CONSTITUTION
AND
BY-LAWS OF THE BOSTON POST
THE SOCIETY OF
AMERICAN MILITARY ENGINEERS

AS REVISED BY THE CONSTITUTION COMMITTEE

2005

THE SOCIETY OF AMERICAN MILITARY ENGINEERS
BOSTON POST
CORPS OF ENGINEERS
696 VIRGINIA ROAD
CONCORD, MASSACHUSETTS 01742
THE SOCIETY OF AMERICAN MILITARY ENGINEERS
Boston Post, Inc.

CONSTITUTION

ARTICLE I
Name and Headquarters

1. The name of this corporation shall be known as the "Boston Post, Inc., The Society of American Military Engineers" (hereinafter known as the "Boston Post") a member and affiliate of the national organization known as The Society of American Military Engineers with headquarters in the City of Alexandria, Virginia (hereinafter designated as the "Society").

2. The headquarters of the Boston post shall be in the metropolitan area of the City of Boston, Massachusetts and is presently located in the Corps of Engineers New England District, 696 Virginia Road, Concord, MA 01742.

ARTICLE II
Mission

1. The mission of the Boston Post shall be as set forth in the Articles of Incorporation, and in the accomplishment of these objectives it shall have all the powers set forth in said Articles of Incorporation and as granted to it by Chapter 180 of the General Laws of the Commonwealth of Massachusetts.

2. The Constitution of the Society and its Bylaws shall hereby be adopted by the Boston Post and followed in their spirit and substance. Provisions herein amend the Society’s Constitution as applicable to the Boston Post.

ARTICLE III
Membership

1. All persons eligible for membership in any grade in The Society of American Military Engineers, as provided in Article III of the Constitution of the Society, as supplemented by the by-laws of the Boston Post.

2. All members of the Boston Post shall be empowered to vote and to hold office therein, in accordance with the Constitution of the Society, as supplemented by the by-laws of the Boston Post.

3. A candidate for membership in the Boston Post shall comply with the requirements for membership in the Society, and shall forward to the Boston Post Administrator, his written application for membership therein, on the form prepared for that purpose, which application shall be accompanied by a remittance of the appropriate Society dues, or evidence that same had been accomplished electronically. Sole authority to reject or accept such application is in the Board of Directors of the Boston Post, except for members in good standing of the Society who, under the Constitution of the Society, are entitled to automatic acceptance.
ARTICLE IV
Boston Post Government

1. The government of the Boston Post shall be vested in its Officers, a Board of Directors, and at the discretion of the Board of Directors, the Executive Committee. The Officers and the Board of Directors shall have the powers designated to them in Article V. The Executive Committee shall have the powers designated by Article III of the Post’s By-Laws.

2. The Board of Directors will consist of the following:

   (a) A total of 12 members elected by the members of the Boston Post. In the initial elections, four will be elected for one year, four for two years, and four for three years. In succeeding years four directors will be elected for three years; and

   (b) In addition, the past Presidents and National Directors still in the area who are members of the Boston Post; and

   (c) As additional Directors there will be appointed by the Board of Directors those senior engineer members of the Armed Forces located in the area of Boston, with the consent of appropriate service chief and acceptance of the appointment by the senior engineer member involved. The term of each appointment as Director will be commensurate with the term of military assignment in the area.

   (d) In addition, all elected Officers of the Boston Post.

3. The Executive Committee will consist of nine members of which three members will be elected by the Board of Directors from its numbers and the remaining six members will be the duly elected officers of the Post enumerated in Article V, except the Chair of the Annual Spring Meeting. The Executive Committee will serve for a period of one year concurrent with the terms of the officers.

ARTICLE V
Officers and Duties

1. The officers shall be a President, First and Second Vice President, Administrator, Treasurer, Spring Meeting Chair, and Chaplain elected by the Boston Post membership. The Officers will receive no compensation except for the Secretary and the Treasurer who may be granted an honorarium for services at the discretion of the Executive Committee.

2. The President shall preside at all meetings and shall, with the advice and consent of the Executive Committee, sign all contracts, deeds, mortgages, leases and other documents for, and in behalf of, the Boston Post and be the Chief Executive Officer of the Boston Post with full power to appoint all special and standing committees. The President shall chair the Executive Committee and the Board of Directors. The duties shall be performed by the First Vice President in the absence of the President.

3. The First Vice President shall perform the duties of the President in the absence of the President as Chair of the Scholarship Award Committee. The Second Vice President shall perform the duties in the absence of the First Vice President and also serve as Chair of the Program Committee.
4. The Administrator shall keep full, complete, and accurate records of all meetings, correspondence, and proceedings of the Boston Post and may, to this end, employ stenographic or other assistance at an honorarium, the amount of which will be authorized by the President. The Administrator shall approve payment of bills, sign all contracts, deeds, mortgages, leases and other documents for, and in behalf of, the Boston Post when authorized by the President. He/She shall maintain the Post website in coordination with Post Officers and Committee Chairs.

5. The Treasurer shall have charge of, and be responsible for, disbursement of all monies belonging to the Boston Post and shall keep books of account, which shall, at all times, be open for inspection by any member of the Executive Committee, and report the financial condition of the Boston Post to the members at the September meeting of the Board of Directors. The Treasurer shall collect all monies due to the Boston Post. A copy of the monthly treasury balance sheet shall be available to the Administrator.

6. The Chaplain shall perform such services as are deemed proper and official according to such State and Federal laws.

7. The Chair of the Post’s Annual Spring Meeting will perform the duties and services as outlined in Article VI of the Post Bylaws.

8. The officers, together with three directors, shall constitute the Executive Committee. The President shall be Chairman of the Executive Committee and the Board of Directors.

8. The duties of the Board of Directors will be:

(a) To establish By-laws for the government of the affairs of the Boston Post in accordance with the Society’s Constitution and By-laws;

(b) Determine policy in fulfilling objectives set forth in the Constitution;

(c) Establish general guidelines and operating procedures for conduct of Post business;

(d) Advise, consult and guide the establishment and operations of Post programs, the committees and the arrangements for the annual Spring Meeting; and,

(e) Approve general guidelines and operating procedures for establishing and granting of scholarships.

10. In the event any officer or director leaves the Boston Post, the Board of Directors shall appoint a replacement in accordance with Article I of the By-laws. If possible, replacement shall be from the same branch (i.e., Army, Navy, Airforce, Coast Guard, NOAA, or Civilian).
ARTICLE VI

Election of Officers

1. The officers and directors shall be elected at a meeting of the membership each year and shall hold office until their successors are installed. A majority of all votes cast shall be necessary for election; installation will be at the Post’s Spring Meeting.

2. Four Directors shall be elected for periods stated in Article IV each year. A majority of all votes cast shall be necessary for election.

3. Vacancies in any of the elected offices and in the Board of Directors shall be filled by the Board of Directors until the next annual meeting.

ARTICLE VII

Meetings

1. Meetings of the Boston Post will be called by the President as fixed by the By-laws. By resolution the Directors may fix the time and place for holding meetings, at which any and all Boston Post business may be transacted.

ARTICLE VIII

Amendments

1. This Constitution and By-Laws of the Boston Post may be amended at any meeting by a two-thirds vote of all members present provided that due notice of such proposed changes shall have been given to all members at least thirty days prior to date of meeting.

ARTICLE IX

Assets

1. The assets of the Post, as a chartered member of the Society, on dissolution, shall be transferred to the National Treasurer of the Society of American Military Engineers in the City of Alexandria, Virginia.

