

# Bylaws

## Article I

### 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 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 Portland 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.
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. Post Membership is achieved by paying Post dues to SAME National. Life Members achieve Post membership by selecting a base Post and paying Post dues to belong to additional Posts. Students do not pay Post dues but select a Post affiliation when joining SAME and paying 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 and Public Agencies may become Sustaining Members at the Post by paying the appropriate dues to SAME Headquarters. 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 representatives to the Post. Sustaining Member and Public Agency representatives have full voting rights in the Post.

#### **Article IV**

##### Board of Directors

1. The Board of Directors shall be comprised of the Post Officers, up to but not limited to 9 Elected Directors, the Immediate Past President and up to but not limited to 2 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 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 determined by the Board of Directors. The incoming President recommends individuals 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 June.

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. One Director position shall be established for a Young Member and one Director for a Fellow, or senior member if the Post has no Fellows. 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.

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

7. Director Duties

a) Annual National Engineering Week. Plan and execute, with assistance, the Portland Post's National Engineering Week activities during February of each year.

b) Historical Files. Maintain the Portland Post's historical files.

c) Scholarship Program. Coordinate between Portland Post and Oregon State University for financial status and growth of the General Itschner Scholarship Endowment Fund.

d) Annual Golf Tournament. Plan and execute, with assistance, the Portland Post annual golf tournament scholarship fund raiser.

e) Annual SAME Awards Nominations. Annually recommend and oversee the preparation of nomination packets for the individual awards contained in the Society Fact Book, Fellow Nominations, and any other special awards established or supported by the Society.

**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 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 transfer 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.

4. The Post President shall report to the Post membership at a Post meeting the status of affairs of the Post as a minimum addressing:

a) give timely notices of all meetings to all members;

b) the financial and membership status of the Post;

- c) a review of the Post's activities for the current year; and
  - d) 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) record the proceedings of all Board and membership meetings; and
  - b) prepare and annual report during the last calendar quarter. The report shall comply with the reporting requirements set forth by SAME National Headquarters. The scope, content, and format shall be as determined by the Board of Directors. The President may appoint an Assistant Secretary to assist the Secretary with the duties of the office and house and to act as the Secretary during the Secretary's absence.
6. The Treasurer shall be controller 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 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.
7. The accounts shall be audited annually by an audit committee of Post 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. (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) Program Committee. The duties of the program Committee shall be to formulate plans for the activities of the post.
  - b) Membership Committee. The duties of the Membership Committee shall be to seek out and invite qualified persons to join the Society.

c) Sustaining Membership Committee. The duties of the Sustaining Membership Committee shall be to seek out and invite interested firms to join the Society.

d) Student Chapter Committee. The duties of the Student Chapter Committee shall be to act as a direct liaison between the Portland Post and Oregon State University and any other educational institution that the Post may become affiliated with.

e) Budget Committee. The duties of this committee shall be to prepare and recommended to the Board an annual General Fund budget. Income to the General Fund shall include interest on savings, yearly dues including fees obtained from sustaining memberships, and funds generated by special activities or functions. Sustaining member fees will be designated for scholarship and/or other student activities.

f) Vice President for Youth. The Vice President for Youth shall lead the coordination of the continuing education program for the Post by working with the Professional Development Center at Portland State University, the local offices of the United States Army Corps of Engineers, and the SAME membership to select programming to meet the needs of local engineers. Other duties include promotion of the SAME engineering summer camp opportunities for youth, as well as supporting other post activities where there is the opportunity to promote careers in engineering, science, and architecture to students.

g) Audit; and

h) Nominating.

NOTE: The post may have other standing committees or combine or change the names of these committees.

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.

NOTE: The Post may rename, combine, change the names or have other mission committees to enable the Post to best focus on Society streamers, medals and awards.

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. There shall be no Post dues for Sustaining Members or Student Members. 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. The annual dues for this Post shall be as determined by the Board of Directors and reviewed annually. Dues are payable in advance. The Post shall operate on a budget approved by the Board. Prior approval by the Board shall be required for expenditures not included in the approved budget.
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.
4. The Post shall establish a separate Scholarship Fund, if the Post plans to raise funds and grant scholarships. Such Scholarship Fund shall be administered in accordance with applicable state and local laws and regulations.
5. Upon dissolution of this Post, any and all assets will be donated to an organization of the Board's choosing.

## **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 may 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.
4. Order of Business at Formal Board Meetings

5. The order of business at these meeting shall be as follows:
  - a) Reports of Officers as determined by the President.
  - b) Other Post business.
  - c) Election of Officers. (See Article IV, 2)
6. Regular meetings of the Society for the transaction of business or other purposes shall be held at such time and place as the Board of Directors may determine.
7. Regular meetings of the Board of Directors shall be held at the call of the President at suitable intervals to transact the business of the Post.

## **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 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 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; 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. Elected Officers 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.

3. A quorum to transact business at Post Board of Directors meetings is defined by a majority of those Board of Directors members in attendance at the meeting

## **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, 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 30 April, 2011.

\_\_COL Steven Miles\_\_ Post President

\_\_Ms. Heidi W. Nelson\_\_ Post Secretary

And approved by a majority vote of the members on this 30th day of April, 2011.

Signed: \_\_\_\_\_/signed/\_\_\_\_\_ Post Secretary