



## **Bylaws of the Savannah Post**

### **Society of American Military Engineers**

#### **Proposed Revision: Clean Text**

*Approved and recommended to the membership by the Board of Directors on October 19, 2026. Membership electronic ballot open November 9 through December 1, 2026. This text replaces the Bylaws adopted in October 2023 if the membership adopts it.*

#### **Article I**

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

1. The 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. The insignia and logo may be used on the website and published materials.
3. The seal of the Post shall be a customized seal depicting the Talmadge Bridge within a circular border, encircled by the words "Society of American Military Engineers," with a banner beneath bearing the words "Savannah Post".
4. The seal may be used on any and all correspondence and documentation.

#### **Article II**

##### **Governance**

1. The name of the Post shall be the Savannah 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, 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 and payment of dues to the SAME National Office. Transfer to this Post from another Post is accomplished by following the procedures established by the National Office based on the membership type. SAME National Office maintains the official Post roster of members.
2. Post Membership is achieved by paying dues to SAME National and selecting the Post as one of the Individual or Organization member's posts. Full-time Students do not pay dues but select a Post affiliation when joining SAME following National membership guidelines.
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.
4. Companies, Public Agencies and Nonprofit/Academic Institutions (collectively known as Organization Members) may select to become members of the Post by paying the appropriate dues to SAME National Office. Organization memberships are non-voting memberships.
5. Individual members either belonging to an organization or not, will have full voting privileges.

## **Article IV**

### **Officers**

1. The Officers of the Post shall consist of President, 1st Vice President, Secretary, and Treasurer and shall be elected by the Post membership for a 1-year term. Officers may succeed themselves in office if duly elected by the membership for unlimited additional terms. Officers are voting members 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, or duly appointed designee, 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 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 past 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 notice of all meetings to all members, or cause such notice to be given by the Communications and Website Director when the President so designates; (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.

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 National; and (c) file Federal, state, and local income tax returns with a copy to be sent to SAME National Office 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 and approved by the Board of Directors or an outside auditor prior to the submission of the annual financial report to the SAME National Office, and completed no later than March 31. The committee shall report to the President the results of the audit in February. The accounts shall also be audited within thirty days of any change in Treasurer. Members of the audit committee shall be independent of any financial responsibility for the Post, and no member shall be an authorized signer on a Post account or a designated approver under Article VII.5 at any time during the period audited. At least one member shall be knowledgeable of accounting practices. The audit report shall be presented to the Board of Directors and then to the membership for adoption. The findings of each audit shall be submitted to the SAME National Office. (See also Finances, Article VII)

7. The President may appoint an Assistant to any Officer or Appointed Director to assist with the duties of that position and to act in that capacity during the officeholder's absence. An Assistant does not vote and is not counted toward a quorum, and has no authority over Post funds or accounts unless the Board of Directors so designates.

## **Article V**

### **Board of Directors**

1. The Board of Directors shall comprise the Post Officers, the Immediate Past President and 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 Immediate 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 1-year. The incoming President recommends individuals to be Appointed Directors, subject to the approval of the Board of Directors. Directors may be re-appointed for unlimited additional terms.

a. The standing Appointed Directors are:

- i. Investment
- ii. STEM and Scholarships
- iii. Membership Engagement
- iv. Small Business
- v. USACE Liaison
- vi. Communications and Website
- vii. Young Professionals
- viii. Programs
- ix. Awards and Recognition

- x. Sponsorships
- xi. Leadership Development and Mentoring
- xii. Veterans Outreach Liaison
- xiii. Fellow Point of Contact
- xiv. Student Chapter
- xv. Resilience
- xvi. Streamers

b. Additional Appointed Director positions may be established during the Post year on the recommendation of the President and with the approval of the Board of Directors, as provided in Article IX.4. A position so established carries a vote under paragraph 3 of this Article and a term expiring at the end of the current Post year.

2. The Post shall hold elections annually such that the new and continuing Officers and Directors are installed in June, at the Annual Program Review in years where that is held 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 Professional and one Director for a Fellow, or senior member if the Post has no Fellows, who serves as the Post Fellow Point of Contact, the Post's liaison to the SAME Academy of Fellows. 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 Officer positions provided that Officers 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. All regular meetings of the Board are open to the members of the Post in good standing, who may address the Board during a period reserved for member comment, as the presiding officer allows.
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. Members of the Board of Directors shall not receive any compensation for their services as Directors.
8. Any member of the Board of Directors may be removed, with or without cause, at any time, by a vote of three-quarters of the members of the Board of Directors, if in their judgment the best interest of the Post would be served.

