

AMENDMENT TO BYLAWS

This is an amendment in full to the Bylaws of the Guam Post of the Society of American Military Engineers filed on December 31, 2012.

The Bylaws are amended to reflect the current national standards of the Society of American Military Engineers and to reflect the signatures of the current Board of Directors.

This amended document was approved by majority vote of the Board of Directors on the 6<sup>th</sup> day of April 2017 at the Board of Directors meeting of the SAME Guam Post.

**Approved by a unanimous vote of the General Membership** on the 27<sup>th</sup> day of April, 2017.

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Noel Enriquez, CAPT, USN (Retired)  
SAME Guam Post President

Attest:

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Timothy Dahms, LT, CEC, USN  
SAME Guam Post Secretary



## **SOCIETY OF AMERICAN MILITARY ENGINEERS (SAME) BYLAWS OF THE SAME GUAM POST**

*These SAME Guam Post Bylaws are hereby revised and updated IN FULL as of 27 April 2017 and now supersede the Bylaws dated 06 December 2012 as filed with the Guam Department of Revenue and Taxation on 31 December 2012.*

### **Article I**

#### **Seal, Insignia, and Logo**

1. The seal, insignia and logo of the SAME Guam Post shall be the same as established by The SAME National Board of Direction and published on the SAME web site.
2. Customized logos may be used only for special events in addition to the seal, insignia and logo established by SAME, subject to approval by majority vote of the SAME Guam Post Executive Committee.

### **Article II**

#### **Governance**

1. The name of the SAME Guam Post shall be "The Guam Post of The Society of American Military Engineers," the abbreviated name shall be "SAME Guam Post," hereafter referred to as the "SAME Guam Post."
2. The SAME Guam Post shall be governed by these Bylaws, consistent with the Constitution and Bylaws of SAME National. In the event that these Bylaws are in conflict with SAME Nationals Constitution or Bylaws, those of SAME National shall govern.
3. The SAME Guam 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 SAME Guam 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 SAME Guam Post to adhere to the highest standards of ethical conduct in all activities. The SAME Guam Post fully supports and expects strict compliance by every member with all applicable laws and regulations in the conduct of business and professions. The SAME Guam 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 SAME Guam Post supports the principle that strict impartiality must prevail in all business relationships involving the government.

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**Article III**  
**Membership**

1. SAME Guam Post membership will be attained through application for SAME National membership and payment of National dues to SAME National. Transfer to the SAME Guam Post from another SAME Post is accomplished through notification to SAME National. SAME National maintains the official SAME Guam Post roster of members.
2. Individual Members and Life Members may select up to two SAME Posts at no additional charge and may change SAME Post membership at any time. Students do not pay National Dues but can select one SAME Post affiliation when joining SAME.
3. Any member of the SAME Guam Post will be automatically dropped from the SAME Guam Post roster maintained by SAME National for failure to pay dues to SAME National as prescribed by SAME Bylaws.
4. Companies may become Sustaining Members of the SAME Guam Post by paying the appropriate dues to SAME National. When a company joins as a Sustaining Member and pays the National dues it includes one free SAME Post Membership. Sustaining Member representatives become members of the SAME Guam Post by being nominated by their company and submitting a completed application to SAME National. The company determines who shall be the representatives to the SAME Guam Post, one of which must be a Young Member (39 years of age or younger). Sustaining Member representatives have full voting rights in the SAME Guam Post.
5. Sustaining members can become members of additional SAME Posts by paying dues for those additional SAME Posts or paying dues for additional representatives for over the six representatives allotted for existing SAME Posts. However, if a company has failed to renew its National membership, they will be dropped from the SAME Guam Post rosters.
6. Public Agencies become Public Agency Members by paying the appropriate dues to SAME National. Public Agency representatives become members of the SAME Guam Post by being nominated by their agency and submitting a completed application to SAME National. The agency determines who shall be the representatives to the SAME Guam Post. Public Agency Member representatives have full voting rights in the SAME Guam Post.

**Article IV**  
**Board of Directors**

1. The Board of Directors shall be comprised of SAME Guam Post Officers, ten (10) Elected Directors, a Past President, and ten (10) Appointed Directors, to provide an opportunity for all segments of the SAME Guam Post to be represented and to link the SAME Guam Post to National Committees, as appropriate. The term of office for an Elected Director may be up to 10 years with a one-year staggered turnover to provide continuity in the governance of the SAME Guam Post. The Past President shall have a one-year term; the position will help continuity of SAME Guam 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 of Directors. Directors must be members of SAME and the SAME Guam Post. Directors may be re-elected or re-appointed for additional terms.

