



Society of American Military Engineers

Dedicated to National Security – Since 1920

8 March 2022

MEMORANDUM FOR RECORD

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

PRESIDENT-ELECT
CINDY LINCICOME, F.SAME
TLI CONSTRUCTION

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

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

VICE PRESIDENT
SHARON KROCK, SPWS, F.SAME
SCHNABEL ENGINEERING

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

EXECUTIVE DIRECTOR
BRIG. GEN. JOSEPH SCHROEDEL, 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

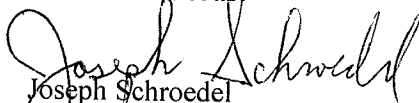
is to ensure actions are defined in terms of impact and that they are resourced, well-coordinated, and responsibilities are assigned.

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

ENCL

- 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)

The Society of American Military Engineers is fully committed to promoting a culture of diversity, equity, and inclusion in all that we do.

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.

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.

The Membership COI (Diversity, Equity, and Inclusion Subcommittee) is the proponent for DEI. The DEI Subcommittee will be part of the strategic plan development team.

DRAFT AS OF 1300; 8 March 2022 JS

LAW GROUP

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

ENCL 2

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).** The Membership COI (Diversity, Equity, and Inclusion Subcommittee) is the proponent for DEI. The DEI Subcommittee will be part of the strategic plan development team.
 - 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.

- 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.

**Society of American Military Engineers (SAME)
Diversity, Equity, and Inclusion (DEI)
2020-2025 Operational Action Plan**

This plan is established to drive action and impact in diversity, equity, and inclusion (DEI) in the Society of American Military Engineers. This is the supporting Operational Action Plan that is directed in the SAME Bylaws (Article XI) as the primary implementing document. The DEI Operational Action Plan is sustained over time by being developed, implemented, and its impact measured in conjunction with the Strategic Plan. The National Office Staff sets the example for the Society by incorporating objectives and training requirements in their annual performance plans and evaluations.

Objective 1: Grow DEI Knowledge and Understanding. Establish and sustain a common understanding among SAME members of diversity, equity, and inclusion (DEI) and its importance to the accomplishment of the SAME Strategic Plan.

PRIORITY ACTION: DEI Toolkit (Lead: Membership COI). Develop and implement a DEI Toolkit. Provide a repository of training, education and communications tools for Posts, Regions, COIs, and the national team. The Toolkit will be reviewed in conjunction with the development of the SAME Strategic Plan every five years and revised as appropriate.

The key elements of the DEI Toolkit are:

SAME Leader Training: DEI is a leadership responsibility. The Leadership Development (LD) COI will develop DEI content for the National and Post level LDP curricula to educate emerging leaders on DEI, and best prepare them as future leaders of the Society to advance DEI in SAME. The LD COI will review and revise recruiting practices and criteria to enhance the diversity and inclusion of LDP classes. The National Leadership Team (NLT) will continuously monitor the implementation and impact of all SAME DEI efforts.

SAME Member and Staff Training and Education: The National Office Programs and Membership teams will coordinate the development and implementation of Annual DEI training for Post, Region, and National leaders to provide basic literacy on DEI, check understanding of the SAME Action Plan and motivate them to support efforts within their sphere of influence. This training will be integrated annually into the Post Leaders Workshop (PLW) and New Board Member Training. The training will also be a National Office Staff annual training requirement that will be accomplished during an annual DEI workshop.

Communications: The National Office Communications Team coordinates the dissemination of member testimonials routinely, but at least quarterly to reinforce the value of DEI efforts and successes across the Society. Pursue publication of an article in *Diversity in Action* to attract interest in SAME membership and our DEI efforts. Communicate the diversity of SAME membership and leadership in a way that reflects our DEI goals. Create external messaging for DEI in support of "communications to inform, educate, and reinforce SAME's impact to the nation." Maximize the utility of different mediums (web, Real TIME, etc).

Best Practices: SAME COIs will work with their COI members and their external partners to determine best ways to identify and share successful best practices (strategies, programs, and ideas; both internal

and external) that attract more diverse and equitable populations. The intent is to reflect the Society's commitment to DEI recruitment, advancement, and retention by taking advantage of successful best practices. To enhance this effort, create new strategic partners with engineering organizations like NSBE, SHPE, BEYA, SACNAS, NOMA, AISES, SASE, NACME, HENAAC, and Latinos in Science and Engineering. Further, examine partnerships with the top engineering HBCU's (*Hampton University, NC A&T, Jackson State University, Howard University, and Florida A&M*).

Industry Impact: The National Office Membership team shares SAME resources (training, best practices, communications) with sustaining members to encourage the adoption of DEI initiatives in their firms to help impact the long-term diversity, equity, and inclusion of the A/E/C industry.

Objective 2: Membership Management. Establish and sustain membership management practices that enhance the achievement of the SAME diversity, equity, and inclusion (DEI) executive commitment.

PRIORITY ACTION: Membership Practices (Lead: National Office Membership Team). Review and revise as necessary key membership management practices. The intent is to review the extent to which membership management practices at all levels provide opportunities for and encouragement to achieve greater diversity, equity, and inclusion within SAME.

New Membership Database (EMS Initiative): Incorporate member demographics analysis into the new member database. Revise member analysis and reporting to the BOD to include DEI.

