(As approved by the Board of Direction, May 22, 2018)

Article I: Name of Organization

1. This Nonprofit organization is named the Society of American Military Engineers (SAME) and hereto after, referred to as SAME or the Society.

2. The National Office will be located in Alexandria, VA, or as determined by the Board of Direction.

Article II: Corporate Purpose

1. **Nonprofit Purpose.** SAME is organized exclusively for education, training, charitable, and collaborative purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

2. **Specific Purpose.** To honor the enduring purpose of SAME as established in the original Constitution (Article II). The original Constitution will remain fixed as originally written.

Article III: Membership

1. **Eligibility.** Any individual, private company, public agency, non-profit organization, academic institution or division thereof desiring to become a member shall make application to SAME National Office using SAME’s membership application forms or online application. There are no eligibility requirements for membership. Individuals may be an individual member of SAME and a Sustaining, Public Agency, Academic Member, or Nonprofit Representative.

2. **Annual Dues (Individuals).** The Board of Direction shall prescribe dues for individual membership in SAME. Dues for all members shall be reviewed periodically and adjusted by a majority vote of the Board of Direction. Dues shall be paid to the SAME National office annually or as otherwise determined by the Board of Direction. An individual member may be classified in only one of the following categories:

   a. **Student Member.** Individuals pursuing an undergraduate or graduate architecture, engineering or related degree on a full-time basis at an accredited college or university. High school students may also become Student Members.

   b. **Young Member.** Individuals who are 39 years or younger.

   c. **Public Sector Member.** Active, Guard and Reserve members of the Armed Forces, Coast Guard, Public Health Service, National Oceanographic and Atmospheric Administration, and civilians in Federal, State and local government agencies. Also included are those individuals employed by academic institutions and non-profit organizations.

   d. **Regular Member.** Individuals 40 years or older.

   e. **Fully Retired Member.** Individuals who are no longer employed.
f. **Life Member.** Individuals who have paid for a life membership or who have been granted life membership by SAME.

3. **Annual Dues (Organizations).** The Board of Direction shall prescribe dues for the following categories of membership for companies, non-profit organizations, academic institutions and public agencies as follows:

   a. **Sustaining Members.** Companies join SAME at the national level and also may join one or more Posts. Companies shall be granted a Sustaining Membership in SAME and for each Post they join. The national membership shall entitle the company to four Executive Members. Each Post Sustaining Membership shall entitle the company to six Sustaining Member Representatives. The company is responsible for identifying its representatives and may change representatives at its discretion. If a Sustaining Member Representative leaves the company, that Sustaining Member Representative’s membership is terminated upon the company’s notification to SAME’s National Office. The Company may identify another representative without additional dues until the next dues renewal date. Only those employees of the company designated as Executive Members or Sustaining Member Representatives shall be afforded the rights and privileges of membership in SAME.

   b. **Public Agency, Nonprofit and Academic Institution Members.** Federal, State and local public agencies, Non-profit organizations, and public and private Academic Institutions may join SAME at the national level and also one or more SAME Posts. Each Post membership entitles the Public Agency, Non-profit organization and Academic institution to a number of representatives who shall have all rights and privileges as a member of SAME. The Public Agency, Non-profit organization or Academic Institution shall identify its representatives and keep the information current. If a designated representative leaves that organization, the membership is terminated and the organization may identify another representative without additional dues until the next dues renewal date.

   c. **Student Chapter Membership.** SAME has established a complimentary Academic Institution membership for colleges and universities where a Post sponsors a Student Chapter. The membership provides for five representatives, including a Faculty Advisor, Post Mentor and Student Chapter Leader.

   d. **Member Category Change.** Sustaining Member, Public Agency, Academic, and Nonprofit Organization Representatives who have had their memberships terminated by reason of leaving the company, organization or agency, may join SAME and continue their membership in another category.

4. **Rights of Members.** Only Members of SAME who are current in dues may vote, hold office and receive the benefits of membership in SAME. At the discretion of the Executive Director, individual membership may be extended into their retirement in recognition of good and faithful service.

5. **Resignation and Termination.** Members may be dropped for unpaid dues or cause by a majority vote of the Executive Committee; provided, that the members shall have been given full opportunity for a hearing in their own defense; provided further, that members so dropped may be reinstated at a later date by a majority vote of the Executive Committee; provided further, that prior to such reinstatement the Member shall liquidate all their indebtedness to SAME.

