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. 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) serves in an interlocking capacity as members of the Greater Kansas City Post Merrill Watt Education & Mentoring Endowment (MWEME) Board of Direction. In accordance with the MWEME Investment Policy the MWEME shall have an expanded Board with additional Post members.

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 shall 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. Individual Members, Sustaining Member and Public Agency representatives have full voting rights in the Post.

Article IV
Board of Directors

1. The Board shall be comprised of four Post Officers, nine Elected or Appointed Directors, and the Immediate Past President. The term of office for an Elected Director shall be a 3-year term, or shorter in the case of a Director vacancy, 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. The incoming President recommends individuals to be Appointed Directors, subject to the approval of the Board of Directors. The term of office for Appointed Directors shall terminate upon installation of the next slate of directors. Directors may serve additional terms.

2. The Post shall hold elections annually. Terms of office for new and continuing Officers and Directors terms of office shall begin at the January Post meeting and run until the following January Post meeting.

3. One Director position shall be established for a Young Member and one for a Fellow, or senior member if the Post has no Fellows to serve. 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. Directors shall be assigned specific responsibilities 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.

4. The Board shall have power to fill vacancies of the Officers and Director positions by appointment.

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 President’s 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, Task Forces and Special Advisors, 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 of Directors. The officer’s terms shall begin at the January Post meeting and run until the January Post meeting 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 President’s term, the duties shall devolve to the Vice President, or as voted upon by the Board.

3. The President shall sign all written contracts and obligations of the Post, with the concurrence of the Treasurer, and approval of the Board on financial obligations above the approved budget. The President shall obtain a legal review of all major 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 current year; and c) 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 its approval, an individual for appointment as a Director and/or Officer when one of the following has occurred:

   a. The Officer or Director has submitted in writing to the President the intention 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 presides in the President’s absence. The Vice President shall: (a) be or appoint a Joint Engineering Council (JEC) representative for the Post; (b) be or appoint 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 may appoint 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. Audit
   b. Awards & Recognition
   c. College Outreach
   d. Communications
   e. Council of Fellows
   f. Education & Mentoring
   g. Industry Days
   h. Membership
   i. Nominating
   j. Programs
   k. Resilience
   l. Small Business
   m. Warrior Support
   n. Young Member
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 or “Chair” of each committee.

4. Committee chairs shall not be reappointed beyond a total of four consecutive years.

5. A Strategic Planning 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 Officers, Directors, and Committee Chairs and provided to the incoming President for submission to SAME Headquarters in January.

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**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 in the form of an interim budget at the January Board meeting. Approval of the interim budget shall require an affirmative vote by a quorum of the Board. 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 vital matters where time constraints will not permit deferral to the next regular scheduled Board meeting. Provided further, the Board can revise the approved budget during the fiscal year to meet the objectives of the fiscal year; provided further, that the approval of the Board will be required.

3. “Trident-of-Protection (ToP): The ToP is designed as a layered approach to protecting the Post annual budget against Post activities that are unsuccessful either by not achieving planned income, or exceeding planned expenses. ToP consists of the GKC Post Annual Reserves and the GKC Emergency Fund Located in the MW EME.

   a. Post Annual Reserves: Funding levels shall be ten percent of planned budget expenditures for upcoming fiscal year, with reserve retained in the Post operating account. Access shall be as necessary by the Treasurer.

   b. Post Emergency Fund: Funding levels shall be 40 percent of planned budget expenditures for upcoming fiscal year, with fund being retained in partitioned area of MWEME. Access shall follow depletion of Annual Reserves and with Board approval.
4. Maximum Annual Budgeted Expenses shall not exceed 110% of previous years End-Of-Year expenses. Expenses in excess of 110% limitation shall be limited to one-time initiatives or hosting of large events such as National / Regional Conference with by vote of GKC Post Board of Directors. If such expense occurs in a given calendar year, this expense shall not be used in following year’s Maximum Annual Expense calculation.”

5. 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.

6. If the Post raises funds and grants scholarships, the Post will have a separate Scholarship Fund or Education and Mentoring Fund. Budgeted education and mentoring activities may be funded from the MWEME with a vote from the MWEME Board of Directors.

7. Upon dissolution of this Post, all assets will be forwarded to SAME Headquarters for inclusion into SAME’s Education & Mentoring Fund.

8. 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. The Nominating Committee composition will include a representative
provided by the Council of Fellows, the Immediate Past President, one Board member, and one member at large. The Immediate Past President shall chair this committee. If the immediate Past President is not available, a member of the immediate past year’s officers team/Board member could fill this position.

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, and publish the proposed slate to the general membership. 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. A petition ballot can only be submitted by a Post member that originally made a request to the Nominating Committee for that position. The Board will approve the final slate 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.
   e) Members will mail and/or e-mail their ballots to be received by the Secretary or deliver them to the Secretary 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 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; website; email; internet or list serve distribution; social media or blog posting; newsletter (electronic or print) or others deemed appropriate by the Board.

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.

3. The Post shall maintain a current website. The website shall have the following: a list of current Post Officers and Directors with their email addresses and telephone numbers; calendar of events with at least one upcoming event slated to take place within the next 30 days.

Article XI
Voting by the Board of Directors

1. Only the President, or the Vice President in the President’s 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. Proxy voting is permitted upon notification to an Officer of 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 technical education and knowledge. 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, with the concurrence of the Board.

Article XIII
Amendments and Revisions

Amendments and/or revisions to Post Bylaws may be made by a majority vote of the members participating, provided that the proposed amendment and/or revision has been previously approved by a majority vote of the Board of Directors, and 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. Members will mail and/or e-mail their vote to the Secretary or deliver them to the Secretary prior to or at the meeting at which the vote will be tallied. Votes tallied 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.

Approval Signatures:

Approved by vote of the Greater Kansas City Post Board on July 13, 2017.

Matthew Tom Post President

Hillary Weber Post Secretary

And approved by a majority vote of the members during electronic voting between June 27, 2017 and July 11, 2017.

Signed: Hillary Weber Post Secretary