2. Assets of Boston Post, Inc., a registered not-for-profit entity in the Commonwealth of Massachusetts, upon dissolution of the Post shall be distributed as determined by the Board of Directors.

ARTICLE X
Endowments

1. The President, with the approval of the Board of Directors, is authorized to accept and invest, on behalf of the Boston Post, gifts of monies or securities of any amount to be placed in a permanent Education and Mentorship fund, the interest from which will be used to provide scholarship funds for deserving young men and women as determined by the Scholarship committee. Such funds will be reserved for scholarships or, with a majority vote of all votes cast by the entire membership, diverted to a grant, similar in nature, and will not be used for the general expenses of the Boston Post.

2. Each donor of $12,500 or more will have the privilege of designating a name for the award such as "The Smith Memorial Scholarship, Society of American Military Engineers, Boston Post." The President with the approval of the Board of Directors may transfer regular funds of the Post to the permanent Education and Mentorship fund in order to match endowment donations or award separate Post scholarships.
THE SOCIETY OF AMERICAN MILITARY ENGINEERS

Boston Post, Inc.

BY-LAWS

PART ONE

Society Rules and Regulations

Objectives, Authority, Rules and Regulations adopted by the Society of American Military Engineers in the City of Alexandria, Virginia relative to Boston Post participation in the Society established pursuant to the parent Society incorporated under the laws of the District of Columbia on 5 December 1942, are by reference made the first part of these By-laws. Any amendment thereof shall be considered as automatically amending Part One of these Post By-laws accordingly, except that no amendment shall be made that conflicts with the existence of this Society as a Charitable Corporation, incorporated under Chapter 180 of the General Laws of Massachusetts.

PART TWO

Boston Post Rules and Regulations

ARTICLE I

Officers

Section 1. Board of Directors

A Board of Directors will be created by the election of twelve members in addition to the officers, past presidents, and senior engineer members of the Armed Forces in the area of the Boston Post. Each director shall be a member of the Boston Post. The Board of Directors will perform such functions and tasks necessary to accomplish the objectives of the Society as delineated in its Constitution. A quorum of the Board of Directors shall total not less than ten.

Section 2. President

A president shall be elected by a majority of the votes cast by the members present for a term of one year. He/She shall become the principal officer of the Post, and shall be chairman of the Board of Directors and the Executive Committee for his appointed term of office.

Section 3. First Vice President

The First vice president shall be elected by a majority of the votes cast by the members present for a term of one year. They shall perform the duties of the President in the absence of the President and shall be the chair of the Scholarship Award Committee.
Section 4. Second Vice President

The Second vice president shall be elected by a majority of votes cast by the members present for a term of one year. He/She will perform the duties of the First vice president in his absence and shall be Chair of the Program Committee.

Section 5. Administrator

An Administrator shall be elected by a majority of the votes cast by the members present for a term of one year. The Administrator shall be the "clerk" for incorporation purposes.

Section 6. Treasurer

A treasurer shall be elected by a majority of the votes cast by the members present for a term of one year. They shall perform the duties of the treasurer.

Section 7. Chaplain

A chaplain shall be elected by a majority of the votes cast by the members present for a term of one year. The Chaplain shall perform the ceremonial duties at Post functions in include invocations, etc., and may be called upon to represent the Post at the President's discretion.

Section 8. Chair of the Annual Spring Meeting

A Chair shall be elected by a majority of the votes cast by the members present for a term of one year. That Chair shall perform all duties associated with leadership of the Post's Annual "Spring" Meeting.

ARTICLE II

Meetings

Section 1. Regular Meetings

Monthly meetings and such other meetings may be called by the President pursuant to Article VII of the Constitution.

Section 2. Annual Spring Meetings

A "Spring" meeting of the Society for the principal purpose of scholarship awards shall be held during the month of April or May and at a date selected by the Spring Meeting Committee and preferably not in conflict with the National Annual Meeting of the Society. The annual meeting for the purposes of installation of officers and directors shall be this Spring Meeting.

Section 3. Election Meetings
The election of Officers and Directors shall be at the Post meeting of the membership held each February or March.

Section 4. Quorum

A quorum shall consist of not less than twenty-five members including officers and directors.

Section 5. Notice of Meetings

(a) At least ten days written notice of regular meetings shall be given to each member. This notice shall generally describe the subject matter to be considered at the meeting.

(b) Whenever possible, ten days written notice shall be given for "special" meetings; less notice if a majority of the Executive Committee give written or oral consent. A meeting notice shall set out the purpose and business to be considered at any special meeting.

(c) All meetings shall be held at such place as is stated in the message. Any adjourned session of any annual or special meeting of the Society shall be held at such place as is designated in the vote of adjournment.

ARTICLE III

Order of Business

The order of business at each meeting shall be as follows:

1. Call to Order
2. Quorum Check
3. Introduction
4. Reports
5. Unfinished and New Business
6. Announcements
7. Time and Place of Next Meeting
8. Adjournment

The order of business may be changed or an agenda item added at the discretion of the President.

ARTICLE IV

Parliamentary Rules

Section 1. Robert's Rules
ARTICLE V

Minutes

The Administrator shall have prepared and have available for inspection by the Society members, the minutes of each meeting. The minutes of each meeting and any corrections or additions thereto shall be signed by the Administrator.

ARTICLE VI

Committees

The President is empowered to establish committees composed of Society members, and may likewise authorize committees of an advisory nature, the members of which need not be Society members. Committees will operate with guidelines established by the Board of Directors. Any member of the Society will be given fair consideration upon request to representation on any committee.

(a) A membership committee, at least one of whom shall be a Director.

(b) A program committee, the chair of which will be the second Vice-President.

(c) A nominating committee of five members, consisting of the three last past presidents available and two members appointed by the President, no one of whom shall be an officer of the Boston Post. The chairman shall be the most immediate past president available. The list of nominations shall be submitted in time to be printed in the notice for the annual meeting. This committee shall also prepare a list of candidates for National Director prescribed by Society directives and the Society constitution.

(d) A scholarship award committee, the chair of which shall be the First Vice-President. Whenever possible, a representative of each endowed scholarship shall be a member of the Committee.

(e) A general chairman for the Annual Spring Meeting shall select the various members of the complete committee.

(f) A Young Members Committee whose Chair shall be a director.

(g) Miscellaneous committees, such as Newsletter and Publicity.

The President shall have power, with the advice and consent of the Executive Committee to appoint such other committees as may be required from time to time.

ARTICLE VII

Fees

The Board of Directors has the authority to establish the annual Post dues. Any member neglecting to pay dues or obligations of any kind to the Boston Post for a period of six months after they are due may be required to forfeit rights to membership. Members who are students of an engineering or technical school, may pay a lesser amount as set by the Board of Directors and will be considered for a 3-year period as special members of the Boston Post without voting rights.
ARTICLE VIII

Membership

All applicants for membership shall have the qualifications named in the Constitution.

ARTICLE IX

Expenses of Members

Section 1.

Expenses of the officers and other members of the Boston Post incurred in performance of official duties will be made as authorized by the President and/or Treasurer.

Section 2.

Expenses incurred in connection with the Spring Meeting will be paid or reimbursed as authorized by the Chair of the Spring Committee subject to such rules as may be established by the Board of Directors.

ARTICLE X

Fiscal Year

The Fiscal Year of the Boston Post shall begin on 1 January and end on 31 December.

ARTICLE XI

Transfer of Funds

The President may authorize, with approval of the Board of Directors, the transfer of funds from one account to another, except for transfer out of the permanent Education and Mentoring fund for any purpose other than so stated in Article X of the Post Constitution.

