



BYLAWS of the SOCIETY OF AMERICAN MILITARY ENGINEERS PIKES PEAK 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.
2. Customized logos must be approved by the Board and may be used only for special events in addition to the seal, insignia and logo established by the SAME.

Article II Governance

1. The name of the post shall be the Pikes Peak Post, Society of American Military Engineers, hereafter referred to as the "post."
2. The post shall be governed by these bylaws. These bylaws are consistent with the constitution and bylaws of the national SAME. In the event that the post's bylaws are in conflict with the national SAME's constitution and/or bylaws, those of the national 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 the 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. All posts goals and objectives shall be consistent with the goals and objectives of the national SAME.



Article III **Membership**

1. Individual membership to the post will be attained through application for national SAME membership and payment of national dues to The SAME national office. Transfer to the post from another post is accomplished through notification to The SAME national office. The SAME national office maintains the official post roster of members.
2. Any member of the post will be automatically dropped from the post roster maintained by SAME national office for failure to pay national dues to The SAME national office as prescribed by SAME bylaws.
3. Companies and Public Agencies may become Sustaining Members of the post by paying the appropriate dues to The SAME national office. 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 The SAME national office. 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 post's Board of Directors shall be comprised of the Post Officers, Chairs of Committees and Special Initiatives, and Liaisons with local governmental organizations. Individuals can hold more than one position in the Board of Directors. Individuals can hold the same position throughout successive terms. Members of the Board of Directors must be members of the post in good standing. The post Secretary maintains the list of the members of the Board of Directors.
2. The post officers are the Post President, First and Second Vice Presidents, Secretary, Treasurer, the Young Member's Representative for Industry, the Young Member Representative for USAFA and the Fellows and Senior Members Representative. The post officers are elected by the General Membership via majority vote and serve one-year terms from June to May. The post officers are charged with supporting the mission of the national SAME and establishing and executing posts programs and initiatives aimed at implementing the national SAME goals and objectives. The post officers establish and execute the posts programs through the post's Chairs of Committees and Special Initiatives, and Liaisons with local governmental organizations.
3. Due to the demographics of the post, it is the post's intent that the President and First Vice President positions be held by active duty military personnel as frequently as possible. It is also the post's intent that the First Vice President serve as the President for the next year as frequently as possible.
4. The President shall be responsible for general supervision of the affairs of the post and shall preside at the meetings of the Board of Directors. In the absence of the President, his/her responsibilities devolve to the First Vice President, Second Vice President, Secretary, or Treasurer, in turn.



5. The President 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. In the President's absence, the Vice Presidents and the Secretary or the Treasurer, can sign all written contracts and obligations of the post, in turn.
6. The President shall report annually in December to the general membership 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.
7. The President may, with the approval of the Board of Directors, establish Ad Hoc or temporary Committees to achieve goals and implement post objectives.
8. The President may call special votes from the General Membership to fill vacancies of Post Officers.
9. In the case where the President cannot complete his/her term, his/her responsibilities devolve to the First Vice President, Second Vice President, Secretary, or Treasurer, in turn, until the end of the term.
10. 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. In his/her absence, his/her duties will devolve upon the Assistant Secretary and Treasurer, or another individual assigned by the President.
11. The Treasurer shall be comptroller of the accounts of the post under the direction of the President. See "Article V, Finances" for additional responsibilities of the treasurer.
12. The Assistant Secretary and Treasurer shall assist the Secretary and the Treasurer in their duties, and in the absence of either, the duties will devolve upon him/her.
13. The Chairs of Committees and Special Initiatives are appointed by the post officers at any time during the year to assist the post in establishing and executing post's programs and initiatives aimed at implementing the national SAME goals and objectives as directed by the post officers. The chairs of committees and special initiatives can appoint members to their respective committees as needed.
14. The liaisons with local governmental organizations are appointed by the post officers to assist the post in networking with local governmental organizations.
15. The Board of Directors shall meet regularly for the transaction of post business. Decisions shall be reached through properly seconded motions and majority vote unless specifically stated otherwise in these bylaws or directed by special vote. Any member of the board of directors can present and second motions, and vote on motions.