6. **Classification of Fellow.**

   a. **Classification.** SAME shall have a classification for Fellow that is unrelated to dues categories of membership. Fellows are members of the Society who have rendered dedicated and outstanding service to SAME and to the engineering profession and who are approved to become a Fellow in accordance with these Bylaws and the Academy of Fellows Operations Manual. The Chair of the Academy of Fellows will ensure that the Operations Manual is current.
b. **Requirement.** Nominees shall have been active members of SAME for a minimum of ten years and shall remain in good standing. Nominations will be accompanied by a written justification outlining specific contributions and service to both SAME and the engineering profession. Only a SAME Fellow may nominate a member of SAME for Fellow. All nominations shall be accompanied by four additional written endorsements from Society members including two from Society Fellows, one from the Post President of a Post of which the nominee is a member, and one from the respective Regional Vice President. Upon receipt at SAME’s National Office, the nominations shall be reviewed to validate the individual’s eligibility (i.e., at least 10 years of membership) and forwarded to a selection committee appointed by the Chair of the Academy of Fellows. The Academy of Fellows Selection Committee will consider the nominations and will recommend approval or disapproval of each nomination based solely on the information received.

c. **Process.** The Academy of Fellows National selection committee will report its recommendations on Fellows nominations to the Chair of the Academy and the SAME President for approval. Once approved, Chair of the Academy will notify those selected and not selected, as well as the Board of Direction, and will publish the list of new Fellows within 30 days. The individuals selected will be considered Fellows as of the date of approval by the SAME President.

**Article IV: Meetings of Members**

1. **Annual Meetings.** SAME shall hold an annual meeting for members. Notice of the place, day, and hour shall be published at least two months prior to the date of the meeting.

2. **Regional Meetings.** Regional conferences or events hosted by one or more Posts, may be held as approved by the Regional Vice President(s). The Executive Director shall approve the dates to avoid conflicts with Federal and religious holidays and other regional and national activities.

3. **Post Meetings.** Posts shall hold meetings and workshops with a frequency determined by each Post Board of Directors to accomplish the goals and objectives of SAME.

4. **Quorum.** At the Annual or other meetings of SAME, a quorum serves as two hundred and fifty members entitled to vote, present in person or voting by written ballot submitted prior to the meeting.

**Article V: National Board of Direction**

1. **General Powers.** The Board of Direction shall be members in good standing and have overall charge of all activities of SAME; and, in the discharge of its duties, shall have power, within the limitations of the Constitution and these Bylaws, to initiate and execute any measure whatsoever which, in its judgment, seems necessary or expedient to further the interests of SAME and to achieve its objectives; provided, that the Executive Committee may act on behalf of the Board of Direction, except in approving dues, incurring debt, amending the Bylaws, or other matters considered of major significance to SAME membership.

2. **Composition.** The voting members of the Board of Direction consist of the President, Past-President, President-Elect, Vice Presidents, Regional Vice Presidents, Committee & Council Chairs, and Elected Directors. The non-voting members consist of Appointed Directors, the SAME Executive Director, SAME staff in attendance, Service Liaison Officers, Counsel, Treasurer, and SAME Foundation Chair.

3. **Terms.** Annually, the Board of Direction will approve by majority vote a Treasurer, a General Counsel, the required number of members of the Executive Committee, and an Executive Director at the expiration of the three-year term of the incumbent or as necessary to fill a vacant position, at the recommendation of the SAME President. The President-Elect shall be elected by the general membership for a one-year term. Once elected, the President-Elect
shall become the President without further election. The two Vice Presidents shall be elected for a two-year term. Regional Vice Presidents shall be re-elected by their regions for two-year terms with the option to extend for one year. Elected Directors serve three-year terms such that four are elected each year. Committee & Council Chairs are appointed by the President for two-year terms but may be reappointed for successive terms. The President may appoint up to five non-voting Directors to serve for two-year terms and may be reappointed for successive terms.

4. **Regular and Annual Meetings.** Annual meetings of the Board of Direction will be held in conjunction with other national meetings or conferences in order to minimize travel expenses. Regional Vice Presidents and Committee & Council Chairs may send deputies, vice chairs or incumbents if the actual board member cannot attend in person to act as non-voting representatives.

5. **Quorum.** The presence, in person or by proxy of a majority of current members of the Board of Direction shall be necessary to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date or via e-mail correspondence without notice. The act of a majority of the members of the Board of Direction present at a meeting at which a quorum is present will be the act of the Board of Directors.

6. **Vacancies.** If the office of President becomes vacant for any reason between election cycles, the position shall be filled by the President-Elect, or as decided by a majority of the Board, one of the two Vice Presidents. If all offices of President, President-Elect and Vice Presidents become vacant, the Executive Director, or in the event of his disability, the Counsel, shall temporarily perform the duties of President and shall immediately call a meeting of the Board of Direction for the purpose of filling the vacancies until the next regular election. The President of SAME shall appoint individuals to fill any elected director position becoming vacant during the year; upon the recommendation of the Executive Director. Vacancies occurring in a Region will be filled by a Deputy or Incumbent Regional Vice President and approved by a majority of the Board of Direction.

