



SAME Savannah Post

Proposed 2026 Bylaws: Summary of Changes

Date: October 20, 2026

To: Members of the SAME Savannah Post

From: Scott DeGaro, President, SAME Savannah Post

Purpose

On October 19, 2026, the Board of Directors approved a revision of the Post Bylaws and recommends it to the membership for adoption. This summary compares the proposed Bylaws with the Bylaws the Post adopted in October 2023, which govern today. Every change is listed once, measured against the October 2023 text. Article II (Governance) and Article XII (Cooperation with Other Organizations) are unchanged.

The electronic ballot is open Monday, November 9 through Tuesday, December 1, 2026 at 11:59 PM ET. The revision is adopted if two-thirds of the ballots cast approve it, provided that ballots are received from at least 10 percent of the members eligible to vote; the ballot will state that number. The current Bylaws govern this vote, so Sustaining Member and Public Agency representatives vote on it. The result will be reported December 7, 2026.

The main changes

- **Who votes on the Board.** The Immediate Past President becomes a voting member (the adopted text gives a Past President a seat but no vote). Officers and Appointed Directors keep their vote, one vote per individual.
- **Quorum.** Changes from at least three officers and directors to a majority of the voting members, each individual counted once, but not fewer than six. A tie fails the motion.
- **Board seats.** The sixteen Appointed Director seats are named for the first time. Additional seats may be added during the year on the President's recommendation with Board approval.
- **Organization members.** Sustaining Member and Public Agency representatives have full voting rights under the adopted text. Organization memberships become non-voting; every individual member keeps a full vote.
- **Money.** Two-person authorization on any check or other disbursement over \$2,500, replacing two signatures on checks over \$5,000. Spending within an approved budget line needs no further Board approval; anything else needs prior Board approval. The Finance and Budget Committee submits the budget. The Education and Mentoring Fund provisions are removed.
- **Audit.** Adds Board approval of the committee, completion by March 31, an audit within 30 days of a change in Treasurer, independence (no signer or designated approver during the period audited), adoption by the membership, and findings to SAME National.
- **Member votes.** Officer elections and all membership votes, including bylaws amendments, move to an electronic ballot open at least ten business days. The adopted text votes at a meeting, with advance ballots.
- **Future Bylaws amendments.** Need the Board's approval and recommendation, then two-thirds of the members voting. The adopted text says a majority vote of the members.

- **Board votes.** Electronic Board votes get written rules: only the President calls one, it stays open at least two business days, it counts only if participation meets quorum, and it passes on a majority of those voting. Remote participation is defined and counts as present.
- **New provisions.** No compensation for Directors; removal of a Board member by three-quarters of the Board; regular Board meetings open to members with a comment period; conflict-of-interest disclosure and recusal; Robert's Rules of Order as parliamentary authority; bounded Assistants; non-voting advisors; a Post seal; a clerical-correction clause.

Article-by-article comparison

Article	Adopted (October 2023)	Proposed
I.1	The seal, insignia, and logo of the Post are those established by SAME National.	The insignia and logo remain SAME National's. "Seal" is removed from this paragraph (see I.3).
I.2	Customized logos may be used only for special events, in addition to SAME's seal, insignia, and logo.	The insignia and logo may be used on the website and published materials.
I.3 (new)	None.	Post seal: the Talmadge Bridge within a circular border, with "Society of American Military Engineers" and a "Savannah Post" banner.
I.4 (new)	None.	The seal may be used on all correspondence and documentation.
III.1	Transfer to the Post by notification to SAME National.	Transfer by the National Office's procedures for the membership type.
III.2	Members select up to three posts.	Individual and Organization members select the Post as one of their posts. Students follow National membership guidelines.
III.4	Companies and Public Agencies may be Sustaining Members. Their nominated representatives are Post members with full voting rights.	Companies, Public Agencies, and Nonprofit or Academic Institutions may be Organization Members. Organization memberships are non-voting.
III.5 (new)	None.	Individual members have full voting privileges, whether or not they belong to an organization.
IV and V	Article IV is the Board of Directors; Article V is Officers.	Exchanged: Article IV is Officers; Article V is the Board of Directors. References below use the new numbers.
IV.1	Officers: President, Vice President, Secretary, Treasurer.	"Vice President" becomes "1st Vice President," matching IV.2.
IV.4	The President's annual report reviews the current year.	Reviews the past year.
IV.5	The Secretary gives timely notices of all meetings. The President may appoint an Assistant Secretary.	The Secretary gives notice, or has the Communications and Website Director give it when the President so designates. Assistant Secretary sentence removed (see IV.7).
IV.6	Annual audit by a committee of three appointed by the President, or an outside auditor, before the annual financial report to SAME National; report to the President in February. The President may appoint an Assistant Treasurer.	Adds: Board approval of the committee; completion by March 31; an audit within 30 days of any change in Treasurer; members independent of financial responsibility, none an authorized signer or designated approver (VII.5) during the period audited; at least one knowledgeable of accounting practices; report to the Board, then to the membership for adoption; findings to the SAME National Office. Assistant Treasurer sentence removed (see IV.7).
IV.7 (new)	None.	The President may appoint an Assistant to any Officer or Appointed Director. An Assistant does not vote, is not counted toward quorum, and has no authority over Post funds unless the Board so designates.

