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2021-2022 BOARD OF GOVERNORS

Wednesday, October 6, 2021

1:00 PM – 2:00 PM (EDT)

FINAL MINUTES

Attendance during the open session was as follows:

Board of Governors

President: Mahantesh Hiremath
President Nominee: Karen Ohland
Immediate Past President: Bryan Erler
Governors: Andy Bicos, Thomas Gardner, Laura Hitchcock, Sam Korellis, Thomas Kurfess, Richard Marboe, Paul Stevenson, Wolf Yeigh (Todd Allen was not in attendance)
Executive Director/CEO: Thomas Costabile

Other Officers

Senior Vice Presidents: Nicole Dyess, SVP, Student and Early Career Development
Thomas Pastor, SVP, Standards and Certification Sector
George Papadopoulos, SVP, Technical Events & Content
Michael Roy, SVP, Member Development & Engagement
Secretary and Treasurer: Robert Pangborn
Ass't Secretary/General Counsel: John Delli Venneri, Esq.
Chief Financial Officer: William Garofalo
Corporate Counsel: John Sare, Esq.
Governor Nominees: Susan Ipri Brown, Jared Oehring, Patrick Vieth
ECLIPSE Intern: Jacalynn Sharp

Guests

Emily Boyd Chair, Committee on Organization and Rules
Jennifer Cooper Chair, DEI Strategy Committee
John Goossen Chair, Committee on Finance
Amos Holt Past President, 2009-2010
Said Jahanmir Past President, 2018-2019
Madiha Kotb Past President, 2013-2014
Rich Laudanat Past President, 2019-2020
Johné Parker Member, VOLT Academy
Dan Peters Technology & Engineering Communities
Victoria Rockwell Past President, 2011-2012
Keith Roe Chair, Philanthropy Committee
David Schlesinger Chair, Rail Transportation Division Executive Committee
Terry Shoup Past President, 2006-2007
Bob Sims Past President, 2014-2015
Callie Tourigny Chair, Volunteer Orientation and Leadership Training Academy
William Weiblen Past President, 2001-2002
Charla Wise Past President, 2017-2018

Sam Zamrik Past President, 2007-2008

Staff

Clare Bruff	Senior Manager, Volunteer Leadership Development & Diversity
Melissa Carl	Director, Diversity & Volunteer Training
RuthAnn Bigley	Manager, Governance Programs
Susie Cabanas	Manager, Global Alliances and Board Operations
Gerald Eisenberg	Managing Director, Standards & Engineering
Timothy Graves	Managing Dir., Technical Events & Content
Michael Johnson	Chief Strategy Officer
Tom Meehan	Controller, Finance
Jeff Patterson	Chief Operating Officer
Allian Pratt	Managing Director, Global Alliances & Board Operations
Karen Russo	Director, Executive Operations
David Soukup	Managing Director, Governance

1. Opening of Meeting

- 1.1 Call to Order: On Wednesday, October 6, 2021, a meeting of the 2021-2022 Board of Governors of the American Society of Mechanical Engineers was held using the Zoom communications application. A quorum was present, and the meeting was called to order by President Hiremath at 1:01 PM Eastern Daylight Time.
- 1.2 Adoption of the Agenda: The Board voted to adopt the agenda as circulated on September 22, 2021.
- 1.3 President's Remarks: President Hiremath began by thanking the Board for supporting the demands on their time on short notice and participating in the Information Sessions. He commended the members for their teamwork and collaboration.

President Hiremath stated his belief that Metrix Connect LLC (ASME's recently established for-profit entity) will provide an opportunity to diversify ASME's revenue and position ASME to be prolific, brilliant, and healthy. President Hiremath believes we are on the path to positively change the course of the Society.

President Hiremath also remarked that ASME's Foundation and Philanthropic Committee has made significant progress towards better serving their mission. He participated in the E4C fellowship closing ceremony and learned that donor companies have seen the impact of their donations and have, therefore, agreed to increase funding for the next year.

ASME monitors its policies and practices and strives to make continuous improvements. The SVP's have monthly communications with the President and ED/CEO whereby issues are identified that may need board or management attention. President Hiremath meets with the three governor nominees on a monthly basis to provide guidance and prepare them for their future role with confidence and clarity. ASME also continues to monitor trends and threats regarding Incorporation by Reference (IBR) and Open Access.

- 1.4 Executive Director/CEO's Remarks: Mr. Costabile thanked everyone for attending the meeting. As mentioned during the June annual meeting, ASME finished 2021 in a financially secure and positive position. Two months into FY22, that trend continues.

He introduced Chandra Clouden, ASME's Sr. Managing Director, Human Resources and Organizational Development.

Mr. Costabile stated that ASME has now booked two in-person meetings for 2022; Code Week in May 2022 in New Orleans, and a hybrid annual meeting in June 2022 in Scottsdale, Arizona. These are rebooked events from previous obligations.

Through August of 2021, Techstreet is about 11 percent above the business plan. Last month was the first month it began operating on its own financial system.

Metrix Connect, which launched on September 14, 2021, is off to great start. The announcement of its acquisition has generated positive attention throughout industry sectors and a planning meeting is scheduled for October.

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

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

- 1.5.1 Approval of Minutes from June 15, 2021
- 1.5.2 Proposed Appointments
- 1.5.3 Changes to Society Policies P-15.4, 15.7, 15.8, 15.9 and 15.14

2. Open Session Agenda Items

- 2.1 FY22 Financial Report: Bill Garofalo provided a brief financial report for August YTD. Operating revenue is better than both budget and forecast. The contingency reserve is at 97% which is well above the 60% target. The operational changes made during COVID are contributing to the positive results and the financial strength of the organization. The investment portfolio is up 2.3% for the first two months of the fiscal year. The organization continues to be in a strong cash position.

- 2.2 ASME Foundation Transfer: After discussion, the Board:

VOTED to approve the following Motion:

MOTION:

- Whereas the Board of Governors believes it beneficial to support the mission related activities of the ASME Foundation;

Whereas the Campaign for Next Generation Engineers furthers the charitable mission of the ASME Foundation;

Resolved that a grant in the amount of five million dollars (\$5,000,000.00) shall be awarded to the ASME Foundation in support of the Campaign for Next Generation Engineers. (Minutes Appendix 2.2)

- 2.3 **Board Liaison Report – DEI Strategy Committee:** Governor Laura Hitchcock presented a brief overview of the launch of the Diversity, Equity, and Inclusion Toolkit by the DEI Strategy Committee. The kit includes a social media guide, rules of engagement for meetings, and more. It is available to all ASME volunteers and staff to give them the means to promote DEI within their units.

Governor Hitchcock mentioned that a more public promotion is being readied for the next phase of the rollout which includes a bigger social media campaign. She asked the Board to champion the promotion of ASME as an open and inclusive organization. (Minutes Appendix 2.3)

- 2.4 **TEC Update & SVP Recommendation - TEC:** George Papadopoulos briefly described the process that was developed to have elections for the Vice Chair and Senior Vice President positions for subsequent recommendation to the Board. The election for SVP was held on April 23, 2021, with two nominees put forth and a final recommendation for Daniel Peters with a 3-year term beginning in July of 2022 and ending in 2025. Mr. Peters has been working with Mr. Papadopoulos as an interim vice chair.

The election for Vice Chair was held July 23, 2021, with 14 applicants from whom 5 candidates were selected for consideration. There was 100% voting participation by the TEC sector representatives. The recommendations to the Board for the two Vice Chair positions are Robert Stakenborghs and Vicki Risinger. Their terms would stagger with the Senior Vice Presidents, with Mr. Stakenborghs' term ending in 2024 and Ms. Risinger's ending in 2023. (Minutes Appendix 2.4)

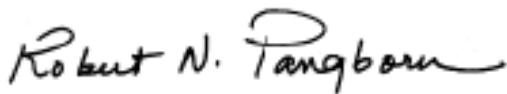
- 3. **New Business:** No new business was discussed.

- 4. **Open Session Information Items**

- 4.1 **Dates of Future Meetings**

DATE	DAY	TIME	LOCATION
November 14, 2021	Sunday	12:30 pm – 4:30 pm EST	Video Conference
February 16, 2022	Wednesday	1:00 pm – 3:00 pm EST	Video Conference
April 19, 2022	Tuesday	1:00 pm – 4:00 pm EDT	Video Conference
June 19, 2022	Sunday	TBD	Scottsdale, AZ
June 21, 2022	Tuesday	TBD	Scottsdale, AZ

- 5. **Adjournment** – The meeting adjourned on Wednesday, October 6, 2021, at 1:50 pm.



Robert N. Pangborn
Secretary

List of Appendices

- 1.5.2 Proposed Appointments
- 1.5.3 Changes to Society Policies P-15.4, 15.7, 15.8, 15.9 and 15.14

- 2.2 ASME Foundation Transfer
- 2.3 Board Liaison Report – DEI Strategy Committee
- 2.4 TEC Update & SVP Recommendation - TEC

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

**Date Submitted: September 9, 2021
BOG Meeting Date: October 6, 2021**

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

Agenda Item Executive Summary:

Proposed appointments reviewed by the COR on September 9, 2021.

Proposed motion for BOG Action:

To approve the attached appointments.

Attachments: Document attached.

OCTOBER 2021 PROPOSED APPOINTMENT TO ASME UNIT

Internal Unit	Nominee	Appointment Position/Title	Appointment Term/Category	Appointment Type	History
Committee on Organization and Rules	Parisa Saboori	Member-at-Large	October 2021 – June 2022	Initial	ECLIPSE Intern Bioengineering Division Executive Committee

OCTOBER 2021 PROPOSED APPOINTMENTS TO EXTERNAL ORGANIZATIONS

External Unit	Nominee	Appointment Position/Title	Appointment Term/Category	Appointment Type	History
Daniel Guggenheim Board of Award	Erdogan Madenci	ASME Representative	October 2021 – September 2024	Re-Appointment	Aerospace Division Structures and Materials Committee
Daniel Guggenheim Board of Award	Ozden Ochoa	ASME Representative	October 2021 – September 2024	Re-Appointment	Ralph Coats Roe Committee Fellow Review Committee
Hoover Board of Award	Melissa Nairn	Voting Member	October 2021 – September 2027	New Appointment	Hoover Board Alternate
Hoover Board of Award	Minh Le	Alternate Member	October 2021 – September 2027	New Appointment	Long Island Section Treasurer
Hoover Board of Award	Wayne Oaks	Alternate Member	October 2021 – September 2027	New Appointment	Long Island Section Secretary
Hoover Board of Award	James Scire	Alternate Member	October 2021 – September 2027	New Appointment	New York Institute of Technology Section Advisor
Max Jakob Board of Award	Portonovo Ayyaswamy	ASME Representative	July 2021 – June 2024	Re-Appointment	Editor of the ASME Journal of Heat Transfer
Max Jakob Board of Award	Richard Goldstein	ASME Representative	July 2021 – June 2024	New Appointment	Committee of Past Presidents Member, Nancy Deloye Fitzroy and Roland V. Fitzroy Medal Committee



Board of Governors Meeting Agenda Item Cover Memo

Date Submitted:	September 9, 2021
BOG Meeting Date:	October 6, 2021
To:	Board of Governors
From:	Committee on Organization and Rules
Presented by:	Emily Boyd
Agenda Title:	Changes to Society Policies P-15.4, P-15.7, P-15.8, P-15.9 and P-15.14

Agenda Item Executive Summary:

The Ethics Committee, which reports to the Committee of Past Presidents, recommended changes to Society Policies related to ethics on August 25, which then went to the Committee of Past Presidents, which approved the recommendations on September 2.

All of the Society Policies referencing Ethics are now cross-referenced within the Policies themselves.

The policy is amended to provide for the Executive Committee of the Board of Governors to decide on the appropriate Society Policy to address an alleged violation.

Section IV.B.1 of P-15.4 now clarifies that a person contemplating a complaint is not required to use the consultative procedure. Sections IV.B.4 and 6 address the notification requirements with respect to the Ethics Committee in the event a case is barred by policy. Section IV.B.9.b states the member subject to the complaint receives a copy of the complaint. Section IV.B.9.e states that members of the Ethics Committee cannot serve on an Investigative Panel. Requirements relating to confidentiality throughout the process are defined and changes are made throughout the applicable Policies. These apply inter alia to members of the Investigative Panel, members of the Ethics Committee, those appearing before an Investigative Panel, the complainant, and the member subject to the complaint.

