BYLAWS OF THE JAPAN POST

Article I
Seal, Insignia and Logo

1. The seal, insignia and logo of the Post shall be the same as established by The 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 Japan Post, Society of American Military Engineers, hereafter referred to as the “Post.”

2. The Post shall be governed by these Bylaws, consistent with the Constitution and Bylaws of SAME. In the event that these Bylaws are in conflict with SAME’s Constitution or Bylaws, those of SAME 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, sexual orientation, 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 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 Post shall comply with all Department of Defense (DoD); Marine Corps; Marine Corp Bases, Japan; Marine Corp Base (MCB), Camp Smedley D. Butler Orders, Directives and Instructions pertaining to the operation of independent private organizations. If the Post changes its Private Organization registration to Kadena Air Base in the future, the Post will comply with all appropriate USAF and 18th Wing requirements.

6-20-2013
Article III
Membership

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

2. 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 up to two Posts 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 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 one free post. Sustaining Member representatives become members of the Post by being nominated by their company and submitting a completed application to SAME Headquarters. The Company determines who shall be the 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—over the 5 representatives 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, Non-profit and Academic Institutions become members by paying the appropriate dues to SAME Headquarters. Public Agencies, Non-profit and Academic representatives become members of the Post if they are listed on the completed application submitted to SAME HQ by their Agency, Company or Institution. All representatives have full voting rights in the Post.

Article IV
Board of Directors

1. The Board of Directors shall be comprised of the Post Officers, two Elected Directors, a Past President (or Past Vice President, if the Past President is no longer active in the Japan Post) and two Appointed Directors, to provide an opportunity for all segments of the Post to be represented and to link the Post to National Committees, as appropriate. The term of office for an Elected Director shall be a 2-year term with a staggered turnover to provide continuity in the governance of the Post. The Past President shall have a one-year term; the position will help continuity of Post leadership in a mentoring capacity. The term
of office for Appointed Directors shall be one year. The incoming President recommends individuals to be Appointed Directors, subject to the approval of the Board of Directors. Directors may be re-elected or re-appointed for additional terms.

2. The Post shall hold elections annually such that the new and continuing Officers and Directors are installed in May/June.

3. Directors shall be assigned specific responsibilities 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. Posts should establish a Director for Young Members, and Fellows. Elected and Appointed Directors 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 by appointment provided that Officers and Elected Directors so selected shall serve for the remainder of the term of the individual being replaced.

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

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**

1. The Officer positions to support the Post shall be:

   i. President  
   ii. 1st Vice President  
   iii. VP of Programs  
   iv. VP of Public Relations  
   v. VP of Membership/Scholarship  
   vi. Secretary  
   vii. Treasurer  
   viii. Sergeant of Arms

2. Officers shall be elected by the Post membership for a one-year term. Officers may be re-elected by the membership for additional terms. Officers are voting members.

3. The President shall be responsible for general supervision of the affairs of the Post and shall preside at the meetings of the Post. The President may establish, disestablish, restructure, or discontinue Post Committees. The President shall appoint Committee Chairs and has general supervision over all Post Committees. In the absence of the President, or in the case where the President cannot complete his/her term, the duties shall devolve to the 1st Vice President, or as voted upon by the Board of Directors.
4. The President shall preside at all meetings and shall sign all written contracts and obligations of the Post, with the concurrence of the Treasurer on financial obligations. The President shall obtain a legal review of all major contracts for which the Post could incur significant liability, and may request a review by SAME HQ.

5. The Post President shall report to the Post membership at the annual Post meeting the status of affairs of the Post at a minimum addressing: a) the financial and membership status of the Post; b) a review of the Post's activities for the past year; and c) and the Post’s progress in achieving the goals and objectives of the SAME Strategic Plan. (See Meetings and Activities, Article VIII)

6. The 1st Vice Presidents of Post shall have charge in the absence of the President or be appointed as a Committee Chair for committees, special events or issues.