Article	Adopted (October 2023)	Proposed
V.1	The Board is the Officers, a Past President, and 16 Appointed Directors.	"The Immediate Past President." The fixed count of 16 is replaced by the named seats in V.1.a and V.1.b.
V.1.a (new)	Appointed Directors are not named.	Sixteen standing seats: Investment; STEM and Scholarships; Membership Engagement; Small Business; USACE Liaison; Communications and Website; Young Professionals; Programs; Awards and Recognition; Sponsorships; Leadership Development and Mentoring; Veterans Outreach Liaison; Fellow Point of Contact; Student Chapter; Resilience; Streamers.
V.1.b (new)	None here. Adopted IX.4 lets the new President recommend additional Appointed Directors during the year for Board approval.	Additional positions may be established during the Post year on the President's recommendation with Board approval. Each carries a vote and ends with the Post year.
V.2	Officers and Directors installed in June.	In June, at the Annual Program Review in years when it is held in June.
V.3	One Director for a Young Member and one for a Fellow (or senior member); "Elected and Appointed Directors."	"Young Professional"; the Fellow Director serves as the Post Fellow Point of Contact; "Elected" Directors removed (the Post has none).
V.4	The Board fills vacancies of Officers and Elected Directors.	Officer positions only.
V.5	The Board meets regularly; teleconferencing is permitted.	Adds: regular Board meetings are open to members in good standing, who may speak during a member comment period managed by the presiding officer.
V.7 (new)	None.	Board members receive no compensation for service as Directors.
V.8 (new)	None.	Any Board member may be removed, with or without cause, by three-quarters of the Board.
VI.2	Standing Operations Committees: Finance; Education and Mentoring Fund; Audit; Nominating.	Finance and Budget; Audit; Nominating. Finance and Budget develops and monitors the budget and is chaired by an Officer or Appointed Director the President appoints. The Audit Committee excludes the Treasurer and the Investment Director.
VI.3	Standing Mission Committees "are those specified in Article IV(3)."	Standing Mission Committee: Annual Program Review Planning. Awards and Recognition and Streamers are supported by their Director seats; the Golf Tournament is a sub-committee of APR Planning.
VI.5 (new)	None.	Members of standing Operations Committees must hold an Officer or Appointed Director seat. APR Planning is open to any member in good standing.
VI.6	(Adopted VI.5) The President may establish special task forces and advisors.	Renumbered; text unchanged.
VI.7 (new)	None.	Past Presidents and Fellows affiliated with the Post who hold no voting seat are non-voting advisors, with a standing invitation to Board meetings and a right to be heard.
VI.8 (new)	None.	The USACE Savannah District Commander, or a designee, is invited to serve as a non-voting Special Advisor.
VII.2	Dues distributed by count of Individual and Sustaining Members.	"Organization" Members.
VII.3	A budget is submitted by the Treasurer before the calendar year for Board review and approval.	An operating budget for the calendar year is submitted by the Finance and Budget Committee.
VII.4 (adopted)	The Post may establish a separate Education and Mentoring Fund.	Removed.
VII.4	(Adopted VII.5) On dissolution, assets go to SAME National; Education and Mentoring Funds may go to the SAME Foundation.	Renumbered; the Education and Mentoring Fund sentence is removed.

