



# SAME Board of Direction Minutes

Monday, March 24, 2026, 0900

Capital Week

BOD Position	First	Last	Attendance
RVP Mid	Wendy	Amann	IP
Treasurer	Jordan	Beard	N
Chair, Foundation	Tim	Byers	IP
RVP East	Ed	Chamberlayne	IP
Counsel	Craig	Crotteau	N
Elected Director Yr 3	Roland	DeGuzman	IP/V
C3 Chair Project Lifecycle	Ann	Ewy	V
President	Mike	Huffstetler	IP
Past President	Sharon	Krock	IP
President-Elect	Ben	Matthews	IP
Vice President	Patrice	Melancon	IP
Elected Director Yr 1	Sid	Osgood	IP
C3 Chair Workforce Development	Zakary	Payne	IP
Elected Director Yr 2	Shane	Payne	V
Vice President	Albert	Romano	IP
RVP West	Colleen	Rust	IP
Executive Director/Secretary	Mike	Wehr	IP
Vice President	Carrie Ann	Williams	IP
C3 Chair Membership	Brad	Wilson	V

V=virtual

IP=In Person

N=not in attendance

## Call To Order

Mike Huffstetler, SAME President, called the meeting to order at approximately 0900 hrs, the BOD recited the Pledge of Allegiance, and a quorum was established. The published agenda was followed – slightly out of sequence to account for items related to slides and items that did not need slides. One item was struck from the agenda and will be presented at a later date (Encl 1). Jordan Beard, Treasurer, provided comments in advance which Mike Wehr shared throughout the meeting when relevant. Jordan Beard endorsed approval of the two financial proposals, to include noting no financial concerns with the Australia Post. Slides are at Enclosure 2.

## XD Hiring Update

Mike H. provided a comprehensive update on the Executive Director search, detailing the selection process led by the compensation committee (Mike H., Ben, Tim) and the search committee headed by Todd Semonite, with contract negotiations underway and a planned transition overlap with Mike Wehr before his departure in June. The job was posted on Oct. 20, 2025. The Search Committee include 8 executives from diverse backgrounds. We received 16 applicants – 5 met the requirements. The Committee down-selected to 3 and then further reduced to 2 individuals who visited the National Office for a reverse interview. The Committee finalized a decision on Mar. 19, 2026. **Since the BOD Meeting, the new Executive Director, MG David Hill, PMP, USA (Ret.), has been hired with a start date of May 4, 2026. MG Mike Wehr, PE, USA (Ret) will depart on Jun. 1, 2026, after JETC.** Information has been shared with staff, leadership, and members (Encl 3).

## National Office Report

Mike Wehr reiterated the stress points that exist with minimal staffing as identified in the budget brief in Dec., 2025. The BOD endorsed hiring of key positions. Mike provided an update on the process of hiring those positions (Slide 5). All of these positions are included in the budget.

### **SAME Finance Report (Slides 6-21)**

James Black, Director of Finance & Administration, presented the finance and budget report, highlighting a strong financial position, ongoing audit, and two major proposals: transferring \$2 million from cash to investment reserves and consolidating investment brokers under Fiducient. Both proposals were approved by the BOD.

Financial Status and Audit (Slides 7-18): James reported that the audit is on schedule, with the audit committee review expected in mid-April and the 990 filing on time. The organization is in a strong financial position, with revenues of \$2.96 million on \$14.97 million, including \$1.47 million from investments and \$1.049 million from operations. Unused R2C funds (\$99,000) were returned to the foundation. Tim Byers raised concerns about the amount of money returned to the Foundation. The Foundation and Society will work together to figure out how we can improve the process so that this does not happen in the future. The ability to spend on a schedule or reallocate as needed will be helpful.

Investment Transfer Proposal (Slide 19): James proposed transferring \$2 million from cash to Charles Schwab investment accounts per the investment policy, citing low returns on sweep accounts and the need to optimize funds. There was discussion clarifying the policy and future opportunities to transfer additional funds after JETC. The proposal to update the Investment Policy was tabled until the next BOD meeting in the summer – there will not be significant changes. Jordan Beard, Treasurer, is looking forward to this being a more routine action. **The BOD voted to approve the transfer of \$2 million to SAME's Charles Schwab investment accounts per the Investment Policy.**

Investment Broker Consolidation (Slide 20-21): James recommended consolidating all investable assets under Fiducient as the sole broker, maintaining the three-fund structure. There was discussion on administrative efficiency, fee savings, and historical reasons for having two brokers. Other benefits include the performance of Fiducient, simplicity of reporting, and the depth of reporting with one broker. The BOD amended the proposal to reflect the correct scope. **The BOD voted to approve consolidating all investable assets under Fiducient as SAME's sole broker, maintaining the three-fund structure.**

### **Communications & Marketing Report (Slides 22-25)**

Stephen Karl, Director of Communications & Marketing, provided an update on efforts and initiatives, emphasizing the Society's continued focus on telling the story of SAME through its members and their impact. He reported a concerted effort to increase the number of articles, interviews, and feature stories highlighting national programs, posts, regions, and local events. The first half of the year is heavily frontloaded with national events, and the communications team supports both promotion and post event documentation to capture and communicate impact throughout the year. He highlighted several key content and storytelling initiatives, including continued promotion of the recently concluded four-year PFAS project, expanded international engagement and visibility, and increased coverage of global events and partnerships. New program initiatives, such as mentoring and engagement efforts, were also noted.

Stephen reported that SAME Camps applications closed earlier in the month and set a record for the third consecutive year, citing this as a strong indicator of demand for SAME programs. Governance updates included the ongoing Society election and the announcement of new Fellows for 2026. Foundation-related highlights included the upcoming 10th anniversary of the SAME Foundation, planned celebratory activities in

2026, and increased storytelling efforts to elevate the Foundation's profile. He also noted the launch of a new oral history project focused on the origins of the SAME Foundation, building on the success of the prior Centennial and JETC oral history initiative.

Additional highlights included strong demand for content from uniformed services and agencies, demonstrated through multipart editorial series, major feature articles, and agency-requested storytelling partnerships. He also emphasized the importance of human-interest stories, including Fellows, awardees, mentors, and local post activities. Stephen cited positive feedback from senior leaders on SAME's thought leadership products, particularly *SAME Perspectives*, noting its value and continued demand as a trusted resource for agencies and industry partners.

### **Membership & Post Operations Report (Slides 27-35)**

**Membership:** Ann McLeod, Director of Engagement, and Jill Murphy, Associate Director of Membership & Post Operations, gave a report on membership statistics. Membership is tracked as a snapshot in time, with significant changes since the 2022 restructuring. Uniformed member categories are being phased out, and government membership now includes both uniformed and civilian members. Life memberships are monitored, and duplicate records are managed through routine checks and merging. *PSA: When making a donation to the Foundation, please use the email in your SAME record so that the giving platform (GiveSmart) does not create a new membership record for you.* Challenges in membership renewal arise from members opting out of email communications, leading to difficulties in reaching points of contact for company renewals. The team uses snail mail and merges records when members change employers, ensuring accurate membership counts. Membership in posts is tracked, with individuals and companies able to join multiple posts.

**Post Operations:** **The board voted to approve the transition of the Australia Field Chapter to a full post, confirming compliance with bylaws, succession planning, and financial practices.** The chapter operates under the organization's nonprofit status, with a strong local and U.S. contingent, monthly meetings, and a robust succession plan. See also the [SAME Indo-Pac Australia Recap 2025 video](#).

**Events:** Ann McLeod provided an update on registration trends and government participation across national events. She reported that registration for JETC, scheduled in approximately two months, is slightly behind the same point last year but not materially so. Importantly, the percentage of government registrants is currently higher than typical at this stage and already exceeds the final government participation percentage from the prior year, which was viewed as a positive indicator.

To reduce barriers to participation, SAME has implemented pricing changes for national events. Registration for government members is now included with membership and carries no additional fee. For government non-members attending JETC, registration fees were significantly reduced and set approximately equal to the cost of meals provided. For SBC, all government attendees, including non-members, are complimentary. Ann reviewed SBC participation trends, noting a substantial decline in government participation in 2025 compared to prior years, and expressed hope that similar challenges would not recur.

She also reported that Capital Week is again expected to set a record for attendance and is currently at capacity. However, securing government speakers continues to present challenges due to extended approval processes, deployment obligations, and scheduling conflicts. While these hurdles persist, senior government leaders have expressed strong interest and intent to participate. Ann emphasized the importance of earlier coordination and continued flexibility to support government engagement and reduce friction where possible.

### **Strategic Initiatives Report (Slides 36-41)**

Scott Linsky, Director of Strategic Initiatives, discussed strategic partnerships, including the approval of an MOA with Project Serve for college outreach, and addressed broader issues of connecting posts with national partners. **The board voted to approve an MOA with Project Serve**, aiming to connect student chapters with engineers and professors working on robotic prosthetics for veterans and emergency responders. Following the BOD, Mike Wehr and Tara Newell of Project S.E.R.V.E. signed the MOA on 31 March 2026. The partnership includes mentorship and potential creation of new student chapters, with Sarah Feighery and Chris Poulos facilitating the collaboration. There was discussion about local relationships vs national relationships. A strategic partner policy distinguishes national-level partnerships from local ones, enabling posts to engage with organizations endorsed by National. Northwestern University is a grandfathered strategic partner, and efforts are underway to clarify and strengthen connections between Posts and strategic partners.

Workforce Development: Camp applications closed with a record 531 applicants, and selection is underway. Mentors are still being recruited, with the mentor application deadline in April. The LDP program received 80 expressions of interest and 35 completed applications, with 20 new members selected for the upcoming class. More efforts are underway with the Foundation to support STEM Pathways. Sarah Feighery has been promoted to Program Manager and now manages camps and STEM Pathways.

Project Lifecycle/IGE: Scott emphasized the critical importance of external relationships with Service Chiefs, noting recent meetings with participants in the upcoming Executive Leader Panel. He highlighted that these discussions directly inform strategic priorities, including C3 focus areas and IGE project development, and underscored the need to continue strengthening these relationships.

