



BYLAWS OF THE JAPAN POST

Article I – Seal, Insignia and Logo

1. The seal, insignia and logo of the Post shall be the same as established by The Society of American Military Engineers (SAME) National Board of Direction and published on SAME web site.
2. Customized logos, as approved by the Japan Post Board of Directors (Post Board), 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 Japan Post, Society of American Military Engineers (Post).
2. The Post shall be governed by these Bylaws, consistent with the Constitution and Bylaws of SAME. In the event these Bylaws are in conflict with SAME's Constitution or Bylaws, 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 based on race, color, religion, sexual orientation, 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 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.
5. The Post shall comply with all Department of Defense (DoD), Marine Corps Installations Pacific (MCIPAC) Orders, Directives and Instructions pertaining to the operation of independent private organizations. Should the Post change its Private Organization registration to another host installation in the future, the Post will comply with all appropriate installation requirements.

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. Individual Members and Life Members may select up to two Posts at no additional charge and may change Post membership at any time. Students do not pay National Dues but can select up to two Posts when joining SAME.
3. Any member of the Post will be automatically dropped from the Post roster maintained by SAME Headquarters for failure to pay National dues to SAME Headquarters as prescribed by SAME Bylaws.
4. Companies may become Sustaining Members at the Post by paying the appropriate dues to SAME Headquarters and selecting the Post. Sustaining Member representatives become members of the Post as assigned by their company. Sustaining Member representatives have the same voting rights in the Post as other Post members, may be elected as post officers, may be appointed to Post roles, and otherwise maintain the same status as other Post members.
5. Public Agencies, Non-profit and Academic Institutions become members by paying the appropriate dues to SAME Headquarters. Public Agencies, Non-profit and Academic representatives become members of the Post if they are listed on the completed application submitted to SAME HQ by their Agency, Company or Institution. All representatives with a SAME National account listing membership in the Post have full rights in the Post.

Article IV – Board of Directors

1. The Board of Directors shall be comprised of the Post Officers, up to two Elected Directors, a Past President (or Past Vice President, if the Past President is no longer active in the Japan Post) and up to two 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 Elected Directors shall be 2 years. Terms shall be staggered when possible to provide continuity in the governance of the Post. The Past President shall have a one-year term, as the position is intended help continuity of 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 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 May/June.
3. Directors shall be assigned specific responsibilities to support the mission and goals of SAME and the Post by serving as a Post Committee Chair or champion of a special interest or element of SAME's Strategic Plan. Elected and Appointed Directors 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 interim vacancies of the Officers and Elected Director positions by appointment. Officers and Elected Directors so appointed shall serve for the remainder of the term of the individual being replaced.
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. When required to handle urgent Post business between meetings, motions may be proposed and officer votes may be recorded by email or phone. (See also Voting, Article XI).
6. The Board of Directors approves the establishment, disestablishment or continuance of Committees that may be included in these Bylaws and/or be recommended by the President. (See Committees, Article VI).

Article V – Officers

1. The Officer positions to support the Post include:
 - i. President
 - ii. 1st Vice President
 - iii. VP of Programs
 - iv. VP of Public Relations
 - v. VP of Membership/Scholarship
 - vi. Secretary
 - vii. Treasurer
 - viii. Sergeant at Arms
2. Officers shall be elected by the Post membership for a one- year term. Officers may be re-elected by the membership for additional terms. Officers are voting members.
3. The President shall be responsible for general supervision of the affairs of the Post and shall preside at the meetings of the Post.
 - i. Committees: The President may establish, disestablish, restructure, or discontinue Post Committees. The President shall appoint Committee Chairs and has general supervision over all Post Committees. In the absence of the President, responsibility for oversight of committees shall pass to the 1st Vice President or as voted upon by the Board of Directors.
 - ii. Contracts and Finances: The President has sole authority to sign written contracts and obligations of the Post, subject to concurrence of the Treasurer for financial obligations. The President shall obtain a legal review of all major contracts for which the Post could incur significant liability and may request a review by SAME HQ.
 - iii. Annual Report to Membership: The President shall report to the Post membership annually regarding the status of affairs of the Post. This report shall address 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).

