BYLAWS OF THE PANAMA 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 Panama City Post, Society of American Military Engineers, referred to as the “Post” hereafter.

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, 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 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. Any member of the Post will be automatically dropped from the Post roster maintained by SAME Headquarters for failure to pay National dues to SAME Headquarters as prescribed by SAME Bylaws.

3. 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, eight Elected Directors, and three Appointed Directors, 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 2 year term with a staggered turnover to provide continuity in the governance of the Post. The term of office for Appointed Directors shall be one year. The incoming President recommends individuals to be Appointed Directors, subject to the approval of the Board of Directors. Directors may be re-elected or re-appointed for additional terms.

2. The Post shall hold elections annually such that the new and continuing Officers and Directors are installed as close to the May/June time period as possible.

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. Directors shall be appointed for a Young Member, Small Business, and a Senior Advisor (senior member such as a past Post President or Fellow). 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. Committee co-chairs & members and at-large board members participate in all board proceedings but do not vote. The Post shall fill the following slate of board members:

   a. Programs & Logistics (Elected). Develops annual plan for monthly programs supporting national and post goals in conjunction with streamer committee chairs. Organizes and delivers meeting logistics.

   b. Membership (Elected). Oversees post membership using SAME CLAS system,
provides trend analysis on post demographics, and recommends courses of actions to sustain post health.

c. Professional Development & Person Growth (Elected). Serves as committee chair responsible for developing tailored opportunities and supporting resource plans to train, educate and promote credentialing of members in order to help them grow personally while they pay it forward through direct contributions to the development of future professionals in support of achieving the national streamer. Assembles the annual submission package with post secretary.

d. Leadership & Mentoring (Elected). Serves as committee chair responsible for leveraging SAME’s culture of service to develop sustainable growth of leaders for our profession in support of achieving the national streamer. Assembles the annual submission package with post secretary.

e. Resilience (Elected). Serves as committee chair responsible for contributing to government and private sector collaboration to minimize the impacts of and enhance effective response to natural or man-made threats in support of achieving the national streamer. Assembles the annual submission package with post secretary.

f. Relationships (Elected). Serves as committee chair responsible for leading efforts to foster trust and understanding through communications and collaboration among military, public, private, academic, and professional A/E/C organizations in support of achieving the national streamer. Assembles the annual submission package with post secretary.

g. Recognition & Nominating (Elected). Manages the Post awards program, orchestrates actions to submit SAME national level awards, and nominates candidates for Post elections.

h. Publicity & Communications (Elected). Oversees publicity, registration and documentation of Post events for members, SAME National, and general public in conjunction with post secretary.

i. Special Events (Appointed). Oversees all aspects of Post sponsored or co-sponsored events, to include scholarship fund raisers and industry days.

j. Small Business (Appointed). Focuses on networking and engagement opportunities between the Post and Small Business as well as support of Relations streamer requirements.

k. Young Member (Appointed). Focuses on providing leadership development and mentoring opportunities for students and young members in support of Leadership & Mentoring streamer requirements.

l. Senior Advisor (Appointed). Chairs Finance & Audit Committee, advises Recognition & Nominating Committee.

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 is permitted.
6. 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 a President, at least one Vice President, 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. The 2nd Vice President shall serve as the President’s chief of staff.

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 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 annually by the finance & audit committee or an outside auditor appointed by the President. The committee shall report to the President the results of the audit in June. (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 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) Programs & Logistics, b) Recognition & Nominating, c) Finance & Audit, d) Publicity & Communications, and f) Special Events.

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) Professional Development & Personal Growth, c) Relationships, d) Leadership & Mentoring, and e) Resilience.

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. 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.

3. The Post shall establish a separate Education & Mentoring (E&M) Fund, if the Post plans to raise funds and grant scholarships. Such Education & Mentoring (E&M) Fund shall be administered in accordance with applicable state and local laws and regulations.

4. 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 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. Maximum possible notice of time, place and purpose of the meeting shall be given to all members.

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. The slate of officers shall be approved by a majority vote of the Board of Directors before presenting to the Post for a vote.

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 provided to the Post membership electronically and/or at one of its announced meetings and voted upon by those members in good standing. 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 Direction.

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 website shall be, at a minimum, one page listing Post Officers and Directors with their email addresses and telephone numbers. SAME National Office will assist Posts in achieving this minimum standard, as needed. The Post is responsible for regularly updating the material presented and for creating a link to the SAME National Office 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 made available to all members of the Post, either via email or published to the Post web site; and archived on the Post share drive.

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, 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. A quorum for Post Board of Directors meetings is defined as 3 members of the Board, at least one of whom must be a Post Officer. Motions may be passed by a simple majority vote of the members in attendance at the meeting. The Post President (or presiding Post Officer in the absence of the Post President) 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.

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 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

Amendments and/or revisions to Post By-laws may be made by majority approval of the members that vote after the proposed amendment and/or revision has been approved by a
majority vote of the Board of Directors, and provided that it shall be available to the Post membership at least five days prior to 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 21 July 2017.

______________________________ Post President

Edward J. Quinn

Edward J. Quinn

______________________________ Post Secretary

And approved by a majority vote of the members on this 26th day of July, 2017 by the Panama City Post.

Signed: ________________ Edward J. Quinn ________________ Post Secretary