BY-LAWS

of the

SAME ALBUQUERQUE POST

Article I
Governance

1. The name of the Post shall be the Albuquerque Post, Society of American Military Engineers, hereafter referred to as the "Post."

1. The Post shall be governed by these Bylaws, consistent with the Constitution and Bylaws of SAME. If these Bylaws are in conflict with SAME's Constitution or Bylaws, those of SAME shall govern.

2. 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, creed, ethnicity, religion, gender, sexual orientation, age, physical or mental ability, political affiliation, marital status, or national origin. Likewise, the Post will take no official action that appears to be detrimental or discriminatory to any class or group of persons.

3. 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.

4. Conflict of Interest. It is Post policy that members avoid conflicts of interest between themselves and SAME through full and open disclosure with the appropriate Post or National Board of Directors.

    5. 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.

    6. Investigation. The Post Board of Directors will investigate and consider any conflict or potential conflict of interest at the Post level and make determinations as appropriate.

    7. 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

8. 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.

9. Full-time Student members may select a student chapter and Post affiliation when joining SAME.

10. 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

11. Only members in good standing are eligible to serve on the Board of Directors.

12. The Board of Directors shall be comprised of the XX Post Officers 3 Elected Directors, a Past President [preferably Immediate Past President] and at least one Elected Director, 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. It is desired that each director will serve as the Chairperson of a Committee. The term of office for an Elected Director shall be a 3-year term with a staggered turnover to provide continuity in the governance of the Post. The Past President shall have a one-year term; the position will help continuity of Post leadership in a mentoring capacity. The term of office for Appointed Director shall be one year. The incoming President recommends individuals to be Appointed Directors, subject to the approval of the Board of Directors. Officers and Directors may be re-elected or re-appointed for no more than two additional terms.

1. The Post shall hold elections annually such that the new and continuing Officers and Directors are elected in May and installed in June.

13. 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 a Young Professionals and one Director 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.

14. An office shall be declared vacant whenever a letter of resignation is received or whenever the Board of Directors by a two-thirds vote declares the office vacant because of death, disability, continual absence or other causes. 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. At the option of the Board the following vacancies may be filled by succession for the remainder of the unexpired term as follows:

15. President by the President-Elect

16. President-Elect by the Vice President

17. Secretary and Treasurer by their respective assistants.

18. Past President by a former Post President

19. When a vacancy is to be filled the Nominations Committee will provide a list of nominee(s) to the Board ten (10) days in advance of the scheduled meeting of the Board at which the designation will take place. The new officer(s) will take office when installed at the next Post meeting or sooner if so designated by the Board.

20. 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.

21. Any member of the Board of Directors 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.

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 teleconferencing is permitted.

10. 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 V).

Article IV
Post Officers

1. The Officers of the Post shall consist of President, a President-elect, one Vice President, Secretary, Treasurer, and Assistant 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 the President-elect then, the 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 of all major contracts for which the Post could incur significant liability.

4. 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)

22. 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 Secretary shall coordinate and submit the documentation required for the National Streamer Awards and prepare an annual accomplishments report. 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.

~~23.~~ Records include past and present versions of the Post by-laws, Post and Board meeting minutes, and historical files. Files shall be reviewed annually and items over three years old identified. These items will either be updated, discarded, or if significant transferred to the historical files.

24. 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 using the Post EIN as an established 501c3 organization, under the umbrella of SAME's 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. 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). An Assistant Treasurer will assist the Treasurer with the duties of the office and to act as the Treasurer (including voting rights) during the Treasurer's absence.

25. The accounts shall be audited annually by an audit committee of three 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 in February. (See also Finances, Article VII)

26. The incoming and outgoing (if available) Treasurers will be present for the annual audit, effect the transfer of Post funds on a mutually agreeable date and shall inform the Board of that action in writing. The committee shall report to the President the results of the audit in February. When a new Treasurer assumes office or in the event the position of the Treasurer is vacated prior to the expiration of the term of office, the Board will consider ordering a transition audit or taking whatever steps are appropriate to ensure the fiscal integrity of the Post prior to the appointment of the new Treasurer.

27. The President Elect shall in the absence of or when designated by the Post President exercise the duties of Post President. As the primary candidate as the next Post President the President Elect shall assume commensurate responsibility including: (a) presiding at one Post meeting during the year; (b) being the focal point for the membership affairs of the Post by interfacing with the Membership, Sustaining Membership and Program Committees; and (c) implement and administer any Memorials established by the Board. The President Elect may serve as a Committee Chairperson or as a Post representative to other organizations.

28. The Vice President shall in the absence of the President Elect or when designated by the Post President exercise the duties of the President Elect. The Second Vice President shall: (a) be the focal point for the administrative affairs of the Post by interfacing with the Secretary and Treasurer and assisting the President in the staffing of committees; (b) preside at one Post meeting during the year; and (c) serve as chair of the Programs/Post Meeting Committee. The Vice President may serve as a Committee Chairperson or as a Post representative to other organizations.

