



## **Bylaws of the Philadelphia Post Society of American Military Engineers**

### **Article I. Governance**

1. The name of the Post shall be the Philadelphia Post - Society of American Military Engineers, hereafter referred to as the "Post" or "SAME Philadelphia Post". The Post shall be located in Philadelphia, Pennsylvania. The Post was chartered by the Society of American Military Engineers, hereafter referred to as "SAME" or the "Society", on June 15, 1920.
2. The Post shall be a nonprofit membership association. The objectives of the Post are to support and advance the purposes of the Society.
3. 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 the Society shall govern.
4. 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, creed, ethnicity, color, religion, gender, sexual orientation, age, physical or mental ability, political affiliation, marital status, national origin, or other non-merit factor. Likewise, the Post will take no official action which is or appears to be detrimental or discriminatory to any class or group of people.
5. 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.
6. The assets of the Post on dissolution shall be transferred to the national treasury of SAME.

### **Article II. Membership**

1. Membership in SAME will be governed by the Bylaws of SAME. Only members of SAME who have selected to be a member of this Post and who are current in dues may vote, hold office and receive the benefits of membership in this Post. SAME maintains the official Post roster of members.

### **Article III. Officers and Directors**

1. The government of the Post shall be vested in its Board of Directors, hereafter referred to as the "Board".

2. **Board Meetings.** The Board shall meet regularly for the transaction of business and members thereof shall constitute a quorum (See Article VI). The President on their own initiative may call special meetings of the Board. Conduct of business utilizing teleconferencing is permitted.
3. The **Officers** shall consist of a President, a First Vice-President, a Second Vice-President, a Secretary, and a Treasurer, who shall be elected by the Post members. They shall hold office for one year or until their successors have been duly elected. Officers will act as agents of the Board.
4. The Board shall consist of the following:
  - a. **Ex-Officio Directors.** President, First-Vice President, Second-Vice President, Secretary and Treasurer of the Post.
  - b. **At-Large Directors.** Active members of the Post are deemed eligible for election. The term of election shall be one year. Directors in this category may be re-elected.
  - c. **Elective Governance Directors.** Elective Governance Directors hold office for a three-year term and the terms of two (2) Directors shall expire each year. Should a vacancy occur, it shall be filled by election at a regular meeting of the Post for a term expiring with the term of the Elective Governance Director vacating the position. Directors in this category shall be limited to one term.
  - d. **Senior Active Directors.** Includes Past Presidents of the Post remaining in the area, as elected by Post members at any meeting in recognition of long and distinguished service to the Post.
  - e. **Director Emeritus.** The Board may elect directors emeriti from the senior active directors, an honorary designation without vote, who, after long and active service to the Post, shall have retired from the profession or be otherwise unable to continue to serve.
5. Duties of Elected Officers
  - a. The **President** shall have general supervision of the affairs of the Post, preside at all meetings of the Post, and chair the Board. The President shall exercise discretionary authority to appoint all committees and shall serve as ex-officio member of all committees. The President shall sign all written contracts and obligations of the Post. In the absence of the President, or with the approval of the Board, this duty may be delegated to any of the other elected officers.
  - b. The **First Vice-President** shall exercise the duties of the President in the absence of the President. Should the office of President become vacant, the First Vice-President shall fill the unexpired term. The First Vice-President shall be the Vice-Chairman of the Program Committee.
  - c. The **Second Vice-President** shall exercise the duties of the President or First Vice-President, respectively, in the absence of those officers. The Second Vice-President shall chair the Membership Committee.
  - d. The **Treasurer** shall be comptroller of the accounts of the Post under the direction of the President. The accounts shall be audited annually prior to the submission of the Post Annual Report to the Society. The Treasurer may recommend to the Board the appointment of an

**Assistant Treasurer**, who shall be an active Post member and who will support the functions of the Treasurer. The Assistant Treasurer is an Officer of the Post. The Treasurer shall:

- 1) Make collections and disbursements under the supervision of the President as directed by the Post
  - 2) The Assistant Treasurer, who does not have check signing authority, will reconcile bank accounts monthly
  - 3) Render monthly and annual Treasurers Reports as may be called for by the President
  - 4) Submit the Post Annual Report to the Society
  - 5) File federal, state, and local tax returns as well as maintain state sales tax exemption certificates. Required documentation will be sent to SAME to ensure the retention of SAME's tax exempt status.
- e. The **Secretary** shall give due and timely notice of all meetings to the membership; record the proceedings of all meetings of the Post and Board; maintain membership records of the Post; and exercise custody of all correspondence and records. The Secretary may recommend to the Board the appointment of an **Assistant Secretary**, who shall be an active Post member and who will support the functions of the Secretary. The Assistant Secretary is an Officer of the Post.
- f. Vacancies in offices not delineated in previous sections shall be filled at a regular meeting of the Post as determined by the Board upon due and timely notice to the membership. The Board shall nominate candidates to fill the unexpired term(s) to be elected by a majority of the membership attending the called meeting.

