



BYLAWS OF THE SOCIETY OF AMERICAN MILITARY ENGINEERS WASHINGTON DC POST

Article I

Seal, Insignia and Logo

1. The seal, insignia and logo of the Post shall be the same as established by Society of American Military Engineers (SAME) National Board of Direction (SAME National) and published on SAME website.
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 **Washington DC 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 National’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 on the basis of 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. Each Officer and Director shall undertake reasonable due diligence to determine whether he or she has, or is aware of any potential conflict of interest related to the Post, its activities, or its interests. A conflict of interest includes, but is not limited to an interest or activity which might affect the independent judgment of an Officer or Director, or in which an Officer or

Director has a personal, financial, or ownership interest. Any such potential conflicts of interest should be disclosed to the President promptly upon their discovery for analysis and further action.

Article III Membership

1. SAME Membership will be attained through application and payment of dues to SAME National. Transfer to this Post from another Post is accomplished through notification to SAME National. SAME National 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 for failure to pay dues to SAME National as prescribed by SAME Bylaws.
4. Companies and Public Agencies may become Members at the Post by paying the appropriate dues to SAME National. 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 is comprised of the Post Officers, 14 Elected Directors, a Past President and (an optional number of) Appointed Directors, 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. The term of office for an Elected Director shall be a 2-year term with a staggered turnover to provide continuity in the governance of the Post. The Past President and other officers shall have a one-year term. 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. Officers and Directors may be re-elected or re-appointed for additional terms.
2. The Post shall hold elections annually such that the new and continuing Officers and Directors are installed in January.
3. Directors shall be charged to support the mission and goals of SAME and should serve as a 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 & Quorum, Article XI). The President on his/her own initiative may call special meetings of the Board of Directors. Conduct of business utilizing tele-conference or video conference 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).
7. The Board of Directors may designate specific individuals with the authority to commit funds and to approve invoices before they are submitted to the Treasurer for payment. Approvals should be documented and the level of check signing / credit card payment / commitment of funds authority provided to these designees shall not exceed \$5,000 per transaction without Treasurer approval. For significant events, the Board of Directors may designate specific individuals with the authority to commit funds and approve invoices before they are submitted to the Treasurer for payment based on a cumulative dollar value established by the Board of Directors. For example, the Board of Directors may assign authority to a designated individual to approve multiple invoices with a cumulative value of up to \$50,000 to facilitate the planning of a conference.
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 & lodging if appropriate, to alleviate volunteer financial burden.
9. Any member of the Board of Directors may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Board of Directors if, in their judgment, the best interest of SAME would be served thereby.

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. Officers 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 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 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 1st Vice president and the 2nd Vice President shall report to the Post President on the status of any Post programs and Committee actions that they are responsible for, to fill in for the Post President during absences, and to take over the duties of the Post President if the incumbent is unable to continue in that role.
6. 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 and to SAME National by March 31 of the following year. 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.
7. The Treasurer shall be comptroller of the accounts of the Post under the direction of the President. The Treasurer shall: (a) make collections, deposits, and disbursements under the supervision of the President, and maintain supporting documentation for funds collected (e.g., number of people attending, total funds collected, and deposit record) and cash disbursements; (b) render monthly and annual reports to the Post board or as may be called for by the President and SAME National; (c) ensure that the Scholarship Fund funds, once placed into the account, are used to support Post education and mentoring activities; (d) file Federal, state, and local income tax returns with a confirmation sent to SAME National 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 appointed by the President or an outside auditor prior to the submission of the annual financial report to SAME National. The committee shall report to the President the results of the audit. (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.

Article VI

Committees, Task Forces and Special Advisors

1. The Post may establish Post Operations and Post Mission Committees. (See Society By-Laws, Article VIII).
2. Operations committees are those that support the President and Board of Directors in administration of the Post. Standing operations committees may include but are not limited

to: a) Finance; b) Scholarships; c) Audit; d) Investments; e) Sponsors; f) Annual Scholarship Golf Tournament; and g) Membership.

3. Mission Committees are those that support SAME's Strategic Plan and assist the Post in accomplishing its goals and objectives. The Post may establish and maintain Standing Mission Committees to manage specific tasks on an as needed basis.
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 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. Dues for the various categories of membership will be established by SAME National. 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 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 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 SAME National Office for inclusion into SAME's Post Operations fund. Scholarship Funds will be included in 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 company 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). The Board of Directors should cover the following topics during its monthly meetings: review of minutes from the previous meetings; report of Officers; report of Directors; Report of Committees; awards and recognitions; election of Officers and Directors; new business; Program; and adjournment.

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 should 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 will form a Nominations Committee and name a chair. 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 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. 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 30 days. The Nominations 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 SAME National immediately following installation.
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. 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 media; 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 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 SAME National web site and for ensuring compliance with Society web site content and communication standards. The Post shall endeavor to issue the Post newsletter 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 or video 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 ten 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 or by the President.

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.

