

Bylaws of the Society of American Military Engineers

As amended by the Board of Direction, May 12, 2025

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.
2. **Membership Business Procedures.** The Board of Direction has the authority to oversee business related aspects of membership. Changes to membership structure and/or dues will be approved by the Board of Direction. The National Office will maintain the SAME Membership Business Procedures Guide.
3. **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.
4. **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.

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 Direction to accomplish the goals and objectives of SAME.

Article V: National Officers. The National Officers consist of the President, Immediate Past President, President-Elect, three Vice Presidents, Treasurer, General Counsel, Foundation Chair, and Secretary. The National Officers also serve the same roles on the Board of Direction. The Executive Director acts as Secretary of the Board of Direction. The National Officers will serve as the Executive Committee, act as agents of the Board of Direction, and assist in coordination and sharing of information among entities. 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;
 - c. Chair meetings of the National Leadership Assembly, 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. Oversee the Executive Director management and succession in accordance with the Executive Director Management & Succession Procedures.
 - f. Participate in regular in-person or remote meetings with the other Officers of SAME.
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 three 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. One Vice President, appointed by the President, will chair the National Election Committee for Elected Directors.
5. **Treasurer.** The Treasurer provides volunteer financial oversight on behalf of the Board of Direction. The Treasurer should have a thorough knowledge and understanding of the organization's financial reports and keep the board apprised of key financial events, trends, and concerns in coordination with the Executive Director and appropriate National Office Staff. The Treasurer will serve as a non-voting ex-officio member of the SAME Foundation Board of Directors and as a member of the Investment Committee. The Treasurer will serve as Audit Committee Chair for the

annual audit. The Treasurer is appointed by the President and approved by the National Leadership Assembly for a three-year term and may be reappointed for one additional term.

6. **Secretary.** The Executive Director serves as the Secretary. Assisted by National Office Staff, the Secretary will: record all votes and minutes of all proceedings; organize regular in-person or remote meetings with the other Officers of SAME; send notice of all meetings to members of the Executive Committee and Board of Direction; and perform all official correspondence.
7. **General Counsel.** The General Counsel will be approved by and serve at the discretion of the President, President-Elect, Immediate Past President, Foundation Chair, and the Executive Director. The General Counsel will be a licensed attorney and current or former member of a state or D.C. bar who serves in an advisory role to the Board of Direction and the Executive Director, providing legal and strategic advice. General Counsel will be included in meetings and discussions of the National Officers, Executive Committee, Foundation Board of Directors, and SAME Board of Direction at the discretion of the Executive Director and other National Officers.
8. **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 of Direction, one of the three 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 Treasurer, 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

Article VI: Elections

1. **National Elections.** 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. Per these Bylaws, elected National Officers of SAME shall consist of a President, a President-Elect, the Immediate Past President, and three Vice Presidents. (Reference National Nominating Procedures Guide)
 - a. **Terms.** 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 for one year upon which he or she becomes the Immediate Past President. The three Vice Presidents shall be elected for a two-year term. Elected Directors serve three-year terms such that four are elected each year.
2. **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 National Leadership Assembly 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. (Reference RVP Manual)
 - a. **Terms.** Regional Vice Presidents shall be elected by their regions for two-year terms (see Article VI, 2.).

Article VII: National Entities

1. National Leadership Assembly

- a. **General Powers.** The National Leadership Assembly shall be members in good standing and shall represent various overlapping segments of membership; and, in the discharge of its duties, shall vote to approve the National Board of Direction slate annually. The Assembly will bring forth concerns or issues and report on the

activities of the Society. They may return decisions to the National Board of Direction for further discussion and re-vote with a 2/3 majority dissent.

