



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 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 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 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. 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 and payment of dues to the SAME National Office. Transfer to this Post from another Post is accomplished through notification to SAME National. SAME National Office maintains the official Post roster of members.
2. Post Membership is achieved by paying dues to SAME National and selecting up to three posts. Full-time Students do not pay dues but select a 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.
4. Companies and Public Agencies may become Sustaining Members at the Post by paying the appropriate dues to SAME National Office. Sustaining Member and Public Agency representatives become members of the Post by being nominated by their company or public agency. The Company or Public Agency determines who shall be the representatives to the Post. Sustaining Member and Public Agency representatives have full voting rights in the Post.

Article IV
Board of Directors

1. The Board of Directors (also referred to as the “Board”) shall be comprised of the five Post Officers (See Article V), six Elected Directors, a Past President, three Appointed Directors and not more than seven Active Fellows (see #7 below), 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 two-year term with a staggered turnover to provide continuity in the governance of the Post. The Past President’s term shall continue until the serving Post President leaves office and thereby assumes the role of Past President. 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 Post members to be Appointed Directors, subject to the approval of the Board of Directors. Directors may be re-elected or re-appointed for two additional terms.
2. The Post shall hold elections annually such that the new and continuing Officers and Directors are installed by May 31 of each year. Post Officer and Director terms start on June 1 of each year.
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 a Young Professional. Elected and Appointed Directors and the Past President 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 & 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)
7. Fellows. A Fellow is defined as “Active” by participating in at least three Post events and three Board meetings in a twelve-month period. Up to seven Active Fellows will be allowed to vote in matters brought before the Board (See Article XI). Fellows will serve as mentors to Post officers and will, as necessary, provide leadership to committees, young professionals, student chapters and field chapters. Active 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. If more than seven Fellows are active in the Post and wish to serve on the Board, then the first seven positions will be established by longevity, as measured in total years as a SAME member. The remaining Fellows may either be appointed by the President as an Appointed Director or submit their nomination for an Elected Director.

Article V Officers

1. The Officers of the Post shall consist of President, 1st Vice President, 2nd Vice President, Secretary, and 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 two 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. 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 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 call for Board and Committee members of the Post at the monthly Post Board meetings to report on 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 incorporated into the Board meeting minutes and shall be made available to all Post members upon request.
5. 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).
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; (b) record the proceedings of all Board and membership meetings; and (c) submit the annual report to the Board of Directors and SAME National during the first calendar quarter. 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.
7. The Treasurer shall be controller 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, quarterly, and annual reports as may be called for by the President and SAME National; (c) file Federal, state, and local income tax returns with a copy to be sent to SAME National Office to ensure compliance with financial rules and regulations and for the retention of SAME's tax exempt status, and (d) recommend and implement the Board-approved investment strategy for invested funds. The Treasurer shall establish and oversee a Finance Committee whose responsibility shall be to monitor investments and conduct an audit of accounts. 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 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 are not limited to a) Finance; b) Membership, c) Programs, d) Education and Mentoring (to include scholarships), e) Audit, f) Streamers, and g) 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 may include but are not limited to a) Relationships and Recognitions, b) Leadership and Mentoring, c) Resilience, and d) Professional Development.
4. Special Event Committees are those that support the major events of the Post. Special Event Committees may be established by the Board as needed. Standing Special Event Committees may include but are not limited to a) Golf Tournament, b) Annual Conference, and c) Holiday Party.
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.
6. 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, and membership from Beale AFB and Travis AFB; others may be added at the discretion of the Board.
7. In addition to the above Post Committees, the President may establish 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. 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 on a quarterly basis based on the number of Individual and Sustaining Members in the Post.
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. 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 \$200 should generally be submitted for board approval to obtain discussion on options and cost savings.
4. The Post may choose to establish a separate Education and Mentoring Fund if the Post plans to raise funds and grant 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 general fund. Educational and Mentoring Funds may be included in the SAME Foundation.
6. The Treasurer shall develop an investment strategy with specific investment objectives that will be reviewed by the Finance Committee and approved by the Board.
7. Post accounts shall be audited by an audit committee of three members appointed by the President. Audits will also be conducted each time there is a changeover of the Post President or Treasurer. Accounts may also be audited at the direction of the Board by an external auditor (who shall be a state licensed Certified Public Accountant (CPA)). The external audit 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, whether internal or external, 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 Treasurer shall not participate in the financial audit other than providing requested documentation and financial information to the Finance Committee for the purposes of conducting the audit.

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, Active Fellows, 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. In general, the meetings will be conducted according to "Roberts Rules of Order".
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 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. (See Nominations & Elections, Article IX)
4. 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
Nominations and Elections

1. The Post Officers shall establish a Nominations Committee on an annual basis, chaired by the current Past President. 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 voting 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 the SAME National Office within 30 days.
4. Following the election of Officers and Elected Directors, the new President may recommend Appointed Directors at any time during the year for approval of the Board of Directors.
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; e-mail; Internet or list serve distribution; media outlets; hard copy; 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 the following: a) list of Officers; Directors and Committee Chairs with their contact information; and b) activity announcements and registration 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; calendar of events with at least one upcoming event slated to take place within the next 30-60 days; and a "Join SAME" statement with a link to the Post Membership Committee email address.

Article XI

Voting and Quorum for Board of Directors

1. Voting on an issue shall be conducted after discussion is complete and a motion 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. 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. Officers, the Past President, Directors, and Active Fellows are eligible to vote. Committee Chairs and Special Advisors are eligible to vote only if they also serve as a Post Officer, an Appointed or Elected Director, or an Active Fellow. 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.
3. The Post Board of Directors shall conduct business at regularly scheduled Board 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. Formal agreements with national organizations will be signed only by SAME National; 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 February 2, 2021

Phil Welker, Post President

Jackie Hader, Post Secretary

And approved by a majority electronic vote of the members completed on April 30, 2021

Signed: Phil Welker **Phil Welker**, Post President

Signed: Jackie Hader **Jackie Hader**, Post Secretary