



BYLAWS OF THE DENVER METRO POST

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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 Office Board of Direction and published on SAME web site.
2. Customized logos may be used only for social media, electronic communications, and 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 Denver Metro Post, Society of American Military Engineers (SAME), hereafter referred to as the “Post.”



2. The Post shall be governed by these Bylaws, consistent with the Constitution and Bylaws of SAME National. If these Bylaws conflict with SAME's Constitution or Bylaws, those of SAME National 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, 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 Post governance year is June through May.

Article III
Membership

1. SAME Membership will be attained through application and payment of dues to SAME National Office. Transfer to this Post from another Post is accomplished through notification to SAME National. SAME National Office maintains the official Post roster of members.
2. Individual Membership is achieved by paying dues to SAME National and selecting post(s). Full-time Students do not pay 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 SAME National Office as prescribed by SAME Bylaws.
4. Companies and Public Agencies may become Members at the Post by paying the appropriate dues to SAME National Office. The Company or Public Agency determines who shall be the members of the Post. Company Member and Public Agency members have full voting rights in the Post.

Article IV
Board of Directors

1. The Board of Directors shall be comprised of the Post Officers, nine (9) Elected Directors, and a Past President, to provide an opportunity for all segments of the Post to be represented and to link the Post to National Office Committees, as appropriate. The term of office for an Elected Director shall be a 3-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.



2. 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 at the beginning of their term of office. (See Articles II and VII)
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 Elected Director position shall be designated for a Young Member and one Elected Director position shall be designated for a Fellow. Elected 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. If a Post Officer or Elected Director cannot complete his/her term, he/she may be replaced with an Appointed Director/Officer. The President recommends individuals to be an Appointed Directors/Officer, subject to the approval of the Board of Directors. Appointed Officers and Directors continue until the next election. An Appointed Director will be replaced by an Elected Director who will serve the balance of the term.
6. 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 or video conference 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.

Article V
Officers

1. The Officers of the Post shall consist of President, 1st Vice President, 2nd Vice President, Secretary, and Treasurer and shall be elected by the Post membership for a one-year term. The Past President shall serve as an Officer for a one-year term immediately following Presidency; the Past President shall serve as Chair of the Nomination Committee. 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 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. (See Committees, Article VI) 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.



3. If the Post President cannot complete his/her term, the vacancy shall be filled by the 1st Vice President, and further that the 2nd Vice President shall succeed the office of the 1st Vice President, and further the Board of Directors shall select from the Post Board of Directors an existing Director to succeed the office of the 2nd Vice President. These changes shall be done in consultation with the Board of Directors.
4. For continuity of Post operations, it is intended that the Post President first serve as the Secretary, 2nd Vice President and 1st Vice President, and then as the Past President resulting in a 5-year commitment to the Post.
5. 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. On a case-by-case basis, in the temporary absence of the Post President, the Post President shall delegate to an elected Officer or Director the authority to sign in his/her place. The President may obtain a legal review of all major contracts for which the Post could incur significant liability.
6. The 1st Vice President and 2nd Vice President shall keep the Post President informed on the status of Post programs and Committee actions that they are responsible for, to fill in for the Post President during absences, or to take over the duties of the Post President if the incumbent is unable or unwilling to continue in that role.
7. 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; and (b) record the proceedings of all Board and membership meetings. 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. An Assistant Post Secretary is not a voting Board member.
8. 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; and (c) file Federal, state, and local income tax returns. (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. An Assistant Post Treasurer is not a voting Board member.

Article VI

Committees, Task Forces and Special Advisors

1. The Post may establish Post Operations and Post Mission Committees. (See Meetings and Activities, Article VIII)
2. Operations committees are those that support the President and Board of Directors in administration of the Post. Standing operations committees include a) Finance; b) Education and Mentoring Fund, c) Audit, d) Nominating and e) Membership.



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 Programs and those identified in the SAME Strategic Plan.
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 as deemed necessary to accomplish the Post's mission.
6. Special Advisors are members of the military or public agencies that may be selected by the President to support SAME's Strategic Plan and Denver Post operations. Standing advisor positions include a) Non-Commissioned Officer (NCO), b) Buckley SFB, c) Colorado National Office Guard, d) Student Chapter Liaison(s). Special Advisors are not voting Board members; it is recognized that these positions may not be filled every Post year.

Article VII
Finances

1. The fiscal year of the Post shall begin on the first day of January.
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 and Company/Public Agency Members in the Post.
3. A budget shall be submitted by the Post Treasurer annually prior to the beginning of the Post fiscal year for review and approval by the Post Board of Directors.
4. The Post shall establish a separate account for Education and Mentoring, if the Post plans to raise funds for those purposes. Such account shall be administered in accordance with the SAME Financial Guidelines and applicable state and local laws and regulations.
5. Upon dissolution of this Post, all assets will be forwarded to SAME National Office for inclusion into SAME's general fund.
6. The accounts shall be audited annually by an audit committee of with a minimum of two members appointed by the President (Article VI) or an outside auditor plus the Treasurer and/or Assistant Treasurer. The audit will be conducted 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 prior to submission to SAME National Office.

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. Professional development hours (PDHs) shall be provided through Post programs and other special events. Certification of PDHs shall be made by an appropriate registered professional (PE, PG, LPA, etc.). Documentation of PDHs shall be provided to membership annually via the post website or, if appropriate, at a program or event.
3. The President or Board of Directors may call for a special general membership meeting at any time to conduct business of the Post. Notice of time, 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 April 1st will form a Nominations Committee chaired by the Past President. The Nominations Committee 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. During annual nominations, the Nominations Committee will confirm on-going commitment and availability of Directors and Officers serving multi-year positions.
4. On or about May 1st, 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 14 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 Regional Vice President and the SAME National Office immediately following installation.
5. 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 Direction.
6. 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; social media; newsletter; 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. The Post is required to communicate 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 and location as well as Post Officers and Directors with contact information.

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 and seconded 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. Elected Officers and 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. Business at a Post Board of Directors meeting may be conducted by those Board of Director members in attendance at the meeting or on conference call. A quorum is defined by a minimum of six (6) Board of Director members, of which two (2) shall be officers.
4. Action without a Board Meeting. When Board approval of an action is proposed between regular meetings, approval may be obtained at either a special board meeting (Article VIII) or through approval by a quorum through email. Actions without a board meeting shall be limited to resolutions that do not merit debate or discussion. A request for action without a board meeting shall be sent to all Officers and Directors setting forth the resolution, justification for the action, and the deadline for approval or objection. If a Director or Officer objects to acting without a board meeting prior to the deadline, the resolution shall be deferred to a regular or special board meeting. The approved action shall be documented in the form of a resolution in the minutes of the next meeting of the Board of Directors.



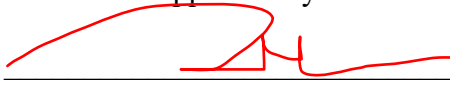
Article XII
Cooperation with Other Organizations

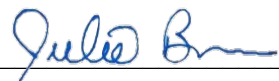
In the furtherance of Society goals and objectives, the Post will cooperate with other societies and organizations toward the improvement of the professional status and standards of the engineering, architecture, and related professions to foster engineering education and the knowledge of engineering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

Article XIII
Amendments and Revisions

Amendments and/or revisions to Post Bylaws may be made by a majority of the votes received by 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).

Approved by vote of the Board of Directors on 02/02/23.


_____ **Rick Lemieux**, Post President


_____ **Julie Brown**, Post Secretary

And approved by a majority of the votes received by the members completed on DATE.

Signed:  _____ **Julie Brown**, Post Secretary

