



# SAME Executive Committee Meeting Notes

1230 - 1430, Monday, March 21, 2022

Attended			
Mario Burgos	Sally Clark	Rad Delaney	Mark Handley
Mike Huffstetler	Sharon Krock	Cindy Lincicome	Cindy Miller
Charlie Perham	Caroline Roberts	Hal Rosen*	Joe Schroedel*(left early for funeral)
Corey Weaver	Carrie Ann Williams	Heather Wishart-Smith	
Craig Crotteau*	Nick Desport*	Matt Altman*	
Did Not Attend			
Allison Ingram*	Chris Knutson		

\*Non-voting

## Call to Order: 1230 hrs

A quorum was established (13 of 14 voting members). Mark Handley, Chair of the XC, called the meeting to order and reminded all that the XC would be preparing information for the BOD meeting in May.

## XD Report

Joe Schroedel provided the XC an overview of the main topics on the proposed BOD agenda for May (Encl 1). He noted: we are on plan with all FY2022 National Office Priorities (Encl 2); we are on target to activate the new EMS on 15 June 2022 (NLT 1 Aug – CV shut down date); implementation of the membership dues changes is on track with individual membership (IM) dues changes done with no complaints and sustaining member (SM) dues changes set to begin 1 July with a vigorous communications campaign to engage sustaining members individually and early; and he provided a financial overview:

- We are on budget.
- Our second (2021) PPP loan (\$312,000) has not been forgiven. The lending bank sold the loan which required us to recently resubmit our forgiveness request. Our CFO is now tracking it directly with SBA.
- We have implemented most of the new financial management system (Intacct, Bill.com, Tallie) and the outsourcing of the CFO and Controller functions are working well.
- The Foundation finances are now organized and well-integrated into our new financial management system. The Foundation now has a financial basis for responding to the Society’s request for support.
- The investment committee is functioning well – one more 4QTR quarterly report to go later this week (RBC). Post Funds reports will be sent next week.
- We have not invested the Century House profits yet due to the volatility of the market. We have been conducting research to determine the best options.
- Our reserves are still well above standard.

- We have not liquidated any of the XC approved reserve expenditures (NTE \$1 million) for the Enterprise Management System. We have spent \$535,000 so far and are now developing a liquidation plan that balances cash flow requirements with investment growth opportunities.

Additional discussion regarding membership dues changes resulted in the following points:

- SM dues changes will be phased according to when they are due to renew.
- SM's that will see the most impact will be assigned staff members to personally work with them on how to maximize the new structure for their needs.
- The National Office will conduct a webinar and provide one-on-one consultation to any company that requests it – in addition to those previously identified.
- The National Office ran multiple scenarios to help predict financial outcomes and did not find any red flags that would negatively impact the budget and Society.
- At the December 2022 budget briefing the National Office will be able to provide an anticipated impact of SM dues changes based on the initial 20% of members that are due in FY 2022.
- The National Office will provide talking points for the BOD to assist with SM dues change communications.

Other BOD Agenda discussion:

- How well do COIs understand “operationalizing COIs?” We are just starting with human capital COIs, but are off and running with technical COIs. We are continuing to refine the IGE process as part of that operationalization. The EAG will be critical to defining the issues for COIs. White papers will be submitted approximately 4 weeks prior to the EAG. We will discuss them on the April 20 XC call. There are phases to operationalizing COIs: first phase is technical COIs, second step is human capital COIs, and finally, the new EMS will provide capability for higher level communication among experts. There is an IGE corner in TME as well which will become more robust in time.
- A format for morning breakout sessions (BOD Day, 9 May) were suggested in the draft BOD Day agenda. Mark suggested an alternative format for consideration. The NLT will discuss the breakout schedule further.
- **The XC approved the BOD Agenda.**

**KLDC:** Joe left to attend MG Pat Stevens’ funeral. Mark continued through the proposed BOD agenda. Matt Altman summarized what he will present on KLDC. They are proposing that KLDC will move to the LD COI. More than likely it will be a Vice Chair position filled by a previous KLDC member that will oversee and lead the KLDC calendar of engagement opportunities. The final proposal will be brought to the board in May. LD COI is ready and will meet with Matt to finalize details to include the appropriate Vice Chair name.

