

2020 – 2025 NORTHERN VIRGINIA POST BYLAWS  
April 17, 2020

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 website.
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 Northern Virginia 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 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. The Post policy is 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.
5. If a Post officer or director exhibits unethical behavior the Board of Directors will review and discuss the alleged behavior and decide if and when the person shall be removed from the Board. The President will inform SAME National of the member's unethical behavior and removal action.

Article III

Membership

1. SAME Membership will be attained through application for National SAME membership and payment of National dues to SAME National. Transfer to this Post from another Post is accomplished through notification to SAME National. SAME National maintains the database of members and memberships.
2. Individual Members and Life Members may select up to three 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 National for failure to pay National dues as prescribed by SAME Bylaws.
4. Companies may become Sustaining Members of the Post by paying the appropriate dues to SAME National. When a company joins it is assigned a local Post, which is determined by either the company's desire or by zip code. Sustaining Member representatives become members of the Local Post by being designated by their company and submitting a completed application to SAME National. The Company determines who shall be the representatives to the Post. Sustaining Member representatives have full benefits and voting rights of Individual Members.
5. Sustaining members can become members of additional Posts by paying dues for those additional Posts or paying dues for additional representatives over the 6 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 National. Public Agencies, Non-profit and Academic representatives become members of the Post if they are listed on the completed application submitted to SAME National 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, Elected Directors, and the immediate Past President and up to 27 Appointed Directors, 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. The term of office for an Elected Director shall be for one year. The Past President shall have a one-year term; the position will help provide continuity of Post leadership in a mentoring capacity. The term of office for Appointed Directors shall be one year with the option of remaining on the Board for one or several years. The incoming President selects individuals to be Appointed Directors, subject to the approval of the Board of Directors. Directors may be re-elected or reappointed for additional terms.
2. The Post shall hold elections annually such that the new and continuing Officers and Directors are normally installed in July or August, at a scheduled meeting.
3. Directors shall be assigned specific responsibilities to support the mission and goals of SAME by serving as a Post Committee Chair or Director or possibly champion of a special interest or element of SAME's Strategic Plan. Post should establish a Director for Young Members, and for Fellows. Elected and Appointed Directors 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 Elected and/or Appointed Director positions by appointment provided that Officers and Elected Directors so selected shall serve for the remainder of the term of the Director 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. (See also Voting, Article XI)
6. The President recommends and the Board of Directors approves the establishment, disestablishment or continuance of Committees or Elected or Appointed Director positions. (See Committees, Article VI)

## Article V

### Officers

1. The Elected Post Officers are President, two Vice Presidents, 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. If there is more than one Vice President, the 1st Vice President will normally move up to be the President the following year. The 2<sup>nd</sup> Vice President will normally move up to 1<sup>st</sup> Vice President the following year and President in two years.
2. The President shall be responsible for the general supervision of Post affairs and shall preside at meetings. The President shall appoint Committee Chairs and have 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. The President shall obtain a legal review of all major contracts for which the Post could incur significant liability, and may request a review by SAME HQ National.
4. The President shall report to the Post membership at the Change in Post Officers meeting: (a) the status of affairs of the Post at a minimum addressing: ( b) the financial and membership status of the Post; (c) a review of the Post's activities for the past year; and (d) and the Post's progress in achieving the goals and objectives of the Post and SAME Strategic Plans. (See Meetings and Activities, Article VIII).
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. The Assistant Secretary will be the Elected Secretary the year the Secretary does not remain in the position.

6. The Treasurer shall be comptroller of the Post accounts and serve under the direction of the President. The Treasurer shall: (a) make collections and disbursements under the supervision of the President; (b) provide a financial report to the Board at regularly scheduled meetings (c) prepare and submit the proposed budget for the succeeding year; (d) file the Post Annual Report to National annually and no later than March 1st. The President may appoint an Assistant Treasurer to assist with the duties of the office and act as the Treasurer during the Treasurer's absence. The Assistant Treasurer will be the Elected Treasurer the year that the Treasurer does not remain in the position. The President will appoint an Audit Committee, comprised of at least three members, or by a private sector auditor, to review all financial records and bank accounts for the January 1<sup>st</sup> – December 31<sup>st</sup> period. The committee shall report the results at the February Board of Directors meeting. e) Prepare Form 990, for review and approval and signed by the Post President. It shall be forwarded to the IRS, copy to SAME National, by April 15<sup>th</sup>. (Ref: Post Operations Manual, Financial). (Also, see Finances, Article VII).

