

(Proposed Revisions – Membership and Dues - 7 Dec 06)

**BY-LAWS OF THE HUNTSVILLE POST
SOCIETY OF AMERICAN MILITARY ENGINEERS**

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 Huntsville Post, Society of American Military Engineers, hereafter referred to as the “Post.”
2. The Post shall be governed by these By-laws, consistent with the Constitution and Bylaws of SAME. In the event that these By-laws are in conflict with SAME’s Constitution or Bylaws, those of the Post 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.

Article III

Membership and Dues

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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 through National SAME membership. Effective 1 January 2007, Individual Member dues will be:
 - Non-Commissioned Officers - \$30.00 (Unchanged)
 - Young Members - \$35.00
 - Fully Retired Members - \$40.00
 - Private Sector - \$85.00
 - Public Sector - \$55.00

Two and three-year memberships are available at discounted prices through National. Each Individual Member receives up to two Post memberships. Life Members achieve Post membership by selecting up to two Post memberships. Post dues are no longer paid.
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 as prescribed by SAME By-laws.
4. Beginning 1 January 2007, Companies and Public Agencies must join SAME at the National Level to become Sustaining Members at the Post level, paying the appropriate dues to SAME Headquarters. Sustaining Membership dues are based on company / agency size. This membership will include the following benefits:
 - Four Executive Member Representatives who represent the organization's leadership, or for larger organizations, their leadership in the federal or Department of Defense markets.
 - One National Point of Contact Representative who will serve as the primary point of contact for communications with SAME Headquarters and for all SAME-related matters.
 - One Post Membership with five Sustaining Member Representatives, one of whom must be a Young Member (35 Years or Younger).

With the purchase of a National Sustaining Membership in SAME, companies/agencies will be given the opportunity to join additional Posts at a price based on size. Each additional Post Membership will include five Sustaining Member Representative (SM Reps). Companies and Public Agencies will not be permitted to join a SAME Post without first joining SAME at the National Level. Additional Sustaining Member Representative slots may be purchased on a case by case basis. The following Sustaining Member Dues breakdown structure is provided:

<u>Company Size</u>	<u>National Dues</u>	<u>Dues for Addt'l Post</u>	<u>Addt'l SM Reps</u>
0-10	\$220	\$110	\$60
11-49	\$475	\$250	\$60
50-99	\$525	\$260	\$60
100-249	\$625	\$270	\$60

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250-499	\$725	\$280	\$60
500-2,499	\$825	\$290	\$60
2500-7499	\$925	\$300	\$60
>7500	\$1025	\$310	\$60

Membership and Dues information may be viewed on the SAME National Website www.SAME.ORG

Article IV
Board of Directors

1. The Board of Directors shall be comprised of the Post Officers; President, 1st and 2^d Vice President, Secretary and Treasurer, four Elected Directors, an elected Past President and Appointed Directors who serve as committee chairs: a) Membership; b) Programs; c) Education and Training, includes PDH Seminars; d) Sustaining Membership; d) Education and Mentoring Program; e) Young Members, includes the UAH Students affiliated with Huntsville Post SAME; f) Publicity; g) Activities; h) Newsletter; and i) Webmaster. 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 two-year term with a staggered turnover to provide continuity in the governance of the Post. The Past President shall have a two-year term; the position will help continuity of Post leadership in a mentoring capacity. The term of office for Appointed Directors shall be two years. 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 every two years such that the new and continuing Officers and Directors are installed in June / July.
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. 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 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 President, a 1st and 2nd Vice President, Secretary, and Treasurer and shall be elected by the Post membership for a two-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.
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 President shall report to the Post membership at the annual Post meeting, November each year in conjunction with the Sustaining Members Update, 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.
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 appointed by the President or an outside auditor prior to the submission of the annual

financial report to the SAME Headquarters. The audit committee shall report to the President the results of the audit in February to coincide with the necessary filing of annual tax returns. (See also Finances, Article VII)

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) Finance, b) Scholarship Investment Management, b) Audit, and d) Nominating.
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) Programs; c) Education and Training; d) Readiness and Homeland Defense/Security; d) Education and Mentoring Program; e) Young Members; f) Student Post; g) Small Business; h) Newsletter; and i) Webmaster.
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. Post dues for the various categories of membership established by the SAME Bylaws shall be an amount established by the Post Board of Directors. There shall be no Post dues for Sustaining Members or Student Members. Any proposed change in Post dues must be approved by the Post Board of Directors and sent to SAME Headquarters anytime during the year but no later than 30 November, so that it will become effective on January 1 of the following year.
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. This proposed

budget will be presented to the post membership annually during the November "Post Update".

4. 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.
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 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.
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. 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 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 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. Elected Officers 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.

3. A quorum at Post Board of Directors meetings is defined by five (5) Board of Directors members present for a regularly scheduled or special and officially announced Post Board of Directors meeting. Advance notice of at least seven (7) calendar days shall be sent to all Post Board of Directors members to establish an official regularly scheduled or official Post Board meeting. The Post President, with approval of Post Officers, may call for an electronic vote by the Post Board of Directors, in which case seven (7) days shall be allowed for votes to be received.

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 12 May 2005, revised 7 December 2006.



Post President



Post Secretary

And approved by a majority vote of the members on this 21st day of June, 2007 at the monthly meeting of the Huntsville Post.

A handwritten signature in black ink, appearing to be 'Chuck Kennedy', written in a cursive style.

Signed:
Post Secretary