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2. The SAME Guam Post shall hold elections annually such that the new and continuing Officers and Directors are elected in May with installation ceremony in June.
3. Directors shall be charged to support the mission and goals of SAME by serving as a SAME Guam Post Committee Chair or champion of a special interest or element of SAME's Strategic Plan. One Director seat shall be established for a Young Member and one Director seat for a Fellow or senior member, if the SAME Guam Post has no Fellows. Elected and Appointed Directors will serve with the Officers of the SAME Guam Post under the supervision of the President or ranking Officer, and shall have a vote on matters of SAME Guam 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 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 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 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 SAME Guam Post shall consist of President, one or more Vice President(s), Secretary, and Treasurer and shall be elected by the SAME Guam 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 and others designated in numeric order thereafter.
2. The President shall be responsible for general supervision of the affairs of the SAME Guam Post and shall preside at the meetings of the SAME Guam Post. The President may recommend the establishment, disestablishment, restructuring or continuance of SAME Guam Post Committees to the Board of Directors for approval. The President shall appoint Committee Chairs and has general supervision over all SAME Guam 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 approve an authorized agent for the signing of all written contracts and obligations of the SAME Guam Post, with the concurrence of the Treasurer on financial obligations. The President shall obtain a legal review of all major contracts for which the SAME Guam Post could incur significant liability.
4. The SAME Guam Post President shall report to the SAME Guam Post membership at the annual SAME Guam Post meeting the status of affairs of the SAME Guam Post at a minimum addressing:

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- a) the financial and membership status of the SAME Guam Post; b) a review of the SAME Guam Post's activities for the current year; and c) the SAME Guam 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 SAME Guam Post. The Secretary shall: (a) give timely notices of all meetings to all members; and (b) record the proceedings of all Board and membership meetings. The President may appoint an Assistant (Alternate) 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 SAME Guam 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 SAME Guam Post; (b) render monthly and annual reports as may be called for by the President and SAME National; (c) submit the annual report to the Board of Directors during the last calendar quarter and (d) file Federal, state, and local income tax returns with a copy to be sent to SAME National to ensure the retention of SAME's tax exempt status. The accounts shall be audited 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 SAME National. The committee shall report to the President the results of the audit in February. (See also Finances, Article VII) The President may appoint an Assistant (Alternate) 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 SAME Guam Post Executive Committee shall consist of the President, 1<sup>st</sup> and 2<sup>nd</sup> Vice Presidents, Secretary and Alternate, and Treasurer and alternate. The President at his/her discretion may assign additional Directors to the Executive Committee from time to time.
2. The SAME Guam Post may establish SAME Guam Post Operations and SAME Guam Post Mission Committees. (See Society Bylaws, Article VIII)
3. Operations committees are those that support the President and Board of Directors in administration of the SAME Guam Post. Standing operations committees include:
- a) Audit
  - b) Budget
  - c) Investment
  - d) Fiscal Policy
  - e) Nominating
  - f) Streamers
4. Mission Committees are those that support SAME's Strategic Plan and assist the SAME Guam Post in accomplishing its goals and objectives. Standing Mission Committees include:
- a) Relationships
    - i. Programs
    - ii. Awards
    - iii. Small Business

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- b) Leadership and Mentoring
    - i. Charlie Corn Scholarship
      - 1. Selection
      - 2. Golf Tournament
    - ii. Membership
      - 1. Young Member
      - 2. Manila Chapter
      - 3. University of Guam Student Chapter
    - iii. K-12 Outreach
      - 1. MATHCOUNTS
      - 2. Engineers Week
      - 3. STEM Camp
  - c) Professional Development and Personal Growth
    - i. Education and Training
      - 1. PE Exam Study Group
      - 2. Seminar Planning
  - d) Resilience
    - i. Emergency Preparedness and Infrastructure Resilience
5. 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.
6. In addition to the above SAME Guam Post Committees, the President may establish other special task forces and assign advisors deemed necessary to accomplish the SAME Guam Post's mission, with a specified term of office.

**Article VII**

**Finances**

- 1. The fiscal year of the SAME Guam Post shall begin on the first day of January.
- 2. A budget shall be submitted by the SAME Guam Post Budget Committee Chair annually prior to the beginning of the calendar year for review and approval by the SAME Guam Post Board of Directors.
- 3. The SAME Guam Post shall establish a separate Scholarship Fund, if the SAME Guam Post plans to raise funds and grant scholarships. Such Scholarship Fund shall be administered in accordance with applicable state and local laws and regulations.
- 4. Upon dissolution of this SAME Guam Post, all assets will be forwarded to SAME National for inclusion into SAME's general fund.

