



## **BYLAWS OF THE NEW JERSEY 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 New Jersey 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, 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 for National and Post 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. Post Membership is achieved by selecting New Jersey, and paying Post dues to SAME National at the time of enrollment. Post dues are assessed by SAME at an amount established by the Post Board of Directors. (See Finances, Article VII.)
3. Any member of the Post will be automatically dropped from the Post roster maintained by SAME Headquarters for failure to pay National or Post dues to SAME Headquarters as prescribed by SAME By-laws.
4. Representatives for Sustaining Member firm and Public Agency membership categories shall be designated at the time of application and enrollment. Changing the name(s) of representatives(s) for Sustaining Member firms and Public Agencies is accomplished through notification of SAME Headquarters. Representatives from Sustaining Member firms and Public Agencies have full voting rights in the Post.

Article IV  
Board of Directors

1. The Board of Directors shall be comprised of the Post Officers (See Article V); a minimum of 3 Elected Directors; the Past Post President (preferably the Immediate Past Post President); and a minimum of 3 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 1-year term. The Past President shall have a one-year term with the responsibility to foster 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 incoming 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 December/January.
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. 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.

4. The Board of Directors shall have power to fill vacancies of the Officers and Elected positions 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 Director shall meet regularly for the transaction of business. Members present at the meeting 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, video conferencing or other interactive means 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)

#### Article V Officers

1. The Officers of the Post shall consist of President, one or more Vice President(s), 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 additional terms. Officers are voting members of the Board of Directors. If there is more than one Vice President, one shall be designated as the 1<sup>st</sup> Vice President.

2. The President shall be responsible for general supervision of the affairs of the Post and shall preside at the meeting 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 1<sup>st</sup> Vice President, or as voted upon by the Board of Directors.

3. The President shall preside at tall 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. The President may designate and assign responsibility to enter into written contract s to a representative of the Post Board of Directors. Representative shall only execute written contracts following discussion of the terms and conditions with the President.

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 preview 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)

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) submit the annual report to the Board of Directors during the last 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.

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 annual reports and other reports at such frequency as may be called for by the President and SAME; and (c) 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 accounts shall be audit4d 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 of the year immediately following the completed fiscal year. (See also Finances, Article VII) 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. (See Society By-Laws, Article VIII)

2. Operations committees are those that support the President and Board of Directors in administration of the Post. Standing operations committees include: a) Finance, b) Scholarship, c) Audit, and d) Nominations.

3. 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) Membership; b) Education and Training; c) Relationships and Recognition; d) Outreach and Communications; and e) Programs.

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 of Directors. 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 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. Post dues for the various categories of membership established by the SAME Bylaws shall be an amount established by the Post Board of Directors. (See Membership, Article III). Any proposed change in Post dues must be approved by the Post Board of Directors and sent to SAME Headquarters anytime during the year but no later than 30 November, so that it will become effective on January 1 of the following year.
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.
  - a. All Committee Chairpersons shall submit a proposed budget/plan to the Board for approval prior to incurring an expense. This includes committee meeting, lunches, dinners, events, and programs.
4. The Post has established a separate Scholarship Fund, through which the Post plans to raise funds and grants scholarships. Such Scholarship Fund is administered in accordance with applicable state and local laws and regulations, by a separate New Jersey Post SAME Scholarship Fund Inc., Board of Trustees. The New Jersey Post SAME Scholarship Fund Inc. shall make regular reports regarding financial status and other issues to the Post Board of Directors.
5. Upon dissolution of the Post, all assets will be forwarded to SAME Headquarters for inclusion into SAME's general fund.

## 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. The Post's annual meeting may be combined with a regular meeting held in the month coinciding with Post annual elections of installation of the new Board of Directors. (See Nominations & Elections, Article IX and Finances, Article VII)
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 in all members and only the business stated in the meeting notice shall be transacted at the special meeting.

