



BYLAWS OF THE DALLAS 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 Dallas 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 these Bylaws 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 based on race, color, religion, sex, national origin, or military service status. 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.

Article III
Membership

1. SAME Membership will be attained through application and payment of dues to the SAME National Office. Transfer to this Post from another Post is accomplished through notification to SAME National Office. SAME National Office maintains the official Post membership roster.
2. Individual Membership is achieved by paying dues to SAME National and selecting desired post(s). Full-time students do not pay Post dues but select a Post affiliation when joining SAME.
3. Any member of the Post will be automatically dropped from the Post roster maintained by SAME National Office for failure to pay dues to the SAME National Office as prescribed by the SAME Bylaws.
4. Companies and Public Agencies may become Sustaining Members of the Post by paying the appropriate dues to SAME National Office. The Company or Public Agency determines who shall serve as their member representatives of the Post. Company Member and Public Agency Member representatives have full voting rights in the Post.

Article IV
Board of Directors

1. The Board of Directors shall be comprised of four (4) elected Post Officers; five (5) elected Directors, and the Past President. The elected Post Officers shall be President, President-Elect (Vice President), Secretary, and Treasurer. In addition, the immediate Past President will serve as a Post Officer and assist in affecting a smooth transition to new leadership. Directors may serve as a Committee Chair or champion of a special interest or element of SAME's Strategic Plan, as determined by a majority vote of the elected Officers and Directors. Elected Post Directors shall be Director of Programs, Director of Young Professionals, Director of Individual Members, Director of Sustaining Members, and Director of Fellows/Past Presidents.
2. Directors shall be charged to support the mission and goals of SAME under the guidance of the Post President. Elected Officers and Directors may appoint any number of Appointed Directors and Assistants, by majority vote, as they determine necessary to fulfill the obligations of the Post. The President, in collaboration with the elected Officers and Directors, will determine the appropriate committees and appoint a chairman to each. Appointed Directors serve with Post Officers and Elected Directors under the supervision of the President or ranking officer and shall have a vote on all matters of Post business, except the establishment and appointment of additional Committee Chairs.
3. The term of office for elected Officers and Directors shall be one year with a staggered turnover to provide continuity in the governance of the Post. The immediate Past President shall have a one-year term. Post Officers, Directors and Committee Chairmen may be re-elected or re-appointed for additional terms. In the selection of candidates for elected Officers and Directors, Post leadership will make every effort to ensure representation for

all segments of the Post and to link the Post to National Committees, as appropriate.

4. The Post shall hold elections annually such that the new and continuing Officers and Directors are elected in December and installed in January.
5. 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.
6. The Board of Directors shall meet regularly for the transaction of business and members thereof shall constitute a quorum (see Voting and 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.
7. The Board of Directors approves the establishment, disestablishment or continuance of Committees that may be recommended by the President (see Committees, Article VI).
8. Members of the Board of Directors shall not receive any compensation for their services as Directors. When able, SAME will provide discounted registrations and/or travel and lodging if appropriate, to alleviate volunteer financial burden.
9. Any member of the Board of Direction may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Board of Direction if, in their judgment, the best interest of SAME or the Post would be served thereby.

Article V Officers

1. The Officers of the Post shall consist of President, President-Elect (Vice President), Secretary, Treasurer and shall be elected by the Post membership for a one-year term. Additionally, the immediate Past President serves a one-year term as a Post Officer. Officers and Directors may succeed themselves in office if duly elected by the membership for no more than two additional terms. Officers are voting members of the Board of Directors and must be SAME members in good standing.
2. 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 recommend the establishment, disestablishment, restructuring or continuance of Post Committees to the Board of Directors for approval. The President, with the advice and consent of the elected Officers and Directors, 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 President-Elect (Vice President), or the Past President as determined and voted upon by the Board of Directors.
3. 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.

4. 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 current 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).
5. The Secretary shall have charge of the correspondence and records of the Post. The Secretary shall: (a) give timely notices of all meetings to all members; (b) record the proceedings of all Board and membership meetings; and (c) submit the annual report, with the support of the Treasurer, to the Board of Directors during the last calendar quarter and to the SAME National office by March 31st of the following year. The President may, with the consent of the elected Officers and Directors, 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.
6. The Treasurer shall be comptroller of the accounts of the Post under the direction of the President. The Treasurer shall: (a) make collections and disbursements under the supervision of the President as directed by the Post; (b) render monthly and annual reports as may be called for by the President and SAME National; and (c) file Federal, state, and local income tax returns with a copy to be sent to SAME National Office to ensure the retention of SAME's tax exempt status. The Treasurer is responsible for filing any state required documentation to maintain operations and non-profit status. All Post financial accounts shall be audited annually by an audit committee of at least three members appointed by the President or an outside auditor or auditing agency, prior to the submission of the annual financial report to the SAME National Office. The committee shall report to the President the results of the audit (see also Finances, Article VII). The President may, with the consent of the elected Officers and Directors, 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.