7. **Compensation.** Members of the Board of Directors shall not receive any compensation for their services as Directors. When able, SAME will provide discounted registrations and/or travel & lodging if appropriate, to alleviate volunteer financial burden. See Benefits section of National Nominating Procedures Guide and National Travel & Lodging Guidance.

8. **Parliamentary Procedure.** Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert’s Rules of Order.

9. **Removal.** Any member of the Board of Direction may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Board of Direction if, in their judgement, the best interest of SAME would be served thereby.

**Article VI: National Officers.** The Officers of the National Board of Direction will consist of the President, Immediate Past President, President-Elect, two Vice Presidents, Treasurer, Counsel, and Secretary. The Executive Director acts as Secretary of the Board of Direction. Officers will act as agents of the Board of Direction and assist in coordination and sharing of information among the SAME Mission Committees and Councils, Regional Vice Presidents, Academy of Fellows, and the SAME Foundation. An elected National Officer will serve as the chair of the Academy of Fellows as directed by the SAME President.

1. **President.** The President shall:

   a. Provide leadership to the SAME Board of Direction, Posts and members;

   b. Determine the specific roles of the immediate Past President, President Elect and Vice Presidents in coordination with the Executive Director (Academy of Fellows, RVP Oversight, Committee & Council Oversight, Special Projects);
c. Chair meetings of the Board of Direction and the Executive Committee;
d. With the Executive Director, oversee established policies for succession planning for all aspects of SAME Governance;
e. Participate in regular in-person or remote meetings with the other Officers of SAME.

If the incumbent is absent or unable to meet the responsibilities of the position, all duties of the President shall devolve upon the President-Elect, or one of the two Vice Presidents, as deemed appropriate by the Executive Committee.

2. Immediate Past President. In General, the immediate Past President will assist the current President with Strategic Plan related special projects. The Immediate Past President will assist with succession planning, chair the National Election Committee for Vice Presidents and President-Elect, and serve the Board of Direction and Executive Committee in an advisory role. The Immediate Past President will participate in regular in-person or remote meetings with the other Officers of SAME.

3. President-Elect. The President-Elect will serve as President at the end of his or her term. The President Elect will direct and coordinate activities of the Board of Direction in a role determined by the President. The President-Elect will participate in regular in-person or remote meetings with the other Officers of SAME.

4. Vice President. The two Vice Presidents will direct and coordinate activities of the Board of Direction in a role determined by the President. The Vice Presidents will participate in regular in-person or remote meetings with the other Officers of SAME.

5. Treasurer. The Treasurer will serve in an advisory role to the Board of Direction, the Executive Director, and the National Office Director responsible for Finance & Operations. The Treasurer will serve as Audit Committee Chair for the annual audit.

6. Counsel. The Counsel will serve in an advisory role to the Board of Direction and the Executive Director.

7. Secretary. The Executive Director serves as the Secretary. Assisted by National Office Staff, the Secretary will:
   a. Record all votes and minutes of all proceedings;
   b. Organize regular in-person or remote meetings with the other Officers of SAME;
   c. Send notice of all meetings to members of the Executive Committee and Board of Direction;
   d. Perform all official correspondence.

Article VII: Elections

1. Elected Positions. The National Officers and Elected Directors, as required to fill positions vacant or due to become vacant at the Annual Meeting, will be elected prior to such Annual Meeting each year to serve until their successors will be elected; provided that a plurality of votes cast will be necessary for election. The Executive Director will ensure that the process is widely disseminated by November 1 of each year. Per these Bylaws, elected National Officers of SAME shall consist of a President, who also shall serve as the Chair of the Board of Direction; a President-Elect; the Past President; and two Vice Presidents. The President-Elect shall be elected by the general membership for a one-year term. Once elected, the President-Elect shall ascend to President, without further election and, upon
completion of that term, become the Immediate Past President for the following year. The two Vice Presidents shall be elected for a 2-year Term unless otherwise approved by the President to extend a third year.

2. **National Officers Nominating Committee.** On or before the 1st day of December each year, the President shall appoint a nominating committee of seven Society Members, representing a cross-section of membership, provided that not more than four members of said committee shall be members of the Board of Direction. The Immediate Past President will serve as Chair of said nominating committee. It shall be the duty of said committee to review nominations from the Society of one or more candidates for election to each available National Officer position stated in Section 1 of this Article, with the exception of the President, to which the current President-Elect ascends, and the Past President, to which the current President rotates. In the event the current President-Elect is unable to fulfill the responsibilities of President or a Vice President does not complete his/her two-year term, the committee will put forth candidates for the vacated position. All serving Fellows will be screened for consideration by the committee. The Executive Director will designate an SAME National Office Director to serve as administrator for said committee.

