

AMENDMENT TO CONSTITUTION

This is an amendment in full to the Constitution of the Guam Post of the Society of American Military Engineers filed on December 31, 2012.

The Constitution is amended to reflect the current regulations of the Department of Revenue and Taxation and to reflect the signatures of the current Board of Directors.

This amended document was approved by majority vote of the Board of Directors on the 6th day of April 2017 at the regular meeting of the SAME Guam Post.

Approved by a unanimous vote of the general membership on this 27th day of April, 2017.

Noel Enriquez, CAPT, USN, (Retired)
SAME Guam Post President

Attest:

Timothy Dahms, LT, CEC, USN
SAME Guam Post Secretary

GUAM POST of the Society of American Military Engineers

CONSTITUTION

Effective 27 April 2017 the Guam Post of the Society of Military Engineers' Constitution is hereby revised and updated IN FULL, and now supersedes the Constitution dated 06 December 2012 as filed with the Guam Department of Revenue and Taxation on 31 December 2012.

ARTICLE I

Name and Principal Place of Business

1.1. The name of this association (hereinafter designated as the Post) shall be "The Guam Post of The Society of American Military Engineers." The abbreviated name shall be "SAME Guam Post."

1.2. SAME Guam Post exists through its chapter ("Post") affiliation with the Society of American Military Engineers, 607 Prince St. Alexandria, VA 22314-3117.

1.3 The Post headquarters shall be located in the unincorporated United States, Territory of Guam. The physical address shall be: 643 Chalan San Antonio, Suite 114, Tamuning, GU 96913; and the mailing address shall be: SAME Guam Post, P.O. Box 1432, Hagatna, GU 96910-1432.

1.4 SAME Guam Post is constituted as a non-profit organization in accordance with the laws of the Territory of Guam and of the United States.

ARTICLE II

Overview, Mission, Vision, and Values

2.0 Overview: The Society of American Military Engineers (SAME), the premier professional military engineering association in the United States, unites architecture, engineering, construction (A/E/C), facility management and environmental entities and individuals in the public and private sectors to improve security at home and abroad through sound engineering practices and to help prepare for—and overcome—natural and manmade disasters. The SAME Guam Post is an independent professional organization not subordinate to the US military services. The SAME Guam Post is not affiliated with and does not support any political entity. Members elected to leadership positions in the SAME Guam Post serve in their personal capacity.

2.1 Mission: "SAME leads collaborative efforts to identify and resolve national security infrastructure-related challenges."

2.2 Vision: "SAME is recognized as the multi-disciplined integrator of military, public, private, and academic national infrastructure-related capabilities to produce viable solutions for America's national security."

2.3 Values: "SAME offers professional and personal development, networking and community involvement to individuals of all ages committed to contributing to our national security, be leading a collaborative and focused coalition of organizations that create opportunities to address and resolve issues that enhance our national security posture."

ARTICLE III

Membership

3.1 Individual Membership

Government--individuals serving in the uniformed services (active, guard, reserve) and civilians working for federal, state or local government agencies

Private Sector--all individuals working in the private sector (companies), including young members

Academic & Non-Profit--individuals working in academia or for non-profit organizations

GUAM POST of the Society of American Military Engineers

CONSTITUTION

Student Member--full-time graduate or undergraduate students

Retired Member--fully retired individuals

Life Member--individuals that have enrolled in this special category

3.2 Sustaining Membership (Private Sector)

SAME Guam Post's Sustaining Memberships offer companies the opportunity to network with industry leaders in the public sector and uniformed services. Sustaining Member-only events, such as the annual Federal Programs Briefings featuring the Engineering Service Chief from each military branch, provides timely information about upcoming projects and contract opportunities. Sustaining Membership includes six openings for individuals as member representatives, two of which shall be young members, age 39 or younger.

3.3 Public Agency Membership

SAME Guam Post's Public Agency Membership provides the opportunity to network with professionals outside a service branch or organization--from both the public- and private-sectors--who are working toward a common goal that supports the mission. Public agencies include federal, state, city or local government. Included with Public Agency membership are five openings for individuals as member representatives. (*SAME Guam Post requires that one of those representatives must be in its Young Member category, age 39 or younger*). Each of the five representatives will receive all the benefits afforded them as an SAME Guam Post member including a subscription to *The Military Engineer* magazine, discounts on attendance to SAME Guam Post events including the Joint Engineer Training Conference & Expo, and access to the members-only section of the SAME website. In addition, the principal representative and Young Member representative will receive a copy of the annual *SAME Directory of Member Companies and Public Agencies*.

3.4 Non-Profit Organization Membership

Any nonprofit organization may join SAME Guam Post. Included with Non-Profit Organization membership are five openings for individuals as member representatives. (*SAME Guam Post requires that one of those representatives must be in its Young Member category, age 39 or younger*). Each of the five representatives will receive all the benefits afforded them as an SAME Guam Post member including a subscription to *The Military Engineer* magazine, discounts on attendance to SAME Guam Post events including the Joint Engineer Training Conference & Expo, and access to the members-only section of the SAME website. In addition, the principal representative and Young Member representative will receive a copy of the annual *SAME Directory of Member Companies and Public Agencies*.

