



SAME Executive Committee Meeting Notes

1400, Wednesday, April 14, 2021

Attended			
Buddy Barnes	Mario Burgos	Mike Darrow	Mark Handley
Mike Huffstetler	Allison Ingram*	Bob Keyser	Miro Kurka
Cindy Lincicome*	Victoria Mechtly	Dave Newkirk	Charlie Perham
Jim Romasz	Hal Rosen*	Heather Wishart-Smith	Neal Wright
Joe Schroedel*	Craig Crotteau*		
Did Not Attend			
	Chris Knutson		

*Non-voting

Call to Order: 1405 hrs

A quorum was established (13 voting members). Heather Wishart-Smith, Chair of the XC, called the meeting to order. Joe led the presentation to the XC (Encl 1).

Purpose: The purpose of this meeting was to move the Membership Review discussion that began on 4 March from the National Leadership Team to the XC in preparation for a decision brief to the BOD. The ultimate objective is to establish regular procedures for the review of SAME membership to support governance and management decisions. The short-term urgency of the effort is the need to change our sustaining membership structure to support the development of the recently contracted Enterprise Management System overhaul. The intent is to establish a much-needed regular and responsive procedure for assessing membership needs and dues increases and allocating resources to identified needs.

XC: Recent Track Record – Control of Business Operations

To set the stage for the membership authority discussion, Joe Schroedel, XD, began the meeting by outlining current procedures and recent major decisions made by the XC in their authoritative role concerning Society business operations, per the bylaws. Those procedures and decisions include:

- Annual National Office Budget Approval. Have received five consecutive independent unqualified audit opinions since FY 2016.
- Annual Governance and Management Review
- 2017 Centennial Commission support (\$250K). Efforts are well underway for Century Book development.
- 2019 Relocation of the National Office Staff and Sale of the Century House. Joe mentioned an impending proposal to create a separate “Walt Bachus Home Fund” which would ensure that SAME always has a physical location.
- 2020 Enterprise Management System (NTE \$1M). Signed on 1 March. Planned to come back to XC with decision brief on business rules and other EMS drivers.
- 2020 COI Program Management (\$150K). This was completed with the contracted hiring of Rob Biedermann who introduced himself to the XC.

He concluded that the XC is best postured to extend their diligent oversight of business operations to include membership related decisions (structure, business rules, dues, etc...) which are inextricably linked with the budget.

Parallel Focus Groups

The XC discussion began with a summary report from the leads of the BOD Focus Groups that were formed to support the Membership Review effort. Three focus groups were formed simultaneously to address individual membership, sustaining membership and governance. Both groups were selected from the BOD for their membership type diversity. Mike Huffstetler led the individual and sustaining membership Focus Groups. He provided an overview of their process. They used themes to determine the value proposition of SAME Membership: maintain, enhance, preserve, and avoid. They provided feedback on current dues related experiences (business rules).

Rad Delaney led the governance Focus Group. The two major proposals from this group were:

- Give authority over membership-related decisions to the XC. Rationale was that the XC approves the budget and oversees business operations of the Society.
- Create a Membership Business Procedures Guide to help govern the membership operations of SAME in a more structured and standard manner and remove binding and unnecessary business rules from the bylaws, ensuring that the bylaws are more enduring.

Discussion

Bylaws should not be changed, therefore, the authority over membership decisions should not be changed.	The Constitution is enduring, but bylaws grow with an organization.
In the past, we have not been able to reach decisions on membership with such a large board.	In the past, the board has tried too hard to reach decisions unanimously instead of pure majority vote (2/3 for bylaws).
Board members have a track record of not being prepared for meetings, therefore decisions and voting is uninformed. We just need to present the information better or solicit for future votes in advance of meetings.	There are three generally used industry practices with regards to dues: decisions are made by a small executive board, decisions are left with the non-profit staff as part of their operations, or procedures dictate an automatic increase in dues at regular intervals.
If we take away membership dues decisions from the BOD, they won't have anything left to do.	The BOD is responsible for the Strategic Plan (formation, execution, etc...). This is the body that literally guides the mission and vision of our Society.
Split membership structure from dues. The board can approve structure and business rules, but the XC will approve dues. (or vice versa).	Business rules and dues are inextricably linked. Dues are determined based on structure.
There needs to be some BOD involvement in membership decisions.	Focus groups were selected from BOD and BOD approves all meeting minutes from XC meetings.