3. **Elected Directors Nominating Committee.** Elected Directors will be nominated by a separate nominating committee which shall be appointed by the Executive Director and will be chaired by one of the serving Vice Presidents. The Elected Director nominating committee shall consist of four members in addition to the Chair, all of whom are members of the Board of Direction. The committee will follow the timeline in the National Leadership Nominating Procedures. Four candidates will be elected per year, one of whom must be a young member. The Executive Director will designate an SAME National Office Director to serve as administrator for said committee.

4. **Qualifications for Elected Officers.** The President shall provide guidance to both nominating committees concerning the needs of the Society, desired strategic qualities, and their confirmed willingness to serve and fulfill the requirements of office.

Minimum qualifications for President, President-Elect and Vice President shall be:

a. Is an SAME Fellow

Minimum qualifications for Elected Director shall be:

a. Served as a Post Leader
b. Served as a member of a National Committee

5. **Nominations.** Nominations for elected office may be made to the Executive Director by any Post President, by any member of the Board of Direction, or by individuals, provided that such nominations shall be received by the Executive Director through an open submission process not later than the 1st Day of December. Announcement of the opening of the nominating period will be posted on the SAME website and will be made available to the general membership and Post Leaders via a variety of communications channels to include, e-mail, web and publications to ensure the widest dissemination. Upon completion of nominating committee deliberations, the Chair of each committee will ensure that each candidate is notified within 10 days of their status.

6. **Procedures.** On or about March 1, members will be informed that a ballot with a proposed slate of candidates is available on the SAME website. SAME National will ensure wide dissemination of the availability of the ballot to members. Voting will be open no less than 30 days. A three-person Tellers Committee, consisting of members of the SAME National Staff will review the voting process to ensure that an open and fair election was conducted and to review the analytics. Candidates receiving a plurality of votes cast shall be declared elected to their respective positions. In the case of a tie vote between two or more candidates for the same office, the members of the Board of Direction shall decide by ballot between the candidates thus tied. Results of the election will be promptly reported by the Executive Director to the Board of Direction prior to the next Board Meeting for consideration. The Chairs of each nominating committee will promptly notify all nominees of the outcome. The Board of Direction will
vote to accept the slate at the May Board meeting. Reference the National Leadership Nominating Procedures for more information.

7. **Regional Vice President Elections.** Regional Vice President positions shall be filled through elections conducted in the regions within which they occur, and officers so elected shall serve for a period of two years commencing on the date of the spring Board of Direction meeting. A Regional Vice President may remain in office once elected for an additional year without re-election by submitting intentions in writing to the National Officer who oversees RVPs. Final decision for extensions will be made by the President and Executive Director. Regions should plan for succession by assigning Deputy Regional Vice Presidents when appropriate.

**Article VIII: Committees, Councils, and Subsidiaries**

1. **Executive Committee.**

   a. **Composition.** The Executive Committee shall consist of the National Officers, the Chair of the Academy of Fellows and eight additional board members nominated by the President and approved by the Board of Direction annually. The Treasurer, Counsel, and Executive Director, acting as Secretary, are non-voting members of the Executive Committee.

   b. **General Powers.** The Executive Committee shall meet at the call of the President and shall have control of the business operations of SAME. The Executive Committee, in the discharge of its duties; shall have the power to act on behalf of the Board of Direction, to establish policy and to initiate and execute any measures whatsoever which, in its judgment, are necessary or expedient to further the interests of SAME and achieve its objectives, with the exception of those actions reserved for the full Board of Direction listed in Article V.1. The Executive Committee may appoint task forces, boards of review, and other assistants, but any action taken by these subcommittees, boards, or assistants shall be subject to the approval of the Executive Committee.

   c. **Quorum.** At meetings of the Executive Committee, a majority of the Committee, in person or by conference call, provided that voting is accomplished by roll call for those not present in person, will constitute a quorum.

2. **Academy of Fellows.**

   a. **Composition.**

      i. **Chair.** A SAME elected National Officer will serve as Chair of the Academy of Fellows.

      ii. **Vice Chairs.** The Chair of the Academy of Fellows will appoint for two-year terms Vice Chairs to carry out the purposes of the Academy (see Academy of Fellows Operations Manual). The Chair and Vice Chairs will constitute the Academy of Fellows Executive Committee that shall organize, plan and direct the activities of the Academy.

      iii. **Regional Fellows.** Each Regional Vice President shall appoint a Fellow to be the Regional Fellows Representative to a Fellows Council which will be constituted to provide input to the Academy of Fellows Executive Committee. The term shall be equivalent with the term of the Regional Vice President.

