



Bylaws of the Society of American Military Engineers

(As approved by the Board of Direction, May 9, 2022)

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 Executive Committee.

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 Executive Committee has the authority to oversee business related aspects of membership. Changes to membership structure will be approved by the Executive Committee. Dues changes will be approved by the Board of Direction. The National Office will maintain the SAME Membership Business Procedures Guide.
3. **Rights of Members.** Only Members of SAME who are current in dues may vote, hold office and receive the benefits of membership in SAME. At the discretion of the Executive Director, individual membership may be extended into their retirement in recognition of good and faithful service.
4. **Resignation and Termination.** Members may be dropped for unpaid dues or cause by a majority vote of the Executive Committee; provided, that the members shall have been given full opportunity for a hearing in their own defense; provided further, that members so dropped may be reinstated at a later date by a majority vote of the Executive Committee; provided further, that prior to such reinstatement the Member shall liquidate all their indebtedness to SAME.

Article IV: Meetings of Members

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

2. **Regional Meetings.** Regional conferences or events hosted by one or more Posts, may be held as approved by the Regional Vice President(s). The Executive Director shall approve the dates to avoid conflicts with Federal and religious holidays and other regional and national activities.
3. **Post Meetings.** Posts shall hold meetings and workshops with a frequency determined by each Post Board of Directors to accomplish the goals and objectives of SAME.

Article V: National Board of Direction

1. **General Powers.** The Board of Direction shall be members in good standing and have overall charge of all activities of SAME; and, in the discharge of its duties, shall have power, within the limitations of the Constitution and these Bylaws, to initiate and execute any measure whatsoever which, in its judgment, seems necessary or expedient to support the SAME Mission, Vision and Strategic Plan. The Executive Committee may act on behalf of the Board of Direction, except in amending the Bylaws or approving membership dues changes.
2. **Composition.** The voting members of the Board of Direction consist of the President, Immediate Past-President, President-Elect, Vice Presidents, Treasurer, Regional Vice Presidents, Community of Interest Chairs, and Elected Directors. The non-voting members consist of Appointed Directors, the SAME Executive Director, SAME staff in attendance, Service Liaison Officers, General Counsel, Treasurer, and SAME Foundation Chair.
3. **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. Regional Vice Presidents shall be elected by their regions for two-year terms (see Article VII, 2.). Elected Directors serve three-year terms such that four are elected each year. Community of Interest Chairs are appointed by the President for two-year terms (see Article VIII, 5., a., i.). The Treasurer and General Counsel are nominated by the President and approved by the Board of Direction for a three-year term and may be reappointed for one additional term. The President may appoint up to five non-voting Directors to serve for two-year terms and may be reappointed for one additional term. 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 Executive Director's term is specified in Article IX, 1., b.~~
4. **Regular and Annual Meetings.** Annual meetings of the Board of Direction will be held in conjunction with other national meetings or conferences in order to minimize travel expenses. Regional Vice Presidents and Community of Interest Chairs may send deputies, vice chairs or incumbents if the actual board member cannot attend in person to act as non-voting representatives.
5. **Quorum.** The presence, in person or by proxy of a majority of current members of the Board of Direction shall be necessary to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date or via e-mail correspondence without notice. The act of a majority of the members of the Board of Direction present at a meeting at which a quorum is present will be the act of the Board of Directors.
6. **Vacancies.** If the office of President becomes vacant for any reason between election cycles, the position shall be filled by the President-Elect, or as decided by a majority of the Board, one of the three Vice Presidents. If all offices of President, President-Elect and Vice Presidents become vacant, the Executive Director, or in the event of his disability, the Counsel, 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. The President of SAME shall appoint individuals to fill any elected director position becoming vacant during the year upon the recommendation of the Executive Director. Vacancies occurring in a Region will be filled by a Deputy or Incumbent Regional Vice President and approved by a majority of the Board of Direction. Vacancies occurring in a Community of Interest will be filled by a Deputy or Vice Chair and approved by a majority of the Board of Direction.

7. **Compensation.** Members of the Board of Directors shall not receive any compensation for their services as Directors. When able, SAME will provide discounted registrations and/or travel & lodging if appropriate, to alleviate volunteer financial burden. See Benefits section of National Nominating Procedures Guide and National Travel & Lodging Guidance.
8. **Parliamentary Procedure.** Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order.
9. **Removal.** Any member of the Board of Direction may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Board of Direction if, in their judgment, the best interest of SAME would be served thereby.

