BYLAWS OF THE BALTIMORE 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 website.

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 Baltimore Post - SAME, 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, and/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 (Headquarters - SAME) 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 Headquarters. 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 Bylaws.

4. Companies and Public Agencies may become Sustaining Members at the Post by paying the appropriate dues to SAME Headquarters. Sustaining Members 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 Members and Public Agency representatives have full voting rights in the Post.

Article IV
Board of Direction

1. The Board of Direction shall be comprised of the Post Officers, three (3) Elected Directors, three (3) Past Presidents, one (1) Non-Commissioned Officer and one (1) Elected Young Member Director, 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 three- (3) year term with a staggered turnover to provide continuity in the governance of the Post. The Past President shall have a three-year term initiating the year following his/her one- (1) year term as President; the position will help continuity of Post leadership in a mentoring capacity. The incoming President recommends individuals to be Elected Directors, subject to the approval of the Board of Direction and voting by general membership. Directors may be re-elected or re-appointed for additional terms. If three Past Presidents are not able to fulfill their terms, another Director shall be elected or appointed by the Board of Direction, as appropriate.

2. The Post shall hold elections annually such that the new and continuing Officers and Directors are installed in August of each year.

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. 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. 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 Direction 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 Direction 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 Direction. Conduct of business utilizing teleconferencing is permitted.

6. The Board of Direction 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, (Assistant Secretary) and Treasurer (Assistant Treasurer(s)), 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 Direction. If there is more than one Vice President, one shall be designated as the 1st Vice President and the other as the 2nd 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 Direction 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 Direction.

3. The President shall preside at all meetings and 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) 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 (c) submit the annual report to the Board of Direction 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; (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; and (d) submit a Financial Report to National – SAME through National’s website no later than April 1st of each year. 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.

**Article VI**

Committees, Task Forces and Special Advisors

1. The Post may establish Post Operations and Post Mission Committees (See Society Bylaws, Article VIII).

2. Operations committees are those that support the President and Board of Direction in administration of the Post. Standing operations committees include: a) Finance; b) Education and Mentoring, c) Audit, and d) Nominating.

   a. The Finance Committee shall be appointed by the Board of Direction. Committee membership shall include the Post Treasurer, The Chair of the Education and Mentoring Fund and at least three (3) other members, of which at least one (1) must be on the Board of Direction. The Finance Committee will be responsible for reviewing and managing all investment decisions.

   b. The Education and Mentoring Committee shall be appointed by the Board of Direction and shall include at least five (5) members of the Post. It shall be the duty of said committee to prepare and submit to the Board of Direction recommendations for college scholarship awards and outreach funding for events for middle school and high school students, and the funding therefore. The Committee shall be responsible for management of the Post Scholarship and Educational Outreach Fund as described in Article XIV of these Bylaws. Annual funding for Education and Mentoring activities shall be a combination of disbursements from the Scholarship and Educational Outreach Fund, disbursements from the Post Operating Account, and new donations received during the year. Funding shall only be expended on Scholarships and Educational Outreach activities that have been identified by the Committee in the annual program that has been approved by the Board of Direction.

   c. An Audit Committee shall be appointed by the Board of Direction. The Audit Committee shall be responsible for assuring that an annual audit of Post finances is performed.

   d. A Nominating Committee shall be appointed by the Board of Direction and shall consist of at least five (5) members of the Post who are representative of the membership. The current and most recent Past Post Presidents shall serve on this Committee. It shall be the duty of such Committee to present to the members a slate of candidates for nominations for the elective offices of the Post, as provided for in Article IX of these Bylaws.
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) Young Members; c) Recognition; d) Communications; e) Student Posts; f) Student Mentoring; g) Engineers Week; h) Readiness; i) Programs; and j) Philanthropic. All Committees are required to develop a plan of activities for the year with associated budget for submittal and approval by the Board of Direction.

a. The Membership Committee shall consist of the 1st Vice President and at least three (3) members who are not currently on the Board of Direction. It shall be the duty of this Committee to act on all matters concerning membership admission and separation as set forth in Article I of these Bylaws and as directed by the President.