4. The 1st Vice President of the Post shall be in charge in the absence of the President and may be delegated overall or select responsibility for oversight of committees, special events or other Post business.
 - i. Oversee Programs committees, including:
 - Finance/Audit
5. The VP of Programs shall:
 - i. Develop the annual events calendar.
 - ii. Plan and oversee fund raising activities.
 - iii. Plan and Lead General Membership Meetings (GMMs) and other Post gatherings.
 - iv. Oversee Programs committees, including:
 - Continuing Education and Training
 - Programs
 - Leadership and Mentoring
6. The VP Public Relations shall oversee all required committees or as appointed by the President media programs and budgeting for such items as:
 - i. Outreach and communications (in coordination with VP Programs).
 - ii. Communications, Social Media, and Email services.
 - iii. Updating and maintaining the Post website.
 - iv. Notifying radio, newspaper, magazines, etc. for upcoming events.
 - v. Documenting and providing articles and photographs to Post and National publications or media.
 - vi. Oversee Programs committees, including:
 - Awards and Recognition
7. The VP of Membership/Scholarship shall oversee all required committees or as appointed by the President for such programs and tasks as:
 - i. Oversee Programs committees, including:
 - Scholarship
 - Membership
 - Elections
8. The Secretary shall oversee the correspondence and records of the Post. The Secretary shall:
 - i. Conduct correspondence at the direction of the Post Board.
 - ii. Record the minutes of Post Board meetings and make an accurate record of official proceedings.
 - iii. Consolidate quarterly report inputs from Post Officers in support of local installation submission requirements.
 - iv. Consolidate annual report inputs from Post Officers in support of SAME HQ

- submission timelines.
- v. Provide timely notice of meetings.
 - vi. Maintain a record copy of Post report and streamer submissions.
 - vii. 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.
9. The Treasurer shall be comptroller of the accounts of the Post under the direction of the President. The Treasurer shall:
- i. Make collections and disbursements under the supervision of the President as directed by the Post.
 - ii. Provide a financial report to the Board at regularly scheduled meetings.
 - iii. Prepare quarterly financial reports as required by the local installation/host.
 - iv. Prepare and submit the annual financial report to SAME HQ.
 - v. 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.
 - vi. 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.
10. The Sergeant at Arms shall:
- i. Ensure members uphold professional behavior at all official meetings and gatherings.
 - ii. Assist VP Programs with Post meeting logistics and planning.
 - iii. Oversee installation access pass or escort requirements for Post events.
 - iv. Maintain custody and accountability for Post property, such as SAME flag, event support materials, fundraising stock, etc.
11. Post officers shall attend all Post Board meetings, uphold standards of professionalism, preserve the dignity of the Post, be mindful of Post interests, and to observe all regulations governing the operation of the Post.
12. An officer of the Post may be removed for cause by a majority written vote of the voting membership.
13. In the event of an officer vacancy, the Board shall appoint an officer to serve the remainder of the term. A candidate may volunteer or be nominated by another post member, however appointment is at the discretion of the Board.
14. An officer may resign his/her office by notifying the President in writing/email.

Article VI – Committees, Task Forces and Special Advisors

1. The Post may establish Post Operations and Post Mission Committees. (See Article IX).
2. While the President maintains overall responsibility for supervising the general direction of committee efforts and appointing Post committee leadership, other Post officers have operational control and responsibility for committee actions as identified in Article V.

3. Operations committees are those that support the President and Board for key administrative functions. Standing operations committees may include but are not limited to: a) Finance/Audit, b) Scholarship c) Elections.
4. 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) Continuing Education and Training, c) Awards and Recognition, d) Leadership and Mentoring, and e) Programs.
5. Task Forces or temporary Committees may be established to achieve specific goals or implement objectives set forth in the SAME Strategic Plan at the direction of the President.

Article VII – Finances

1. The fiscal year of the Post shall begin on the first day of January.
2. Japan Post follows calendar year reporting for reports provided to its host installation.
3. A budget shall be submitted by the Post Treasurer annually prior to the beginning of the calendar year for review and approved by the Post Board of Directors. Budget submissions, audits and reports will be accordance with Marine Corps Installations Pacific (MCIPAC) 5760.1 and SAME Financial Guidelines.
4. Post accounts shall be audited annually or within 30 days of a change in Treasurer 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 the SAME Headquarters.
5. All expenditures will require advance approval by simple majority of a quorum of Post officers, except for the following, which require no advance approval:
 - i. Postal expenses and administrative supplies totaling less than \$25 per quarter.
 - ii. Scholarships awards as duly approved by the Post.
 - iii. Fees for annual independent audit.
6. When a Treasurer is relieved, he/she and his/her successor will jointly audit all accounts and prepare a Turnover Balance Sheet. All funds, property (if not signed for by a property officer), and accounts and records of the Club will be turned over and documented in a Turnover Memo signed by both parties. Copies of Turnover Memo and Turnover Balance sheet shall be provided to all Post Officers and the Japan Post Treasurer.
7. On the dissolution of the Post, The Treasurer and one other Post Officer will perform a joint audit and all assets will be forwarded by the Japan Post Treasurer to SAME Headquarters' Education and Mentoring Fund as Unrestricted Donations. Local bank accounts will be closed.
8. If required or advantageous for fundraising and scholarships, the Post shall operate a separate Scholarship Fund or Education and Mentoring Fund. Such Funds shall be administered in accordance with applicable state and local laws and regulations.