Article VI

Committees, Task Forces and Special Advisors

1. The Post may establish Post Operations and Post Mission Committees (see Society Bylaws, Article VIII).
2. Operation committees are those that support the President and Board of Directors in administration of the Post. Operations committees may include: a) Finance, b) Education and Mentoring, c) Audit, d) Nominating and e) Membership. The Post's Board of Directors may rename, combine, change the names, or establish other operation committees as required to best facilitate the execution of Post functions.
3. Mission committees are those that support SAME's Strategic Plan and assist the Post in accomplishing its goals and objectives. Mission Committees may include: a) Industry Government Engagement; b) Mentoring/Student Chapter; c) Leadership Development; d)

Veterans Transition/Assistance; e) STEM; and f) Resilience. The Post's Board of Directors may rename, combine, change the names or establish other mission committees as required to best facilitate the achievement of Post goals and objectives.

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 assigned goals or missions and be dissolved once these assigned goals or missions are achieved, unless otherwise assigned new goals or 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 as approved by the Post's Board of Directors.

Article VII Finances

1. The Post's fiscal and administrative year shall be coincidental with the calendar year, beginning on the first day of January and ending on the last day of December, annually.
2. Dues for the various categories of membership will be established by the SAME National Board of Direction. SAME National will disperse dues to the Post on a quarterly basis based on the number of Individual, Company and Public Agency Members in the Post.
3. 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.
4. The Post shall establish a separate Education and Mentoring Fund if the Post plans to raise funds and grant scholarships. Such Education and Mentoring Funds shall be administered in accordance with the SAME Financial Guidelines in addition to applicable state and local laws and regulations.
5. Upon dissolution of this Post, all assets will be forwarded to the SAME National Office for inclusion into SAME's Post Operations Fund. Educational and Mentoring Funds will be transferred to the SAME Foundation.

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 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 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.

Article IX
Nominations and Elections

1. The President on or before August 30th, of each year, will form a Nominations Committee and name a Chair. The Nomination Committee shall develop 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 a general call for nominations 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. On or about November 1st, of each year, members will be informed that a ballot with a proposed slate of candidates is available on the Post website. The Post will ensure wide dissemination of the availability of the ballot to members. Voting will be open no less than 10 days. A three-person committee will review the voting process to ensure that an open and fair election is conducted and to review the analytics. 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 Post Board shall decide by ballot between the candidates thus tied. A quorum is not needed for these general elections. The results of the election shall be transmitted to the SAME Regional Vice President and the SAME National Office immediately following installation.
4. Following the election of Officers and Elected Directors, the new President may recommend additional Appointed Directors or Committee Chairmen at any time during the administrative year for approval of the Board of Directors.
5. The installation of the new Board of Directors shall occur at the next meeting of the Post but prior to or on the date of the beginning of the elected Officers' and Directors' terms of office.

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; social and/or legacy media; 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. The Post is required to communicate regarding officer and director elections to the membership (see Nominations and Elections,

Article IX).

3. The standard for the Post web site shall be at a minimum one page including meeting schedule, location and Post Officers and Directors with their email addresses. SAME National Office 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 National web site and for ensuring compliance with Society web site content and communication standards.
4. The standard for the Post newsletter shall be at least quarterly and distributed to all members of the Post via email.

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 video or 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 Directors 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. The Post President may also call for an electronic vote of all voting members on issues that he/she feels are important, in which case a majority vote is required to pass a motion.
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

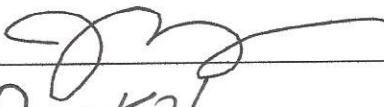
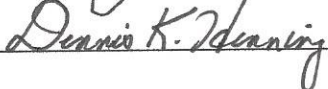
In the furtherance of Society goals and objectives, the Post will cooperate with other societies and organizations toward the improvement of the professional status and standards of the engineering, architecture and related professions to foster engineering education and the knowledge of engineering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

Article XIII

Amendments and Revisions

Amendments and/or revisions to Post Bylaws 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 (15) 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 the SAME National Constitution or Bylaws (see Nominations and Elections, Article IX).

Approved by vote of the Board of Directors on August 16th, 2021.

Juan M. Saldivar, Jr  NAME, Post President
Dennis K. Henning  NAME, Post Secretary

And approved by majority electronic vote of the members completed on September 22nd, 2021.

Signed: Dennis K. Henning Dennis K. Henning NAME, Post Secretary