   b. **Purpose.** SAME Fellows will organize themselves as an Academy of Fellows for the purpose of advancing SAME’s strategic plan through leadership, mentoring and fellowship. All Society Fellows are members of the Academy of Fellows. The Academy is authorized to adopt a distinctive crest. The Chair will report its activities to the SAME Executive Committee and the Board of Direction. The Academy of Fellows will recognize new Fellows by holding an annual Investiture and will recognize exemplary leaders and mentors within the Academy. Reference the Academy of Fellows Operations Manual for more information.
3. **SAME Foundation**

   a. **Corporate Purpose.** The Foundation is a nonprofit corporation without members, incorporated in the District of Columbia. The principal office of the Foundation is as determined by the Foundation Board of Directors. The Foundation Board shall have fiduciary, legal, strategic and fundraising responsibilities, including the responsibilities of planning, developing and implementing the cultivation, solicitation and stewardship of Foundation supporters and funds, and determining and implementing appropriate development and fund management policies. The Foundation Board shall establish the policies and programs of the Foundation and exercise all such powers of the Foundation and do all such lawful acts and things as are permitted by statute, the Articles of Incorporation and the Foundation Bylaws.

   b. **Specific Purpose.** The compelling purpose of the SAME Foundation is “Fostering Engineering Leadership for the Nation.”

   c. **Relationship.** The Foundation is affiliated with the Society of American Military Engineers (the "Society") in a subsidiary relationship. While the Foundation maintains its own Bylaws, the corporation is still under the authority of the SAME Board of Direction. The Chair of the Foundation shall serve on the SAME Board of Direction as a non-voting member. The SAME Executive Director shall serve on the Foundation Board as a non-voting member. No member shall serve in voting capacity on both the SAME Board of Direction and the SAME Foundation Board simultaneously.

4. **Uniformed Service Advisory Group (USAG).** In accordance with the Joint Ethics Regulations (JER), all engineering service leaders have the opportunity to advise the SAME Board of Direction as part of the USAG. The USAG provides input on how SAME can best support DOD engineering, construction, environmental, facility management programs and joint engineer contingency operations. To assist with continuity and administration, service chiefs may designate a Service Liaison Officer (SLO) to assist as a staff liaison.

5. **National Committees & Councils.** National Committees and Councils include: Communities of Practice, Mission Committees, Operational Committees, Councils, and Task Forces.

   a. **Community of Practice** is defined as a segment of population that shares a common interest or discipline within the A/E/C industries. Affiliation with communities is voluntary and can be declared in one’s membership record. Communities shall be governed by a Committee or Council.

   b. **Mission Committees** shall be chartered by the Board of Direction to address issues that directly promote the Strategic Plan of SAME within a Community of Practice. The charter will be the broad outcomes that are to be achieved by the Community. Each Committee will develop annual goals with specific actions to be accomplished in the coming year. Annual goals may also highlight longer-term objectives and will be presented to the Board of Direction once they are approved by the National Officer who oversees Committees & Councils.

   c. **Operational Committees** shall be chartered by the Board of Direction to assist the SAME National Office in its operational support to SAME. Each Operational Committee will have a mission statement with specific recurring tasks and each year shall include any special tasks that should be accomplished in support of SAME’s Strategic Plan. Accountability for task completion will be governed by the National Officer who oversees Committees & Councils.

   d. **Councils** shall be chartered by the Board of Direction to allow a demographic population of SAME membership to organize itself in support of the Strategic Plan and/or to facilitate the development of relationships among a demographic of SAME membership. Council charters will be reviewed annually by the National Officer providing oversight. Each Council will develop annual goals with specific actions to be accomplished in the coming year.
Annual goals may also highlight longer-term objectives and will be presented to the Board of Direction once they are approved by the National Officer providing oversight.

e. **Task Forces.** The Board of Direction can recommend the formation of a Task Force for any purpose with a Chair, mission and timeframe. A Task Force may become a Committee or Council with Board approval.

f. **Governance.**

i. **Term.** All Mission Committees, Operational Committees and Councils will be self-governing for a two-year term with the Chair as a voting member of the Board of Direction. The President shall appoint chairpersons for up to a two-year term when a new chair is recommended. The President may also reappoint an incumbent for an additional year if the incumbent submits intentions in writing to the National Officer who oversees Committees and Councils. If incumbent is invited to extend, the National Officer providing oversight will request the extension in writing to the President and Executive Director. Final decision for extensions will be made by the President and Executive Director. Committee chairs normally will not be reappointed beyond a total of four consecutive years. Chairs are responsible to identify a successor or request to extend another year at least 6 months prior to term expiration.

ii. **Procedure.** The Executive Director and the National Officers shall annually review the Committees and Councils of SAME. This review should assess the viability of each Committee and Council and result in a recommendation to the Board of Direction on which committees and councils should continue into the new term along with the designation of the incoming Committee Chairs.

iii. **Composition.** Committees and Councils are open to all Society members; those individuals who are not members of SAME shall be required to join SAME as an individual, sustaining member representative, or public agency representative. The Committee or Council should attempt to include representation from all sectors of membership as appropriate. Communities of Practice may include non-members. Committees and Councils are encouraged to hold meetings that can include members from various regions and Posts of SAME. Each Committee or Council should have vice chairs as may be required to accomplish the committee goals; at least one of the vice chairs should be a Young Member of SAME. The National Officer who oversees Committees & Councils should be included in all committee meetings and correspondence.