7. The VP of Programs shall have charge of all required committees or as appointed by the President for such programs and tasks as:
   i. Annual events calendar
   ii. Fund Raising Activities
   iii. Field Chapter Luncheons and Dinner Socials
   iv. Education and Training such as Engineer Week
   v. Awards and Recognition
   vi. Outreach and Communications

8. The VP Public Relations shall have charge of all required committees or as appointed by the President for media programs and budgeting for such events as:
   i. Communications
   ii. Updating and maintaining the Post website
   iii. Notify all local radio, newspaper, magazines, etc. for upcoming events
   iv. Document and provide articles and photographs to Post and National Society newspapers, magazines or other media

9. The VP of Membership/Scholarship shall have charge of all required committees or as appointed by the President for such programs and tasks as:
   i. Membership and Scholarship drives
   ii. Nominations and Elections
   iii. Maintains, validates and monitors all member meetings, status and dues

10. The Secretary shall have charge of the correspondence and records of the Post. The Secretary shall:
   i. Conduct all correspondence at the direction of the Post or its officers,
   ii. Notify and record the minutes of the meetings, make an accurate record of the proceedings and perform all other duties that properly pertain to this office.
   iii. Submit the annual report to the Post Officers during the last calendar quarter.
   iv. Give timely notices of all meetings to all members;
   v. Record the proceedings of all Board and membership meetings
vi. Maintain a record copy of the Streamer submissions.

vii. The President may appoint an Assistant Secretary to assist the Secretary with the duties of the office and to act as the Secretary during the Secretary’s absence.

11. The Treasurer shall be comptroller of the accounts of the Post under the direction of the President. The Treasurer shall:
   i. Make collections and disbursements under the supervision of the President as directed by the Post;
   ii. Provide a financial report to the Board at regularly scheduled meetings
   iii. Prepare and submit the annual financial report to SAME HQ; and
   iv. File Federal, state, and local income tax returns with a copy to be sent to SAME Headquarters to ensure the retention of SAME’s tax exempt status.
   v. The President may appoint an Assistant Treasurer to assist the Treasurer with the duties of the office and to act as the Treasurer during the Treasurer’s absence.

12. The Sergeant of Arms shall be:
   i. Maintains the professional behavior and mannerisms at all official meetings and gatherings.
   ii. Attends all officers’ meetings and helps plan the agenda for the chapter meeting.
   iii. Attends the chapter meetings.
   iv. Is solely charged with the security of all Post property aka SAME flag, etc.

13. The duties of the officers shall be to attend all meetings; to conduct themselves in a proper and fitting manner; to uphold the dignity of the Post; to be mindful of the Post's interest; and to observe all regulations governing the operation of the Post.

14. An officer of the Post may be removed for cause by a majority written vote of the voting membership.

15. In the event of an officer vacancy, the remaining members shall appoint a temporary officer to serve until the regular meeting at which time an election shall be held to fill the vacancy. The candidate shall be nominated from the floor at the time. If a permanent officer is not elected within sixty (60) days after the vacancy occurs, the temporary officer appointed by the Board shall automatically become permanent for the remainder of the unexpired term.

16. An officer may resign his/her office by notifying the President in writing/email.

Article VI
Committees, Task Forces and Special Advisors

1. The Post may establish Post Operations and Post Mission Committees. (See Society Bylaws, Article IX)

2. Operations committees are those that support the President and Board of Directors in administration of the Post. Standing operations committees may include but not limited to: a) Finance, b) Scholarship and/or Education and Mentoring, c) Audit, and d) 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) Education and Training; c) Relationships and Recognition; d) Leadership and Mentoring and e) Programs.

4. Task Forces 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.

**Article VII**

**Finances**

1. The fiscal year of the Post shall begin on the first day of January.

2. A budget shall be submitted by the Post Treasurer annually prior to the beginning of the calendar year for review and approval by the Post Board of Directors. Budget submissions, audits and reports will be accordance Marine Corp Base Japan (MCBJ) Order MCBJO 5760.1A and SAME Financial Guidelines.

3. Post accounts shall be audited annually or within 30 days of a change in Treasurer by an audit committee of three members appointed by the President or an outside auditor prior to the submission of the annual financial report to the SAME Headquarters.

4. All expenditures will require advance approval by simple majority of a quorum of Post officers, with the exception of the following, which require no advance approval:
   - Postal expenses and administrative supplies totaling less than $25 per quarter.
   - Scholarships awards as duly approved by the Post.
   - Fees for annual independent audit.

