Society of SAME American Military Engineers

BYLAWS OF THE Jacksonville POST

Article I
Governance

1. The name of the Post shall be the Jacksonville 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, creed, ethnicity, color, religion, gender, sexual orientation, age, physical or mental ability, political affiliation, marital status, national origin or other non-merit factor. 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 II
Membership

1. SAME Membership. Any individual, private company, public agency, non-profit organization, academic institution or division thereof desiring to become a member shall make application to SAME National Office using SAME's membership application forms or online application. There are no eligibility requirements for membership. Transfer to this Post from another Post is accomplished through notification to the SAME National Office. SAME National Office maintains the official Post roster of members.

2. Full-time Student members may select a student chapter and 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.

Article III

Board of Directors

1. Only members in good standing are eligible to serve on the Board of Directors.

2. The Board of Directors is comprised of the five elected Post Officers, the Immediate Past President, 9 Elected Directors, and up to 3 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 a 1-year term. The Past President and other officers shall have a one-year term with the exception of the Treasurer who will serve a 2 year term. 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 Board of Directors. Officers and Directors may be re-elected or re-appointed for no more than two additional terms, with the exception of the Treasurer who will serve no more than 4 consecutive years or 2 terms.

3. The Post shall hold elections annually such that the new and continuing Officers and Directors are installed in **June**.

4. Directors shall be charged to support the mission and goals of SAME and should serve as a 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 in the same manner as the officers.

5. The Officers and 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.

6. The Officers and Board of Directors shall meet regularly for the transaction of business. (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 tele-conference or video conference is permitted.

7. The Board of Directors approves the establishment, disestablishment or continuance of Committees that may be recommended by the President. (See Committees, Article V)

8. Officers and Members of the Board of Directors shall not receive any compensation for their services as such.

9. Any member of the Board of Directors may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Officers and Board of Directors if, in their judgment, the best interest of SAME would be served thereby.

Article IV
Post Officers

1. The Officers of the Post shall consist of the President, First Vice President, Second Vice President, Secretary, Treasurer, and Immediate Past President. Except for the Treasurer, who shall serve a two-year term, all elected officers shall serve one-year terms and shall be elected by the membership of the Post.

Officers may be re-elected to the same office for up to two additional consecutive terms. All officers shall be members in good standing of the Society of American Military Engineers (SAME), shall serve as voting members of the Board of Directors, and shall remain eligible to hold office throughout their term.

Upon completion of their term, the President shall automatically serve a one-year term as Immediate Past President and shall continue to serve as an Officer of the Post and a voting member 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 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 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)

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 and to the SAME National office by March 31 of the following year. 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 monthly and annual reports to the Post board or as may be called for by the President and SAME National; and (c) file Federal, state, and local income tax returns using the Post EIN as an established 501c3 organization, under the umbrella of SAME National. A confirmation will be sent to SAME National Office to ensure the retention of SAME's tax exempt status. The Treasurer is responsible for filing any state required documentation to maintain operations and non-profit status. All Post financial accounts shall be audited annually by an audit committee of at least three members appointed by the President or an outside auditor prior to the submission of the annual financial report to the SAME National Office. The committee shall report to the President the results of the audit. (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 V
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 may include: a) Finance; b) Education and Mentoring Fund, c) Audit, and d) 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: a) Industry Government Engagement; b) Mentoring/Student Chapter; c) Leadership Development; d) Veterans Transition/Assistance; e) STEM; f) Resilience; g) Membership

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 VI
Nominations and Elections

1. The 1st Vice President shall be the Chair of the Nominations Committee and shall appoint up to 4 additional members. The Nomination Committee develops a slate of officers and elected directors for each position as specified in Articles III and IV, obtaining input for such slate from the Board of Directors and a general call for nominations from 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. On or about one week before the May Officers and Directors Meeting, members will be informed that a ballot with a proposed slate of candidates is available on the Post website. The Post will ensure wide dissemination of the availability of the ballot to members. Voting will be open no less than 7 days. A three-person committee, consisting of the President, 2nd Vice President and the Past President, will review the voting process to ensure that an open and fair election is conducted and to review the analytics. Candidates receiving a plurality of votes cast shall be declared elected to their respective positions. In the case of a tie vote between two or more candidates for the same office, the members of the Post Board shall decide by ballot between the candidates thus tied. A quorum is not needed for these general elections. The results of the election shall be transmitted to the Regional Vice President and the SAME National Office immediately following installation.

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 June meeting of the Post.

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 Directors. SAME National will disburse dues to the Post, providing they are in good standing, on a quarterly basis based on the number of Individual and Company/Nonprofit/Public Agency Members in the Post that paid in the quarter.

