



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 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 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'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 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 Members and Life Members may select up to two Posts at no additional charge and may change Post membership at any time. Students do not pay National Dues but can select one Post affiliation when joining SAME.
3. Any member of the Post will be automatically dropped from the Post roster maintained by SAME Headquarters for failure to pay National dues to SAME Headquarters as prescribed by SAME Bylaws.
4. Companies 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 representatives become members of the Post by being nominated by their company and submitting a completed application to SAME Headquarters. The Company determines who shall be the representatives to the Post. Sustaining Member 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 for over the 5 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 become Public Agency Members by paying the appropriate dues to SAME Headquarters. Public Agency representatives become members of the Post by being nominated by their Agency and submitting a completed application to SAME Headquarters. The Agency determines who shall be the representatives to the Post. Public Agency Member 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, four Elected Directors, the Immediate Past President, six Appointed Directors and up to two Honorary 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 two-year term with a staggered turnover to provide continuity in the governance of the Post; two Directors will be elected annually. 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 individuals to be Appointed Directors, subject to the approval of the Board. The term of Honorary Directors shall be one-year. The incoming President recommends senior leaders from local public or academic agencies with related

interest (i.e., military installations or organizations, Universities/Colleges/School Systems, City/County Government, etc.) be appointed as Honorary Directors, subject to approval of the Board. Individuals appointed as Honorary Directors must also be members in good standing of the Society and the Post. 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 Dec/Jan.
3. Elected and Appointed 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. One appointed Director position shall be established for a Young Member and one appointed Director for a Fellow, or senior member if the Post has no Fellows. The other appointed Directors shall be established for Readiness, Individual Membership, Sustaining Membership and Scholarships. Honorary Directors will serve as advisors to the Board in general. Honorary Directors as members of the Post leadership team will encourage representatives from their organization to become SAME and Post members and participate in Post activities. Elected, Appointed and Honorary 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.
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 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 is permitted.
6. The Board 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, Vice President, Secretary, and Treasurer. The Vice President will serve as the President for the next year. The Vice President, Secretary, and Treasurer shall be elected by the Post for a one-year term. If the Vice President cannot serve as the next President, then the Post shall also elect the President for a one-year term. The Secretary and Treasurer may succeed themselves in office if duly elected by the membership for additional terms; if the Vice President cannot serve as the next President, the outgoing President may serve an additional term if duly elected by the membership. Officers are voting members of the Board.
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 shall report to the Post membership at the annual Post or regular Post meeting(s) 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 during the last calendar quarter. 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; 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. 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 as directed by the Post. The accounts shall be audited annually by an audit committee of one to three Post members (not serving on the Board) and 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 Headquarters. The committee (or Treasurer if accomplished by an outside auditor) shall report the results of the audit to the President and the Board. (See also Finances, Article VII) 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.

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 in administration of the Post. Standing operations committees include: a) Finance & Audit; b) Scholarship; c) Nominating; and d) Golf.
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 (or Awards); 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. These include Committees for Regional/National Conferences, Holiday/Special events and others. These committees shall have specific missions as determined by the President and Board.
5. In addition to the above Post Committees, the President may establish other special task forces and assign advisors such as the K-12, College Outreach and Small Business Coordinators deemed necessary to accomplish the Post's mission, with a specified term of office.
6. Committee Chairs, Special Advisors, the Assistant Treasurer and Secretary are considered members of the Post Board.

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 Board.
3. The Post shall establish a separate Education & Mentoring (E&M) Fund, if the Post plans to raise funds and grant scholarships (See Education & Mentoring (E&M) Fund, Article XIII). Such E&M Fund shall be administered in accordance with applicable state and local laws and regulations.
4. Upon dissolution of this 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 that will include awards to recognize outstanding individuals, committees and sustaining members. The Post's annual meeting may be combined with a regular meeting(s) held in the month coinciding with Post annual elections or installation of the new Board. (See Nominations & Elections, Article IX)
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. 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 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 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.
5. The installation of the new Board shall occur at the next meeting (or other activity) 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; 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 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 and telephone numbers. SAME Headquarters will assist Posts in achieving this minimum standard, as needed. The Post is encouraged to create and maintain its own web site. 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 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 at least quarterly 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 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. Officers, Elected, Appointed and Honorary Directors are eligible to vote. Committee Chairs, Special Advisors, the Assistant Treasurer and Assistant Secretary are also 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 Post Board of Directors 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 voting members, 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
Education & Mentoring (E&M) Fund

1. The Board shall establish a program to award scholarships from the E&M Fund 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.
2. The Board through the Director of Scholarships and Scholarship Committee shall oversee the management of proceeds from activities or other donations supporting the E&M Fund. Scholarships should generally be funded from the interest earned on the E&M Fund. However, the Director of Scholarship or Scholarship Committee may recommend to the Board for approval that all or a portion of the proceeds from fund raising activities such as National/Regional Conferences, Golf Tournaments and others, in addition to the interest earned from the Scholarship Fund, be used directly for funding scholarships. The Board can also approve the use of up to 10 percent of the proceeds from scholarship fund raising activities to support other approved Post programs. The use of scholarship activity proceeds in excess of 10 percent must be presented and approved by the general membership of the Post. Scholarship proceeds may be borrowed or used to secure short term notes when funds are needed to conduct Post business or approved programs; any scholarship proceeds borrowed must be reimbursed.
3. The first six scholarships awarded shall be named as follows 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 proper accounting of the E&M funds is the responsibility of the Treasurer or Assistant Treasurer. The proceeds from Post E&M fund raising activities and donations will be maintained in one or more of the following type activities:
- a. Investment accounts from which interests are derived to provide scholarships
 - b. Working accounts in which funds are initially deposited pending generation of sufficient amounts for investment accounts
 - c. Foundations or "holding companies" for charitable funds and endowments
 - d. Scholarship endowment accounts of colleges, universities or other institutes of education
5. The Director of Scholarships and Scholarship Committee shall arrange for presentation of scholarships to recipients at a Post meeting and provide inputs to the Board for appropriate press releases and announcement to SAME Headquarters. An appropriate memento shall be presented to the scholarship recipients and to the recipient's school for named scholarships.

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 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 electronic vote of the Board of Directors on September 27, 2012

SIGNED Paul R. Sutto Paul R. Sutto, P.E., F.SAME, Post President

SIGNED Amy Shirlberg Amy Shirlberg, Post Secretary

Approved by a majority electronic vote of the members completed on November 19, 2012.

SIGNED Amy Shirlberg Amy Shirlberg, Post Secretary