



BYLAWS OF THE GREATER KANSAS CITY 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 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 Greater Kansas City Post, Society of American Military Engineers, hereafter referred to as the "Post."
2. The Post shall be governed by these Bylaws, consistent with the current Constitution and Bylaws of HQ SAME and its implementing documents; Post Operations Manual and Guide to Continuing Professional Competency. In the event that these Bylaws are in conflict with HQ SAME's Constitution and Bylaws, those of HQ SAME shall govern.
3. The Post's Board of Directors (Board) serve in an interlocking capacity as members of the Greater Kansas City Post Education & Mentoring Endowment.
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, color, religion, gender, 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.
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.

Article III **Membership**

1. SAME Membership will be attained through application for National SAME membership and payment of 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. 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**

1. The Board shall be comprised of four Post Officers, nine Elected Directors, and the Immediate Past President. The term of office for an Elected Director shall be a 3-year term with a staggered turnover to provide continuity in the governance of the Post. The Immediate Past President shall have a one-year term on the Board to facilitate continuity of Post leadership in a mentoring capacity. Directors may be re-elected for additional terms.
2. The Post shall hold elections annually such that the new and continuing Officers and Directors are installed no later than 31 December and the terms of office shall begin on 01 January and shall expire on 31 December of the term ending period.
3. 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 to serve. Elected Directors will serve with the Officers of the Post under the supervision of the President, and shall have a vote on matters of Post business in the same manner as the Officers.
4. The Board shall have power to fill vacancies of the Officers and Elected Director positions by appointment provided that Officers and Elected Directors so selected shall serve the balance of the term of office or director position they were so duly selected, at which time the vacancy shall be filled in the manner herein prescribed for other vacancies occurring in the regular course.
5. The Board shall meet monthly for the transaction of business and six 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. Conduct of business utilizing teleconferencing/video conferencing/Internet web-based conferencing is permitted.

6. The Board approves the establishment, disestablishment or continuance of Standing 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 (1-year term), Vice President (1-year term), Secretary (2-year term), and Treasurer (3-year term) and all shall be elected by the Post membership. Officers may succeed themselves in office if duly elected by the membership for additional terms. Officers are voting members of the Board. The officer's terms shall begin on 01 January and end 31 December of the term's expiring year.
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 Standing Committees to the Board for approval. The President shall appoint Committee Chairs and has general supervision over all Post Committees. The President may solely create, appoint the chair, and staff ad-hoc 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 Vice President, or as voted upon by the Board.
3. The President shall call and preside at all meetings. The President shall sign all written contracts of the Post, with the concurrence of the Treasurer on financial obligations and approval of the Board. The President should obtain a legal review of all contracts for which the Post could incur significant liability, and may request review by SAME HQ.
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 past or 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 president shall recommend to the Board, for their approval, an individual for appointment as a Director and/or Officer to succeed the term of an elected office when one of the following has occurred:
 - a. The Officer or Director has submitted in writing to the President of his/her resolve not to complete their term.
 - b. The Officer or Director has attended less than 50% of the Board meetings over a six month period and the President deems the Officer or Director is not supporting the mission and goals of SAME.

The appointment shall have full duties of the office in addition to full voting privileges for the balance of the term. The appointment to fill the vacancy shall be made by the Board as provided herein.

6. The Vice President assists the President in the operations and continuity of the Post and serves as the President in their absence. The Vice President shall: (a) be or appoint a Joint Engineering Council (JEC) representative for the Post; (b) be the Field Chapter point of contact; and (c) initiate and supervise a Bylaws review at least every odd year.
7. The Secretary shall have charge of the correspondence and administrative records of the Post. The Secretary shall: (a) give timely notices of all meetings to all members and (b) record the proceedings of all Board and membership meetings, and (c) maintain a record copy of the Streamer submissions. 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.
8. The Treasurer shall have charge of the financial records of the Post. 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 Board; (b) render monthly and annual reports; 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. The President shall recommend for Board approval, an Assistant Treasurer to assist the Treasurer.

Article VI
Committees, Task Forces and Special Advisors

1. The standing committees of the Post shall be the
 - a. Membership
 - b. Awards
 - c. Annual Sponsors
 - d. Program
 - e. Nominating
 - f. Young Member
 - g. College Outreach
 - h. Emergency Preparedness and Infrastructure Resiliency
 - i. Audit
 - j. Education & Mentoring
 - k. Strategic Planning
 - l. Small Business
 - m. Historian

n. Council of Fellows

2. Each committee shall be guided by a set of goals and objectives that are detailed in an annual committee work plan and submitted prior to the beginning of the year. The work plan will be submitted to the President for Board approval.
3. At least one member of the Board shall be appointed by the President to serve as a "Board Contact" member of each committee.
4. Committee chairs normally will not be reappointed beyond a total of four consecutive years.
5. A Strategic Planning and Leadership Meeting shall be held annually for the purpose of establishing the upcoming year's goals and objectives.
6. Ad hoc 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 shall have specific missions and duration.
7. Annual Post Streamers shall be compiled under the supervision of the current President and his Officers, Directors, and Committee Chairs and provided to the incoming President for submission to SAME Headquarters in January.