ARTICLE XII

Amendments to By-laws

These By-laws may be amended at any regular or special meeting of the Boston Post by a two-thirds vote of the members present, provided proposed amendments to the By-laws are set out in full in the call of the meeting as provided in Article VII of the Constitution.
BY-LAWS
OF THE
BOSTON POST

THE SOCIETY OF
AMERICAN MILITARY ENGINEERS

Revised 2015

THE SOCIETY OF AMERICAN MILITARY ENGINEERS
BOSTON POST, INC.
THE SOCIETY OF AMERICAN MILITARY ENGINEERS
Boston Post, Inc.

BY-LAWS

PART ONE

Objectives, Authority, Rules and Regulations adopted by the Society of American Military Engineers in the City of Alexandria, Virginia relative to Boston Post participation in the Society established pursuant to the parent Society incorporated under the laws of the District of Columbia on 5 December 1942, are by reference made the first part of these By-Laws. Any amendment thereof shall be considered as automatically amending Part One of these Post By-Laws accordingly, except that no amendment shall be made that conflicts with the existence of the Boston Post, Inc. as a Charitable Corporation, incorporated under Chapter 180 of the General Laws of Massachusetts.

PART TWO

Article I
Seal, Insignia and Logo

1. The seal, insignia and logo of the Boston Post, Inc. shall be the same as established by Society of American Military Engineers (SAME) National Board of Direction and published on SAME web site.

2. Customized logos may be used only for special events in addition to the seal, insignia and logo established by SAME.

Article II
Governance

1. The name of the Post shall be the Boston Post, Inc., Society of American Military Engineers, hereafter referred to as the “Post.”

2. The Post shall be governed by these By-Laws, consistent with the Constitution and By-Laws of SAME. In the event that these By-Laws are in conflict with SAME’s Constitution or Bylaws, those of Post shall govern.

3. The Post fully supports the policy of equal opportunity and will not discriminate or knowingly participate in any activity that discriminates on the basis of race, color, religion, sex, or national origin. Likewise, the Post will take no official action that is or appears to be detrimental or discriminatory to any class or group of persons.

4. It is the policy of this Post to adhere to the highest standards of ethical conduct in all its activities. The Post fully supports and expects strict compliance by every member with all applicable laws and regulations in the conduct of business and professions. The Post
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, the Post supports the principle that strict impartiality must prevail in all business relationships involving the government.

5. The government of the Boston Post shall be vested in its Officers, a Board of Directors, and at the discretion of the Board of Directors, the Executive Committee. The Post Officers, Board of Directors, and the Executive Committee shall have the powers designated to them as noted below.

6. The Executive Committee will consist of nine members of which three members will be elected by the Board of Directors from its members and the remaining six members will be the duly elected officers of the Post enumerated in Article IV, except for the Chair of the Annual Spring Meeting. The Executive committee will serve for a period of one year concurrent with the term of the officers.

Article III
Membership

1. SAME Membership will be attained through application for National SAME membership and payment of National dues to SAME Headquarters. Joining the Boston Post is accomplished through notification to SAME Headquarters. SAME Headquarters maintains the official Post roster of members.

2. Per National SAME regulations, Individual Members and Life Members may select up to two Posts at no additional charge and may change Post membership at any time. Students do not pay National Dues but can select one Post affiliation when joining SAME.

3. Any member of the Post will be automatically dropped from the Post roster maintained by SAME Headquarters for failure to pay National or Post dues to SAME Headquarters as prescribed by SAME By-laws.

4. Companies may become Sustaining Members at the Post by paying the appropriate dues to SAME Headquarters. When a company joins and pays for National dues it includes membership in one post. As part of the initial application process or as part of the annual renewal process, the Company determines who shall be their Sustaining Member representatives to the Post. Sustaining Member representatives have full voting rights in the Post.

5. Sustaining members can become members of additional Posts by paying dues for those additional Posts or paying dues for additional representatives for over the 5 representatives
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allotted for existing Posts. However, if a company has failed to renew its National membership, they will be dropped from the post rosters.

6. Public Agencies become Public Agency Members by paying the appropriate dues to SAME Headquarters. The Agency determines who shall be the Public Agency representatives to the Post as part of the initial application to SAME Headquarters or as part of the annual renewal process. Public Agency Member representatives have full voting rights in the Post.

Article IV
Board of Directors

1. The Board of Directors shall consist of the following:

- A total of Twelve (12) Directors will be elected to the Board of Directors, each with a term of office of 3-years, and with staggered terms of office to provide continuity in the governance of the Post. At a minimum, Four Elected Directors will be elected each year to fill the positions of outgoing Elected Directors. Additional members may be elected to fill the remaining terms of any Director slot that becomes vacant prior to the end of the original elected term. Elected Directors may succeed themselves in office if duly elected by the membership for additional terms.
- All Past Presidents, who are members in good standing in the Boston Post. (No term limitation, other than continued membership in good standing in the Boston Post).
- Additional Elected Directors representing the senior engineering members of the Armed Forces located in the Boston area, subject to acceptance of nomination by the senior engineering member. Term of office for the additional elected Directors will be commensurate with the term of military assignment in the area, but not to exceed a term of three (3) years without re-election.
- Elected Post Officers serve for a term of one year. Elected officers are: President; First Vice President (Scholarship Committee Chair); Second Vice President (Post Programs Chair); Treasurer; Administrator/Communications Chair; Chaplain; and Chairs of the following standing Post Committees: Spring Meeting, Small Business, Emergency, Preparedness & Infrastructure Resilience (EP/IR), Outreach/Education, Fundraising (Golf), Young Members and Membership.
- The Board of Directors will perform such functions and tasks necessary to accomplish the objectives of the Society as delineated in its Constitution. A quorum of the Board of Directors shall total not less than ten.

2. The Post shall hold elections annually in the month of February or March, such that the new and continuing Officers and Directors are installed at the Annual Spring Meeting held in either the month of April or May. (See Article VIII – Meetings and Activities below).
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3. Directors shall be charged to support the mission and goals of SAME by serving as a Post Committee Chair or champion of a special interest or element of SAME’s Strategic Plan. One Director Position shall be established for a Young Member and one Director for a Fellow, or senior member if the Post has no Fellows. Elected and Appointed Directors will serve with the Officers of the Post under the supervision of the President or ranking officer, and shall have a vote on matters of Post business in the same manner as the officers.

4. The Board of Directors shall have power to fill vacancies of the Officers and Elected Director positions provided that Officers and Elected Directors so selected shall serve until the next annual election only, at which time the vacancy shall be filled in the manner herein prescribed for other vacancies occurring in the regular course.

5. The Board of Directors shall meet regularly for the transaction of business and members thereof shall constitute a quorum. (See Voting & Quorum, Article XI) The President on his/her own initiative may call special meetings of the Board of Directors. Conduct of business utilizing teleconferencing is permitted.

6. The Board of Directors approves the establishment, disestablishment or continuance of Committees that may be recommended by the President. (See Committees, Article VI)

Article V
Officers and Duties

1. The Officers of the Post shall consist of:
   - President,
   - First Vice President (Scholarship Committee Chair)
   - Second Vice President (Post Programs Chair)
   - Administrator/Communications Chair
   - Treasurer
   - Spring Meeting Committee Chair
   - Chaplain
   - Young Members Committee Chair
   - Small Business Committee Chair
   - EP/IR Chair
   - Outreach/Education Committee Chair
   - Fundraising (Golf) Chair
   - Membership Chair

These Officers shall be elected by the Post membership for a one-year term. Officers may succeed themselves in office if duly elected by the membership for additional terms. Officers are voting members of the Board of Directors.