**DEI Bylaws Proposal:** Mark asked Heather to speak about the DEI Action Plan. Previously a Working Group, they are now a Sub-Committee of the Membership COI. The DEI Operational Plan (Encl 3) came from the National Office and the Action Plan came from the DEI sub-committee (DEISC). The Operational Plan integrates the mission statement into the bylaws. The intent is to ensure that this is

not a hollow statement, but a real commitment that is integrated into Society governance. Within the next week, we would like to prepare the President's message, issue it by April 1, present the Action Plan to the board in May.

### Discussion

- Do we need to further define equity vs equality? The DEISC activities relate directly to goal 4 of the Strategic Plan – Enriching the STEM Pipeline for the Nation. Are we thinking about who we reach out to in regard to camps and scholarships or are we only thinking of member children who already have plenty of resources? It's about providing opportunity. Much more data is needed to address equality vs equity as relates to the current state of the Society. We want to inspire the Society to reach out to those who may not look like them to engage in all aspects and levels of the Society. The first element of the Action Plan is to grow DEI knowledge. It will be a journey of discovery and we are taking the first bold step by incorporating it into the bylaws and through the action plan. For simple explanation of equity vs equality, please see:  
[https://www.marinhhs.org/sites/default/files/boards/general/equality\\_v.\\_equity\\_04\\_05\\_2021.pdf](https://www.marinhhs.org/sites/default/files/boards/general/equality_v._equity_04_05_2021.pdf). We do not define any terms currently.
- Some are interested in seeing metrics that we are using to claim success. For example, some think that our board is probably more diverse than the industry. We need to understand the demographics. We have added that query to membership records, but not many have answered the questions yet. We are hoping that we will get more feedback as members review their information with the new EMS.
- The communication plan will be key. Not all people would agree that our board represents our membership. But is that based on feelings or data? We are currently gathering data from the Member Needs Survey and the DEISC did start their work with a survey as well.
- We will need to make sure terminology is clear – several terms resulted from the parallel development of the DEI Plan and the updating of the bylaws. A single supporting document will be referenced in the bylaws. The draft Operational Plan embodies the action plan that was drafted by the DEISC. **That Operational Plan will be renamed the DEI Action Plan.**
- The DEISC is being methodical and gathering opinions, but Joe's acceleration has forced it to a more comprehensive "campaign" which is brilliant and where we want to be. The group appreciates the step of adding the mission statement to the bylaws. There will always be more work to be done. The work of the group is not being pre-empted but is aligning it with how we implement policy. They will complete the Action Plan for May. The bylaws proposal was vetted by the Bylaws Committee, SAME Human Resources, and Counsel.
- DEISC should not be asking the board for permission, they should be asking for support. The only thing we are taking to the board for decision in reference to DEI is the bylaws. Everything else is action oriented and operational which is the work of the DEISC and the National Office.
- The wording for the bylaws change references the DEI Operational Plan. This is in line with other references to policies and operational documents in the bylaws. Per the table included in the bylaws change proposal, there is a column with approval authority listed. The bylaws do not need to be updated if one of those documents is updated. They will be updated per the table.