Article VII
Finances

1. The fiscal year of the Post shall begin on the first day of January.
2. The Treasurer shall prepare, in conjunction with appropriate committee chairs, annual budget estimate for the Post for the fiscal year beginning 1 January. These estimates shall be presented for approval to the Board. Approval of the Budget shall require an affirmative vote in person by a quorum of the Board and presented to the general membership prior to 1 January. After the Board has provided the approved budget, all expenditures shall be in accordance with the approved budget. Provided further, that the President may poll the Board for expenditures of the Post funds and other matters of vital issue where time constraints will not permit deferral to the next regular scheduled Board meeting. Further, the Board can revise the approved budget during the budget year to meet the objectives of the budget year; provided further, that the approval of the Board will be required.
3. 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.
4. If the Post raises funds and grants scholarships, the Post will have a separate Scholarship Fund or Education and Mentoring Fund.
5. Upon dissolution of this Post, all assets will be forwarded to SAME Headquarters for inclusion into SAME's Education & Mentoring Fund.

6. The 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 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 may be combined with a regular meeting.
3. The President shall convene the Board at least monthly at such time and at such place, as he/she shall determine.
4. The President 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 Board 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 shall develop 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 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. The election and installation of officers shall be held in the Kansas City area for the convenience of the majority of the Post members.
 - a) The Nominating Committee shall name a candidate for election to each vacant position, which will be the official slate of nomination, and shall forward this slate to the Post Secretary by the first day of August.
 - b) Suggestions for nominees may be made to the Nominating Committee by any member of the Post; provided that such nomination letter shall be received by the Post Secretary not later than fifteenth day of July. The Post Secretary shall forward such letters to the Nominating Committee for their consideration in developing the official slate of nominations.

- c) The Board shall review the slate of Officers and Directors provided by the Nominating Committee, at the August Board meeting. A petition ballot, to include any or all positions, may be made by a letter signed by not less than 10 members of the Post and submitted to the Post Secretary prior to the first day of September. The petition ballot will be reviewed by the Board at the September Board meeting.
- d) All nominations, as approved by the Board, shall be included in a ballot that will be emailed to all members of the Post with the September meeting notice.
- e) Members will mail and/or e-mail their ballots to be received by the Secretary or deliver them to him/her prior to or at the September meeting. Votes tallied for these general elections shall consist of votes by all members present at the meeting plus the mail-in and/or e-mail ballots received. The President shall select two members present at the meeting to tabulate the votes, and the Secretary shall report the results of the tabulation to the membership at the same meeting.
- f) Results of the voting shall be reported in the Post newsletter and the results of the election shall be transmitted the Regional Vice President and the SAME Headquarters .
- g) The installation of the new Board shall occur prior to or on the date of the beginning of the elected Officers' and Directors' terms of office.

Article X **Communications**

1. Regular communication with Post membership shall occur via one or more of the following mechanisms: presentations at meetings or activities; web site; email; internet or list serve distribution; social media or blog posting; newsletter (electronic or print) 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 to include registration and point of contact information.

Article XI **Voting Process by the Board**

1. Only the President, or the Vice President in his/her absence, can call a vote.
2. Voting can be conducted in person, by conference call, or by email when appropriate and necessary.
3. Only members of the Board are eligible to vote. An individual is entitled to only one vote regardless of the number of positions or offices held at 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 advancement 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. 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

Amendments and/or revisions to Post Bylaws must be approved by the Board and provided to the Post membership along with the announcement of date, time, and place of the meeting of the vote at least fifteen days prior to the meeting of the vote. A majority vote of the members present shall constitute approval.

Approval Signatures:

Presented to the Greater Kansas City Post Board for first reading on 11 April 2013.

_____ Post Secretary

Approved by vote of the Greater Kansas City Post Board on 09 May 2013.

_____ Post Secretary

Presented to the Greater Kansas City Post Board and approved on 13 June 2013.

_____ Post President

_____ Post Secretary

And approved by a majority vote of the members of the Greater Kansas City Post on 11 July 2013 at the regular meeting of the Greater Kansas City Post.

Signed: _____ Post Secretary