

Society of American Military Engineers

Buffalo Post Bylaws

Article I

Purpose

1. The Society of American Military Engineers Buffalo Post is organized strictly for educational, scientific and charitable purposes; including for such purposes, the making of distributions to such organizations that qualify as exempt organizations described under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.
2. Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.
3. The Buffalo SAME Post is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

Article II

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 III

Governance

1. The name of the Post shall be Buffalo 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, creed, sex, sexual orientation, gender identity, national origin, ancestry, age, veteran status, disability, genetic information, military service, or other protected status. Likewise, the Post will take no official action that is or appears to be determined or discriminatory to any class or group of persons.
4. It is the policy of this Post to adhere to a high standard of ethical conduct in all its activities. The Post fully supports and expects strict compliance by every member with 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 a high ethical standard. Accordingly, the Post supports the principle that strict impartiality must prevail in business relationships involving the government.

Article IV **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. Post Membership is achieved by paying Post dues to SAME National. Life Members achieve Post membership by selecting a base Post and paying Post dues to belong to additions Posts. Students do not pay Post dues but select a Post affiliation when joining SAME and paying national dues.
3. Any member of the Post will be automatically dropped from the Post roster maintained by SAME Headquarters for failure to pay National or Post dues to SAME Headquarters as prescribed by SAME Bylaws.
4. Companies and Public Agencies may become Sustaining Members at the Post by paying the appropriate dues to SAME Headquarters. Sustaining Member and Public Agency representatives become members of the Post by being nominated by their company or public agency and submitting a completed application to SAME Headquarters. The Company or Public Agency determines who shall be the representatives to the Post. Sustaining Member and Public Agency representatives have full voting rights in the Post.

Article V **Board of Directors**

1. The Board of Directors shall be comprised of the Post Officers, six (6) Elected Directors, a Past President and up to (4) 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 three-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 the 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.

All Officers and Directors of the Post shall be required to attend a minimum of 6 monthly meetings and/or events in a calendar year beginning January 1 and ending December 31. Special Circumstances preventing this attendance (such as deployment, illness, or family leave) can be discussed with the President and the President may allow exceptions to this attendance on an individual basis for one calendar year. Officers not in compliance with this policy will be notified and their seat will be filled for the remainder of their term in the next Post election.

2. The Post shall hold elections annually in April such that the new and continuing Officers and Directors are installed in June.
3. 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 shall be established for a Young Member and one Director for a Fellow, or senior member if the Post has no Fellows. 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.

4. 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.
5. 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.
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 VI

Officers

1. The Officers of the Post shall consist of President, one or more Vice President(s), Secretary, and Treasurer and 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. If there is more than one Vice President, one shall be designated as the 1st Vice President.
2. The President shall be responsible for general supervision of the affairs of the Post and shall preside at the meeting 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 the 1st Vice President, or as 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 either the annual Post meeting or via newsletter 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 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 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; 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 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. Failure to file Federal, state, and local income tax returns shall result in the removal of the Treasurer from the Board and replacement of the Treasurer with the Assistant Treasurer until the next Post elections.

Article VII
Committees, Task Forces and Special Advisors

1. The Post may establish Post Operations and Post Mission Committees. (See Society Bylaws, Article VIII.)
2. Post committees are established to support programs and activities. Standing committees include but are not limited to: a) Programs; b) Communication; c) Awards and Recognition; d) Finance; e) Audit; and f) Nominations.
3. 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.
4. 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 VIII
Finances and Dissolution

1. The fiscal year of the Post shall begin on the first day of January.
2. Post dues for the various categories of membership established by the SAME Bylaws shall be an amount established by the Post Board of Directors. There shall be no Post dues for Sustaining Members or Student Members. Any proposed change in Post dues must be approved by the Post Board of Directors and sent to the SAME Headquarters anytime during the year but no later than 30 November, so that it will become effective on January 1 of the following year.
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 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 termination or dissolution of the SAME Buffalo Post, any assets lawfully available for distribution shall be distributed to the Society of American Engineers Foundation, a qualifying organization described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation. The organization to receive the assets of the SAME Buffalo Post hereunder shall be the Society of Military Engineers Foundation a 501 (c) (3) organization.

Article IX
Meetings & 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 the 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 or combined with another Post event. (See Nominations and 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 X
Nominations and Elections

1. The Nominations Committee Chair 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 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, as determined by the Board of Directors. A quorum is not needed for these general elections. The results of the election shall be announced in May and shall be transmitted to the Regional Vice President and the SAME Headquarters 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 Industry Day but prior to or on the date of the beginning of the elected Officers and Directors terms of office.

Article XI
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; website; 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 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 Post in achieving this minimum standard, as needed. The Post is encouraged to create and maintain its own website, the

Post is responsible for regularly updating the material presented and for creating a link to the SAME Headquarters website and for ensuring compliance with Society website content and communication standards.

4. The standard for the Post newsletter shall be a minimum one page issued at least quarterly and distributed to all members of the Post, either via email or regular mail.

Article XII

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 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 and Elected 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.
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, means, unless a higher percentage is required by these bylaws.

Article XIII

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 XIV

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 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 Bylaws. (See Nominations and Elections, Article X.)

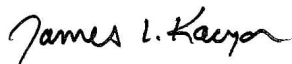
And approved by a unanimous vote of the Board of Directors the 19th day of July 2022 of the Buffalo SAME Post.

Signed:



Ann E. Burke, Post President

Signed:



James Kaczor, Post Secretary