

ASME Constitution and By-Laws and Society Policies relating to the Nominating Committee

**Constitution Articles**

C4.1.1 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. The voting Members of the Board of Governors shall consist of the President, the most recent available past President, nine Members-at-large and the President elect (if not currently a Member-at-large).

The nine Members at-large of the Board shall be elected from the corporate Members of the Society of Member grade or higher. 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.

C4.1.2 The Officers of the Society shall consist of the President, the President elect, the past President who is serving on the Board of Governors, the members-at-large of the Board of Governors, the senior vice presidents, the vice presidents, the Executive Director, the Secretary, Treasurer, and such others as the Board of Governors may appoint.

C4.1.3 The President shall be a corporate Member of the Society who has reached at least the grade of Member. He or she shall be elected for a term of one year. The President may not serve more than one term except if he or she is appointed to fill a vacancy.

C4.1.4 A senior vice president shall be a corporate member of the Society who has reached at least the grade of Member. He or she 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.

C4.1.5 A vice president shall be a corporate Member of the Society who has reached at least the grade of Member. He or she shall be elected for a term of three years. Additional service as the same vice president may occur after an interruption of one or more years or following a partial term.

C4.1.6 Successor members of the Board of Governors shall be elected annually by the members present in person or represented by proxy at the first Business Meeting of each fiscal year.

- C4.1.7 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.
- C4.1.8 The corporate Membership of the Society shall elect annually a Nominating Committee whose duty shall be to select nominees for the positions of President, at-large Members of the Board of Governors and vice presidents to be filled at each annual election.
- C4.1.9 Other nominating committees having the same powers may be constituted by the Membership of the Society.

## By-Laws

### B4.2 NOMINATING COMMITTEE

B4.2.1 The Nominating Committee is charged with the responsibility of nominating Members of experience, high standing, and active participation in the work of the Society to those offices specified in Article C4.1.8 of the Constitution. These nominees may be selected from proposals by various units or by individual Members in the Society or from the Nominating Committee's own deliberations as it sees fit.

B4.2.2.1 Election to the Nominating Committee takes place at Business Meetings of the Society. At the second Business Meeting of the fiscal year, the President shall present the names of those recommended pursuant to By-Law B4.2.2.3, as applicable, for election to the Nominating Committee. In the event any vacancies occur following that meeting, the President may present the names of those recommended pursuant to By-Law B4.2.2.3, as applicable, for any Nominating Committee vacancies at the first Business Meeting of the new fiscal year. The voting members of the Nominating Committee shall be elected for two years and alternates for one year.

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

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

B4.2.2.2 The Nominating Committee shall consist of one voting member and an alternate selected by each unit of a sector that is led by a Vice President. At the option of a sector, as described in the sector's Operation Guide, one additional alternate may be named by the Sector. In the event that a sector has only one Vice President, that sector may have two voting members and two alternates and may name one additional alternate as determined by the sector Operation Guide. Approximately one-half of the voting members will have terms that expire annually. Nominations for open positions for voting members and alternates shall be made as provided in By-Law B4.2.2.3 and shall be voted upon at the Business Meetings as provided in By-Law B4.2.2.1.

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

B4.2.2.3 Each sector will develop its own procedures for generating proposals for the Members and alternates of the Nominating Committee for which that sector has a responsibility and those procedures shall be specified in the sector operation guide.