b. The Young Members Committee shall be chaired by the Young Member Director and at least three (3) members of the Post who are Young Members. The Young Member Committee will utilize the expertise and knowledge of SAME members, including Fellows and Past Post Leaders, to develop and train Young Members to assume leadership positions, both within SAME and their professional careers.

c. The Recognition Committee shall be appointed by the Board of Direction and shall consist of at least three (3) members of the Post. It shall be the duty of this Committee to prepare and submit to the Board of Direction recommendations for awards under the Post Recognition program, consistent with SAME National and local awards programs and criteria.

d. The Communications Committee shall be appointed by the Board of Direction and shall consist of at least three (3) members of the Post. The Communications committee shall develop and distribute relevant news and information within the Post membership and will be responsible for external outreach and communications related to Post activities.

e. The Student Post Committee shall be appointed by the Board of Direction and shall include at least one Post member for each Student Post supported. The Student Post Committee will serve as the liaison and mentor to the associated Student Posts.

f. The Student Mentoring Committee shall be appointed by the Board of Direction and shall include at least three (3) Post members. The Student Mentoring Committee is responsible for cultivating leadership competence and mentoring within SAME by providing opportunities for members to lead, serve and promote the development of SAME’s visions at the Post while encouraging, acknowledging and highlighting outstanding leadership and mentoring examples.

g. The Engineers Week Committee shall be appointed by the Board of Direction and shall include at least one (1) Post member. The Engineers Week Committee will be responsible for coordination of Post activities in support of National Engineers Week.

h. The Readiness Committee shall be appointed by the Board of Direction and shall include at least three (3) Post members. The purpose of the Readiness Committee is to support joint engineer operations, emergency preparedness, response and
recovery in the United States and abroad in support of the National Security
Strategy and the National Response Framework.

i. The Programs Committee shall be appointed by the Board of Direction and shall
include the 2nd Vice President and at least five (5) members who are not currently
on the Board of Direction. It shall be the duty of the Committee to prepare and
submit to the President for adoption by the Board of Direction a program of
activities for the Post and to be responsible for effective execution of these activities
throughout the year.

j. The Fellows Committee shall be appointed by the Board of Direction. Members of
the Fellows Committee shall consist of members of the Academy of Fellows (AOF)
to the Society. The purpose of the Fellows Committee is for advancing SAME’s
strategic plan through leadership, mentoring and fellowship. The Fellows
Committee will assist in the nomination process for future Fellows induction to the
AOF.

k. The Philanthropic Committee shall be appointed by the Board of Direction and shall
include at least three (3) Post members. The purpose of the Philanthropic
Committee is to develop programs which support veterans and their families
through providing both financial contributions and in-kind services, as well as to
promote the growth and learning of veterans and their families in engineering,
science, architecture, or related disciplines.

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 Direction. 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 SAME Headquarters. There shall be no additional dues for
any Members at the Post Level. Any proposed change in Post dues must be approved by
the Board of Direction and sent to SAME Headquarters anytime during the year but no later
than November 30th, so that it will become effective on January 1st 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 Board of Direction. The Post budget shall
include budget plans for each of the individual Post Committees. The Post Treasurer shall
report each month on status of Post finances.

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4. The Post shall establish a separate Scholarship and Educational Outreach Fund to raise funds and grant scholarships. Such Scholarship and Educational Outreach Fund shall be administered in accordance with the SAME Financial Guidelines in addition to applicable state and local laws and regulations and as further defined in Article XIV of these Bylaws. The Post Finance Committee will provide guidance and advice to the Education and Mentoring Committee regarding investment decisions associated with the Scholarship and Educational Outreach Fund. At least once a year, the Finance Committee will provide a detailed financial performance review of the Fund to the Board of Direction.

5. The Post shall establish a separate Philanthropic Committee Fund to raise funds for the development of programs which support veterans and their families for providing both financial contributions and in-kind services. Fund shall be administered in accordance with the SAME Financial Guidelines in addition to applicable state and local laws and regulations and as further defined in Article XIV of these Bylaws. The Post Finance Committee will provide guidance and advice to the Philanthropic Committee regarding investment decisions associated with the Philanthropic Committee Fund. At least once a year, the Finance Committee will provide a detailed financial performance review of the Fund to the Board of Direction.

6. The Post shall perform a financial audit of all Post finances at the end of each fiscal year. The audit shall be performed by three members appointed by the President or an outside auditor with appropriate qualifications for financial auditing of non-profit organizations.