Section 10 of P-15.7 clarifies and restates the requirement for ASME members to abide by the ASME Constitution, By-Laws, and Policies.

The changes to P-15.8 are all editorial in nature.

The responsibility for P-15.9 is transferred from the Ethics Committee to the Executive Committee of the Board of Governors. All members of the Executive Committee are

members of the Board of Governors. The rationale for this change is that there may be occasions where immediate action needs to be taken.

Section IV.A. of P-15.14 clarifies and restates the requirement applicable to all members to report violations of the Code of Conduct.

The amended Policies add an additional avenue of notification to the Human Resources staff in the event the complainant is not comfortable notifying a member of the Executive Committee.

In addition, there were editorial changes to clarify it is the Executive Committee of the Board of Governors that has responsibility for some ethical conduct issues, to reflect the new title of Executive Director/CEO, to specify the use of certified mail with return receipt, and to delete units that no longer exist.

Proposed motion for Board of Governors Action: To approve the changes to Society Policies P-15.4, P-15.7, P-15.8, P-15.9 and P-15.14.

Attachment(s): Society Policy changes



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SOCIETY POLICY

ETHICAL CONDUCT VIOLATION PROCEDURES

I. PREFACE

- A. Article C2.1.1 of the Constitution states in part, "The purposes of this Society are to: ... Promote a high level of ethical practice. In all professional and business relations the members of the Society shall be governed by the Code of Ethics as stated in the Society Policies."
- B. By-Law B2.1 states in part: "To promote the art, science and practice of mechanical and multidisciplinary engineering and allied sciences to diverse communities throughout the world the Society shall:..."

ETHICAL PRACTICE

Maintain a Code of Ethics of Engineers consistent with the standards of the profession.

Promote and encourage practice in the profession within this code.

Arrange for adjudication within the structure of the Society for violations of the code brought to its attention."

- C. By-Law B3.3.1 states: "Any member who has been found to have violated the Constitution, By-Laws, Code of Ethics or Code of Conduct of the Society, may be expelled by the affirmative vote of seven members of the Board of Governors."

- D. ASME requires ethical conduct by its members and adherence to the provisions of the Constitution, By-Laws, ~~and Policies of the Society~~. There may be occasions when a complaint of unethical conduct is filed against a member of the Society, and the following procedure is designed to ensure a prompt, thorough investigation and disposition of the matter. It is in the best interests of the member against whom a complaint has been filed, the Society, and the profession that such matters be handled in an impartial and confidential manner. Members and staff involved in the investigation and disposition of such cases shall not disclose particulars of any case except as required by their assigned duties ~~as outlined in this Society Policy~~.

- E. Occasionally, complaints are brought to the attention of the Society rising out of a dispute between an employer or employee or between the parties to a contract. Ordinarily, such disputes are properly resolved through legal and commercial channels and not through an ethics complaint and inquiry.

- F. The Ethics Committee and the Executive Director/CEO of the Society have the responsibility for implementing the procedure defined in this Society Policy.

- G. At any phase of a complaint the Executive Director/CEO may, at his or her discretion, request the advice of Legal Counsel.

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- i. An individual’s ethical conduct shall be evaluated on the basis of the Society Policies in effect on the date when a given action or omission took place. The review of such conduct, however, shall be conducted in accordance with the Ethical Conduct Violation Procedures in effect on the first date when a complaint is submitted. If the Ethical Conduct Violation Procedures are amended prior to the completion of the review process, such amendments shall not affect the review of pending matters except insofar as the Board of Governors, in amending the Ethical Conduct Violation Procedures, specifically approves retroactive effect for any portion or all of the amended Procedures.

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II. PURPOSE

- A. To state the procedures related to alleged violation of Society Policies related to ethical conduct,
- B. To provide a fair and responsible procedure for handling complaints and charges of violation of Society Policies related to ethical conduct,

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III. RESIGNATION

If a member against whom a complaint has been filed resigns prior to the final disposition of the case, or is administratively dropped from the Society’s membership rolls (for reasons such as not paying dues in a timely manner, not signing a conflict of interest statement, etc.), the Society will accept the resignation or may initiate the termination of membership with the stipulation that the person may not reapply for membership. At its discretion the Society may continue the investigation and disposition of the case in accordance with this Society Policy. Member records of persons removed for unethical conduct violations, or administratively dropped while subject to the ethics violation process shall be kept by the Society for not less than ten years.

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IV. PROCEDURE

A. Initial Review

- 1. Any alleged violation of this Society Policy shall be reported to either the Executive Director/CEO or any member of the Executive Committee of the Board of Governors or ASME Human Resources who shall promptly notify the full Executive Committee. The Executive Committee shall initially determine whether the alleged violation shall be addressed through this Policy or Policy 15.7 “Ethics” or Policy 15.8 “Conflicts of Interest” or Policy 15.9 “Policy Against Discrimination (including Discriminatory Harassment) – Members” or Policy P-15.14 “Code of Conduct.” There may be situations where actions are taken pursuant to one or more Society Policies.

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B. Complaint Phase

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1. Any person contemplating a complaint under this Society Policy may (but is not required to) participate in the following consultative procedure prior to the submission of his or her complaint. Any person contemplating a complaint who chooses not to use the following consultative procedure can go directly to the procedure in Section IV.B.2 of this Society Policy.

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- a. The person shall notify the Society's Managing Director, Governance, orally or in writing that he or she is considering the filing of an ethics complaint and wishes to participate in the Society's pre-complaint consultative procedure. This notification shall include the name(s) of the person(s) contemplating the complaint and the person(s) who would be subject to the complaint.
- b. The Managing Director, Governance, shall promptly notify the members of the Ethics Committee, whereupon those members of the Committee who have no conflict of interest with respect to the possible complaint(s) shall promptly draw lots to determine which of their number will provide pre-complaint consultation.
- c. Within thirty (30) days of the initial notification to the Managing Director, Governance, the Committee member selected by lot to provide pre-complaint consultation (the "consulting member") shall notify the person contemplating a complaint and provide consultation to him or her with respect to:
 - i. The identification and clarification of the ethical issues, if any, presented by the proposed complaint.
 - ii. The completion of the Society's complaint form in a manner that fulfills as nearly as possible the requirements of this Society Policy for complaints.
 - iii. The applicable procedures under this Society Policy, with the objective of assisting the person contemplating a complaint to understand the phases and nature of an ethics complaint under this Society Policy.
- d. The consulting member shall at all times maintain neutrality and shall explain to the person contemplating a complaint that the role of the consulting member is limited to assisting the Society's membership to ensure that there is fair access to a forum for the impartial consideration of good-faith ethics complaints.
- e. Once a complaint is filed, the consultation period shall be concluded, and the consulting member shall thereupon recuse himself or herself from further review of or participation in the matter. Without limiting the

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generality of the foregoing, there may be no post-complaint consultation by the consulting member. Additionally, the consulting member may terminate the consultation period at any time at his or her discretion, without regard to whether a complaint is filed, if he or she concludes that further consultation would not serve a useful purpose.

2. To initiate action, a signed and dated written complaint shall be filed with the Executive Director/CEO of the Society. The written complaint must be prepared using the form of complaint supplied by the Society for this purpose and state with particularity (a) the name or names of those members of the Society who are the subject of the complaint (referred to hereinafter collectively as the "member subject to the complaint"), (b) those specific provisions of the Society Policies that the member subject to the complaint is alleged to have violated, and (c) the alleged facts that are alleged to establish each such alleged violation (including without limitation those specific provisions of the Constitution, By-Laws or Policies of the Society, if any, by which the subject(s) of the complaint have allegedly failed to abide). The complaint may be filed by any interested person or group within or outside the Society. The complaint shall conclude with the following statement by the complainant:

"All facts alleged in this complaint are, to the best of my knowledge, true, correct and complete, and I have neither knowingly misrepresented nor knowingly omitted any information that would be material to the evaluation of the merits of this complaint. I understand that if the foregoing statements are untrue and if I am a member of the American Society of Mechanical Engineers, I may have violated the Society's Code of Ethics. I understand that the entire contents of my complaint including my identity may be disclosed to the individual or individuals referenced in my complaint during the course of any review of my complaint, and I consent to such disclosures."

3. No complaint shall be maintained or upheld pursuant to this Society Policy unless such complaint is submitted to the Society pursuant to this Society Policy within three (3) years after:
 - a. the date of the incident (or last of a series of related incidents) constituting the alleged violation; or, if later,
 - b. the earliest date on which the complainant had knowledge, or on which a member of the Society reasonably should have had knowledge, that any such incident (or series of related incidents) might constitute a violation reportable under this Society Policy.
4. The Executive Director/CEO, upon receipt of a complaint of alleged unethical conduct, shall within thirty (30) days:

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- a. acknowledge receipt of the complaint to the complainant by certified mail (return receipt requested),
- b. ascertain whether the person against whom the complaint has been made is currently a member of the Society,
- c. determine whether the complaint fulfills the requirements of IV.B.2, and
- d. if the requirements of either IV.B.4.b or IV.B.4.c or both of them are not met, notify the complainant by certified mail (return receipt requested) that the complaint has been rejected because it fails to fulfill either IV.B.4.b or IV.B.4.c or both of them, as the case may be. If arrangements for a consultation were made under Section IV.B.1, the members of the Ethics Committee shall be notified that the complaint was barred. The members of the Ethics Committee must maintain confidentiality.

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Such complaint may be revised and resubmitted, and the date of any such resubmission shall be the submission date for purposes of IV.B.3.

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5. If the complaint is not rejected pursuant to IV.B.4, the Executive Director/CEO shall within sixty (60) days of receipt of the complaint:

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- a. send the Chair of the Ethics Committee a copy of the complaint received, and
- b. decide, with concurrence of the Chair of the Ethics Committee, whether the complaint is barred from further consideration
 - i. by reason of IV.B.3,
 - ii. because it involves a dispute between an employer or employee or between the parties to a contract which dispute is properly resolved through legal or commercial channels,
 - iii. because it raises issues that are trivial, frivolous or harassing in nature, or
 - iv. because the facts alleged in the complaint, even if true, would not constitute violations of the Society Policies,

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6. If the complaint is barred as provided in IV.B.5.b, the Executive Director/CEO shall notify the complainant by certified mail (return receipt requested) that the complaint is barred for such of the reasons set forth in IV.B.5.b as shall apply. If arrangements for a consultation were made under Section IV.B.1, the members

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of the Ethics Committee shall be notified that the complaint was barred. The members of the Ethics Committee must maintain confidentiality.

7. If the Executive Director/CEO and the Chair of the Ethics Committee do not concur as to any matter for which their concurrence is required under IV.B.5.b, the matter shall be presented to the President of the Society, whose determination shall govern and may not be appealed, or, if the complaint shall involve the President, Executive Director/CEO or Chair of the Ethics Committee as either a witness or the member subject to the complaint, the matter shall be presented to the Board of Governors (other than the President if they are the individual subject to the complaint), whose determination shall govern and may not be appealed.

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8. If the complaint is not rejected pursuant to IV.B.4 or IV.B.5, the Executive Director/CEO shall notify the complainant that the matter is being referred to the Ethics Committee within thirty (30) days of the determination by the Executive Director/CEO and Chair of the Ethics Committee, per Section IV.B.5, or by the President or Board of Governors per Section IV.B.7 that the complaint is not barred.

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9. Within sixty (60) days of the notice sent to the complainant per Section IV.B.8, the Executive Director/CEO and the Chair of the Ethics Committee shall prepare (in consultation with legal counsel) a statement of preliminary charges and the Executive Director/CEO shall:

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a. Notify the member subject to the complaint, by certified mail (return receipt requested), that an ethics complaint has been filed,

b. Include with the notification a copy of the statement of preliminary charges, the complaint and the following statement:

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i. That the preliminary charges allege matters to be within the scope of the Society Policies,

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ii. That an investigation will be made to determine if the complaint is substantiated by the facts, and

iii. That the member is encouraged to submit a written response (of not more than ten (10) double-spaced letter-sized pages in Times New Roman type with a minimum font size of 10) to the complaint within thirty (30) days and to inform the Society of his or her preferred address.

c. In consultation with the Chair of the Ethics Committee, designate an Investigative Panel of no more than five members from the Society's staff or membership (or both) to conduct an investigation of the matter, and

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d. Provide the Investigative Panel with a copy of the complaint and a copy of the statement of preliminary charges (the complaint and preliminary charges shall not foreclose the Investigative Panel from determining that there may have been violations of provisions of the Society Policies, other than or in addition to those cited in the complaint or the preliminary charges).

