 4.1.3.1 By a majority vote of the members present and voting, with a quorum in attendance, the Board of Governors at any meeting may adopt special rules and procedures to govern the remainder of that meeting or to govern the deliberations and voting on any item of business to be considered at that meeting or any adjournment thereof unless the action is in conflict with the laws of the State of New York. Meetings of the Special Nominating Committee may be held telephonically (by a device allowing all participants to hear and be heard simultaneously) and as such, need not be held in person.

The proposed special rules and procedures shall be presented in writing, but notice of the proposed special rules and procedures need not be given to the Board prior to the meeting.

- 4.1.3.2 By a majority vote of the members present and voting, with a quorum in attendance, the Board may at any meeting suspend the operation of any rule or procedure specified in this Operation Guide, or in Robert's Rules of Order, for the remainder of that meeting or during deliberation and voting on any item of business at that meeting.

- 4.1.3.3 No action taken by the Board of Governors shall be subject to challenge on the ground that it was inconsistent with any rule or procedure specified in this Operation Guide, or in the most recent edition of Robert's Rules of Order Newly Revised, and any such rule or procedure shall be deemed to be suspended for the purposes of such action unless the presiding officer rules that a formal vote on suspending the rule or procedure shall be taken before voting on such action.

4.1.4 Filling Vacancies

Society By-Law B4.1.6.1 authorizes the Board of Governors to appoint a replacement for an elected Governor who is unable to serve on the Board. The same By-Law authorizes the Board of Governors to fill by appointment, for the unexpired portion of the term, a vacancy that occurs during the term of a member

of the Board. The procedure to be followed in filling a vacancy will be the same for both of these cases.

When a vacancy occurs or when a member of the Board announces an intention to resign at some future date, the President will appoint two members-at-large of the Board as a special nominating committee, which shall not include the member whose place is to be filled.

This special nominating committee shall review the names of those members of the Society who have been proposed for Governor but not nominated by the Nominating Committee within the last two (2) years. Attention should be paid to the type of previous ASME experience.

If the special nominating committee can find a sufficient number of suitable candidates from this list, the committee shall recommend to the Board of Governors one candidate or two candidates for a vacancy. If the list does not yield a sufficient number of suitable candidates, the special nominating committee shall request the Nominating Committee to recommend other members of the Society. If the recommendation of the Nominating Committee does not provide a candidate or candidates satisfactory to the special nominating committee, the special committee is to conduct a further search resulting in a satisfactory recommendation.

The special nominating committee will circulate to the Board the name(s) of the recommended candidate(s), together with supporting information, ten working days or more prior to the meeting, which will consider the filling of the vacancy or vacancies. The election to fill a vacancy will be done in an Executive Session of the Board. First there will be a discussion of the recommendation of the special nominating committee and then there will be a ballot by the voting members of the Board, including the President. Participation by a voting member may be by telephone or by electronic following the procedures detailed in section 4.3.10. If a vacancy remains unfilled, either the special nominating committee or a new special nominating committee will be requested to return to a future meeting with additional proposal(s).

4.1.5 Succession Plan

The Executive Director has a succession plan for his/her position that is shared with the Board of Governors. See Attachment F.

4.2 Orders of Business and Agenda

4.2.1 Order of Business

The order of business at every annual or regular meeting of the Board of Governors, unless modified by the Board, shall be:

- 4.2.1.1 Opening of the Meeting
 - 4.2.1.1.1 Call to Order
 - 4.2.1.1.2 Adoption of the Agenda
 - 4.2.1.1.3 Announcements and Recognition of Special Guests
- 4.2.1.2 Discussion Items
 - 4.2.1.2.1 Committee of the Whole (The Board Moves Into “As if in Committee of the Whole” to Allow Open Discussion)
 - 4.2.1.2.2 Report on Executive Session
 - 4.2.1.2.3 Sector Management Committee Report
 - 4.2.1.2.4 Generative Discussion
 - 4.2.1.2.5 Strategic Discussion
- 4.2.1.3 Action Items
 - 4.2.1.3.1 Motion to return to Formal Session. A motion should be made to move out “as if in Committee of the Whole”
- 4.2.1.4 Consent Calendar
 - 4.2.1.4.1 Consent Items for Receipt
 - 4.2.1.4.1.1 Reports by the Treasurer
 - 4.2.1.4.1.2 Other Reports for Receipt. (As needed from Standing Committees, Sectors, Task Forces or other units)
 - 4.2.1.4.1.3 Motion for Receipt
 - 4.2.1.4.2 Consent Items for Action
 - 4.2.1.4.2.1 Identification of Items to be removed from Consent Calendar and Motion to Approve the Remaining Consent Action Items
 - 4.2.1.4.2.2 Approval of Minutes of Previous Meeting
 - 4.2.1.4.2.3 Action from Committees of Board of Governors (as needed)
 - 4.2.1.4.2.4 Action from Sectors (as needed).
 - 4.2.1.4.2.5 Other Action Items (as needed)
 - 4.2.1.4.2.6 Dates of Future Meetings
- 4.2.1.5 Contingency Time for Discussion and Other Business
- 4.2.1.6 Adjournment

4.2.1.7 The order of business for each meeting of the Board of Governors shall be embodied in an agenda prepared and distributed in advance of the meeting as above. The order of business may be modified and items may be added to the agenda during any meeting by a majority vote of the members of the Board present and voting.

4.2.2 Agenda items at the BOG Meetings held during the Annual Meeting

4.2.2.1 Required actions of the outgoing Board relative to Honors and Awards shall take place in Executive Session.

4.2.2.2 Appointments (as required) to membership on the Board of Governors shall be made at the first meeting of the “new” Board.