7. 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.

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 Direction (See Nominations & Elections, Article IX).

3. The President or Board of Direction 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.
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Article IX
Nominations and Elections

1. The 1st Vice President, in conjunction with the Nominating Committee, 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 Direction 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 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 Direction. A quorum is not needed for these general elections. The results of the election shall be transmitted to the Regional Vice President and 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 Direction 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; website; 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 website 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 website. If the Post develops its own website, the Post is responsible for regularly updating the material presented and for creating a link to the SAME Headquarters website and for ensuring compliance with Society website 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.

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Article XI
Voting and Quorum for Board of Direction

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 Board of Direction 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 three Officers and 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 Bylaws 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 Direction, and further provided that it shall be provided to the Post membership at least fifteen (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 or contradictory to SAME Constitution or Bylaws (See Nominations & Elections, Article IX).
Baltimore Post - Society of American Military Engineers Bylaws

Article XIV
Scholarship and Educational Outreach Fund

1. The purpose of the Scholarship and Educational Outreach Fund is to provide financial assistance to: (1) deserving college students to enable them to pursue their chosen course of study in engineering, science, architecture, or related disciplines; and (2) committee sponsored programs that promote the growth and learning of junior high and high school students in engineering, science, architecture, or related disciplines.

2. The operation of the Scholarship and Educational Outreach Fund shall be under the administration of the Education and Mentoring Committee as described in Article V of these Bylaws.

3. The fund shall be established in an investment account under the designation “THE BALTIMORE POST SAME SCHOLARSHIP AND EDUCATIONAL OUTREACH FUND.”

4. In order for the Committee to accomplish its responsibilities, the Board of Direction may authorize transfer of funds to the Scholarship account at any time during the year. Once funds are deposited in the Scholarship and Educational Outreach Fund account, they cannot be withdrawn and/or used for any other purpose other than for the issuing of a scholarship, supporting students in outreach programs, and/or for use in designated missions of the Education and Mentoring Committee as included in the annual plan that has been approved by the Board of Direction.

5. Any disbursement of funds from this account must be consistent with the annual plan for the Education and Mentoring Committee that has been approved by the Board of Direction.

6. The amount of funds to be disbursed in any year from the Educational Outreach Fund shall be recommended by the Education and Mentoring Committee, validated by the Finance Committee and approved by the Board of Direction. It is the intention of the Post that the value of the “corpus” of the Educational Outreach Fund shall remain intact to the extent practicable based on economic conditions.

Article XV
Philanthropic Committee Fund

1. The purpose of the Philanthropic Committee Fund is to foster the development of programs which: 1) support veterans and their families by providing both financial contributions and in-kind services, and (2) promote the growth and learning of veterans and their families in engineering, science, architecture, or related disciplines.

2. The operation of the Philanthropic Committee Fund shall be under the administration of the Philanthropic Committee as described in Article V of these Bylaws.

3. The Philanthropic Committee Fund shall be established in an investment account under the designation “THE BALTIMORE POST SAME PHILANTHROPIC FUND.”
4. In order for the Committee to accomplish its responsibilities, the Board of Direction may authorize transfer of funds to the Philanthropic Fund account at any time during the year. Once funds are deposited in the Philanthropic Fund account, they cannot be withdrawn and/or used for any other purpose other than for the supporting veterans in outreach programs, and/or for use in designated missions of the Philanthropic Committee as included in the annual plan that has been approved by the Board of Direction.

5. Any disbursement of funds from this account must be consistent with the annual plan for the Philanthropic Committee that has been approved by the Board of Direction.

6. The amount of funds to be disbursed in any year from the Philanthropic Committee Fund shall be recommended by the Philanthropic Committee, validated by the Finance Committee and approved by the Board of Direction. It is the intention of the Post that the value of the “corpus” of the Philanthropic Committee Fund shall remain intact to the extent practicable based on economic conditions.

Approved by vote of the Board of Direction on 6th day of February 2013.

_________________________________________ Post President

_________________________________________ Post Secretary

And approved by a majority vote of the members on this 21st day of February 2013 by electronic vote of the Baltimore Post.

Signed: ______________________________________ Post Secretary