Scott stressed the responsibility of program managers to recognize and maximize synergy across C3s and translate shared discussions into actionable outcomes, such as IGE sessions or conference programming. Looking ahead, he highlighted the importance of sustaining recent progress through strong relationships with National Vice Presidents and preserving institutional structure as leadership rotates. Updates included revisions to the C3 Operations Manual and enhanced support for IGE projects, including the successful integration of AI under the Resilience C3. He concluded by describing a new cross-cutting technology innovation vice-chair model as a promising framework for future C3 evolution.

#### **Governance Report (Slides 42-46)**

Kathy Off, Director of Governance & Philanthropy, presented the RACI concept for tracking strategic initiatives and roadblocks coming from the NLA. Kathy reiterated the reporting timeline and requirements as outlined in the [R2C Policy](#). She mentioned the past deadline of March 15 for receiving impact reports from programs that received Foundation funding – 2/7 have been received.

**The board voted to approve amendments to the bylaws** (Encl. 4), including clarifications on director roles, antitrust language, audit committee composition, and procedures for director vacancies and term extensions (Slide 46). Additional minor edits were identified for inclusion in the next Bylaws update. Some items were identified in the Bylaws that should be happening but are not necessarily happening all the time such as succession approval requests being sent to both the President and the Executive Director and the Executive Director (or Director of Engagement) being notified of regional event dates for deconfliction with national and other regional events.

#### **Foundation Report (Slides 47-52)**

Tim Byers, Foundation President, reported on the progress of the Foundation's efforts in fundraising. The Foundation is celebrating its 10-year anniversary, with a focus on expanding donor outreach beyond large sustaining members. Recent grants include \$84,000 from NCEES for STEM pathways, and proposals are being submitted to the United Engineering Foundation. Individual donors and new endowments are contributing to growth, thanks to Mercedes Enrique. Two new endowments were established: \$50,000 for the Walter O. Bachus Gold Medal and

\$25,000 for camper scholarships. Planned giving is expanding, with two individuals including the Foundation in their wills. Campaigns are underway to encourage legacy giving and challenge other gold medal recipients to contribute.

Foundation investments total \$5.1 million, with a 17% year-over-year return. Posts are increasingly investing with the Foundation, with a minimum threshold of \$25,000. Monthly updates and reports are provided to participating Posts, and funds are used for future program support.

The Foundation provided \$310,000 for R2C requests and \$80,000 for a fundraiser position. Returned funds are being reallocated, and impact reports are emphasized as critical for securing future support. Clarifications on tax advantages and the Foundation's role are being addressed at upcoming NLA meetings. Additionally, the Foundation will be looking for three new board members in 2027.

### **Consent Agenda**

**The BOD voted to approve the [12-15-25 BOD Minutes](#).**

The BOD Slate was taken off of the Consent Agenda. Ben Matthews, President-Elect, described the process for finalizing the board slate, aligning new VPs and elected directors with work groups, and ensuring continuity. The board will conduct an out-of-cycle approval once the slate is complete, with the NLA voting on the slate as per the updated governance structure. National Leader assignments are as follows:

- AOF – Mike Huffstetler
- Membership – Scott Grainger
- RVPs – Carrie Ann Williams
- Project Lifecycle – Dean Vander Ley
- Workforce Development – Patrice Melancon

### **NLA Agenda – May 18, 2026 (Encl 5)**

**The BOD voted to approve the draft NLA Agenda**, noting that minor changes may occur. There was discussion on opportunities to incorporate a brief “year in review” or feedback component into the upcoming NLA agenda, reflecting on lessons learned from the first year under the new governance structure. BOD members emphasized the value of a light touch, discussion-based approach rather than formal reporting, suggesting an open forum or brief reflections to gauge how the process is working and where improvements may be needed.

They noted the importance of engaging elected directors, group chairs, and C3 leadership early, including through readahead materials, to ensure meaningful dialogue at the NLA. Suggestions included limiting presentations to a small number of high impact accomplishments and shifting detailed reporting to advance materials to preserve time for discussion.

The BOD also highlighted the growing list of strategic initiatives and roadblocks and identified opportunities to better align this work with National Leader Development Program capstone projects. They proposed improved coordination and cross-reference between these efforts to strengthen connectivity and outcomes.

Finally, the need was noted for clearer visuals and communications to help leaders understand the updated governance structure and group alignment, particularly for onboarding and leadership orientation. Kathy invited additional input to refine the NLA agenda and supporting materials.

### **Europe Tri-Services AAR**

Ann McLeod shared highlights and preliminary survey feedback from the recent international event. Attendance included approximately 350 participants, with 40 registered on site and representation from 17 countries. The event was conducted without a cohost and followed a modified business to business format. Survey responses to date have been overwhelmingly positive.

She highlighted the strong reception of the preconference Federal Planning Division (FPD) training, which attracted nearly 40 participants, including significant government representation. The session was viewed as providing

immediate value and revealed strong interest in establishing a longer-term partnership with SAME, including potential future workshops at JETC and other conferences.

Technical sessions were expanded this year and generally well received, though feedback noted that some sessions were highly specialized and that concurrent scheduling created challenges. These lessons will inform future planning. Despite late withdrawals due to operational conflicts, government coordination remained strong, and several agencies were well represented. Overall, the event was viewed as successful, with valuable lessons identified to improve future programming and engagement.

### **JETC Preparation**

The group discussed the alignment of IGE and acquisition focused topics across Capital Week, Tri-Service events, and upcoming JETC programming, noting a deliberate effort to carry key discussions from smaller forums into larger venues. Scott Linsky highlighted strong momentum around non-attribution IGE roundtables that foster candid, constructive dialogue between government and industry, and emphasized the need to further engage procurement and contracting communities alongside engineering leaders.

He noted growing interest from the Services in applying private sector delivery approaches and encouraged broader industry participation beyond traditional federal teams. The group also highlighted opportunities for SAME to convene senior leaders around shared challenges, such as largescale barracks modernization, where cross service coordination could add value.

The discussion included updates on expanding regional Career Transition Workshops (CTWs), particularly efforts led by enlisted leaders to reach transitioning service members through localized, scalable models. The group emphasized the importance of clear structure, measurable outcomes, foundation support, and alignment with strategic partners to strengthen workforce development and enlisted engagement efforts across the Society.

### **Closing Remarks**

Mike H. thanked board members, directors, and staff for their preparation, diligence, and service, noting the significant effort required to support governance and voting processes. The next board meeting will be held on June 17 and will be chaired by Ben. Members rotating off the board were recognized and thanked for their dedication and contributions, including C3 and VP representatives. He encouraged incoming members to bring fresh perspectives and continue refining board processes in service of the Society's mission and national security role. Appreciation was expressed for virtual participation options. The meeting concluded with formal adjournment at 1200 EDT.



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

Encl 1: Agenda

Encl 2: Slides

Encl 3: Executive Director Announcement

Encl 4: Updated Bylaws

Encl 5 : DRAFT NLA Agenda

**ENCLOSURE 1: Agenda**

<b>TIME</b>	<b>AGENDA</b>	<b>RESPONSIBLE</b>
0900 - 0905	Call to Order, Pledge, Remarks	Mike Huffstetler
0905 – 0915	XD Hiring Update	Mike Huffstetler
0915 - 1025	National Office Report <ul style="list-style-type: none"> <li>• Staffing</li> <li>• Finance Report &amp; Budget Discussion               <ul style="list-style-type: none"> <li>▪ <del>Approval of updated Investment Policy Statement – <b>Decision</b></del></li> <li>▪ Move from two to one investment broker – <b>Decision</b></li> <li>▪ Move funds from Operations to Investments – <b>Decision</b></li> </ul> </li> <li>• Membership/Meetings Report – <b>Australia Post Decision</b></li> <li>• MARCOM Report</li> <li>• Strategic Initiatives Report – <b>Strategic Partnership Decision</b></li> <li>• Governance Report – <b>Bylaws Decision</b></li> </ul>	Mike Wehr Mike Wehr James Black/Jordan Beard       Ann McLeod Stephen Karl Scott Linsky Kathy Off
1025 - 1040	Foundation Report	Tim Byers/ Kathy Off
1040 – 1050	Consent Agenda – <b>Decision</b> <ul style="list-style-type: none"> <li>• Board of Direction Minutes 12-15-25</li> <li>• 2026-2027 BOD Slate</li> </ul>	Mike Huffstetler
1050 – 1100	Europe Tri-Services AAR	Mike Huffstetler
1100 – 1125	NLA Preview <ul style="list-style-type: none"> <li>• NLA Agenda – <b>Decision</b></li> <li>• Leadership Orientation</li> <li>• Quad Chart &amp; Strategic Initiative/Roadblock follow-up (expectations and focus)</li> </ul>	Mike Huffstetler Mike Wehr/Kathy Off Mike Huffstetler
1125 - 1150	JETC preparation, adjustments, and guidance <ul style="list-style-type: none"> <li>• Event info</li> <li>• Program</li> <li>• EAG (addition of Strategic Initiatives)</li> <li>• Listening Sessions</li> </ul>	Mike Huffstetler Ann McLeod Ann McLeod/Scott Linsky Scott Linsky Scott Linsky
1150 - 1200	Closing Remarks & Summary	Mike Huffstetler/ Mike Wehr

ENCLOSURE 2: SLIDES

# SAME Board Meeting

March 24, 2026

Call to Order  
Pledge  
Remarks

**WIFI**  
**Network: SAME2026**  
**Password: CapWeek2026**

1 12-15-25 **SAME** Society of American Military Engineers | Established 1920 | Drive Partnerships, Deliver Solutions, Develop People