Article	Adopted (October 2023)	Proposed
VII.5	(Adopted VII.6) Two signatures on checks greater than \$5,000.	Any check or other disbursement greater than \$2,500 requires authorization by two individuals designated by the Board, by signature, email approval, or dual approval in the banking platform, kept with the payment record.
VII.6 (new)	None. No provision on spending authority.	Spending within an approved budget line needs no further Board approval. The Board may amend the budget during the year by vote. Spending with no approved line, or above one, needs prior Board approval, which may be by electronic vote.
VIII.2	Annual meeting with awards; may be combined with the meeting in the election or installation month.	Adds: awards may be deferred to the Annual Program Review in years it is held.
IX.1	The Nominations Committee Chair develops a slate of officers and elected directors, with input from the Board and members.	The President forms a Nominations Committee by October 1, chaired by the Immediate Past President. Slate of Officers, with input from the Board and a general call for nominations. The committee ordinarily nominates the 1st Vice President for President.
IX.3	The slate is voted at an announced meeting by members attending, with advance ballots as the Board determines. No quorum. Results to the RVP and National within 30 days.	Electronic ballot open at least ten business days. No quorum. Plurality decides a contested position; a majority affirms an uncontested slate; the Board breaks ties by ballot; a three-member committee reviews the process. Results to the RVP and National within 30 days.
IX.4	"Officers and Elected Directors"; "Board of Direction."	"Elected Directors" removed; corrected to "Board of Directors."
IX.6 (new)	None.	Any membership vote may be by electronic ballot: sent to all members in good standing, stating the question in full with supporting information, open at least ten business days, no quorum, non-responses not counted.
X.4	Newsletter of at least one page, quarterly, by email or regular mail.	Newsletter or equivalent member communication at least quarterly, distributed electronically.
XI (who votes)	(XI.2) Officers and Appointed Directors vote. Committee chairs and special advisors vote only if they also hold one of those seats. One vote per individual.	(XI.1) Officers, the Immediate Past President, and Appointed Directors vote. One vote per individual; co-chairs of a shared seat cast one vote.
XI (methods)	(XI.1, XI.3) Votes in person, by conference call, or electronically; members may participate by teleconference.	(XI.2) In person, by remote participation (defined as real-time electronic participation in which all can hear one another), or electronically. Remote participants count as present for all purposes.
XI (quorum)	(XI.3) At least three officers and directors. A majority of those attending passes a motion.	(XI.3) A majority of the voting members, each individual counted once, but not fewer than six; vacant seats not counted. A majority of those present passes a motion; a tie fails.
XI (electronic)	(XI.1, XI.2) Electronic votes if time permits and with an analysis of the discussion; the President may call one; a majority vote is required.	(XI.4) Only the President calls one; the motion and supporting information are stated in full; open at least two business days unless an external deadline requires less; valid only if participation meets quorum; passes on a majority of those voting; non-responses not counted.
XI.5 (new)	None. No parliamentary authority named.	Robert's Rules of Order Newly Revised governs where not inconsistent with these Bylaws or SAME's.
XI.6 (new)	None.	A Board member with a financial or personal interest discloses it, does not vote, and is not counted toward quorum for that vote; recorded in the minutes.

Article	Adopted (October 2023)	Proposed
XIII	Majority vote of the members, after Board approval; the amendment is provided at least 15 days before the meeting, with its date, time, and place; no conflict with SAME's Constitution or Bylaws.	Two-thirds of the members voting, after approval and recommendation by a majority of the Board; the amendment and notice go out at least 15 days before the ballot opens; electronic ballot under IX.6; no conflict with SAME's Constitution or Bylaws. Adds a clerical-correction clause: the Secretary, with the President's concurrence, may fix numbering, cross-references, punctuation, and typographical errors that do not change meaning, reported to the Board.

This is a plain-language summary. The full proposed text, linked from the notice email and the Post website, is what you vote on; where this summary and the full text differ, the full text governs.

Scott DeGaro
President, SAME Savannah Post