



**Society of American Military Engineers**  
**Conflict of Interest Policy**  
**Annual Compliance Statement – Board of Direction**

***SOCIETY OF AMERICAN MILITARY ENGINEERS***  
**CONFLICT OF INTEREST POLICY**

**For Officers, Directors, and Employees**

1. Purpose. The purpose of this conflict of interest policy is to protect the Society of American Military Engineers' (SAME) interest whenever a transaction may occur that might benefit the private interest of an officer, director, or employee of SAME. This policy extends to SAME at the national level and to all of its Posts. It is the duty of all officers, directors and employees to be aware of this policy and to identify conflicts of interest, or situations that may result in the appearance of a conflict, and to disclose those situations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.
2. Conflict of Interest Defined. A conflict of interest may occur when an officer, director, or employee has a financial or personal interest that is in conflict with the interests of the SAME. A conflict of interest extends to situations involving close relatives of an officer, director, or employee. Close relatives include spouse, parents, children, brothers, and sisters.
3. Policy. Individuals who serve as officers, directors, and employees perform their fiduciary and employment responsibilities in preserving the mission of SAME and avoid possible conflicts between personal interests and SAME interests. To avoid conflicts of interest (actual or potential), officers, directors and employees shall disclose any financial or personal interest he or she may have in any matter pending before SAME and shall refrain from participating in any discussion or vote relative to the area of conflict.
4. Procedure
  - a. Duty to Disclose - In connection with any actual or potential conflict of interest, the officer, director, or employee must disclose the financial or other interest and all material facts. Disclosure shall be made to the Post President, if a post matter, or to the SAME Executive Director, if at a national level. In the event the Post President has an actual or potential conflict, he or she must disclose that to the Regional Vice President. If the Executive Director has an actual or potential conflict, he or she must disclose that to the National President.
  - b. Recusal of Self – Any officer, director, or employee may recuse himself or herself at any time from involvement in any decision or discussion if he or she believes they have a conflict of interest, without going through the process for determining whether a conflict of interest exists.
  - c. Determining Whether a Conflict Exists - For a disclosure involving SAME National, the National Executive Committee shall review the material facts to determine if a conflict of interest exists and what action is to be taken. Disclosures at the Post level shall be reviewed by the Post Board of Directors. The person who has the conflict or potential conflict of interest shall not participate in or be permitted to hear discussion on the conflict of interest disclosure.
  - d. Remedial Action - The Executive Committee or Post Board of Directors shall determine remedial action. Remedial action may include abstention from Board vote or other actions that eliminate the appearance of a conflict. Each Board member shall exercise care not to disclose confidential information acquired in connection with disclosures of conflicts of interest or potential conflicts.
  - e. Recording. Meeting minutes shall contain the names of persons who disclosed or otherwise were found to have an actual or potential conflict of interest, the nature of the interest, the Board's decision as to whether a conflict of interest in fact exists, and action taken.
5. Annual Statement and Compliance Review. To ensure SAME operates in a manner consistent with its purposes and does not engage in activities that could jeopardize its tax-exempt status, this policy shall be reviewed annually by each officer, director, and employee and acknowledged in writing. The Executive Director shall monitor policy compliance. Questions about this policy should be directed to the SAME Executive Director.

*Approved by SAME Board of Direction 5-27-11*



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I hereby acknowledge that I read and understand the conflict of interest policy of the Society of American Military Engineers, and agree to comply with its terms.

**Name (Printed):** \_\_\_\_\_

**Signature:** \_\_\_\_\_

**Date:** \_\_\_\_\_