4.2.3 BOG Agenda

4.2.3.1 The President shall be responsible for the preparation of the Agenda for each meeting of the Board of Governors. The Executive Office will request input to the agenda from all units reporting to the Board of Governors. Agenda items (other than single page summaries without action) must include a completed BOG Agenda Cover per Attachment A which will be an executive summary and a proposed motion where appropriate. The Executive Director shall be responsible for the distribution of the Agenda.

4.2.3.2 The Agenda will include items placed on the “Consent Calendar”. The designation of items to be considered as “Consent Agenda” items will be determined by the President and may include such items as minutes of the last meeting, By-Law and Society Policy changes, Agreements of Cooperation, appointments, meeting schedules and other items which are not expected to require discussion.

Any member of the Board (or the sponsoring unit) may request that an item be removed from the Consent Calendar. However, every attempt should be made to resolve any concerns about an item prior to the meeting so that it may remain on the Consent Calendar.

Items such as Constitutional changes and financial matters will not normally be on the Consent Calendar.

4.2.4 Preparation of Agenda

4.2.4.1 In keeping with the directive to be a knowledge-based organization, items to be included in the order of business for each meeting of the Board of Governors together with the appropriate documentation to support each item, shall be brought to the attention of either the President or the Executive Director not less than 5 working days prior to the designated date of the distribution of the agenda as described in paragraph 4.2.5.1.

Items requiring Board action shall be supported by a recommendation by the Standing Committee, Sector or Council, Sector or Council Committee, Special Committee or Task Force having supervisory responsibility for the matter. Copies of all supporting documentation shall be distributed with the agenda, as described below.

Actions requiring a vote by the Board should have a draft motion.

4.2.5 Distribution of Agenda

4.2.5.1 The agenda for each regular, annual or special meeting shall be distributed, as appropriate, not less than 10 working days prior to the date of the meeting. A memo announcing the availability of the agenda and its supporting documentation on the website shall be distributed to:

4.2.5.1.1 Each member of the Board of Governors;

4.2.5.1.2 Each Senior Vice President and Vice President;

4.2.5.1.3 Each Chair of a Standing Committee of the Board and each Past President;

4.2.5.1.4 The President elect/nominee, Governors-elect, Governor-nominees, Senior Vice President-elect, Secretary/Treasurer, Assistant Secretary, and Assistant Treasurer;

4.2.5.1.5 Corporate and General Counsel; and

4.2.5.1.6 Executive Leadership Team

4.3 BOG Meetings

4.3.1 Notice

Notice of any meeting of the Board of Governors shall be distributed, as appropriate, to each of the individuals listed above in 4.2.5 not less than ten working nor more than fifty days before the date of the meeting.

The time and place of each regularly scheduled meeting and the purpose of each special meeting shall be set forth in the notice. All such notices shall be available on ASME.org.

4.3.2 Regularly scheduled BOG meetings

The Board of Governors normally meets four times a year:

- (1) Annual Meeting (normally June)
- (2) During the Fall (normally September)
- (3) International Mechanical Engineering Congress & Exposition (normally November)
- (4) During the Spring (normally April)

The Spring or Fall meetings are normally held in New York, at ASME Headquarters. For the Spring or Fall meetings, consideration should be given to holding meetings on Fridays and Saturdays, to reduce travel costs and time away from work.

4.3.3 Informal Meetings of the Board

- 4.3.3.1 A Board Planning Meeting is normally held once a year at the call of the President.
- 4.3.3.2 One or more Board Informational Meetings may be held during the year at the call of the President, these may be in the form of webinars or other means.
- 4.3.3.3 Board Planning Meetings and Board Informational Meetings are informal meetings that may occur only on invitation to all members of the Board of Governors. No corporate action may be taken at informal meetings, and the other provisions of these Guidelines applicable to meetings of the Board do not apply to informal meetings (except that the following individuals shall have standing invitations to attend each informal meeting of the Board of Governors: each Senior Vice President; the President nominee, Governors-elect, Executive Director, Secretary/Treasurer, Assistant Secretary, and Assistant Treasurer; and General Counsel).

4.3.4 Quorum

A quorum for each meeting of the Board of Governors shall be seven voting members of the Board. In the absence of a quorum, those members of the Board of Governors who are present may adjourn the meeting to a later time or to another date

4.3.5 Attendance at Meetings

- 4.3.5.1 The procedure relating to attendance of members of the Board at Board meetings is shown in Attachment B.
- 4.3.5.2 The following individuals have standing invitations to attend each meeting of the Board of Governors:
 - 4.3.5.2.1 Each Senior Vice President and each Senior Vice President-elect;
 - 4.3.5.2.2 Each Chair of a Standing Committee of the Board;
 - 4.3.5.2.3 The President nominee, Governor-nominees, Governors-elect, Executive Director, Secretary/ Treasurer, Assistant Secretary, and Assistant Treasurer; and
 - 4.3.5.2.4 Corporate and General Counsel.

4.3.6 Presiding Officer.

The President shall preside at each meeting of the Board. If the President is unable to preside, the order for presiding at the meeting shall be:

- the Past President member of the Board,
- the President elect
- a voting member of the Board elected by its members.

4.3.7 Open Meetings and Executive Session

Regularly scheduled meetings of the Board of Governors shall be open to all members of the Society. The presiding officer may at any time declare the Board to be in Executive Session. Upon such declaration, the meeting shall be closed to everyone other than the members of the Board of Governors, Past Presidents, Governors-elect and such other individuals as the presiding officer may request to attend. Whenever the Board enters into an Executive Session, if the Secretary is absent, the presiding officer shall appoint one of the individuals attending the session to record the minutes of the Executive Session. The presiding officer shall make a brief report on the subject matter of any Executive Session prior to the conclusion of the meeting for inclusion in the minutes of the Board's meeting. For all meetings of the Board the Secretary is the parliamentarian (See 5.1.3.3). If the Secretary is absent, the presiding officer shall appoint one of the individuals attending the session to be the parliamentarian.

