

BY-LAWS OF THE HUNTSVILLE POST
SOCIETY OF AMERICAN MILITARY ENGINEERS

May 5, 2025

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 Board of Direction and published on SAME web site at www.SAME.org.

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 Huntsville 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.

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 and in accordance with the Post Leaders Handbook Joint Ethics Regulation (JER). 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 and Dues

1. Post Membership is achieved through National SAME membership. Membership dues may be found on the SAME National web page at www.SAME.org.

2. Companies and Public Agencies must join SAME at the National Level to become Members at the Post level, paying the appropriate dues to SAME Headquarters. Company and Public Agency Membership includes one (1) post per Company/Agency, and six (6) openings for individuals as member representatives. The six individual memberships do not have to be the same Post as the Company/Agency. Membership and dues information may be viewed on the SAME National web page at www.SAME.org.

Article IV

Board of Directors

1. The Board of Directors shall be comprised of the Post Officers: President, 1st and 2nd Vice President, Secretary and Treasurer, four (4) Elected Directors, an elected Past President and all Committee Chairpersons. Committees at the signing of these by-laws include a)

Membership; b) Programs; c) Education and Training, includes PDH seminars; d) Young Members, includes student chapter affiliated with the Huntsville Post; e) Publicity; f) Activities; g) Newsletter; h) Webmaster/Web Page; i) Awards; j) Constitution and By-laws; k) STEM ; l) Engineer Summer Camp; m) Veteran Support; n) Scholarships; o) Streamers; p) Sustaining Members Update; q) Golf Tournament; r) Nominations; and s) Fundraising, other committees may be formed and their chairperson shall automatically become a member of the Board of Directors.

2. The Post shall hold elections every two (2) years 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. 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 for Board of Directors, 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, Task Forces

and Special Advisors, Article VI)

7. Whenever a director or officer has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

Article V

Officers

1. The Officers of the Post shall consist of President, a 1st and 2nd Vice President, Secretary and Treasurer and shall be elected by the Post membership for a two-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 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 finance committee on financial

obligations. The President shall obtain a legal review of all major contracts for which the Post could incur significant liability. On a case-by-case basis, in the temporary absence of the Post President, the president shall delegate to an elected officer or director, the authority to sign in his/her place.

4. Once a year, the President shall report to the Post membership the status of affairs of the Post. The report shall address, at a minimum, the following: 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. The Vice President may accept other responsibilities, but at a minimum are responsible for updating the Constitution and Bylaws, Streamers/Awards nominations, and the Post's annual Industry Day(s) engagement.

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, c) submit the annual report to the Board of Directors in coordination with the Treasurer after the end of the fiscal year and prior to Feb 15th. 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. The assistant Post Secretary, if appointed by the President is not a voting board member.

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; 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 appointed by the President or an outside auditor prior to the submission of the annual financial report to the SAME Headquarters. The audit committee shall report to the President the results of the audit in February to coincide with the necessary filing of annual tax returns. (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. The Assistant Post Treasurer, if appointed by the President, is not a voting board member.

Article VI

Committees, Task Forces and Special Advisors

1. Existing Committees are listed in Article IV, paragraph 1.
2. 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.
3. 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. Post dues for the various categories of membership are established by the National SAME By-laws.
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. This proposed budget will be presented to the post membership annually.
4. The Post shall establish a finance committee. A minimum the finance committee shall include a chairperson who is appointed by the President, the President, Treasurer, and one director. The finance committee will create a finance policy for the post. The finance policy shall be approved by the Board of Directors.
5. 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 recognize outstanding individuals, Committees or Sustaining Members whenever appropriate.

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, place and purpose of the meeting shall be given to all members and only the business stated in the agenda shall be transacted at the special meeting.

Article IX

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 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 Direction.

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; media outlets; hard copy; or others deemed appropriate by the Post.

2. The Post shall list the following on the Post's Website: a) list of Officers, Directors and Committee Chairs with their contact information; and b) activity announcements and registration information. 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 communications standards.

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 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. 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 five (5) Board of Directors members present for a regularly scheduled or special and officially announced Post Board of Directors meeting, of which (2) two shall be officers. Advance notice of at least seven (7) calendar days shall be sent to all Post Board of Directors members to establish an official regularly scheduled or official Post Board meeting. The Post President, with approval of Post Officers, may call for an electronic vote by the Post Board of Directors, in which case seven (7) days shall be allowed for votes to be received.

4. The Post President or presiding officer at the meeting may call for a vote by the Board of Directors, in which case a majority vote of those present for the meeting is required to pass the 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

Indemnification

The post shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or committee chair of the post against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such

amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the post and the indemnified officers, directors, and committee chairs. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or committee chairs under this Article shall apply to such officer, director, or committee chairs with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

Article IX

Amendments and Revisions

Amendments and/or revisions to Post By-laws may be made by a majority vote of the Board of Directors. Amendments and/or revisions shall not conflict or be contradictory to the SAME National Constitution or By-Laws.

The Huntsville Post Bylaws shall be updated every five (5) years.

Approved by vote of the Board of Directors on Mon DD, YYYY.

Approved by vote of the Post Membership on Mon DD, YYYY.



Post President Signature

Date 05/05/2025

Michael Neuser



Secretary Signature

Date 05/05/2025

Jenny Brown