## XD Hiring Update

Mike Huffstetler, President

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# National Office Report

Mike Wehr, Executive Director

## National Office Report

- Staffing
- Finance Report & Budget Discussion
  - Approval of updated Investment Policy Statement – ***Decision***
  - Move from two to one investment broker – ***Decision***
  - Move funds from Operations to Investments – ***Decision***
- Membership, Post Operations, and Meetings Report - ***Decision***
- MARCOM Report
- Strategic Initiatives Report
- Governance Report – ***Bylaws Decision, Strategic Partner Decision***

# Staffing



Position	Directorate	Status
Education Manager	Engagement	Position recently posted
Foundation Fundraising & Stewardship Manager	Governance & Philanthropy	Interview scheduled for Monday
Governance & Foundation Coordinator	Governance & Philanthropy	Hiring process starts in July
Graphic Designer	Communications & Marketing	
Membership Consultant	Engagement	RFP being finalized and distributed
Membership Data & Awards Specialist	Engagement	Interviews in progress
Office Coordinator	Finance & Administration	Interviews in progress
Project Coordinator	Strategic Initiatives	
Project Manager	Strategic Initiatives	

# Finance Report & Budget Discussion

James Black, Director of Finance & Administration  
 Jordan Beard, Treasurer



- **2025 Audit Remains on Schedule**

- **SAME Net Income: \$2.96M on \$14.97M in revenue**

- Investment Portfolio: \$1.47M
- SAME Foundation R2C Return: \$99K

- **Updates to Net Assets With Donor Restrictions**

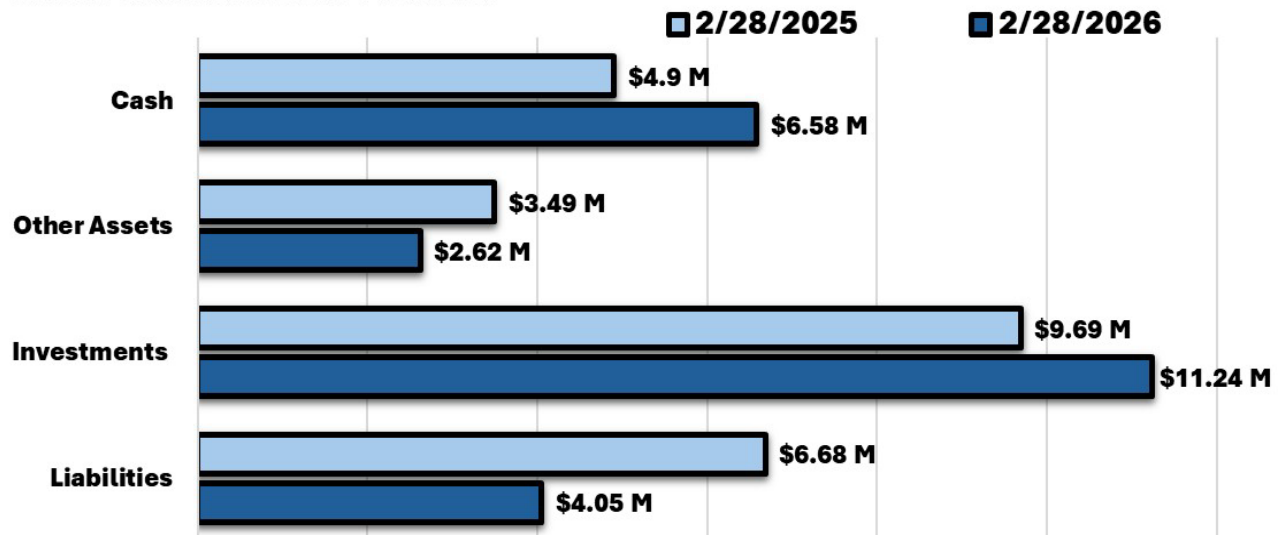
- Endowments
- SAME Foundation R2C Board-Designated Assets

- **Financial Reports Are Current and Up to Date**

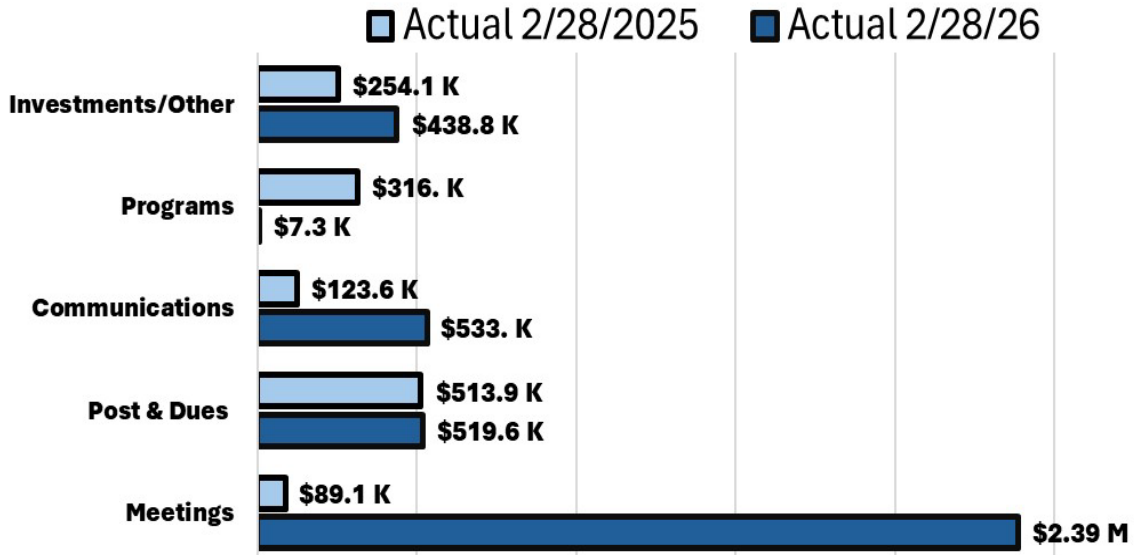
- **Investment Broker Consolidation Proposal**

- **Proposed Transfer of \$2,000,000 from Cash to Investment Operating Reserves**

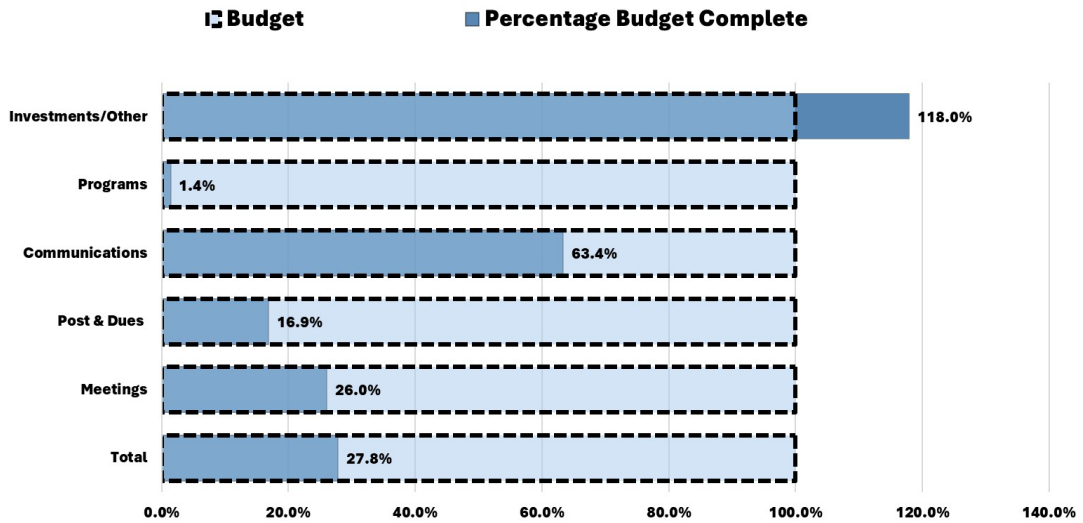
## SAME Statement of Postion



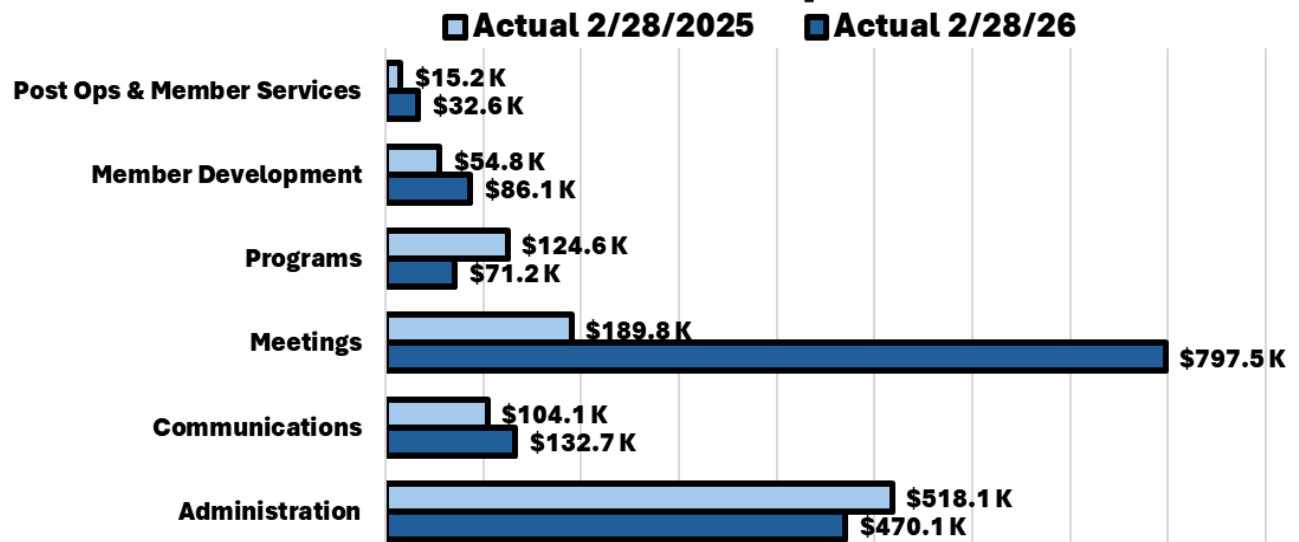
# SAME Statement of Activities - Revenues