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e. Members of the Ethics Committee are not eligible to serve on an Investigative Panel.

10. Reasonable expenses incurred by the Investigative Panel shall be paid by the Society.

11. In any case in which a complaint or other written or oral submission in connection with the submission, investigation and review of an ethics complaint contains statements or makes omissions that may give rise to an ethics complaint against the individual making the complaint or other submission, the Executive Director/CEO shall submit the relevant information to the Secretary of the Society, whose responsibility it shall be to evaluate the information and determine whether to make an ethics complaint in respect of such individual's conduct. This Section IV.B.11 shall not limit the right of any other person to make a complaint in respect of such individual's conduct, provided the person making the complaint has properly obtained the information on which his or her complaint is based.

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12. Upon becoming a member of the Investigative Panel, each member shall state in writing adherence to the conditions of Appendix I of this Society Policy, "the Confidentiality Policy."

B. C. Investigative and Review Phase

1. The Investigative Panel shall hold individual conferences on the subject matter of the complaint with the member against whom a complaint has been filed, the complainant and any other persons known or believed to have knowledge of the matter (such other persons, the "witnesses"). In the conduct of these informal conferences, the following should be kept in mind by all concerned:

- a. the purpose is to determine if there is cause for further action by the Society,
- b. the investigation is not a legal hearing, but an informal conference to determine the facts in the matter, and the member is not "accused" by the Society in a legal sense,
- c. the greatest tact must be exercised by the Investigative Panel,

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- d. if, during the conference, information is obtained that suggests the need to broaden the scope of the investigation, the Investigative Panel shall conduct such additional investigation before completing the investigation of the matter, and
- e. at the start of each conference, the Investigative Panel shall advise each witness that the information may or may not be used in a written report and it may be furnished to the member subject to the complaint.
- f. those appearing before the Investigative Panel must maintain confidentiality.

2. After the Investigative Panel is assured that all pertinent information concerning the matter has been secured, the Investigative Panel shall prepare a detailed written report giving all data concerning the matter. The Investigative Panel shall make one (1) of the following determinations:

- a. That the facts, as found by the Investigative Panel, do not support the complaint and as such do not provide a sufficient basis for any further action by the Society, in which case the matter shall be handled as provided in IV.C.3, or
- b. That the facts, as found by the Investigative Panel, appear to establish a violation of the Society Policies that is minor and as such does not warrant suspension or expulsion of the member subject to the complaint, in which case the matter shall be handled as provided in IV.C.4, or
- c. That the facts, as found by the Investigative Panel, appear to establish a violation of the Society Policies that is more than minor and as such may warrant suspension or expulsion of the member subject to the complaint, pursuant to a formal statement of charges adopted by the Investigative Panel as a part of its determination, in which case the matter shall be handled as provided in IV.C.5.

Within thirty (30) days of a determination under this Section IV.C.2, the Investigative Panel shall notify in writing the Chair of the Ethics Committee, and the Executive Director/CEO of such determination. Such notification, in the case of a determination described in IV.C.2.c, should include the formal statement of charges adopted pursuant to IV.C.2.c.

3. If there is a determination, pursuant to IV.C.2.a, that the facts, as found by the Investigative Panel, do not support the complaint and as such do not provide a sufficient basis for any further action by the Society, the Executive Director/CEO shall within thirty (30) days of receiving the notification specified in IV.C.2:

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- a. notify the Board of Governors of the determination,
- b. by certified mail (return receipt requested), notify the complainant, the member subject to the complaint and all witnesses who have been interviewed by the Investigative Panel that the matter is closed pursuant to this Section IV.C.3, and the resolution of the matter shall be held confidential and not revealed to any other party by the complainant or the member subject to the complaint, and
- c. close the official file on the matter and retain the file in the records of the Society for not less than ten (10) years from the date on which the initial complaint was received by the Society.

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Commented [DJS8]: The complainant and the member subject to the complaint are told the outcome, but the witnesses are not told the outcome.

A complaint disposed of pursuant to this Section IV.C.3, even if the complaint is revised, may not be resubmitted.

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- 4. If there is a determination by the Investigative Panel, pursuant to IV.C.2.b, that the facts, as found by the Investigative Panel, appear to establish a violation of the Society Policies, that is minor and as such does not warrant suspension or expulsion of the member subject to the complaint, the Executive Director/CEO on behalf of the Investigative Panel shall within thirty (30) days of such determination send a letter of warning/admonishment to the member subject to the complaint by certified mail (return receipt requested) and

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- a. notify the Board of Governors of the determination,
- b. by certified mail (return receipt requested), notify the complainant of the determination that the matter is closed pursuant to this Section IV.C.4 and that the resolution of the matter shall be held confidential and not revealed to any other party by the complainant.
- c. by certified mail (return receipt requested), notify all witnesses who have been interviewed by the Investigative Panel that the matter has been resolved and is closed, and
- d. close the official file on the matter and retain in the file records of the Society for not less than ten (10) years from the date on which the initial complaint was received by the Society.

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- 5. If there is a determination, pursuant to IV.C.2.c, that the facts, as found by the Investigative Panel, appear to establish a violation of the Society Policies, that is more than minor and as such may warrant suspension or expulsion of the charged, the Executive Director/CEO, within thirty (30) days of receipt of the notification described in IV.C.2 shall notify the President in writing that the matter will be submitted to the Board of Governors for determination. In making its determination, the Board of Governors shall not be bound by the

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recommendations of the Investigative Panel and may upon review of the complaint; (1) determine that the complaint is not supported by the facts; (2) determine that a lesser sanction such as a letter of warning/admonishment should be issued; or (3) suspend or expel the member. The Board of Governors should ordinarily make such determination in a closed session of the Board.

Within thirty (30) days of the rendering of a decision by the Board of Governors, the Executive Director/CEO shall:

- a. by certified mail (return receipt requested), notify the subject of the complaint of the determination that the matter is closed pursuant to this Section IV.C.5 and that the resolution of the matter shall be held confidential and not revealed to any other party by the subject of the complaint;
- b. by certified mail (return receipt requested), notify the complainant of the determination that the matter is closed pursuant to this Section IV.C.5 and that the resolution of this matter shall be held confidential and not revealed to any other party by the complainant;
- c. by certified mail (return receipt requested), notify all witnesses who had been interviewed by the Investigative Panel that the matter has been resolved and is closed, and
- d. close the official file on the matter and retain in the files of the Society for not less than ten (10) years from the date on which the initial complaint was received by the Society.

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6. Within thirty (30) days of the determination of any ethics case, the Executive Director/CEO shall, by certified mail (return receipt requested), notify the members of the Ethics Committee of the determination that the matter is closed pursuant to either Section IV.C.3, IV.C.4, or IV.C.5 and that the resolution of the matter shall be held confidential and not revealed to any party by members of the Ethics Committee.

Commented [DJS9]: Given that the members of the Ethics Committee will be aware of a case if they were asked to be involved in a pre-complaint consultation based on Section IV.A.1.b, they should be told of the outcome. Even if they were not asked to be involved in a consultation, the Ethics Committee members should know about all cases.

7. A complaint disposed of by the Board of Governors, even if the complaint is revised, may not be resubmitted.

8. All files concerning ethics complaints and the resolution thereof shall be confidential and may not be disclosed except by authority of the Board of Governors. The records shall be retained for a period of not less than ten (10) years from the date on which the initial complaint was received by the Society. The proceedings may be synopsisized and made anonymous for later publication for instructive purposes.

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9. The membership shall be notified of all disciplinary actions taken by the Board of Governors under this Section IV.C.5 for violations of the Society Policies, by publication of a suitable notice in MECHANICAL ENGINEERING or ASME NEWS. The name of the disciplined member shall not be published. However, the action of the Board of Governors, including the name of the disciplined member, shall be reported to the section chair and appropriate Society officers.

Commented [DJS10]: The BOG only takes disciplinary action under IV.C.5, and not under IV.C.3 or 4. That is, under IV.C.3 or 4 the BOG is simply notified, so there is a need to notify the membership of actions taken under IV.C.3 or 4.

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Responsibility: Committee of Past Presidents/Ethics Committee

Reassigned from Centers Board of Directors/Center for Career and Professional Advancement/Committee on Ethical Standards and Review 2/2012

Reassigned from Centers Board of Directors/Center for Professional Development, Practice & Ethics/Committee on Ethical Standards and Review 4/23/09

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

Adopted: June 18, 1975

Revised: September 29, 1978
June 25, 1980
November 17, 1983
(editorial changes 3/84)
June 14, 1985
(editorial changes 6/87)
(editorial changes 3/88)
June 18, 1989
June 6, 1990
(editorial change 2/94)
November 21, 1996
(editorial changes 9/97)
June 9, 1999
(editorial changes 6/02)
(editorial changes
September 23, 2005
November 5, 2006
(editorial changes in responsible unit 4/09)
(Unit Reassignment Due to Reorganization 2/12)
November 15, 2013
November 10, 2019

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APPENDIX I

Commented [DJS11]: The Ethics Committee recommended adding this Appendix.

INVESTIGATIVE PANEL

CONFIDENTIALITY POLICY

The Business of the Society as it relates to the review of any ethics case shall be strictly confidential. The unauthorized dissemination of information related to this activity is prohibited.

In no case shall information concerning a review of an alleged ethical violation be used other than for the purpose of reviewing said allegation in accordance with applicable procedures.

All information regarding questions on the review of alleged violations, including all discussions and material distributed at meetings, is strictly confidential, and shall not be discussed nor sent to anyone not authorized to have access to the questions.

Agreeing to comply with these requirements is not to be interpreted as a preemption of one's obligation to adhere to the Constitution or Charter of ASME, nor to laws or regulations of any country, state, province or municipality or residence.

TO: Executive Director/CEO, ASME

I have read and agree to adhere to this Confidentiality Policy.

Name: _____
Print Signature Date

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SOCIETY POLICY

ETHICS

ASME requires ethical practice by each of its members and has adopted the following Code of Ethics of Engineers as referenced in the ASME [By-Law B2.1](#).

Commented [DJS1]: To note the reference to the “Code of Ethics of Engineers” is in the By-Laws. The “Code of Ethics” is referenced in the Constitution.

CODE OF ETHICS OF ENGINEERS

The Fundamental Principles

Engineers uphold and advance the integrity, honor and dignity of the engineering profession by:

- I. using their knowledge and skill for the enhancement of human welfare;
- II. being honest and impartial, and serving with fidelity their clients (including their employers) and the public; and
- III. striving to increase the competence and prestige of the engineering profession.

Deleted: Constitution, Article C2.1.1

The Fundamental Canons

1. Engineers shall hold paramount the safety, health and welfare of the public in the performance of their professional duties.
2. Engineers shall perform services only in the areas of their competence; they shall build their professional reputation on the merit of their services and shall not compete unfairly with others.
3. Engineers shall continue their professional development throughout their careers and shall provide opportunities for the professional and ethical development of those engineers under their supervision.
4. Engineers shall act in professional matters for each employer or client as faithful agents or trustees, and shall avoid conflicts of interest or the appearance of conflicts of interest.
5. Engineers shall respect the proprietary information and intellectual property rights of others, including charitable organizations and professional societies in the engineering field.
6. Engineers shall associate only with reputable persons or organizations.