- Is the appendix clear in stating that it's not part of the bylaws? The approval authority is listed for each document. Is it good practice to include reference documents in bylaws? Intent of the Bylaws Committee was to simplify and eliminate operating and policy language from the bylaws without losing necessary information for Posts and members. Further research supported by Whiteford, Taylor, Preston, non-profit governance experts, indicates that it is OK to reference other documents as long as the organization is not referencing specific clauses or wording (which would, then require bylaws changes if the document was changed). Our approach of an appendix with a simple table listing authority and reference of the document itself only, is acceptable.
- Does this statement move us in the right direction – does the XC support it? Similar to the membership structure and dues changes, we need to stop discussing it until it satisfies everybody and take action to move the needle forward.
- Just being aware of the subject made the Northern Virginia Post think more carefully about how they performed outreach for scholarship applications.
- The language proposed for the bylaws is aspirational – we are not an organization with a mission of racial justice, therefore we do not need specific goals that will put us out of compliance if not met.
- Without definitions and boundaries, we will continue to have complicated discussions surrounding it or they will only focus on one aspect of it. We need to define diversity, equity, and inclusion in the President's Executive Statement since it will be the first communication out to membership and more widely read.
- How does this discussion fit with program funding from the Foundation? As they eventually look outside SAME, DEI may be a major discussion.
- **The XC agreed that the mission statement should be included in the bylaws with the change and clarity in terminology.**

## Bylaws Proposal

The XC did not get to the bylaws proposal. Mark Handley suggested that we address the bylaws changes at the XC Call on April 20.

**Adjourn:** 1430 hrs.



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

Encl 1: May BOD Agenda  
Encl 2: XD Presentation  
Encl 3: DEI Plan



**ENCLOSURE 1**  
**DRAFT SAME Board of Direction Agenda**

Monday, May 9, 2022

Gaylord Rockies Resort & Convention Center, Rooms TBD

TIME	AGENDA	RESPONSIBLE
0900 - 0930	Continental Breakfast	
0900 – 0930	National Leadership Team Meeting	
0930 – 1130	Face-to-face Team Meetings	(see assignments below)
<b>Formal BOD Meeting</b>		
1140 – 1145	Call to Order, Pledge, Welcome	Mark Handley
1145 - 1200	Executive Director Report <ul style="list-style-type: none"> <li>• Finance</li> <li>• National Office Priorities</li> </ul>	Joe Schroedel
1200 – 1250	<b>Lunch &amp; Networking</b>	
1300 – 1330	IGE Update	Rob Biedermann
1330 – 1345	Society Request for Foundation Support Update	Hal Rosen
1345 – 1400	KLDC Final Report and Proposal - <b>Decision</b>	Matt Altman
1400 – 1415	Bylaws Update - <b>Decision</b>	Nick Desport
1415 – 1430	DEI Action Plan - <b>Decision</b>	Heather Wishart-Smith
1430 – 1515	Strategic Plan Progress <ul style="list-style-type: none"> <li>• Goal 1 – Strengthen Industry-Government Engagement</li> <li>• Goal 2 – Build and Sustain Resilient Communities</li> <li>• Goal 3 – Develop Leaders for the Profession</li> <li>• Goal 4 – Enrich the STEM Pipeline for the Nation</li> <li>• Goal 5 - Prepare Service members and Veterans for the A/E/C Industry</li> </ul>	Cindy Lincicome, Rad Delaney, Sharon Krock, Charlie Perham
1515 - 1525	<b>Consent Agenda</b> ( <i>items without unanimous pre-vote will be moved from the Consent Agenda for BOD discussion</i> ) <ul style="list-style-type: none"> <li>• BOD Meeting Minutes 11-16-21</li> <li>• XC Meeting Minutes 12-12-21</li> <li>• XC Meeting Minutes 3-21-22</li> <li>• Foundation Meeting Minutes 11-18-21</li> <li>• Foundation Meeting Minutes 1-14-22</li> <li>• 2022-2023 Board of Direction</li> <li>• 2022 Election Results</li> <li>• SAME Foundation Chair-Elect, RADM Dave Nash, USN (Ret.)</li> </ul>	Joe Schroedel/ Mark Handley
1525 – 1535	Outgoing BOD recognition Incoming Swear-in Short introductions (2 min each)	Mark Handley
1535 – 1540	President’s Closing (Review Actions and Direction)	Mark Handley
1540 - 1545	President Elect Remarks & Initiatives	Cindy Lincicome
1545 – 1730	<b>Break</b>	
1730 – 1900	President’s Reception	Mark Handley

\*items that do not receive a unanimous vote in Survey Monkey will be removed from the consent agenda and added to the agenda for discussion & vote.