# SAME Revenue Annual Budget Completion - 2/28/26



# SAME Statement of Activities - Expenses



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# Society of American Military Engineers

## Statement of Activities - Operations

For the Two Months Ending February 28, 2026

	Program Activities				Support Services		Total
	Post Ops & Member Services	Meetings	Communications	Programs	Administration	Membership Development	
Actual Operating Revenue	519,600	2,388,372	532,977	7,298	8,809	-	3,457,054
Budget Revenue Thru Feb '26	486,000	2,440,000	514,000	6,000	71,000	-	3,517,000
Revenue Variance	33,600	(51,628)	18,977	1,298	(62,191)	-	(59,946)
Actual Expenses	32,576	797,463	132,705	71,156	470,127	86,093	1,590,120
Budget Expenses Thru Feb '26	46,000	834,100	119,900	77,000	507,400	89,600	1,674,000
Expenses Variance	(13,424)	(36,637)	12,805	(5,844)	(37,273)	(3,507)	(83,880)

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## Key Programs

	Revenues	Expenses	Net
<b>201 The Military Engineer</b>	514,568	72,952	<b>441,616</b>
<b>305 Transition Workshop &amp; Job Fair</b>	69,850	75,667	<b>(5,817)</b>
<b>310 Capital Week</b>	498,077	53,832	<b>444,245</b>
<b>326 Europe Conference</b>	230,354	211,839	<b>18,515</b>
<b>378 JETC</b>	1,127,736	106,431	<b>1,021,304</b>

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## Society of American Military Engineers

### Statement of Activities

For the Two Months Ending February 28, 2026

	Program Activities				Support Services		Total
	Dues, Post Ops & Member Services	Meetings	Communications	Programs	Administration	Membership Development	
<b>Revenues</b>							
Membership Dues	514,230	-	-	-	-	-	<b>514,230</b>
Advertising Revenue	-	-	78,946	-	-	-	<b>78,946</b>
Registrations	-	736,802	-	75	25	-	<b>736,902</b>
Exhibitor Revenues	-	545,113	2,000	-	-	-	<b>547,113</b>
Sponsorship	-	152,450	-	-	-	-	<b>152,450</b>
Partner Revenue	1,760	954,007	445,590	5,000	-	-	<b>1,406,357</b>
Other Income	3,610	-	6,441	-	1,432	-	<b>11,483</b>
Interest & Dividends, Net Fees	-	-	-	-	7,352	-	<b>7,352</b>
Grant Revenue	-	-	-	2,223	-	-	<b>2,223</b>
<b>Operating Revenue</b>	<b>519,600</b>	<b>2,388,372</b>	<b>532,977</b>	<b>7,298</b>	<b>8,809</b>	<b>-</b>	<b>3,457,054</b>
Investment Gains/Losses	-	-	-	-	429,994	-	<b>429,994</b>
<b>Total Revenue</b>	<b>519,600</b>	<b>2,388,372</b>	<b>532,977</b>	<b>7,298</b>	<b>438,803</b>	<b>-</b>	<b>3,887,049</b>

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## Society of American Military Engineers

### Statement of Activities

For the Two Months Ending February 28, 2026

Expenses	Program Activities				Support Services		Total
	Post Ops & Member Services	Meetings	Communications	Programs	Administration	Membership Development	
Salaries & Wages	18,394	126,484	47,011	49,438	77,931	21,939	341,196
Employee Fringe	5,371	36,933	14,115	14,436	39,393	6,406	116,654
Professional Fees / Consultants	-	1,350	7,000	-	21,767	-	30,117
Travel	1,305	34,285	-	60	11,671	569	47,890
Facilities	-	211,167	-	-	-	-	211,167
Meeting Expenses	5,000	278,937	-	-	774	-	284,710
Printing & Postage	-	866	34,076	-	2,947	-	37,889
Advertising Expenses	-	-	5,352	2,223	1,909	57,180	66,663
Program Expenses	2,506	-	-	5,000	-	-	7,506
Office Expenses	-	470	-	-	9,491	-	9,961
IT and Software	-	19,811	25,151	-	186,612	-	231,574
Insurance	-	87,160	-	-	6,316	-	93,476
Rent & Leases	-	-	-	-	30,348	-	30,348
Bank Fees	-	-	-	-	39,773	-	39,773
Depreciation & Amortization	-	-	-	-	41,194	-	41,194
<b>Total Expenses</b>	<b>32,576</b>	<b>797,463</b>	<b>132,705</b>	<b>71,156</b>	<b>470,127</b>	<b>86,093</b>	<b>1,590,120</b>
<b>Changes in Net Asset</b>	<b>487,023</b>	<b>1,590,909</b>	<b>400,272</b>	<b>(63,859)</b>	<b>(31,323)</b>	<b>(86,093)</b>	<b>2,296,929</b>

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## Society of American Military Engineers

### Comparative Statement of Financial Position

For the Periods Ended February 28, 2026 and February 28, 2025

	For the Period Ended 2/28/2026	For the Period Ended 2/28/2025	Variance
<b>Assets</b>			
Cash	6,578,131	4,896,472	1,681,659
Accounts Receivable	215,976	386,418	(170,442)
Prepaid Expenses	306,769	664,979	(358,210)
Inventory	-	-	-
Investments	11,238,714	9,690,249	1,548,465
Fixed Assets, Net	2,096,495	2,439,806	(343,311)
<b>Total Assets</b>	<b>20,436,085</b>	<b>18,077,925</b>	<b>2,358,161</b>

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# Society of American Military Engineers

## Comparative Statement of Financial Position

For the Periods Ended February 28, 2026 and February 28, 2025

	For the Period Ended 2/28/2026	For the Period Ended 2/28/2025	Variance
<b>Liabilities and Net Assets</b>			-
Accounts Payable	312,757	175,191	137,566
Accrual Expenses	199,830	249,462	(49,632)
Lease Liability	1,736,252	1,826,729	(90,477)
Deferred Income	1,801,032	4,428,873	(2,627,842)
<b>Total Liabilities</b>	<b>4,049,870</b>	<b>6,680,255</b>	<b>(2,630,385)</b>
<b>Net Assets</b>			
Net Assets w/o Donor Restrictions	16,381,215	11,051,501	5,329,715
Board Designated Restriction	-	-	-
Net Assets w/Donor Restrictions	5,000	346,169	(341,169)
<b>Total Net Assets</b>	<b>16,386,215</b>	<b>11,397,670</b>	<b>4,988,546</b>
<b>Total Net Assets &amp; Liabilities</b>	<b>20,436,085</b>	<b>18,077,925</b>	<b>2,358,161</b>

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## Proposal to move \$2,000,000 of Cash to Investments - Background

- **Cash Position as of January 31, 2026: \$5.98M**
- **Cash increased \$2.46M over the past year**
- **Historical Cash Balances:**
  - 1/31/2023 – \$2,357,301
  - 11/31/2024 – \$2,397,058
  - 1/31/2025 – \$3,518,138
  - 1/31/2026 – \$5,976,053
- **Current operational needs do not require this full level of liquidity**
- **Excess cash sitting in low-yield sweep accounts (approx. 0.45%)**

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## Proposal to move \$2,000,000 of Cash to Investments - Rationale & Motion

- Sufficient liquidity remains after transfer
- Bank sweep rate: 0.45% vs. T-bills at 3.61%
- Higher yield generates approx. \$63,200 annually
- Reduces idle cash; strengthens investment positioning



Suggested Motion:

**Authorize transferring \$2,000,000 to SAME's Charles Schwab investment accounts per the Investment Policy.**

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## Proposal to Consolidate Investments Brokers - Background

- Proposal: Consolidate all investments under one broker (Fiducient)
- Currently, RBS is the broker for both the Home Fund and the Operating Reserve Fund. Fiducient is the broker for the other funds.
- The proposal will maintain the existing three-fund structure:
  - Home Fund: \$2,912,893
  - Foundation/Post/Endowment Funds: \$5,019,842
  - Operating Reserve Fund: \$10,127,093 (includes \$2M cash transfer)
- Purpose: Simplify oversight, reduce fees, improve alignment with Investment Policy

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## Proposal to Consolidate Investments Brokers - Fees, Performance & Motion

- Current investments: \$16.06M → \$18.06M with \$2M cash
- RBC: \$81,269 fees; 5-year net return 30.21%
- Fiducient: \$78,209 fees; 5-year net return 31.53%
- Estimated annual savings: \$23,577
- The Investment Committee reviewed and approved



Proposed Motion:

**Approve consolidating all investable assets under Fiducient as SAME's sole broker, maintaining the three-fund structure, and authorizing the transfer of \$2,000,000 in excess operating cash into the Reserve Fund in accordance with SAME's Investment Policy.**

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# Communications & Marketing Report

Stephen Karl, Director of Communications & Marketing

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# Marketing & Communications



## Focus Events/Programs/Activities (Q1/Q2)

- **Membership:** Interviews with Members, Post event coverage, human interest stories on SAME's value
- **National Event Coverage:** CTW, Europe Tri-Services, Capital Week, JETC
- **IGE:** National IGE projects (PFAS recap), international events, IGE Hot List (*NEW*)
- **Programs:** LDP graduation/incoming class, Camps Application, Engage in Mentoring (*NEW*)
- **Governance:** National Election, President change, National Awards & Medals
- **Fellows:** New Fellows, Investiture Ceremony
- **Foundation:** Quarterly Newsletter, Soaring Eagle, 10-year anniversary

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# Marketing & Communications



## Recent Highlights

- Multi-Part *TME* Series on Rebuilding Tyndall AFB from AFCEC
- Feature *TME* Article on FSK Bridge Recovery/Response from USACE
- Article on Agile Combat Employment in the Pacific from PACAF
- Environmental COI – PFAS National IGE Project Closeout Report
  