- 7. Engineers shall issue public statements only in an objective and truthful manner and shall avoid any conduct which brings discredit upon the profession.
- 8. Engineers shall consider environmental impact and sustainable development in the performance of their professional duties.
- 9. Engineers shall not seek ethical sanction against another engineer unless there is good reason to do so under the relevant codes, policies and procedures governing that engineer's ethical conduct.
- 10. Engineers who are members of the Society shall abide by the Constitution, By-Laws and Policies of the Society, and they shall disclose knowledge of any matter involving another member's alleged violation of the Policies of the Society, in a prompt, complete and truthful manner to either the Executive Director/CEO or any member of the Executive Committee of the Board of Governors or ASME Human Resources who shall promptly notify the full Executive Committee. The Executive Committee shall initially determine whether the alleged conduct shall be addressed through this Policy or Policy 15.4 "Ethical Conduct Violation Procedures" or Policy P15.8 "Conflicts of Interest" or Policy 15.9 "Policy Against Discrimination (Including Discriminatory Harassment) – Members" or Policy 15.14 "Code of Conduct." There may be situations where actions are taken pursuant to one or more Society Policies.

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The Ethics Committee maintains an archive of interpretations to the ASME Code of Ethics (P-15.7). These interpretations shall serve as guidance to the user of the ASME Code of Ethics and are available on the Committee's website or upon request.

Responsibility: Committee of Past Presidents/Ethics Committee

Reassigned from Centers Board of Directors/Center for Career and Professional Advancement/Committee on Ethical Standards and Review

Reassigned from Centers Board of Directors/Center for Professional Development, Practice and Ethics/Committee on Ethical Standards and Review 4/23/09

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

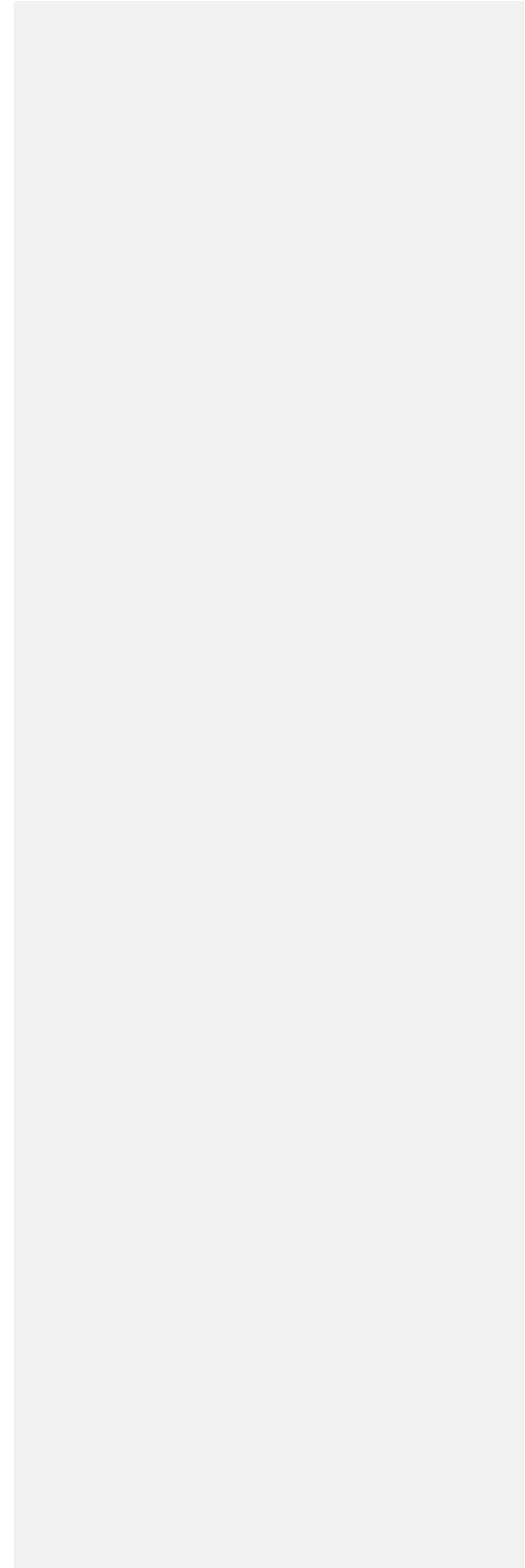
Adopted: March 7, 1976

Revised: December 9, 1976
 December 7, 1979
 November 19, 1982
 June 15, 1984
 (editorial changes 7/84)
 June 16, 1988
 September 12, 1991
 September 11, 1994
 June 10, 1998
 September 21, 2002

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September 13, 2003
(editorial changes 6/1/05)
November 5, 2006
(editorial changes to the responsible unit 4/09)
(Unit Realignment Due to Reorganization 2/12)





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SOCIETY POLICY
CONFLICTS OF INTEREST

I. PREFACE

- A. Article C2.1.1 of the Constitution lists the following as one purpose of the Society: To “[p]romote a high level of ethical practice.”
- B. Article C2.1.1 states in part, “[i]n all professional and business relations the members of the Society shall be governed by the Code of Ethics.”
- C. Society Policy P-15.7 states in part, “Engineers shall act in professional matters for each employer or client as faithful agents or trustees, and shall avoid conflicts of interest or the appearance of conflicts of interests.”

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II. PURPOSE

Each individual acting for or in the name of the American Society of Mechanical Engineers (“ASME” or the “Society”) is in a position of trust. This Society Policy is intended:

- A. To further assure the objectivity and public confidence in the integrity of all Society deliberations and statements, by establishing guidelines and procedures concerning conflicts of interest. It is acknowledged and understood that competent and knowledgeable individuals of recognized abilities, qualifications and interest who participate in professional activities may have potential conflicts of interest.
- B. To establish guidelines and procedures to enable individuals to act ethically and to uphold the integrity of the Society’s policies, rules, codes and standards.
- C. To ensure that individuals act in the Society’s best interest and comply with applicable legal requirements.

III. POLICY APPENDIX A & APPENDIX B

- A. Appendix A (Technical or Membership Matters)

Appendix A of this Society Policy applies to decisions or actions pertaining to ASME and involving Technical or Membership Matters. A matter is a “**Technical or Membership Matter**” if it pertains primarily to a technical issue or a membership issue and is not a Financial Matter. Generally speaking, matters coming before the following bodies within ASME are Technical or Membership Matters: the Nominating Committee, the Committee on Organization and Rules, Council on Standards and Certification and the Committee of Past Presidents as well as any units or sub-units of the Society that normally consider Technical or Membership Matters.

Commented [A1]: Committee no longer exists.

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B. Appendix B (Financial Matters)

Appendix B of this Society Policy applies to decisions or actions pertaining to ASME (or an ASME affiliate) and involving Financial Matters, but only if the Financial Matter is a “**Covered Arrangement**” as defined in Appendix B. The term “**Financial Matters**” means a matter involving the expenditure, augmentation, use, disposition or allocation of ASME's resources or the resources of an ASME affiliate. A Financial Matter includes (without limitation) any recommendation, advice, decision or action concerning:

- an expenditure by ASME (e.g., payment of compensation or a reimbursement, leasing or licensing property from third parties, buying property, contracting for services, and granting a prize or award);
- an augmentation of ASME's resources or capacity (e.g., accepting a gift or bequest of money or property, accepting the use of services, or joining forces with another organization); or
- the use, investment, disposition or allocation of ASME resources (e.g., selling ASME's property, leasing or licensing ASME property to third parties, selecting an investment advisor or manager, and allowing third parties to use ASME property or other resources such as staff time, endorsements, logos, or other intellectual property).

If a matter involves both Financial Matters and Technical or Membership Matters, it should be handled in a manner consistent with both Appendix A and Appendix B of this Society Policy to the extent possible, and in the event of uncertainty, in a manner consistent with Appendix B.

C. INTEGRAL PART AND USE OF DEFINED TERMS

Appendix A and Appendix B are incorporated in (and therefore are an integral part of) this Society Policy. Capitalized terms used in Appendix A or Appendix B and not defined in such Appendices have the meanings set forth above.

IV. **USE OF ASME NAME, SEAL, EMBLEM, INITIALS, TITLES, ETC.**

The use of Society titles for those holding elected and non-elected office within the Society shall follow the guidelines stated in paragraph III.D.4 of Society Policy P-14.6, Society Name, Seal, Emblem, Initials, Titles, Identification and Certificates. Violations of those guidelines by volunteers shall be considered under violations of the Code of Ethics. (See Society Policy P-15.7, Ethics.)

V. **USE OF ASME STATIONERY**

Society Policy P-14.6 Society Name, Seal, Emblem, Initials, Titles, Identification and Certificates contains provisions with respect to the use of ASME stationery in Paragraph III.B.4.

VI. **NOTICE, STATEMENT OF ADHERENCE, AND OVERSIGHT**

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A. *Notice.* Before taking office (including as a Governor-elect or President-elect), each member of a unit or sub-unit of the Society and each volunteer elected or appointed to represent ASME in some other capacity shall be sent by mail or as an electronic link, as appropriate, a copy of this Society Policy, Society Policy P-15.7, Ethics and Society Policy P-14.6, Society Name, Seal, Emblem, etc., and be directed to adhere to the applicable provisions of these policies as a condition of acting for or representing the Society.

B. *Statement of Adherence.* Before taking office (including as a Governor-elect or President-elect), unless there is in ASME's files a prior signed acceptance of Society Policy P-15.8, each member of a unit or sub-unit of the Society and each volunteer elected or appointed to represent ASME in some other capacity shall state in writing his or her commitment to adhere to the applicable provisions of this Society Policy. If this signed Statement of Adherence is not on file, the volunteer may not take office.

C. *Updated Statement of Adherence.* If either Policy P-14.6 or P-15.8 receives substantive revision as determined by the Board of Governors, all volunteers required to have a Statement of Adherence on file shall receive a copy of the revised Policy and shall be requested to sign an updated Statement of Adherence. Should there be any occurrence where a volunteer does not sign a new Statement of Adherence and forward it to the Society within 90 days, the Executive Director/[CEO](#) shall inform the pertinent board, committee, sector or other pertinent body that the volunteer is in violation of this provision of this Society Policy and may not continue in office or further represent ASME. When action is taken by a volunteer to comply with this Policy, that individual shall be reinstated to his or her position and allowed to represent ASME in his or her previous position.

D. *Oversight.* At least twice a year, the Executive Director/[CEO](#) of ASME shall submit a report to the Ethics Committee certifying that the requirements of subparagraphs (A), (B) and (if applicable) (C) have been met and shall include names of those volunteers not in compliance.

E. *Employees.* Notice to ASME employees and the handling of Statements of Adherence and Updated Statements of Adherence will be pursuant to ASME employment procedures determined by the Executive Director/[CEO](#).

F. *Initial Review.* Any alleged violation of this Society Policy should be reported to either the Executive Director/[CEO](#) or any member of the Executive Committee of the Board of Governors or ASME Human Resources who shall promptly notify the full Executive Committee. The Executive Committee shall initially determine whether the alleged violation shall be addressed through this Policy or Policy 15.4 "Ethical Conduct Violation Procedures" or Policy 15.7 "Ethics" or Policy 15.9 "Policy Against Discrimination (including Discriminatory Harassment) – Members" or Policy 15.14 "Code of Conduct." There may be situations where actions are taken pursuant to one or more Society Policies.

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VII. GUIDANCE

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Volunteers and employees are urged to seek prompt input from the Office of the General Counsel if they have a question about the proper application of this Society Policy, including a decision whether a matter is a Technical or Membership Matter, a Financial Matter, both, or neither.

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APPENDIX A
(ASME Conflicts Policy for Technical or Membership Matters)

1. PREAMBLE (for Technical or Membership Matters)

Because ASME holds as paramount the safety, health, and welfare of the general public, each member and non-member (each, a “volunteer”) participating in decisions with respect to Technical or Membership Matters has a fundamental responsibility to exercise impartial professional judgment to enhance the Society and the practice of mechanical engineering in the public interest. Appendix A applies to volunteers when there are discussions, deliberations or voting with respect to Technical or Membership Matters, whether or not arising during the formal session of a committee or other body within ASME.

This Appendix A is in addition to, and not in lieu of, any policy or operating guide applicable to a particular ASME activity (e.g., honors and awards) or body (e.g., a Sector Board or Council or a Board within a Sector). In the event of a conflict between the terms of any such policy or operating guide and this Appendix A, the terms of this Appendix A shall govern the matter.

Each individual has the primary responsibility for assuring his or her adherence to this Appendix A as well as to Appendix A and other applicable ASME policies or operating guides that address conflicts of interest.