**Article IX: Corporate Staff**

1. **Executive Director.** The Board of Direction will hire an Executive Director who will be responsible to the Board of Direction, the Executive Committee, and the President of SAME for the effective administration and operation of SAME and SAME’s National Office in accordance with the provisions of the Certificate of Incorporation, the Bylaws and the policies established by the Board of Direction and the Executive Committee. The Executive Director of the Society is the chief salaried administrator of the Society, responsible for the effective operation of the Society. The Executive Director is an ex-officio member of the Board of Direction, the Executive Committee, the Academy of Fellows Executive Committee, and the SAME Foundation with responsibility for recommending policies and programs to carry out the Society’s mission and managing a National Staff.

   a. **Duties.** The specific duties, responsibilities, and authority of the Executive Director will be prescribed by the Executive Committee in a written job description and will include by reference those duties and responsibilities specified in these Bylaws. The Executive Director shall be responsible for staffing the National Office and carrying out all personnel actions.

   i. **Contracts.** The Executive Director shall be responsible for the executive management of SAME, including signing all written contracts and obligations and management of the SAME National Office staff. The
Executive Director may delegate the signing of contracts, with designated limitations, to SAME National Office Directors.

ii. **Finance and Budget.** The Executive Director, with the advice and assistance of staff, will be responsible for the financial integrity and business operations of SAME with oversight by the Executive Committee. The Executive Director will report on the financial condition of SAME to the Executive Committee quarterly.

iii. **Annual Report.** The Executive Director shall present annually, a report for the previous calendar year which shall include a summary of the financial and membership status of SAME and a review of SAME's activities for the past fiscal year. The Annual Report will also be published each year in order to inform the entire SAME membership.

b. **Term.** The Executive Committee will review the written job description and prescribe changes as necessary prior to the start of any new three-year term of an Executive Director. The President, with a compensation committee, shall annually assess in writing the performance of the Executive Director and place such assessment in the permanent files of SAME.

c. **Vacancy.** In anticipation of the absence of the Executive Director, or in the event of a disability, the SAME National Office Director responsible for operations shall serve as Acting Executive Director, and to discharge for the necessary period the duties devolving upon such office or until an appropriate Executive Director is hired by the SAME Board of Direction.

**Article X: Operations.** SAME will develop and maintain a Strategic Plan to meet the purposes in the Certificate of Incorporation and to ensure the future sustainability of SAME. Official meetings and conferences of SAME, including those of individual posts, regions and National Committees will be directed accordingly.

1. **Posts.** SAME will organize geographically by Posts, located throughout the United States and around the world. Additionally, Student Chapters, Field Chapters and Deployed Area Field Chapters may be organized as affiliates of existing Posts or the International Committee.

   a. **Formation.** Posts of SAME may be formed with the recommendation of the Regional Vice President and approval of the Board of Direction. Posts will be subsidiaries to the national organization and need not be separately incorporated. Post Officers must be members in good standing. Each post shall have responsibility to select its name and to draft its bylaws, using a template provided by the SAME National office; provided that prior to final adoption, such name and the bylaws so drafted and all subsequent amendments thereto shall have been submitted to and approved by the Post Board of Directors and membership. Posts are required to comply with federal, state and local tax laws and requirements. Post Annual Reports and tax forms shall be submitted on time, with copies to SAME National Office. Posts are required to sign an affiliate agreement to maintain their 501c3 tax exempt status.

   b. **Deactivation.** The Board of Direction shall deactivate posts that are no longer sustainable upon the recommendation of the Regional Vice President or are not meeting regulatory financial requirements. In lieu of deactivation, the Regional Vice President may approve the transition of a Post to Field Chapter status.

   c. **Student Chapters,** composed of Student Members, may be formed at educational institutions under the auspices of a Post for the purposes of SAME mentoring and supporting students in engineering and related departments. The local Post shall develop and execute a charter that creates a leadership team and partnership among Post mentors, faculty advisors and student leaders. The charter should be renewed periodically with students interested in carrying out the objectives of SAME. A copy of such charter will be provided to the SAME National Office for information.
d. **Virtual Student Chapter**, composed of both SAME and Student Members, may be formed under the leadership and operation of the College Outreach Committee for the purposes of SAME mentoring and supporting students in engineering and related departments. The Committee shall develop and execute a charter that creates a leadership team and partnership among student leaders and appropriate SAME resources. The charter should be renewed periodically by the College Outreach Committee and reviewed by the National Officer who oversees committees and councils. A copy of the charter will be provided to the SAME National Office for information.