- B4.2.2.4 The Nominating Committee will be assisted by a non-voting group of Advisors consisting of three consenting and available past Presidents who have been out of office for one year or more. These Advisors, selected by the Nominating Committee, shall attend all meetings of the Nominating Committee and participate in all its discussions. At the option of the committee, they may also be present during the casting of votes for the slate of nominees. The functions of this group shall be:
- a. to acquaint the Nominating Committee of the short and long range Society plans;
  - b. to make available their experience in, and their knowledge of the requirements for Society offices; and
  - c. to answer questions regarding the capabilities of potential nominees in relation to the needs and objectives of the Society.
- B4.2.3.1 If a voting member is unable to serve, then an alternate will be identified by the unit from the sector pool of alternates. In the event that no alternates are available in a specific sector, the unit may select its Member from another sector pool of alternates in accordance with the Nominating Committee Manual, MM-10.
- B4.2.3.2 A person who has been in office as voting member of the Nominating Committee for a term or portion of a term which includes more than one Nominating Committee Selection Meeting is eligible to be proposed for a later term as voting member or alternate only if the later term begins one year or more after the ending of the term in which the person served as a voting member.
- B4.2.4 No voting member or alternate shall be considered for nomination to any elective office (President, Governors and vice presidents) of the Society during a term of office on the Nominating Committee, whether or not it is served.
- B4.2.5 The names of those elected to serve on the Nominating Committee shall be published by the Executive Director prior to the end of each year, accompanied by a request for proposals for Officers of the Society to be sent to the Nominating Committee. Any changes to the composition of the Nominating Committee shall be published as soon as possible.
- B4.2.6 A vacancy in the Nominating Committee of the Society shall be filled as determined in accordance with B4.2.3.1 and B4.2.2.1.
- B4.2.7 Each year, not later than February 1, the Nominating Committee shall submit any proposed changes to Manual MM-10 to the Committee on Organization and Rules for review and recommendation.
- B4.2.8 A special nominating committee may be organized by one per cent of the corporate Membership of the Society in good standing certifying to the Executive Director in writing their joint intention to organize such a committee.

- B4.2.9 Within two weeks following the close of the second Business Meeting of the fiscal year, the Nominating Committee shall deliver to the Executive Director in writing the names of its nominees for the elective offices to be filled at the next election, together with the written consents of the nominees.
- B4.2.10 The names of nominees for the various offices proposed by the Nominating Committee and any other special nominating committee shall be published by the Executive Director immediately after the receipt of the report of the Nominating Committee or the special nominating committee.
- B4.2.11 Names of any nominees presented by any special nominating committee must be in the hands of the Executive Director by the first Tuesday in August of each year, and must be accompanied by the written consent of each nominee.
- B4.2.12 Any Member of the Society or any organized unit of the Society may propose and is encouraged to propose, directly to the Nominating Committee, nominees for President, vice president, or the Board of Governors.

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

- B6.2.1 At least 60 days prior to the first Business Meeting of the fiscal year, the Executive Director shall mail a proxy to each corporate member. This proxy shall solicit the authorization by such member for the three most recent available past Presidents or any one of them to exercise the vote of the corporate member for the election of Officers and for any other business that is presented to the first Business Meeting of the fiscal year or any adjournment thereof. A list of the nominees proposed by the Nominating Committee and any special nominating committee shall be a part of the proxy mailing.
- B6.2.2 If any special nominating committee (as defined in B4.2.8) has been organized and has presented a list of nominees to the Executive Director, the Executive Director shall include in the mailing to each member entitled to vote a proxy listing the nominees proposed by the Nominating Committee and the nominees proposed by such special nominating committee. Biographical and other material included with the proxy shall give equal exposure to all nominees.
- B6.2.3 On or before the first day of October each year, the President shall appoint a Committee of Inspectors of Proxies and Ballots, whose duty shall be to supervise the examination, validation, and counting of proxies and to report at the first Business Meeting of the fiscal year as to the number of members represented there by proxy.

The Committee shall consist of at least three corporate members and shall include a member or representative of any special nominating committee whose slate has been distributed. The Committee shall supervise the counting of the ballots at the first Business Meeting of the fiscal year.