3. The Post shall have a Finance Committee, a standing committee. The Finance Committee shall consist of the 2nd Vice President, serving as the Chair, the President, and 3 Members of the Board of Directors, as appointed by the President. The 3 Directors must be ratified by the entire Board of Directors. The Treasurer may advise, but not serve on, the Finance Committee.

4. A budget shall be submitted by the Finance Committee Chair annually no later than November 15 for review and approval by the Post Officers and Board of Directors.

5. Upon dissolution of this Post, all assets will be forwarded to SAME National Office for inclusion into SAME's Post Operations fund. Educational and Mentoring Funds will 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 its annual meeting in June, including awards to recognize outstanding individuals, committees, and company members, and the meeting shall coincide with the annual installation of the new Officers and Board of Directors. (See Nominations & Elections, Article VI)

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
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 Directors 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 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; electronic mail; Internet or list serve distribution; social media; 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. The Post is required to inform the Members regarding officer and director elections to the membership (See Nominations and Elections, Article VI)

3. The standard for the Post web site shall be at a minimum one page including meeting schedule, location and Post Officers and Directors with at least one email address.

4. The standard for the Post newsletter shall be at least monthly and distributed to all members of the Post via email.

Article XI
Voting and Quorum for Officers and Board of Directors Monthly Meetings

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 or video call, or electronically.

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 or Elected Director. An individual is entitled to only one vote regardless of the number of positions or offices held at the Post. The Post President may also call for an electronic vote of all voting Board members on issues that he/she feels are important, in which case a majority vote is required to pass a motion.

3. The Post Board of Directors shall conduct business at regularly scheduled 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 five Directors, whether Elected or Appointed, 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.

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
General Policy and Procedures

1. Uniformed Services. For the purposes of SAME, the term uniformed services shall be defined as the Army, Marine Corps, Navy, Air Force, Space Force, Coast Guard, National Oceanic and Atmospheric Administration, and Public Health Service, to include the Reserve components of these services and the National Guard.

2. Equal Opportunity. SAME fully supports the policy of equal opportunity and will not discriminate or knowingly participate in any activity that discriminates based on race, creed, ethnicity, color, religion, gender, sexual orientation, age, physical or mental ability, political affiliation, marital status, national origin or other non-merit factor. Likewise, SAME will take no official action which is or appears to be detrimental or discriminatory to any class or group of people.

3. Commitment to Inclusive Excellence.

    a. The Society of American Military Engineers is dedicated to fostering an environment where the contributions of all members are integral to our mission. We are fully committed to promoting a culture where diversity of thought is welcomed in everything we do.
    b. As a professional organization, we uphold the principle that every individual should feel valued and respected, irrespective of their background or identity.
    c. We will realize this commitment through our Strategic Plan, guided by our vision to create lasting positive impacts on our Society and the future of the A/E/C profession.

4. Ethics. It is the policy of SAME to adhere to the highest standards of ethical conduct in all its activities, including adherence to the DOD Joint Ethics Regulations. SAME fully supports and expects strict compliance by every member with all applicable laws and regulations in the conduct of business and professions. SAME 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, SAME supports the principle that strict impartiality must prevail in all business relationships involving the government.

5. Conduct. SAME does not tolerate discrimination, intolerance, harassment, aggression, or ill-will of any kind, whether presented in-person, digitally, or via another method. SAME maintains a Code of Conduct with instructions for reporting, consequences, and resolution of alleged code violations. The SAME Code of Conduct is included in national conference registrations and should be shared with members on an annual basis.

6. 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 Board of Directors.
    a. Definition. 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 Directors if at the Post level and to the SAME Executive Director if at the Regional or National level.
    b. Investigation. The Post Board of Directors 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 Directors will do so with regard to any conflict or potential conflict at the Regional or National level.

c. Outcome. The Post shall declare in advance and 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.

7. Insurance. SAME will maintain appropriate insurance to protect parties involved in operations of the Society.

8. Antitrust Compliance. SAME fully supports compliance with all applicable federal and state antitrust and competition laws. SAME will take no official action, and will not knowingly permit any activity, that restrains trade, limits competition, or otherwise violates antitrust laws. Members, officers, directors, volunteers, staff, and participants in SAME activities shall conduct all SAME-related business and professional interactions independently and in accordance with applicable law. Discussions or actions that are, or appear to be, anti-competitive are prohibited. SAME activities, including meetings, conferences, Posts, Regions, Councils, Committees, and Communities of Interest, shall be conducted in a manner consistent with the Society's mission, ethical standards, and Code of Conduct.

Article XIV
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 Officers and 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 VI)

Approved by vote of the Board of Directors on **DATE**

_____

NAME, Post President

_____

NAME, Post Secretary

And approved by a majority electronic vote of the members completed on **DATE**.

Signed: _____ **NAME**, Post Secretary