- Interviews/Human Interest Stories – Brining Attention to Members Impact
  - SAME Fellows, National Award Winners, Camp Mentors
  
- SAME Foundation Oral History – Chronicling its founding in 2016 and first 10 years
  - Additional Foundation-related story-telling around LDP, Camps, Pathways, etc., and 10th anniversary
    - "Celebrating a Decade of Leadership, Impact, and Inspiration"
  
- SAME Posts Coverage – Spotlighting Notable Local Events/Programs/Partnerships
  - Japan Industry Forum
  - K-Town 70th Anniversary
  - SAME International Expansion Trend
  - DC Post Transatlantic Energy Security Symposium
  - NoVa/DC Post Leadership and Mentoring Program

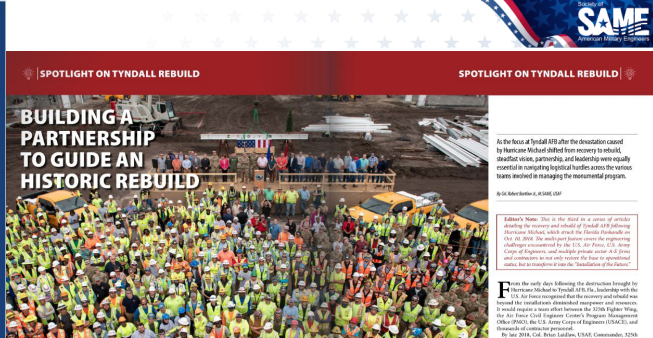
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**SAME Perspectives: Collaborative Delivery Federal Policy Recommendation**

An analysis of current USACE, NAVFAC, and AFCEC construction contracting methods and the integration of collaborative delivery models.

*Society of American Military Engineers, May 2025*



**SPOTLIGHT ON TYNDALL REBUILD**

**BUILDING A PARTNERSHIP TO GUIDE AN HISTORIC REBUILD**

In the focus of Tyndall ABQ after the devastation caused by Hurricane Michael, partnerships and leadership were equally essential in managing logistical hurdles across the various teams involved in managing the reconstruction program.

*By Lt Col Alexander A. KRAM, USAF*

**Editor's Note:** This is the third in a series of articles chronicling the recovery and rebuild of Tyndall ABQ following the devastation caused by Hurricane Michael in October 2018. The article pair feature views from the engineering challenges encountered by the USACE, the Air Force, USAF, Army Corps of Engineers, and multiple private sector A-E firms and contractors that will require the best in operational skills. For a complete review see the "Introduction of the Series."

**Feature Note:** This is the only story showing the destruction through the eyes of the Tyndall ABQ. The knowledge and the leadership of the civilian, military, and contractor teams involved in the reconstruction, unmet needs, and resources. It is a special feature of the Tyndall ABQ. The Tyndall ABQ is a special project of the Air Force Civil Engineer Center Program Management Office (PMO) and the US Army Corps of Engineers (USACE) and the Air Force Civil Engineer Center (AFCEC).

*By Lt Col Alexander A. KRAM, USAF*

- SAME in the News**
- March 11, 2026**  
Caribbean District and SAME highlight historic infrastructure momentum
  - March 10, 2026**  
18th CONS and Society of American Military Engineers Japan Post hosts the Okinawa Vendor Symposium
  - March 6, 2026**  
USACE Los Angeles District attends SAME, NAVFAC small business/industry forum
  - February 25, 2026**  
AASHTO Joins Engineering Workforce Consortium to Strengthen State Transportation Workforce Development (Business Insider)

**SAME's Expanding International Focus**

**SAME's Environmental COI Wraps Its PFAS IGE Project After Four Years**



Throughout the decades, SAME has, time and again, been "where it is needed, when it is needed"—disproportionately a flexibility to stand up a presence in areas overseas demanding strong industry-government

**A four-year National IGE Project successfully delivered actionable information on addressing PFAS challenges.**

In 2021, SAME's **Environmental Community of Interest (COI)** began an initiative to study the rapidly shifting and highly technical world of per- and polyfluoroalkyl substances and the challenges of condensing this vast body of knowledge into accessible and practical guidance for Department of




**Membership, Post Operations, & Meetings Report**

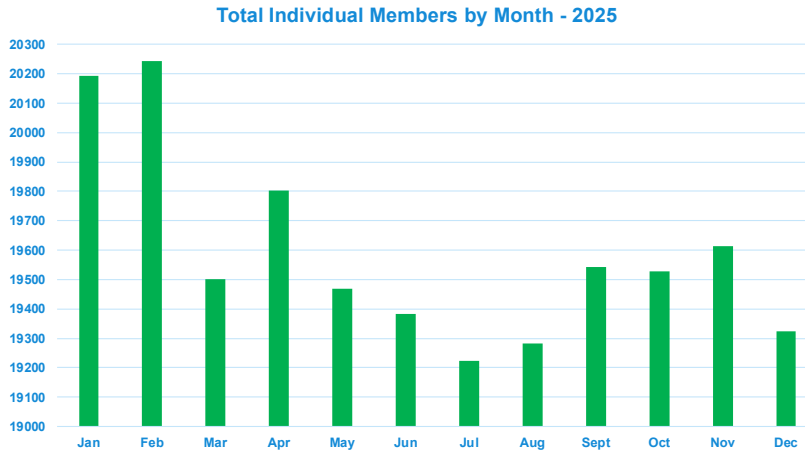
Ann McLeod, CEM, CAE  
Sr. Director of Engagement

# Members Now and as of Jan 1 Yearly

Individuals	2026	2025	2024	2023	2022
Academic / Non-Profit	118	391	421	271	234
Government	2,447	2,501	2,609	1,956	1,658
Life	1,997	2,024	2,043	2,043	2,043
Private Industry	14,475	14,638	15,055	11,818	9,694
Students	1,043	1,599	1,306	818	557
Retired/Unemployed	256	218	207	177	161
Uniformed Member	657	844	1,158	1,140	1,134
<b>TOTAL</b>	<b>20,993</b>	<b>22,214</b>	<b>23,016</b>	<b>24,592</b>	<b>24,466</b>

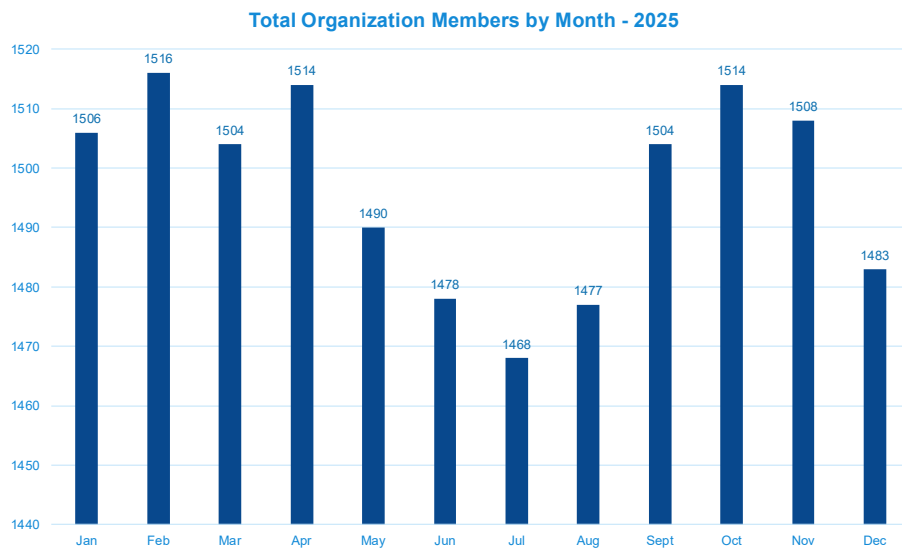
Orgs	2026	2025	2024	2023	2022
Academic Institution	9	10	11	11	10
Non-Profit	32	36	36	31	27
Private Sector Comp.	1,456	1,624	1,570	1,369	1,570
Public Agency	25	30	31	29	28
<b>TOTAL</b>	<b>1,522</b>	<b>1,704</b>	<b>1,648</b>	<b>1,440</b>	<b>1,635</b>

# Individual Members by Month - 2025



Does not include students

# Organization Members by Month - 2025



# Post Memberships as of Jan 1 yearly



	2026	2025	2024	2023	2022
Individuals	22,658	24,621	22,284	32,114	27,348
Companies	3,028	3,518	2,788	4,466	4,509

# Largest and Smallest Posts (# individuals)

Post Name	2026	2025	2024	2023	2022
Washington DC	1,187	1,322	1,187	1,643	707
Northern Virginia	763	845	764	1,075	484
Baltimore	712	789	699	1,075	287
San Antonio	683	914	814	1,112	419
Omaha	613	689	568	749	153
Jacksonville	612	686	531	796	194
Cleveland	42	25			
Wichita Mountains	35	31	32	68	45
Illini	35	22	33	44	40
Minot	31	33	36	40	74
Tularosa Basin	9	17	18	34	28

2026 Post Size Ranges	
Post Size	Member Count
Small	10-130
Medium	131-300
Large	301+

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# Decision

- Transition Australia Field Chapter to a full Post
- 11 Company members
- 42 Individual members
- Ratified bylaws by FC leadership
- Committed to using SAME platforms:
  - ✓ Re:Members
  - ✓ Engage
  - ✓ Website



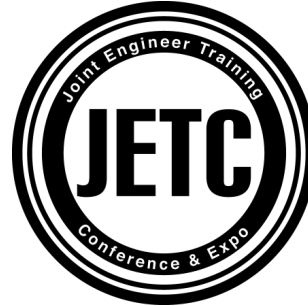
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# JETC Facts and Figures as of 03/16/2026

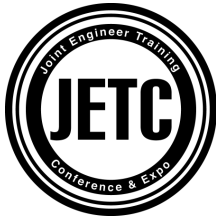
Total registrants: 1,048

- Small businesses - 23%
- Medium businesses - 31%
- Large businesses - 25%
- Government – 14%
- Non-profit, academia, retired – 7%

