

**BYLAWS
OF THE
SOCIETY OF AMERICAN MILITARY ENGINEERS FOUNDATION
A Nonprofit Corporation
Adopted April 28, 2016
Amended by Foundation Board January 30, 2020
and June 22, 2022 and May 2, 2023
Approved by the Society Board May 26, 2020
and November 1, 2022 and November 1, 2023**

ARTICLE 1. GENERAL

1.1 Name. The name of the corporation is the Society of American Military Engineers Foundation (the "Foundation").

1.2 Incorporation. 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.

1.3 Affiliation. The Foundation is affiliated with the Society of American Military Engineers (the "Society").

1.4 Purposes. The purposes of the Foundation are as stated in the Articles of Incorporation.

ARTICLE 2. MANAGEMENT

2.1 Foundation Board of Directors. The Foundation shall be managed by its Board of Directors (the "Foundation Board").

2.1.1 Responsibilities of the Foundation Board. 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 these Bylaws.

2.1.2 Chair of the Foundation Board. The Chair of the Foundation Board shall be a member in good standing of the Society and shall have served on the Society's Board of Direction or the Foundation Board of Directors or the Foundation's Council of Advisors. The Chair of the Foundation Board shall be selected by the Foundation Board and appointed by the Board of Direction of the Society. The Chair of the Foundation Board shall also serve as President of the Foundation.

2.1.3 Chair-Elect of the Foundation Board. The Chair-Elect shall be selected by the Foundation Board, shall serve as Chair-Elect for a minimum of one year and shall then succeed as Chair of the Foundation Board. The Chair-Elect shall also serve as Vice-President of the Foundation.

2.1.4 Composition of the Foundation Board. The Foundation Board shall consist of not less than five (5) Directors. All Directors must be members in good standing of the Society throughout their term of membership on the Foundation Board. All Directors other than the Chair of the Foundation Board shall be appointed by the Executive Committee of the Society's Board of Direction. All Board appointments shall give due consideration to contribution levels to the Foundation. The Executive Director shall serve on the Foundation Board in an *ex-officio*, non-voting capacity.

2.1.5 Structure of the Foundation Board. The Foundation Board shall be structured as determined by the Foundation Board and may be restricted from time to time as determined by the Foundation Board. It will have components that oversee (i) financial and investment matters, (ii) fundraising efforts, and (iii) other general operations. Each component will be chaired by a Board member selected by the Foundation Board.

2.1.6 Executive Committee. The Foundation Board shall have an Executive Committee comprised of the President-Board Chair, the Vice-President-Chair-Elect, and each component chair. The Executive Committee shall have power to act on behalf of the Foundation Board as authorized by the Foundation Board.

2.1.7 Term of Directors. All Directors of the Foundation Board shall serve three (3) year terms. Terms shall be staggered. Directors may serve two (2) consecutive three (3) year terms; the second term contingent upon a letter of intent from the Director approved by the Executive Committee. Thereafter, Directors may be re-selected to the Board after a one-year gap following the close the second three-year term. If a Director is elected to serve as Chair-Elect, they may extend their second term until the end of their tenure as Chair of the Foundation Board.

2.1.8. Vacancies. A Director vacancy shall be filled for the unexpired portion of the term by appointment of the Executive Committee of the Society.

2.1.9 Resignation or Removal of Directors. A Director may resign at any time by giving written notice of such resignation to the Secretary. Any Director may be removed by a two-thirds (2/3) vote of the Foundation Board.

2.1.10 Board Quorum. The presence of a majority of Directors at a meeting of the Board shall constitute a quorum. Where a quorum is present, a majority of votes carries any action except where provided otherwise by law or by these Bylaws.

2.1.11 Board Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Foundation Board may be taken without a meeting if all members of the Foundation Board consent in writing to such action.

2.1.12 Monetary Commitment. Members of the Foundation Board are expected to

make an annual monetary contribution to the Foundation during their term of office.

2.2 Foundation Council of Advisors. The Foundation shall also have a Council of Advisors (the "Council of Advisors").

2.2.1 Responsibilities of the Council of Advisors. The Council of Advisors shall serve as philanthropic and financial advisors to the Foundation Board. Primary responsibilities of the Council of Advisors include making recommendations and overseeing finances of the Foundation and reporting to the Foundation Board. The Council of Advisors may assist the Foundation with other activities and programs, as well as accepting assignments from the Foundation Board and managing programs pursuant to instructions from the Foundation Board. The Council of Advisors will not have fiduciary responsibilities to the Foundation or Foundation Board and shall not be deemed investment advisors to the Foundation and shall serve the Foundation in a consulting capacity only.

2.2.2 Composition of the Council of Advisors. The Council of Advisors shall consist of a minimum of five (5) members appointed by the Foundation Board, one (1) of which shall be a current Foundation Board member who shall serve as Chair of the Council of Advisors. Except for the Chair of the Council, who also is a member of the Foundation Board, members of the Council of Advisors shall not be entitled to vote on matters brought before the Foundation Board.

2.3 Executive Director. The Foundation shall have an Executive Director who shall be responsible for executive support of the Foundation. The Executive Director of the Society shall serve as the Executive Director of the Foundation unless otherwise determined by the Society's Board of Direction.

2.3.1 Responsibilities of the Executive Director. The Executive Director shall be responsible to the Foundation Board and President for the effective administration of the Foundation in accordance with the provisions of the Articles of Incorporation, the Bylaws and policies established by the Foundation Board and the Society Board of Direction.

