



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 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 SAME. In the event that these Bylaws are in conflict with SAME National's Constitution or Bylaws, those of SAME National shall govern.
3. The Post's Board of Directors (Board) serves in an interlocking capacity as members of the Greater Kansas City Post and the Merrill Watt Education & Mentoring Endowment (MWEME) Board of Direction.
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 and managed by SAME National. Membership is gained through application and maintained through timely payment of dues to the SAME National Office. Transfer to this Post from another Post is accomplished through notification to SAME National. SAME National Office maintains the official Post roster of members.

2. Companies and Public Agencies may become Members at the Post by paying the appropriate dues to SAME National Office. The Company or Public Agency determines who shall be the members of the Post. Company Member and Public Agency members have full voting rights in the Post.

Article IV
Board of Directors

1. The Board of Directors is comprised of the **4** Post Officers, **9** Elected or Appointed Directors, and the immediate Past President, to provide an opportunity for all segments of the Post to be represented and to link the Post to National Communities of Interest, as appropriate. If the immediate Past President cannot fill this role, the President will make a recommendation to fill this void following the process presented in Article V (5) with consideration of maintaining previous leadership continuity. 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 term of office for Appointed Directors shall be for the balance of the term for the vacancy they have been appointed to. Officers and Directors may be re-elected or re-appointed for no more than two additional consecutive terms. The position for the immediate Past President is a non-voting member of the Board of Directors.

2. The Post shall hold elections annually such that the new and continuing Officers and Directors are installed in January.

3. Directors shall be charged to support the mission and goals of SAME and should serve as a Committee Chair or champion of a special interest or element of SAME National's Strategic Plan. One Director position shall be established for a Young Professional and one Director for a Fellow or other senior member of the post capable of providing leadership continuity within the Post. 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 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 their intention not to complete their term. Resignations will be submitted to the President and Vice President via their emails listed on the Post website. The Officer or Director's resignation will be effective:

- i. Upon ten calendar days following submittal of the written notification provided the President or Vice President do not respond to the resignation; or
 - ii. Upon a date established by the President. Resigning Officers and Directors will be expected to cooperate with the Post to effectively transfer or complete their duties as to not hinder the mission of the Post. This expectation will not preclude the President from accepting resignations effective immediately prior to transferring or completing said duties.
- b. An Officer or Director is removed from the Board in accordance with Item 5.

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.

5. A decision to remove an Officer or Director from the board will require a 2/3 vote from the Board of Directors when one of the following has occurred:
 - a. If an Officer or Director exhibits behavior that conflicts with their oath of officers and directors and/or item presented in Article II (5), the Board of Directors will review and discuss the alleged behavior and decide if and when the person shall be removed from the Board. The President will inform SAME National of the member's questionable behavior and a review from a member of the National Leadership Team, if warranted, will determine possible actions at the National level, which could include suspension of membership or expulsion from the society.
 - b. If an Officer or Director becomes unable to fulfill the duties of the office and cannot provide written resignation in a timely manner.
 - c. The Officer or Director has attended less than 50% of the Board Meetings over a six-month period, and the Officer or Director is not supporting the mission and goals of SAME.

6. 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 tele-conference or video conference is permitted. Special meetings may be open or closed to general membership at the discretion of the President; however, no post business may be conducted at a closed meeting. "Post business" includes taking actions requiring a vote of the Board of Directors.

7. The Board of Directors approves the establishment, disestablishment or continuance of Operations and Missions Committees that may be recommended by the President. (See Committees, Article VI)

8. Members of the Board of Directors shall not receive any compensation for their services as Directors. When able, SAME will provide discounted registrations and/or travel & lodging if appropriate, to alleviate volunteer financial burden.

