



**BYLAWS OF THE LOUISIANA POST
5/20/2025**

**Article I
Governance**

1. The name of the Post shall be the Louisiana 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. Should these Bylaws 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 based on 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. Conflict of Interest. It is SAME policy that members avoid conflicts of interest between themselves and SAME through full and open disclosure with the appropriate Post.
 - a. Definition. A conflict of interest is defined as an event or activity from which a member, a member's company or a member's family may gain direct financial benefit from SAME. Such a conflict or potential conflict must be reported by that member to the Post Board of Direction.
 - b. Investigation. The Post Board of Direction will investigate and consider any conflict or potential conflict of interest at the Post level and make determinations as appropriate.
 - c. Outcome. The Post shall declare in advance and submit to SAME National as part of its yearly financial report, the results of any such investigation, the contract which governs the agreement if any, and the total compensation provided to the member, member's company, or member's family.

Article II
Membership

1. SAME Membership. Any individual, private company, public agency, non-profit organization, academic institution or division thereof desiring to become a member shall make application to SAME National Office using SAME's membership application forms or online application. There are no eligibility requirements for membership. Transfer to this Post from another Post is accomplished through notification to the SAME National Office. SAME National Office maintains the official Post roster of members.
2. Full-time Student members may select a student chapter and 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.

Article III
Board of Directors

1. Only members in good standing are eligible to serve on the Board of Directors.
2. The Board of Directors is comprised of the 6 Post Officers (5 Elected, 1 Honorary), the 9 Committee Chairs (Appointed) 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 role and term of office for an Elected Director shall be as follows:
 - a. Post Command – This role is fulfilled by the USACE MVN District Command. The Post Command is honorary. The Post Command sets the general direction for the Post and establishes the goals and mission for the Louisiana Post.
 - b. President – Role, See Article IV below. Serves a one-year term, maybe re-elected for multiple terms, but no more than three consecutive terms.
 - c. Vice President – See role and term in Article IV below. For continuity, the Vice President is the presumed nominee to succeed the President.
 - d. Chief Administrative Officer - See role and term in Article IV below.
 - e. Treasurer - See role and term in Article IV below.
 - f. Secretary - See role and term in Article IV below.
3. It is the Louisiana Post's tradition to honor past Post Officers and invite them to Regular Board meetings. Past Officers that have successfully completed their term and are in Good Standing are permitted to vote in Regular Board meetings.
4. The Post shall hold elections annually such that the new and continuing Officers and Directors are installed in July.
5. 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:
 - a. Events Committee, One Appointed Director

- b. Special Events Committee, One Appointed Director
- c. STEM Committee, One Appointed Director
- d. Young Member Committee, One Appointed Director
- e. Administrative Committee, One Appointed Director
- f. Finance Committee, One Appointed Director
- g. Outreach Committee, One Appointed Director
- h. Program Committee, One Appointed Director

An Elected Director may serve as an Appointed Director but will have only one vote on matters of Post Business, in the same manner as other officers. No member shall hold more than one elected and one appointed role at any time. All officers of the Post serve under the supervision of the President or ranking officer.

6. The Board of Directors shall have the power to fill vacancies of the Officers and Appointed Director positions provided that Officers and Appointed 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.
7. 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.
8. The Board of Directors approves the establishment, disestablishment or continuance of Committees that may be recommended by the President. (See Committees, Article VI)
9. Members of the Board of Directors shall not receive any compensation for their services as Directors. When able, SAME National will provide discounted registrations and/or travel & lodging if appropriate, to alleviate volunteer financial burden.
10. Any member of the Board of Direction 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 IV **Post Officers**

1. The Officers of the Post shall consist of the Post Command, President, Vice President, Chief Administrative Officer, Secretary, and Treasurer. Except for the Post Command these roles shall be elected by the Post membership for a one-year term. Except for the CAO & Treasurer, 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

incoming President recommends individuals to be Appointed Directors (Committee Chairs), subject to the approval of the Board of Directors. In the absence of the President, or in the case where the President cannot complete his/her term, the duties shall devolve to the Vice President, or as voted upon by the Board of Directors. 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 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)