2. The President shall preside at all meetings and shall, with the advice and consent of the Executive Committee, sign all contracts, deeds, mortgages, leases and other documents for,
and on behalf of, the Post and be the Chief Executive Officer of the Post with full power to appoint all special and standing committees. The President shall be the principal officer of the Post, and shall be chairman of the Board of Directors and the Executive Committee for his/her elected term of office. In the absence of the President, or in the case where the President cannot complete his/her term, the duties shall be performed by the First Vice President.

3. The First Vice President shall perform the duties of the President in the absence of the President. The First Vice President shall also be the Chair of the Scholarship Award Committee.

4. The Second Vice President shall perform the duties of the President in the absence of both the President and First Vice President. The Second Vice President shall also be the Chair of the Program Committee.

5. The Administrator/Communications Chair (Administrator) shall keep full, complete, and accurate records of all meetings, correspondence, and proceedings of the Post. The Administrator or delegate shall have prepared and have available for inspection by the Society members, the minutes of each meeting. The minutes of each meeting and any corrections or additions thereto shall be signed by the Administrator. The Administrator or delegate will be responsible for keeping membership apprised of upcoming events, either through email or other forms of communication. The Administrator is also responsible for chairing the Registration Subcommittee. The Administrator shall have a committee consisting of the Post Webmaster and the Communications/Bugle Editor. The Post Webmaster shall maintain the Post website in coordination with Post Officers and Committee Chairs. The Communications/Bugle Editor shall write/edit the quarterly Post Bugle in coordination with Post Officers and Committee Chairs.

7. The Treasurer shall be comptroller of the accounts of the Post and shall keep books of the accounts, which shall, at all times, be open for inspection by any member of the Executive Committee, and report the financial condition of the Post to the members at the September (Third Quarter) meeting of the Board of Directors. The Treasurer shall: (a) make collections and disbursements under the supervision of the President; (b) provide at a minimum quarterly- treasury balance sheet as necessary to the Post Administrator; render annual reports as called for by the Society; and (d) file Federal, state, and local income tax returns with a copy to be sent to SAME Headquarters to ensure the retention of the Society's tax exempt status. The accounts shall be audited annually by an audit committee appointed/approved by the President and/or Executive Committee prior to the submission of the annual financial report to the SAME Headquarters. The committee shall report to the President the results of the audit in February. (See also Finances, Article VII).
8. The Chaplain shall perform the ceremonial duties at Post functions including invocations, etc. and may be called upon to represent the Post at the President’s discretion.

9. The Chair of the Spring Meeting Committee shall perform all duties associated with the leadership of the Post’s Annual Spring Meeting as outlined in Article VI of these By-Laws.

10. The Chair of the Scholarship Committee, Young Members Committee, the Small Business Committee, the EP/IR Committee, Fundraising (Golf) Committee and the Outreach/Education Committee shall perform all duties associated with leadership of the applicable Post Committee as outlined in Article VI of these By-Laws.

Article VI
Committees, Task Forces and Special Advisors

1. The Post may establish Post Operations and Post Mission Committees. (See Society By-Laws, Article VIII). Membership on a committee is open to all members in good standing of the Boston Post, subject to committee size as determined by the Chair. No Post member in good standing will be denied a committee position if committee size permits.

2. Operations committees are those that support the President and Board of Directors in the administration of the Post. Standing operations committees include: a) Executive; b) Finance; and c) Nominating.

3. Mission Committees are those that support SAME’s Strategic Plan and assist the Post in accomplishing its goals and objectives. Standing Mission Committees include: a) Membership, b) Spring Meeting; c) Young Members; d) Small Business; e) Emergency Preparedness and Infrastructure Resilience (EP/IR); Fundraising; (f) Scholarship and g) Outreach/Education.
   a. Membership in Post Committees is open to the membership of the Post.
   b. Committee Membership is limited to 25 people or less depending on the goals of the committee.
   c. The Committee can elect to have rolling enrollment in a committee or an enrollment period for the committee can be established. Committee membership should allow for equal opportunity for Post members.
   d. Committees with a budget, such as Outreach and Young Members, are responsible for providing the Board details of the budget for Board approval, providing quarterly updates on the status of funds spent, and regular coordination with the Treasurer.
   e. Any number of members who take part in a meeting of the above-referenced committees in person or by conference call shall constitute a quorum for the purposes of being able to hold the meeting.
4. Ad hoc or temporary Committees may be established to achieve goals and implement objectives set forth in SAME’s Strategic Plan at the recommendation of the President and with the approval of the Board of Directors. These committees should have specific missions.

5. In addition to the above Post Committees, the President may establish other special task forces and assign advisors deemed necessary to accomplish the Post’s mission, with a specified term of office.

Article VII
Finances

1. The fiscal year of the Post shall begin on the first day of January and ends on the last day of December.

2. At the Third Quarter or September Board of Director’s meeting, the Post Treasurer shall report on the Post’s financial condition to the members of the Board of Directors.

3. The Post shall establish a separate Education and Mentoring Fund from the general Post funds, to raise funds, grant scholarships, and to establish endowed scholarships. Such Education and Mentoring Fund shall be administered in accordance with the SAME Financial Guidelines in addition to applicable state and local laws and regulations.

   a. The President and Treasurer, with the approval of the Board of Directors, are authorized to accept and invest, on behalf of the Post, gifts of monies or securities of any amount to be placed in the permanent Education and Mentoring Fund, which will be used to provide scholarship funds for deserving young men and women as determined by the Scholarship committee or the Outreach/Education Committee. These funds will be reserved for scholarships and Outreach/Education initiatives or, with a majority vote of the Board of Directors, be diverted to a grant or endowment, similar in nature, and will not be used for the general expenses of the Boston Post.

4. Upon dissolution of this Post, all assets shall be distributed in accordance with the Post Objectives, the Articles of Incorporation and the General Laws of Massachusetts as determined by the Board of Directors.

Article VIII
Meetings and Activities

1. Regular meetings and technical, professional and social activities of the Post shall be developed and implemented to meet the goals and objectives set forth in SAME’s Strategic
Plan. Such activities shall be planned to achieve participation of all segments of the Post membership.

2. The Post shall conduct an Annual Spring Meeting for the purpose of installation of Officers and Directors and for the presentation of the annual scholarship awards. The meeting shall be held during the month of April or May and at a date selected by the Spring Meeting Committee and preferably not in conflict with the National Annual Meeting of the Society.

3. The Post shall conduct the elections of Post Officers and Directors at a regularly scheduled meeting of the membership held each February, March or April.

4. A quorum for any meeting shall consist of not less than twenty-five (25) members, including Officers and Directors.

5. Notice of Meetings:
   - At least ten days written notice of regular meetings shall be given to each member. This notice shall generally describe the subject matter to be considered at the meeting or activity.
   - Whenever possible, ten days written notice shall be given for “special” meetings; less notice if a majority of the Executive Committee gives written or oral consent. A meeting notice shall set out the purpose and business to be considered at any special meeting.
   - All meetings shall be held at such place as is stated in the meeting notice. Any adjourned session of any annual or special meeting of the Post shall be held at such place as is designated in the vote of adjournment.

Article IX
Nominations and Elections

1. A five member Nominating Committee shall consist of the three last Past Presidents available and two members appointed by the President, no one of whom shall be an presiding Officer of the Boston Post. The chairman shall be the most immediate Past President available. The list of nominations shall be submitted in time to be approved by the Board of Directors and printed in the notice for the annual election meeting before the Annual Spring meeting in February, March or April.