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 shall be elected by the Post membership. Officers may succeed themselves in office if duly elected by the membership for no more than one additional consecutive term. Officers are voting members of the Board of Directors and must be SAME members in good standing. The Officers' terms shall begin in January upon investiture of service.
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. 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 of Directors.
3. The President shall preside at all meetings. The President shall sign all written contracts and obligations of the Post, with the concurrence of the Treasurer on financial obligations defined in the Post 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 National.
4. The Post President shall report to the Post membership annually regarding 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) and the Post's progress in achieving the goals and objectives of the SAME Strategic Plan.
5. 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) foster interactions with regional professional organizations; (b) be or appoint the Field Chapter point of contact; and (c) initiate and supervise a Bylaws review at least every odd year.
6. The Secretary shall have charge of the correspondence and administrative records of the Post. The Secretary shall: (a) give timely notices of regular post meetings to all members; (b) record the proceedings of all Board and membership meetings; (c) submit the annual report to the Board of Directors during the last calendar quarter and to the SAME National office by March 31 of the following year, and (d) 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.
7. 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 of Directors; (b) render monthly and annual reports to the Post board or as may be called for by the President; and (c) file Federal, state, and local income tax returns

with a copy to be sent to SAME National Office to support the retention of SAME's tax exempt status. The Treasurer is responsible for filing any state required documentation to maintain operations and non-profit status. All Post financial accounts shall be audited annually by an audit committee of at least three members identified by the President and approved by the Board, or an outside auditor prior to the submission of the annual financial report to the SAME National Office. The committee shall report to the President the results of the audit. (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 may include: a) Finance; b) Education and Mentoring Fund, c) Audit, d) Nominating and e) Membership.
3. Mission Committees are those that support SAME's Strategic Plan and assist the Post in accomplishing its goals and objectives. Standing Mission Committees may include: a) Industry Government Engagement; b) Mentoring/Student Chapter; c) Leadership Development; d) Veterans Transition/Assistance; e) STEM; f) Resilience.
4. Ad hoc or temporary Committees may be established by the President. These committees should have specific missions and not last longer than 1 year without Board approval.
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. Dues for the various categories of membership will be established by the SAME National Board of Direction. SAME National will disperse dues to the Post based on the number of Individual and Company/Public Agency Members in the Post.
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 Post Board of Directors. The budget may be revisited throughout the year by request of Committee Chairs or a member of the Board of Directors and modified as approved by a majority vote of the Board of Directors.

4. The Merrill Watt Education & Mentoring Endowment is a separate Education and Mentoring Fund to support Post education and mentoring objectives. The fund will be administered in accordance with the Merrill Watt Education & Mentoring Endowment Bylaws and in accordance with SAME Financial Guidelines in addition to applicable state and local laws and regulations.
5. Upon dissolution of this Post, all assets will be forwarded to SAME National Office for inclusion into SAME's Post Operations fund. Educational and Mentoring Funds will be included in the SAME Foundation.
6. The Post shall maintain cash reserves at 50 percent of planned budgeted expenditures for upcoming fiscal year. Should the reserves be depleted to below 50 percent of the planned budgeted expenditures the budget may not be increased until the reserves have been replenished to 50 percent of planned budgeted expenditures.
7. After the Board has provided the approved budget, all expenditures shall be in accordance with the approved budget.

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 by Post Committees to achieve participation of all segments of the Post membership.
2. The Post shall conduct at least one meeting that will include awards to recognize outstanding individuals, committees, and company members. The Post's awards may occur at an annual meeting or may be combined with a regular meeting or any other post event at the President's discretion. (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. 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. Ad hoc meetings between post members may occur at any time for discussion purposes.
4. The President, or their designee, shall convene the Board at least monthly at such time and at such place, as he/she shall determine.

Article IX
Nominations and Elections

1. The Nominating Committee composition will include at a minimum a Fellow, 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 board could fill this position.