Article VI: National Officers. The Officers of the National Board of Direction will consist of the President, Immediate Past President, President-Elect, three Vice Presidents, Treasurer, [General Counsel](#), [Foundation Chair](#), and Secretary. The Executive Director acts as Secretary of the Board of Direction. Officers will act as agents of the Board of Direction and assist in coordination and sharing of information among the Communities of Interest, Regional Vice Presidents, Academy of Fellows, and the SAME Foundation. An elected National Officer will serve as the chair of the Academy of Fellows as directed by the SAME President.

1. **President.** The President shall:
 - a. Provide leadership to the SAME Board of Direction, Posts and members;
 - b. Determine the specific roles of the immediate Past President, President Elect and Vice Presidents in coordination with the Executive Director (Academy of Fellows, RVP Oversight, Community of Interest Oversight, Special Projects);
 - c. Chair meetings of the Board of Direction and the Executive Committee;
 - d. With the Executive Director, oversee established policies for succession planning for all aspects of SAME Governance;
 - e. Participate in regular in-person or remote meetings with the other Officers of SAME.
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 chair the Selection Committee for the SAME Foundation Board.~~ 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 will serve in an advisory role to the Board of Direction and the Executive Director, providing volunteer financial oversight on behalf of the Board of Direction. The Treasurer should have a thorough knowledge and understanding of the organization's financial reports and keep the board apprised of key financial events, trends, and concerns in coordination with the Executive Director and appropriate National Office Staff. The Treasurer will serve as a non-voting ex-officio member of the SAME Foundation Board of Directors and as a member of the Investment Committee. The Treasurer will serve as Audit Committee Chair for the annual audit.

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 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.

Article VII: Elections

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

Commented [KO1]: Redundant.

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

Article VIII: National Entities

1. Executive Committee.

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

b. **General Powers.** The Executive Committee shall meet at the call of the President and shall have control of the business operations of SAME. The Executive Committee, in the discharge of its duties; shall have the power to act on behalf of the Board of Direction, to establish policy and to initiate and execute any measures whatsoever which, in its judgment, are necessary or expedient to further the interests of SAME and achieve its objectives, with the exception of those actions reserved for the full Board of Direction listed in Article V.1. The Executive

Committee may appoint task forces, boards of review, and other assistants, but any action taken by these subcommittees, boards, or assistants shall be subject to the approval of the Board of Direction.

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

2. Academy of Fellows.

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

- b. **Composition.**

- i. **Chair.** A SAME elected National Officer will serve as Chair of the Academy of Fellows.
- ii. **Vice Chairs.** The Chair of the Academy of Fellows will appoint for two-year terms Vice Chairs to carry out the purposes of the Academy (see Academy of Fellows Operations Manual). The Chair and Vice Chairs will constitute the Academy of Fellows Executive Committee that shall organize, plan and direct the activities of the Academy.
- iii. **Regional Fellows.** Each Regional Vice President shall appoint a Fellow to be the Regional Fellows Point of Contact to provide input to the Academy of Fellows Executive Committee.
- iv. **Classification of Distinguished Fellow.** Distinguished Fellows are selected from the Academy at large for their achievements significantly over and above that expected of Fellows.

3. 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 ~~and non-voting member of the Foundation Board. The Treasurer and General Counsel will serve as non-voting ex officio members of the Foundation Board. Foundation Board Committee members are recruited from among SAME members as non-voting members of the Foundation Board.~~ The Chair of the Foundation Board is selected by the Foundation Board and appointed by the SAME Board of Direction. The Foundation Board selects its Board officers. The Foundation Board exercises fiduciary, legal, and fundraising responsibilities, including the responsibilities of planning, developing, and implementing the cultivation, solicitation, and stewardship of Foundation funds and

supporters, and determining the appropriate development of fund development and management policies and procedures.