## Article VI

### Committees, Task Forces and Special Advisors

1. The Post may establish Post Operations and Post Mission Committees. (See Society Bylaws, Article IX). The committees will be guided through the use of the:

- (a) Post Awards and Recognition
- (b) Post Strategic Plan (i.e., 5-year plan)
- (c) Post Matrix of Responsibilities (i.e., 1-year, current year plan)
- (d) Post Operations Manual
- (e) Post Engineering & Construction Camps
- (f) Scholarships
- (g) K-12 STEM Outreach
- (h) Investment
- (i) Membership
- (j) Resilience
- (k) Small Business
- (l) Young Members
- (m) Audit

2. Operations committees are those that support the President and Board of Directors in the operations of the Post. Standing operations committees may include but not limited to:

- (a) Finances
- (b) Audits
- (c) Programs

3. Mission Committees are those that support SAME's Strategic Plan and assist the Post in accomplishing its goals, objectives, and satisfying National's Post Streamer Awards program. Standing Mission Committees include:

- (a) Relationships (streamer requirements)
- (b) Leadership & Mentoring (streamer requirements)
- (c) Professional Development & Personal Growth (streamer requirements)
- (d) Resilience (streamer requirements)
- (e) Membership (streamer requirements)

4. 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 Chairs and defined specific missions.

## Article VII

### Finances

1. The fiscal year of the Post shall begin on the first day of January.
2. The Post Treasurer submits an Annual Budget for approval to the Board prior to the beginning of the calendar year.
3. Board shall have an investment policy with specific investment objectives and should have the investment portfolio reviewed quarterly with Investment Advisors, National's Foundation, or an established Post Investment Committee.
4. The Post shall establish an Education & Mentoring Fund for scholarships and mentoring activities. It shall be administered to comply with National's guidance.
5. The Board may approve the use of Education & Mentoring funds for the President, Officers, Directors, a Non-Commissioned Officer (NCO), a Young Member or a Student Member to attend the Annual Joint Engineer Training Conference & Expo (JETC), SAME National Post Leaders Workshop (PLW) and/or the Region Engineering & Training Symposium (JETS).
6. Education & Mentoring Funds will be used to award scholarships for college bound or current college students with a documented major in architecture, engineering or engineering-related studies.
7. Education & Mentoring funds may be used to pay the entire cost of at least one high school student to attend each Air Force, Army, Navy or Marines Corps Engineering Summer Camps.
8. Post accounts may be audited annually or within 30 days of a change in Treasurer by an audit committee of three members appointed by the President.(Optional)
9. Upon dissolution of this Post, all assets will be forwarded to SAME National.

## Article VIII

### Meetings and Activities

1. Post meetings and technical, professional and social activities 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. Post Programs shall be scheduled at least 2, preferably 3 or more months in advance to obtain and get the commitment of key or expert speakers.
2. An annual meeting shall include a Post Awards Program to recognize outstanding individuals, committees and sustaining members. It may be combined with a scheduled meeting or held with the Annual Installation of Board. (Also, see Post Operations Manual for specific guidance and policies.).
3. The President or Board of Directors may call for a special meeting at any time to conduct important business, especially if deadlines are to be met. At least one week's notice of time and place and purpose of the meeting shall be given to the appropriate Board of Directors and only the business stated in the purpose for the call shall be transacted during the special meeting.
4. The Professional Development Director will track and administer Professional Development Hours (PDH) for members who participate in monthly meetings and other Post-sponsored events, such as Technical Workshops, provided the content satisfies the requirements of the Virginia Certification Board.

