

BY-LAWS OF THE OMAHA POST, SOCIETY OF AMERICAN MILITARY ENGINEERS

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 and published on SAME web site.
2. Customized logos may be used with Board approval 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 Omaha Post, Society of American Military Engineers, hereafter referred to as the "Post."
2. The Post shall be governed by these By-laws, consistent with the Constitution and By-laws of SAME. In the event that these By-laws are in conflict with SAME's Constitution or By-laws, 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, 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.

Article III 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. Students do not pay Post 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 Headquarters for failure to pay National or Post dues to SAME Headquarters as prescribed by SAME By-laws.
4. Companies and Public Agencies may become Company/Organization Members of the Post by paying the appropriate dues to SAME Headquarters. Company/Organization Member and Public Agency representatives become members of the Post by being assigned by their company or public agency and submitting a completed application to SAME Headquarters.
5. Current Post Members have full voting rights in Post business when Post Board of Directors requires approval from Post membership including, at a minimum, annual approval of the slate of officers for the upcoming term.

Article IV Board of Directors

1. The Board of Directors shall be comprised of the Post Officers, up to five Elected Directors, and the immediate Past President. The President may also recommend additional Appointed Directors at any time subject to approval of the Board of Directors (See Article IV.4. below, and Nominations and Elections, Article IX.4.). The election slate for the Board of Directors will be developed to ensure all segments of the Post are represented, and to provide a link from the Post to National, as appropriate. The term of office for Post Officers, Elected Directors and the immediate Past President shall be one-year. Board of Directors may be re-elected for additional terms.
2. The Post shall hold elections annually such that the new and any continuing Officers and Directors are installed in June or July of each year, at the meeting most closely preceding or following 1 July.
3. Either a Director or Vice President shall be charged to support the mission and goals of SAME by serving as a Post committee chair, providing oversight for committee functions, or by championing a special interest or element of SAME's Strategic Plan. One Director or VP position shall be established for a Young Member and another Director or VP position 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, or to serve special needs with Appointed Directors, provided that Officers and Directors so selected shall serve until the next annual election, 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 voting on motions is a quorum, as defined in Article XI Voting & Quorum, is present. The President on his/her own initiative may call special meetings of the Board of Directors. Conduct of business utilizing teleconferencing and/or videoconferencing 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 V Officers

1. The Officers of the Post shall consist of the 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.
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 one of the current Vice Presidents, 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. The President may assign contract signing authority to other Officers and/or Elected Directors for special events (i.e., General Membership Meeting venues, Industry Day contracts, etc.) as deemed necessary.
4. The Post President shall report to the Post membership at the annual Post Awards 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) the Post's progress in achieving the goals and objectives of the SAME Strategic Plan. (See Meetings and Activities, Article VIII)
5. The Vice President(s) shall be charged to support the mission and goals of SAME by providing oversight for committee functions, or by championing a special interest or element of SAME's Strategic Plan. Vice Presidents will serve under the supervision of the President.

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 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, including voting rights, 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 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; (c) submit the annual report to the Board of Directors during the last calendar quarter; and (d) 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 two 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 when requested by National (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, including voting rights, during the Treasurer's absence. The Treasurer shall maintain a current list of usernames and passwords associated with Post financial institutions and accounts and provide a current listing in a sealed envelope to the Post Secretary in the event the Treasurer is not able to fulfill their duties.

Article VI

Committees, Task Forces and Special Advisors

1. The Post may establish Post Operations and Post Mission Committees. (See Society By-Laws, Article VI)
2. Operations committees are those that support the President and Board of Directors in administration of the Post. Standing operations committees include: a) Nominations b) Audit, and c) Meeting Registration. The Post may add or delete operations committees, or change names, as needs change without modification of these By-laws.
3. Mission committees are those that support SAME's Strategic Plan and assist the Post in accomplishing its goals and objectives. Standing mission committees may include: a) Programs; b) Industry Day; c) Awards and Recognition; d) Student Mentoring Program (SMP); e) Young Members and Student Chapters; f) Scholarships and Camps; and g) /E-Week. The Post may rename, combine, add or delete mission committees to enable the Post to best focus on Society streamers, medals and awards without modification of these By-laws.
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 shall have specific mission, objective and timelines.