3.5 Academic Institution Membership

Academic institutions may shape tomorrow's A/E/C leaders by enhancing their education with the experiences offered through an SAME Guam Post Academic Membership. SAME's network of more than 25,000 professionals, working in the public-sector and in more than 1,400 private sector companies--large and small--can strengthen the knowledge, skills and connections academic institution can provide its students. These benefits help bring real-world experience into the classroom. The SAME Guam Post Academic Membership includes four openings for individual representatives to represent the academic institution at local, regional and national education and training events. These representatives must be faculty or staff of the institution, and SAME Guam Post requires that one of the representatives must be a young member (age 39 or younger). Included with the membership are subscriptions to our industry-leading publications *The Military Engineer* and the *SAME Directory of Member Companies & Organizations*, giving both the institution and students a leg up in the A/E/C industry.

GUAM POST of the Society of American Military Engineers CONSTITUTION

ARTICLE IV Governance

4.1. **The governance** of the SAME Guam Post shall be vested in its officers and directors.

4.2. **The officers** shall consist of a President, 1st Vice President, 2nd Vice President, Secretary, Alternate Secretary, Treasurer and Alternate Treasurer. All officers shall hold office for one year or until their successors have been duly elected and qualified, provided that the President and Vice Presidents shall not be eligible to succeed themselves.

4.3. **An Executive Committee** may be appointed by the President from time to time to deal with matters requiring close coordination by a smaller group. It will consist of officers and directors of the Post as selected by the President.

4.4. **The Board of Directors** shall be the SAME Guam Post Officers as above described together with Directors elected by the SAME Guam Post Membership and Directors Appointed by the President to chair various committees of the SAME Guam Post. The Post President shall serve as the Chairman of the Board of Directors.

4.5. **Bylaws** to further describe operations of the Post and for the direction of its officers, committees and members shall be proposed by the Board of Directors and presented to the Membership for approval every 5th year.

4.6. **Committee chair-persons**, as defined in the Bylaws of the SAME Guam Post, shall assist the President in the direction of the SAME Guam Post in all activities.

ARTICLE V Officers, Titles, and Residence Addresses

Noel Enriquez, CAPT, USN (Ret), President, 517F Pale Leon Murphy St, Tamuning, GU 96913

Matt Mattivi, LCDR, CEC, USN, PE, First Vice President, 122 Tun Luis D St, Yigo, GU 96929

Wayne Cornell, CDR, CEC, USN (Ret), PE, FSAME, Second Vice President, 245 Biang St, Mongmong-Toto-Maite, GU 96910

Chris Arnsfield, Treasurer, Oceanview Tumon Condo Unit A12, Murata St, Tumon, GU 96913

John M. Robertson, PE, Alternate Treasurer, 162 Western Blvd, Unit 1206, Tamuning, GU 96913

Timothy Dahms, LT, CEC, USN, PE, Secretary, 12 Saipan St, Santa Rita, GU 96915

Mary Jo Pablo, Alternate Secretary, 150 Pution Sanhaya, Chalan Pago, GU 96910

ARTICLE VI Meetings

6.1. The SAME Guam Post shall hold an annual meeting of the membership during the month of June each year for the transaction of business pertaining to the SAME Guam Post and election of officers and directors, at a time and place to be fixed by the President, and may hold such other meetings as may be necessary, to be called in the manner provided by the Bylaws.

ARTICLE VII Amendments

GUAM POST of the Society of American Military Engineers

CONSTITUTION

7.1. The Constitution may be amended at any annual meeting, or at a special meeting called for that purpose, by an affirmative vote of a majority of all ballots cast by the members of the Post voting in person, by written proxy, or by letter ballot, provided that proposed changes shall be read for record at least thirty days prior to the date of voting.

ARTICLE VIII

Dissolution of SAME Guam Post

8.1. This SAME Guam Post may be dissolved by the affirmative vote of a majority of the SAME Guam Post's members.

8.2 If for any reason the SAME Guam Post should be dissolved or disbanded, after paying or adequately providing for the debts, liabilities and obligations of the SAME Guam Post, the remaining assets of the SAME Guam Post shall be distributed to the National Treasury of The Society of American Military Engineers at the above stated address, or such other non-profit funds, foundations, or organizations that have established tax exempt status under Section 501(c)(3) of the Guam Territorial Income Tax Code.

ARTICLE IX

Inurement

9.1 The SAME Guam Post will be noncommercial, nonsectarian, and nonpartisan.

9.2 The name of SAME Guam Post or the names of any of its members in their affixed capacities shall not be used to promote any commercial concern or any partisan interest for any purpose not appropriately related to the promotion of the purposes of the Post.