- 4.3.7.1 When the Board takes a corporate action at an Executive Session, a record will be retained by an individual designated by the presiding officer. Handwritten notes of other matters discussed in the Executive Session will be retained by an individual designated by the presiding officer as a historical reminder and not as an official record.

4.3.8 Voting

The Board of Governors shall act by unanimous consent, unless a member of the Board requests a vote by voice or by tally. In the event a member of the Board requests that the vote on an action be by voice or by tally, a member voting in opposition on the action may request that his/her vote be recorded in the minutes of the meeting and the vote shall be so recorded.

In the event a member, who has participated in the discussion, momentarily leaves a meeting at which an action is taken by the Board from which the absent member opposes, the absent member may request that his/her opposition be recorded in the minutes of that meeting, and his/her dissent shall be so recorded.

4.3.9 Special BOG Meetings

Special meetings of the Board of Governors may be called at any time by the President and shall be called by the Executive Director upon the written request of any three members of the Board of Governors.

4.3.10 Action of the Board by Telephone Meetings or by Electronic Voting

4.3.10.1 Background: The Board of Governors normally meets four times per year and votes on items requiring action by the Board of Governors. However, agility and responsiveness to keep pace with a changing environment from time to time may require action by the Board of Governors between regularly scheduled or specially called meetings. Thus, procedures for the Board of Governors are presented for taking action in the absence of a regular or special in-person meeting of the Board of Governors, consistent with the Laws of the State of New York.

Actions may be taken by telephone or by electronic means.

4.3.10.2 Telephone Meetings: Meetings and actions by telephone are permitted as long as (1) there is a quorum participating, and (2) all participating members may hear each other and speak without restrictions, and (3) there is adequate prior notice of the telephone meeting. (Reference B4.1.9)

4.3.10.3 Electronic Voting: New York State law does not recognize electronic meetings or voting. Electronic voting includes voting by fax or email. The law does permit the Board members acting unanimously to approve an action by individually signing a certificate (See Attachment D) stating the action and indicating by the signing each individual Board member's approval. This action in writing may be taken after the use of the mail or electronic media to describe and discuss, if necessary, the action. For such action, affirmative certificates must be received by the ASME Secretary, from 100 percent of the ASME Board.

4.3.11 Seating

The seating arrangement for Board meetings shall be as shown in Attachment C.

4.3.12 Orientation of Incoming Board Members

The President-nominee/elect and the Committee on Governance (COG) are responsible for ascertaining the needs and establishing an agenda for an orientation/indoctrination of the Governor-nominees and Governors-elect beyond the established practice of inviting them to attend all Board Meetings. The President-nominee/elect and COG may request the Volunteer Orientation and Leadership Training Committee (VOLT) and staff to aid in arranging this orientation program. This may be accomplished through special meetings, written material, electronic communications and/or telephone typically before the September Board meeting. Suggested topics are: the Society's Purposes and

Goals, planning, programming and budgeting, policies and procedures, organization and financial reports and a review of the legal and fiduciary obligations and responsibilities of a member in the governing board of a not-for-profit New York State corporation.

4.4 Minutes of a Board of Governors Meeting.

4.4.1 Preparation of Minutes.

Approved minutes shall be the written record of the actions of the Board of Governors. The Assistant Secretary shall draft and have direct custody of the minutes of a meeting of the Board of Governors. The draft minutes of each meeting of the Board of Governors shall be reviewed by the Executive Director and the Secretary/Treasurer prior to distribution.

The presiding officer and corporate counsel may review the draft minutes before distribution. All reviews shall be completed in time to permit distribution of the draft minutes 15 working days after the meeting.

4.4.2 Distribution of Minutes of a Regular Session

4.4.2.1 The Assistant Secretary shall be directly responsible for the distribution of the minutes. After review prior to distribution as described above, one copy of the minutes shall be distributed, as appropriate, not more than 15 working days after the meeting to:

4.4.2.1.1 Each member of the Board of Governors;

4.4.2.1.2 Each Senior Vice President;

4.4.2.1.3 Each Chair of a Standing Committee of the Board;

4.4.2.1.4 The President nominee/elect, Governors-elect, Governor-nominees, Senior Vice President-elect, Secretary/Treasurer, Assistant Secretary, and Assistant Treasurer;

4.4.2.1.5 Corporate and General Counsel.

4.4.2.1.6 Senior staff.

4.4.2.1.7 Each Vice President, Vice Presidents-elect; and

4.4.2.1.8 Each Past President.

4.4.3 Approval of Minutes

The approval of the minutes shall be an order of business, typically on the Consent Calendar, at the Board meeting following distribution of the minutes, and opportunity will be given for corrections or additions to the minutes. Any corrections or additions to the minutes approved at that Board meeting shall be recorded in the minutes of the meeting.

4.5 Minutes of Other Meetings

Notice of the minutes (or summaries) of the meetings of the Sectors and the Standing Committees of the Board will be provided to each member of the Board of Governors within thirty days following each meeting. Any Board member may request minutes and supporting documentation of a meeting of any unit of the Society.

4.6 Attendance at Sector-Sponsored Conferences

Members of the Board may attend Sector-Sponsored Conferences.

Governors are requested to provide a list of those Sector-Sponsored Conferences they wish to attend, with an estimate of their associated expenses for the July-June fiscal year. The President reviews the requests compared with the availability of budgeted funds and authorizes Board of Governors travel for each Governor.