## **Article IV. Committees**

1. **Standing Committees.** The standing committees of the Post shall be: Audit, Awards and Recognition, Communications, Fellows, Finance, Fundraising, Membership, Nominating, Outreach, Program, Resilience, Scholarship, Small Business and Young Member. The naming of these standing committees will be defined by the Society and may be changed by the Post to align with the Society.
2. The **Audit Committee** shall consist of three members or an outside auditor appointed by the President which shall audit annually the accounts of the Post and to report to the membership at the Annual Meeting. The committee shall report the results of the audit to the President at the Board meeting preceding the Annual Meeting.
3. The **Awards and Recognition Committee** shall be appointed by the President to recognize individuals and organizations from the uniformed services and the private sector for their achievements in support of the engineering profession and the Post's goals.
4. The **Communication Committee** shall be appointed by the President to oversee all Post communications including meeting announcements, newsletters, event registration software, communication software, and webpage.

5. The **Fellows Committee** shall be appointed by the President to promote mentoring and support the mission and the Society's strategic plan in conjunction with the Fellows charge and pledge.
6. The **Finance Committee** shall consist of at least three members appointed by the President to develop and oversee the execution of the Post Budget.
7. The **Fundraising Committee** shall be appointed by the President to raise funds for the Post's Scholarship Program primarily through the Post's Annual Golf Classic.
8. The **Membership Committee** shall be appointed by the President to support the Second Vice-President in all activities dealing with individual and sustaining membership retention and shall recommend and carry out activities for membership solicitation and development.
9. The **Nominating Committee** shall be appointed by the President and will consist of at least three Post members. It shall be the duty of this Committee to present for the Annual Election a slate of nominees for each elective office of the Post.
10. The **Outreach Committee** shall be appointed by the President to facilitate the Post's efforts in the mentoring and development of future professionals at collegiate SAME student chapters and providing opportunities for building professional relationships between Post members, and college and K-12 students.
11. The **Program Committee** shall consist of a Chair, who is appointed by the President, the Vice Chair who shall be the First Vice-President, and other members appointed by the President. The Committee shall develop the Post's annual program to meet the goals of SAME's Strategic Plan and address the Streamer Requirements established by the Society. This committee will take the leadership role in submitting the Streamer Submissions to the Society.
12. The **Resilience Committee** shall be appointed by the President to facilitate public and private sector collaboration that advances the practice and policies of regional and infrastructure security and resilience.
13. The **Scholarship Committee** shall consist of at least three members appointed by the President. The committee shall annually solicit nominations for recipients of scholarship awards and recommend nominees for approval by the Board.
14. The **Small Business Committee** shall be appointed by the President to promote the role and relevance of small business in the Post through outreach, training, opportunity and recognition.
15. The **Young Member Committee** shall be appointed by the President to represent the interests of young members, as defined by the Society, and to recommend and carry out activities for young members' development.
16. 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. These committees should have specific missions.
17. 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 V. Post Accounting**

1. **Post Fiscal Year.** The fiscal year of the Post shall begin on January 1<sup>st</sup> of each year.
2. **Post Budget.** The Post Budget, prepared by the Finance Committee, shall be submitted to the Board at least 2 Post Board Meetings prior to the start of the fiscal year. The Board will review and approve the Post Budget prior to adoption at the Annual Meeting.

## **Article VI. Meetings and Elections**

1. **Meetings and Events.** The Post shall meet in accordance with the program adopted by the Board, or upon call by the Board. 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. **Post Annual Meeting.** A slate of Officers and Directors is presented to the Post membership at the Annual Meeting in May 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. A quorum is not needed for these general elections.
3. **Officer Terms of Office.** The terms of all officers shall begin on June 1<sup>st</sup> of each year.
4. Voting on an issue by the Board 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: if time permits and if an analysis of the discussion is provided for consideration.
5. Elected Officers and Directors are eligible to vote. Committee Chairs are eligible to vote only if they also serve as a Post Officer or an Elected Director. An individual is entitled to only one vote regardless of the number of positions or offices held at the Post.
6. **Quorum.** A quorum at Post Board Meetings is defined by a majority of those Board members in attendance at the meeting or on a conference call. For approvals with a dollar value of \$1,000 or less, the minimum number of Officers and Directors should be a combined total of 10 with at least the President, or one of the Vice Presidents participating in the vote. For approvals over \$1,000 in value, a quorum of half of the active number of Board members plus one shall be required. The President, with approval of the Board 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.
7. Roberts' Rules of Order shall be the parliamentary guide and shall govern the proceedings of all meetings of the Post.

## **Article VII. Amendments**

1. Amendments to these By-Laws may be made by a majority vote of the members present, provided that the proposed amendment and/or revision has been previously approved by a majority of the Board and further provided that it has been provided to the Post membership at least 15 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 with or contradictory to the SAME Constitution or Bylaws.

+ + + Approved: July 14, 2021 + + +