



BY-LAWS OF THE HAMPTON ROADS 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. The Post shall follow the Standards Manual for SAME Logo & Insignia Use which is available on the SAME website.
2. Customized logos may be used only for special events in addition to the seal, insignia and logo established by SAME.
3. With approval from the Board, the Post may utilize a custom logo for the design of the Post coin.

Article II

Governance

1. The name of the Post shall be the **Hampton Roads 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 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, creed, ethnicity, color, religion, gender, sexual orientation, age, physical or mental ability, political affiliation, marital status, national origin or other non-merit factor. 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.

Article III
Membership

1. SAME Membership will be attained through application for National SAME membership and payment of National dues to the SAME National Office. Transfer to this Post from another Post is accomplished through notification to the SAME National Office. The SAME National Office maintains the official Post roster of members.
2. Rules governing SAME membership and Post affiliation are determined by the SAME National Office and published on the SAME National website
3. Any member of the Post will be automatically dropped from the Post roster maintained by the SAME National Office for failure to pay National or Post dues to SAME as prescribed by SAME Bylaws.
4. Companies may become Sustaining Members at the Post by paying the appropriate dues to the SAME National Office and designating Hampton Roads Post as one of their sustaining member posts. The Company determines who shall be the representatives to the Post. Sustaining Member representatives have full voting rights in the Post. If a company fails to renew its National membership, they will be dropped from the post rosters.
5. Public Agencies become Public Agency Members by paying the appropriate dues to the SAME National Office. The Agency determines who shall be the representatives to the Post. Public Agency Member representatives have full voting rights in the Post.

Article IV
Board of Directors

1. The Board of Directors (the “Board”) shall be comprised of the **Post Officers, 18 Elected Directors**, and an Appointed **Young Member Director**, to provide an opportunity for all segments of the Post to be represented and to link the Post to National Communities of Interest, as appropriate. Directors shall be representative of the Post’s membership as follows:
 - a. US Navy
 - b. US Army Corps of Engineers
 - c. US Coast Guard
 - d. US Air Force
 - e. Small Business Representative
 - f. Architecture Firm Representative
 - g. Construction Firm Representative
 - h. Engineering Firm Representative
 - i. Non-Commissioned Officer Representative
 - j. SAME Fellows Representative
 - k. Streamer Chair
 - l. K12 Outreach Chair
 - m. Resilience Chair
 - n. Construction Camps Chair
 - o. Accreditation Chair

- p. Community Outreach Chair
- q. Student Chapter Advisor (ODU)
- r. Student Chapter Advisor (VT)

The term of office for an Elected Director shall be one year. Directors are encouraged to serve multiple terms to permit a staggered turnover for greater continuity in the governance of the Post.

2. The incoming President may recommend additional individuals to be Appointed Directors, subject to the approval of the Board of Directors. Appointed Directors typically serve as Deputies to support Elected Directors as required. The term of office for Appointed Directors shall be one year. Appointed Directors may be re-elected for additional terms.
3. The Post shall hold elections annually such that the new and continuing Officers and Directors are installed in June of each year.
4. 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 is established for a Young Member and at least one Director will be a SAME Fellow. 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.
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. The President on his/her own initiative may also call special meetings of the Board of Directors. Conduct of business utilizing teleconferencing is permitted. (See also Voting, Article XI)
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. The Post's SAME Fellows Representative on the Board of Directors shall be a member in good standing of the SAME Academy of Fellows (AOF) and shall also serve as the Post Fellows Point of Contact (PFPOC) to the AOF.

Article V Officers

1. The Officers of the Hampton Roads Post shall consist of the following:
 - a. President
 - b. Immediate Past President
 - c. President-Elect
 - d. Vice President - Membership

- e. Vice President - Communications
- f. Vice President - Scholarships
- g. Vice President - Programs
- h. Secretary
- i. Treasurer

With the exception of Post President, 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 Post President is typically elected to a three-year term as a Post Officer, one year each as President-Elect, Post President, and Immediate Past President in succession.
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 recommend the establishment, disestablishment, restructuring or continuance of Post Committees to the Board of Directors for approval. 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 President-Elect, or one of the Vice Presidents, as deemed appropriate by the Board.
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.
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 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).
6. The Immediate Past President shall have a one-year term of service to help ensure continuity of Post leadership and to act in a mentoring capacity. The Immediate Past President will assist with succession planning. If the Immediate Past President cannot complete his/her term, the Board shall elect another member to serve in the capacity of Immediate Past President through the end of the term. Preference shall be given to a member who has previously served as Post President or is a SAME Fellow.
7. The President-Elect will support the Post with duties as assigned by the Post President and will serve as President at the end of his or her one-year term. If the President-Elect cannot complete his/her term, the Board shall elect one of the Vice Presidents to serve as President-Elect. In the event the President-Elect is asked to assume the role of Post President early due the Post President not being able to complete his or her term, the President-Elect will continue to serve as President and later as Immediate Past President through the end of his or her elected three-year term.
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 to the Board of Directors during the last calendar quarter. 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.