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 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 fiscal year for review and approval by the Post Board of Directors.
4. The Post shall establish a 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. Payment requests shall be submitted to the Treasurer for authorized expenditures. Documentation of expenses shall be provided with all payment requests. For reimbursement of authorized expenses, payment requests shall be submitted within 30 days of incurring expense. Blank checks or checks written to "Cash" shall not be issued under any circumstances.
6. The Post President shall verify annually that any signatories on Post accounts with financial and/or SAME Foundation are current and in force. A copy of those signatories authorized to access financial accounts shall be kept on file with the Post Secretary along with usernames and passwords referenced in Article V, item 7.
7. Upon dissolution of this Post, all assets will be forwarded to SAME Headquarters for inclusion into SAME's general fund.

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/Organization Members (See Nominations & 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.
4. If a special meeting or event sponsored by the Post could impute extraordinary liability on behalf of the Omaha Post that is not covered by SAME National, the Board of Directors, in its determination, shall require that special liability insurance be placed in force for the duration of the event.

Article IX
Nominations and Elections

1. The Nominations Committee Chair will develop 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. Every effort will be made to include new and young members into the slate of proposed Post leadership in order to achieve participation of all segments of the Post membership.
3. A slate of Officers and Directors is presented to the Post membership via electronic communication and voted upon by Post Membership returning ballots electronically. The proposed slate of Officers and Directors shall have space for write-in candidates that may be offered by voting members in good standing. 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 Headquarters within 30 days.
5. Following the election of Officers and Directors, the new President may recommend additional Appointed Directors at any time during the year for approval of the Board of Directors.
6. The term for the President and Board of Directors shall run from July 1st through June 30th annually, or close to this period based on scheduling the installation of new Officers and Directors.
7. The installation of the new President and Board of Directors shall occur at the next meeting of the Post following the election of Officers and Directors (See Voting & Quorum, Article XI).

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; 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 Omaha Post will develop and maintain a website that is hosted by, and accessible through, the National SAME website domain. Information on how to access the Omaha Post website will be distributed widely, and often, to Post members.
4. The Director of Communications will determine what, if any, social media accounts are appropriate for Post communications. They shall maintain a current list of usernames and passwords associated with Post social media accounts and provide a current listing in a sealed envelope to the Post Secretary in the event the Director of Communications is not able to fulfill their duties.

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 teleconference call, videoconference call or electronic votes (email). In person, teleconference call and videoconference 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 any Appointed Directors are eligible to vote. Committee Chairs and Special Advisors are not eligible to vote at Board of Director meetings. An individual is entitled to only one vote regardless of the number of positions or offices held at the Post.
3. A quorum at Post Board of Directors meetings is defined by a majority of those Board of Directors members at the meeting or on conference call. The Post President, with approval of Post Board of Director members in attendance, 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.

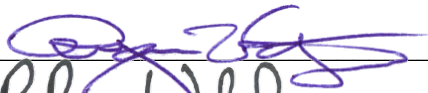
Article XII
Cooperation with Other Organizations

In the furtherance of Society goals and objectives, the Post will cooperate with other 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 By-laws may be made by a majority vote of the members or if there are zero objections to the recommended amendments/revisions if distributed electronically for review, 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 for at least fifteen days after an announcement of the date and time for the vote or when objections are due; and provided further that the amendment and/or revision is not in conflict or contradictory to SAME Constitution or By-laws. (See Nominations & Elections, Article IX)

Approved by vote of the Board of Directors on this 12th day of April, 2024, and Post Members on this 2nd day of May, 2024.

 _____	Post President
 _____	Post Secretary