4.7 Escorts at Honors Functions

Members of the Board are asked to serve as escorts for honors and awards recipients at the President's Luncheon, Members and Students Luncheon and Honors Assembly at the Congress. The escorts assist the recipients and their guests during the award ceremonies. The Honors staff sends a letter before each Congress asking Board members to serve as escorts and outlining the escort's responsibilities.

4.8 Task Forces of the Board

The President may appoint Governors to special task forces, which are charged with examining specified issues within ASME. All task forces are automatically sunset at the last Board meeting of that President's term.

4.9 Dedicated Service Award

Each Governor and Past President can propose a Dedicated Service Award recipient for each year of the office. This is an opportunity to recognize outstanding service to the Society.

5. Officers Appointed by the Board

5.1 Secretary/Treasurer

5.1.1 Dual Appointment

Normally one individual, a volunteer, will be appointed by the Board of Governors to fill both the Secretary and Treasurer positions as an officer of the Society.

5.1.2 Term

The total service time for appointments as Secretary/Treasurer shall be limited to three consecutive years beginning at an Annual Meeting. Additional service shall not be permitted until at least one year has passed since the end of a three-year service period.

5.1.3 Appointment

5.1.3.1 Secretary/Treasurer-Nominee

At the International Mechanical Engineering Congress and Exhibition (IMECE) just prior to the expiration of the three-year term of the incumbent Secretary/Treasurer, the President shall nominate to the Board of Governors, for its approval, an individual to hold the position as Secretary/Treasurer-Nominee. This position will be held until the following Annual Meeting, at which time the Board will confirm the selection of a new Secretary/Treasurer. (Note: The current IMECE nomination cycle for Secretary/Treasurer as of FY 2012 is FY2015, FY2018 ... etc.)

The interval between the two meetings will provide for training and an orderly transition. The Secretary/Treasurer-Nominee will be invited to attend Board meetings and those Standing Committees of the Board which have the Treasurer as an ex-officio member.

5.1.3.2 Secretary/Treasurer

The Board shall confirm the appointment of the Secretary/Treasurer at the Annual Meeting. To comply with Article C4.1.7 of the Constitution, the Board must reappoint the incumbent Secretary/Treasurer at the next two succeeding Annual Meetings.

5.1.3.3 Duties

The duties of the Secretary/Treasurer are as set forth in the Constitution and By-Laws for the separate positions of Secretary and Treasurer. (B4.3.6.1 – Secretary & B4.3.4.1 – Treasurer). Additional duties of the Secretary are: (1) parliamentarian for all meetings of the Board (see 4.1.2 & 4.3.7) (2) draft minutes of all Executive Sessions of the Board. The President shall have direct custody of the minutes of Executive Sessions of the Board and will retain and file the minutes in an appropriately designated location at ASME headquarters.

5.1.4 Vacancies

5.1.4.1 Secretary/Treasurer

In the event the incumbent Secretary/Treasurer is unable to continue to serve, the Board shall appoint the Secretary/Treasurer-Nominee, if one has been so designated, to that position. If a Secretary/Treasurer-Nominee has not been designated, the President shall nominate an individual for appointment as Secretary/Treasurer by the Board.

5.1.4.2 Secretary/Treasurer-Nominee

In the event that the Secretary/Treasurer-Nominee will not be able to assume the duties of Secretary/Treasurer, the President shall nominate

another individual for appointment to serve as Secretary/Treasurer-Nominee.

5.1.4.3 Partial Year of Service

The appointment of an individual to serve as Secretary/Treasurer after the Annual Meeting to serve the remainder of a year shall not have such partial year of service count as part of a normal three year service period.

5.2 Executive Director

5.2.1 Term

The Board shall appoint the Executive Director for a one-year term at the Annual Meeting.

5.3 Assistant Secretary

5.3.1 Term

The Board shall appoint the Assistant Secretary for a one-year term at the Annual Meeting.

5.4 Assistant Treasurer

5.4.1 Term

The Board shall appoint the Assistant Treasurer for a one-year term at the Annual Meeting.

6. BOG Related Items Pertaining to Other Events held during the Annual Meeting.

6.1 Business Meeting held during the Annual Meeting.

6.2 Ceremonial actions

Ceremonial actions such as the presentation of Certificates to retiring Board Members, other Officers and Chairs of the Standing Committees shall take place at a venue as determined by the President where these individuals will be offered the opportunity to make brief remarks; the exception being for the President and immediate Past President who are acknowledged at the President's Dinner.

6.3 President's Dinner at Annual Meeting

6.4 Remarks by the retiring Immediate Past President and the President

6.5 Ceremonial transfer of authority

6.6 Remarks by the incoming President.

6.7 Recognition of incoming and continuing BOG Members as well as recognition of continuing Officers and Committee Chairs.

6.8 Announcement of officers-selected by the Nominating Committee Chair.

7. Role of Board Liaison to Committees Reporting to the Board.

7.1 Role of BOG Liaison

The BOG liaison to the Committee on Honors, the Committee on Finance and the Committee on Organization and Rules, is in a unique position to contribute ASME's professional knowledge when needed with the respective Committees.

The BOG liaison is not a voting member of that Committee.

The BOG liaison is expected to be included in distribution of all agendas and minutes. The liaison will be invited to participate in all meetings, and is encouraged to try to do so when possible. The BOG travel budget can accommodate any reasonable travel support to attend these committee meetings as needed.

While no written reports are expected from the liaisons to the President, the liaison should feel free to bring any matters relating to the Committee to the President's attention.

This position is appointed annually by the President.

8. Sector Management Committee

8.1 Activities

The Sector Management Committee (SMC) shall carry out those activities appropriate to the business processes, as listed below, including program planning for the next fiscal year.