Article V
Committees, Task Forces, and Special Advisors

29. The Post may establish Post Operations and Post Mission Committees. (See Society By-Laws, Article VIII).

30. Operations committees are those that support the President and Board of Directors in administration of the Post. The size, chairperson and membership of these committees shall be determined by the President unless otherwise noted. Standing operations committees may include: a) Finance; b) Scholarship Fund, b) Audit, d) Nominating, and e) Membership.

31. 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) Industry Government Engagement; b) Mentoring/Student Chapter; c) Leadership Development; d) Veterans Transition/Assistance; e) STEM; and f) Resilience.

1. 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.

2. 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

32. The President on or before the March Board Meeting will form a Nominations Committee and name a chair (generally, President Elect or Vice President). 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 members of the Post. The approval slate shall be published in an email and on the Posts LinkedIn page announcing the annual meeting. Additional nominations shall be solicited from the floor at the Annual Post Meeting.

1. 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.

33. On or about the May Post Meeting, the Nominating Committee will present the 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. Ballots will be dispensed within favor or electronic ballots via email or other means prior to the annual meeting. Voting will be open no less than 10 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.

34. 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 Directors.

35. 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 (June). Except for the Past President, all officers shall be formally installed as follows:

    36. Officers elected or succeeding to a vacated office during the year shall be installed by the Post President or Regional Vice President.

    37. Installation shall consist of the administration of the following oath of office: "I (name) will carry out the duties of office which I am assuming to the best of my ability and will abide by the Constitution and Bylaws of the National Society and Bylaws of the Albuquerque Post."

Article VII
Finances

1. The fiscal year of the Post shall begin on the first day of January.

38. Dues for the various categories of membership 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

39. 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.

40. All invoices and bills shall be sent directly without delay to the Treasurer. Payment of funds for approved purposes in excess of $1,000 require the authorization and signatures of both the Treasurer and the Post President, who may delegate this duty to the President Elect or Vice President. The Post President may also issue a blanket authorization to the Treasurer for payments in excess of $500 for scheduled recurring functions such as luncheons. Any fund expenditure that exceed or are not included in budget authorizations require prior approval by the Board.

2. The Post shall establish a separate Scholarship Fund, if the Post plans to raise funds and grant scholarships. Such Scholarship Fund shall be administered in accordance with applicable state and local laws and regulations.

41. Upon dissolution of this Post, all assets will be forwarded to SAME National Office for inclusion into SAME's Post Operations fund. Scholarship 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 sustaining 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.
4. Unless modified by these Bylaws, "Robert's Rules of Order" shall govern all Board meetings.

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; 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. The Post is required to communicate 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. 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..
4. The Post recognizes the importance of social media in communicating with members, engaging with the community, and promoting events and initiatives. Use of social media platforms such as LinkedIn, Facebook, Instagram, or others shall be conducted in a manner that is consistent with the nonprofit and apolitical nature of a 501(c)(3) organization. No

content shall be posted that promotes individual political candidates, commercial enterprises unrelated to the mission, or any material that may appear discriminatory, exclusionary, or inconsistent with the values of SAME. All social media posts should comply with the Posts Communication Policy.

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.
5. 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 communications by which all participating members may hear one another. A quorum, consisting of at least three elected officers and directors, is required for the transaction of business at any Board meeting whether held in person or virtually. 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 by-laws.
6. Quorums must include one of the following officers presiding: the Post President; the President Elect; or the Vice President.

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

7. 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 15 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). The procedure used for Board approval shall be a two-meeting procedure as follows:
    8. At the first scheduled Board meeting, the proposed amendment is placed on the agenda and discussed. If the Board considers the amendment for adoption, a written or emailed copy will be provided to all Board members ten (10) calendar days prior to the next

scheduled Board meeting.

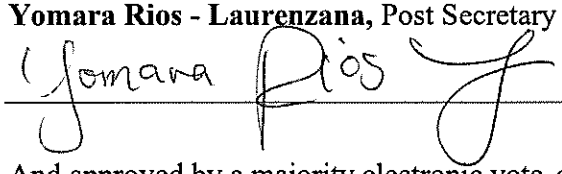
9. At the second scheduled Board meeting, the proposed amendment is placed on the agenda for adoption. A two-thirds vote is required to approve the Bylaw amendment. The proposed effective date of adoption will be included in the approval vote.

Approved by vote of the Board of Directors on 05/25/2026.

Signed:

Lynelle Brode, Post President

Yomara Rios - Laurenzana, Post Secretary



And approved by a majority electronic vote of the members on this Albuquerque Post via e-mail.

Signed:

Yomara Rios - Laurenzana, Post Secretary