Read-aheads & Consent Agenda items can be found in SAME Document Exchange: <https://www.same.org/Document-Exchange?EntryId=2572>


**FACE-TO-FACE TEAM MEETING ASSIGNMENTS**

<p><u>Human Capital COIs:</u>  <b>Cindy Lincicome</b>          Charlie Perham - AOF          Heather Wishart-Smith - DEI          Ann McLeod - Staff          Jeanine Finton - Staff          Matt Altman - KLDC          Adam Boubede – Goal 5, KLDC          Pat Coullahan - AOF          Mike Darrow – FDN Funding Requests          Patrick Hogeboom – Goal 5          Rob Ruch – Active Duty Participation          Christine Tsai - DEI          Anne MacMillan – College Outreach          Cindy Miller - Camps          Shane Payne - Enlisted          Caroline Roberts - LD          Mike Huffstetler - Membership          Corey Weaver - YP          Liza Grudin – STEM</p>	<p><u>Technical COIs:</u>  <b>Rad Delaney</b>          Rob Biedermann - Staff          Carl Locus - Staff          Steve Taylor - Staff          Stephen Karl - Staff          Craig Bryant - IGE          Sally Clark – Small Bus.          Jeff Davis – IGE Governance          Liz Parent - IGE          Blair Schantz - IGE          Ed Gavreau - AP          Michelle Sipe Exaros – E&amp;S          Rick Wice – Env.          Lisa Cooley - FAM          Chris Knutson – Int.          Jim Romasz - JECO          Al Romano - Resilience          Mario Burgos – Small Bus.</p>
<p><u>RVPS:</u>  <b>Sharon Krock</b>          Matt Turner - Guidelines          Tiffany Castricone – A&amp;R          Jill Murphy - Staff          Mike Herman - California          Russell Patterson - Carolinas          Al Lucht - Europe          Kevin Wilson - Lakes          LeeAnn Zelesnikar – Mid Atl.          Michelle Chambliss-Cain – Miss. Riv.          Christen Sardano - Northeast          Carrie Ann Williams – North Atl.          Mark Ohlstrom – Northern Tier          Scott Nesbit – Ohio Valley          Brian Duffy - Pacific          Anita Larson – Rocky Mtn          Angie Martinez - Southeast          Jeff Duplantis – Gulf Coast          Roberta Perry-Schlicher - Southwest          Ted Foster – Tenn./Kentucky          Miro Kurka - Heartland          Ben Matthews - Texas</p>	<p><u>Governance &amp; BOD initiation:</u>  <b>Mark Handley</b>  <b>Joe Schroedel</b>          Craig Crotteau          Allison Ingram          Nick Desport          Kathy Off          New BOD Members (approx. 20)</p>

## ENCLOSURE 2



### ***National Office Executive Director Update***

***21 March 2022***

***Just Keep “Thriving, not just Surviving”***

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### **SAME National Office 2022 Priorities**