- i. Conducting annual strategic planning and operational planning and budgeting in collaboration with the Committee on Finance and Investment (COFI) maintaining a three-year horizon.
- ii. Monitoring of annual program and budget performance and making adjustments as necessary.
- iii. Managing unanticipated opportunities and threats.
- iv. Facilitating conflict resolution between sectors and across the societies' operational units.
- v. Managing program assessment and sunseting
- vi. Facilitating integration across operational units and ensuring that any transitional gaps are addressed or closed.
- vii. Oversight of the VOLT Academy.
- viii. Oversight of the Events Committee.

- ix. Conducting annual leadership succession planning process.

The BOG's strategic objectives shall be used to guide the program planning and prioritization activities of this Committee. Sectors will assess and prioritize their portfolio of programs each year as a guide to allocating resources. The SMC shall provide annual program recommendations (e.g. program retention, expansion or sunset) to the COFI while keeping within the guidelines of the strategic plan put forth by the BOG.

The SMC provides a comprehensive perspective of the Society's Sector operation as a whole – its strengths, weaknesses, and operation threats in the global environment – for BOG consideration on an annual basis.

The SMC shall be chaired by the President-Nominee/Elect. The Chair will be assisted by a Vice-Chair that will be appointed by the Chair to serve from January through the following December to provide an overlap of leadership between the current and incoming Chair. The Vice-Chair shall normally be selected from one of the current Sector Senior Vice Presidents who are on the last year of their term. The Vice-Chair shall be recommended by the Senior Vice Presidents for approval by the Chair of the SMC, taking into consideration that every Senior Vice President should ideally have a society role beyond their respective sector (i.e. leading a strategic Initiative, leadership succession planning, Vice-Chair, etc.)

The remaining SMC membership shall consist of the Sector Senior Vice Presidents and their respective staff counterparts as voting members; ex officio membership without vote shall consist of: the President; Immediate Past President; the Executive Director; the Deputy Executive Director; the Chair of the COFI and his or her respective staff counterparts. Representatives from other Society units including, but not limited to VOLT, the Events Committee, Marketing, Human Resources and Governance, are non-voting and shall participate as appropriate.

The results of this Committee's activities in concert with the approved budgets will be reviewed at each Annual Meeting of the BOG for consistency and coherence to the strategic plan.

9. Revisions to Operation Guide

9.1 Appointment

The President will appoint annually the most Immediate Past President or a Member-at Large of the Board serving his/her 3rd term who, working with the Managing Director of Governance, will review the Operation Guide to assure it is up to date and reflects current operating practice. Any proposed revisions will be submitted to the Board of Governors for approval.

The current BOG Operation Guide may be viewed under the BOG Resources section at:
<http://bog.asme.org/pdf/CommitteeFiles/442.pdf>

Approved by the Board of Governors June 18, 1981
Revised September 10, 1981
Revised November 19, 1981
Revised June 17, 1982
Revised September 13, 1982
Revised January 19, 1983
Revised June 10, 1983
Revised September 19, 1984
Revised March 12, 1987
Revised September 8, 1988
Revised November 30, 1990
Revised June 17, 1993
Revised June 14, 1995
Revised November 16, 1995
Revised March 14, 1997
Revised March 17, 2001
Revised June 9, 2004
Revised February, 2006
Revised June 21, 2006
Revised September 24, 2007
Revised June 14, 2009
Revised February 25, 2010
Revised June 6, 2010
Revised September 15, 2011
Revised August 13, 2012

Attachment A – Requested Input to BOG Meeting
Ref: (4.2.1.3)

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

Date Submitted:
BOG Meeting Date:

To: Board of Governors
From: (Sector/Unit/Task Force/Other)
Presented by:
Agenda Title:

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

Proposed motion for BOG Action: (if appropriate)

Attachments:

THE BOARD PROCEDURE REGARDING ATTENDANCE AT THE BOARD MEETINGS

Preamble

The Board of Governors of the American Society of Mechanical Engineers (ASME) is vested with ultimate responsibility for managing the affairs of the Society. Each member of the Board has, by virtue of acceptance of that office, assumed a profound individual responsibility. In this regard, the Board will normally meet between four and six times a year. It is vitally important that each member attend and participate in each meeting. This procedure is intended to encourage and foster maximum participation by members of the Board of Governors in the activities and affairs of the Board.

