# BYLAWS OF THE SPACE COAST 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 Space Coast Post, Society of American Military Engineers, hereafter referred to as the "Post." The Post shall be governed by Bylaws, consistent with the Constitution and Bylaws of SAME. Post Bylaws shall not be in conflict with SAME's Constitution or Bylaws.

2. 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.

3. It is the policy of this Post to adhere to the highest standards of ethical conduct in all 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. The Post supports the principle of strict impartiality that 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 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. Individual Members and Life Members may select up to two Posts at no additional charge and may change Post membership at any time. Students do not pay National Dues but can select one Post affiliation when joining SAME.

3. 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 per the SAME By-laws.

4. Companies may become Sustaining Members at the Post by paying the appropriate dues to SAME Headquarters. When a company joins and pays National dues, it includes one free Post. Sustaining Member representatives become members of the Post by being nominated by their company and submitting a completed application to SAME Headquarters. The Company determines who shall be the representatives to the Post. Sustaining Member representatives have full voting rights in the Post.

5. Sustaining members can become members of additional Posts by paying dues for those additional Posts or paying dues for additional representatives for more than the representatives allotted for existing Posts. However, if a company has failed to renew its National membership, they will be dropped from the Post rosters.

6. Public Agencies become Post Public Agency Members by paying the appropriate dues to SAME Headquarters. Public Agency Representatives become members of the Post by being nominated by their Agency and submitting a completed application to SAME Headquarters. The Agency determines who shall be the representatives to the Post. Public Agency Member 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 and Directors, and as well as the most recent Past President, who is an active member of the Post, as an *ex-officio* member of the Board with voting rights, 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 a Director shall be a 2-year term with a staggered turnover to provide continuity in the governance of the Post. The Past President shall have a one-year term; the position will help continuity of Post leadership in a mentoring capacity. Directors may be re-elected for additional terms.

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

3. Directors shall be charged to support the mission and goals of SAME with their primary duty being the governance of the Post and such duties as designated by the President.

4. The Board of Directors shall have power to fill vacancies of the Officers and Director positions

provided that Officers and Directors so selected shall serve until the next 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. The President on his/her own initiative may call special meetings of the Board of Directors. Conduct of business utilizing teleconferencing is permitted. (See also Voting, Article XI)

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 President, two Vice Presidents, Secretary, Assistant Secretary, Treasurer, and Assistant Treasurer. The President, two Vice Presidents, Secretary, and Treasurer shall be elected by the Post membership for a one-year term or until their successor is elected. Officers may succeed themselves in office if duly elected by the membership for additional terms. Officers are voting members of the Board of Directors. One of the Vice Presidents 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.

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) and 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. The Secretary shall have charge of and shall administer the Post's Quality Program.

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 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 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 but not limited to: a) Finance; b) By-Laws; c) Publicity; d) Audit; e) Nominating,; and f) Website.

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) Education and Training; c) Relationships and Recognition; d) Leadership and Mentoring; e) Programs; f) Emergency Preparedness, and g) Scholarships. The Post may rename, combine, change the names or stand up other mission committees to enable the Post to best focus on Society streamers, medals and awards, or to align with SAME National Mission Committees.

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 Scholarship Fund, if the Post plans to raise funds and grant scholarships. Such Scholarship Fund shall be administered in accordance with applicable state and local laws and regulations.

4. The Treasurer shall prepare a standard form or format for Committee Chairs to plan for and report any expenditures. The Treasurer shall establish the schedule for all such reports together with each Committee Chair.

5. 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. 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.

## Article IX
## Nominations and Elections

1. The Nominations Committee, consisting of the President and two vice Presidents, shall develop a slate of officers and 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.

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 Directors. A quorum is not needed for these general elections. The results of the election shall be transmitted the Regional Vice President and the SAME Headquarters within 30 days.

4. Officers and Directors serve for one year or two, respectively, or until replaced *via* election.

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 web site 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 web site. If the Post develops its own web site, the Post is responsible for regularly updating the material presented and for creating a link to the SAME Headquarters 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 distributed to all members of the Post, either via email or regular mail.

## Article XI
## Voting

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 and Directors are eligible to vote. Committee Chairs and Special Advisors are eligible to vote only if they also serve as a Post Officer or a Director. An individual is entitled to only one vote regardless of the number of positions or offices held at the Post.

3. Business at a Post Board of Directors meeting may be conducted by those Board of Director members in attendance at the meeting or on conference call. Votes taken will need a majority of Board of Directors members in attendance at the meeting or on conference call to pass. The Post President or presiding officer at the meeting 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 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 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 22, 2015.

_____//Signed by Lt. Col. Kyle Brown//_____ Post President

_____//Signed by John Constantinide//_____ Post Secretary

And approved by a majority vote of the members on this 26th day of August, 2015 at the regular meeting of the Space Coast Post.

Signed: _____//Signed by John Constantinide//_____ Post Secretary