## **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) Finance and Budget; b) Audit; c) Nominating. The Finance and Budget Committee is responsible for Budget development and monitoring and is chaired by an individual appointed by the President from among the Officers and Appointed Directors; the chair is not tied to any specific Director seat. The Audit Committee additionally excludes the Treasurer and the Investment Director from membership, to preserve independence from Post financial operations.
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) Annual Program Review Planning. Awards and Recognition is supported by an Appointed Director (Article V.1.a.ix) and is not currently a standing committee; the Board may establish an Awards and Recognition Committee as an ad hoc committee under Article VI.4 if a future need arises. The Golf Tournament operates as a sub-committee under Annual Program Review Planning and is not independently standing. Streamers is supported by an Appointed Director (Article V.1.a.xvi); any committee formed to support that Director's portfolio convenes as needed and is not a standing committee. Sub-committees formed under this Article, including the Golf Tournament sub-committee and any Streamers support committee, are not standing committees and are therefore not subject to the Article VI.5 Operations Committee membership eligibility rule.
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. Membership on standing Operations Committees (Finance and Budget, Audit, Nominating) requires that the individual already hold an Officer or Appointed Director seat. The standing Mission Committee (Annual Program Review Planning) carries no such requirement and is open to any member of the Post in good standing.
6. 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.
7. Past Presidents of the Post, and Fellows of the Society affiliated with the Post, who do not otherwise hold a voting seat serve as non-voting advisors to the Board. They have a standing invitation to attend Board meetings, are entitled to be heard, and may be called upon for counsel and mentoring.
8. The Commander of the U.S. Army Corps of Engineers Savannah District, or the Commander's designee, is invited to serve as a non-voting Special Advisor to the Board.

## **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 Direction. SAME National will disperse dues to the Post on a quarterly basis based on the number of Individual and Organization Members in the Post.
3. A Post budget for operations of the calendar year shall be submitted by the Finance and Budget Committee annually prior to the beginning of the calendar year for review and approval by the Post Board of Directors.
4. Upon dissolution of this Post, all assets will be forwarded to SAME National Office for inclusion into SAME's general fund.
5. Any check or other disbursement greater than \$2,500.00 requires authorization by two individuals designated by the Board of Directors. Authorization may be given by signature, by written approval sent by email, or by dual approval within the Post's banking platform, and shall be retained with the record of the disbursement.
6. Expenditures consistent with a line item in the Board-approved annual budget do not require additional Board approval prior to disbursement. The annual budget may be amended during the fiscal year by a vote of the Board of Directors to increase, decrease, or add a line item as circumstances require. An expenditure for which no approved budget line item exists, or that would exceed an approved line item, requires prior Board approval, which may be obtained by electronic vote under Article XI.

## **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 held in the month coinciding with Post annual elections or installation of the new Board of Directors. Awards and recognition may be deferred to the Annual Program Review in years where that is held. (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 1 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 President, on or before 1 October, shall form a Nominations Committee, chaired by the Immediate Past President. The Nominations Committee develops a slate of officers for each

position as specified in Article IV (Officers), obtaining input for such slate from the Board of Directors and a general call for nominations from the members of the Post. The Nominations Committee ordinarily nominates the 1st Vice President for President.

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. The slate shall be presented to the Post membership by electronic ballot conducted under the electronic-ballot procedure in paragraph 6 of this Article. The ballot shall identify each nominee by position and shall be open for not fewer than ten business days. A quorum is not required for the election of Officers. A contested position is decided by a plurality of the members voting; an uncontested slate is confirmed by affirmation of a majority of the members voting. In the case of a tie, the Post Board shall decide by ballot between the tied candidates. A committee of three members shall review the voting process and analytics to ensure an open and fair election. The results of the election shall be transmitted to the Regional Vice President and the SAME National Office within 30 days.
4. Following the election of Officers, 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 Post but prior to or on the date of the beginning of the elected Officers' and Directors' terms of office.
6. Electronic ballot of the membership. When these Bylaws provide for a vote of the Post membership, the vote may be conducted by electronic ballot, subject to all of the following: (a) the ballot is distributed to all members in good standing; (b) the ballot states each question or slate in full and includes any supporting information needed to vote on the substance; (c) the ballot remains open for not fewer than ten business days from the date it is sent; (d) votes are cast by the electronic means stated in the ballot; (e) a quorum is not required; and (f) the result is determined by the threshold stated for the matter being voted. A non-response is not counted as a vote.

