



## **BYLAWS OF THE SACRAMENTO POST**

### 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.
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\_Sacramento\_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's Constitution or Bylaws, those of SAME 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, sexual orientation, 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 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 for National SAME membership and payment of National dues to SAME Headquarters. Transfer to this Post from another Post is accomplished through notification to SAME Headquarters. SAME Headquarters maintains the official Post roster of members.
2. Individual Members and Life Members may select up to two Posts at no additional charge and may change Post membership at any time. Students do not pay National Dues but can select up to two Posts when joining SAME.
3. Any member of the Post will be automatically dropped from the Post roster maintained by SAME Headquarters for failure to pay National dues to SAME Headquarters as prescribed by SAME By laws.
4. Companies may become Sustaining Members at the Post by paying the appropriate dues to SAME Headquarters. When a company joins and pays for National dues it includes one free post. Sustaining Member representatives become members of the Post by being nominated by their company and submitting a completed application to SAME Headquarters. The Company determines who shall be the representatives to the Post. Sustaining Member representatives have full voting rights in the Post.
5. Sustaining members can become members of additional Posts by paying dues for those additional Posts or paying dues for additional representatives over the 5 representatives allotted for existing Posts. However, if a company has failed to renew its National membership, they will be dropped from the Post rosters.
6. Public Agencies, Non-profit and Academic Institutions become members by paying the appropriate dues to SAME Headquarters. Public Agencies, Non-profit and Academic representatives become members of the Post if they are listed on the completed application submitted to SAME HQ by their Agency, Company or Institution. All representatives have full voting rights in the Post.

Article IV  
Board of Directors

1. The Board of Directors shall be comprised of the Post Officers, six Elected Directors, a Past President and three Appointed Directors, to provide an opportunity for all segments of the Post to be represented and to link the Post to National Committees, as appropriate. The term of office for an Elected Director shall be a 2-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 Directors shall be one year. The incoming President recommends individuals to be Appointed Directors, subject to the approval of the Board of Directors. Directors may be re-elected or re-appointed for additional terms.

2. The Post shall hold elections annually such that the new and continuing Officers and Directors are installed in May/June
3. Directors shall be assigned specific responsibilities 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. Posts should establish a Director for Young Members.
4. The Board of Directors shall have power to fill vacancies of the Officers and Elected Director positions by appointment provided that Officers and Elected Directors so selected shall serve for the remainder of the term of the individual being replaced.
5. The Board of Directors shall meet regularly for the transaction of business. The President on his/her own initiative may call special meetings of the Board of Directors. Conduct of business utilizing teleconferencing is permitted.

#### Article V Officers

1. The Officers of the Post shall consist of President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, Past President, Secretary, and Treasurer and shall be elected by the Post membership for a one- year term. Officers may be re-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 sign all written contracts and obligations of the Post. The President shall obtain a board review of all contracts, and may request a review by SAME HQ or legal review for major contracts that may incur significant liability.
3. 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.
4. The Post President shall report call for board and committee members to the Post membership at the monthly Post board meetings the status of affairs of the Post at a minimum addressing: a) the financial status reported by the Treasurer; b) the membership status reported by the chair of the membership committee; c) a review of the Post's recent activities; and d) the Post's progress in achieving the goals and objectives of the SAME Strategic Plan. The reports shall become attachments to the board minutes and shall be posted on the web site and made available to members upon request.
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) maintain a record copy of the Streamer submissions. 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 Post; (b) render monthly and annual reports as may be called for by the President and SAME; (c) submit Annual Post Financial Report to HQ SAME; and (d) 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 Treasurer shall establish and oversee a Finance Committee whose responsibility shall be to monitor investments and an annual audit of accounts. Audits will also be conducted each time there is a changeover of the Post President OR Treasurer. Accounts shall be audited annually by an outside auditor (who shall be a state licensed Certified Public Accountant (CPA)) prior to the submission of the annual financial report to the SAME Headquarters. The report will be provided to the Finance committee, who in turn shall report to the President and Board of Directors the results of the audit (See also Finances, Article VII). The financial audit is a process for testing the accuracy and completeness of information presented in the Post's financial statements, and to express an opinion as to whether the financial statements fairly represent the Post's financial position. 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 and/or restructure Post Operations and Post Mission Committees.
2. Operations committees are those that support the President and Board of Directors in administration of the Post. Standing operations committees may include but not limited to: a) Finance, b) Membership, and c) Strategic Goals/Streamers.
3. Mission Committees are those that support SAME's Strategic Plan and assist the Post in accomplishing its goals and objectives. Standing Mission Committees currently include: a) Awards and Recognitions; b) Scholarships and Mentoring, d) Readiness, e) Golf Tournament, and f) Programs, Welcoming and Special Events.
4. Fellows will serve as mentors to Post officers and will, as necessary, provide leadership to committees, young members, student chapters and field chapters. Fellows will be invited to all board meetings and can and should take an active role in the discussion of and development of Post business and activities.
5. Task Forces 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. The Post will support field chapters and student chapters through inclusion in the Post activities and business. Currently the Sacramento Post will support the CSU Student Chapter, the Northern Nevada Field Chapter, and membership from Beale