2. DEFINITIONS (for Technical or Membership Matters)

- a. *“Conflicts of Interest.”* The potential for a “conflict of interest” involving Technical or Membership Matters exists whenever a person owes a loyalty to multiple interests or organizations. Having different interests or loyalties does not constitute a conflict of interest when the action desired by each interest is the same. This situation may be described as a community of interest. A conflict of interest in Technical or Membership Matters occurs only when loyalty to one interest would impel a course of action different from that impelled by another interest. For example, while acting for or on behalf of the Society in a Technical or Membership Matter, a volunteer may be asked to consider a matter which directly affects the specific rather than the collective interests of the individual's employer or a competitor of the employer. In such instances, there could be a conflict of interest between exercise of the volunteer's independent professional judgment on behalf of ASME and the public and the individual's loyalties and responsibilities to his or her employer or another entity.
- b. *“Balance of Interest.”* In many ASME standards-writing committees and other committees, the procedures for appointment provide for a balanced or diversified representation among the various categories of interest within the scope of that committee's concern. This “balance of interest” minimizes the instances of appearance of conflict of interest in Technical or Membership Matters by preventing situations in which a single interest group could control the action on an issue. Accordingly, where general categories of interest were considered in appointing a balanced committee or other group, an individual's identification with the particular interest shall not be grounds for raising an issue of the appearance of a conflict of interest in Technical or Membership Matters. This is particularly so because the

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removal of one or more individuals representing a particular category of interest on conflict of interest grounds could upset the planned balance of economic and technical interests.

3. **DUTIES AND RESPONSIBILITIES (for Technical or Membership Matters)**

- a. It is the duty of volunteers acting for or on behalf of the Society in Technical or Membership Matters to be aware of the possibility of a conflict of interest between their responsibilities to ASME and the public on the one hand and to their employer or another entity on the other.
- b. All volunteers have a fundamental responsibility to refrain from participating in Society decision-making on Technical or Membership Matters when a competing interest precludes or inhibits the exercise of the volunteer's independent professional judgment on behalf of ASME, or when the nature of the competing interest is such that the volunteer's continued participation would unreasonably jeopardize the integrity of the decision-making process in Technical or Membership Matters.

4. **PROCEDURES (for Technical or Membership Matters)**

- a. In instances where it is clear to an individual volunteer that his or her judgment with respect to a Technical or Membership Matter is controlled by his or her loyalty to a competing interest, he or she should disqualify himself or herself and refrain from influencing and participating in the deliberations and decision-making regarding the conflict-affected matter. This does not preclude the volunteer's attendance and participation at any meeting of a committee or other body on the same basis as any non-member of the committee or other body.
- b. In instances where an individual volunteer believes that there may be the appearance of a conflict of interest (a "possible conflict situation") involving a Technical or Membership Matter, although he or she believes that his or her independent judgment will not be affected by a competing interest, the volunteer should nevertheless take at least one of the following consultative courses of action:
 - i. If the individual is serving on a unit or sub-unit of the Society considering a Technical or Membership Matter, the individual should make certain that all concerned with the projected deliberations or decision-making on the Technical or Membership Matter clearly understand the facts and circumstances involved in this possible conflict situation. Then, following due consideration of the circumstances involved, unless a three-fourths majority concur by secret ballot that the individual's continued participation will not unreasonably jeopardize the integrity of the decision-making process, the individual shall not attempt to influence, be present at or participate in deliberations and decision-making regarding the conflict-affected matter. Such disqualification considerations may be either referred or appealed, in the first instance, to the appointing committee or supervisory body, if any, and then, if unresolved, the Executive Committee of the Board of Governors, pursuant to Section VI.F, may refer this to the Ethics Committee or other appropriate unit of ASME for action. Such referral and

Commented [A3]: The Executive Committee is now the initial unit reviewing ethical conduct issues.

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appeals may be made by the chair of the unit or sub-unit, the individual volunteer or any other participant in the consideration of the possible conflict situation. Additionally, the member may elect to bypass the secret-ballot measure described above and take the matter directly to the appointing committee or supervisory body, if any, and then, if unresolved, to the [Executive Committee of the Board of Governors, pursuant to Section VI.F, who may refer this to the Ethics Committee or other appropriate unit of ASME for action.](#)

- ii. If the individual is acting for or on behalf of ASME other than in a committee or group participation capacity, the individual should bring the possible conflict situation directly to the attention of the appointing committee or supervisory body, if any, and then, if unresolved, to the [Executive Committee of the Board of Governors, pursuant to Section VI.F, who may refer this to the Ethics Committee or other appropriate unit of ASME for action.](#)
- c. Any member of a sector, board, division, committee, section, subcommittee or other decision-making body who believes that the continued participation of any other member of that body in a Technical or Membership Matter may unreasonably jeopardize the integrity of the decision-making process may call for the consultative courses of action set forth in Paragraph 4(b)(i) or (ii) above.

5. **IMPLEMENTATION AND COMPLIANCE**

The Ethics Committee shall oversee the implementation of, and compliance with, this Appendix A. The Ethics Committee shall have authority to review questions of conflicts of interest under this Appendix A and to render opinions thereon. The Ethics Committee may authorize the Chair of the Ethics Committee to issue a letter of warning or admonishment to persons who violate this Appendix A or request that the Chair refer the matter to the Executive Director/[CEO](#) for processing as an ethics complaint under Society Policy P-15.4. A decision of the Ethics Committee shall be binding and final if a letter of warning or admonishment is the course of action.

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APPENDIX B

(ASME Conflicts Policy for Financial Matters)

1. PREAMBLE (for Financial Matters)

Because ASME is a not-for-profit corporation formed under the laws of the State of New York, those who serve ASME have a duty to adhere to the purposes to which ASME is dedicated and to conduct the affairs of ASME in a manner consistent with those purposes and not to advance their personal financial interests when Financial Matters are under consideration. This Appendix B is intended to ensure that those who fulfill leadership roles with respect to Financial Matters act in ASME's best interest and comply with applicable legal requirements, despite the existence of a conflict of interest. This Appendix B is designed to promote the identification, disclosure, evaluation and disposition of any real, potential or apparent conflicts of interest that might, in fact or in appearance, call into question the duty of undivided loyalty owed to ASME by its leaders.

This Appendix B is in addition to, and not in lieu of, any conflict of interest policies promulgated by the Executive Director/[CEO](#) with respect to ASME employees and is also in addition to, and not in lieu of, Appendix A and any policy or operating guide applicable to a particular ASME activity (e.g., honors and awards) or body (e.g., a Sector Board or Council or a Board within a Sector). In the event of a conflict between the terms of any policies, operating guides or Appendix A and this Appendix B, the terms of this Appendix B shall govern the matter.

Each individual has the primary responsibility for assuring his or her adherence to this Appendix B as well as to Appendix A and other applicable ASME policies or operating guides that address conflicts of interest.

2. DEFINITIONS (for Financial Matters)

- a. The term "**Authorized Body**" means any one of the following: (a) the ASME Board of Governors, (b) the Audit Committee, or (c) a Committee of the Board having delegated authority with respect to a given sphere of activity. If no Committee of the Board has delegated authority with respect to a given sphere of activity, the term "**Authorized Body**" means the ASME Board of Governors or the Audit Committee.
- b. The term "**Committee Member**" means each member of the following bodies: the Committee on Finance, the Committee on Executive Director/[CEO](#) Evaluation and Staff Compensation, the Audit Committee, ~~the Retirement Plan Committee,~~ and any committee, task force, or similar body appointed or designated by the Board of Governors or the President.
- c. The term "**Committee of the Board**" is a committee appointed by the Board of Governors and whose voting membership consists of at least three individuals, all of whom are members of the Board of Governors. At the time of adoption of this Society Policy, the

Commented [A4]: The Pension Plan Trustees no longer exists. However, the Retirement Plan Committee needs to be added.

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only committees that are Committees of the Board are the Audit Committee, Executive Committee and the Executive Director/CEO Evaluation and Staff Compensation Committee. Because the Committee on Finance includes members who are not members of the Board of Governors, it is not a Committee of the Board.

- d. The term “**Covered Arrangement**” means each proposed transaction, agreement or other arrangement (including any grant, scholarship or compensation arrangement) in which:
- i. (A) one or more Related Parties (defined below) would have a financial interest and (B) the Society or any affiliate of the Society (including without limitation the ASME Foundation) would be a participant; or
 - ii. there could be an actual or perceived conflict of interest for some other reason, including any transaction, agreement or other arrangement in which the interests of a Related Party could be seen as competing with the interests of the Society or any affiliate of the Society.

All Covered Arrangements are circumstances that constitute a perceived, potential or actual conflict of interest and as such are subject to the terms of this Appendix B. If a Covered Arrangement involves an affiliate of the Society, it is an “**Affiliate Covered Arrangement.**”

- e. The term “**Governor**” means each member of the Board of Governors in office from time to time, as well as each Governor-elect and Governor-nominee.
- f. The term “**Key Employee**” means each person who is in a position to exercise substantial influence over the affairs of the Society within the meaning of Section 4958(f)(1)(A) of the Internal Revenue Code and Section 53.4958-3(c), (d) and (e) of the Treasury Regulations or analogous provisions. The group of Society employees who are deemed to be Key Employees includes (but is not necessarily limited to) employees designated from time to time by the Executive Director/CEO, in consultation with the Treasurer.
- g. The term “**Officer**” means each volunteer officer of the Society holding office from time to time and holding the rank of Senior Vice President, President, Immediate Past President or President-elect as well as each Senior Vice President-elect.
- h. The term “**Related Parties**” means:
- i. The Governors, Officers, Committee Members and Key Employees of the Society.
 - ii. The following living relatives of each individual described in subparagraph (i):
 - (A) his or her ancestors
 - (B) his or her spouse or domestic partner
 - (C) his or her siblings and half-siblings
 - (D) the spouses or domestic partners of his or her siblings and half-siblings

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- (E) his or her children, grandchildren, and great-grandchildren¹
 - (F) the spouses or domestic partners of his or her children, grandchildren and great-grandchildren.
- iii. The following entities and trusts:
- (A) any entity or trust of which any individual described in subparagraph (i) or (ii) serves as a director, trustee, officer or employee.
 - (B) any entity or trust in which any one or more individuals described in subparagraph (i) or (ii) have a 5% or greater ownership or beneficial interest.

3. PROCEDURES (for Financial Matters)

a. Individual Responsibilities

- i. *Disclosure.* If a Governor, Officer, Committee Member or Key Employee of ASME has a direct interest in a Covered Arrangement, or an indirect interest through a person who is a Related Party with respect to him or her, he or she must immediately disclose in writing the existence and circumstances of the arrangement (including the material facts concerning his or her interest) to an Authorized Body.
- ii. *Refraining from Influence.* The individual must refrain from attempting to influence the deliberation or voting on the Covered Arrangement.
- iii. *Deliberations and Voting.* The individual may not participate in or attend the deliberations or vote on the Covered Arrangement. However, at the request of the Authorized Body, the individual may present background information or answer questions on the Covered Arrangement. The conflict does not preclude the individual's attendance at and participation in the rest of the meeting of the Authorized Body.
- iv. *Affiliate Covered Arrangements.* If the Covered Arrangement is also an Affiliate Covered Arrangement, the disclosure required by Paragraph 3(a)(i) shall be made only to the Audit Committee of the Society and the Audit Committee of the affiliate (or, if the affiliate does not have an Audit Committee, to the governing body of the affiliate). The Audit Committee of the Society must confirm that the steps required in this Paragraph 3(a) have been and are being taken, and no further action by the Society shall be required pursuant to this Appendix B except as the Audit Committee shall determine in the specific instance following consultation with the Audit Committee of the affiliate.

b. Society Responsibilities

¹ Adoptive children, grandchildren, and great-grandchildren are included within this definition.