Total Exhibiting/Sponsoring  
Companies: 165



# JETC History of Government Attendance



Type	2026 Current		2025		2024		2023		2022	
	#	%	#	%	#	%	#	%	#	%
Air Force	78	7%	82	4%	194	7%	304	11%	189	9%
Army	18	2%	92	4%	116	4%	182	7%	76	4%
Coast Guard	7	1%	21	1%	44	2%	56	2%	58	3%
Marines	3	0%	5	0%	9	0%	7	0%	7	0%
Navy	23	2%	45	2%	66	2%	154	6%	115	6%
NOAA	3	0%	3	0%	11	0%	0	0%	0	0%
Public Health	2	0%	7	0%	7	0%	9	0%	11	1%
VA	0	0%	0	0%						
Other Govt.	10	1%	27	1%	110	4%	83	3%	55	3%
<b>TOTAL GOVT</b>	<b>144</b>	<b>14%</b>	<b>244</b>	<b>11%</b>	<b>549</b>	<b>20%</b>	<b>795</b>	<b>29%</b>	<b>511</b>	<b>25%</b>
Total Industry	853	81%	1,942	89%	2,198	80%	1,913	71%	1,567	75%
<b>OVERALL TOTAL</b>	<b>1,048</b>		<b>2,186</b>		<b>2,747</b>		<b>2,708</b>		<b>2,078</b>	

# SBC History of Government Attendance



	2025		2024		2023		2022	
	#	%	#	%	#	%	#	%
Air Force	46	1%	120	2%	158	3%	87	2%
Army	206	4%	430	7%	429	8%	369	8%
Coast Guard	1	0%	0	0%	0	0%	0	0%
Marines	5	0%	0	0%	0	0%	0	0%
Navy	21	0%	150	2%	105	2%	58	1%
NOAA	0	0%	0	0%	0	0%	0	0%
Public Health	2	0%	0	0%	0	0%	7	0%
State Dept	6	0%		0%		0%		0%
VA	43	1%	120	2%		0%		0%
Other Govt.	51	1%	150	2%	140	3%	202	4%
<b>TOTAL GOVT</b>	<b>381</b>	<b>7%</b>	<b>1,000</b>	<b>16%</b>	<b>875</b>	<b>17%</b>	<b>723</b>	<b>15%</b>
Total Industry	4630	91%	5,251	84%	4,202	83%	3,954	85%
<b>OVERALL TOTAL</b>	<b>5109</b>		<b>6,251</b>		<b>5,077</b>		<b>4,677</b>	

2025 as of 11/17/2025 2:00pm

## Strategic Initiatives & Programs Report

Scott Linsky, Director of Strategic Initiatives

# Strategic Partnerships

Account Name	C3
American Institute of Architects (AIA)	Architectural Practice COI
Northwestern University, McCormick School of Engineering & Applied Science	College Outreach COI
Associated General Contractors of America (AGC)	Construction COI
Design Build Institute of America (DBIA)	Construction COI
National Academy of Construction (NAC)	Construction COI
Construction Management Association of America (CMAA)	Construction COI/YP Council - Credentialing Com.
ACG/EMA	Energy Security COI
Electric Power Research Institute (EPRI)	Energy Security COI
Energy, Technology, and Environmental Business Association (ETEBA)	Energy Security COI
Association of Energy Engineers (AEE)	Energy Security COI
American Cultural Resources Association (ACRA)	Environmental COI
Sustainable Remediation Forum (SURF)	Environmental COI
International Facility Management Association (IFMA)	Facility Asset Management COI
GIS Bootcamp	Facility Asset Management COI - Geospatial WG
United States Geospatial Intelligence Foundation (USGIF)	Facility Asset Management COI - Geospatial WG
American Council of Engineering Companies (ACEC)	National Office
Diversity in Action (DIA)	National Office
HUBZone Contractors National Council	Small Business Council
National Small Business Government Contractors Association (NSBGCA) - formerly National 8(a) Association	Small Business Council
National Veteran Small Business Coalition (NVSBC)	Small Business Council
Society for Marketing Professional Services (SMPS)	Small Business Council - BD & Marketing WG
Association of the United States Army (AUSA)	Uniformed Council/Warfighter Engineering COI
International Stability Operations Association (ISOA)	Warfighter Engineering COI
National Society of Professional Engineers (NSPE)	Workforce Development Group/ YP Council - Credentialing Com.
Project Management Institute (PMI)	YP Council - Credentialing Com.
Vets2PM, LLC	YP Council - Credentialing Com.

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## Decision - Strategic Partner

### Project Serve MOA – College Outreach COI

This partnership will be managed by the College Outreach C3. The current Chair, Chris Poulos, is the POC and agrees to the terms of the MOA. Sarah Feighery is the staff liaison for College Outreach, with oversight from Scott Linsky, Director of Strategic Initiatives.



**PROJECT  
S.E.R.V.E.**

Student Engineering  
for Resilience of Veterans  
& Emergency Responders



# Strategic Initiatives / Programs Update

## Camps

- Applications closed on March 11
- 531 Applicants! (a new record)
- Campers will be selected by March 20 and notified by March 30
- There are no logistical concerns, and insurance is well under way

## LDP

- 80 Members reached out to express interest
- 35 Total Applications
- The 20 members of the new class have been notified

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# Priorities

- Grow the team
  - We lost one team member and will lose another in June
  - Sarah Feighery Programs Manager and she is coordinating camps and manages C3s in the Workforce Development Group.
- Hiring Priorities
  - Replace Ree in the Project Lifecycle COI role
  - Hire an IGE Program Manager
  - Hire a Program Coordinator to support logistics and PMs
- Continue to strengthen relationships
- The health of our C3s
  - Who needs help?
  - More quantitative assessment
  - Seeing and maximizing the synergy between our C3s
  - Where are there new opportunities?

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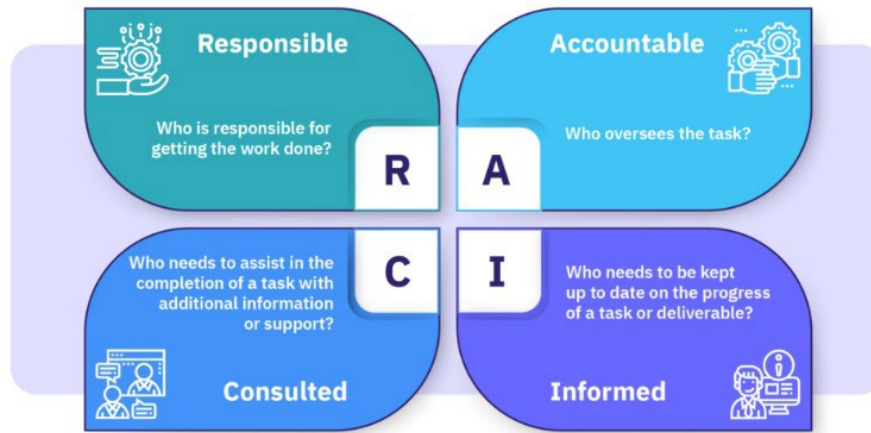
# Successes to build on

- Continue the strong partnership with the VPs
  - Strategic Guidance and Operational Oversight
  - Institutionalize the structure through the C3 Operations Manual
- Ensuring our IGE Projects are supported
  - Moving AI under Resilience
- Looking to the Future of the C3s
  - Technology Innovation

## Governance Report

Kathy Off, Director of Governance & Philanthropy

# Strategic Initiatives & Roadblocks



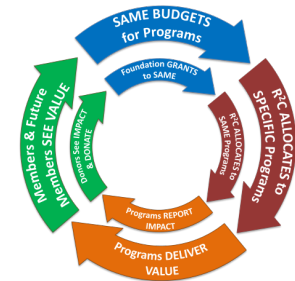
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# Strategic Initiatives & Roadblocks

Subject	Responsible	Accountable	Consulted	Informed
<b>K-12/Camps/ College/Scholarship Tracking</b>	Workforce Development C3 Chairs & SAME Staff	National Officer	XC/BOD	NLA
<b>Auto Renewal of Membership</b> ✓	SAME Staff	XD/National Officer	Membership C3/XC/BOD	NLA
<b>Roster Format and data integrity</b> ✓	SAME Staff	XD/National Officer	Membership C3/XC/BOD	NLA
<b>Innovation &amp; Tech challenge</b>	Project Lifecycle C3s & SAME Staff	National Officer	XC/BOD	NLA
<b>Post Sustainability</b>	AOF/RVPs & SAME Staff	National Officers	XC/BOD	NLA

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# Resource & Review Committee



**TIMELINE:**

Due Date	Action
NLT March 15	Posts, COIs prepare and submit an <b>Impact Report</b> detailing the success and financial expenditures of the previous FY Foundation-funded programs to the National Office Staff Liaison
NLT March 31	National Office submits <b>SAME Foundation Support Annual Report</b> to the Foundation
NLT JETC: FINAL Workplan Progress; DRAFT Requests for Resource Support, COI Workplan Deadline	COIs prepare and submit FINAL <b>Annual Workplan Progress Reports</b> (reporting on results of the previous year's workplan) to National Officers and National Office Staff Liaison COIs prepare and submit <b>DRAFT Annual Workplans</b> and <b>Requests for Resource Support</b> (for following calendar year's efforts) to National Officers and National Office Staff Liaison
NLT EOM June: COI Workplan, Requests for Resource Support Deadline	COIs submit <b>FINAL Annual Workplans</b> and <b>Requests for Resource Support</b> to National Officers for review and endorsement and copy National Office Staff Liaison Posts submit <b>Requests for Resource Support</b> to RVPs for review and endorsement

Program	Status
Camps	Received
Credentialing	Received
LDP	
LDCOI	
Student Chapter Workshop	
STEM Pathways	
Texas Regional LDP	