Article IX  
Nominations and Elections

1. 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 New Jersey Post.
3. A slate of Officers and Directors is presented to the Post membership and voted upon by Post members. A quorum is not needed for these general elections. The results of the election shall be transmitted the Regional Vice President and the 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 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 meeting 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 to activity announcements, meeting and training session 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 and telephone numbers. The Post is encouraged to create and maintain its own web site. The Post is responsible for: ensuring that content is accurate and current; for regularly updating the material presents; for creating a link to the SAME Headquarters web site; and for ensuring compliance with Society web site content and communication standards.
4. The standard for the Post newsletter shall be at a minimum one page issued in accordance with SAME streamer requirements and distributed to all members of the Post, either via email or regular mail.

## Article XI

### Voting and Quorum for Board of Directors

1. Voting on an issue shall be conducted after discussion is complete and a specific motion has been made and seconded. Voting can be conducted in person, by conference call, or electronically. In-person and conference call votes on each specific motion 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 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 director or Elected Director. An individual is entitled to only one vote regardless of the number of positions or offices held at the Post.
3. Business at a Post Board of Directors meeting may be conducted by those Board of Directors members in attendance at the meeting or on the phone (or conference call). 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, with approval of Post Board of Director members in attendance, may call for an electronic vote by the entire Board, to 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.

## Article XIII

### Amendments and Revisions

Amendments and/or revisions to Post By-laws may be made by a majority vote of the members in attendance, 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)

Article XIV  
Recognition

1. The Post shall develop and implement a program designed to recognize significant achievements and contributions at the Post level by individuals, committees, and Sustaining Members. The Post's Recognition Program shall consist of awards to be made at a frequency not to exceed once per year of the following classes:

a. The Young Engineer Award

This award shall consist of a suitable certificate. The award shall be presented by the Post in recognition of superior achievement in the design, construction of supervisory phases of engineering in one recipient who meets the criteria. To be eligible for the award, the recipient at the time the award is made must be under 39 years of age and a member of the New Jersey Post, SAME in good standing.

b. The BG Patrick J. McCarthy Service Award

This award shall consist of a suitable certificate. The award shall be presented by the Post in recognition of conspicuous effort to the recipient in maintain and advancing the objectives of the Post to one recipient who meets the criteria. To be eligible for this award, the recipient at the time the award is made must be a member of the New Jersey Post, SAME in good standing.

c. The Notable Achievement Award

This award shall consist of a suitable certificate and shall be presented by the Post in recognition of outstanding contribution by the recipient in the military engineering profession and its practice to one recipient who meets the criteria. To be eligible for this award, the recipient at the time the award is made must be a member of the New Jersey Post, SAME in good standing.

d. The Sustaining Member Firm Award

This award shall consist of a suitable certificate and shall be presented by the New Jersey Post to a Sustaining Member firm in recognition of outstanding contribution to the New Jersey Post SAME and/or the military engineering profession. To be eligible for this award the firm must be a Sustaining Member of the NJ Post in good standing.

2. The Committee shall establish the requirements and guidelines for submitting nominations. Nominations of candidates for the above awards may be made by any member of the Post and shall be referred to the Recognition Committee. Upon receipt, the Recognition Committee shall ascertain whether the nominee(s) meet(s) the requirements necessary for award consideration. The Committee shall promptly report its findings and recommendations to the Board of Direction. Upon approval of any award by the Board of Directions, the President shall make the award at a time and place deemed appropriate.



Article XV  
Conflict of Interest

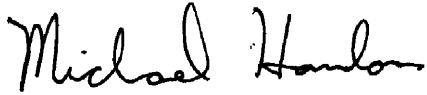
5. **Conflict of Interest.** It is SAME policy that members avoid conflicts of interest between themselves and SAME through full and open disclosure with the appropriate Post or National Board of Direction.

a. 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 if at the Post level and to the SAME Executive Director if at the Regional or National level.

b. The Post Board of Direction will investigate and consider any conflict or potential conflict of interest at the Post level and make determinations as appropriate, and the National Board of Direction will do so with regard to any conflict or potential conflict at the Regional or National level.

c. The Post shall 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.

Approved by vote of the Board of Directors on Tuesday 10 February 2016.



Michael Hanlon  
Post President



Susan Thames  
Immediate Past Post President

And approved by a majority vote of the members on this 8<sup>th</sup> day of March 2016 by email.

Signed: 

Kate Petrovich  
Post Secretary