#### **FY 2022 National Office Priorities (Approved by the XC, Dec 2021):**

1. **Sustain Strategic Plan 2025 Progress:** Sustain support to and evaluation of the execution of Post and COI operations; implement the National Leadership Team engagement Plan; evaluate how to best leverage the benefit of virtual and in-person delivery; continue to develop thought leadership (diversity, equity and inclusion).  
**Outcome:** increase member engagement and strategic plan impact across all goals.
2. **Operationalize COI's:** Build the National Office IGE and Programs Team; expand COI engagement, membership and leadership.  
**Outcomes:** expanded and effective IGE, program and COI management; effective stakeholder integration and management within COIs; establish technical COIs as portals to technical expertise; expand technical membership of COI's.
3. **Implement the Enterprise Management System (EMS):** Fully implement an integrated system including the AMS, CMS (with App) and Financial Mgt System legs.  
**Outcomes:** eliminate manual staff labor, increase efficiency of value delivery; serve all levels of SAME; effective outsourced and integrated financial management (including the Foundation).
4. **Support the SAME Foundation Board:** Routinize the relationship between the Society BOD and the Foundation Board. Provide responsive support to the Foundation Board as it grows the corpus of the Foundation and its ability to support SAME Programs through increased fundraising efforts.  
**Outcomes:** clear communications and expectations; effective and transparent BOD procedures for evaluating and communicating requests; effective and transparent procedures for Board evaluation of Society requests and communication of decisions; effective common staff support of the process; effective combined financial management procedures that support fiduciary accountability and return on investments; effective fundraising support.
5. **Implement the Dues Restructure Decision:** Complete the implementation of the July 2021 BOD dues restructure decision.  
**Outcomes:** treat every member as an individual member (SREP conversion); establish one unique record for each member in our database; more fully recover the cost to serve members; assess the impact of dues restructure changes on: membership, member management and financially.

3/29/2022

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***BLUF: Lots going on and We are on plan.***

<b>Enterprise Mgt System:</b>	<b>On Plan:</b> Discovery Phase complete; LOE negotiations ongoing; <b>Go Live – 1 Jun (NLT 1 Aug)</b> "Open Water" (submittal portal) – since March 2021 – camps, 4 posts scholarships, awards next -- awesome response "YM Careers" – new job portal will go live NLT 1 Aug <b>CMS (web, etc):</b> on plan; synchronizing with rest of EMS
<b>Operationalizing COI's:</b>	<b>IGE Management System, EAG engagement; COI Managers</b> – hitting on all cylinders! <b>EMS:</b> "Nimble Communities" coming – collaboration platform for COI's! <b>Need "National Camps Program"</b> – Succession risk, etc; Programs team/COI have mission <b>LDP Class of 2023 Project Briefs:</b> April!
<b>Dues Restructuring:</b>	<b>IM:</b> implemented dues increase, restructure – members took in stride <b>SM:</b> Dues restructuring (SREP) and increase – commences 1 Jul; vigorous communication plan – will coordinate with SM's individually – will track impact; will carry over to 2023
<b>Events (first live in 3 years):</b>	<b>Transition Workshop:</b> very successful! <b>Capital Week, GED – WELCOME!</b> <b>JETC (Denver; 10-12 May):</b> Centennial Ball; Time Capsule

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## ENCLOSURE 3



# Society of American Military Engineers

*Dedicated to National Security – Since 1920*

8 March 2022

MEMORANDUM FOR RECORD

PRESIDENT  
REAR ADM. MARK A. HADLEY, P.E., F.SAME, USN (Ret)  
AECOM

PRESIDENT-ELECT  
CINDY LINCICOME, F.SAME  
TJI CONSTRUCTION

PAST PRESIDENT  
HEATHER WISHART-SMITH, P.E., PMP, LEED, F.SAME, F.ASCE  
JACOBS

VICE PRESIDENT  
COL. CHARLES D. PERHAR, F.SAME, USAF (Ret)  
MATRIX DESIGN GROUP

VICE PRESIDENT  
SHARON KROCK, SPMS, F.SAME  
SCHWABEL ENGINEERING

VICE PRESIDENT  
RICHARD C. DELANEY, MA, F.SAME  
PRIME AE GROUP

EXECUTIVE DIRECTOR  
BRIG. GEN. JOSEPH SCHROEDER, P.E., F.SAME, USA (Ret)

**SUBJECT: SAME Diversity, Equity and Inclusion (DEI) Operational Plan**

**1. Purpose.** The purpose of this memorandum is to outline the near-term actions, responsibilities, and timeline necessary to fully integrate DEI into SAME's Strategic Plan and governance by 1 June 2022.