**New Request Form Coming Soon!**

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# Decision - Bylaws

- Membership Governance & Enforcement
- Treasurer Independence & Audit Oversight
- Regional Vice President (RVP) Elections & Terms
- National Leadership Assembly (NLA) Composition
- Academy of Fellows Governance
- SAME Foundation Governance & Financial Alignment
- Communities of Interest, Councils & Committees (C3s)
- Executive Director Authority & Reporting
- Ethics, Compliance & Risk Management
- Governance Document Framework



Bylaws Committee
• Chair – Tony Higdon
• Erin Krug
• Staff – Kathy Off
• Joining soon – Tony Funkhouser

# Foundation Report

Tim Byers, Foundation President

## Top Corporate Donors 2025

Actalent Services	\$50,000.00
Enrique Family / CMS	\$22,000.00
Clark Construction	\$15,000.00
Matrix Design Group	\$11,000.00
ECC	\$10,000.00

## Top Individual Donors 2025

Mitch & Melissa Smith Family Foundation	\$35,000.00
Keller Smith & Heather Wishart Smith	\$25,000.00
Mario Burgos	\$15,000.00

## Top Corporate Donors 2026

As of 3-20-25

Ansys, Inc.	\$15,000.00
WESCO	\$10,000.00
Lindahl Reed	\$10,000.00

## Top Donors Cumulative

### Top Lifetime Donors as of December 31, 2025

**DIAMOND (\$100k min)**

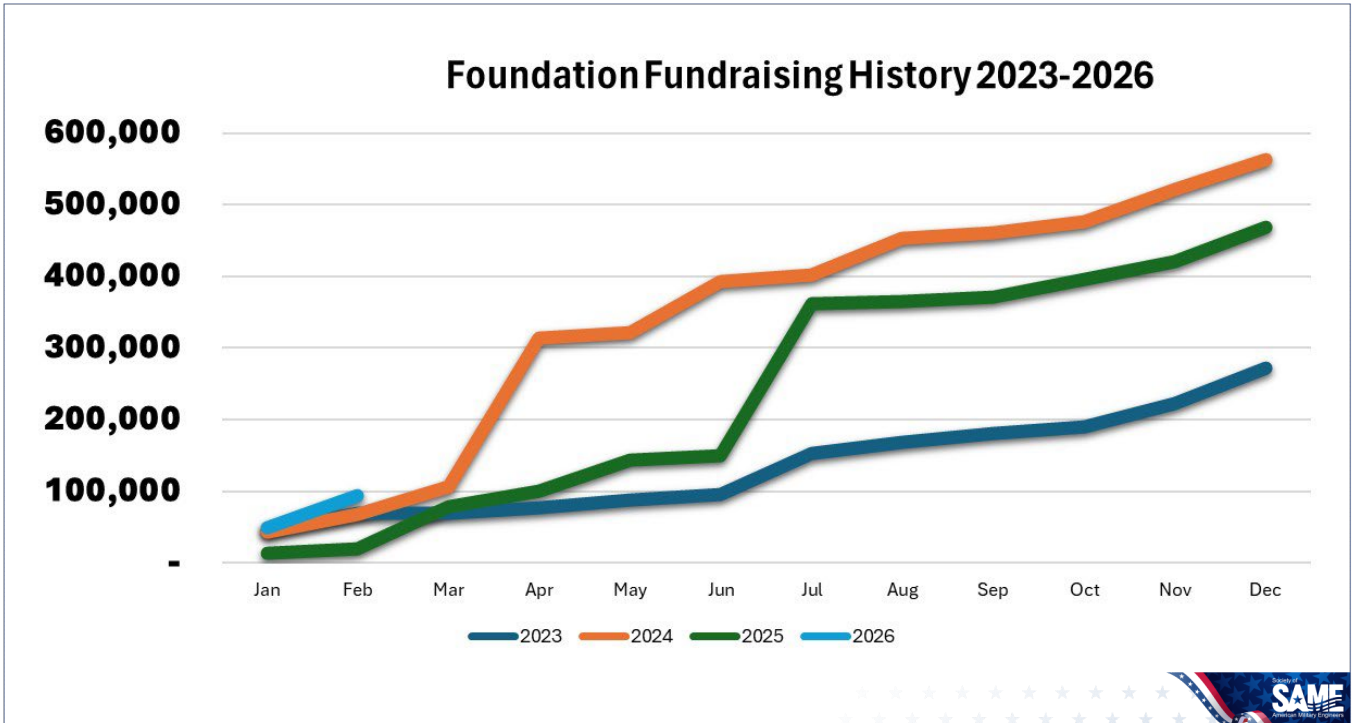


**SAPPHIRE (\$50k min)**

- Mitch & Melissa Smith Family Foundation •
- Baker Hughes Foundation •
- Manish Mardia •

**RUBY (\$20k min)**

- Mario Burgos • Jane Penny • Keller Smith & Heather Wishart-Smith Family Foundation • Orange County Post • Harold Rosen • CMS Corporation • Mercedes Enrique • Carleton Hoffner



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## What is the Foundation doing?

- Hiring a dedicated fundraiser
- Identifying and submitting for grants (AFCU, UEF)
- Developed endowment program – two being finalized
- Two members identified who are leaving SAMEF in their wills
- Developing Restricted Donation Policy and threshold
- Have increased stewardship efforts for recognition and to encourage recurring donors
- Need three new board members in 2027
- Updating bylaws to align appropriately with Society
- Continuing with existing campaigns & events
  - Year-end Giving (Annual Appeal, Giving Tuesday)
  - Event registration add-ons & campaigns (5K On Your Own at JETC)
  - Soaring Eagle Award Dinner
  - Silent Auction
  - Quarterly Newsletters

### Posts who currently invest with the Foundation *as of February 2026*

- Albuquerque
- Buffalo
- Central VA
- Charleston\*\*
- Hampton Roads
- Huntsville
- Houston
- Louisiana
- Mid-Maryland
- Narragansett Bay
- NOVA
- Omaha
- Orange County
- Panama City
- Pittsburgh
- New Jersey\*\*
- Tampa Bay

\*\*Coming Soon

**Two things to be familiar with: Impact Report & Case Statement: [www.same.org/foundation](http://www.same.org/foundation)**

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**Society of American Military Engineers Foundation**  
**Comparative Statement of Financial Position**  
**For the Periods Ended February 28, 2026 and February 28, 2025**

	For the Period Ended 2/28/2026	For the Period Ended 2/28/2025	Variance
<b>Assets</b>			
Cash	819,798	396,498	423,300
Accounts Receivable	148,082	51,412	96,670
Prepaid Expenses	6,029	4,857	1,172
Inventory	36,875	-	36,875
Investments	5,143,751	4,388,703	755,048
<b>Total Assets</b>	<b>6,154,535</b>	<b>4,841,471</b>	<b>1,313,064</b>
<b>Liabilities and Net Assets</b>			
Accounts Payable	47,522	15,219	32,303
Post Investment Balance	3,340,893	2,887,389	453,505
<b>Total Liabilities</b>	<b>3,388,415</b>	<b>2,902,607</b>	<b>485,808</b>
<b>Net Assets</b>			
Net Assets w/o Donor Restrictions	2,253,929	1,896,646	357,283
Board Designated Restriction	374,777	-	374,777
Net Assets w/Donor Restrictions	111,000	42,218	68,782
Net Assets - Endowments	26,414	-	26,414
<b>Total Net Assets</b>	<b>2,766,120</b>	<b>1,938,864</b>	<b>827,257</b>
<b>Total Net Assets &amp; Liabilities</b>	<b>6,154,535</b>	<b>4,841,471</b>	<b>1,313,064</b>

- Cash includes \$99K returned from SAME for 2025 R2C
- Accounts Receivable includes Multi-Year Pledges
- Total investments = \$5,143,751, comprised of:
  - \$1,776,444 Foundation portfolio (34.5%)
  - \$3,340,893 held for Posts (65.0%)
  - \$26,414 endowments (0.51%)
  - Investments up \$755,048 year-over-year (+17.2%)
- Board Designated is the Balance of the R2C

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**Society of American Military Engineers**  
**Statement of Activities - Operations**  
**For the Two Months Ending February 28, 2026**

	Foundation Activities	Soaring Eagle	Foundation Fundraising	Total
<b>Revenues</b>				
Donations & Contributions	52,390	2,000	36,875	91,265
Membership Dues	2,500	-	-	2,500
Registrations	-	18,650	-	18,650
Exhibitor Revenues	-	8,500	-	8,500
Sponsorship	-	24,000	-	24,000
Interest & Dividends, Net Fees	5,815	-	-	5,815
<b>Total Revenue</b>	<b>60,705</b>	<b>53,150</b>	<b>36,875</b>	<b>150,730</b>
<b>Expenses</b>				
Salaries & Wages	13,000	-	-	13,000
Printing & Postage	-	-	9,484	9,484
IT and Software	4,857	-	-	4,857
Foundation Donations	2,223	-	-	2,223
Bank Fees	290	-	-	290
<b>Total Expenses</b>	<b>20,370</b>	<b>-</b>	<b>9,484</b>	<b>29,854</b>
<b>Changes in Net Asset</b>	<b>40,335</b>	<b>53,150</b>	<b>27,391</b>	<b>120,876</b>

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# Decision – Consent Agenda

- Board of Direction Minutes 12-15-25
- 2026-2027 BOD Slate



# Decision – NLA Agenda



TIME	AGENDA	RESPONSIBLE
0830 - 0900	Continental Breakfast	
0900 – 0910	Call to Order, Pledge	Mike Huffstetler
0910 – 1000	Leadership Orientation <ul style="list-style-type: none"> <li>• Governance Structure/Groups</li> <li>• Roles (volunteer/staff)</li> <li>• Expectations (meetings, duties, conduct, KPI)</li> <li>• Governance Documents</li> <li>• R2C</li> </ul>	Mike Wehr/Kathy Off
1000 – 1015	Break	
1015 – 1115	Position Training Breakouts <ul style="list-style-type: none"> <li>• Directors</li> <li>• C3s</li> <li>• RVPs</li> </ul>	Kathy Off Scott Linsky Jill Murphy
1115 - 1145	National Office Report <ul style="list-style-type: none"> <li>• Finance Report &amp; Budget Discussion</li> <li>• Membership/Meetings Report</li> <li>• MARCOM Report</li> <li>• Strategic Initiatives Report</li> </ul>	Mike Wehr James Black/Jordan Beard Ann McLeod Stephen Karl Scott Linsky
1145 – 1155	Foundation Update	Tim Byers/Kathy Off
1155 – 1200	2026-2027 Board of Direction Slate - Decision	Mike Huffstetler
1155 – 1245	Lunch & Networking	