- B6.2.4 At the first Business Meeting of the fiscal year the Committee of Inspectors of Proxies and Ballots shall report on the number of proxies thereon returned by corporate members to the Society headquarters. Following the report of the Committee of Inspectors of Proxies and Ballots, the Presiding Officer shall conduct an election for Officers of the Society. Corporate members present who have not executed proxies will vote in person. Corporate members who have executed proxies but have withdrawn the proxies prior to the tabulation presented by the Committee of Inspectors of Proxies and Ballots, may also vote in person. Corporate members holding valid proxies will cast proxy ballots. When the results of the election are known, the Presiding Officer will announce the results of the election to the Business Meeting.
- B6.2.5 The terms of office of those elected at the first Business Meeting of the fiscal year shall begin at the second Business Meeting of the fiscal year at a specific time designated each year by the Board of Governors.

## **Society Policies**

### **Election of Society Officers**

P-1.3  
6/1/05

#### **I. PREFACE**

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

#### **II. PURPOSE**

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

#### **III. POLICY**

It is an underlying philosophy of ASME that "the office shall seek the individual; the individual or his/her supporters should not seek the office." This policy defines the procedures through which the Society elects officers guided by this philosophy.

#### **IV. PROCEDURE**

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

1. The election of Society Officers takes place at the first Business Meeting of each fiscal year. The results of the election shall be based upon the valid proxies and the votes of corporate Members voting in person. The elective positions covered by this procedure are President, Members-at-large of the Board of Governors, and Vice Presidents responsible for various units of the Society's activities. The elected Officers shall be of Member grade or higher.
2. The selection and election process begins early in the calendar year by the various units of the Society proposing candidates for elective positions whose incumbent's terms expire at the end of the next fiscal year. The proposals from each unit of the Society are expected to cover the positions of President, Members-at-large of the Board of Governors, the vice president of their own unit if appropriate, as well as any other vice presidents whose terms expire as noted above.

## B. NOMINATIONS

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

## C. VOTING

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

## D PROXIES

1. One week prior to the first Business Meeting of each fiscal year, a Committee of Inspectors of Proxies and Ballots, appointed by the President, shall meet to supervise the examination, validation and counting of the proxies.
2. In counting the proxies for election of Officers, the Committee of Inspectors of Proxies and Ballots shall consider any authorization to vote in favor of any particular nominee as valid provided that the intent of the executing Member is clear, even though the proxy statement with regard to voting for another office or any other matter for any reason be declared invalid.

3. Since proxies for voting at the first Business Meeting of each fiscal year may be withdrawn or replaced up until the time of voting, the proxy statement may include a message urging that the proxy be executed and mailed to arrive at a designated address by some designated date in order to facilitate the work of the Committee of Inspectors of Proxies and Ballots.

Responsibility: Nominating Committee

Adopted: October 15, 1956

Reaffirmed: June 12, 1996

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June 18, 1975  
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June 6, 1990  
(editorial changes 9/95)  
June 9, 1999  
June 1, 2005

## SOCIETY POLICY

### QUALIFICATIONS OF ASME ELECTED OFFICERS AND REQUIREMENTS OF OFFICE

#### I. PREFACE

Constitution Articles C4.1.2, 4.1.3, and 4.1.5 identify the elected Officers of the Society and the qualifications for office. By-Law 4.3.2 and 4.3.3 specify the duties of these offices. The elected Officers of the Society are the President, the Members-at-large of the Board of Governors, and the vice presidents. To assure qualified candidates and officers are selected and serve these roles, this policy defines additional qualifications for each elected officer and requirements of office.

#### II. PURPOSE

- A. To list the general qualifications desired in all elected Officers of ASME;
- B. To list the specific requirements of the various administrative levels of elective offices;
- C. To describe the indoctrination provisions; and
- D. To explain the financial conditions pertaining to the elected Officers of ASME.

#### III. POLICY

##### A. General qualifications of elected Officers

- 1. As trustees and leaders, elected officers are expected to possess high qualities of character, vision, leadership, responsibility, and broad understanding of the Society in order to justify the trust of the Members who select them for Society office.
- 2. Since elected officers must appear before many groups, they should possess the ability to speak effectively before an audience.
- 3. Elected officers in ASME should be Members of experience, high standing, and active participation in the work of the Society.
- 4. All elected officers of the Society should refrain from serving on units of the Society when that service could compromise the impartial fulfillment of their officer duties or impose an undue influence on the decisions of the unit.