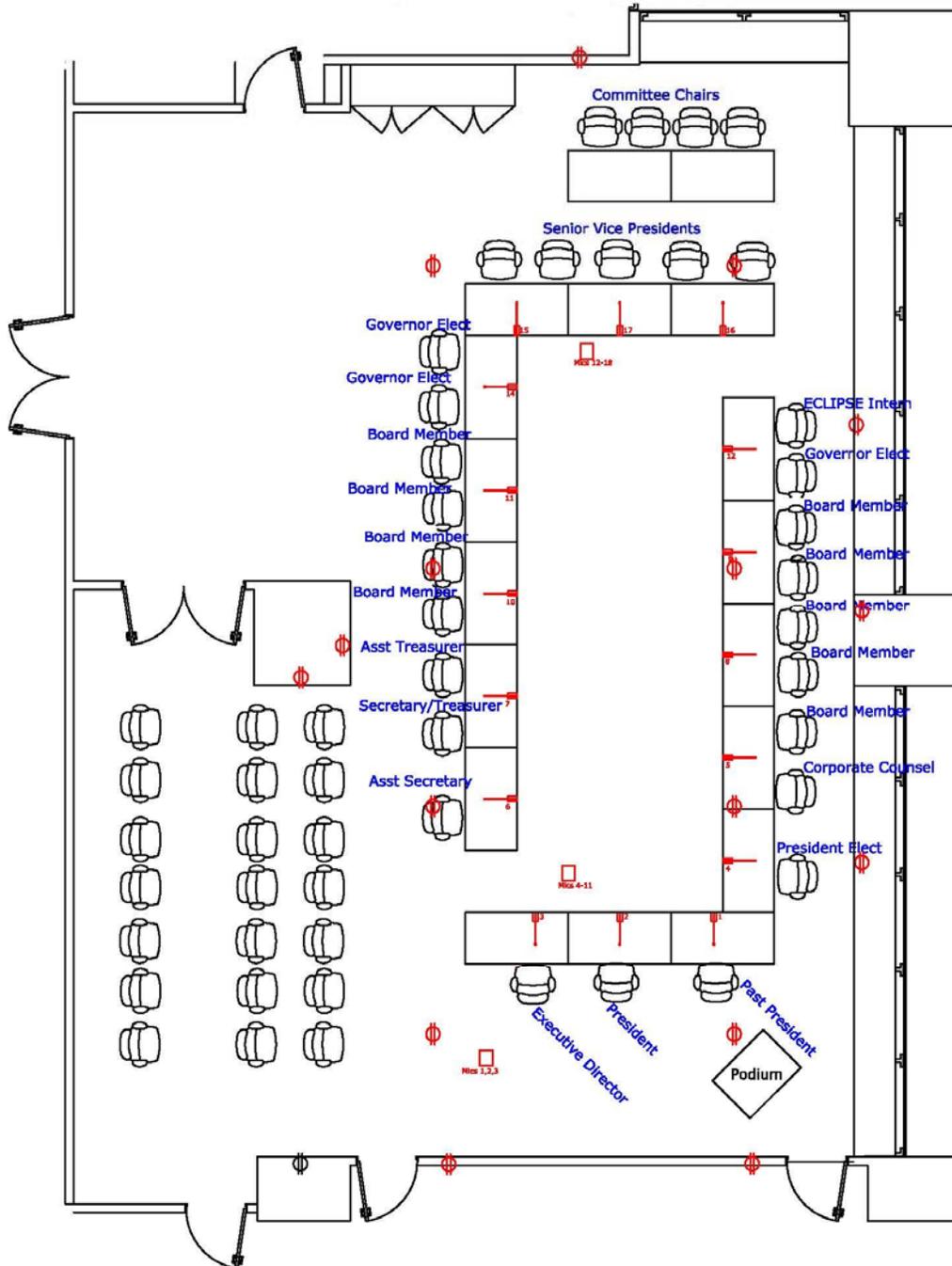
Procedure

It is the policy of the Board of Governors to encourage attendance at all regularly scheduled, special, and called meetings of the Board by all the Board members. Any member, who knows in advance of a meeting that he or she will not be able to attend, will notify the President or the Executive Director of the intended absence. The President will, as a matter of course, advise the Board of any member's absence.

Finally, it is the policy of the Board of Governors to encourage Governor-nominees and Governors-elect to attend the Board meetings, so that they can familiarize themselves with the workings of the Board at the earliest practical time. Accordingly, all persons who have been selected by the Nominating Committee or elected to serve as a Governor of the Society but who have not yet begun such service will be given notice of, and invited to attend, all regularly scheduled, special and called meetings of the Board.

Seating Chart

Board of Governors



Action of the Board of Governors

of

The American Society of Mechanical Engineers

By Telephone Meetings or by Electronic Voting

The undersigned, being a member of the Board of Governors of The American Society of Mechanical Engineers, hereby consents to the adoption of the following resolutions and hereby waives all prior notice or other procedural requirements in connection therewith:

RESOLVED:

The foregoing resolution(s) shall become effective upon receipt by the Secretary of the written consent thereto of all members of the Board of Governors. This consent may be executed in one or more counterparts, all of which taken together shall constitute one and the same instrument.

Print or Type Name of Governor

Signature of Governor

Board of Governors On-going Monthly Major Events Calendar

MONTH	ACTIVITY	WHO IS INVOLVED	ACTION
June	Board Meeting - “New” Board <ul style="list-style-type: none"> • Appointments – ED, Secretary/Treasurer, Assistant Secretary and Assistant Treasurer (Executive Session) 	All “new” Board Members and Governor nominees <ul style="list-style-type: none"> • President presents candidates for Board consideration 	Attend Meeting <ul style="list-style-type: none"> • Board Action Item
July	Board Retreat (Planning Meeting) Board Member Travel Request ED preliminary annual objectives	All Board Members/ Governor nominees and ELT All Board Members ED	Attend Meeting Due before end of month Presents a preliminary draft of proposed Objectives for the upcoming year.
August	Open		
September	Board Meeting (Executive Session) <ul style="list-style-type: none"> • ED Annual Performance objectives presented for approval • ED Report on Staff Bonus Distribution • Governor - nominees Orientation 	All Board Members and Governor nominees <ul style="list-style-type: none"> • Executive Director • Executive Director 	Attend Meeting <ul style="list-style-type: none"> • Presentation • Presentation
October	Open		
November	Dedicated Service Award Nomination – due 12/1 to Headquarters Board Meeting	All Board Members All Board and Board-elect Members	Prepare if not previously done Attend Meeting

