PHILADELPHIA POST
SOCIETY OF AMERICAN MILITARY ENGINEERS

BY-LAWS

Revised April 2017

Article I
Governance

1. The name of the Post shall be the Philadelphia Post - Society of American Military Engineers, hereafter referred to as the “Post”. The Post shall be located in Philadelphia, Pennsylvania.

2. The Post shall be a not-for-profit membership association. The objectives of the Post are to support and advance the purposes of the Society.

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 involving the government.

5. The assets of the Post on dissolution shall be transferred to the national treasury of the Society of American Military Engineers.

Article II
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. Companies and public agencies may become Sustaining Members of 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 III
Officers and Directors

1. The government of the Post shall be vested in its Board of Directors.

2. The Board 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. Conduct of business utilizing teleconferencing is permitted.

3. The officers shall consist of a President, a First Vice-President, a Second Vice-President, a Secretary, and a Treasurer, who shall be elected by the Post members. They shall hold office for one year or until their successors have been duly elected.

4. The Board of Directors shall consist of the following:

   Ex-Officio Directors: President, First-Vice President, Second-Vice President, Secretary and Treasurer of the Post.

   At-Large Directors

   Active duty/retired and reserve military officers, and non-military engineering or related professionals who are active members of the Philadelphia Post are deemed eligible for election. The term of election shall be one year. Directors in this category may be re-elected.

   Elective Governance Directors
Elective Governance Directors hold office for a three-year term and the terms of two (2) Directors shall expire each year. Should a vacancy occur, it shall be filled by election at a regular meeting of the Post for a term expiring with the term of the Elective Governance Director vacating the position. Directors in this category shall be limited to one term.

**Director Emeritus**

The Board may elect directors emeriti from the senior active directors, an honorary designation without vote, who, after long and active service to the Post, shall have retired from the profession or be otherwise unable to continue to serve.

**Senior Active Directors**

Includes Past Presidents of the Post remaining in the area, as elected by Post members at any meeting in recognition of long and distinguished service to the Post.

5. Duties of Elected Officers

a. The President shall have general supervision of the affairs of the Post, preside at all meetings of the Post, and chair the Board of Directors. The President shall exercise discretionary authority to appoint all committees and shall serve as ex-officio member of all committees. The President shall sign all written contracts and obligations of the Post. In the absence of the President, or with the approval of the Board of Directors, this duty may be delegated to any of the other elected officers.

b. The First Vice-President shall exercise the duties of the President in the absence of the President. Should the office of President become vacant, the First Vice-President shall fill the unexpired term. The First Vice-President shall be the Vice-Chairman of the Program Committee.

c. The Second Vice-President shall exercise the duties of the President or First Vice-President, respectively, in the absence of those officers. The Second Vice-President shall chair the Membership Committee.

d. 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 National; 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 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.
e. The Secretary shall give due and timely notice of all meetings to the membership; record the proceedings of all meetings of the Post and Board of Directors; maintain membership records of the Post; and exercise custody of all correspondence and records.

f. Vacancies in offices not delineated in previous sections shall be filled at a regular meeting of the Post as determined by the Board of Directors upon due and timely notice to the membership. The Board shall nominate candidates to fill the unexpired term(s) to be elected by a majority of the membership attending the called meeting.

Article IV
Committees

1. The standing committees of the Post shall be: Audit, Awards and Recognition, Communications, Fellows, Finance, Fundraising, Membership, Nominating, Outreach, Program, Resilience, Scholarship, Small Business and Young Member.

2. The Audit Committee shall consist of three members appointed by the President or an outside auditor which shall audit annually the accounts of the Post and to report to the membership at the Annual Meeting.

3. The Awards and Recognition Committee shall be appointed by the President to recognize individuals and organizations from the uniformed services and the private sector for their achievements in support of the engineering profession and the Posts goals.

4. The Communication Committee shall be appointed by the President to oversee all Post communications including meeting announcements, Post newsletters, and the Post’s webpage.

5. The Fellows Committee shall be appointed by the President to promote mentoring and support the mission and the Society’s strategic plan in conjunction with the Fellows charge and pledge.

6. The Finance Committee shall consist of at least three members, shall be appointed by the President and Chaired by the Treasurer to develop and oversee the execution of the Post budget.

7. The Fundraising Committee shall be appointed by the President to raise funds for the Post’s Scholarship Program primarily through the Post’s Annual Golf Classic.

8. The Membership Committee shall be appointed by the President to support the Secretary in all activities dealing with individual and Sustaining Membership
retention and shall recommend and carry out activities for membership solicitation and development.

9. The Nominating Committee shall be appointed by the President and will consist of at least three Post members. It shall be the duty of this Committee to present for the Annual Election a slate of nominees for each elective office of the Post.

10. The Outreach Committee shall be appointed by the President to facilitate the Post’s efforts in the mentoring and development of future professionals at collegiate SAME student chapters and providing opportunities for building professional relationships between Post members and students.

11. The Program Committee shall consist of a Chair appointed by the President, the Vice Chair – the First Vice President, and other members appointed by the President. The Committee shall develop the Post’s annual program to meet the goals of SAME’s Strategic Plan and address the Streamer Requirements established by SAME National.

12. The Resilience Committee shall be appointed by the President to facilitate public and private sector collaboration that advances the practice and policies of regional and infrastructure security and resilience.

13. The Scholarship Committee shall consist of at least three members of the Post to supervise the scholarship funds of the Post. The committee shall annually solicit nominations for recipients of scholarship awards and recommend nominees for approval by the Board of Directors.

14. The Small Business Committee shall be appointed by the President to promote the role and relevance of small business in the Post through outreach, training, opportunity and recognition.

15. The Young Member Committee shall be appointed by the President to represent the interests of young members, as defined by the National Society, and to recommend and carry out activities for young members’ development.

16. 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. These committees should have specific missions.
17. 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 V
Fiscal Year

1. The fiscal year of the Post shall begin on 1 January of each year.

Article VI
Meetings and Elections

1. The Post shall meet in accordance with the program adopted by the Board of Directors, or upon call by the Board of Directors. 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. A slate of Officers and Directors is presented to the Post membership at the Annual Meeting in May 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. A quorum is not needed for these general elections.

3. The terms of all officers shall begin on 1 June of each year.

4. Voting on an issue by the Board 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: if time permits and if an analysis of the discussion is provided for consideration.

5. Officers Elected and Appointed Directors are eligible to vote. Committee Chairs 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.

6. A quorum at Post Board meetings is defined by a majority of those Board members in attendance at the meeting or on a conference call. For approvals with a dollar value of $1000 or less, the minimum number of Officers and Directors should be a combined total.
of 10 with at least the President, or one of the Vice Presidents participating in the vote. For approvals over $1000 in value, a quorum of half of the active number of Board members plus one shall be required. The President, with approval of the Board of Director members in attendance, 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.

7. Roberts' Rules of Order shall be the parliamentary guide and shall govern the proceedings of all meetings of the Post.

Article VII
Amendments

1. Amendments to these By-Laws may be made by a majority vote of the members present, provided that the proposed amendment and/or revision has been previously approved by a majority of the Board and further provided that it has been provided to the Post membership at least 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 with or contradictory to the SAME Constitution or Bylaws.

April 11, 2017