2. The Nominations Committee Chair develops a slate of officers and elected directors for each position as specified in Articles IV and V, obtaining input for such slate from the Board of Directors and members of the Post.
3. The minimum qualification for a person to be nominated or to nominate an individual for office is to be a member in good standing of SAME and the Post.

4. A slate of Officers and Directors shall be submitted to the Board of Directors for approval and with sufficient time to be printed in the meeting notice for the annual election meeting held before the Annual Spring Meeting in February, March, or April. All Officers and Directors shall be elected by a majority of the votes cast by members at the annual election meeting. A quorum is not needed for these general elections. The results of the election shall be transmitted the Regional Vice President and the SAME Headquarters within 30 days.

5. The installation of the new Board of Directors shall occur at the Annual Spring Meeting of the Post in the month of April or May.

Article X
Communications

1. Some form of communication with Post membership shall occur with regularity via one or more of the following mechanisms: presentations at meetings or activities; web site; electronic mail; Internet or list serve distribution; media outlets; hard copy; or others deemed appropriate by the Post.

2. At a minimum the Post shall regularly communicate the following: a) list of Officers, Directors and Committee Chairs with their contact information; and b) activity announcements and registration information.

3. The standard for the Post web site shall be at a minimum one page listing Post Officers and Directors with their email addresses and telephone numbers. SAME Headquarters will assist Posts in achieving this minimum standard, as needed. The Post is encouraged to create and maintain its own web site. If the Post develops its own web site, the Post is responsible for regularly updating the material presented and for creating a link to the SAME Headquarters web site and for ensuring compliance with Society web site content and communication standards.

4. The standard for the Post newsletter shall be at a minimum one page issued at least quarterly and distributed to all members of the Post, either via email or regular mail and posted on the SAME Boston Post website (www.sameboston.org).
BY-LAWS

Article XI
Voting and Quorum for Board of Directors

1. Voting on an issue shall be conducted after discussion is complete and a motion to vote has been made. Voting can be conducted in person, by conference call, or electronically. In person and conference call votes will immediately follow the discussion. Electronic votes may be used: (a) if time permits and (b) if an analysis of the discussion is provided for consideration.

2. Officers Elected and Appointed Directors are eligible to vote. Committee Chairs and Special Advisors are eligible to vote only if they also serve as a Post Officer or an Appointed or Elected Director. An individual is entitled to only one vote regardless of the number of positions or offices held at the Post.

3. The Post Board of Directors shall conduct business at regularly scheduled meetings or at special meetings, and Board members may participate by teleconference or other means of communication by which all participating members may hear one another. A quorum, consisting of at least three officers and directors, is required to conduct business. The affirmative vote of a majority of those in attendance (including those attending by teleconference) is required to pass motions, unless a higher percentage is required by these bylaws."

Article XII
Cooperation with Other Organizations

In the furtherance of Society goals and objectives, the Post will cooperate with other societies and organizations toward the improvement of the professional status and standards of the engineering, architecture and related professions to foster engineering education and the knowledge of engineering and associated sciences.
THE SOCIETY OF AMERICAN MILITARY ENGINEERS
Boston Post, Inc.

BY-LAWS

Article XIII
Amendments and Revisions

Amendments and/or revisions to Post By-laws may be made by a two-thirds vote of the members in attendance at a regular or special meeting, provided that the proposed amendment and/or revision has been previously approved by a majority vote of the Board of Directors, and further provided that it shall be provided to the Post membership at least fifteen days prior to the meeting along with an announcement of the date, time, and place of the meeting for the vote; and provided further that the amendment and/or revision is not in conflict or contradictory to SAME Constitution or Bylaws. (See Nominations & Elections, Article IX)

Approved by vote of the Board of Directors on February 17, 2015.

[Signature]
Post President

[Signature]
Post Administrator

And approved by a majority vote of the members on this 14 day of April, 2015 at the regular meeting of the Boston Post, Inc.

Signed: [Signature]
Post Administrator
Bylaws of the Society of American Military Engineers
(Hereafter referred to as SAME)
(As Proposed to the Board of Direction, May 20, 2014)

Article I: Membership
1. Any individual, private company, public agency, non-profit organization, academic institution or division thereof desiring to become a member shall make application to SAME Headquarters using SAME’s membership application forms or online application. There are no eligibility requirements for membership.

2. The Board of Direction shall prescribe dues for individuals joining SAME. An individual member may be classified in only one of the following categories:
   a. Student Member. Individuals pursuing an undergraduate or graduate architecture, engineering or related degree on a full-time basis at an accredited college or university. High school students may also become Student Members.
   b. Young Member. Individuals who are 39 years or younger. (Amended 11-22-13)
   c. Public Sector Member. Active, Guard and Reserve members of the Armed Forces, Coast Guard, Public Health Service, National Oceanographic and Atmospheric Administration, and civilians in Federal, State and local government agencies. (Amended 5-25-12)
   d. Regular Member. Individuals 40 years or older.
   e. Fully Retired Member. Individuals who are no longer employed
   f. Life Member. Individuals who have paid for a life membership or who have been granted life membership by SAME.

3. The Board of Direction shall prescribe dues for the following categories of membership for companies, non-profit organizations, academic institutions and public agencies as follows:
   a. Sustaining Members. Companies join SAME at the national level and then may join one or more Posts. Companies shall be granted a Sustaining Membership in SAME and for each Post. The national membership shall entitle the company to four Executive Members. Each Post Sustaining Membership shall entitle the company to six Sustaining Member Representatives, two of which shall be Young Members. The company is responsible for identifying its representatives and may change representatives at its discretion. If a Sustaining Member Representative leaves the company, that Sustaining Member Representative’s membership is terminated upon the company’s notification of SAME’s headquarters. The Company may identify another representative without additional dues until the next dues renewal date. Only those employees of the company designated as Executive Members or Sustaining Member Representatives shall be afforded the rights and privileges of membership in SAME. (Amended 11-22-13)

   b. Public Agency, Non-profit and Academic Institution Members. Federal, State and local public agencies, Non-profit organizations, and public and private Academic Institutions may join one or more SAME Posts. Each Post membership entitles the Public Agency, Non-profit organization and Academic institution to a number of Public Agency, Non-Profit and Academic Institution (staff or faculty) representatives who shall have all rights and privileges as a member of SAME. The Public Agency, Non-profit organization or Academic Institution shall identify its representatives and keep the information current. If a designated representative leaves that organization, the membership is terminated and the organization may identify another representative without additional dues until the next dues renewal date.

   c. Student Chapter Membership. SAME has established a complimentary membership for colleges and universities where a Post sponsors a Student Chapter. The membership provides for five representatives, including a Faculty Advisor, Post Mentor and Student Chapter Leader. (Added 11-22-13)

   d. Sustaining Member, Non-profit Organization, Academic and Public Agency Representatives who have had their memberships terminated by reason of leaving the company, organization or agency, may reapply to SAME and
continue their membership as an Individual Member or with another company, organization or public agency within 90 days and retain their original date of affiliation with SAME.

4. Individuals may be an individual member of SAME and a Sustaining, Public Agency, Non-profit, or Academic Member Representative.

5. Members whose dues remain unpaid one month beyond the month their membership expires will be notified and dropped from the active rolls of SAME 60 days from the expiration date. Members who make full payment of their dues within the following 90 days may retain their previous join date. Only Members of SAME who are current in dues may vote, hold office and receive the benefits of membership in SAME.

6. Members may be dropped for cause by a majority vote of the Executive Committee; provided, that the members shall have been given full opportunity for 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.