## **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 meeting schedule, location and Post Officers and Directors with their email addresses. SAME National Office will assist Posts in achieving this minimum standard, as needed. The Post is encouraged to 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 National Office

web site and for ensuring compliance with Society web site content and communication standards.

4. The Post shall issue a newsletter or equivalent member communication at least quarterly, distributed electronically to all members of the Post.

## **Article XI**

### **Voting and Quorum for Board of Directors**

1. Eligibility. The Officers, the Immediate Past President, and the Appointed Directors are voting members of the Board. An individual casts one vote regardless of how many positions or offices that individual holds. Where a seat is held jointly by co-chairs, the co-chairs designate which of them casts that seat's single vote, and the seat is counted as present for quorum if either co-chair attends. A co-chair who separately holds another voting seat may cast the vote for that other seat, in which case the remaining co-chair casts the vote for the shared seat.
2. Methods. The Board may vote in person, by remote participation, or electronically. Remote participation means simultaneous participation by teleconference, videoconference, or other electronic means by which all participating members may hear one another in real time, including web-based meeting platforms. A member participating remotely is counted as present for all purposes, including quorum, and may vote.
3. Quorum and voting at meetings. A motion is voted after discussion is complete and the motion has been made and seconded. A quorum consists of a majority of the voting members of the Board, but not fewer than six, present in person or by remote participation. Each individual holding one or more filled voting seats is counted once. A seat held jointly by co-chairs is counted once, and is counted present if either co-chair attends. Vacant seats are not counted. A motion passes on the affirmative vote of a majority of the voting members present, unless these Bylaws require a higher threshold. A tie fails the motion.
4. Electronic voting. When an in-person meeting is not practical, or time does not permit waiting for the next regular meeting, the President may call an electronic vote of the Board, subject to all of the following: (a) only the President may call the vote; (b) the call states the motion in full and includes an analysis of the discussion or supporting information sufficient to vote on the substance; (c) the vote remains open for not fewer than two business days from the date it is sent, unless all voting members respond sooner; the President may set a shorter period only when an external deadline requires it and the call states the reason; (d) votes are cast by reply or electronic ballot to the full voting body; (e) the vote is valid only if the number of voting members casting a vote is at least the quorum required at a meeting, that is, a majority of the voting members of the Board, each individual counted once, but not fewer than six; and (f) a motion passes on the affirmative vote of a majority of those casting a vote. A non-response is not counted as a vote.
5. Parliamentary Authority. The current edition of Robert's Rules of Order Newly Revised shall govern the proceedings of the Post and its Board of Directors in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or the Constitution and Bylaws of SAME.

6. Conflicts of interest. A member of the Board who has a financial or personal interest in a matter before the Board, including a transaction with a vendor, sponsor, or recipient with whom the member or a family member has a relationship, shall disclose the interest before the matter is considered, shall not vote on it, and shall not be counted toward the quorum for that vote. The Board may ask the member to leave the discussion. The disclosure and recusal shall be recorded in the minutes.

## **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 revisions to these Bylaws may be made by two-thirds of the members voting, provided that: (a) the proposed amendment has first been approved and recommended by a majority vote of the Board of Directors; (b) the proposed amendment, together with notice of the vote, is provided to the Post membership at least fifteen days before the ballot opens; (c) the membership vote is conducted by electronic ballot under Article IX, paragraph 6; and (d) the amendment does not conflict with or contradict the SAME Constitution or Bylaws.

Clerical corrections. After an amendment is adopted, the Secretary, with the concurrence of the President, may correct article and paragraph numbering, cross-references, punctuation, capitalization, and typographical errors in these Bylaws, provided the correction does not change meaning. Each correction is reported to the Board of Directors at its next regular meeting.

Approved by vote of the Board of Directors on October 19, 2026

\_\_\_\_\_ Scott DeGaro, Post President

\_\_\_\_\_ Emily Kurilla, Post Secretary

And approved by a two-thirds electronic vote of the members completed on\_\_\_\_\_.

Signed: \_\_\_\_\_ Emily Kurilla, Post Secretary