

BY-LAWS OF THE CHICAGO POST

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 Chicago 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 By-Laws of SAME. In the event that these By-Laws are in conflict with SAME's Constitution or By-Laws, 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 at <http://www.same.org>. 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. National will be responsible for collecting all outstanding 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 and will not receive Post correspondence. Such members will need to contact National to reinstate membership. Any member may withdraw from this Post at any time by tendering their resignation to National.
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.
5. Members are responsible for ensuring all information regarding their status and/or the people listed as representatives of Sustaining Member firms is current. Members shall update their information via the National website.

Article IV

Board of Directors

1. The Board of Directors shall be comprised of the Post Officers, six Elected Directors, and the immediate Past President. The Post President can nominate one or more 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 three years 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. Society Fellows who are members in good standing with the Post may be appointed as Directors. 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 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 December or January.
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 at least bimonthly for the transaction of business and members thereof shall constitute a quorum. (See Voting & Quorum, Article XI) The President on his/her own initiative or by two other members of the Board of Directors 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. The Board of Directors shall be the judge of the qualifications of its members and, subject to limitations herein prescribed, have power to fill vacancies arising in its own elected membership; provided that any member filling a vacancy shall serve until the next annual elections only, at which time the vacancy shall be filled in the regular manner prescribed for other vacancies occurring in the regular course; provided further, that a vacancy in the office of President shall be filled by the promotion of the First, Second and Third Vice Presidents in successions as such vacancies occur.

Article V

Officers

1. The Officers of the Post shall consist of President, three 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. The Vice Presidents shall be designated as the 1st, 2nd, and 3rd 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. The President shall be ex-officio a member of all committees and of all subcommittees thereof. 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 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. If The President is absent, a Vice President and the Treasurer (or Assistant Treasurer), shall sign all written contracts and obligations of the Post. 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 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 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 of Directors during the last calendar quarter. The President may 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. The Secretary shall have custody of the Post's correspondence and records.

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. The accounts shall be audited annually by an audit committee of two to three members appointed by the President with the approval of a majority of the Board of Directors, or an outside auditor prior to the submission of the annual financial report to the SAME Headquarters. The committee shall provide a written report to the President the results of the audit by the end of 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.
7. The Treasurer is authorized to expend Post funds luncheon and dinner operations in addition to Post obligations that are less than 200 dollars without approval of the Board of Directors.

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; (b) Education and Mentoring Fund, (c) Audit, and (d) Nominating.
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 but are not limited to: (a) Membership; (b) Education and Scholarship; (c) Relationships and Recognition; (d) Outreach and Communications; (e) Programs; (f) Program/Inter-Society Liaison; (g) Youth Outreach/Young Member Affairs; (h) Awards; (i) Strategic Planning; and (j) Readiness.
NOTE: The Post may rename, combine, change the names or have other mission committee 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.
6. The President shall appoint, subject to the approval of a majority of the Board of Directors, the chairperson of all committees authorized under this Article. The chairpersons may be appointed from the Board of Directors or the general membership. In the latter event, the chairperson shall serve as a working member, without vote, of the Board of Directors during their tenure of office.

Each chairperson shall select the members of their committee from the Board of Directors or the general membership. Each member shall serve at the pleasure of the chairperson.

7. Under the leadership of the President and Strategic Planning Committee, each Committee chairperson shall ensure the review and update of their committee's goals and objectives are performed for each calendar year. The Post Goals and Objectives shall be finalized by the April Meeting.

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 By-Laws 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.
3. The requirement to pay annual Post dues shall be excused for the following classes of Post members: (a) Life members of the National Society of American Military Engineers, (b) Life members of the Post, and (c) Representatives (i.e., principal and alternate) of Post sustaining members.
4. 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.
5. 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.
6. 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 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. Meetings shall be held at such times and place(s) as the President or the Board of Directors may appoint.
4. The Secretary shall coordinate with the Communications Committee and send a written and/or electronic notice to all members at least ten days in advance of all general member meetings.

Article IX

Nominations and Elections

1. At the time of appointing the Chairman of other Standing Committees, the President shall appoint, subject to the approval of the Board of Directors, a Nominating Committee consisting of not less than three members, one of whom shall be a Past President, to select an official list of nominees for the various offices to be elected at the following annual meeting. 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. In addition to the nominations so made by the Committee, any Post member in good standing may make nominations before the balloting process.
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 shall be 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 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 website shall be at a minimum, an 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 shall create and maintain its website, regularly updating the material presented and for creating a link to the SAME Headquarters website and for ensuring compliance with Society website 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 plus Elected 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 at Post Board of Directors meetings is defined by a majority of those Board of Directors members in attendance at the meeting or on conference call. The Post President, with approval of Post Board of Director members in attendance, 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.
4. Order of business shall begin with the reading and approval of the previous meeting minutes and Treasurer's report, followed by unfinished (old) business, committee reports, and new business. The order of business may be changed at any meeting by a majority vote of the members present, or by the President, or by any officer acting for the President. Robert's Rules of Order Revised shall be the parliamentary guide and shall govern the proceedings at all meetings of the Post.

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 By-Laws. (See Nominations & Elections, Article IX)

Approved by vote of the Board of Directors on 15 October, 2008.

Will _____ Post President
Leslie C. Bush

Jan S. Plachta _____ Post Secretary
Jan Plachta

And approved by a majority vote of the members on this 15 day of October, 2008 at the regular meeting of the Chicago Post.

Signed: Jan S. Plachta _____ Post Secretary
Jan Plachta