6. The Treasurer shall be comptroller of Post accounts under the direction of the President or, in his/her absence, the Immediate Past 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; and (c) file Federal, state, and local income tax returns with a copy to be sent to the SAME National Office to ensure the retention of SAME's tax exempt status. The accounts shall be audited annually by an audit committee which consists of the President-Elect and two other members appointed by the President or an outside auditor 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 in February. (See also Finances, Article VII) 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. One member of the Board of Directors shall also be designated as the second authorized signatory on all of the Post's various asset accounts.

Article VI

Committees, Task Forces and Special Advisors

1. The Post may establish Post Operations and Post Mission Committees as required to effectively manage the business of the Post. (See Society By-Laws, Article VIII)
2. Post Operations Committees are those that support the President and Board of Directors in administration of the Post. Standing operations committees include:
 - a. Finance and Investments (Treasurer plus 2 Directors)
 - b. Scholarships (Vice President for Scholarships plus appointed volunteers)
 - c. Construction Camps (Construction Camps Chair plus appointed volunteers)
 - c. Audit (President-Elect plus 2 Directors)
3. Mission Committees are those that support SAME's Strategic Plan and assist the Post in accomplishing its goals and objectives. Standing Mission Committees will include:
 - a. Membership (Vice President for Membership plus volunteers)
 - b. Education (K12 Outreach Chair plus volunteers)
 - c Training (Accreditation Chair plus volunteers)
 - d. Relationships and Recognition (Streamers Chair plus volunteers)
 - e. Outreach (Community Outreach Chair plus volunteers)
 - f. Programs (Vice President of Programs plus volunteers)
 - g Communications (Vice President of Communications plus volunteers)
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 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.
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.
3. The Hampton Roads Post has established a separate post Education and Mentoring Fund. This fund supports the goal of the society to advance education and training to promote Science, Technology, Engineering and Math (STEM) professions related to the construction, operation, maintenance or protection of national or defense infrastructure (facilities, transportation, energy, water, telecommunications, etc.). The Education and Mentoring Fund shall be administered in accordance with all applicable state and local laws and regulations.
4. Upon dissolution of this Post, all assets will be forwarded to the SAME National Office for inclusion into SAME's general fund.

Article VIII
Meetings and Activities

1. Regular meetings and technical, professional and social programs 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 Board shall establish and name such medals, trophies, certificates, scholarships, and other awards as it deems desirable in the furtherance of the objectives of the Post and shall prescribe the criteria governing the awards. Establishment of award criteria shall be guided by the awards and recognition program established by SAME in support of SAME's strategic plan. The Post shall present awards at one of the regular monthly meetings as determined by the Board.
3. The Post shall conduct an annual meeting. Typically, the annual meeting is 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)
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.

Article IX
Nominations and Elections

1. The Immediate Past President 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.
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 and Directors is presented to the Post by means of electronic communication. Members are given a minimum of 30 days to review and submit ballots prior to the installation of officers. A quorum is not needed for these general elections. The results of the election shall be transmitted to the Regional Vice President and the SAME National Office within 30 days.
4. Following the election of Officers and Elected Directors, the new President may recommend additional Appointed Directors at any time during the 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. 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 Post web site shall list Post Officers and Directors with their email addresses and telephone numbers. The Post will create and maintain a website which is linked to the SAME National website. The Post's website content will be regularly updated and comply with SAME National content and communication standards.
4. The Post newsletter shall be issued no less than quarterly and is to be distributed to anyone registered to receive post communications (via Post website).

Article XI
Voting by Officers and 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. Post Officers and Directors (elected or appointed) are eligible to vote. Committee Chairs and Special Advisors are eligible to vote only if they also serve as a Post Officer or Director. An individual is entitled to only one vote regardless of the number of positions or offices held at the Post.
3. Business at a Post Board of Directors meeting may be conducted by those Board members in attendance at the meeting or on conference call. Votes taken will need a majority of Board of Directors in attendance at the meeting or on conference call to pass (i.e. quorum). The Post President or presiding officer at the meeting may call for an electronic vote by the entire Board, in which case a majority vote of the entire Board is required to pass a motion.

Article XII

Cooperation with Other Organizations

In the furtherance of Society goals and objectives, the Post will cooperate with other professional and technical societies and organizations in presenting programs and networking opportunities that promote the improvement of professional status and standards related to the construction, operation, maintenance or protection of national and defense infrastructure (facilities, transportation, energy, water, telecommunications, etc.) as well as improve STEM education and advance the knowledge of related disciplines. Additionally, the Post will leverage expertise to partner with charitable organizations that support Veterans and their families.

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)

These Bylaws were approved by a vote of the Board of Directors on June 19, 2019.

Michael R. Pampalone Post President

S. Belmont Judd Post Secretary

These Bylaws were approved by a majority vote of the members, certified on July 17, 2019.

Signed: S. Belmont Judd Post Secretary