



## **BYLAWS OF THE ROCK ISLAND 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 Rock Island 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, 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.

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 Post Membership is achieved by paying Post dues to SAME National and selecting Rock Island Post as a Post affiliation. Life Members achieve Post membership by selecting Rock Island Post as a base Post and paying applicable dues to belong to additional Posts. Students do not pay Post dues but can select up to two Posts when joining SAME and paying applicable national dues.
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. Companies, Public Agencies, Non-Profit and Academic Institutions 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 and Public Agency representatives become members of the Post by being nominated by their company or public agency and submitting a completed application to SAME Headquarters. The Company or Public Agency determines who shall be the individual representatives to the Post. Sustaining Member and Public Agency 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, it will be dropped from the Post rosters.

Article IV  
Board of Directors

1. The Board of Directors shall be comprised of the Post Officers, 6 Elected Directors, Immediate Past President and up to 3 Appointed Directors (including any Directors Emeritus), 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 up to 3 Fellows 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 January.

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. One elected Director position shall be established for a Young Member, one for an NCO member, and one for a Fellow if possible. 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 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 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 and e-mail 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, 1st Vice President, Junior Vice President, Immediate 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 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 1<sup>st</sup> 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, and may request a review by SAME Headquarters.
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 review of the Post's activities for the past 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) maintain a record copy of the Post's 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) provide a financial report to the Board at regularly scheduled meetings (c) prepare and submit the annual financial report to SAME HQ; 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 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 IX)
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 necessarily limited to: a) Finance, b) Scholarship and/or Education & Mentoring, c) Audit, d) Nominating, and e) Programs.
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) Leadership and Mentoring; and e) Programs.
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 specific missions.

#### 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.
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. If the Post plans to raise funds and/or grant scholarships, then the Post shall establish a separate Scholarship Fund or Education and Mentoring Fund. Such Funds shall be administered in accordance with applicable state and local laws and regulations.
5. Upon dissolution of this Post, all assets will be forwarded to the Host Post if the Post becomes a Field Chapter, or SAME Headquarters' Education and Mentoring Fund as Unrestricted Donations.
6. The 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 Investment Committee.

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 that will include awards to recognize outstanding individuals, committees and sustaining members. The Post's annual meeting may be combined with a regular meeting held in the month coinciding with Post annual elections or installation of the new Board of Directors. (See Nominations & Elections, Article IX)
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 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 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 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 prior to the meeting for the purpose of the election, as determined by the Board of Directors. A quorum is not needed for these general elections. The results of the election shall be transmitted 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; 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 to include registration and point of contact information.
3. The Post shall have 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; a calendar of events with at least one upcoming event slated to take place within the next 30 days; and a "join SAME" statement with a link to the SAME Headquarters website. SAME Headquarters will assist Posts in achieving this minimum standard, as needed. If the Post develops its own web site, the Post is responsible for regularly updating the material presented and for creating a link to the SAME Headquarters website and for ensuring compliance with SAME web site content and communication standards.

#### 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 and seconded. Following discussion as applicable, voting can be conducted in person, by conference call, or electronically via e-mail.
2. Elected Officers and Directors and Appointed Directors (including any Directors Emeritus) 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. A quorum at Post Board of Directors meetings is defined by at least six Officers or Directors in attendance at the meeting or on conference call. Votes taken will need a majority of the Officers and Board of Directors members in attendance at the meeting or on conference call to pass. The Post President or presiding officer, with approval of Post Board of Director members in attendance, 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 Headquarters; however, agreements with State or local chapters may be signed by the 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 January 22, 2016.

Post President – Thomas Heinold  
Post Secretary – Michael Tarpey

Signed: \_\_\_\_\_ Post President

Signed: \_\_\_\_\_ Post Secretary