	<ul style="list-style-type: none"> ED Report on YTD Status of Annual Objectives (Executive Session) Appoint Secretary/Treasurer Nominee - Every 3rd year i.e., FY2012. FY 2015 etc. (Executive Session) <p>IMECE</p> <ul style="list-style-type: none"> Honors Assembly Escorts Officer-elect Orientation 	<ul style="list-style-type: none"> Executive Director President presents a candidate for Board consideration All Board Members All Board Members – elect 	<ul style="list-style-type: none"> Presentation Board Action Item Respond to Request for Board Volunteers Attend Meeting
December	Dedicated Service Award Nomination – due 12/1	All Board Members	Submit by 12/1 if not previously done
January	Open		
February	Typical BOG meeting conducted by Web and Telephone	All Board and Board-elect Members	
April	<p>Board Meeting</p> <ul style="list-style-type: none"> ED Report on YTD Status of Annual Objectives (Executive Session) COFI - Budget Presentation/Request – Next Fiscal Year <p>Staff evaluations by volunteers</p>	<p>All Board and Board-elect Members</p> <ul style="list-style-type: none"> Executive Director COFI Chair <p>All Board Members</p>	<p>Attend Meeting</p> <ul style="list-style-type: none"> Presentation Board Receives Proposed Budget <p>Input due to ASME HR prior to end of month</p>
May	Early In Month – Board Members to Return ED Performance Evaluation form	All Board Members	Complete ED Review Form and Return by Date Requested
June	<p>Board Meeting - Outgoing Board</p> <ul style="list-style-type: none"> ED Report on YTD Status of Annual Objectives (Executive Session) Report of EDESC (Executive Session) 	<p>All Board and Board-elect Members</p> <ul style="list-style-type: none"> Executive Director Task Force Chair 	<p>Attend Meeting</p> <ul style="list-style-type: none"> Presentation Board Action Item

Executive Director Succession Plan

1. **General:** This policy is for the purpose of guidance in the event of absence or vacancy in the position of ASME Executive Director, in the event of:
 - 1.1 Absences (planned and unplanned, due to various causes)
 - 1.2 General emergencies
 - 1.3 Planned succession, over time
2. **Responsibilities:**
 - **Headquarters Executive Leadership Team (ELT):** In the event of a short-term absence or planned vacancy in the position of Executive Director, the ELT must continue to provide the operational planning, management and communications to support continuation of ASME governance, protection of organizational viability and assets, continuation of Society goods and services, and maintenance of the confidence of members, customers and employees.
 - **Board of Governors:** In the event of a long-term absence, unexpected vacancy in the position of Executive Director or death of the Executive Director, the ASME Board of Governors must act promptly to ensure member interest, assure management continuity, protect organizational viability and assets, and maintain the confidence of members, customers and employees.
3. **Executive Director (ED) Employment Agreement:** In all cases, the employment agreement between ASME and the Executive Director (ED) shall be the governing document pertaining to the incumbent ED.
4. **ASME Short and Long Term Disability Programs:** In cases of short and long term disability, the current ASME disability benefits programs documents shall be the governing documents, subject to any applicable provisions of the ED Employment Agreement.
5. **Absences:**
 - **Short Term Absence:** Consistent with ASME benefits policy, short term absences are defined as more than seven (7) continuous calendar days, up to, and including one hundred eighty (180) continuous calendar days in duration. These may be due to normal and approved ASME business activities at locations outside ASME Headquarters, including travel, and/or due to illness, injury, disability, emergencies or other circumstances.

5.1.1 Delegation: The Executive Director will normally identify an individual and delegate the authority as Acting Executive Director to that individual, when the Executive Director is absent, and/or likely to be out of communications with ASME for a Short Term Absence.

5.1.2 Succession: In the event of lack of delegation by the Executive Director, the senior (time in position) of the current then existing Deputy Executive Directors shall become the Acting Executive Director, during the Short Term Absence.

- **Long Term or Unexpected Absence:** Consistent with ASME benefits policy, long term absences are defined as greater than one hundred eighty (180) continuous calendar days in duration. These may be due to normal and approved ASME business activities at locations outside ASME Headquarters, including travel, and/or due to illness, injury, disability, death, emergencies or other circumstances. Unexpected absences, in the document, are defined and considered as a Long Term Absence.

5.2.1 Delegation: Short Term Absence delegation and succession processes will normally be followed, as described above.

5.2.2 Succession: When a Long Term or Unexpected Absence occurs, as defined above, the ASME Board of Governors may formally appoint an Interim Executive Director (ED). After appointing an Interim Executive Director, the Board of Governors may initiate the Planned Succession process described below.

6. Emergency Executive Director Delegation: In order to protect ASME from absence of the Executive Director's services, the Executive Director may have no fewer than two (2) other executives familiar with the Board of Governors and Executive Director issues and processes. At the Executive Director's discretion, these individuals may be identified as Deputy Executive Directors (DEDs) or Associate Executive Directors (AEDs).

7. Planned Succession: In the event of a Long Term or Unexpected Absence the following guidelines may be considered:

- **Job Description:** the incumbent Executive Director will maintain a current and up-to-date job description on an annual basis. The Executive Search Committee will be responsible for the updating and approval by the Board of Governors of a current job description for use in a Planned Succession process.
- **Annual Performance Objectives:** Performance objectives for each year will be developed and maintained by the incumbent Executive Director. The Executive Search Committee will be responsible for the updating and approval of current annual performance objectives for use in a Planned Succession process.
-

- **Succession Organization & Communications:** Upon authorization by the Board of Governors appropriate communications will be forwarded to ASME corporate counsel, financial auditor, Headquarters Executive Leadership Team, and other desired members and organizational entities, informing them of the circumstances of the absence and any proposed replacement succession process and schedule. If an Interim Executive Director is appointed, duties, communications and salary will be established and approved by the Board of Governors. Appropriate communications will be planned to publicly announce the interim appointment. The Board of Governors will approve and announce the process and schedule for a permanent replacement for the Executive Director's position, which may include a search committee and consultant, as described below.
- **Executive Director Search Committee:** An Executive Director Search Committee will be identified by the current President, subject to approval by the ASME Board of Governors. The Search Committee will be composed of individuals knowledgeable in and experienced with the Society's core values, strategic objectives, annual operations, constituencies, goods and services, and financial condition. Among the Committee's responsibilities are seeking approvals from the ASME Board of Governors for: 1) A current Executive Director Job Description; 2) Current Executive Director Annual Performance Objectives, and 3) An Executive Search Consultant. The Committee's role will include responsibility for the interface between ASME and the Consultant. The Committee will advise and monitor the activities of the Consultant, keeping the Board informed.
- **Executive Search Consultant:** The Search Committee will identify and make recommendations for approval of an Executive Search Consultant, to the ASME Board of Governors. Once approved by the Board, the Search Consultant will provide the necessary organizational leadership for formalizing, scheduling and public communications for the search process.
- **Executive Director Search Process & Schedule:** The Search Committee, working with the Search Consultant, will be responsible for obtaining the approval of the ASME Board of Governors for the search process, schedule and communications plan. For reference, the report of the ASME Search Committee, June 20, 2002, chaired by Paul Torpey, may be used as a guideline and reference.