5. When a Treasurer is relieved, he/she and his/her successor will jointly audit all accounts and prepare a Turnover Balance Sheet. All funds, property (if not signed for by a property officer), and accounts and records of the Club will be turned over and documented in a Turnover Memo signed by both parties. Copies of Turnover Memo and Turnover Balance sheet shall be provided to all Post Officers and the Japan Post Treasurer.

6. On the occasion of the dissolution of the Post, The Treasurer and one other Post Officer will perform a joint audit and all assets will be forwarded by the Japan Post Treasurer to SAME Headquarters’ Education and Mentoring Fund as Unrestricted Donations. Local bank accounts will be closed.

7. If the Post plans to raise funds and grant scholarships, then the Post shall establish a separate Scholarship Fund or Education and Mentoring Fund. Such Funds shall be administered in accordance with applicable state and local laws and regulations.

9. Board shall have an investment policy with specific investment objectives and should have the investment portfolio reviewed quarterly with Investment Advisors or an established Post Investment Committee.
Article VIII
Meetings, Goals and Objectives

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 meeting that will include awards to recognize outstanding individuals, committees and sustaining members. The Post’s annual meeting may be combined with a regular meeting held in the month coinciding with Post annual elections or installation of the new Board of Directors. (See Nominations & Elections, Article IX)

3. The Officers shall meet at least quarterly using the calendar year as its basis or at the call of the President. The officers will exercise their powers through a simple majority vote.

4. The President or Board of Directors may call for a special meeting at any time to conduct business of the Post. At least one week's notice of time and place and purpose of the meeting shall be given to all members and only the business stated in the call shall be transacted at the special meeting.

5. The purpose of this Post is to promote and facilitate engineering support for national security by developing and enhancing relationships and competencies among uniformed services, public and private sector engineers, and related professionals.

6. 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.

7. Conduct high quality, professionally oriented programs and activities that engenders camaraderie, and facilitates and improves communication among SAME members, the military services and private sector firms

Article IX
Nominations and Elections

1. The Nominations Committee Chair develops a slate of officers for each position as specified in Articles IV and V, obtaining input for such slate from members of the Post.

2. 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.
3. A slate of Officers is presented to the Post membership at one of its announced meetings and voted upon by those members in attendance, provided that the slate was announced to the Post membership prior to the meeting and an opportunity provided for members to submit ballots prior to the meeting for the purpose of the election. A quorum is not needed for these general elections. The results of the election shall be transmitted to the Regional Vice President and SAME Headquarters within 30 days.

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; e-mail; Internet or list serve distribution; social media or blog posting; newsletter (electronic or print) 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 to include registration and point of contact information.

3. The Post must maintain a current website. To be considered current, the website must have: a list of current Post Officers and Directors with their email addresses and telephone numbers; calendar of events with at least one upcoming event slated to take place within the next 30- days; and a join SAME statement with link to SAME HQ website. SAME Headquarters will assist Posts in achieving this minimum standard, as needed. 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 SAME web site content and communication standards.

Article XI
Voting by Board of Directors

1. Voting on an issue shall be conducted after a motion has been made and seconded. Following discussion voting can be conducted in person, by conference call, or electronically by email.

2. Committee Chairs and Special Advisors are eligible to vote only if they also serve as a Post Officer. An individual in good standing with SAME is entitled to only one vote regardless of the number of positions or offices held at the Post.

3. The Post Officers shall conduct business at regularly scheduled meetings or at special meetings, and Officers 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, 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 the Charter.
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. Formal agreements with national organizations will be signed only by SAME HQ; however, agreements with State or local chapters may be signed by the SAME Post President.

Article XIII
Amendments and Revisions

Amendments and/or revisions to Post By-laws may be made by a majority vote of the members, 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)

Article XIV
Amendments and Revisions

1. Marine Corp Base Japan MCBJO 5760.1A ENCLOSURE (3), 2010
2. SAME NATIONAL, POST AND FIELD CHARTER Constitution and Bylaws
3. SAME Post Operation Manual

Approved by vote of the Board of Directors on the 14th of May, 2014.

Post President

Post Secretary

And approved by a majority vote of the members on this 5th day of February 2014 at the regular meeting of the Japan Post.

Signed: Darrin W. Rogers
Post Secretary