- b. **Composition.** The voting members of the National Leadership Assembly consist of National Officers, Regional Vice Presidents, Committee/Council/Community of Interest (C3) Chairs, and Directors. The non-voting members consist of the SAME Executive Director, SAME staff in attendance, Service Liaison Officers, General Counsel, and SAME Foundation Chair.
- c. **Terms.** Terms of the National Leadership Assembly will be consistent with position terms set forth in this document (see Article VI, 1.a.-2.a., Article V, and Article VII, 7., a., i.). The President may appoint up to five Directors to serve for two-year terms and may be reappointed for one additional term.
- d. **Regular and Annual Meetings.** Annual meetings of the National Leadership Assembly will be held in conjunction with other national meetings or conferences in order to minimize travel expenses. Regional Vice Presidents and C3 Chairs may send deputies, vice chairs or incumbents if the actual assembly member cannot attend in person to act as non-voting representatives. Virtual meetings may be called outside of the normal schedule by the President.
- e. **Quorum.** The presence, in person of a majority of current members of the National Leadership Assembly shall be necessary to constitute a quorum to vote.
- f. **Vacancies.** The President of SAME may 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 National Leadership Assembly. Vacancies occurring in a C3 will be filled by a Deputy or Vice Chair and approved by a majority of National Leadership Assembly.
- g. **Compensation.** Members of the National Leadership Assembly shall not receive any compensation for their services. 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.
- h. **Parliamentary Procedure.** Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order.
- i. **Removal.** Any member of the National Leadership Assembly may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the National Leadership Assembly if, in their judgment, the best interest of SAME would be served thereby.

2. National Board of Direction

- a. **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 support the SAME Mission, Vision and Strategic Plan.
- b. **Composition.** The voting members of the Board of Direction consist of the President, Immediate Past-President, President-Elect, Vice Presidents, Treasurer, and nine positions appointed by the President from the National Leadership Assembly consisting of three Regional Vice Presidents, three C3 Chairs, and three Elected Directors. The non-voting members consist of the SAME Executive Director, General Counsel, and SAME Foundation Chair.

In the case of a tie-vote, the Foundation Chair shall become a voting member of the Board of Direction to break the tie.

- c. **Terms.** Terms of the Board of Direction will be consistent with position terms set forth in this document (see Article VI, 1.a.-2.a., Article V, and Article VII, 7., a., i.). The President will appoint three Regional Vice Presidents, three C3 Chairs, and three Elected Directors on an annual basis. The Board of Direction slate will be approved by the National Leadership Assembly annually.
- d. **Meetings.** Formal meetings of the Board of Direction will be held once per quarter. To the extent possible, they will be held in conjunction with other national meetings or virtually to minimize travel expenses. Additional calls or formal meetings may be scheduled by the President.
- e. **Quorum.** The presence 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 Direction.
- f. **Compensation.** Members of the Board of Direction shall not receive any compensation for their services.. 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.
- g. **Parliamentary Procedure.** Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order.
- h. **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 judgment, the best interest of SAME would be served thereby.

3. **Executive Committee.**

- a. **Composition.** The Executive Committee shall consist of the National Officers of the Society with terms previously outlined in Article V.
- b. **General Powers.** The Executive Committee collectively ensures effective governance and strategic direction for the organization. They will lead the Board of Direction, National Leadership Assembly, and SAME members. They specifically set agendas for board meetings and address code of conduct violations. They share information among SAME entities in support of the SAME mission, vision, and strategic plan. 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 Board of Direction.
- c. **Meetings.** Meetings of the Executive Committee will be held monthly. Any meetings in which official decisions are made will be recorded in official minutes and approved by the Board of Direction.
- d. **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.

4. **Academy of Fellows.**

- a. **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.)

b. 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 Point of Contact to provide input to the Academy of Fellows Executive Committee.
- iv. **Classification of Distinguished Fellow.** Distinguished Fellows are selected from the Academy at large for their achievements significantly over and above that expected of Fellows.

5. SAME Foundation

- a. **Purpose.** The Society created the SAME Foundation to establish a means independent of the Society's operational budget of raising and managing funds to support Society programs that contribute to the development of SAME members, the A/E/C profession, and our national security. The SAME Foundation further defined its compelling purpose as "Fostering engineering leadership for our nation."
- b. **Incorporation.** The SAME Foundation, as is the Society, is incorporated in the District of Columbia as a 501 c (3) nonprofit corporation.
- c. **Strategic Direction.** The SAME Strategic Plan is the SAME Foundation's strategic plan.
- d. **Governance.** The SAME Foundation Board consists solely of a Board of Directors. No director shall serve simultaneously in a voting capacity on both the SAME and SAME Foundation Boards. The Executive Director of the Society serves as the non-voting ex officio Executive Director of the Foundation Board. The Treasurer and General Counsel will serve as non-voting ex officio members of the Foundation Board. The Chair of the Foundation Board is selected by the Foundation Board and appointed by the SAME Board of Direction. The Foundation Board selects its Board officers. The Foundation Board exercises fiduciary, legal, and fundraising responsibilities, including the responsibilities of planning, developing, and implementing the cultivation, solicitation, and stewardship of Foundation funds and supporters, and determining the appropriate development of fund development and management policies and procedures.
- e. **Management.** The National Office Staff serves as the staff of the Foundation and is functionally aligned to facilitate clear responsibilities, smooth coordination, and accurate accounting of administrative and labor costs. SAME and Foundation taxes and annual audit are joint. The joint financial management system also includes a joint Investment Committee which is responsible for reporting quarterly investment status to SAME Posts that are invested in the Foundation's Post Funds Policy. Society requests for Foundation financial support are governed by the Memorandum of Understanding and its implementing procedural document. The Foundation Chair will provide a status report and prognostication to the Society Board at each SAME BOD meeting.