B. Requirements of office specific to the President

1. The President stands before the public and the Members as the recognized leader of the Society. The President is a Member of the Board of Governors as President elect and for one year as President and for one year as immediate past President. As president he or she presides over the Business Meetings of the Society and presides over meetings of the Board of Governors. The Presidential Team Manual further describes in detail the responsibilities and duties of the President, the President elect, and the immediate past President.
2. As the highest elected Officer, the President is called upon to address Members of the Society at various gatherings and is expected to represent the Society in speaking before other organizations. The President has the opportunity to contribute a President's Page in MECHANICAL ENGINEERING, ASME News, and the Annual Report. From time to time, as the occasion warrants, the President may find it necessary or desirable to communicate to the entire Membership by letter or other means.

C. Requirements of office specific to the Members-at-large of the Board of Governors.

1. The Board of Governors is the top policy-making body of the Society and, in the end, is responsible and accountable for the success or failure of ASME. The voting Members of the Board are the President, the immediate past President, the President elect, and nine Members-at-large serving staggered three-year terms. The Board has been kept small by design and there is no room on it for even one ineffective, marginal, or incompetent person. A governor needs not only to be reasonably well acquainted with most of the activities of this very large organization that is ASME, but he or she should also be aware of what has happened in the recent past, so mistakes made ten years ago are not repeated. A governor should know ASME well enough to assess what is likely to succeed and what is almost sure to fail. The responsibilities of the Member-at-large governors are further defined in the Board of Governors Operation Guide.
2. A Member of the Board of Governors is elected to serve the Society as a whole. A governor does not represent any group, and thus has no constituency. Therefore, a proposed nominee should be avoided who gives evidence of wanting to become a Member of the Board as a representative of some particular unit in the work of the Society.

D. Requirements of office specific to the vice presidents

1. Each of the vice presidents is expected to serve as a leader of the Society and to exercise responsibility for one or more of the many programs operated by the Society. Each of these vice presidents is chair of and responsible for the proper functioning of an operating board which supervises a particular activity. These vice presidents must have the time to develop an agenda for the operating board, to attend the board meetings, and to keep operations running smoothly between meetings of the board.
2. In addition to being responsible for his or her own operating board, each vice president is a Member of the sector to which that operating board has been assigned. There are five sectors, which are the top operating bodies of the Society under the direction of the Board of Governors. The Society is organized so that each of its many programs has been assigned a place under one of the five sectors and is a responsibility of that sector. Therefore, each vice president must also have the time to be a working Member of one of the sectors.

IV. PROCEDURE

A. Leadership Development and Indoctrination

1. The newly nominated Officers should have already attained and demonstrated a significant level of leadership development, and be capable of operating at an officer level prior to their selection as officer nominees. Following their nomination, officer nominees should begin a period of additional training and indoctrination for their leadership position, which continues until they assume their official responsibilities at the Business Meeting, which follows their election. Leadership training and indoctrination should consist of participating in the leadership programs offered by the Center for Leadership and Diversity which are relevant to the nominee's position. Additionally, at a minimum, the nominee should attend unit meetings with and learn from the person whose term they are succeeding. Additional formal indoctrination meetings may be arranged so that the Officers-elect may become acquainted with the organization, policies, operational procedures, and fiscal statement of the Society.

B. Financial considerations.

1. Elected Officers of the Society serve without financial compensation. However, provision is made in Society Policy P-4.5, Travel Expense Contribution, for reimbursement of a part of the expense associated with travel, under specific circumstances.
2. Each elected Officer should have sufficient resources (both time and material) to handle routine Society business promptly. Some reasonable financial contribution by either the elected officer or his or her employer for expenses related to routine Society business is a normal expectation.

Responsibility: Nominating Committee

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