e. **Field Chapters**, composed of Individual and Sustaining Member Companies, may be formed at locations where uniformed and civilian members of the uniformed services exist but where there are insufficient resources to maintain an active Post. Members of the Field Chapter shall become members of a Post in proximity to the chapter. The Post shall develop and execute a charter that creates a partnership between the Post and Field Chapter. Normally, at least one Post meeting each year should be held at the location of the Field Chapter. Field Chapters only require approval from the Regional Vice President.

f. **International Field Chapters**, composed of generally rotational members fall under the operation of the International Committee in lieu of a host Post.

2. **Awards and Recognition.** The Board of Direction will have power to establish, terminate and name such medals, trophies, certificates, scholarships, and other awards, as it deems desirable in the furtherance of the objectives of SAME. The Executive Committee shall prescribe the criteria governing the awards. Posts and regions may establish similar awards in support of SAME’s strategic plan.

a. **Annual Society Awards.** Award recipients shall be selected annually as follows:

i. **Service Awards.** Engineering Service Chiefs shall establish and execute procedures for selection of recipients of service related medals and awards (defined and described below) pertinent to their respective services. Service related medals and awards sponsored by SAME:
   a. **U.S. Army:** Wheeler Medal, Sturgis Medal (Active, Guard and Reserve) and Itschner Plaque (Active, Guard and Reserve)
   b. **U.S. Marine Corps:** Engineer Officer and Senior NCO of the Year Awards
   c. **U. S. Navy:** Moreell Medal, Shields Medal, and Peltier Award
   d. **U.S. Air Force:** Newman Medal, Goddard Medal and Curtin Award (Active, Guard and Reserve)
   e. **U.S. Coast Guard:** Oren Medal, Sargent Medal, Cowart Award
   f. **U. S. Public Health Service:** Hollis Medal, Green Medal, Cummings Plaque
   g. **National Oceanic & Atmospheric Administration:** (Karo, Colbert Awards)
   h. **SAME ROTC Award of Merit** (Army, Navy, Air Force)

ii. **SAME Awards.** Except as provided in subsequent paragraphs of this section, SAME medals and awards (defined below) shall be selected from the nominations received by the date established by the Executive Director, who shall appoint one or more committees to evaluate the nominations and make the selections. The Executive Director shall select committee members from each Service and the private sector to serve on such Committee or Committees. Each selection committee shall assure that the award recipient meets the currently established eligibility and nomination criteria as found on SAME’s web site, shall establish and execute appropriate procedures for selection, and will promptly notify the Executive Director and President of the results of their deliberations at the conclusion of their meeting.

SAME medals and awards Requiring Nominations:
   a. **Academy of Fellows Gerald C. Brown Mentoring Award**
   b. **Bliss Medal**
   c. **Goethals Medal**
   d. **Industry-Government Engagement Medal & Post Award**
e. J. W. Morris Sustaining Member Award
f. Post Service Award
g. Robert B. Flowers Small Business Award
h. Sergeant First Class Paul R. Smith NCO Medal
i. Seymour S. Greenfield Sustaining Member Award
j. STEM Outreach Medal & Post Award
k. Student Leadership Medal
l. Sverdrup Medal
m. Tudor Medal
n. Urbahn Medal
o. Walter O. Bachus Gold Medal
p. Young Member Medal

SAME Medals and Awards Not Requiring Nominations
a. David Fraser Leadership Award. Presented to West Point graduating engineer senior in honor of David Fraser. Faculty determines eligible cadets for a vote from their engineering peers.
b. Golden Eagle Award. The Golden Eagle Award Recipients shall be selected by the Academy of Fellows Executive Committee in consultation with SAME President.
c. President’s Medal. The President’s Medal recipients shall be determined by SAME’s President, in consultation with the Executive Director.
d. Toulmin Medal. SAME’s Editor in Chief shall appoint a committee to select the Toulmin Medal recipient.; eligible individuals are those who were members at the time of the publication of their article during the year.
e. Past President’s Medal. The Past President’s Medal is presented to the outgoing President at the end of his or her term for dedicated service to the Society in the role of President.

b. Streamer Awards. Posts of SAME will strive for Streamer Awards in recognition of outstanding performance and achievement. Post Streamer Awards for the previous calendar year are presented annually in conjunction with the annual meeting (Reference 2020 Strategic Plan Streamer Criteria and Post Operations Manual).

c. Regional Awards. Regional Vice Presidents are encouraged to recognize volunteers at the Regional level throughout the year and at Regional conferences and events. (Reference the Regional Vice President’s Manual).