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- i. *Authorized Body Tasked with Fulfilling These Responsibilities.* An individual's disclosure with respect to a Covered Arrangement pursuant to Paragraph 3(a) triggers the Society's responsibilities under this Paragraph 3(b) (unless it is an Affiliated Covered Arrangement, in which event the Audit Committee will determine which, if any, responsibilities under this Paragraph (b) will apply or if some other course of action is warranted). However, the Authorized Body receiving the disclosure may request that another Authorized Body perform the Society's responsibilities under this Paragraph 3(b), in which event references below are to that Authorized Body if it undertakes the responsibilities. For example, if disclosure is made to the Audit Committee, the Audit Committee may request that the Board of Governors fulfill the remaining responsibilities under this Paragraph 3(b).
- ii. *Confirmation of Individual Actions.* The Authorized Body must confirm that the steps required in Paragraph 3(a) have been and are being taken.
- ii. *Fairness and Reasonableness.* Before approving a Covered Arrangement, the Authorized Body must determine that it is fair, reasonable and in the Society's best interest at the time of such determination.
- iv. *Comparability Data.* Prior to entering into the Covered Arrangement, the Authorized Body must obtain and rely on comparable market data, to the extent available.
- v. *Alternative Transactions.* Prior to entering into the Covered Arrangement, if a related party has a "substantial financial interest" in it within the meaning of New York law, the Authorized Body must consider alternative transactions, agreements or arrangements, to the extent available.
- vi. *Materiality to ASME.* The Authorized Body must determine whether the arrangement is material to the financial, reputational or other interests of the Society, in which event consideration must be given to alternative transactions, agreements or arrangements, to the extent possible. If an Authorized Body other than the Board of Governors makes a determination that the arrangement is material, it (A) must promptly notify the Board of Governors of this determination and (B) may condition its approval, if any, of the arrangement on the further review, approval, endorsement or other input of the Board of Governors.
- vii. *Voting.* All determinations and approvals with respect to a Covered Arrangement require the affirmative vote of not less than a majority of the members of the Authorized Body present at the meeting of the Authorized Body (provided a quorum is present and no greater portion is required by applicable law or Society requirement). Interested members of the Board of Governors may be counted solely for determining the presence of a quorum. Notwithstanding the foregoing,

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the salary of the Executive Director/CEO may be set only by the affirmative vote of a majority of the entire Board of Governors.

- viii. *Contemporaneous Documentation.* All disclosures and recusals with respect to a Covered Arrangement together with the basis for all determinations and approvals of the Authorized Body must be contemporaneously documented in writing (including in the minutes of any meeting at which the arrangement was discussed and voted on). This documentation must include an account of the consideration of comparable market data and alternative transactions, agreements or arrangements, to the extent considered or available.
- ix. *Reporting to the Board or Audit Committee.* If the arrangement is before an Authorized Body other than the Board of Governors or Audit Committee, the existence of the matter and its disposition must be promptly disclosed to the Board of Governors and Audit Committee.

4. ANNUAL COMPLIANCE AND DISCLOSURE STATEMENT

At least once per year, each Governor, Officer, Committee Member and Key Employee must complete, sign and submit to the Secretary a written Compliance and Disclosure Statement acknowledging that he or she has read and is in compliance with this Policy and identifying to the best of his or her knowledge:

- a. any business or nonprofit of which the individual is an officer, director, trustee, member, owner or employee and with which the Society or any affiliate of the Society has a relationship.
- b. any transaction in which the Society or any affiliate of the Society is a participant and in which the individual or Related Party with respect to that individual might have a conflicting interest;
- c. any other interests that could give rise to conflicts of interest.

Prior to the initial election or appointment of any Governor, he or she must supplement his or her Statement of Adherence (referenced above) with the disclosure described in Paragraphs 4(a), (b) and (c).

In addition, the Executive Director/CEO, in consultation with the Board of Governors, shall identify those levels of ASME employees who are also subject to the requirement to provide the Compliance and Disclosure Statement described above and shall require each employee at those levels to complete, sign and submit a Compliance and Disclosure Statement to the Secretary on an annual basis as described above.

The Secretary shall provide a copy of all completed Compliance and Disclosure Statements to the Chair of the Audit Committee and shall periodically update the Chair of the Audit Committee concerning compliance with the annual disclosure statement requirements of this Society Policy.

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Completed disclosure statements shall be available for inspection by any member of the Board of Governors and may be reviewed by the Society's legal counsel.

5. IMPLEMENTATION AND COMPLIANCE

The Audit Committee shall oversee the implementation of, and compliance with this Appendix B.

Responsibility: Ethics Committee (Appendix A)
Audit Committee (Appendix B)

Reassigned from Ethics Committee

Reassigned from Committee of Past Presidents/Ethics Committee

Reassigned from Centers Board of Directors/Center for Career and Professional Advancement/Committee on Ethical Standards and Review

Reassigned from Centers Board of Directors/Center for Professional Development, Practice and Ethics/Committee on Ethical Standards and Review 4/23/09

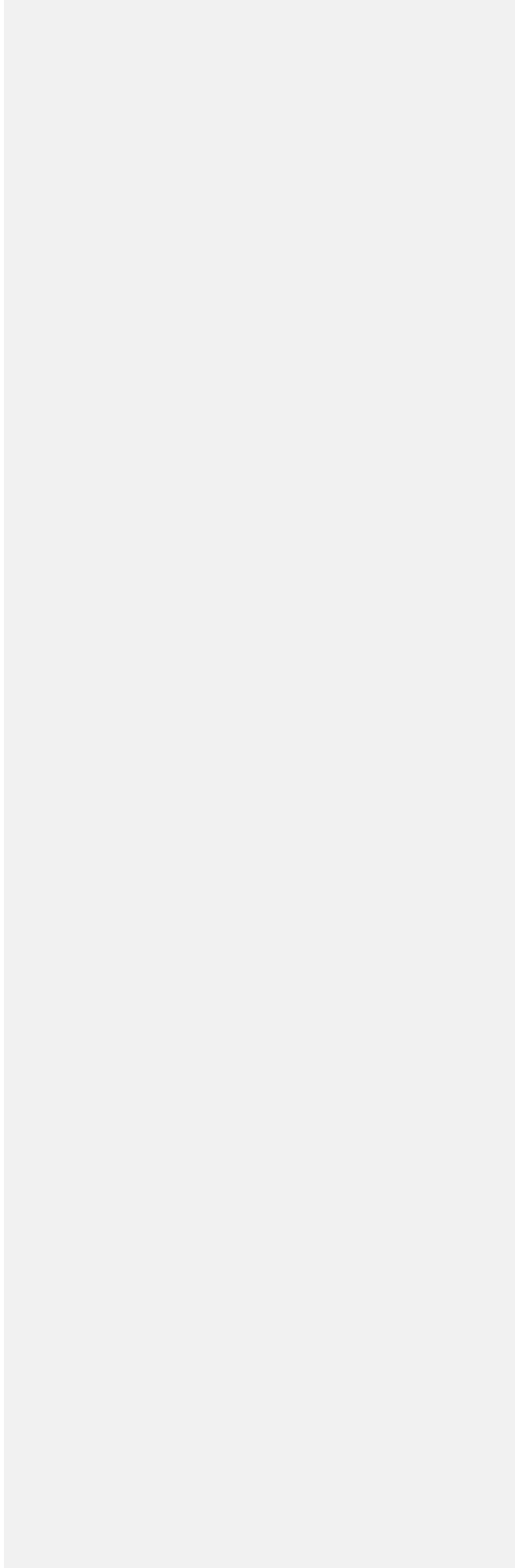
Reaffirmed from Council on Member Affairs/Board on Professional Practice & Ethics 6/1/05

Adopted: June 23, 1976

Revised: November 18, 1982
(editorial changes 2/83)
June 14, 1985
(editorial changes 11/85)
(editorial changes 9/86)
June 11, 1987
(editorial changes 3/88)
(editorial changes 7/88)
(editorial changes 11/88)
September 11, 1994
March 15, 1996
November 21, 1996
(editorial changes 3/97)
(editorial changes 6/04)
(editorial changes 6/1/05)
(editorial change in responsible unit 4/09)
September 14, 2009
(Unit Realignment Due to Reorganization 2/12)
June 8, 2014
(editorial change 8/18/14)
(editorial change 5/25/16)

(editorial change 6/17)
(editorial change 3/18)

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SOCIETY POLICY

POLICY AGAINST DISCRIMINATION (INCLUDING DISCRIMINATORY HARASSMENT) - MEMBERS

I. PREFACE

- A. Discrimination (including discriminatory harassment) by a member of ASME against any other member or ASME employee or job applicant on the basis of age, race, color, ethnicity, sex (including pregnancy), gender, gender identity, gender expression, national origin, citizenship status, religion, sexual orientation, disability, and veteran or military status, or any other characteristic protected by state or local equal employment opportunity laws, shall not be tolerated.
- B. Discrimination (including discriminatory harassment) by a member of ASME against an individual who is neither a member nor an employee or job applicant of ASME on the basis of age, race, color, ethnicity, sex (including pregnancy), gender, gender identity, gender expression, national origin, citizenship status, religion, sexual orientation, disability, and veteran or military status, or any other characteristic protected by state or local equal employment opportunity laws, is also of concern to ASME when the conduct occurs on ASME premises or during an ASME activity.
- C. Conduct in violation of this Policy is grounds for discipline by ASME, up to and including expulsion from membership.

II. PURPOSE

- A. To state the ASME policy against discrimination (including discriminatory harassment) by members.
- B. To describe the types of conduct prohibited by this Policy.
- C. To establish a procedure for dealing with violations of this Policy.

III. POLICY

- A. ASME prohibits discrimination on the basis of age, race, color, ethnicity, sex (including pregnancy), gender, gender identity, gender expression, national origin, citizenship status, religion, sexual orientation, disability, and veteran or military status, or any other characteristic protected by state or local equal employment opportunity laws with respect to any decision or recommendation made by a member concerning (a) the participation of another member in an ASME activity or (b) the hiring, performance evaluation or a work assignment of an ASME employee.
- B. Prohibited discriminatory conduct also includes conduct by a member that constitutes harassment based on age, race, color, ethnicity, sex (including pregnancy), gender, gender identity, gender expression, national origin, citizenship status, religion, sexual orientation, disability, and veteran or military status, or any other characteristic protected by state or local equal employment opportunity laws.

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1. Examples of such conduct are racial or ethnic slurs and threatening, intimidating or hostile acts directed at a particular sex or religion, or directed at a member or ASME employee because of his or her national origin or color.
 2. Harassment does not require an intent to offend. Thus, when unwelcome by the recipient, certain conduct meant as a joke, a prank, or even a compliment can lead or contribute to harassment.
- C. Sexual harassment is a specific type of discriminatory harassment. ASME prohibits conduct that constitutes sexual harassment.
1. Unwelcome sexual advances, requests for sexual favors and other verbal or physical conduct of a sexual nature constitutes sexual harassment for purposes of this Policy when:
 - a. Submission to such conduct is made explicitly or implicitly a term or condition of an individual's work assignment at ASME or participation in any activity of ASME;
 - b. Submission to or rejection of such conduct by an individual is used as the basis for decisions or recommendations affecting such individual's employment at ASME or participation in any activity of ASME; or
 - c. Such conduct has the purpose or effect of unreasonably interfering with an individual's work performance at ASME or participation in any activity of ASME.
 2. No member with a leadership role is at any time to (1) threaten or imply that an individual's submission to or rejection of a sexual advance will in any way influence any decision, recommendation or evaluation regarding that individual's employment at ASME or participation in any activity of ASME; or (2) make any decision or recommendation concerning an individual's employment at ASME or participation in any activity of ASME on such a basis.
- D. Other conduct by members in ASME's workplace or in connection with any ASME activity that creates or could lead or contribute to an intimidating, hostile or offensive work environment, whether it be in the form of physical, visual or verbal harassment, is also prohibited. Such conduct includes, but it is not limited to:
1. repeated unwelcome sexual flirtations, advances, gestures, or propositions;
 2. verbal abuse of a sexual nature;
 3. graphic verbal comments of a sexual nature about an individual's body;

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- 4. sexually degrading words used to describe an individual;
 - 5. the access to, or display or distribution of, sexually suggestive objects or pictures (including via the use of computers); and
 - 6. inappropriate touching of an individual.
- E. ASME also prohibits retaliation against any ASME member for making a good faith report or complaint of an alleged violation of this Policy, or for participating in an investigation of such a report of complaint, under the procedures set forth below.