3. The Vice President's primary duty is to support the board president and act as a backup leader, ensuring the board never lacks leadership. They may also be assigned specific tasks, chair committees, and help implement the organization's strategic plan. Key Responsibilities of a Board Vice President shall include: Step in and lead board meetings when the president is absent or unable to fulfill their duties. Work closely with the president to ensure smooth operations and effective decision-making. Collaborate on developing and executing the Post's strategic plan. Serve as a spokesperson for the organization and bridge communication gaps between the board and other stakeholders. Keep track of "action minutes" to ensure assignments and deadlines are met. Encourage participation from all board members, including those who may be hesitant to speak up. Work with the president to develop and implement transition plans for the role of president. When acting for the president, delegate tasks to other board members and trust their strengths. Ensure adherence to board policies, procedures, and legal/ethical standards.
4. The Chief Administrative Officer is a senior executive member of the Post, responsible for overseeing the day-to-day administrative operations of the post, ensuring compliance with regulations, contributing to strategic planning, and coordinating with the Administration Committee on Post IT issues and communications.
5. 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 periodic reports to the Post board at each Board Meeting or as may be called for by the President and SAME National; and (c) file Federal, state, and local income tax returns using the Post EIN as an established 501c3 organization, under the umbrella of SAME National. A confirmation will be 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. This includes the submittal of the Annual Report to the SAME National Office by March 31 each year. All Post financial accounts shall be audited annually by an audit committee of at least two 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.
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) provide information to the Treasurer for the annual report which is submitted 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.

Article V

Committees, Task Forces and Special Advisors

2. The Post may establish Post Operations and Post Mission Committees. (See Society By-Laws, Article VIII)
3. Operations committees are those that support the President and Board of Directors in administration of the Post. Standing operations committees may include: a) Finance; b) Education and Mentoring Fund, c) Audit, d) Nominating and e) Membership.
4. Mission Committees are those that support SAME's Strategic Plan and assist the Post in accomplishing its goals and objectives. Standing Mission Committees include:
 - a. Events Committee
 - b. Special Events Committee
 - c. STEM Committee
 - d. Young Member Committee
 - e. Administrative Committee
 - f. Finance Committee
 - g. Outreach Committee
 - h. Program Committee
5. 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.
6. 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 VI

Nominations and Elections

1. The President on or before the January Monthly Meeting form a Nominations Committees and name a chair. The Nomination 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. On or about May 15th, 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 14 days. A three-person 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 the SAME National Office 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 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 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, providing they are in good standing, on a quarterly basis based on the number of Individual and Company/Nonprofit/Public Agency Members in the Post that paid in the quarter.
3. A budget shall be submitted by the Post Treasurer annually by March 31st or the first board meeting of the year (whichever occurs first) for review and approval by the Post Board of Directors.
4. The Post may establish a separate Education and Mentoring Fund, if the Post plans to raise funds and provide 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.

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 VI)

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 IX
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.

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 shall provide verbal updates at monthly meetings and written updates via the Post news letter regarding officer and director elections to the membership (See Nominations and Elections, Article VI)
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 at least one email address. 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. All Post events should be included on the National Calendar of events.
4. The standard for the Post newsletter shall be at least 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.


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.

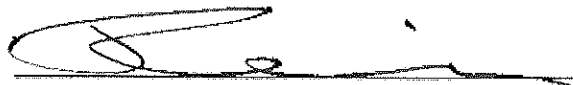
Article XIII
Amendments and Revisions

Amendments and/or revisions to Post By-laws may be made by a majority vote of the members, 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 or Bylaws. (See Nominations & Elections, Article VI)

Approved by vote of the Board of Directors on 5/20/2025



Scott Smith, Post President



Nina Reins, Post Secretary

And approved by a majority of the members completed on 6/11/2025.

Signed: 

Nina Reins, Post Secretary