3. Strategic Partnerships. In furtherance of its objectives, SAME will cooperate with other engineering and related societies and organizations toward the improvement of the professional status and standards of engineering and related professions, as well as the improvement of engineering education, the advancement of the knowledge of engineering and associated disciplines and will leverage expertise to partner with charitable organizations that support United States Armed Forces Veterans and their families. The Executive Director may sign Memoranda of Agreements with other organizations, and will track, evaluate, and present such partnerships to the Board of Direction, for the benefit of individuals, companies and Posts in SAME.

4. Publications. SAME shall issue a periodical entitled The Military Engineer, which shall be the official publication of SAME for providing its members with news and articles relevant to SAME’s purpose and providing members information on the programs and activities of SAME, and such other publications as the Executive Committee may prescribe. The Executive Director and Editor in Chief shall have charge of The Military Engineer, and other publications issued by SAME and shall be responsible for all details relating to the editorial and business management connected therewith; and shall determine on the fitness of all articles and communications submitted for publication.

5. Insignia and Logo. The Executive Director shall establish standards for use of SAME insignia and logo.
a. **Insignia.** The insignia of SAME shall consist of a curved shield surrounded by a garland of laurel, symbolic of honor, distinction, and fame, surmounted by a spread eagle within whose right claw is grasped a spray of laurel of thirteen leaves and within whose left claw is grasped a cluster of thirteen arrows. The field of the shield shall be partitioned horizontally at a third of the distance from the top, the upper partition being lined horizontally, and the nether partition showing bars of equal width, vertically drawn, seven left blank and six depicted by vertical lines, thirteen bars in all symbolic of the thirteen original states. Charged, or superimposed, upon the field of the shield, shall be the turreted castle that has been the dominating feature of all insignia of the Corps of Engineers of the United States Army since 1840. The lower half of the edge of the laurel wreath which surrounds the shield shall be partially overlapped by a ribbon streamer with three major folds, upon which are inscribed the words: "American Military Engineers."

b. **Logo.** The Board of Direction may approve a Society Logo.

**Article XI: General Policy and Procedure**

1. **Uniformed Services.** For the purposes of SAME, the term uniformed services shall be defined as the Army, Navy, Air Force, Marine Corps, Coast Guard, National Oceanic and Atmospheric Administration, and Public Health Service, to include the Reserve components of these services and the National Guard.

2. **Equal Opportunity.** SAME fully supports the policy of equal opportunity and will not discriminate or knowingly participate in any activity that discriminates on the basis of race, creed, ethnicity, color, religion, gender, sexual orientation, age, physical or mental ability, political affiliation, marital status, national origin or other non-merit factor. Likewise, SAME will take no official action which is or appears to be detrimental or discriminatory to any class or group of people.

3. **Ethics.** It is the policy of SAME to adhere to the highest standards of ethical conduct in all its activities, including adherence to the DOD Joint Ethics Regulations. SAME fully supports and expects strict compliance by every member with all applicable laws and regulations in the conduct of business and professions. SAME recognizes that members who represent the government in matters affecting the economic interests of others hold special positions of public trust requiring them to observe the highest ethical standards. Accordingly, SAME supports the principle that strict impartiality must prevail in all business relationships involving the government.

4. **Conflict of Interest.** It is SAME policy that members avoid conflicts of interest between themselves and SAME through full and open disclosure with the appropriate Post or National Board of Direction.

   a. **Definition.** A conflict of interest is defined as an event or activity from which a member, a member’s company or a member’s family may gain direct financial benefit from SAME. Such a conflict or potential conflict must be reported by that member to the Post Board of Direction if at the Post level and to the SAME Executive Director if at the Regional or National level.

   b. **Investigation.** The Post Board of Direction will investigate and consider any conflict or potential conflict of interest at the Post level and make determinations as appropriate, and the National Board of Direction will do so with regard to any conflict or potential conflict at the Regional or National level.

   c. **Outcome.** The Post shall submit to SAME National as part of its yearly financial report, the results of any such investigation, the contract which governs the agreement if any, and the total compensation provided to the member, member’s company, or member’s family.

5. **Insurance.** SAME will maintain appropriate insurance to protect parties involved in operations of the Society.
Article XII: Amendments. Amendments to these Bylaws may be made at any regular or special meeting of the Board of Direction, by an affirmative vote of two thirds of the Board of Direction voting in person, or by two-thirds of the voting members of the Board of Direction by email vote, provided that the Executive Director shall have presented and the Executive Committee previously approved the proposed amendment by two-thirds of the Executive Committee members in person or by conference call.

BG Joseph Schroedel P.E., F.SAME, USA (Ret.)
Executive Director