In order to come to a consensus, the XC voted on several options. They began with the following:

- Option 1: Move membership business decisions to the XC: 6 Nay
- Option 2: Move dues to XC, keep business rules and structure with BOD: 6 Nay
- Option 3: Move business rules and structure to XC, keep dues with BOD: 8 Nay
- Option 4: Status quo – keep membership decisions with BOD: 7 Nay

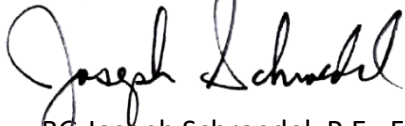
They then conducted a final vote on a modified version of the options:

- Option 1: Move membership business decisions to the XC, codified with a process to include focus groups representative of the BOD and membership in operating procedures that are referenced in the bylaws.
- Option 2: Status quo - Focus groups take recommendations to the XC first, then the full BOD.
- Decision: 7 Option 1, 6 Option 2

Final Decisions

The XC determined that the bylaws should be streamlined and approved the creation of the SAME Membership Business Procedures Guide with reference in the bylaws. The XC was split on how to establish responsive governance and management. Subsequent XC meetings will be held, the next on April 22, 2021, to iron out the way ahead for the BOD. A special BOD will be held once the XC has concluded its deliberations.

Adjourn: 1600 hrs.



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

Encl 1: 2021 XC Membership Review Decision Brief

Encl 2: Proposed Bylaws Update



SAME Membership Review

*PreBrief to the Executive Committee
14 April 2021*

*Decision Brief to the Board of Direction
Special Meeting
22 April 2021*

“Designing and Building the Airplane While in Flight”

To Be Clear Up Front:

This is a bylaws change decision.

But ... in order to meet the input requirements of our Enterprise Management System (EMS) Initiative, we executed a parallel BOD Focus Group effort to conduct the analysis necessary to identify modifications to our member structure and business rules; information that is required now as we begin the development of our new EMS.

Once the bylaws change is approved, the National Office Staff will complete the development of the Membership Review Guidelines referenced in the proposed bylaws change which will include the detailed procedures for (not limited to):

- SAME membership structure,
- supporting business rules,
- assessing if a dues change is required and
- dues change amounts.

The staff will then immediately implement the guidelines, incorporating the BOD Focus Group work.

The BOD Focus Group approach was very successful and has positioned us to achieve our EMS input objectives while taking the management of our membership to a new professional level.

Timeline

Feb 28: Detailed Memo from the XD (“SAME Membership Dues Review”) to the National Leadership Team (NLT).

Mar 1: Enterprise Management System contracts signed (prior XC approval).

Mar 4: NLT Discussion (approve strategy, timeline, Focus Groups, lodge questions)

Mar 5: 3 Focus Groups and staff support established; parallel staff analysis as feedback is received

Mar 10: Answers to NLT questions (consolidated response to all questions to NLT).

Mar 24: Advance Info for XC Meeting from XD

Mar 26: Focus Groups report

Apr 8: Focus Group Briefs to NLT; Review XC decision brief

Apr 14: XC Prebrief

Apr 22: Special BOD Decision Brief (approve bylaws changes)

Apr 27: Spring BOD (approve XC for 2021-2022)

Jun: National Office develops Membership Review Guidelines; publish new bylaws

(TBD): XC Meeting (Annual Governance and Management Review) – Implement new Guidelines, bylaws

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For Decision

Recommend: The BOD approve the proposed changes to SAME bylaws which :

1. establish a requirement for a systematic approach to assessing SAME membership support of governance and management decisions, which include dues changes;
2. transfer authority for future dues changes to the Executive Committee (XC) in order to consolidate (in bylaws) all business operations decisions which are the expressed responsibility of the XC.

Impact: The immediate and essential impact of this decision will be to enable the timely modification of our member structure and associated business rules to support the development of the new SAME Enterprise Management System (EMS) which began with contract signing on 1 March.

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Why Change Now?

Enterprise Management System (EMS) Initiative:

- Approved by the XC; NTE \$1 million.
- Contracts are signed (Nimble; Sales Force platform) and the discovery phase has begun.
- During market research all vendors who responded to our RFP were challenged to accommodate SAME's complicated and ~~intensive~~ membership structure.
- The driving standard that we then established in order to produce a world class member management system is that our member database will have only one record for each individual and we will manage people not slots.
- That standard impacts current business rules, especially sustaining member rules (managing slots, versus people).

It became apparent that we had several challenges to resolve quickly to sustain the development and implementation of our EMS.

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Challenges to Resolve Now

Member Management Structure: We need a clear member structure with supporting business rules (input) now in order to produce a new EMS that is not only easier for all to use but achieves our member management objectives. Our current member structure is a product of piecemeal changes over time. Our supporting business rules have not been codified or examined. Changes require changes to the bylaws!

Ineffective Bylaws: SAME membership related bylaws are outdated, overly prescriptive and have proven to be ineffective over time as evidenced by the inconsistent and often adversarial manner in which membership and dues decisions have been made. Further, as a membership organization, giving attention to membership analysis, trends and actions as a basis for governance decisions is desirable.

Lack of Supporting Procedures: Current SAME bylaws stipulate that dues should be "reviewed periodically and adjusted as necessary." We have never developed the procedures to support this bylaw.

