



## BYLAWS OF THE ANCHORAGE POST

### Article I: Name of the Organization, Seal, Insignia, and Logo

1. This Nonprofit organization is named the Society of American Military Engineers (SAME) Anchorage Post, and hereto after, referred to as the Post.
2. The seal, insignia and logo of the Post shall be the same as established by SAME National Board of Directors and published on the SAME web site. Customized logos representing the Anchorage Post may be used under limited circumstances, as coordinated with SAME National (i.e. coins, mementos, special meetings, websites, letterhead etc).

### Article II: Corporate Purpose and Governance

**Specific Purpose:** SAME originally grew from our nation's experiences in World War I, "The War to End All Wars" when thousands of engineers in civil life were called to duty in uniform. Upon their return home, many feared the collective knowledge and the cooperation between the public and private sectors that proved vital to combat success would be lost. Together, industry and military leaders vowed to capitalize on the technical lessons and camaraderie shared during their battlefield experiences and create an organization through which the national engineering community could ensure a preparedness and readiness for the nation's civil and military needs. To honor the enduring purpose of the Society the Anchorage Post was established in 1942 and to this time focused on the military engineering needs of the State and the Nation.

**Nonprofit Purpose:** The Post is organized exclusively for education, training, charitable, and collaborative purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

1. 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.
2. The Post fully supports the policy of equal opportunity and will not discriminate or knowingly participate in any activity that discriminates against any person of a Federally protected class or group (i.e. race, color, religion, etc). Likewise, the Post will avoid actions that is or appears detrimental or discriminatory to any persons of any Federally protected class or group.

3. The Post shall 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 shall ~~must~~ prevail in all business relationships involving the government.
4. Student Chapters and Field Chapters of the Post may be established geographically and are not required to be separately incorporated by the Anchorage Post.

### Article III: Membership

1. Eligibility. To be eligible for Post membership, SAME membership will be attained through application for National SAME membership. Any individual, private company, public agency, non-profit organization, academic institution or division thereof desiring to become a member shall make application to SAME National Office using SAME's membership application forms or online application. There are no eligibility requirements for membership. Individuals may be an individual member of SAME and a Sustaining, Public Agency, Academic Member, or Nonprofit Representative.
2. **Annual Dues (Individuals):** The Board of Direction shall prescribe dues for individual membership in SAME. Dues for all members shall be reviewed periodically and adjusted by a majority vote of the Board of Direction. Dues shall be paid to the SAME National office annually or as otherwise determined by the Board of Direction. 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.
  - 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. Also included are those individuals employed by academic institutions and non-profit organizations.
  - 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. **Annual Dues (Organizations):** 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 may join one or more Posts. Companies shall be granted a Sustaining Membership in SAME and for each Post they join. The national membership shall entitle the company to four Executive Members. Each Post Sustaining Membership shall entitle the company to six Sustaining Member Representatives. 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 to SAME's National Office. 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.
  - b. **Public Agency, Nonprofit and Academic Institution Members:** Federal, State and local public agencies, Nonprofit organizations, and public and private Academic Institutions may join SAME at the national level and one or more SAME Posts. Each Post membership entitles the Public Agency, Non-profit organization and Academic institution to several 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 Academic Institution 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.
  - d. **Member Category Change:** Sustaining Member, Public Agency, Academic, and Nonprofit Organization Representatives who have had their memberships terminated by reason of leaving the company, organization or agency, may join SAME and continue their membership in another category.
5. **Transfer:** Transfer to this Post from another Post is accomplished through notification to SAME Headquarters, as SAME Headquarters maintains the official Post roster of members.
6. **Resignation and Termination:** Members may be dropped for unpaid dues or cause by a majority vote of the Post Officers and Board of Directors; provided, that the members shall have been given full opportunity for a hearing in their own defense; provided further, that members so dropped may be reinstated at a later date by a majority vote of the Post Officers and Board of Directors; provided further, that prior to such reinstatement the Member shall liquidate all their indebtedness to SAME.
7. **Rights of Members:** Only Members of SAME who are current in dues may vote, hold office and receive the benefits of membership in SAME. At the discretion of the



Executive Director, individual membership may be extended into their retirement in recognition of good and faithful service.

8. Classification of Fellow:

a. Classification: SAME has a classification for Fellow that is unrelated to dues categories of membership. Fellows are members of the Society who have rendered dedicated and outstanding service to SAME and to the engineering profession and who are approved to become a Fellow in accordance with these Bylaws and the Academy of Fellows Operations Manual.

b. Requirement: Nominees shall have been active members of SAME for a minimum of ten years and shall remain in good standing. Nominations will be accompanied by a written justification outlining specific contributions and service to both SAME and the engineering profession. The National SAME Fellows process is described fully annually by the Society in the request for Nominations, and the process for selection is conducted for each nominee.

