

THE SOCIETY OF AMERICAN MILITARY ENGINEERS



BY-LAWS

of the

CAPE FEAR 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 Cape Fear 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'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 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.

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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. No monies are paid directly to the Post by Members. 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, Appointed Directors, and Elected 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 either one- or two-years, as indicated below. The Past President position will 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.

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2. Specifically, the Cape Fear Post Board of Directors shall be comprised of the following:

a. Post Officers (2-year terms):

- | | |
|--------------------|-----------------------------------|
| i. President | 1-year term |
| ii. Vice-President | 1-year term |
| iii. Secretary | 1-year term |
| iv. Treasurer | 2-year term expires on even years |
| v. Sargent-at-Arms | 1-year term |
| vi. Past President | 1-year term |

b. Appointed Directors:

- | | |
|------------------------------|--------------------|
| i. Young Member | Appointed annually |
| ii. Small Business | Appointed annually |
| iii. Fellow or Senior Member | Appointed annually |

c. Elected Directors:

- | | |
|-----------------------|-----------------------------------|
| i. Delegate-at-Large | 2-year term expires on odd years |
| ii. Delegate-at-Large | 2-year term expires on even years |

3. The Post shall hold elections annually by vote of the membership such that the new and continuing Officers and Directors are installed in January.

4. 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. 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.

5. The Board of Directors shall have power to fill vacancies of the Officers and Elected Director positions by majority vote of all remaining Officers and Elected Directors 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.

6. 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.

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

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Article V **Officers**

1. The Officers of the Post shall consist of President, one or more Vice President(s), Secretary, Treasurer and Sargent-at-Arms and shall be elected by the Post membership for a one-year term, with the exception of the Treasew which will serve a two-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 1st 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.
3. The President 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 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 Vice President shall assist the President in the execution of his/her duties/responsibilities as outlined in paragraphs (1) through (4) above. In the absence of the President, the Vice-President (or 1st Vice President if there are multiple) will temporarily preside over the Post.
6. 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.
7. 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

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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 three 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.

8. The Sargent-at-Arms shall be the custodian of the Post Standard, shall be in charge of refreshments that may be made available at Post meetings, and shall insure that equipment required for the monthly business meeting is made available and properly arranged and connected.

Article VI **Committees**

1. The Post may establish Post Operations and Post Mission Committees, as well as Ad hoc Committees to achieve its work. (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) Membership, and c) Events. The post may have other standing committees or combine or change the names of these committees as necessary.
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) Programs; b) Relationships, Leadership and Mentoring; and c) Professional Development, Personal Growth and Resilience. 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. Examples of such committees may be a Nominating Committee or an Audit Committee, whose function is of a finite duration. These committees should have specific missions and will be disbanded once that mission is deemed completed or unreachable.

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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.
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 Treasurer shall be authorized to execute checks for Post business as guided by the approved budget. Any check in the amount of more than \$1,000 shall be signed by both the Treasurer and one of either the Post 1) President, or 2) Vice-President.
5. The Post shall establish a separate Education and Mentoring Fund, if the Post plans to raise funds and grant scholarships and/or sponsor education and mentoring programs. Such Education and Mentoring Fund shall be administered in accordance with the SAME Financial Guidelines in addition to applicable state and local laws and regulations. Deposits into and expenditures from the Education and Mentoring Fund shall be made based upon the annual budget approved by the Post Board of Directors.
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.

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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.

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. Each post member in good standing will be afforded the opportunity to vote via email. Email ballots will be delivered within 10 days after the slate of Officers and Directors is announced. 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

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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 and in maintaining the Post's web site. The Post is responsible for regularly updating the material presented on the web site by SAME Headquarters 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 annually 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 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. The Post Board of Directors shall conduct business at regularly scheduled meetings or at special meetings, and Board members may participate by teleconference or other means of communication by which all participating members may hear one another. A quorum, consisting of at least half of the Officers and Directors listed in Article IV, is required to conduct business. The affirmative vote of a majority of those in attendance (including those attending by teleconference) is required to pass motions, unless a higher percentage is required by these bylaws.

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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 made available 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 the 21st day of December, 2017.



Michael E. Mason, PE

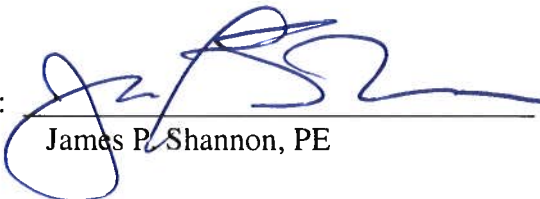
Post President



James P. Shannon, PE

Post Secretary

And approved by a majority vote of the members on this 12th day of January, 2018.

Signed: 

James P. Shannon, PE

Post Secretary