



BYLAWS OF THE SAN ANTONIO 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 San Antonio 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, 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.
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.

2020 SAME San Antonio Post Bylaws

Article III Membership

1. SAME Membership will be attained through application and payment of dues to the SAME National Office; full-time Students do not pay dues. SAME National Office maintains the official Post roster of members.
2. Post Individual Members select up to three Posts and Student Members select a Post affiliation when joining. Transfer to this Post from another Post is accomplished through notification to SAME National.
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. Sustaining Member and Public Agency representatives have full voting rights in the Post.

Article IV Board of Directors

1. The Board of Directors, hereafter referred to as the “Board”, shall be comprised of the Post Officers, up to five Elected Directors, a Past President, Appointed Directors as outlined in paragraph 3 or determined as needed by the Post President, and other appointed members as outlined in Article VI (Committees, Task Forces and Special Advisors) 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. The Past President shall have a one-year term; the position will help continuity of Post leadership in a mentoring capacity. The incoming President appoints individuals to be the Appointed Directors and other members of the Board. The term of office for Appointed Directors and other appointed members shall be one year. All elected and appointed members of the Board must be members in good standing of the Society and the Post and have the Post as their first Post affiliation. Directors and other appointed Board members 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 December or January.
3. Elected and Appointed Directors shall be charged to support the mission and goals of SAME by serving as a Post Committee Chair and/or champion of a special interest or element of SAME’s Strategic Plan. One appointed Director position shall be established for a Young Professionals and one appointed Director for a Fellow or senior member if the Post has no Fellows. Other appointed Directors shall be established at minimum for Membership, Scholarships and the Leadership Lab. Elected and Appointed Directors, and other appointed Board members will serve with the Officers of the Post under the supervision of the President

2020 SAME San Antonio Post Bylaws

or ranking officer, and shall have a vote on matters of Post business in the same manner as the officers.

4. The Board 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 shall meet regularly for the transaction of business and members thereof shall constitute a quorum. (See Article XI, Voting and Quorum for Board of Directors) 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 approves the establishment, disestablishment or continuance of Committees that may be recommended by the President. (See Article VI, Committees, Task Forces and Special Advisors)

Article V Officers

1. The Officers of the Post shall consist of President, Vice President, Secretary, and Treasurer and shall be elected by the Post membership and serve a one-year term. The Vice President will serve as the President for the next year. If the Vice President cannot serve as the next President, then the Post shall also elect the President for a one-year term. The outgoing Post President shall serve as the Past President and be a Post Officer. If the outgoing Post President cannot serve as the Past President, another past Post President can be asked to fill the position. Officers may succeed themselves in office if duly elected by the membership for additional terms.
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 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 Vice President, or as voted upon by the Board.
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. For special events conducted by the Post such as National/Regional Conferences, Golf Tournaments and others, the President can designate other Board or Committee member(s), with the approval of the Board, to sign written contracts. The President should obtain a legal review, as determined needed by the Board, of all major contracts for which the Post could incur significant liability.
4. The Post President or a designated Board member shall report to the Post membership at a special or scheduled Post meeting during the year 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

2020 SAME San Antonio Post Bylaws

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 Article VIII, Meetings and Activities)

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; and (b) record the proceedings of all Board and membership meetings. The President shall 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 National; and (c) file Federal, state, and local income tax returns with a copy to be sent to SAME National Office to ensure the retention of SAME's tax exempt status. For special events conducted by the Post such as National/Regional Conferences, Golf Tournaments and others, the Treasurer can designate other Board or Committee member(s), with the concurrence of the Board, to collect and disperse funds under the supervision of the President and/or Treasurer. The accounts shall be audited annually by an audit committee of one to three Post members, appointed by the President, or an outside auditor. When possible this audit should be accomplished prior to the submittal of the annual financial report to the SAME National Office. The Treasurer shall report the results of the audit to the President and the Board. The President shall 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. (See also Article VII, Finances, and Article XIII, Scholarships)

Article VI

Committees, Task Forces and Special Advisors

1. The Post may establish Post Operations and Post Mission Committees. (See Society Bylaws Article VII)
2. Operations committees are those that support the President and Board in administration of the Post. Examples of operations committees include: (a) Finance & Audit; (b) Scholarship; and (c) Nominating.
3. Mission Committees are those that support SAME's Strategic Plan and assist the Post in accomplishing its goals and objectives. Examples of mission committees include: (a) Programs, (b) STEM, (c) E&C Camps, and (d) Small Business.
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. 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 support the Post's mission.

2020 SAME San Antonio Post Bylaws

6. Committee Chairs, Special Advisors, the Assistant Treasurer and Assistant Secretary are considered members of the Post Board (Article IV, Board of Directors) and shall be appointed for a one-year term.

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 Board.
4. The Post may establish a separate Education & Mentoring (E&M) Fund if the Post plans to raise funds to grant scholarships (see Article XIII, Scholarships) or for other E&M activities.
 - a. The Board can approve the use of up to 10 percent of the proceeds from E&M fund raising activities and other E&M fund donations to support other approved Post programs. The use of E&M fund proceeds in excess of this 10 percent must be approved by the general membership of the Post. The 10 percent limit does not apply to E&M fund proceeds borrowed and then reimbursed to conduct other approved Post programs.
 - b. The E&M Fund shall be administered in accordance with the SAME Financial Guidelines in addition to applicable state and local laws and regulations.
 - c. The proper accounting of the E&M funds is the responsibility of the Treasurer and/or Assistant Treasurer.
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.