Confused XC Authority (see slides 13, 14) SAME bylaws (Article VII 1.b. and Article IX, 1.a.) vest authority for overseeing SAME business operations in the XC. Article V, 1. withholds dues decisions from the BOD. Member structure business rules and dues decisions are an integral part of SAME business operations.

We developed a parallel approach to resolve all of these issues in a short period of time.

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BOD Focus Group Approach

Organization: Establish three, small Focus Groups of BOD members who are active and likely understand the history and challenges of understanding and managing SAME members and the challenges of adjusting dues. If possible, represent different membership categories (few IM's on BOD).

1. Individual Members (IM)
2. Sustaining Members (SM)
3. Governance

Tasks:

Groups 1,2 (prior to reviewing ANY analysis): Provide BOD member input to our team on member benefits (value proposition).

Groups 1,2: Provide BOD member feedback to our team on current dues related experience (business rules).

Group 3: Provide BOD member input on bylaws and procedural guidelines.

Approach (sequence):

Provide IM and SM Groups questions tailored to that group in order to obtain feedback.

Governance Group will be provided ENCL 5 for review.

Use Group feedback to evaluate the changes in business rules (ENCL 6, 28 Feb Memo) and existing member benefits (ENCL 7, 28 Feb Memo).

Adjust Rules and benefits if necessary.

Discuss with NLT prior to XC.

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BOD Focus Group Approach

Focus Group Leadership:

Groups 1,2: Mike Huffstetler, Membership COI Chair and Member, XC
Group 3: Rad Delaney, National Vice president -Elect

Focus Group Composition (all BOD Members):

1. Individual Member (IM) Focus Group:

Chris Scannell
Anita Larson
Michelle Sipe
Rich Houghton

2. Sustaining Member Focus Group:

Marci Snyder
Carrie Ann Williams
Bob Ruch
Pete Delano

3. Governance Focus Group:

Rad Delaney
Jeff Davis
Sally Clark
Matt Altman

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BOD Focus Group 3 (Governance) Recommendations

Streamline SAME Membership related bylaws:

1. Eliminate all references to types of members.
2. Limit bylaws to:
 - a. Eligibility to be a member
 - b. Annual Dues
 - c. Membership Review and Authority

Revise SAME Bylaws (See edited draft):

1. Place authority in XC to revise membership structure, business rules or dues.
2. Establish a Membership Procedures Guide.
3. National Office will prepare an annual membership review for the XC IAW the Guide.
4. National Office will conduct a member needs assessment every three years followed by a comprehensive membership briefing to the BOD.

Governance Cycle: The Focus Group recommended several aspects for inclusion in the Membership Review Procedures Guide, including the annual cycle of management activities that should be included in the review.

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Next Steps

Apr 27: Spring BOD: approve XC for 2021-2022; kick-off new BOD Member Orientation

May 17-23: VJETC and Change of National Presidents and National Leadership Team (NLT)

May/Jun: National Office develops Membership Review Guidelines; conducts membership analysis IAW Guidelines

(TBD): XC Meeting (Annual Governance and Management Review) – Implement new Membership Review Guidelines, bylaws

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Summary

An affirmative BOD Decision will:

- Direct the establishment of a routine, systematic approach to assessing our membership to support timely, impact driven governance decisions. A key part of that process going forward is the use of BOD Focus Groups as illustrated in the current effort.

- Enable the timely and methodical development of a new, fully integrated Enterprise Management System by streamlining the decision making process for modifying our membership structure and business rules.

- Consolidate business operations decisions under the proven financial oversight of the Executive Committee, thus allowing the BOD to strengthen its focus on achieving our Strategic

- Ensure that future consideration of dues changes are accomplished in the right business context: first, the detailed membership review and secondly, the detailed knowledge of all financial matters of the Society that is the responsibility of the XC.

Let's take member management to a new professional level!!

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Recommendation

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Impact: The immediate and essential impact of this decision will be to enable the timely modification of our member structure and associated business rules to support the development of the new SAME **Enterprise Management System (EMS)** which has just begun after contract signing on 1 March.

Let's take member management to a new professional level!!

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Bylaws Updates

Only updated sections

Article III: Membership (moved AOF under AOF)

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. **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.
3. **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.
4. **Membership Business Procedures.** The Executive Committee has the authority to oversee business related aspects of membership such as membership structure, business rules, or dues. The National Office will maintain the SAME Membership Business Procedures Guide.

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 Board of Direction will approve changes to the Bylaws. The Executive Committee will execute the authorities granted in Article VIII, paragraph 1.

Article VIII: National Entities

1. Executive Committee.

- a. **Composition.** The Executive Committee shall consist of the National Officers and eight additional Board of Direction members nominated by the President and approved by the Board of Direction annually. The Treasurer, 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. Furthermore, SAME business operations include all matters concerning the National Office Operating Budget, to include approving dues, incurring debt, budget approval, and management and expenditure of financial reserves. The Executive Committee will conduct an Annual Governance and Management Review and report results and actions to the Board of Direction. 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.