TIME	AGENDA	RESPONSIBLE
1245 - 1345	Quad Chart & Strategic Initiative/Roadblock follow-up (Membership)	Albert Romano/Scott Grainger, Ben Matthews/Carrie Ann Williams, Sharon Krock/Mike Huffstetler
1345 - 1420	Quad Chart & Strategic Initiative/Roadblock follow-up (Project Lifecycle)	Patrice Melancon/Dean Vander Ley
1420 – 1505	Quad Chart & Strategic Initiative/Roadblock follow-up (Workforce Development)	Carrie Ann Williams/Patrice Melancon
1505 – 1520	Break	
1520 – 1535	Review of action items & outgoing remarks	Mike Huffstetler
1535 – 1545	Outgoing NLA Recognition	Mike Huffstetler
1545 – 1600	President-Elect remarks & Swearing In of new NLA	Ben Matthews
1730 – 1900	President's Reception	Mike Huffstetler

## ENCLOSURE 3: XD ANNOUNCEMENT

# **Maj. Gen. David Hill, PMP, USA (Ret.), Named New Executive Director of the Society of American Military Engineers**

ALEXANDRIA, Va., March 31, 2026 — The Society of American Military Engineers (SAME) is pleased to announce that **Maj. Gen. David Hill**, PMP, USA (Ret.), has been named its new Executive Director. In this role, he is the chief salaried administrator of the Society—responsible for the effective operation and management of the organization to the SAME National Leadership Assembly, Board of Direction and Executive Committee, and the SAME National President. He also serves as Executive Director of the SAME Foundation, which is separately incorporated and with its own Board of Directors but fully integrated for financial management and SAME program support.

Hill will begin the transition period on May 4, 2026, formally taking over the duties on June 2, 2026. He succeeds Maj. Gen. Michael Wehr, P.E., USA (Ret.), who announced last fall his intention to transition out of the role that he has held since July 2023.

"Dave brings a wealth of executive-level experience and stakeholder relationships from throughout his leadership career," says Mike Huffstetler, Assoc. AIA, LEED AP, F.SAME, SAME National President, "and he has a great combination of expertise of our core military engineering community, a service-mindset, and a proven track record of operating in a collaborative, team-oriented environment. On behalf of the SAME Executive Committee, I look forward to his coming on board and working with him and the National Office staff and all of our volunteer leaders throughout SAME to advance the Society's mission."

Hill comes to SAME with more than three decades of experience as leader within the U.S. Army, serving most recently as President of the Army War College (2021-2025), where he led the Army's senior professional military education institution, and its 4,300 personnel who live, work, and study there. As part of that role, he also oversaw a \$97 million annual budget for education/research programs, facilities operation, and other services. Hill arrived at the War College following a long career as an engineer officer in the Army, including senior command assignments as Deputy Commanding General for U.S. Army Central (2018-2020); Commander of USACE Transatlantic Division (2017-2018); and Commander of USACE Southwest Division (2014-2017). This period included service on the presidentially appointed Mississippi River Commission. Hill also served in HQ USACE as Deputy Commanding General (2020-2021), and before taking over at Southwestern Division, he was the Director of the Office of the Chief of Engineers.

In addition to leading the day-to-day business of SAME, supporting governance responsibilities, and collaborating on policies and programs to carry out the Society's vision, mission, and interrelated goals of the *2030 SAME Strategic Plan* (Drive Partnerships, Deliver Solutions, Develop People) Hill will oversee

activities of the National Office staff; manage an annual budget of approximately \$14 million along with a diverse investment portfolio; and develop and cultivate relationships with key internal and external stakeholders such as the presidents and volunteers leaders of SAME’s 100 Posts/Chapters, the engineering chiefs of the uniformed services, federal government leaders, and strategic partners throughout the A/E/C community.

Hill is a 1990 graduate of the U.S. Military Academy at West Point, where he earned a bachelor's degree in Chemistry. He holds a master's degree in Engineering Management from Missouri University of Science & Technology and a master's in National Security Strategy from the National War College. Hill becomes SAME’s 19th Executive Director since its founding in 1920, joining a distinguished list of military engineering leaders, including: Maj. Gen. Michael Wehr, P.E., USA (Ret.), Brig. Gen. Joseph Schroedel, P.E., F.SAME, USA (Ret.), Dr. Robert Wolff, P.E., F.SAME, Maj. Gen. Pat Stevens IV, F.SAME, USA (Ret.), Vice Adm. Bruce Beran, P.E., F.SAME, USCG (Ret.), Brig. Gen. Walter Bachus, P.E., F.SAME, USA (Ret.), and Brig. Gen. W.C. Hall, USA (Ret.).



## ENCLOSURE 4: UPDATED BYLAWS



# Bylaws of the Society of American Military Engineers

As amended by the Board of Direction, March 24, 2026

### 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, life membership may be conferred in recognition of good and faithful service.
4. **Resignation and Termination.** Members to be found in violation of the Code of Conduct may be dropped for 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. Any member dropped forfeits any dues, registration fees, and donations that have been previously paid.

#### **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, Secretary, General Counsel, and Foundation Chair. 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 shall not serve on the Audit Committee in any capacity for the annual audit, but may recommend volunteers to do so. 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 or her 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 and sworn in, 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. Regions should plan for succession by assigning Deputy Regional Vice Presidents when appropriate. (Reference RVP Manual)
  - a. **Terms.** Regional Vice Presidents shall serve for two-year terms commencing on the date of the Annual meeting following election. 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

## 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 Elected Directors. The non-voting members consist of the SAME Executive Director, Appointed Directors, 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 (therefore titled Appointed Directors) to serve for two-year terms who may be reappointed for one additional year.
- 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, review committees, and other assistants, but any action

taken by these task forces, review committees, 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.** The Academy of Fellows shall appoint a Fellow to be the Regional Fellows Vice Chair at the recommendation of the Regional Vice President 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 of the Society 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 Society and Foundation taxes and annual audit are joint. The Society will ensure that at least one Foundation Board Member is on the Audit Committee. 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 Resource Request Policy & Procedures. The Foundation Chair will provide a status report and prognostication to the Society Board of Direction and National Leadership Assembly at each governance meeting. (Reference the Resource Request Policy & Procedures)
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 Leadership Assembly.
7. **Communities of Interest, Councils, and Committees (C3)s.** C3s are defined as 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. 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.
8. **Antitrust Compliance.** SAME fully supports compliance with all applicable federal and state antitrust and competition laws. SAME will take no official action, and will not knowingly permit any activity, that restrains trade, limits competition, or otherwise violates antitrust laws. Members, officers, directors, volunteers, staff, and participants in SAME activities shall conduct all SAME-related business and professional interactions independently and in accordance with applicable law. Discussions or actions that are, or appear to be, anti-competitive are prohibited. SAME activities, including meetings, conferences, Posts, Regions, Councils, Committees, and Communities of Interest, shall be conducted in a manner consistent with the Society's mission, ethical standards, and Code of Conduct. (See Anti-Trust Compliance Policy)

**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.



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

**Governance Document Reference Table**  
*All references are owned by SAME National*

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

## ENCLOSURE 5: NLA AGENDA

TIME	AGENDA	RESPONSIBLE
0830 - 0900	Continental Breakfast	
0900 – 0910	Call to Order, Pledge	Mike Huffstetler
0910 – 1000	Leadership Orientation <ul style="list-style-type: none"> <li>• Governance Structure/Groups</li> <li>• Roles (volunteer/staff)</li> <li>• Expectations (meetings, duties, conduct, KPI)</li> <li>• Governance Documents</li> <li>• R2C</li> </ul>	Mike Wehr/Kathy Off
1000 – 1015	<b>Break</b>	
1015 – 1115	Position Training Breakouts <ul style="list-style-type: none"> <li>• Directors</li> <li>• C3s</li> <li>• RVPs</li> </ul>	Kathy Off Scott Linsky Jill Murphy
1115 - 1145	National Office Report <ul style="list-style-type: none"> <li>• Finance Report &amp; Budget Discussion</li> <li>• Membership/Meetings Report</li> <li>• MARCOM Report</li> <li>• Strategic Initiatives Report</li> </ul>	Mike Wehr James Black/Jordan Beard Ann McLeod Stephen Karl Scott Linsky
1145 – 1155	Foundation Update	Tim Byers/Kathy Off
1155 – 1200	2026-2027 Board of Direction Slate - <b>Decision</b>	Mike Huffstetler
1155 – 1245	<b>Lunch &amp; Networking</b>	
1245 - 1345	Quad Chart & Strategic Initiative/Roadblock follow-up (Membership)	Albert Romano/Scott Grainger, Ben Matthews/Carrie Ann Williams, Sharon Krock/Mike Huffstetler
1345 - 1420	Quad Chart & Strategic Initiative/Roadblock follow-up (Project Lifecycle)	Patrice Melancon/Dean Vander Ley
1420 – 1505	Quad Chart & Strategic Initiative/Roadblock follow-up (Workforce Development)	Carrie Ann Williams/Patrice Melancon
1505 – 1520	<b>Break</b>	
1520 – 1535	Review of action items & outgoing remarks	Mike Huffstetler
1535 – 1545	Outgoing NLA Recognition	Mike Huffstetler
1545 – 1600	President-Elect remarks & Swearing In of new NLA	Ben Matthews
1730 – 1900	President’s Reception	Mike Huffstetler