6. **Executive Advisory Group (EAG).** 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 EAG. The EAG provides input on how SAME can best support the Department of Defense. To assist with continuity and administration, service leaders may designate an assistant to serve as a Service Liaison Officer (SLO). Service Liaisons are non-voting members of the SAME National Board of Direction.
7. **Communities of Interest, Councils, and Committees (C3)s.** C3s are defined as a segments of SAME membership that share a common interest, function, or discipline within the Architecture / Engineering / Construction (A/E/C) and related industry. Member affiliation is voluntary and declared in the individual's membership record independent of Post affiliation. A C3 is chartered by the Board of Direction to promote the SAME Strategic Plan and National Direction. The purpose of a C3 is to serve as an extension of the National Office technical capabilities and to provide individual members with avenues to develop their professional interests and expertise. (Reference C3 Operations Manual)
 - a. **Governance.**
 - i. **Term.** All C3s will be self-governing for a two-year term with the Chair as a voting member of the National Leadership Assembly. The President shall appoint new chairpersons for up to a two-year term. The President may also reappoint an incumbent for an additional year if the incumbent submits intentions in writing to the National Officer who oversees the C3. 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. C3 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 C3s of SAME. This review should assess the viability of each C3 and result in a recommendation to the Board of Direction on which C3s should continue into the new term along with the designation of the incoming Chairs.
 - iii. **Composition.** C3s are open to all Society members; those individuals who are not members of SAME shall be required to join SAME as an individual. The C3 should attempt to include representation from all sectors of membership as appropriate. More information about C3 Operations can be found in the SAME C3 Operations Manual.

Article IX: National Office Staff

1. **Executive Director.** The Executive Director will be responsible to the Board of Direction, the Executive Committee, the SAME Foundation, and the President of SAME for the effective administration and operation of SAME, the SAME Foundation, 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 National Leadership Assembly, Board of Direction, the Executive Committee, the Academy of Fellows Executive Committee, the Investment 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 Board of Direction. The Executive Director will obtain approval for the Annual National Office Budget from the Board of Direction prior to the start of the fiscal year. The Executive Director is responsible for keeping the Executive Committee and Board of Direction apprised of budget execution throughout the year.
 - 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.
 - iv. **Foundation Impact Report.** The Executive Director shall present annually, a report for the previous calendar year which shall include a summary of the activities and impact of Foundation support for the past fiscal year. The Foundation Impact Report will also be published each year in order to inform the entire SAME membership and will be shared externally with potential Foundation donors.
- b. **Term.** The Executive Director's term is governed by a hiring contract. The Executive Committee will review the written job description for the Executive Director and prescribe changes as necessary prior to the start of any contract renewal 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. (Reference Executive Director Management & Succession Procedures)
 - c. **Vacancy.** In anticipation of the absence of the Executive Director, or in the event of a disability, the SAME National Officers will appoint an individual to 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 Executive Committee.

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 C3s will be directed accordingly.

1. **Strategic Plan.** The Strategic Plan will be a five-year plan with planning for the subsequent Strategic Plan beginning two years in advance. A Charter for a Development Team will be created and approved by the Board of Direction.
2. **Posts.** SAME will organize geographically by Posts. Student Chapters and Field Chapters may be organized as affiliates of existing Posts. (Reference Post Operations Manual)
 - 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. 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 and National Officers or are not meeting regulatory financial requirements.