9. If Post financial accounts include assets other than cash or short-term US Treasury-denominated securities, the Post Board shall have an investment policy with specific investment objectives and should have the investment portfolio reviewed quarterly with Investment Advisors or an established Post Investment Committee.

Article VIII – Meetings, Goals and Objectives

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 should conduct an annual meeting focused on awards to recognize outstanding individuals, committees and sustaining members. This 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 Post Board shall meet at least quarterly using the calendar year as its basis or at the call of the President. The officers will make decisions based on a simple majority vote.
4. The President or Board of Directors may call for a special Board meeting at any time to conduct business of the Post. At least one week's notice shall be given to invitees for non-standard meetings and only the business stated in the call may be transacted at the special meeting.
5. The purpose of this Post is to promote and facilitate engineering support for national security by developing and enhancing relationships and competencies among uniformed services, public and private sector engineers, and related professionals.
6. 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.
7. The Post seeks to conduct high quality, professionally oriented programs and activities that engender camaraderie, and facilitate and improve communication among SAME members, the military services, and private sector firms.
8. The Post may conduct meetings, social events, or continuing education opportunities by any suitable means. This may include in-person events, teleconference, web/video conference, etc.

Article IX – Nominations and Elections

1. The Nominations Committee Chair develops a slate of officers for each position as specified in Articles IV and V, obtaining input for such slate from any member 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 officer candidates is presented to the Post membership at an announced meeting and voted upon by those members in attendance, provided that the slate was announced to the Post membership sufficiently prior to the meeting and members unable to attend had an opportunity to submit ballots prior to the meeting. Ballots provided in advance may be provided by sealed envelope or by email to an individual authorized by the Elections Committee chair. A quorum is not needed for general elections. The results of the election shall be transmitted to the Regional Vice President and SAME Headquarters within 30 days.

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, website updates, e-mail, social media distribution, newsletter (electronic or print), or others deemed appropriate by the Post.
2. At a minimum the Post shall post on its website or otherwise communicate the following:
 - a) list of Officers, Directors, and Committee Chairs with their contact information, and b) activity announcements to include registration and point of contact information.
3. The Post shall maintain a current website. To be considered current, the website shall include a list of current Post Officers and Directors with their email addresses and telephone numbers, calendar of events, and a “join-SAME” statement with a link to the SAME HQ website. SAME Headquarters will assist Posts in achieving this minimum standard, as needed. 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 SAME web site content and communication standards.

Article XI – Voting by Board of Directors

1. Voting on an issue shall be conducted after a motion has been made and seconded. Following discussion, voting can be recorded in person, by conference call, or by email.
2. A Committee Chair or Special Advisor is eligible to vote only if he/she also serves as a Post Officer. An individual in good standing with SAME is entitled to only one vote, regardless of the number of positions or offices held at the Post.
3. The Post Officers shall conduct business at regularly scheduled meetings or at special meetings, and Officers may participate by teleconference or any other means of communication by which participating members may hear one another. A quorum of three Post officers is required to conduct business. The affirmative vote of a simple majority is required to pass motions.

Article XII – Cooperation with Other Organizations

1. 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 engineering, architecture, and related professions to foster engineering education and the knowledge of engineering and associated sciences. Formal agreements with national organizations will be signed only by SAME HQ, however, agreements with State or local chapters may be signed by the SAME Post President.

Article XIII – Amendments and Revisions

1. Amendments and/or revisions to Post Bylaws may be made after obtaining input and review from Post members, subject to approval by a majority vote of the Board of Directors and provided the amendment and/or revision is not in conflict or contradictory to SAME Constitution or Bylaws.

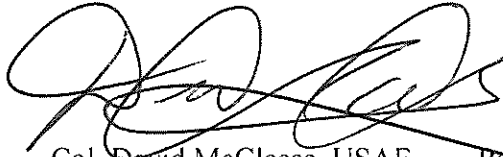
Article – XIV References

1. MCIPAC Order 5760.1
2. SAME Post Resource Center: <https://www.same.org/post-resource-center>

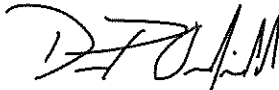
*****APPROVAL OF BYLAWS*****

General Post membership review period: 18 Jan – 1 Mar, 2022.

Approved by vote of the Board of Directors on the 8th of June, 2022.



Signed: Col. David McCleese, USAF Post-President



Dean Orfield

Post Secretary