2. The Nomination 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 Directors and a general call for nominations from members of the Post.
3. 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.
4. Suggestions for nominees may be made to the Nominating Committee or Post Secretary by any member of the Post, provided that such nomination letter shall be received by the Post Secretary not later than the last day of August. The Post Secretary shall forward such letters to the Nominating Committee for their consideration in developing the official slate of nominations. Additionally, a call for nominations will be opened at the Post's August meeting, or an alternate open Post event.
5. The Nominating Committee shall name a candidate for election to each vacant Officer position, which will be the official singular slate of nomination for Officers. The Nominating Committee assess nominations received from membership for open Board of Directors positions to confirm candidate interest and ability to serve. The Nominating committee will then compile a slate of Board of Director candidates for the open Director positions. This slate will be presented to the Board of Directors prior to the October Board of Directors meeting.
6. The Board shall review and vote on the slate of Officers and Directors provided by the Nominating Committee, at the October Board Meeting, and publish the approved slate to the general membership.
7. Nominations, as approved by the Board, shall be included in a ballot that will be made available to Post membership electronically. The ballot will include a description of means by which post membership will cast their votes.
8. Members will be issued the board-approved ballot for a minimum of 5 business days of consideration. Members will then provide their votes using the methods identified on the ballot by 5:00 pm on the Friday immediately prior to the November Board Meeting. The President shall select two members to tabulate the votes who will report results to the Secretary. Individuals receiving the most number of votes for their position will be appointed to for service the following year as described in Article IV . The Secretary shall report the results of the tabulation to the membership at the Board Meeting.
9. Should the nominations timeline need to be adjusted, the Nominating Committee will conduct nominations in a manner that meets the intent of Article IX. The revised nominations schedule will be communicated to the Board of Directors and membership.
10. The results of the election shall be transmitted to the Regional Vice President and the SAME National Office immediately following installation.

11. The installation of the new Board of Directors shall occur at or prior to the January Board of Directors Meeting and marks 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; social media; 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 web site shall be at a minimum one page and include: a meeting schedule listing location and a listing of Post Officers and Directors with their email addresses.

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 or video call, or electronically at the President's discretion. In person and video or conference call votes will immediately follow the discussion.
2. Officers, Elected Directors, and Appointed Directors are eligible to vote. An individual is entitled to only one vote regardless of the number of positions or offices held at the Post. This restriction does not apply to voting members acting as proxy for another voting member (see Article XI Item 4).
3. The Post Board of Directors 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 seven voting members, 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.
4. In the event a member of the Board of Directors cannot attend a meeting, they may assign a proxy to attend the meeting and vote in their absence. In order to assign a proxy, the absent member must email the Secretary and President prior to the scheduled meeting start time with notification of their intent to assign an individual as their proxy to a specific meeting. Individuals serving as proxy must be a member of the Board of Directors (including the immediate past president). When voting, the individual serving as a Proxy will cast a vote for the absent individual as well as themselves for a total of two votes. As a non-voting

member of the Board of Directors, the Immediate Past President may serve as proxy but may only cast a vote for the absent individual for a total of one vote. Individuals serving as a proxy will count as two Board Members when determining if quorum has been achieved.

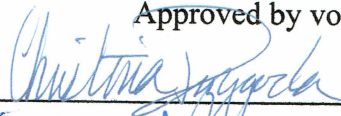
Article XII
Cooperation with Other Organizations


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

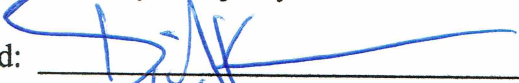
Amendments and/or revisions to Post By-laws require a positive majority votes received from membership by the deadline communicated., provided that the proposed amendment and/or revision has been previously approved by a majority vote of the Board of Directors, and further provided that it shall be provided 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. (See Nominations & Elections, Article IX)

Approved by vote of the Board of Directors on July 20, 2021.


_____ **Christina Przygoda, Post President**


_____ **David Kocour, Post Secretary**

And approved by a majority electronic vote of the members completed on August 19, 2021.

Signed:  _____ **David Kocour, Post Secretary**

Date:  _____