

BY-LAWS OF
THE BOSTON POST

THE SOCIETY OF AMERICAN MILITARY ENGINEERS

Revised 2026

THE SOCIETY OF AMERICAN MILITARY ENGINEERS BOSTON POST, INC.

The Society of American Military Engineers
Boston Post, Inc.

BY-LAWS

PART ONE

Objectives, Authority, Rules and Regulations adopted by the Society of American Military Engineers in the City of Alexandria, Virginia relative to Boston Post participation in the Society established pursuant to the parent Society incorporated under the laws of the District of Columbia on 5 December 1942, are by reference made the first part of these By-Laws. Any amendment thereof shall be considered as automatically amending Part One of these Post By-Laws accordingly, except that no amendment shall be made that conflicts with the existence of the Boston Post, Inc. as a Charitable Corporation, incorporated under Chapter 180 of the General Laws of Massachusetts.

PART TWO

Article I

Seal, Insignia and Logo

1. The seal, insignia and logo of the Boston Post, Inc. 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 II

Governance

1. The name of the Post shall be the Boston Post, Inc., 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 Bylaws, those of Post 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, gender, 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.

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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. The government of the Boston Post shall be vested in its Officers, a Board of Directors, and at the discretion of the Board of Directors, the Executive Committee. The Post Officers, Board of Directors, and the Executive Committee shall have the powers designated to them as noted below.
6. The Executive Committee will consist of nine members of which three members will be elected by the Board of Directors from its members and the remaining six members will be the duly elected officers of the Post enumerated in Article IV, except for the Chair of the Annual Spring Meeting. The Executive Committee will serve for a period of one year concurrent with the term of the officers.

Article III

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.

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Article IV

Board of Directors

1. The Board of Directors shall consist of the following:
 - A total of twelve (12) Directors will be elected to the Board of Directors, each with a term of office of three years, and with staggered terms of office to provide continuity in the governance of the Post. At a minimum, four Elected Directors will be elected each year to fill the positions of out-going Elected Directors. Additional members may be elected to fill the remaining terms of any Director slot that becomes vacant prior to the end of the original elected term. Elected Directors may succeed themselves in office if duly elected by the membership for additional terms.
 - All Past Presidents, who are members in good standing in the Boston Post. (No term limitation, other than continued membership in good standing in the Boston Post).
 - Additional Elected Directors representing the senior engineering members of the Armed Forces located in the Boston area, subject to acceptance of nomination by the senior engineer member. Term of office for the additional elected Directors will be commensurate with the term of military assignment in the area, but not to exceed a term of three years without re-election.
 - Elected Post Officers serve for a term of one year. Elected officers are: President; First Vice President (Scholarship Committee Chair); Second Vice President (Post Programs Chair); Administrator/Communications Chair; Chaplain; and Chairs of the following standing Post Committees: Spring Meeting, Small Business, Emergency, Preparedness & Infrastructure Resilience (EP/IR), Outreach/Education, Fundraising (Golf), Young Professionals, and Membership.
 - Post Treasurer serve for a term of three years.
 - The Board of Directors will perform such functions and tasks necessary to accomplish the objectives of the Society as delineated in its Constitution. A quorum of the Board of Directors shall total not less than 10.
2. The Post shall hold elections annually in the month of February or March, such that the new and continuing Officers and Directors are installed at the Annual Spring Meeting held in either the month of April or May. (See Article VIII-Meetings and Activities below).

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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. One Director Position shall be established for Young Professionals and one Director for Fellows, 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 Quarterly 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 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, Article VI)

Article V

Officers and Duties

1. The Officers of the Post shall consist of:
 - President,
 - First Vice President (Scholarship Committee Chair)
 - Second Vice President (Post Programs Chair)
 - Administrator/Communications Chair
 - Treasurer
 - Spring Meeting Committee Chair
 - Chaplain
 - Young Professionals Committee Chair
 - Small Business Committee Chair
 - EP/IR Chair
 - Outreach/Education Committee Chair
 - Fundraising (Golf) Chair
 - Membership Chair

