

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

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

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

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

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of new By-Laws; (v) the amendment or repeal of any resolution of the Board which by its terms cannot be so amended or repealed; (vi) the election or removal of Governors and officers; (vii) the approval of a merger or plan of dissolution; (viii) the adoption of a resolution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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

B5.2.3.10 The Scholarship Committee, under the direction of the Executive Committee, shall have responsibility for selecting recipients of ASME scholarships, approving the establishment of new scholarships, and other activities related to ASME scholarships. The Scholarship Committee shall consist of a Chair, a Vice Chair, and a membership as determined by the Executive Committee.

B5.2.3.11 The Old Guard Committee, under the direction of the Executive Committee, shall have responsibility for administration of its competitions and awards. The Old Guard Committee shall consist of a Chair, a Vice Chair, and a membership as determined by the Executive Committee.

B5.2.4 The Retirement Plan Committee, under the direction of the Committee on Executive Director/CEO Evaluation and Staff Compensation, shall have responsibility, as specified in the ASME Thrift Plan, the ASME Defined Contribution (DC) Plan, the ASME 457(b) Plan, and the ASME 401(k) Plan documents, including to act as Plan Administrator and Named Fiduciary for such plans and assume such responsibilities as developing investment policy statements, selecting and monitoring investment choices, benchmarking Plan administration expenses and investment plan administrators performance and selecting, appointing and retaining plan investment, governance and plan administration compliance advisors, as well as having the power to make ministerial and technically required plan amendments.

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

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