- e. **Management.** The National Office Staff serves as the staff of the Foundation and is functionally aligned to facilitate clear responsibilities, smooth coordination, and accurate accounting of administrative and labor costs. SAME and Foundation taxes and annual audit are joint. The joint financial management system also includes a joint Investment Committee which is responsible for reporting quarterly investment status to SAME Posts that are invested in the Foundation's Post Funds Policy. Society requests for Foundation financial support are governed by the Memorandum of Understanding and its implementing procedural document. The Foundation Chair will provide a status report and prognostication to the Society Board at each SAME BOD meeting.
4. **Executive Advisory Group (EAG).** In accordance with the Joint Ethics Regulations (JER), all engineering service leaders have the opportunity to advise the SAME Board of Direction as part of the EAG. The EAG provides input on how SAME can best support the Department of Defense. To assist with continuity and administration, service leaders may designate an assistant to serve as a Service Liaison Officer (SLO). Service Liaisons are non-voting members of the SAME National Board of Direction.
 5. **Communities of Interest.** Community of Interest (COI) is defined as a segment of SAME membership that shares a common interest or discipline within the Architecture / Engineering / Construction (A/E/C) and related industry. Member affiliation with COIs is voluntary and declared in the individual's membership record independent of Post affiliation. A COI is chartered by the Board of Direction to promote the SAME Strategic Plan and National Direction. COIs may begin as a Task Force or a sub-group of an existing COI to determine viability. The purpose of a COI 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 Community of Interest Operations Manual)
 - a. **Governance.**
 - i. **Term.** All COIs will be self-governing for a two-year term with the Chair as a voting member of the Board of Direction. The President shall appoint 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 COI. 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. COI Chairs normally will not be reappointed beyond a total of four consecutive years. Chairs are responsible to identify a successor or request to extend another year at least 6 months prior to term expiration.
 - ii. **Procedure.** The Executive Director and the National Officers shall annually review the COIs of SAME. This review should assess the viability of each COI and result in a recommendation to the Board of Direction on which COIs should continue into the new term along with the designation of the incoming COI Chairs.
 - iii. **Composition.** COIs are open to all Society members; those individuals who are not members of SAME shall be required to join SAME as an individual, sustaining member representative, or public agency representative. The COI should attempt to include representation from all sectors of membership as appropriate. More information about COI Operations can be found in the SAME Community of Interest Operations Manual.

Article IX: National Office Staff

1. **Executive Director.** ~~The Board of Direction will hire an~~The Executive Director ~~who~~ 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 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 Executive Committee. The Executive Director will obtain approval for the Annual National Office Budget from the Executive Committee prior to the start of the fiscal year. The Executive Director is responsible for keeping the Executive Committee 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.
 - iii-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 [new three-year term 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 SAME National Office Director responsible for operations shall serve as 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 SAME Board of Direction.

Commented [KO2]: Pending formal adoption of procedures.

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

1. **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 Executive Committee.](#)

4-2 **Posts.** SAME will organize geographically by Posts. Student Chapters and Field Chapters may be organized as affiliates of existing Posts or the International Committee. (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 Executive Committee 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.

4-3 **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 ~~Board of Direction~~National Officers of the Society. (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 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).

4-4 **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 SAME Communities of Interest. The Executive Director will present such partnerships to the Board of Direction, for the benefit of individuals, companies and Posts in SAME.

4-5 **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.

5-6 **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. **Diversity, Equity & Inclusion (DEI) Mission Statement.** There are three main components of our DEI Mission Statement. (Reference DEI National Plan)
 - a. The Society of American Military Engineers is fully committed to promoting a culture of diversity, equity, and inclusion in all that we do.
 - b. As a professional organization, our unwavering standard is that all individuals feel valued and respected regardless of gender, race, gender identity, ethnicity, national origin, age, sexual orientation, education, disability, veteran status, or other dimension of diversity.
 - c. Together, we will achieve that commitment and standard through our DEI National Plan, driven by our vision to make lasting impacts on the 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. **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.

6. **Insurance.** SAME will maintain appropriate insurance to protect parties involved in operations of the Society.

Article XII: Amendments. Amendments to these Bylaws may be made at any regular or special meeting of the Board of Direction, by an affirmative vote of two thirds of the Board of Direction voting in person, or by two-thirds of the voting members of the Board of Direction by email vote, provided that the Executive Director shall have presented and the Executive Committee previously approved the proposed amendment by two-thirds of the Executive Committee members in person or by conference call.

A handwritten signature in black ink that reads "Joseph Schroedel". The signature is written in a cursive style with a large initial 'J'.

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

Governance Document Reference Table

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