**Article VIII**

**Meetings and Activities**

- 1. Regular meetings and technical, professional and social activities of the SAME Guam Post shall be developed and implemented to meet the goals and objectives set forth in SAME's Strategic Plan.

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Such activities shall be planned to achieve participation of all segments of the SAME Guam Post membership.

2. The SAME Guam Post shall conduct an annual meeting that will include awards to recognize outstanding individuals, committees and sustaining members. The SAME Guam Post's annual meeting may be combined with a regular meeting held in the month coinciding with SAME Guam 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 SAME Guam 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, with members of the committee, 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 SAME Guam 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 National and the SAME Guam Post. To remain eligible to be nominated or to nominate others, an individual must attend, at minimum, four (4) meetings per year and not miss three (3) meetings in a row.
3. A slate of Officers and Directors is presented to the SAME Guam Post membership at one of its announced meetings, normally in May, and voted upon by those members in attendance, provided that the slate was announced to the SAME Guam 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 National 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 SAME Guam Post, normally in June, 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 SAME Guam 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 SAME Guam Post.

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2. At a minimum the SAME Guam 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 SAME Guam Post web site shall be at a minimum one page listing SAME Guam Post Officers and Directors with their email addresses and telephone numbers. SAME National will assist SAME Guam Posts in achieving this minimum standard, as needed. The SAME Guam Post is encouraged to create and maintain its own web site. If the SAME Guam Post develops its own web site, the SAME Guam Post is responsible for regularly updating the material presented and for creating a link to the SAME National web site and for ensuring compliance with Society web site content and communication standards.

### **Article XI**

#### **Voting 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 Directors, and Appointed Directors are eligible to vote. Committee Chairs and Special Advisors are eligible to vote only if they also serve as a SAME Guam 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 SAME Guam Post.
3. Business at a SAME Guam Post Board of Directors meeting may be conducted by those Board of Director members in attendance at the meeting or on conference call. Votes taken will need a majority of Board of Directors members in attendance at the meeting or on conference call voting in favor to pass. The SAME Guam Post President or presiding Officer at the meeting 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 SAME National goals and objectives, the SAME Guam 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. This includes, in particular, the American Institute of Architects (AIA), the Guam Society of Professional Engineers (GSPE), Guam Chamber of Commerce, the Guam Board of Registration for Professional Engineers, Architects, and Land Surveyors (PEALS) and the Guam Contractors Association (GCA).

### **Article XIII**

#### **Amendments and Revisions**

Amendments and/or revisions to SAME Guam Post Bylaws may be made by a majority vote of the



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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 SAME Guam 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 the SAME National Constitution or Bylaws. (See Nominations & Elections, Article IX)

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**Approved by a unanimous vote of the General Membership** on this 27<sup>th</sup> day of April, 2017.

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Noel Enriquez, CAPT, USN (Ret)  
SAME Guam Post President  
517F Pale Leon Murphy Street  
Tamuning, GU 96913

**GUAM, U.S.A.**            )  
                                  )  
**CITY OF HAGÁTÑA**    )            **ss:**

**ON THIS \_\_\_\_ day of May, 2017**, before me a Notary Public in and for Guam, U.S.A., personally appeared **NOEL ENRIQUEZ, CAPT, USN (Ret)** who executed the foregoing instrument and he acknowledged to me that he executed the same as his free and voluntary act and deed for the uses and purposes therein set forth.

**IN WITNESS WHEREOF**, I have hereunto set my hand and affixed my official seal the day and year first above written.

\_\_\_\_\_  
**NOTARY PUBLIC**

\_\_\_\_\_  
Timothy Dahms, LT, CEC, USN  
SAME Guam Post Secretary

Draft document approved by majority vote of the Board of Directors on 6<sup>th</sup> day of April 2017 at the Board of Directors meeting of the SAME Guam Post.

Signed: \_\_\_\_\_  
Timothy Dahms, LT, CEC, USN, SAME Guam Post Secretary

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GUAM, U.S.A.            )  
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CITY OF HAGÁTÑA        )        ss:

ON THIS \_\_\_\_\_ day of May, 2017, before me a Notary Public in and for Guam, U.S.A., personally appeared **TIMOTHY DAHMS, LT, CEC, USN**, who executed the foregoing instrument and he acknowledged to me that he executed the same as his free and voluntary act and deed for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

\_\_\_\_\_  
**NOTARY PUBLIC**