9.3 No part of the net revenues of the SAME Guam Post will be used to the direct benefit of any member, or be directly distributable to any member, officer, trustee, or other private person except as the organization is duly authorized to pay reasonable compensation for services rendered in accordance with the purposes set forth for the organization.

ARTICLE X

Political Activity

10.1 SAME Guam Post shall not directly or indirectly participate or intervene, in any way, including the publishing or distribution of statements, in a political campaign on behalf of, or in opposition to, any candidate for public office, or devote more than an insubstantial part of its activities to influencing legislation by propaganda or otherwise.

10.2 Notwithstanding any other provision of these articles, SAME Guam Post shall not carry on any other activities not permitted by organizations exempted from Federal income tax under Section 501(c)(3) of the Guam Territorial Income Tax Code, or by an organization where contributions to which are deductible under Section 170(c)(2) of the Guam Territorial Income Tax Code.

GUAM POST of the Society of American Military Engineers CONSTITUTION

THE UNDERSIGNED, being the duly elected President and Secretary, and a majority of the members of the Executive Committee of the Society of American Military Engineers, the Guam Post, a non-profit Guam corporation, do hereby certify that the foregoing “Updated Certificate of Incorporation” was duly approved by a majority vote of the general membership on date of 27 April 2017.

Noel Enriquez, CAPT, USN, (Retired)
President

Timothy Dahms, LT, CEC, USN, PE
Secretary

ATTEST:

Matt Mattivi, LCDR, CEC, USN, PE
First Vice President

Chris Arnsfield
Treasurer

Mary Jo Pablo
Alternate Secretary

Wayne Cornell, CDR, CEC, USN, PE (Ret)
Second Vice President

John M. Robertson, PE
Alternate Treasurer

**GUAM POST of the Society of American Military Engineers
CONSTITUTION**

GUAM, U.S.A.)
) **ss:**
CITY OF HAGÅTÑA)

ON THIS _____ day of May, 2017, before me a Notary Public in and for Guam, U.S.A., personally appeared **NOEL ENRIQUEZ, CAPT, USN, (Retired)**, who executed the foregoing instrument and he acknowledged to me that he executed the same as his free and voluntary act and deed for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

NOTARY PUBLIC

**GUAM POST of the Society of American Military Engineers
CONSTITUTION**

GUAM, U.S.A.)
) **ss:**
CITY OF HAGÅTÑA)

ON THIS _____ day of May, 2017, before me a Notary Public in and for Guam, U.S.A., personally appeared **TIMOTHY DAHMS, LT, CEC, USN, PE**, who executed the foregoing instrument and he acknowledged to me that he executed the same as his free and voluntary act and deed for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

NOTARY PUBLIC

**GUAM POST of the Society of American Military Engineers
CONSTITUTION**

GUAM, U.S.A.)
) **ss:**
CITY OF HAGÅTÑA)

ON THIS _____ day of May, 2017, before me a Notary Public in and for Guam, U.S.A., personally appeared **MATT MATTIVI, LCDR, CEC, USN, PE**, who executed the foregoing instrument and he acknowledged to me that he executed the same as his free and voluntary act and deed for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

NOTARY PUBLIC

**GUAM POST of the Society of American Military Engineers
CONSTITUTION**

GUAM, U.S.A.)
) ss:
CITY OF HAGÅTÑA)

ON THIS _____ day of May, 2017, before me a Notary Public in and for Guam, U.S.A., personally appeared **WAYNE CORNELL, CDR, CEC, USN, PE, (Retired)**, who executed the foregoing instrument and he acknowledged to me that he executed the same as his free and voluntary act and deed for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

NOTARY PUBLIC

**GUAM POST of the Society of American Military Engineers
CONSTITUTION**

GUAM, U.S.A.)
) **ss:**
CITY OF HAGÁTÑA)

ON THIS _____ day of May, 2017, before me a Notary Public in and for Guam, U.S.A., personally appeared **CHRIS ARNSFIELD**, who executed the foregoing instrument and she acknowledged to me that she executed the same as her free and voluntary act and deed for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

NOTARY PUBLIC

**GUAM POST of the Society of American Military Engineers
CONSTITUTION**

GUAM, U.S.A.)
) **ss:**
CITY OF HAGÁTÑA)

ON THIS _____ day of May, 2017, before me a Notary Public in and for Guam, U.S.A., personally appeared **JOHN M. ROBERTSON, PE**, who executed the foregoing instrument and he acknowledged to me that he executed the same as his free and voluntary act and deed for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

NOTARY PUBLIC

**GUAM POST of the Society of American Military Engineers
CONSTITUTION**

GUAM, U.S.A.)
) **ss:**
CITY OF HAGÁTÑA)

ON THIS _____ day of May, 2017, before me a Notary Public in and for Guam, U.S.A., personally appeared **MARY JO PABLO**, who executed the foregoing instrument and he acknowledged to me that he executed the same as his free and voluntary act and deed for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

NOTARY PUBLIC