



BYLAWS OF THE NORTHERN VIRGINIA 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 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.
3. The Post developed and approved a design for a Post Coin in 2008. Subsequent changes to the design of the coin must be approved by the Board of Directors.

Article II

Governance

1. The name of the Post shall be the Northern Virginia 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.

Article III
Membership

1. SAME Membership will be attained through application and payment of dues to the 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 of 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 members 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 Elected Directors, a Past President, Appointed Directors, and Directors at Large 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 one year. The Post President shall have a one-year term and will assume the role as the next immediate Past Post President at the end of the term to maintain continuity in the governance of the Post. The term of office for Appointed Directors shall be one year. The incoming President will recommend individuals to be Appointed Directors, subject to the approval of the Elected Directors. Directors may be re-elected or re-appointed for no more than two additional terms. The positions of President, 1st Vice President, 2nd Vice President, and Secretary will serve 1 year term cycles, with a limit of 3 terms or 3 years, unless determined otherwise by the President. The position of Treasurer will serve 2 year term cycles, with a limit of 3 terms or 6 years, unless determined otherwise by the President.
2. The Post shall hold elections annually such that the new and continuing Directors are installed in August of each year at a scheduled Post meeting.
3. Appointed Directors shall be charged to support the mission and goals of SAME and should serve as a champion of a committee and/or special interest or element of SAME's Strategic Plan. One Appointed Director position shall be established for a Young Professional and one Appointed Director for a Fellow, or senior member if the Post has no Fellows. Elected and Appointed Directors will serve under the supervision of the President or the ranking Director and shall have an opportunity to be heard on matters of Post business.
4. The President shall have power to fill vacancies of the Director positions provided that 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 a quorum must be established before business decisions may be conducted (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. Any member of the Board of Directors may be removed with or without cause, at any time, based on the judgment of the Post and in the best interest of SAME, by vote of three-quarters (3/4) of the total vote count. The voting members will be limited to the Elected and Appointed Directors.

Article V Elected Directors

1. The Elected Directors of the Post shall consist of: President, 1st Vice President, 2nd Vice President, Secretary, and Treasurer and shall be elected by the Post membership. Elected Directors may succeed themselves in office if duly elected by the membership for no more than two additional terms. Elected Directors are voting members of the Board of Directors and must be SAME members in good standing. The immediate Past Post President is also voting member of the Elected Directors of the Post.
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 Appointed Directors 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 transfer to the 1st Vice President and/or to the 2nd 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 by SAME National Office of all major contracts for which the Post could incur significant liability.
4. The President shall report to the Post membership annually 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 and to the SAME National office 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.

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 Board of Directors; (b) render monthly and annual reports to the Board of Directors or as may be called for by the President and SAME National; and (c) file Federal, state, and local income tax returns with a confirmation sent to SAME National Office 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 of at least three members appointed by the President or an outside auditor 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. (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: a) Finance/Budget, b) Education and Mentoring Fund/Scholarships, c) Audit, d) Nominating, e) Membership, f) Programs, g) Communications, h) Webmaster/Graphic Design, i) Social Media Correspondent, j) Newsletter, k) Sponsorships
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) Industry Government Engagement, b) College Outreach/GMU Student Chapter, c) Leadership Development, d) Veterans Transition/Assistance; e) Resilience, f) Small Business Committee, g) Scholarship Golf Tournament, h) K-12 Outreach/STEM, i) Engineering and Construction Camps, j) Young Professionals, k) Professional Development
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 and should be terminated when the mission is completed.
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 calendar year for review and approval by the Post Board of Directors at the December Board meeting. Planning for the new year's budget shall begin by October 1 of the prior fiscal year by the Budget Committee to have the budget submitted to the President by 1 December.
4. The Post will maintain a separate Education and Mentoring Fund, if the Post plans to raise funds and grant scholarships. Such Education and Mentoring 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. Educational and Mentoring Funds will be included in the SAME Foundation. If the Post merges with another existing Post, then the funds from both Posts will be combined in the new Post.

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).
3. The President, Elected Board Members, or Appointed Directors may call for a special Board 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 meeting notice shall be transacted at the special meeting.

Article IX Nominations and Elections

1. The President on or before 1 March will form a Nominations Committees and name someone to lead the effort. The Nomination Committee develops a slate of 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. On or about 1 June, members will be informed that a ballot with a proposed slate of candidates is available on the Post website or through electronic email balloting. The Post will ensure wide dissemination of the availability of the ballot to members. Voting will be open no less than 21 days. A three-person committee will be nominated by the President, and approved by the Elected Directors, to 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 of the whole membership 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.
4. Following the election of the President 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 in-person meeting of the Post but prior to or on the date of the beginning of the elected 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; electronic newsletter; social media; or others deemed appropriate by the Post.
2. At a minimum the Post shall regularly communicate the following: a) list of Elected Directors and Appointed Directors; and b) activity announcements and registration information. The Post is required to communicate to the Post membership the results of the Post elections (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 Board of Director Roster. 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 the SAME National Office web site and for ensuring compliance with Society web site content and communication standards.
4. The standard for the Post newsletter shall be at least quarterly and distributed to all members of the Post via email.

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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. Elected Directors and Past Post President are eligible to vote. 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 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 four (4) Elected Directors, are 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.

Article XII

Cooperation with Other Organizations

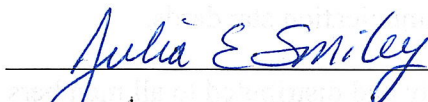
1. In the furtherance of Society goals and objectives, the Post will cooperate with other societies and organizations toward the improvement of the professional status and standards of the engineering, architecture and related professions to foster engineering education and the knowledge of engineering 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, provided that the proposed amendment and/or revision has been previously approved by a majority vote of the Board of Directors, and 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 **October 4, 2024.**



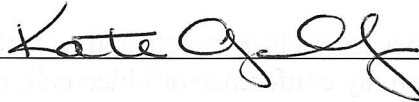
Julia E. Smiley, Post President



Kate Gallagher, Post Secretary

And approved by a majority electronic vote of the members completed on **October 4, 2024.**

Signed:



Kate Gallagher, Post Secretary