ARTICLE 3. OFFICERS

3.1 Officers. The Officers of the Foundation shall be a President and a Vice President, both elected by the Foundation Board, with the President subsequently being appointed by the Society Board, and a Secretary, and a Treasurer, both appointed by the Foundation Chair. All Officers shall exercise such powers and perform such duties as shall be set forth in these Bylaws and as may be determined from time to time by the Foundation Board. Offices may be held by the same person, provided, however, in no event shall the same individual serve as President and Treasurer.

3.1.1 President.

3.1.1.1 Qualifications. The President shall be the Chair of the Foundation Board.

3.1.1.2 Term. The President shall serve a two (2) year term as President.

3.1.1.3 Vacancy. Vacancy in the office of President-Board Chair shall be filled for the unexpired portion of the term by the Vice President-Chair-Elect.

3.1.1.4 Compensation. The President does not receive compensation for services but may be reimbursed for expenses.

3.1.1.5 Duties. The President, by virtue of office, shall chair the Foundation Board and preside at all meetings of the Foundation Board. The President shall be an *ex-officio* member of all Foundation Board committees. The President shall also be a non-voting member of the Society Board of Direction and of its Executive Committee. The President, in coordination with the Executive Director, shall provide reports of the financial and operating status of the Foundation to the Society Board of Direction and its Executive Committee and annually to the Society membership.

3.1.2 Vice President.

3.1.2.1 Qualifications. The Vice President shall be a member of the Foundation Board and shall serve as Chair-Elect of The Board. The Vice President shall succeed to Chair and President.

3.1.2.2 Vacancy. Vacancy in the office of Vice President shall be filled for the unexpired portion of the term by a qualified member of the Foundation Board as determined and appointed by the Foundation Board.

3.1.2.2.1 Vacancy Exception. If a vacancy occurs concurrently in the offices of President and Vice President, an election shall be conducted by the Foundation Board within sixty (60) days to elect a President and Vice President to fill the unexpired terms.

3.1.2.3 Compensation. The Vice President does not receive compensation for services but may be reimbursed for expenses.

3.1.2.4 Duties. The Vice President shall act in place of the President when the President is unavailable. The Vice President shall also perform other duties assigned by the Foundation Board.

3.1.3 Secretary and Treasurer.

3.1.3.1 Qualifications. As determined by the Foundation Board, the offices of Secretary and Treasurer shall be filled by members of the Foundation Board or by others appointed by the Foundation Board.

3.1.3.2 Duties.

3.1.3.2.1 Secretary. The Secretary shall maintain or supervise the maintenance of the corporate records of the Foundation and shall oversee minutes of meetings of the Foundation Board and be responsible for corporate notices.

3.1.3.2.2 **Treasurer.** The Treasurer shall serve as the financial officer of the Foundation, and shall have oversight of the Foundation's revenues and expenditures.

ARTICLE 4. MEETINGS

4.1 Meetings. Meetings of the Foundation Board shall be called by the President at the time and place of choosing. Advance notice of meetings and the business to be conducted shall be provided to the Foundation Board. Meetings of the Council of Advisors shall be called by the Chair of the Council of Advisors with advance notice of the time and place of meeting and the business to be conducted.

ARTICLE 5. COMMITTEES

5.1 Committees. The Foundation Board has the authority and responsibility to create and disband committees as necessary, establish duties, set criteria and credentials of committee members, and approve committee appointments as recommended by the President. Committee members shall serve for one (1) year unless extended by reappointment or terminated by action of the Foundation Board. Committees composed exclusively of Foundation Board members may be delegated Board authority; all other committees shall be advisory.

ARTICLE 6. ADMINISTRATIVE

6.1 Auditors. Auditors may be appointed or terminated by the Foundation Board as determined by the Board.

6.2 Indemnification. Directors, Officers, and other authorized agents of the Foundation shall be indemnified by the Foundation against claims for liability arising in connection with their positions in the Foundation or activities on behalf of the Foundation to the full extent permitted by law.

6.3 Fiscal Year. The fiscal year of the Foundation shall be the calendar year.

6.4 Conflict of Interest. A Conflict of Interest shall be defined as any activity, transaction, relationship, service, or consideration that is, or appears to be, contrary to the best interests of the Foundation, or in which the interests of an individual or another organization other than the Foundation has the potential to be placed above those of the Foundation. Any interested Officer, Director, or other individual must disclose in writing the existence of any actual or possible Conflict of Interest and all material facts pertaining thereto to the Foundation Board. A signed Conflict of Interest statement shall be required annually from all members of the Foundation Board and the Council of Advisors.

6.5 Limitations. All policies and activities of the Foundation shall be consistent with applicable federal, state and local antitrust, trade, regulation, or other legal requirements.

No Foundation policies or activities shall contravene the governing documents of the Society. No Officer, Director, committee member, employee, agent, or representative of the Foundation shall have any right, authority, or power to expend money of the Foundation, to incur liability on its behalf, or to make any commitment that shall be deemed to bind or involve the Foundation in any expense or financial liability, unless such expenditure, liability, or commitment has been budgeted or otherwise authorized by the Foundation Board.

6.6 *Parliamentary Authority.* The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the Foundation in all cases to which they are applicable and in which they are not inconsistent with the laws of the District of Columbia or with the Foundation's Bylaws.

ARTICLE 7. AMENDMENTS

7.1 *Amendments.* These Bylaws may be amended at any meeting of the Foundation Board by a majority vote where a quorum is in attendance, provided, however, that no change to these Bylaws will become effective until approved by the Society Board of Direction.