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 to report the status of affairs of the Post as outlined in Article V (Officers). The Post's annual meeting may be combined with a regular

2020 SAME San Antonio Post Bylaws

meeting(s) or held in the month coinciding with Post annual elections or installation of the new Board. (See Article IX, Nominations & Elections)

3. The President or Board 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. A slate of officers and elected directors will be developed for each position as specified in Articles IV and V, obtaining input for such slate from the Board 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. If an individual member, the member must also have the Post as their first Post affiliation and not be a Board member of another Post.
3. A slate of Officers and Directors shall be presented to the Post membership and voted upon by the members during an announced meeting and/or through an electronic vote. The results of the election shall be transmitted to the Regional Vice President and the SAME National Office within 30 days after the election.
4. Following the election of Officers and Elected Directors, the new President may recommend additional Appointed Directors and Board members at any time during the year for approval of the Board.
5. The installation of the newly elected Officers and Directors shall occur prior to or on the date of the beginning of their terms of office.

Article X

Communications

1. Some form of communication with Post membership shall occur regularly via one or more of the following mechanisms: presentations at meetings or activities; web site; electronic mail (email); 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. SAME National Office will assist Posts in achieving this minimum standard, as needed. If the Post maintains 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's web site content and

2020 SAME San Antonio Post Bylaws

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, via email, regular mail or posted at the Post web site.

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. All Board members (Article IV, Board of Directors) are eligible to vote. An individual is entitled to only one vote regardless of the number of positions or offices held at the Post.
3. The Board shall conduct business at regularly scheduled meetings or at special meetings, and the Board members may participate by teleconference or other means of communicating by which all participating members may hear one another. A quorum, consisting of at least six Board members (with at least three elected), is required to conduct business. The affirmative vote of the majority of those in attendance (including those attending by teleconference) who are eligible to vote is required to pass motions. The Post President may also call for an electronic vote of all voting members on issues that he/she feels are important, in which case a majority vote is required to pass a motion.
4. If there is no majority vote of the voting members on an issue/motion, then the votes of the majority of the elected Officers and Directors will be used to resolve the issue/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.

Article XIII

Scholarships

1. The Board shall establish a program to award scholarships from the E&M Fund (see Article VIII, Finances) to deserving students enrolled or entering in any college or university in the State of Texas who are pursuing a course in engineering or related profession. Preferably these students are also enrolled in a Reserved Officer Training Candidate program, which leads to commissioning as an officer in the Armed Forces of the United States.

2020 SAME San Antonio Post Bylaws

2. The Director of Scholarships and the Scholarship Committee shall develop a budget for scholarship awards for Board approval prior to the start of the year. The Director of Scholarships and the Scholarship Committee shall review the applications and make recommendations to the Board on the scholarship winners and the total value of the scholarships to be awarded within the approved budget.
3. Six scholarships shall be named in recognition of outstanding Post members:
 - a. The Jadwin Scholarship (named after General Edgar Jadwin, the first President of the Post who later became Chief of the Corps of Engineers)
 - b. The Carruth Scholarship (named after John Hill Carruth, a Charter Member of the National Society and long-time member of the Post)
 - c. The Johnson Scholarship (named after Brigadier General Hubert O. “Hub” Johnson, founder of the scholarship program for the Post)
 - d. The Russell Scholarship (named after Thomas C. Russell, SAME Fellow, former Post President and Golf Committee Chairperson responsible for increasing the Annual Post Education & Mentoring Golf Event proceeds to over \$25,000 to support Post scholarships and for leading the Post to be named the Top SAME Post for 2004)
 - e. The Myers Scholarship (named after Col William A. “Bill” Myers, SAME Fellow and former Scholarship Committee Chairperson responsible for starting the Post’s Endowed Scholarship Program with the University of Texas – San Antonio and implementing long-term improvements in the Post’s scholarship fund investments)
 - f. The Martin Small Business Scholarship (named after Larry J. Martin, SAME Fellow, Sustaining Membership Director and Small Business Owner responsible for building the Post’s membership to over 144 organizational members and over 1,000 total members and in recognition of his lifetime support of the Post’s education & mentoring and community service activities)
4. The Director of Scholarships and Scholarship Committee shall arrange for presentation of scholarships to recipients at a Post meeting or other event. An appropriate memento shall be presented to the scholarship recipients.

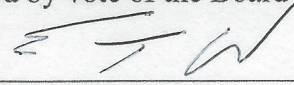
Article XIV

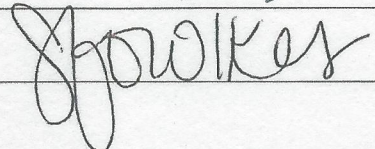
Amendments and Revisions

Amendments and/or revisions to Post Bylaws 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, and further provided that it shall be provided to the Post membership at least 15 days prior to the vote; and provided further that the amendment and/or revision is not in conflict or contradictory to SAME Constitution or Bylaws. (See Voting and Quorum for Board of Directors, Article XI)

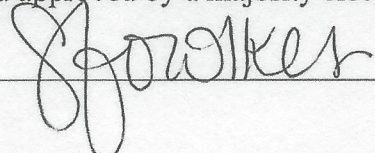
2020 SAME San Antonio Post Bylaws

Approved by vote of the Board of Directors on 10/29/2020


_____ Eric Wilbur, Post President


_____ Sarah Fowlkes, Post Secretary

And approved by a majority electronic vote of the members completed on 11/30/2020


_____ Sarah Fowlkes, Post Secretary