## Article IX

### Nominations and Elections

1. A Nominating Committee will be established each year. The Chair will normally be the Chair, Post Fellows (ad hoc) and develop a slate of officers and directors for each position, as specified in Articles IV and V, after obtaining input for such slate from the Board and/or the members.
2. The minimum qualification for a person to be nominated for the Board of Directors is to be a member in good standing of the Society and the Post.
3. A slate of Officers and Directors is presented to the Post membership at one of its announced meetings and voted upon by those members in attendance, provided that the slate was announced to the Post membership prior to the meeting and an opportunity provided for members to submit ballots electronically prior to the meeting for the purpose of the election, as determined by the Board of Directors. A quorum is not needed for the general elections. The results of the election shall be transmitted to the Regional Vice President and SAME National within 30 days. The Post President shall submit the Change in Post Officers Report to National, as required.
4. The Post Website will show the ballot for Officers and Directors at least a month prior to the election and solicit electronic votes. The election will occur at a designated meeting and votes will be taken and consolidated with the electronic ballots and maintained for record purposes to satisfy National's requirement for Post Elections. The results of the election shall be transmitted to the Regional Vice President and SAME HQ within 30 days following the election.
5. 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.
6. The installation of the new Board of Directors shall be by the Region Vice President or Assistant Region Vice President or a designated Fellow and will occur at the meeting following the election and on the date of the beginning Installation of the elected and appointed Officers' and Directors. ~~terms of office.~~

## Article X

### Communications

1. Post communications shall occur regularly using one or more of the following means:
  - (a) Presentations at meetings or activities
  - (b) Post Website
  - (c) Facebook
  - (d) Electronic mail
  - (e) Internet or list serve distribution
  - (f) News media
  - (g) Printed materials
  - (h) As appropriate by the Post Board of Officers and Directors
2. The Post shall regularly communicate the following via the Post Website:
  - (a) List of current Officers, Directors and Committee Chairs with contact information
  - (b) Activity announcements and registration information.
  - (c) Post Programs or Webinars
3. Post Website. The Website shall be maintained regularly and include a list of Post Officers and Directors, their email addresses and telephone numbers. SAME National may assist in hosting the Website, as needed. The website will be linked to the Society's Website and comply with Society content and communication standards. The website will include, at a minimum:
  - (a) List of current Post Officers and Directors with their email addresses and telephone numbers.
  - (b) Calendar of events with at least one upcoming event slated to take place within the next 30- days.
  - (c) "Join SAME" statement with link to SAME HQ website.

## Article XI

### Board of Directors Voting Procedures

1. Voting on an issue shall be conducted during a Board meeting and after discussion is complete and a motion to vote has been made and seconded. 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) For efficiency and timelines

(b) Following an analysis of a discussion

2. 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.

3. The Board will conduct business at meetings or by conference calls. A motion must be passed by the majority of members present at the meeting or on conference calls. Also, the Post President, or presiding officer at the meeting, may call for an electronic vote by the entire Board, in which case a quorum of the entire Board is required to pass a motion. Votes taken will need a majority, or quorum of the Board of the Directors in attendance at the meeting or on conference calls. The Post President or presiding officer at the meeting may call for an electronic vote by the entire Board, in which case a majority, or quorum is required to pass a motion. The Post President should consider establishing a minimum quorum based upon the size of the Board of Directors.

## Article XII

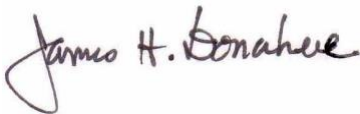
### Cooperation with Other Organizations

To further Society goals and objectives, the Post may coordinate and 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. Only SAME National will sign formal agreements with national organizations; however, the Post President may sign agreements with State or local chapters.

## Article XIII

### Amendments and Revisions

Amendments and/or revisions to the Bylaws may be made and approved by a majority vote or quorum of the Board of Directors, shall announced to the Post membership via the Post Website. To the maximum extent possible the Post Strategic Goals & Objectives will mirror and be in "lock-step" with the National Strategic Plan, Goals & Objectives to ensure compliance with the Post Streamer Awards criterion.



Prepared:

James H. Donahue, P.E., F.SAME (Distinguished)

Professional Development Director, Chair, Post Fellows (Ad hoc)



Approved:

William H. Haight III, P.E., F.SAME

Post President