8. Opportunities for In-house and External Candidates:

- 8.1 **Candidate Pool:** In the event of a vacancy in the position of Executive Director, and Planned Succession, both in-house and external candidates will be made aware of the search process, and have opportunity to submit an indication of interest, together with their relevant experience, for consideration.

Attachment G – ASME Mission, Vision and Core Values

ASME Mission and Vision Statement

Mission

To serve our diverse global communities by advancing, disseminating and applying engineering knowledge for improving the quality of life; and communicating the excitement of engineering.

Vision

ASME will be the essential resource for mechanical engineers and other technical professionals throughout the world for solutions that benefit humankind

ASME Board of Governors Core Values

1. Mission focused	Governors are expected to be familiar with the ASME mission, the ASME vision, the ASME Strategic plan, and the ASME core values. Their actions and decisions should be informed by the principles contained in these guiding documents to ensure that the organization is accomplishing its goals.
2. Knowledge-based	Governors are expected to be knowledgeable of the structure and policies of ASME. Governors are expected to arrive at each meeting having completed the necessary preparations for the business to be transacted. Decisions made by the Board of Governors should flow from a knowledge-based process.
3. Ethics and integrity	Governors are expected to act with honesty and integrity, making decisions that are in the best interests of ASME.
4. Commitment	Governors are expected to attend every meeting and to faithfully discharge their fiduciary duties and responsibilities. In the unlikely event of a family or work conflict, governors should make every effort to utilize a teleconference connection in order to be present electronically if possible.
5. Respect and professionalism	In all of their activities, governors should act in a respectful professional manner toward their fellow governors, the members, and the staff.
6. Free from bias	Governors are elected by the membership to serve the society as a whole and thus do not represent a particular segment of the society. Governors are expected to disclose any potential conflicts of interest and excuse themselves from discussions and voting should a potential conflict of interest arise.
7. Collaboration and unity	The board should engage in a process whereby every governor has the opportunity to be heard and whereby every opinion is respected. When a decision is finally reached, each governor should support the decision of the board regardless of how they voted as individuals. Governors should work together for the success of the organization.
8. Communications and confidentiality	Governors should be effective communicators. They must first be good listeners and then have open and honest communications with their fellow governors, with ASME sector leaders, staff, and members. Governors are expected to keep confidential those items discussed in executive sessions.
9. Cultural sensitivity	Because we aspire to become a global organization, governors must be sensitive to the cultural differences in those places where ASME members live and work.
10. Fun	Recognizing that laughter and good humor bring us closer and blurs the line between work and fun, the governors are committed to operating in a collegial environment that enables friendships and a spirit of constructive cooperation.

SUMMARY - CONSTITUTION AND BY-LAWS *

BOARD OF GOVERNORS & SECRETARY/TREASURER

Board of Governors

Acts sanctioned by membership	B4.1.7
Affairs administered by.....	C4.1.1
Annual report (Reference Only)	B4.1.4.1; B4.1.4.5
Appointments by	C4.1.7; B4.1.4.4; B4.1.6.1; B4.4.9; B5.1.6.1; B5.8.1; B5.8.2; B5.8.3 ; B5.2.4.4; B5.3.1.3; B5.3.1.4; B5.4.1.3; B5.4.1.4; B5.5.1.3; B5.5.2.4; B5.6.1.3; B5.7.1.3
Audit Committee – Appointment of member from Board	B5.2.4.3
Authorization for officers to represent the Society/Board.....	B5.8.4
Business Meetings.....	C6.1.3; C6.1.4; C6.1.5; B4.3.2
By-Laws - Amendments to or new	B8.1.4; B8.1.5
Code of Ethics – Violations	B3.3.1; B3.3.2
Constitution - Amendments to.....	C8.1.1;C8.1.2
Delegation of responsibility	B4.1.10; B5.1.1
Duties.....	C4.1.1; C4.1.7; C4.1.11;C5.1.2; B4.1.9; B4.3.3; B4.3.7
Elections to	C4.1.1; C4.1.6; C4.1.8; B6.2.4
Executive Director – Salary.....	B4.3.7
Delegation of responsibilities	C3.1.2; B4.1.10
Dues.....	C9.1.1; B3.2.2; B3.2.9; B3.2.10
Fees – Application, Entrance, Promotion or Reinstatement	B3.2.1
Gifts and bequests	B4.4.4
Funds, subject to.....	C4.1.11
Honorary Grade of membership.....	C3.1.2
Indemnification, right of.....	C4.1.12
Life Membership – Criteria changes	B3.2.11
Major questions.....	C6.1.4
Meetings.....	C4.1.7; C4.1.10; B4.3.2; B5.2.1
Meetings – Committees of the Board.....	B4.1.9
Meetings – Society-wide	C6.1.1
Member of Board of Governors – unable to serve	B4.1.6.1
Membership Admissions and promotions	B3.1.5; B3.1.6

Membership of the Board.....	C4.1.1; B4.3.5
Nominating Committee - Holding office while a member of	B4.2.4
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