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These Officers 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 preside at all meetings and shall, with the advice and consent of the Executive Committee, sign all contracts, deeds, mortgages, leases, and other documents for, and on behalf of, the Post and be the Chief Executive Officer of the Post with full power to appoint all special and standing committees. The President shall be the principal officer of the Post and shall be chairman of the Board of Directors and the Executive Committee for his/her elected term of office. In the absence of the President, or in the case where the President cannot complete his/her term, the duties shall be performed by the First Vice President.
3. The First Vice President shall perform the duties of the President in the absence of the President. The First Vice President shall also be the Chair of the Scholarship Award Committee.
4. The Second Vice President shall perform the duties of the President in the absence of both the President and First Vice President. The Second Vice President shall also be the Chair of the Program Committee.
5. The Administrator/Communications Chair (Administrator) shall keep full, complete, and accurate records of all meetings, correspondence, and proceedings of the Post. The Administrator or delegate shall have prepared and have available for inspection by the Society members, the minutes of each meeting. The minutes of each meeting and any corrections or additions thereto shall be signed by the Administrator. The Administrator or delegate will be responsible for keeping membership apprised of upcoming events, either through email or other forms of communication. The Administrator is also responsible for Chairing the Registration Subcommittee. The Administrator shall have a committee consisting of the Post Webmaster and the Communications/Bugle Editor. The Post Webmaster shall maintain the Post website in coordination with Post Officers and Committee Chairs. The Communications/Bugle Editor shall write/edit the quarterly Post Bugle in coordination with Post Officers and Committee Chairs.
6. The Treasurer shall be comptroller of the accounts of the Post and shall keep books of the accounts, which shall, at all times, be open for inspection by any member of the Executive Committee, and report the financial condition of the Post to the members at the September (Third Quarter) meeting of the Board of Directors. This is a 3 year term to assure financial stability within the Post. The Treasurer shall: (a) make collections and disbursements under the supervision of the President; (b)

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provide at a minimum quarterly- treasury balance sheet as necessary to the Post Administrator; (c) render annual reports as called for by the Society; and (d) file Federal, state, and local income tax returns with a copy to be sent to SAME Headquarters to ensure the retention of the Society's tax exempt status. The accounts shall be audited annually by an audit committee appointed/approved by the President and/or Executive Committee 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 in February. (See also Finances, Article VII).

7. The Chaplain shall perform the ceremonial duties at Post functions including invocations, etc. and may be called upon to represent the Post at the President's discretion.
8. The Chair of the Spring Meeting Committee shall perform all duties associated with the leadership of the Post's Annual Spring Meeting as outlined in Article VI of these By-Laws.
9. The Chairs of the Scholarship Committee, Young Professional Committee, the Small Business Committee, the EP/IR Committee, Fundraising (Golf) Committee, and the Outreach/Education Committee shall perform all duties associated with leadership of the applicable Post Committee as outlined in Article VI of these By-Laws.

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). Membership on a committee is open to all members in good standing of the Boston Post, subject to committee size as determined by the Chair. No Post member in good standing will be denied a committee position if committee size permits.
2. Operations committees are those that support the President and Board of Directors in the administration of the Post. Standing operations committees include: a) Executive; b) Finance; and c) Nominating.
3. 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) Membership, b) Spring Meeting; c) Young Professionals; d) Small Business; e) Emergency Preparedness and Infrastructure Resilience (EP/IR); Fundraising(Golf); (f) Scholarship, and g) Outreach/Education.
 - a. Membership in Post Committees is open to the membership of the Post.

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- b. Committee Membership is limited to 25 people or fewer depending on the goals of the committee.
 - c. The Committee can elect to have rolling enrollment in a committee or an enrollment period for the committee can be established. Committee membership should allow for equal opportunity for Post members.
 - d. Committees with a budget, such as Outreach and Young Professionals, are responsible for providing the Board details of the budget for Board approval, providing quarterly updates on the status of funds spent, and regular coordination with the Treasurer.
 - e. Any number of members who take part in a meeting of the above-referenced committees in person or by conference call shall constitute a quorum for the purposes of being able to hold the meeting.
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 and end on the last day of December.
2. At the Third Quarter or September Board of Director's meeting, the Post Treasurer shall report on the Post's financial condition to the members of the Board of Directors.
3. The Post shall establish a separate Education and Mentoring Fund from the general Post funds to raise funds, grant scholarships, and to establish endowed 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.
 - a. The President and Treasurer, with the approval of the Board of Directors, are authorized to accept and invest, on behalf of the Post, gifts of monies or securities of any amount to be placed in the permanent Education and Mentoring Fund, which will be used to provide scholarship funds for deserving young men and women as determined by the Scholarship committee. These funds will be reserved for scholarships and