3. **Awards and Recognition.** SAME Awards & Recognition Policies & Procedures will be maintained by the SAME National Office. New SAME awards or removal of SAME awards will be approved by the Executive Committee. (Reference SAME Awards & Recognition Policies & Procedures)
 - a. **Streamer Awards.** Posts of SAME will submit for Streamer Awards in recognition of outstanding performance and achievement and as part of their required annual report. The National Office will maintain the Strategic Plan Streamer Program which is approved by the Board of Direction with Strategic Plans.
 - b. **Regional Awards.** Regional Vice Presidents may recognize volunteers for contributions made at the Regional level. (Reference the SAME Regional Vice President's Manual).
4. **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 and manage Memoranda of Agreements with other organizations in collaboration with C3s. The Executive Director will present such partnerships to the Board of Direction, for the benefit of individuals, companies and Posts in SAME.
5. **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.
6. **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, Marine Corps, Navy, Air Force, Space Force, 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 based on 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. Commitment to Inclusive Excellence.

- a. The Society of American Military Engineers is dedicated to fostering an environment where the contributions of all members are integral to our mission. We are fully committed to promoting a culture where diversity of thought is welcomed in everything we do.
- b. As a professional organization, we uphold the principle that every individual should feel valued and respected, irrespective of their background or identity.
- c. We will realize this commitment through our Strategic Plan, guided by our vision to create lasting positive impacts on our Society and the future of the A/E/C profession.

4. 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.

5. Conduct. SAME does not tolerate discrimination, intolerance, harassment, aggression, or ill-will of any kind, whether presented in-person, digitally, or via another method. SAME maintains a Code of Conduct with instructions for reporting, consequences, and resolution of alleged code violations. The SAME Code of Conduct is included in national conference registrations and should be shared with members on an annual basis. (Ref: National Code of Conduct)

6. 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 declare in advance and 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.

7. 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.

A handwritten signature in blue ink, appearing to read 'Mike Wehr', is positioned above the printed name.

MG Mike Wehr, P.E., USA (Ret.)
Executive Director

Governance Document Reference Table

Document	Approval Authority	Management Responsibility	Review Frequency
SAME Constitution	SAME Board of Direction (unchanging)	NA	NA
SAME Bylaws	SAME Board of Direction	SAME Bylaws Committee	Annually - Jun
SAME Foundation Bylaws	SAME Board of Direction	SAME Foundation Board	Annually – Jan/Feb
SAME – Foundation MOU	SAME Board of Direction / Foundation	SAME National Office	Annually – Jan/Feb
Request for Foundation Funds Policy	SAME Board of Direction / Foundation	SAME National Office	Annually – Jan/Feb
SAME Strategic Plan & Streamers	SAME Board of Direction	SAME Board of Direction	5 yr process
National Leadership Nominating Procedures Guide	SAME Executive Committee	SAME National Office	Annually - Jun
Academy of Fellows Operations Manual	Academy of Fellows Chair (National Leaders)	Academy of Fellows Executive Committee	Annually - Jun
Industry-Government Engagement Procedures	SAME Executive Committee	SAME National Office	Annually - Jun
C3 Operations Manual	SAME Executive Committee	SAME National Office	Annually - Jun
Regional Vice President Operations Manual	SAME Executive Committee	SAME National Office	Annually - Jun
Post Operations Manual	SAME Executive Committee	SAME National Office	Annually - Jun
Awards & Recognition Policies & Procedures	SAME Executive Committee	SAME National Office	Annually - Jun
Membership Business Procedures Guide	SAME Executive Committee	SAME National Office	Tri-Annually - Feb
Investment Policy Guidance	SAME Executive Committee	SAME Investment Committee	Annually – Jan/Feb
SAME Legal Duties, Responsibilities and Risks Outline	SAME Executive Committee	SAME National Office	Annually – Jun
SAME Code of Conduct	SAME Executive Committee	SAME National Office	Annually – Jan
SAME Conflict of Interest Policy	SAME Executive Committee	SAME National Office	Signed by BOD annually in May
SAME Whistleblower Policy	SAME Executive Committee	SAME National Office	Annually – Jan/Feb
National Leadership Travel & Lodging Policy	SAME National Office	SAME National Office	Annually – Jun
Executive Director Management & Succession Procedures	SAME XD Compensation Committee	SAME National Office	Annually - Jun