AFB and Travis AFB.

Article VII  
Finances

1. The fiscal year of the Post shall begin on the first day of January.
2. 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. Committee chairs and officers may then execute the Post programs within the approved budget. Expenditures not within approved budget shall be submitted for board approval. Expenditures within budget but exceeding \$100 should generally be submitted for board approval to obtain discussion on options and cost savings.
3. Post accounts shall be audited annually or within 30 days of a change in Treasurer 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.
4. Upon dissolution of this Post, all assets will be forwarded to Host Post if the Post becomes a Field Chapter or SAME Headquarters' Education and Mentoring Fund as Unrestricted Donations.
5. Board shall have an investment policy with specific investment objectives and should have the investment portfolio reviewed quarterly with Investment Advisors or an established Post Finance Committee.

Article VIII  
Meetings and Activities

1. The Post will conduct regular monthly meetings to be known as "board meetings" that are a combination of board meetings and working/business meetings. Those invited to participate in these meeting shall be the Post officers and Directors, Fellows who are active with the Post, Committee chairs, and representatives from Student and Field Chapters as decided by those chapters. The Post President shall ensure all participants in these monthly board meetings shall have opportunity to bring business before the group and have opportunity to report on activities.
2. 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.

3. The Post shall ensure that regular meetings include annually, awards to recognize outstanding individuals, committees and sustaining members.
4. The President or Board of Directors may call for a special meeting at any time to conduct business of the Post. The 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  
Nominations and Elections

1. The Post officers shall establish a nominations committee on an annual basis. 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 and voted upon by post members by email or other suitable means. The email must allow sufficient time for members to vote by reply email and to vote for a write-in candidate if they chose. A quorum is not needed for these general elections. The results of the election shall be transmitted to the membership and also to the Regional Vice President and 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; e-mail; Internet or list serve distribution; social media or blog posting; newsletter (electronic or print) or others deemed appropriate by the Post.
2. At a minimum the Post shall regularly communicate activity announcements to include registration and point of contact information.
3. The Post will maintain a current website. To be considered current, the website must have: a list of current Post Officers and Directors with their email addresses and telephone

numbers; calendar of events with at least one upcoming event slated to take place within the next 30- days; and a join SAME statement with link to SAME HQ website.

## Article XI Voting by Board of Directors

1. Voting on an issue shall be conducted after a motion has been made and seconded. Following discussion voting can be conducted in person, by conference call, or electronically by email. At a Board Meeting as described in Article VIII-1 above, all in attendance may discuss a motion before the board and indicate how they vote on the issue. The motion carries if the approval is unanimous by voice vote. Otherwise a counting is required of the voting members as described below.
  
2. If approval of an issue is not unanimous voting must take place by a method allowing the vote for each individual voting member to be recorded. Elected Officers, Directors 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. Votes taken will need a majority of Board of Directors members in attendance at the meeting or on conference call to pass. The Post President or presiding officer at the meeting may call for an electronic vote by the entire Board, in which case a majority vote of the entire Board is required to pass a 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. Formal agreements with national organizations will be signed only by SAME HQ; however, agreements with State or local chapters may be signed by the SAME Post President.

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 IX)

Approved by vote of the Board of Directors on November 7, 2013.

[Signature] Post President

[Signature] Post Secretary

And approved by a majority vote of the members on this 30<sup>th</sup> day of December,  
at the regular meeting of the Sacramento Post.

Signed: [Signature] Post Secretary