7. Members of the permanent paid staff of SAME may be granted free Individual Memberships as a benefit of employment. At the discretion of the Executive Director, these staff may have their membership extended into their retirement in recognition of good and faithful service.

Article II. Classification of Fellow

1. Nominations for the classification of Fellow will be accompanied by a written justification outlining specific contributions and service to both SAME and the engineering profession. Only a SAME Fellow may nominate a member of SAME for Fellow. All nominations shall be accompanied by four additional written endorsements from Society members including two from Society Fellows, one from the Post President of a Post of which the nominee is a member, and one from the respective Regional Vice President. Upon receipt at SAME Headquarters, the nominations shall be reviewed to validate the individual’s eligibility (i.e., at least 10 years of membership) and forwarded to a selection committee appointed by the Chair of the Academy of Fellows. The Academy of Fellows Selection Committee will consider the nominations and will recommend approval or disapproval of each nomination based solely on the information received. (Amended 11-22-13)

2. The Academy of Fellows selection committee will report its recommendations on Fellows nominations to the Board of Direction for approval, normally at the Fall Board meeting so that new Fellows may be invested at the next Golden Eagle Dinner. Once approved, Chair of the Academy will notify those selected and not selected. The individuals selected will be considered Fellows as of the date of Board approval.

Article III: Board of Direction

1. The Board of Direction shall 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 further the interests of SAME and to achieve its objectives; provided, that the Executive Committee may act on behalf of the Board of Direction, except in approving dues, incurring debt, amending the Constitution or Bylaws, or other matters considered of major significance to SAME membership.

2. The President of SAME shall appoint individuals to fill any elected director position becoming vacant during the year; upon the recommendation of the Executive Director, provided the individual was nominated for the position in the past two election cycles; provided further, that a vacancy in the office of President shall be filled by the President-Elect, or as decided by a majority of the Board of Direction, one of the two Vice Presidents; provided further, that should all the offices of President, the President-Elect, and the two Vice Presidents become vacant, the Executive Director, or in the event of his disability, the Counsel, shall temporarily perform the duties of President and shall immediately call a meeting of the Board of Direction for the purpose of filling the vacancies until the next regular election. (Amended 5-25-12)

3. At its first meeting after the Annual Joint Engineer Training Conference (JETC), the Board of Direction will approve by majority vote a Treasurer, a General Counsel, an Executive Director, at the expiration of the three-year term of the incumbent or as necessary to fill a vacant position, and the required number of Members of the Executive Committee, based on the recommendation of the incoming President.

4. The Executive Director shall present at the SAME Annual Meeting a report for the previous calendar year which shall include a summary of the financial and membership status of SAME and a review of SAME’s activities for the past fiscal year.

5. The President will appoint a liaison to the Uniformed Services Advisory Group (USAG). The liaison will come from the membership of the Board of Direction or the President may appoint an additional Appointed Director to the
Board for a two-year term. The liaison will be responsible for arranging USAG meetings with the Board, Executive Committee and the SEG and setting the agenda for those meetings in consultation with the SAME President and Executive Director. (Inserted 5-25-12) [This function is handled by the Executive Director in collaboration with National Officers – not needed in bylaws]

Article IV: Executive Committee
1. The Executive Committee shall meet at the call of the President and shall have control of the business, finances, and publications, 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, with the exception of those actions reserved for the full Board of Direction listed in Article III.1.

2. In the discharge of its duties 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 Executive Committee. Roberts Rules of Order shall be the parliamentary guide and shall govern the proceedings of the Executive Committee.

3. The Executive Director shall provide a written report of the Executive Committee proceedings to the Board of Direction within 45 days of Executive Committee meetings.

Article V: Executive Team
1. An Executive Team shall be established to act as an agent of the Board of Direction, and to assist in coordination and sharing of information among the SAME Mission Committees and Councils.

2. This Executive Team shall consist of the SAME President-Elect, who shall serve as the Chair, the chairpersons of each Mission Committee and Council, a Service Point of Contact from each of the Uniformed Services, and the SAME HQ Director of Programs, who shall serve as the Secretary of the Executive Team. (Amended 11-22-13)

Article VI: Senior Executive Group
1. The Executive Director may establish a Senior Executive Group (SEG) to discuss topics of interest to SAME. The Senior Executive Group will normally meet twice a year at locations determined by the Executive Director in the Washington, D.C. area. The purpose of this group is to discuss topics of mutual interest to SAME and the environmental, architecture, engineering and construction communities.

2. The SEG shall consist of approximately fifteen Presidents, Chief Executive Officers or Senior Corporate Officer of Sustaining Member companies or subordinate divisions thereof, the SAME President, President-Elect and National Vice Presidents and Executive Director. The senior engineering chiefs and directors of contracting of the uniformed services, or their designated representatives, will be invited to the SEG meetings to participate in the discussions in their official capacities without regard to their membership in SAME. (Amended 11-22-13)

Article VII: Academy of Fellows
1. SAME Fellows will organize themselves as an Academy of Fellows (AOF) for the purpose of advancing SAME’s strategic plan through leadership, mentoring and fellowship. All Society Fellows are members of the Academy of Fellows. The Academy is authorized to adopt a distinctive crest.

2. The Chair, Vice Chairs and Executive Director of SAME will constitute the Academy of Fellows Executive Committee that shall organize, plan and direct the activities of the Academy. Each RVP shall appoint a Fellow to be the Regional Fellows Representative to a Fellows Council which will be constituted to provide input to the AOF Executive Committee. The term shall be equivalent with the term of the RVP.

3. A Chair, appointed by the President of SAME for a two-year term, shall lead the Academy of Fellows. The AOF Chair, in consultation with the Executive Director, will appoint for two-year terms Vice Chairs to carry out the purposes of the Academy. Six months prior to the end of his/her term of office, the Chair of the Academy, following consultation with the Academy of Fellows Executive Committee, will nominate a new Chair for appointment by SAME President such that the new Chair will take office at the next Annual Meeting of SAME. (Amended 5-27-11)

4. The Academy of Fellows will recognize new Fellows by holding an annual Investiture and will recognize exemplary leaders and mentors within the Academy and outside the Academy at an annual Golden Eagle Awards Dinner.
5. The Academy of Fellows will report its activities to the Executive Committee and the Board of Direction.

Article VIII: Duties of the President and Executive Director

1. The President shall provide leadership to the SAME Board of Direction, Posts and members. The President shall preside at the meetings of the Board of Direction, and the Executive Committee. If the incumbent is absent or unable to meet the responsibilities of the position, all duties of the President shall devolve upon the President-Elect, or one of the two Vice Presidents, as deemed appropriate by the Executive Committee.

2. The Executive Director shall be responsible for the executive management of SAME, including signing all written contracts and obligations and management of the SAME headquarters staff. The Executive Director may delegate the signing of contracts, with designated limitations, to SAME headquarters directors.

3. The Executive Director, with the advice and assistance of the Treasurer and SAME Director of Finance and Accounting, shall be responsible for the financial integrity and business operations of SAME with oversight by the Executive Committee. The Executive Director shall regularly report on the financial condition of SAME at meetings of the Executive Committee and Board of Direction.

4. The Executive Director shall be responsible to the Board of Direction, the Executive Committee, and the President of SAME for the effective administration and operation of SAME and SAME’s headquarters in accordance with the provisions of the Certificate of Incorporation, the Constitution, the Bylaws and the policies established by the Board of Direction and the Executive Committee. The specific duties, responsibilities, and authority of the Executive Director will be prescribed by the Executive Committee in a written job description and will include by reference those duties and responsibilities specified in these Bylaws. The Executive Director shall be responsible for staffing the headquarters and carrying out all personnel actions. The Executive Committee will review the written job description and prescribe changes as necessary prior to the start of any new three-year term of an Executive Director. The President, with a compensation committee, shall annually assess in writing the performance of the Executive Director and place such assessment in the permanent files of SAME.