**2. Intent.** SAME's intent is to make a lasting commitment by fully integrating DEI efforts into the fabric of our Society's Strategic Plan and governance. SAME's national leadership determined that it is not adequate to merely issue a statement of commitment. Instead, we will *make a commitment that will produce results over time*. Further, embracing DEI in our governance will empower initiative.

**3. Concept:** There are five major actions that together operationalize DEI:

- a. **SAME Bylaws:** Integrating the DEI Mission Statement developed by the National Office into the SAME bylaws (Article XI) ensures DEI is an integral part of our governance. The Bylaws Subcommittee is already set to present revised bylaws to the XC for decision on 21 March; DEI is a simple addition that is very consistent with the planned bylaws update submission. Research and consultation with SAME Counsel fully support incorporating DEI into our bylaws.
- b. **DEI Mission Statement:** This concise statement has three main parts: the commitment to making DEI part of our culture; a value-based standard that puts the highest value on the individual member's perspective, and the commitment to a DEI Operational Action Plan that is an integral part of our Strategic Plan. Of note, the DEI Mission Statement identifies the Membership COI (DEIWG) as the proponent for implementing the DEI Operational Action Plan. It further directs that the Membership COI (DEIWG) is a routine part of future Strategic Planning teams.
- c. **DEI Operational Action Plan.** The DEI Operational Action Plan developed by the National Office not only includes the major actions envisioned by the DEIWG, but it does so in a manner consistent with the recently adopted standard for supporting documents that are referenced in SAME's Bylaws. In this case, reference to the DEI Operational Action Plan is included in the DEI Mission Statement. This plan enables accountability by defining clear objectives that support the Strategic Plan and assigning responsibilities.
- d. **DEI Implementation Plan.** The Membership COI (DEIWG) will present their Implementation Plan to the BOD each year. The intent is to inform the BOD of coordination with the National Office, COI's, regions and Posts that has been accomplished to ensure we make progress on DEI. The intent

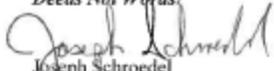
is to ensure actions are defined in terms of impact and that they are resourced, well-coordinated, and responsibilities are assigned.

- e. **Executive Commitment Statement:** The DEIWG carefully developed an Executive DEI commitment statement. The intent of issuing this statement is to reinforce the national leadership's decision to make a commitment beyond merely publishing a DEI statement. The President's message will underscore the real commitment SAME is making by embracing DEI in our governance.

**4. Next Steps:** After many months of hard work by the Diversity, Equity and Inclusion Working Group (DEIWG) of the Membership COI, National Leadership, and the National Office the following action plan takes advantage of the current governance cycle to accelerate operationalizing our DEI commitment.

Action	Responsible	Target
Present the proposed DEI bylaws change to the bylaws subcommittee	XD	9 Mar 2022
Obtain DEIWG approval of this plan	XD	13 Mar 2022
Final routine meeting with DEIWG	Heather	14 Mar 2022
Deliver DEI Readahead to XC	Kathy Off	15 Mar 2022
Present DEI proposal to XC for decision	Mike Huffstetler	21 Mar 2022
Prepare President's Message	Stephen Karl	21 Mar 2022
Issue President's Message (web and email)	Mark Handley	1 April 2022
Present DEI Operational Plan to BOD	XD, MCOI	9 May 2022
Present DEI Implementation Plan to BOD	MCOI (DEIWG)	9 May 2022

*Deeds Not Words!*

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

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- 1 - DEI Mission Statement
- 2 - "DEI in Nonprofit Bylaws" (NEO Law Group)
- 3 - Draft Bylaws Change (Article XI)
- 4 - DEI Operational Action Plan
- 5 - DEI Implementation Plan (TBP)
- 6 - DEI Executive Statement

**Society of American Military Engineers (SAME)  
Diversity, Equity, and Inclusion (DEI)  
Mission Statement**

(To be included in the SAME Bylaws, Article XI as shown here)

**3. Diversity, Equity & Inclusion (DEI) Mission Statement.** There are three main components of our DEI Mission Statement. Reference: DEI Operational Action 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 Diversity, Equity and Inclusion Operational Plan, driven by our vision to make lasting impacts on the Society and the future of the A/E/C profession.