Article IV: Meetings of Post Members

1. Post Meetings. Posts shall hold meetings and workshops with a frequency determined by each Post Board of Directors to accomplish the goals and objectives of SAME.
2. Quorum: At the Annual or other meetings of SAME, a quorum serves as two hundred and fifty members entitled to vote, present in person or voting by written ballot submitted prior to the meeting.

Article IV

Post Board of Directors

1. The Board of Directors (Board) shall be comprised of the Post Officers (President, 1st Vice President, 2nd Vice President, 3rd Vice President, Junior Vice President, Secretary, & Treasurer), fifteen (15) Elected Directors, and the immediate Past President, ensuring ample diverse experience to effectively guide the Post's operations. Officers and the Past President shall serve one-year terms, while Directors shall serve three-year terms with staggered turnover amongst three "Seats" (Groups of 5 Directors) to ensure governance continuity. Officers and Directors may be re-elected for additional terms. Officers serve as voting members of the Board and may succeed themselves in office if duly elected by the membership for additional terms.
2. The Post shall hold elections in November-December annually such that new or-continuing Officers and Directors are installed in January at the annual meeting or other appropriate venue. In the event a serving Board member vacates their position prior to fulfilling their designated term, the Board shall have authority to nominate and appoint Post Members in good standing to vacant fill vacancies of the Officers or Director positions until the next election cycle for that position. In no case, is it assumed a Member is entitled to serve as a Board member based on their military affiliation, private sector affiliation, or position or title.

3. Board Members shall support the mission and goals of SAME, the Anchorage Post, and its membership, by providing leadership to and personal involvement with specific committees designated to head various events or functions. Additionally, Board Members shall be aligned with specific lines of effort, defined as "People," "Programs," and "Processes" to provide guidance and focus to the Post's efforts. Vice Presidents shall be charged to lead one of these areas with Directors providing direct support. Appointed roles as described below may also be filled by other Post Members. The Board approves the establishment, disestablishment or continuance of Committees that may be recommended by the Post President or board members.

a. People: Those roles and missions focused primarily on the Post's membership, including:

- 1) Individual Members (Appointed POC to SAME National)
- 2) Sustaining Member Firms (Appointed POC to SAME National)
- 3) Young Members (Appointed POC to SAME National)
- 4) Current and Proposed Fellows (Appointed POC to SAME National)
- 5) Student Chapter/Mentoring (Appointed POC to SAME National)
- 6) Awards and Recognition consistent with Alaskan Professional, Military Engineering, and SAME National Awards

b. Programs: Those roles and missions focused on delivering outcomes which benefit Post Members, personally and professionally, consistent with SAME objectives (these generally align with SAME National's "Programs" line of effort):

- 1) Camp/STEM (Appointed POC to SAME National)
- 2) Monthly Meetings
- 3) Industry Days/Seminars
- 4) Annual Golf Tournament
- 5) Annual Banquet

c. Processes: Those roles and missions which enable the Post's success and promote connection with our wider community generally align with SAME National's "Communications," "Finance," and "Audit" lines of effort.

- 1) Scholarships (Appointed Post POC and identified to SAME National)
- 2) Leadership Development (Appointed Post POC and identified to SAME National)
- 3) Small Business Liaison (Appointed Post POC and identified to SAME National)
- 4) Webmaster (Appointed Post POC and identified to SAME National)
- 5) Centennial POC (Appointed POC to SAME National, until rescinded)
- 6) EventBrite POC
- 7) Google Drive/Other Electronic Storage POC
- 8) Post Mailbox POC (on JBER)
- 9) Post Storage Locker POC
- 10) SAME Streamer POC
- 11) SAME Awards POC

- 12) Alaska Engineering Week POC
- 13) Alaska Engineer of the Year POC

- 4. The Board shall meet regularly for the transaction of business and members thereof shall constitute a quorum. 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: if time permits and if an analysis of the discussion is provided for consideration. Officers Elected and Appointed Directors are eligible to vote. An individual is entitled to only one vote regardless of the number of positions or offices held at the Post. A quorum at Post Board meetings is defined by a majority of those Board members in attendance at the meeting or on conference call. The minimum number of Officers and Directors should be a combined total of 11 with at least the President, or one of the Vice Presidents participating in the vote. The President, with approval of the Board of Director members in attendance, may call for an electronic vote by the entire Board. The President may call special meetings of the Board, as necessary, to further the interests of the Post. Conduct of business through webinars/teleconferencing is highly encouraged to promote convenient participation. Additionally, the presence, in person or by proxy of a majority of current members of the Board of Direction shall be necessary to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date or via e-mail correspondence without notice. The act of a majority of the members of the Board of Direction present at a meeting at which a quorum is present will be the act of the Board of Directors.