IV. PROCEDURE

A. Any alleged violation of this Society Policy should be reported to either the Executive Director/CEO or any member of the Executive Committee of the Board of Governors or ASME Human Resources who shall promptly notify the full Executive Committee. The Executive Committee shall initially determine whether the alleged violation shall be addressed through this Policy or Policy 15.4 "Ethical Conduct Violation Procedures" or Policy 15.7 "Ethics" or Policy 15.8 "Conflicts of Interest" or Policy 15.14 "Code of Conduct." There may be situations where actions are taken pursuant to one or more Society Policies.

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B. Any member who believes that he or she has been subjected to any behavior by any ASME member or employee that violates this Policy should immediately bring the matter to the attention of the appropriate individual as set forth in paragraphs 1. and 2. below. Members who have information about conduct violative of this Policy directed toward other members or any ASME employee are also encouraged to report the relevant facts pursuant to this Policy. Prompt reporting is very important so that ASME can take action to stop the conduct before it is repeated.

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1. If the alleged victim and the alleged offender are members who are not employees of ASME, the complaint should be made to either the Executive Director/CEO or any member of the Executive Committee or ASME Human Resources who shall promptly notify the full Executive Committee. Those individuals (and any other chair, leader, or senior vice president who may receive information concerning the existence of such a complaint) should immediately report the complaint to the Executive Director/CEO, regardless of whether the complaint was written or oral.
2. If either the alleged victim or alleged offender is an employee of ASME, the complaint should be brought to the attention of the Executive Director/CEO or ASME Human Resources. If the alleged offender is an employee of ASME, the procedures set forth in Sections IV.C. and IV.D. for handling the complaint will not apply. Instead, the Executive Director/CEO will report the complaint to ASME's Human Resources Department, and the complaint will be handled in its entirety in accordance with ASME's Employee Handbook (the applicable section(s) of

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which shall be available to any member upon request). If the alleged victim is an employee of ASME but the alleged offender is a member, the complaint will be handled in accordance with ASME's Employee Handbook, except that upon determining that this Policy has been violated, the Human Resources Department will report that determination to the Executive Director/~~CEO~~, who will decide whether disciplinary measures are appropriate in accordance with Section IV.~~D~~.4. below, and Sections IV.~~D~~.5. and IV.~~D~~.6. below will also apply.

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3. If either the alleged victim or alleged offender is neither a member nor an employee of ASME, but the alleged incident occurred on ASME premises or during ASME activities, the Executive Director/~~CEO~~ shall, based on the circumstances, determine what, if any, action should be taken. If the alleged incident did not occur on ASME premises or during ASME activities, the Executive Director/~~CEO~~ shall inform the complainant that ASME has no jurisdiction and will accordingly take no action.

C. Upon receiving a report of an alleged violation of this Policy by a member against another member, the Executive ~~Committee~~ shall proceed as follows:

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- Deleted: , in consultation with each other,
- Deleted: the Executive Director, the Chair of the Ethics Committee or another
- Deleted: Director in consultation with the Chair of the Ethics Committee
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1. The Executive ~~Committee~~ shall decide whether an attempt should be made to resolve the complaint via communication with the complainant and the alleged offender ("facilitation"). If they decide to pursue facilitation, an individual selected by the Executive ~~Committee~~ shall serve as the facilitator. Should facilitation result in resolution, the resolution agreed to by the complainant and the alleged offender shall be committed to writing and signed by both parties.
2. If the Executive ~~Committee~~ decides that the matter should be formally investigated (whether or not it is referred to facilitation), the complainant will be informed and should promptly forward to the Executive Director/~~CEO~~ a signed complaint detailing the allegations. In such a case, the procedures set forth in Section IV.~~D~~ below shall apply.
3. Notwithstanding any other provision of this Policy, the Executive Director/~~CEO~~, President or the Board of Governors may investigate any report of an alleged violation of this Policy (whether or not the complainant has submitted a signed complaint).

D. An investigation of any complaint submitted pursuant to Section IV.~~C~~.2. shall proceed as follows:

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- Deleted: Director or the Chair of the Ethics Committee

1. The Executive ~~Committee~~ will investigate or appoint another individual to investigate. The investigator will conduct interviews of the complainant, the alleged offender and other individuals as necessary.

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2. After completion of the investigation, the investigator will make a written report to the Executive Committee, who will determine whether this Policy has been violated.

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3. If the Executive Committee determines that this Policy has not been violated: (i) the complainant and alleged offender will be so informed; (ii) any written records concerning the investigation will be kept by the Executive Director/CEO in a confidential file for three years and will be destroyed at the end of that period if within that period no similar complaint against the alleged offender has been found to be valid; and (iii) no further action will be taken.

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4. If the Executive Committee determines that this Policy has been violated, it will further determine any appropriate remedial measures and/or disciplinary measures, up to and including expulsion from ASME, and inform the offender and the Board of Governors of its determination in writing. Any decision to expel a member from the Society shall be referred to the Board of Governors in accordance with By-Law B3.3. The Executive Committee will also inform the complainant of the determination that the Policy has been violated, and, if applicable, of any remedial measures, and will determine what, if anything, the complainant shall be advised about any disciplinary measures taken as to the offender.

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5. The individual found to have violated this Policy may request in writing that the Board of Governors review the investigation process for compliance with Sections IV.D.1 – IV.D.4. of this Policy (or, if relevant, ASME's Employee Handbook). Any such request must be received by the Board of Governors within ten (10) days after the date the individual was informed of the decision. The Board of Governors will not review the merits of the decision. The Board of Governors will complete its review within thirty (30) days of receiving a timely written request. Any remedial and/or disciplinary measures will be held in abeyance pending completion of the Board of Governors' review.

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6. If the Board of Governors conducts a review and finds that the investigation complied with the relevant procedures, the remedial and/or disciplinary measures decided upon by the Executive Committee will be taken. If the Board of Governors finds that the investigation did not comply with the relevant procedures, they may recommend (i) that the case be closed; (ii) that further investigative steps be taken in accordance with the appropriate policy; or (iii) if the failure to adhere to procedure was insignificant, that the remedial and/or disciplinary measures decided upon by the Executive Committee be carried out. The Executive Committee will take any further action necessary to resolve the complaint in accordance with the Board of Governors' recommendation.

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E. In the event any member of the Executive Committee abstains from handling any complaint or report of an alleged violation of this Policy, the Board of Governors shall by vote appoint a sitting Governor to fill any vacancy or vacancies. The members of the Executive Committee

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~~abstaining from handling the complaint or report shall abstain from any action to fill any Executive Committee vacancies.~~

Deleted: If the Chair of the Ethics Committee or Executive Director decides to abstain from participating in handling any complaint or report of an alleged violation of this Policy, he or she shall be replaced as follows:

~~F. ASME will strive to keep the identity of persons making complaints pursuant to this Policy as confidential as possible.~~

Deleted: In the case of the Chair of the Ethics Committee, the President shall appoint a replacement.¶

¶
In the case of the Executive Director, he or she shall be replaced by the Deputy Executive Director with the greatest seniority. If such Deputy Executive Director decides to abstain, he or she shall be replaced by the President, or, if he or she decides to abstain, the immediate Past President.¶

¶
In the event all of the individuals holding the positions specified above shall abstain, the Board of Governors shall appoint from its membership two individuals to fulfill the roles of the Chair of the Ethics Committee and the Executive Director under this Policy.

~~G. It is a violation of this Policy for any retaliatory action to be taken or threatened against an individual who in good faith reports or provides information about a possible violation of this Policy or who in good faith participates in a related investigation or exercises any other right protected by the equal employment opportunity laws. In the event that a member believes he or she has been retaliated against for such action, he or she should use the reporting procedures outlined in Section IV.B. of this Policy to report the pertinent facts promptly. ASME will investigate and take appropriate action in the manner described above.~~

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~~H. The making by a member of a complaint pursuant to this Society Policy which such member knows to be false or the providing by a member of information which such member knows to be false relating to such a complaint is a violation of the Code of Ethics of Engineers and may be the subject of a complaint against such member brought pursuant to Society Policy P-15.4. Any complaint of a violation of this Policy that has been determined to have been knowingly false shall be expunged from any and all records of ASME relating to the alleged offender.~~

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~~I. The procedures for handling complaints set forth in Sections IV.D. and IV.E. above will also apply:~~

- ~~1. If a complaint of a violation of this Policy is made against a member of ASME by an individual who is neither a member nor an employee of ASME, and the alleged incident occurred on Society premises or during Society activities; and~~
- ~~2. If a complaint of a violation of this Policy is submitted to the Executive Director/CEQ as an alleged ethical violation.~~

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Responsibility: ~~Executive Committee~~

Reassigned from Centers Board of Directors/Center for Career and Professional Advancement 11/2013

Centers Board of Directors/Center for Career and Professional Advancement

Reassigned from Centers Board of Directors/Center for Career and Professional Advancement 6/2012

Reassigned from Centers Board of Directors/Center for Professional Development, Practice and Ethics 4/23/09

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

Adopted: September 10, 1993

Revised: March 12, 1999
(editorial changes 6/05)
June 8, 2008
(editorial changes 4/09)
(Unit Reassignment Due to Reorganization 6/2012)
(Unit Reassignment Due to Reorganization 9/2013)
(editorial changes 01/14)
February 9, 2018



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SOCIETY POLICY CODE OF CONDUCT

I PREFACE

- A. Article C2.1.2 of the Constitution provides:

“The Society may approve or adopt any report, standard, code, recommended practice, or related conformity assessment program but shall forbid and oppose the use of its name and proprietary symbols in any commercial work or business, except to indicate conformity with its standards or recommended practice.

- B. By-Law B3.3 provides:

B3.3.1 Any member who has been found to have violated the Constitution, By-Laws, Code of Ethics, or Code of Conduct of the Society, may be expelled by the affirmative vote of seven members of the Board of Governors.

B3.3.2 The Board of Governors shall vote on the expulsion of any member only upon the recommendation of the Executive Committee (Code of Conduct Violation) or of an Investigative Panel (Ethics Violation). The Board of Governors shall not be bound by the recommendation of the Executive Committee or of an Investigative Panel and shall make its own determination of any disciplinary action.

B3.3.3 The Investigative Panel which shall hear and present a report upon charges against an accused member shall be chosen from among the Society's staff or membership (or both). The Executive Director/CEO, in consultation with the Chair of the Ethics Committee, will appoint the members of the Investigative Panel, which will be specific to a particular case. Members of an Investigative Panel will continue to serve until the case assigned to that Investigative Panel has been completed.

- C. By-Law B 4.1.1.1 provides:

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.

- D. By-Law B4.1.1.2 provides:

Notwithstanding any other provisions of these articles, the organization is organized exclusively for one or more of the purposes as specified in Section

Deleted: B3.3.1 Any member who has been found to have violated the Constitution, By-Laws, or Code of Ethics of the Society, may be expelled by the affirmative vote of seven members of the Board of Governors.¶

¶ B3.3.2 The Board of Governors shall vote on the expulsion of any member only upon the recommendation of an Investigative Panel appointed to hear the accusation and the defense. The Board of Governors shall not be bound by the recommendation of the Investigative Panel and shall make its own determination of any disciplinary action.¶

¶ B3.3.3 The Investigative Panel which shall hear and present a report upon charges against an accused member shall be chosen from among the Society's staff or membership (or both). The Executive Director, in consultation with the Chair of the Ethics Committee, will appoint the members of the Investigative Panel, which will be specific to a particular case. Members of an Investigative Panel will continue to serve until the case assigned to that Investigative Panel has been completed

Commented [DJS1]: These are the new By-laws.

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501(c) 3 of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under IRC 501(c) 3 or corresponding provisions of any subsequent Federal tax laws.

E. By-Law B4.1.5 provides:

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

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

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

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

F. By-Law B4.4.10 provides:

"No part of net earnings of the organization shall inure to the benefit of any member, trustee, director, officer of the organization, or any private individual (except that reasonable compensation may be paid for services rendered to the organization) and no member, trustee, officer of the organization or any private individual shall be entitled to share in the distribution of any of the organization's assets on dissolution of the organization."

G. Policy 12.15 III A. provides:

ASME's intellectual property must be protected, regulated and maintained, no matter how widely information is distributed, in print, electronically, or otherwise.