**NOTES:**

- The Bylaws Subcommittee approved this draft on 9 March 2022.
- On 9 March, Kelly Rohrer, HR Consultant for the National Office, confirmed that the Equal Opportunity protection statement (paragraph 2, Article XI, SAME Bylaws) which immediately precedes the DEI Mission Statement, must remain as is. She further noted the recent trend of federal and state laws expanding EEO protections.

**DRAFT AS OF 0800; 10 March 2022 JS**

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#### Diversity, Equity, and Inclusion in Nonprofit Bylaws

Nonprofits should be at the forefront of encompassing diversity, equity, and inclusion (“DEI”) into their governance and operations. While discussions regarding DEI are increasingly prevalent in the nonprofit sector, the next, more difficult, step forward is to turn the discussions into action. How do we, as part of the nonprofit community dedicated to the benefit of the public, effectuate our commitment to DEI? What steps can we take to make our organizations more diverse, equitable, and inclusive?

Commitment to DEI may be demonstrated through leadership, governance policies, recruitment, power-sharing, and importantly, accountability. From a corporate law perspective, one way to lock DEI in as a core value of an organization is to include DEI principles and language into an organization’s Bylaws. As a manual for the Directors and officers in governing the organization, Bylaws that include DEI provisions function as a sign that the organization will devote meaningful resources to those values.

In considering where and how DEI principles might be incorporated into the Bylaws, a Board might review the document section by section, focusing on how each may impact, or be modified to impact, DEI favorably or adversely. For an organization whose mission is racial justice-oriented, it may be especially important to set forth specific DEI-related goals (rather than just aspirational language), that if not met, will cause the organization to be out of compliance with its Bylaws.

The following list is intended to help a Board generate its own discussion on how it might incorporate DEI in the Bylaws:

- **Purpose Statement** – Practitioners differ in their opinion about whether an organization should include a specific purpose statement in their Bylaws. Generally speaking, including a specific purpose statement can create more legal risk if the organization diverts from that specific purpose. However, if DEI is part of an organization’s mission, locking a purpose statement in the Bylaws will evidence that the organization is committed to operating within that mission. A Board might begin by considering whether its mission and purpose statement (if any) accurately reflect the values of the organization and discuss how it might be improved.
- **Selection of Directors** – If the Board is serious about DEI, it must set the tone at the top. When a nonprofit’s Board reflects the diversity of the community it serves, the organization will be better suited to serve that community and attract a diverse staff to implement its programs. Changing the composition of a Board can be very difficult; however, setting a goal through a provision in the Bylaws, whether aspirational or a specific, can tie the organization to said goal. Each organization should determine for itself what its Board diversity target is, how it plans to achieve it, when it plans to achieve it (e.g., 3 years? 5 years?), and by what method (e.g., set numbers, percentages). Admittedly, the following is an over-simplistic example, but if an organization’s goal is to increase representation of a certain group of individuals, they might include a provision in the Bylaws that states that Board must be made up of at least X% of that group within a stated time frame. Among the many challenges to discuss, carefully consider, and thoughtfully address are avoiding tokenism and ensuring any new directors have ample opportunities for meaningful contribution.
- **Qualifications of Directors** – The organization should be sensitive to who it may be excluding through its qualifications for the position of a Director. Does the organization have Get or Give requirement or a qualification regarding the individual’s educational background? Such requirements may be important for many reasons, but the Board should also consider how those requirements exclude individuals from an array of backgrounds, which could ultimately harm the organization.
- **Principal Office** – An organization might consider how the location of its office may have some DEI consequences and whether it is important to include specific considerations in determining where the

- Michele Berger, NEO Law Group

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office location is. For example, the Bylaws might include language such as, "We aspire to locate this corporation's principal office in an area that is consistent with the mission of this corporation" or "We will consider the following factors in determining the principal office of this corporation: [e.g., beneficiaries, staff, mission]."