Article V  
Post Officers

- 1. The Post President (here to after called 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 for approval. The President may 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, these duties shall be assumed by Vice Presidents in order of precedence (1st Vice President, 2nd Vice President, 3rd Vice President, and Junior Vice President) until the next election cycle or until vacated, requiring interim appointment by the Board.
- 2. The President shall sign all written contracts and obligations of the Post, with the concurrence of the Treasurer on matters involving financial obligations. The President may obtain a legal review of all major contracts for which the Post could incur significant liability.
- 3. The President shall preside at all meetings and inform the Post membership on matters related to the Post's propose activities, financial and membership status, and progress in achieving the goals and objectives of the SAME Strategic Plan. (See Meetings and Activities, Article VII)
- 4. The Post Vice Presidents shall provide leadership and guidance to the Post's three main lines of effort: People, Programs, and Processes.



5. The Post Secretary shall have charge of the correspondence and records of the Post. The Secretary shall: a) give timely notices of all meetings to members; b) record the proceedings of all Board and membership meetings; and c) submit the annual report to the Board during the last calendar quarter.
6. The Post 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 Headquarters to ensure the retention of SAME's tax exempt status. The accounts shall be audited annually 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. The committee shall report to the President the results of the audit in February (See Finances, Article VI). 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.

Article VI  
Finances

1. The fiscal year of the Post shall begin on the first day of January each year.
2. Post dues for the various categories of membership established by the SAME Bylaws shall be an amount established by the Board. There shall be no Post dues for Sustaining, Public Agency, Nonprofit, Academic Institution, or Student Members. Any proposed change in Post dues must be approved by the Post Board and sent to SAME Headquarters anytime during the year but no later than 30 November, so that it will become effective on 1 January of the following year.
3. A future year's draft budget shall be submitted by the Post Treasurer annually in November for review and approval by the Post Board.
4. The Post shall establish a separate Scholarship Fund, if the Post plans to raise funds and grant scholarships. Such Scholarship Fund shall be administered in accordance with applicable state and local laws and regulations.
5. Upon dissolution of this Post, all assets will be forwarded to SAME Headquarters for inclusion into SAME's general fund.

Article VII  
Meetings, Voting, 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 (e.g. Annual Banquet). 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. (See Nominations & Elections, Article VIII)
3. The President or the Board may call for a special meeting at any time to conduct business of the Post. At least one week 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.
4. 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: if time permits and if an analysis of the discussion is provided for consideration.
5. Officers Elected and Appointed Directors are eligible to vote. An individual is entitled to only one vote regardless of the number of positions or offices held at the Post.
6. A quorum at Post Board meetings is defined by a majority of those Board members in attendance at the meeting or on conference call. The minimum number of Officers and Directors should be a combined total of 11 with at least the President, or one of the Vice Presidents participating in the vote. The President, with approval of the Board of Director members in attendance, may call for an electronic vote by the entire Board.

Article VIII  
Nominations and Elections

1. In October, annually, the Board shall develop an initial slate of proposed officers and elected directors for each position to be vacated in the coming year. This proposed slate of Officers and Directors is presented to the Post membership during the October General Membership Meeting/Luncheon, with further nominations open through November.
2. All nominated individuals shall be a-members in good standing of SAME and the Post.
3. Elections for incoming Officers shall be conducted between November and December annually. The installation of the new Board 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. The results of the election shall be transmitted to the Regional Vice President and the SAME Headquarters within 30 days of commencement of their term. If the office of Post President becomes vacant for any reason between election cycles, the position shall be filled by the Post Vice Presidents, as described earlier.

Article IX  
Communications

1. Communication with Post membership shall occur with regularity via one or more of the following mechanisms, as deemed appropriate by the Vice President charged with leading Anchorage Post, SAME



the "Processes" line of effort. These include, but are not limited to:

- a) presentations at meetings or activities;
  - b) web site;
  - c) electronic mail;
  - d) internet or list serve distribution;
  - e) media outlets;
  - f) hard copy;
  - g) or other means deemed appropriate by the Post.
2. 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, including: a) regularly updating the material presented; b) creating a link to the SAME Headquarters web site; and c) ensuring compliance with SAME National web site content and communication standards.

#### Article X

##### Cooperation with Other Organizations

In the furtherance of SAME National goals and objectives, the Post will endeavor to partner 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 XI

##### 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, and further provided that it shall be provided to the Post membership at least 15 days prior to the meeting along with an announcement of the date, time, and place of the meeting for the vote; and provided that the amendment and/or revision is not in conflict or contradictory to the SAME Constitution or Bylaws. (See Nominations & Elections, Article VII)

#### Article XIII

##### Approval and Adoption


These Bylaws are herewith approved and adopted by the Anchorage Post, SAME on the dates set forth below.

Member Comments Incorporated on 5 April, 2020.

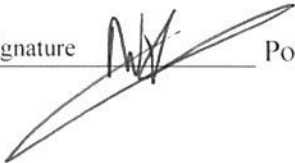
Anchorage Post, SAME

Approved 5/28/2020

Brian P. Duffy  Post President  
printed name signature

Michael Riley  Post Secretary  
printed name signature

And approved by a majority vote of the members on this 28 day of May, 2020, following electronic vote of the Membership and briefing at the "remote/virtual" meeting of the Anchorage Post, SAME.

Signed: \_\_\_\_\_ printed name Michael Riley signature  Post Secretary