5. In anticipation of the absence of the Treasurer or the Executive Director, or in the event of the disability of either, the Executive Committee shall designate a Director or other officer of SAME to serve as Acting Treasurer or Acting Executive Director, and to discharge for the necessary period the duties devolving upon such office.

Article IX: National Committees

1. Standing Committees shall include Mission Committees, Operations Committees and Councils.
   a. Mission Committees shall be chartered by the Board of Direction to address issues that directly promote the Strategic Plan of SAME. The charter will be the broad outcomes that are to be achieved by the mission committee. Each mission committee will develop an annual work plan with specific actions to be accomplished in the coming year. The work plan may also highlight longer-term objectives.
   b. Operations Committees shall be chartered by the Executive Committee to assist SAME Headquarters in its operational support to SAME. Each operations committee will have a mission statement with specific recurring tasks and each year shall include any special tasks that should be accomplished in support of SAME’s business plan.
   c. Councils. Councils shall be chartered by the Board of Direction to allow a segment of SAME membership to organize itself in support of the Strategic Plan and to facilitate the development of relationships among a segment of SAME membership. Councils will be self-governing with a one or two-year term for the Chair. The Chair shall be a voting member of the Board of Direction, with the exception of the Student Council. [SAME no longer has a Student Council – instead, we have an advisory group to the Chair, College Outreach Committee]

2. The Executive Director and the Chair of the Executive Team shall annually review the Mission Committees of SAME. This review should assess the viability of each Committee and result in a recommendation to the Executive Committee, prior to the Spring Board of Direction meeting, on which committees should continue into the new term along with the designation of the incoming Committee Chairs. The President-Elect shall appoint chairpersons for an initial two-year term when a new chair is recommended. The President-Elect may also reappoint an incumbent for an additional year following completion of the incumbent's two-year term or third year. Committee chairs normally will not be reappointed beyond a total of four consecutive years.

3. Each mission committee shall provide to the Executive Director an initial work plan for the new President’s term by July 1 each year, and a status report on the work plan prior to the spring and fall meeting of the Board of Direction. The Executive Team will review the work plans of mission committees and Councils and provide guidance and feedback.
4. Committees are open to all Society members; those individuals who are not members of SAME shall be required to join SAME as an individual, sustaining member representative, or public agency representative unless invited to join the committee as a non-member by the Chair of such committee. The committee should typically include representation from each of the Services, the private sector, and when appropriate representation from academia. Committees are encouraged to use conference calls to hold meetings that can include members from various regions and Posts of SAME. Each committee should have vice chairs as may be required to accomplish the committee work plan; at least one of the vice chairs should be a Young Member of SAME.

Article X: Posts

1. Posts of SAME may be formed with the recommendation of the Regional Vice President and approval of the Board of Direction. Posts will be subsidiaries to the national organization and need not be separately incorporated. Each post shall have responsibility to select its name and to draft its bylaws, using a template provided by Society headquarters; provided that prior to final adoption, such name and the bylaws so drafted and all subsequent amendments thereto shall have been submitted to and approved by the Post Board of Directors and membership.

2. The Board of Direction shall deactivate posts that are no longer sustainable upon the recommendation of the Regional Vice President. In lieu of deactivation, the RVP may approve the transition of a Post to Field Chapter status. (Amended 11-22-13)

3. Student Chapters, composed of Student Members, may be formed at educational institutions under the auspices of a Post for the purposes of SAME mentoring and supporting students in engineering and related departments. The local Post shall develop and execute a charter that creates a leadership team and partnership among Post mentors, faculty advisors and student leaders. The charter should be renewed annually with students interested in carrying out the objectives of SAME. A copy of such charter should be provided to SAME headquarters for information.

4. Field Chapters, composed of Individual and Sustaining Member Companies, may be formed at locations where uniformed and civilian members of the uniformed services exist but where there are insufficient resources to maintain an active Post. Members of the Field Chapter shall become members of a Post in proximity to the chapter. The Post shall develop and execute a charter that creates a partnership between the Post and Field Chapter. Normally, at least one Post meeting each year should be held at the location of the Field Chapter. A copy of the charter should be provided to SAME headquarters for information. [SAME HQ is no longer tracking Field Chapters – it is the responsibility of the host Post]

Article XI: Dues and Finances

1. Dues for all members shall be reviewed periodically and adjusted by a majority vote of the Board of Direction. Dues shall be paid annually or as otherwise determined by the Board of Direction.

2. The Board of Direction shall establish the price of life membership.

3. The Executive Director shall prepare annually a budget for approval by the Executive Committee. The budget shall support the SAME Strategic Plan. It shall be the duty of the Executive Director to report to the Executive Committee periodically during the year on the status of the budget execution. The fiscal year of SAME shall begin on the first day of January.

4. In order to preserve SAME's tax-exempt status, Posts are required to comply with federal, state and local tax laws and requirements. Reports and tax forms shall be submitted on time, with copies to SAME headquarters.

Article XII: Publications

1. SAME shall issue a periodical entitled The Military Engineer, which shall be the official publication of SAME for providing its members with news and articles relevant to SAME’s purpose and providing members information on the programs and activities of SAME, and such other publications as the Executive Committee may prescribe.

2. The Editor in Chief, hired by the Executive Director, shall have charge of The Military Engineer, and other publications issued by SAME and shall be responsible for all details relating to the editorial and business management connected therewith; and shall determine on the fitness of all articles and communications submitted for publication.

Article XIII: Seal, Insignia and Logo

1. The insignia of SAME shall consist of a curved shield surrounded by a garland of laurel, symbolic of honor, distinction, and fame, surmounted by a spread eagle within whose right claw is grasped a spray of laurel of thirteen leaves and within whose left claw is grasped a cluster of thirteen arrows.
2. The field of the shield shall be partitioned horizontally at a third of the distance from the top, the upper partition being lined horizontally, and the nether partition showing bars of equal width, vertically drawn, seven left blank and six depicted by vertical lines, thirteen bars in all symbolic of the thirteen original states.

3. Charged, or superimposed, upon the field of the shield, shall be the turreted castle that has been the dominating feature of all insignia of the Corps of Engineers of the United States Army since 1840.

4. The lower half of the edge of the laurel wreath which surrounds the shield shall be partially overlapped by a ribbon streamer with three major folds, upon which are inscribed the words: "American Military Engineers."

5. The Board of Direction may approve a Society Logo.

6. The Executive Director shall establish standards for use of SAME seal, insignia and logo.

Article XIV: Meetings

1. The Annual Meeting of SAME shall be held as part of SAME’s annual Joint Engineer Training Conference & Expo. Notice of the place, day, and hour shall be published in the official publication of SAME at least two months prior to the date of the meeting. The Executive Director shall provide an annual report to the membership and present Post awards at the annual meeting.

2. Regional Joint Engineer Training Conferences Symposium (JETS) of SAME, hosted by one or more Posts, may be held as approved by the Regional Vice President. The Executive Director shall approve the dates to avoid conflicts with Federal and religious holidays and other regional and national activities. Regions are encouraged to include other regions.

3. Posts shall hold meetings and workshops with a frequency determined by each Post Board of Directors to accomplish the goals and objectives of SAME.

Article XV: Elections

1. The President, President-Elect, two Vice Presidents, and Elected Directors, as required to fill positions vacant or due to become vacant at the Annual Meeting, shall be elected prior to such Annual Meeting each year to serve until their successors shall be elected; Provided, that a plurality of votes cast shall be necessary for election.