Article V **Finances**

1. The fiscal year of the post shall begin on the first day of January.
2. The post will use the “cash basis” accounting method. It will recognize income and expenses according to real-time cash flow. Income is recorded upon receipt of funds.
3. There shall be no post dues for members or student members. Any proposed change in post dues must be approved by the post General Membership and Board of Directors and sent to the SAME national office anytime during the year but no later than 30 November, so that it will become effective on January 1 of the following year.
4. The post shall establish a separate Education and Mentoring Fund, if the post plans to raise funds and grant scholarships. Such Education and Mentoring Fund shall be administered in accordance with applicable state and local laws and regulations.
5. Upon dissolution of this post, all assets will be forwarded to the SAME national office for inclusion into SAME's general fund.
6. The post may, upon approval by the Board of Directors, provide funding to support non-SAME activities and organizations consistent with the goals and objectives of the post.
7. The Treasurer shall make collections and disbursements under the supervision of the President as directed by the post.
8. The Treasurer shall render an annual report each January and other reports as may be called for by the President and SAME.
9. A budget shall submit annually, prior to the beginning of the calendar year for review and approval by the post Board of Directors. This budget shall be prepared by a committee that includes the Treasurer.
10. The Treasurer shall file federal, state, and local income tax returns with a copy to be sent to the SAME national office to ensure the retention of SAME's tax-exempt status. These tax returns can be prepared by a qualified third party.
11. The accounts shall be audited annually. The audit will be completed by a post member committee appointed by the President or an outside auditor prior to the submission of the annual financial report to the SAME national office. The audit committee shall report to the President the results of the audit in February or when a new treasurer is elected.
12. The Treasurer shall keep checking accounts and other financial accounts of the post in the name of the post.
13. In the treasurer's absence, his/her duties will devolve upon the Assistant Treasurer or Assistant Secretary or another individual assigned by the President.
14. Treasurer will prepare SAME National post financial report 30 days prior to the date it is due to national. Report will be submitted to Post Board or Directors 30 days before it is submitted to national SAME.



15. All post financial transactions will be recorded in the post ledger and categorized by budget line item.

Article VI **Meetings and Activities**

1. Regular meetings and technical, professional, social and other activities of the post shall be developed and implemented to meet the goals and objectives of the post. Activities shall be planned by the Programs Committee 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.
3. The President or Board of Directors may call for special meetings 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. Meetings may be conducted via teleconference.

Article VII **Nominations and Elections**

1. The Board of Directors develops a slate of Post Officers and Elected Directors, obtaining input for such slate from the Board of Directors and General Membership of the post.
2. A slate of post Officers and Elected Directors is presented to the post's General Membership at its May meeting and voted upon by those members in attendance, provided that a) the slate was announced to the post membership at least 4 weeks prior to the meeting and b) an opportunity is provided for members to submit ballots prior to the meeting for the purpose of the election. The results of the election shall be transmitted to the Regional Vice President and the SAME national office within 30 days.
3. The installation of the new post Officers and Elected Directors shall occur at the June General Membership meeting of the post and this date will serve as the date of the beginning of the elected Officers' and Directors' terms of office.

Article VIII **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) board of directors with their contact information; and b) activity announcements and registration information.
3. The post shall regularly update the material presented in the post web page.
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.

Article IX **Voting and Quorum for Board of Directors**

1. Voting by the Board of Directors on an issue shall be conducted after discussion is complete and a motion to vote has been made and seconded. Voting will immediately follow the discussion.
2. All members of the Board of Directors are eligible to present and second motions, and to vote. An individual is entitled to only one vote regardless of the number of positions or offices held at the post.
3. A quorum at post Board of Directors meetings is defined by a majority of the Board of Directors members in attendance at the meeting or conference call. A motion is passed if a majority of the quorum present votes to pass the issues. The post President, with approval of post Board of Director members in attendance, may call for an electronic vote by the entire Board, in which case a majority affirmative vote of the entire Board is required to pass a motion.
4. If there is no majority vote of the voting members on an issue/motion, then further discussion shall take place. If after considerable discussion is held, there is no majority vote, then the motion does not pass.
5. Voting by the General Membership on an issue shall be conducted after discussion is complete and a motion to vote has been made and seconded. Voting will immediately follow the discussion.
6. All general members are eligible to present and second motions, and to vote. An individual is entitled to only one vote regardless of the number of positions or offices held at the post.
7. A quorum at General Membership meetings is defined by a majority of the members in attendance at the meeting or conference call. A motion is passed if a majority of the quorum present votes to pass the issues.
8. If there is no majority vote of the voting members on an issue/motion, then further discussion shall take place. If after considerable discussion is held, there is no majority vote, then the motion does not pass.
9. Voting by the Board of Directors and General Membership may be in person, or e-mail, or telecommunication means.



Article X
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 XI
Amendments and Revisions

1. Amendments and/ or revisions to these 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 Directors, and further provided that it shall be provided electronically to the post membership at least one week 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. A vote by proxy is also acceptable if a member cannot make a scheduled meeting. Member can also cast their vote through email. In the event that a member has been properly notified and fails to vote either in person or electronically, the vote will be consider in favor of the change.

Approved by vote of the Board of Directors on July 03, 2018 .

Membership notified of update for vote on July 10, 2018 .

Approved by a majority vote of the members on Aug 16, 2018 .

FOR THE BOARD OF DIRECTORS, PIKES PEAK POST of THE SAME



Todd Cartwright, PE, LEED AP
Pikes Peak Post President