- **Compensation** – The Board might consider including in the Bylaws certain provisions regarding compensation, such as a statement that the corporation must pay all employees a fair and reasonable wage, as to both the corporation and the employees. Additional external and internal compensation equity principles might also be added.
- **Meetings** – In most states, including California, Board meetings are permitted to be held by "conference telephone, electronic video screen communication or electronic transmission" so long as each Director can hear one another or can communicate concurrently, depending on the medium. In consideration of the organization's DEI values, a Director's ability to participate in meetings remotely (in accordance with state law) should not necessarily be discouraged. Such form of participation may improve the Board's geographical diversity and also might help in the recruitment and retention of a Director who might otherwise have an access barrier in serving as a Director.
- **Conduct of Meetings** – Traditionally, a Chair of the Board presides over Board meetings and is responsible for setting the tone and guiding discussions and Board actions. One way to encourage diversity in thought and possibly deliberate through a different lens is to consider a provision in the Bylaws permitting other Directors to chair meetings. In addition, from time to time, allowing different Directors to prepare agendas and/or preside over certain Board meetings can also advance the organization's DEI values.
- **Committees** – While Bylaws may not include detailed committee descriptions to provide for greater flexibility, they may provide general descriptions of certain standing committees the Board is committed to maintaining. A DEI Committee may be one such committee. By making it an advisory committee instead of a Board committee (which must be composed of only Directors), the DEI Committee itself can maintain a diverse composition and be better positioned to have big picture discussions about the organization's DEI priorities. A DEI Committee might also be charged with performing a DEI audit of the organization, as further discussed below.
- **Officers** – Commonly, the corporate officers listed in the Bylaws include the Chair of the Board or President (or both), the Secretary, and the Treasurer. An organization might also consider requiring a Diversity Officer, which may be filled by a Director or possibly an employee. Alternatively, the organization might require a Vice President to assume DEI oversight responsibilities. Additionally, co-leadership models are becoming more common and may offer an opportunity for an organization to benefit from diverse perspectives in the management of the organization.
- **DEI Audit** – The organization may commit to tracking how it is doing on DEI-related goals by requiring a DEI audit. The Bylaws may require that an annual DEI audit report be provided to the Board to hold itself accountable to its values. The report might examine the organization's employees, beneficiaries, goods, Directors, officers, and vendors to see if there has been improvement and determine the areas needing more work. The Board might also consider whether to require that the DEI audit report be made public on the organization's website.
- **Amendments** – To protect the DEI provisions in the Bylaws, consider increasing the required number or percentage of Directors necessary to approve an amendment to those provisions.

By reviewing the Bylaws and considering where DEI principles can be included, the Board will be forced to think through what level of commitment to DEI is desired for the organization. Of course, the Board shouldn't include requirements that it cannot meet; however, the Board can show its commitment and readiness to be held accountable when the goals it sets out in the Bylaws are not met.

*Disclaimer: The information contained herein is not intended to constitute legal advice, and its publication and distribution neither create nor constitute an attorney-client relationship.*

## Article XI: General Policy and Procedure (Draft)

1. **Uniformed Services.** For the purposes of SAME, the term uniformed services shall be defined as the Army, Navy, Air Force, Marine Corps, 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).** There are three main components of our DEI Mission Statement. Reference: DEI Operational Action 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 Diversity, Equity and Inclusion Operational Action 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.

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- 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.

DRAFT AS OF 0800; 10 March 2022 JS