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Outreach/Education initiatives or, with a majority vote of the Board of Directors, be diverted to a grant or endowment, similar in nature, and will not be used for the general expenses of the Boston Post.

4. Upon dissolution of this Post, all assets shall be distributed in accordance with the Post Objectives, the Articles of Incorporation, and the General Laws of Massachusetts as determined by the Board of Directors.

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 Spring Meeting for the purpose of installation of Officers and Directors and for the presentation of the annual scholarship awards. The meeting shall be held during the month of April or May and at a date selected by the Spring Meeting Committee and preferably not in conflict with the National Annual Meeting of the Society.
3. The Post shall conduct the elections of Post Officers and Directors at a regularly scheduled meeting of the membership held each February, March, or April.
4. A quorum for any meeting shall consist of not less than 25 members, including Officers and Directors.
5. Notice of Meetings:
 - At least 10 days written notice of regular meetings shall be given to each member. This notice shall generally describe the subject matter to be considered at the meeting or activity.
 - Whenever possible, 10 days written notice shall be given for "special" meetings; less notice if a majority of the Executive Committee gives written or oral consent. A meeting notice shall set out the purpose and business to be considered at any special meeting.
 - All meetings shall be held at such place as is stated in the meeting notice. Any adjourned session of any annual or special meeting of the Post shall be held at such place as is designated in the vote of adjournment.

Article IX

Nominations and Elections

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1. A five-member Nominating Committee shall consist of the three last Past Presidents available and two members appointed by the President. The chairman shall be the most immediate Past President available. The list of nominations shall be submitted in time to be approved by the Board of Directors and printed in the notice for the annual election meeting before the Annual Spring meeting in February, March, or April.
2. 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.
3. 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.
4. A slate of Officers and Directors shall be submitted to the Board of Directors for approval and with sufficient time to be printed in the meeting notice for the annual election meeting held before the Annual Spring Meeting in February, March, or April. All Officers and Directors shall be elected by a majority of the votes cast by members at the annual election meeting. 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. The installation of the new Board of Directors shall occur at the Annual Spring Meeting of the Post in the month of April or May.

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 standard for the Post web site shall be at a minimum one page listing Post Officers and Directors with their email addresses and telephone numbers. SAME Headquarters will assist Posts in achieving this minimum standard, as needed. The Post is encouraged to create and maintain its own web site. If the Post develops its

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own web site, the Post is responsible for regularly updating the material presented and for creating a link to the SAME Headquarters web site and for ensuring compliance with Society web site content and communication standards.

4. The standard for the Post newsletter shall be at a minimum one page issued at least quarterly and distributed to all members of the Post, either via email or regular mail and posted on the SAME Boston Post website (www.sameboston.org).

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. Officers Elected 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.
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 three 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.

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.

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Article XIII

Amendments and Revisions

Amendments and/or revisions to Post By-laws may be made by a two-thirds vote of the members in attendance at a regular or special meeting, provided that the proposed amendment and/or revision has been previously approved by a majority vote of the Board of Directors. It is further provided that the amendment and/or revision shall be made available to the Post membership at least 15 days prior to the meeting along with an announcement of the date, time, and place of the meeting for the vote, further provided that the amendment and/or revision is not in conflict or contradictory to SAME Constitution or Bylaws. (See Nominations & Elections, Article IX)

Approved by the Board of Directors on _____ 2026.

_____ Post President

_____ Post Administrator

And approved by a majority vote of the members on this _____ day of _____, 2026 at the regular meeting of the Boston Post, Inc.

Signed: _____ Post Administrator