2. On or before the 15th day of January of each year, the President shall appoint a Nominating Committee of seven Society Members, representing a cross-section of membership, provided, that not more than four Members of said committee shall be Members of the Board of Direction. It shall be the duty of said committee to nominate one or more candidates for election to each position stated in Section 1 of this Article, except for President unless the President-Elect is unable to fulfill the responsibilities of President. Further, the President shall provide guidance to the committee concerning candidate qualifications, and their willingness to serve and fulfill the requirements of office. The entire list of nominations shall be transmitted to the Executive Director of SAME not later than the first day of February.

3. Nominations for elected office may be made to the Executive Director by any Post President, by any member of the Board of Direction, or by not less than twenty-five Society Members; provided, that such nominations shall be received by the Executive Director in the form prescribed on SAME web site not later than the 15th day of January.

4. On or about March 1, members will be provided a ballot with a proposed slate of candidates on the SAME website and through individual electronic emails to members and Post Leaders. Signed ballots may be faxed, mailed, e-mailed or hand delivered to arrive at Headquarters not later than 9:00 a.m., April 1. Should April 1 fall on a Sunday or holiday; the ballots will be canvassed on the next business day. Should a voter desire confidentiality, he/she may place the unsigned ballot in an envelope upon which his/her name must be written legibly. A three-person Tellers Committee, appointed by the Executive Director, will canvass the ballots, and report the results in writing. Candidates receiving a plurality of votes cast shall be declared elected to their respective positions. In the case of a tie vote between two or more candidates for the same office, the members of the Board of Direction shall decide by ballot between the candidates thus tied.

5. Regional Vice President Positions shall be filled through elections conducted in the regions within which they occur, and officers so elected shall serve for a period of two years commencing on the date of the spring Board of Direction meeting. If a Regional Vice President is unable to complete a two-year term, the President, with the recommendation of the Executive Director, will appoint an individual to complete the term of the incumbent. Elections for a Regional Vice President shall be conducted in accordance with nomination and election procedures approved by the Executive Committee of SAME. A Regional Vice President may remain in office once elected for an additional year without re-election with the approval of the Executive Director.
Article XVI: Quorum
The following shall constitute quorum for the transaction of business:

1. At the Annual or other meetings of SAME, two hundred and fifty members entitled to vote, present in person or voting by written ballot submitted prior to the meeting
2. At meetings of the Board of Direction, a majority of the Board of Direction, in person
3. At meetings of the Executive Committee, a majority of the Committee, in person or by conference call, provided that voting is accomplished by roll call for those not present in person, and
4. By email voting of the Board of Direction, a majority of the voting members of the Board.

Article XVII: Amendments
Amendments to these Bylaws may be made at any regular or special meeting of the Board of Direction, by an affirmative vote of two thirds of the Board of Direction voting in person, or by two-thirds of the voting members of the Board of Direction by email vote, provided that the Executive Director shall have presented and the Executive Committee previously approved the proposed amendment by two-thirds of the Executive Committee members in person or by conference call.

Article XVIII: Awards
1. The Board of Direction shall have power to establish, terminate and name such medals, trophies, certificates, scholarships, and other awards, as it shall deem desirable in the furtherance of the objectives of SAME. The Executive Committee shall prescribe the criteria governing the awards. Posts and regions may establish similar awards in support of SAME’s strategic plan.

2. Award recipients shall be selected annually as follows:
   a. Engineering Service Chiefs shall establish and execute procedures for selection of recipients of service related medals and awards (defined and described below) pertinent to their respective services.
   b. Except as provided in subsequent paragraphs of this section, SAME medals and awards (defined below) shall be selected from the nominations received by the date established by the Executive Director, who shall appoint one or more committees to evaluate the nominations and make the selections. The Executive Director shall select committee members from each Service and the private sector to serve on such Committee or Committees. Each selection committee shall assure that the award recipient meets the currently established eligibility and nomination criteria as found on SAME’s web site, shall establish and execute appropriate procedures for selection, and will promptly notify the Executive Director and President of the results of their deliberations at the conclusion of their meeting.
   c. SAME’s Editor in Chief shall appoint a committee, chaired by a Past President, to select the Toulmin Medal recipient.
   d. The Executive Director shall appoint a Fellow to Chair a committee, whose members shall be Fellows, to select the Academy of Fellows Gerald C. Brown Mentoring Award recipient
   e. The President’s Medal recipients shall be determined by SAME’s President, in consultation with the Executive Director. Nominations are not accepted for this award.
   f. The Golden Eagle Award Recipients shall be selected by the Academy of Fellows Executive Committee in consultation with SAME President. Nominations are not required for these awards.

3. Service related medals and awards sponsored by SAME:
   a. U.S. Army: Wheeler Medal, Sturgis Medal (Active, Guard and Reserve) and Itschner Plaque (Active, Guard and Reserve)
   b. U.S. Navy: Moreell Medal, Shields Medal, and Peltier Award
   c. U.S. Air Force: Newman Medal, Goddard Medal (Active, Guard and Reserve) and Curtin Award (Active, Guard and Reserve)
   d. U.S. Coast Guard: Oren Medal, Sargent Medal, Cowart Award
   e. U.S. Public Health Service: Hollis Medal, Green Medal, Cummings Plaque
   f. U.S. Marine Corps: Engineer Officer and Senior NCO of the Year Awards (Added 5-25-12)
4. SAME medals and awards Requiring Nominations: (Amended 5-27-11)
   a. Academy of Fellows Gerald C. Brown Mentoring Award
   b. Bliss Medal
   c. Goethals Medal
   d. J. W. Morris Sustaining Member Award
   e. Post Service Award
   f. Public Agency Award
   g. Robert B. Flowers Small Business Award
   h. Sergeant First Class Paul R. Smith NCO Medal
   i. Seymour R. Greenfield Sustaining Member Award
   j. Student Leadership Medal
   k. Sustainability Award: Towards Net Zero
   l. Sustainability Award: Education and Outreach
   m. Sverdrup Medal
   n. Technology Advancement Medal
   o. Tudor Medal
   p. Urbahn Medal
   q. Walter O. Bachus Gold Medal
   r. Young Member Medal (Uniformed Member)
   s. Young Member (Civilian Member)

5. SAME Medals and Awards Not Requiring Nominations (Amended 11-22-13)
   a. David Fraser Leadership Award
   b. Golden Eagle Award
   c. President’s Medal
   d. Toulmin Medal

Article XIX: Cooperation with Other Organizations. In furtherance of its objectives, SAME will cooperate with other engineering and related societies and organizations toward the improvement of the professional status and standards of engineering and related professions, as well as the improvement of engineering education and the advancement of the knowledge of engineering and associated disciplines. The Executive Director may sign Memoranda of Agreements with other organizations, following review by the Board of Direction, to establish strategic partnerships that benefit SAME.

Article XX: General Policy and Procedure

1. SAME will develop and maintain a strategic plan to meet the purposes in the Certificate of Incorporation and to ensure the future sustainability of SAME. Official meetings and conferences of SAME, including those of individual posts, regions and National Committees will be directed accordingly.

2. 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.

3. SAME fully supports the policy of equal opportunity and will not discriminate or knowingly participate in any activity that discriminates on the basis of race, color, religion, sex, sexual orientation, or national origin. Likewise, SAME will take no official action which is or appears to be detrimental or discriminatory to any class or group of people.

4. 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.

Dr. Robert D. Wolff, P.E., F.SAME
Executive Director