Member Needs Assessment Survey: Incorporate the DEI Survey into the tri-annual Member Needs Assessment Survey (2022, 2025, ...). Follow-up on the 2020 survey to gauge member perceptions on diversity, equity and inclusion and analyze member demographics.

Recognition and Awards: Consider positive means of recognizing contributions to diversity, equity, and inclusion (national, post or individual). Encourage Posts to emphasize DEI aspects of their Post program and membership input to their Annual Report (includes Streamers).

Member Recruitment. Work with sustaining member companies and military representation to broaden inclusion of the SAME representatives and, through SAME participation, to provide development opportunities for member employees.

Review Student Chapters. Explore the opportunity to establish student chapter(s) at Historically Black Colleges and Universities (HBCUs) and colleges that attract students from diverse and underserved populations.

Member Value. Explore SAME's demographics compared to the USG, US Military, government civilian and the A/E/C industry populations. Assess the impact of diversity, equity, and inclusion on the perception of or realization of the value SAME membership provides. Examine ways to strengthen the desired member value such as encouraging the inclusion of diverse organizations in SAME meetings, events, training, and COI's.

Objective 3: Contribute to the diversity, equity and inclusion of the A/E/C Industry. Establish and sustain programs that contribute to the diversity, equity, and inclusion (DEI) of the A/E/C industry over time and in turn attract potential members to SAME.

PRIORITY ACTION: Programs Impact Review (Lead: National Office Programs team; supported by the Membership team and Membership COI). Review all major SAME programs to determine the best opportunities to help shape the A/E/C industry's diversity, equity, and inclusion. The intent is to foster diversity, equity and inclusion through positive example while engaging potential A/E/C members, from impressionable youth through transitioning adults.

Engage Across COIs. Hold targeted conversations and set goals with COIs to explore diversity efforts, offer opportunities, scholarships, and outreach to underserved communities (K12, Camps, LDP, etc.). COIs will include initiatives in their 2023 Work Plans.

Mentoring. Develop and enhance current mentoring efforts to include setting DEI goals within existing Society programs. **Consider:**

- Work with COIs Chairs to facilitate buy-in and engagement.
- Leverage opportunities such as conferences. For example, pair underrepresented attendees with an experienced mentor prior to the event; meet at the icebreaker.
- Engage the AOF; Fellows mentor a member from an underrepresented group.

Scholarships. Develop guidelines for Post scholarship programs with supporting analysis and considerations that will expand current programs. Include such considerations as: providing financial assistance to families to support first generation college goers (which may include financial assistance to cover incidental costs or internships); HBCUs; online programs; and Tech Schools. Initiate a discussion within SAME regarding merit based versus need based scholarships.

SAME Camps: Develop marketing materials for SAME Posts and member companies to aid in recruiting underrepresented communities for camps and college scholarships. Create customizable document for use by local Posts. Sustain the current trend of diverse camper participation in SAME national camps.

STEM Programs. Ensure the progress of the national Alaskan Native/Native American STEM Project ("We Must Go to Them") as a model for other K-12 STEM programs that are targeted at underrepresented communities where they reside. Assess the degree to which SAME reaches new K-12 students (and their families) that have not been exposed to engineering previously.

Credentialing. Support credentialing & training of underrepresented groups of service members. Develop a resource plan to support training for licensing (examine use of Post scholarship funds, Foundation support, etc).

SAME - Executive Commitment Statement on Diversity, Equity, and Inclusion

(To be signed by the President and published by 1 April 2022)

The Society of American Military Engineers (SAME) is committed to being a diverse, equitable and inclusive professional organization where all employees and 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.

We will honor this commitment through our actions both as individual leaders and as an organization. On March 21, 2022, the SAME Executive Committee unanimously approved inclusion of our DEI Mission Statement and supporting Operational Action Plan in our bylaws. This decision signals the formal beginning of our commitment and I believe will empower lasting impacts that establish our Society as the leader in Diversity, Equity, and Inclusion.

We believe Diversity, Equity, and Inclusion (DEI) is critical to the well-being of members and staff as we work to contribute to the future of the A/E/C profession. As a steward of the profession with a vision to be the leading integrator of Industry-Government Engagement, SAME has a responsibility to help ensure the capacity of dedicated and qualified individuals that America needs to remain globally competitive. Our long-term commitment to DEI will help create more opportunities for more people from all backgrounds to join our workforce and SAME.

As a minimum, we are committed to these specific actions:

- Empower leaders who will model diversity, equity and inclusion and lead with respect and tolerance,
- Improve our individual and institutional understanding of DEI through self-education, discussion, and training, including the impact of the built environment on marginalized communities,
- Support training and development that enhance our ability to interact effectively within military and government service and in industry by investing in and designing activities that advance DEI,
- Prioritize initiatives and programs that inspire America's youth to pursue a career in a Science, Technology, Engineering, and Mathematics,
- Cultivate leadership from within the membership by increasing opportunities for underrepresented populations through outreach, scholarships, internships and our member recruitment and retention efforts—because by broadening our leadership, we will maintain our standing as thought leaders in the industry.
- Examine the environmental and social impacts of our work in order to build and sustain resilient communities.
- Provide periodic updates and reporting of SAME's DEI achievements, impacts, and successes.

DRAFT as of 1330, 8 March 2022 JS and SK.

ENCL 6