H. Policy 15.7.10 provides:

"Engineers who are members of the Society shall endeavor to abide by the Constitution, By-Laws and Policies of the Society, and they shall disclose knowledge of any matter involving another member's alleged violation of this

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Code of Ethics or the Society's Conflicts of Interest Policy in a prompt, complete and truthful manner to the chair of the Ethics Committee.”

II PURPOSE

- A. To address how the Society expects its members, wherever located, to conduct themselves in their interaction with other members, staff and the public.
- B. There are instances where immediate action must be taken in order to protect the Society, its members, its staff, as well as third parties.
- C. It is the intent of this policy to memorialize certain core Society values including integrity, honesty, fairness, openness, respect and responsibility.

III POLICY

- A. No member shall engage in any of the following activity:
 - 1. Authorize the use for the benefit of any person or entity the name, emblem, trademark, service marks or other intellectual property of the Society, except in conformance with the Society Policy.
 - 2. Accept or seek on behalf of any person, any financial advantage or gain other than nominal value offered as a result of the member's affiliation with the Society.
 - 3. Engage in harassing behavior directed at members or staff. Examples of such conduct include, but are not limited to, racial or ethnic slurs or threatening, intimidating or hostile acts directed at a particular sex or religion or directed at an individual because of his or her national origin, sexual orientation or color. Harassment may also include repeated attempts to coerce staff or volunteers to take actions in conflict with the decisions of the Board of Governors, the Executive Director/CEO or the Society's Constitution, By-Laws, or Policies. Harassment does not require intent to offend.
 - 4. Use a present or former position at the Society in order to influence the conduct of the Society in such a way as to confer any benefit financial or otherwise on any person, corporation or entity in which the individual has a significant interest or affiliation.
 - 5. Use one's position in the Society to promote the business of one's employer or if self-employed, one's own business. Unless specifically authorized by the Society, no member may use the Society's name, trademarks, logos or other identifying material on their business cards.

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6. Retaliate against any employee or member who raises a concern or complaint to the appropriate authority relating to a violation of this Policy, the Society Code of Ethics, Conflict of Interest or Whistleblower Policies.
7. Promise or commit funds of the Society to a third-party except as permitted by Society By-Laws and Policies.
8. Commit any act or failure to act that is in violation of any law, regulation or other legal duty in all countries that ASME engages in activities.
9. Fail to comply with ASME's Constitution, By-Laws and Policies.
10. Fail to protect confidential information belonging to the Society that is properly marked, otherwise indicated, or understood to be confidential, and personal information belonging to ASME members, employees and other persons.
11. Agree to fix prices or reduce price competition through allocation of customers or markets, manipulate bids in any competitive bidding process, or engage in any other acts that result in restraint of trade.
12. Misuse or infringe the intellectual property of others.

IV ENFORCEMENT

- A. Any alleged violation of this Code of Conduct shall be reported to either the Executive Director/CEO or any member of the Executive Committee of the Board of Governors or ASME Human Resources who shall promptly notify the full Executive Committee. The Executive Committee shall initially determine whether the alleged conduct shall be addressed through this Policy or Policy 15.4 "Ethical Conduct Violation Procedures" or Policy 15.7 "Ethics" or Policy 15.8 "Conflicts of Interest" or Policy 15.9 "Policy Against Discrimination (Including Discriminatory Harassment) – Members". There may be situations where actions are taken pursuant to one or more Society Policies.
- B. If the Executive Committee decides to proceed pursuant to this Policy the Executive Committee shall notify the member in writing of the conduct alleged as constituting a violation. The accused member shall be permitted to submit a written reply to the accusations. The written reply should be submitted to the Executive Director/CEO within ten business days.
- C. When a violation of this policy is reported to the Executive Committee, the Executive Committee after conducting an appropriate investigation, may at its discretion:
 1. Take no action;
 2. Refer the matter to the appropriate sector supervisory body or volunteer or staff leadership;

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3. Issue a verbal warning to the member;
4. Issue a written warning to the member;
5. Suspend the member's service in a volunteer position for a period not to exceed six months;
6. Suspend the member's membership in the Society for a period not to exceed six months.

D. The remedies listed above are non-exclusive and may be employed in any order depending upon the nature and severity of the violation.

E. The six month suspension may be renewed for a second six month period by the Executive Committee.

F. Any action taken pursuant to this policy by the Executive Committee is subject to immediate review by the full Board of Governors.

G. The Board of Governors may expel a member for violation of this Policy by vote of seven Governors. The procedure described in By-Law 3.3 shall apply to any expulsion proceeding.

Responsibility: Executive Committee

Adopted: November 10, 2020



Board of Governors Meeting Agenda Item Cover Memo

Date Submitted:	September 17, 2021
BOG Meeting Date:	October 6, 2021
To:	ASME Board of Governors
From:	Tom Costabile, ASME Executive Director/CEO
Presented by:	Tom Costabile
Agenda Title:	ASME Foundation Transfer

Agenda Item Executive Summary:

The motion below proposes that ASME donate a surplus of revenue from FY21 to the ASME Foundation.

Proposed motion for BOG Action:

Whereas the Board of Governors believes it beneficial to support the mission related activities of the ASME Foundation;

Whereas the Campaign for Next Generation Engineers furthers the charitable mission of the ASME Foundation;

Resolved that a grant in the amount of five million dollars (\$5,000,000.00) shall be awarded to the ASME Foundation in support of the Campaign for Next Generation Engineers.

Attachment(s): None



Board of Governors Meeting Agenda Item Cover Memo

Date Submitted:	September 8, 2021
BOG Meeting Date:	October 6, 2021
To:	Board of Governors
From:	Laura Hitchcock, BOG Liaison to DEI Strategy Committee
Presented by:	Laura Hitchcock
Agenda Title:	Report of BOG Liaison to DEI Strategy Committee

Agenda Item Executive Summary:

At every Board meeting, a mini report will be provided from a committee that reports to the Board. The report is provided by the Board Liaison to that committee.

This 5-minute presentation will offer a high-level update/overview of the committee's work.

Proposed motion for BOG Action: None

Attachment(s): PowerPoint

Diversity, Equity, and Inclusion Strategy Committee

Laura Hitchcock

Diversity, Equity, and Inclusion Toolkit

A collection of resources for ASME volunteers who want to advance Diversity, Equity, and Inclusion in their units or groups.

Toolkit Components:

- How to Be an Ally Tip Sheet
- Guide for Reducing Bias in Language
- Social Media Guide
- Rules of Engagement for Meetings
- DEI Moments for Meetings



How to use the DEI Toolkit

Meetings:

- Use the **Rules of Engagement for Meetings** slide to set expectations for the meeting and encourage everyone to practice inclusive behavior
- Kick off your meetings with a **DEI Moment**

Communications:

- Refer to the **Guide for Reducing Bias in Language** when you want to be sure your messaging is inclusive of all people
- Refer to the **Social Media Guide** for ideas on how to spread the DEI message on social media

Where to find the DEI Toolkit

The screenshot displays the ASME website's navigation structure. At the top, the ASME logo and tagline "LETTING THE STANDARD" are on the left, followed by the text "The American Society of Mechanical Engineers". A horizontal menu contains various categories: About ASME, Codes & Standards, Certification & Accreditation, Learning & Development, Publications & Submissions, Conferences & Events, ASME Membership, Topics & Resources, Get Involved, and Government Relations. Below this menu, a grid of content blocks is visible. A blue arrow points to the "About ASME" link in the top menu. Another blue arrow points to the "Diversity, Equity, and Inclusion" link under the "ASME Strategy" section. Below the grid, a paragraph states: "ASME is deeply committed to Diversity, Equity, and Inclusion in our global engineering community as we fulfill our mission. We celebrate the range of voices, perspectives, backgrounds, and experiences of our community to inspire others to join us. It is our conscious intention to promote diversity, equity, and inclusion in our programs, events, member outreach, learning and development opportunities, scholarships, publications, and communications, and to create safe spaces for groups and individuals to share concerns and discuss solutions." Below this paragraph, a heading reads "ASME resources related to diversity, equity, and inclusion can be found on these pages:". Two resources are listed: "ASME's Diversity, Equity, and Inclusion Toolkit" (Resources for volunteers who want to advance diversity, equity, and inclusion in their units) and "DEI News & Media" (The latest ASME articles, videos, and podcasts related to diversity, equity, and inclusion topics). A blue arrow points to the Toolkit resource, which is accompanied by an icon of a person with a checkmark. Another blue arrow points to the News & Media resource, which is accompanied by a television icon.

About ASME Overview

- Honors & Awards
 - Honors Assembly Awards
 - Achievement Awards
 - Literature Awards
 - Service Awards
 - Unit Awards
 - Fellows

Governance

- ASME Society Policies
- ASME Constitution and By-Laws
- ASME Sectors

Engineering History

- ASME Presidents
- Landmarks
- Biographies

Media Inquiries

- Press Releases
- ASME in the Headlines

ASME Strategy

- [Diversity, Equity, and Inclusion](#)
- Partnerships
- Annual Report
- Careers at ASME
- The ASME Store [↗](#)
- Contact Us

ASME is deeply committed to Diversity, Equity, and Inclusion in our global engineering community as we fulfill our mission. We celebrate the range of voices, perspectives, backgrounds, and experiences of our community to inspire others to join us. It is our conscious intention to promote diversity, equity, and inclusion in our programs, events, member outreach, learning and development opportunities, scholarships, publications, and communications, and to create safe spaces for groups and individuals to share concerns and discuss solutions.

ASME resources related to diversity, equity, and inclusion can be found on these pages:

- [ASME's Diversity, Equity, and Inclusion Toolkit](#)
Resources for volunteers who want to advance diversity, equity, and inclusion in their units
- [DEI News & Media](#)
The latest ASME articles, videos, and podcasts related to diversity, equity, and inclusion topics

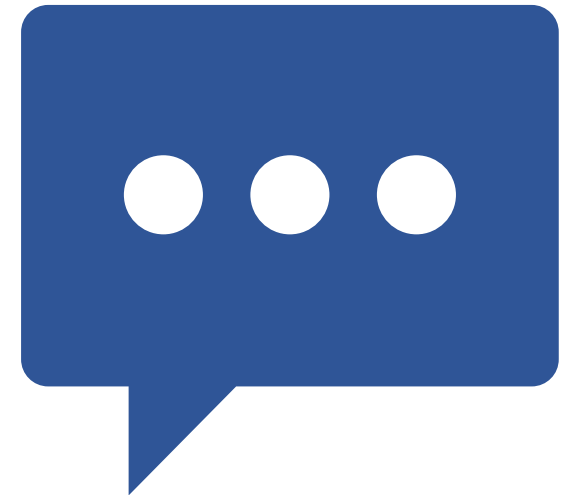
Feedback

We want to hear from you!

If you use any components in the Toolkit for your meetings, communications, or other activities, please let us know how it went.

Have an idea for something we can add to the Toolkit? Tell us about it!

Email Clare Bruff at bruffc@asme.org with your feedback.



Looking Ahead: Committee Plans for FY22

- Look at DEI Metrics for a variety of ASME constituents and activities to:
 - 1) Define what success looks like
 - 2) Identify strategies to achieve this success
- Engage with groups across the Society who are doing DEI work to facilitate communication and alignment of efforts
- Continue to expand and improve on the Toolkit



Board of Governors Meeting Agenda Item Cover Memo

Date Submitted:	September 22, 2021
BOG Meeting Date:	October 6, 2021
To:	Board of Governors
From:	George Papadopoulos
Presented by:	George Papadopoulos
Agenda Title:	TEC Senior Vice President and 2 Vice Chair Candidates

Agenda Item Executive Summary:

Attached, as part of the closed session agenda, are the background information packets for the TEC Council Senior Vice President position (2022-2025) nominee and the two nominees for TEC Council Vice Chair positions for the TEC Council (2022-2025 and 2022-2024).

The current TEC Senior Vice President recommends the Board of Governors reviews these packets and interviews the candidates for a final decision.

BOG Action: A motion to approve the recommendations for a Senior Vice President and two Vice Chairs for TEC is requested, as determined after the interviews.

Attachment(s): Nomination packets (3)