

**BY-LAWS of the CHARLESTON POST of the SOCIETY of AMERICAN
MILITARY ENGINEERS**

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 Charleston 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, 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 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. 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.

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. Any member of the Post can be removed for cause by a vote of two-thirds of the members present at any regular meeting, provided that the member has been given full opportunity for a hearing in one's own defense.
5. 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, 13 Elected Directors (MEMBERSHIP, EDUCATION AND TRAINING, PROFESSIONAL DEVELOPMENT, PUBLICITY, EMERGENCY PREPAREDNESS & HOMELAND SECURITY, OUTREACH & COMMUNICATIONS, RELATIONSHIPS & RECOGNITION, FUNDRAISING, PROGRAMS, FELLOW, YOUNG MEMBER, SMALL BUSINESS LIAISON, NON-COMMISSIONED OFFICER and a PAST PRESIDENT) 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 a 1-year term. The Past President shall have a one-year term; the position will help continuity of Post leadership in a mentoring capacity. The Past President may continue to serve until a new Past President is available. Elected Directors may fill another position on the board or be an Officer, so long as it is not the position of President. The president may choose to appoint additional Directors, as needed. The number of appointed board members shall not exceed the number of elected board members. In the event that an elected board position remains unfilled, it may be filled by a vote of two-thirds of the current Board of Directors positions filled.
2. The Post shall hold elections annually such that the new and continuing Officers and Directors are installed 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. 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 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 and electronic communications is permitted.
6. The board shall submit, at the annual meeting of the Post, a report of the affairs of the Post, to include an abstract of the financial and membership status of the Post and a review of the Post's activities for the fiscal year, together with any suggestions or recommendations it may deem appropriate respecting past and future activities of the Post.
7. The Board of Directors approves the establishment, disestablishment or continuance of Committees that may be recommended by the President. (See Committees, Article VI)

Article V Officers

1. The Officers of the Post shall consist of President, one or more 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. 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. 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 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 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.
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 as necessary 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 Board of Directors shall serve with the other 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.

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 Investment, b) Fundraising, c) Audit, d) Nominating, e) Programs, and f) Publicity.
 - a) The Purpose of the Finance and Investment Committee (FIC) is to provide oversight, guidance, and direction with all financial and investment related matters of the post. These responsibilities include; setting a budget for the year, investment policy direction and oversight, and review of compliance to stated objectives. The investment committee shall be comprised of three members. The post treasurer shall serve as chair of the committee. The other two members shall each be elected at large during the regular post elections and serve 3 year terms. Upon establishment of this committee, one member shall serve a two year term, so that they may be staggered in the future.

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) Membership; b) Education and Training; c) Relationships and Recognition; d) Outreach and Communications and e) Emergency Preparedness & Homeland Security. Chairpersons of Standing Mission Committees associated with Streamers are responsible for monitoring the progress of streamer activities and for drafting appropriate annual streamer submissions to SAME Headquarters.
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.

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 Post shall establish and maintain three separate financial accounts in accordance with SAME National guidelines and Federal, State, and Local laws. A General Operating account shall be used for all post operation revenue and expenses, including monthly meetings, membership dues, gifts and awards, website, etc.. An Education and Mentoring Fund short term account shall be used for annual revenues and expenses related to scholarships, SAME Camps, approved training and professional development opportunities for post members, and other educational and mentoring fund objectives in line with the SAME national Education and Mentoring Fund Charter. An Education and Mentoring Fund Investment Account is to be used as a long term investment vehicle. This Fund shall be managed by a qualified financial advisor under the direction of the Finance and Investment committee and with changes in policy or allocation requiring board approval.

5. 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. These meetings shall be held generally every month with a minimum of 9 per year.
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. The minimum qualification for voting in the election of Officers and Directors 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 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 to 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 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.

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 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 is encouraged to create and 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 Headquarters web site 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 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 and both 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 five officers and/or directors, 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.

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 the engineering, architecture and related professions to foster engineering education and the knowledge of engineering and associated sciences.

Article XIII

Amendments and Revisions

1. Amendments and/or revisions to Post By-laws may be made by a majority vote of the members present at a regularly scheduled or special meeting of the Post Membership, provided that the proposed amendment and/or revision has been previously approved by a majority vote of the Officers and 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 Bylaws. (See Nominations & Elections, Article IX)

Approved by vote of the Board of Directors on this XX day of XXX, 20XX.

_____ Post President

_____ Post Secretary

And approved by a majority vote of the members present on this **XX day of XXX, 20XX** at the regular meeting of the Charleston Post.

Signed: _____ Post Secretary