

## **BY-LAWS OF THE NEW YORK 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 Society of American Military Engineers, New York City Post – hereafter referred to as the “Post.”
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 and the conflict shall be reconciled by the Board of Direction of the Post as soon as practicable.
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

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 at 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 IV  
Board of Directors

1. The Board of Directors shall be comprised of the Post Officers, ten\* Elected Directors (to include the Past President), and ten\* Special Advisors (a.k.a. Appointed Directors), 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 3-year term with a staggered turnover to provide continuity in the governance of the Post. The Past President's slot on the Board of Directors shall also have a 3-year term; the position will help continuity of Post leadership in a mentoring capacity. The term of office for Special Advisors shall be one year, and may be automatically renewed at the discretion of the President. The Sponsorship Committee (Nominating Committee) serves at the discretion of the President and shall provide, with the assistance of the Post Secretary, recommendations of individuals for election to Post Offices and Directorships as well as recommendations for Special Advisors. Findings of the Sponsorship Committee shall be presented to the Board of Directors for its advice and consent. The Committee shall then report to the membership at the Post's Annual Meeting, where elections will take place. Directors may be re-elected or re-appointed for additional terms. *\*Note – the number of elected Directors and appointed Special Advisors may deviate based upon the field of qualified individuals from the active membership of the Post at the discretion of the Sponsorship Committee.*
2. The Post shall hold elections annually such that the new and continuing Officers and Directors are installed in May or June.
3. Directors shall be charged to support the mission and goals of SAME by serving as a Post Committee Chairman or champion of a special interest or element of SAME's Strategic Plan. One elected Director or appointed Special Advisor position shall be occupied by the Chairman of the Young Members' Committee. Additionally, one elected Director or appointed Special Advisor will be occupied by one of the Post's Fellows, or a senior member if the Post has no Fellows. Elected Directors and appointed Special Advisors will

serve with the Officers of the Post under the supervision of the President or ranking officer. While they shall all serve together, and generally conduct matters of Post business in the same manner as the officers, only elected Officers and Directors shall vote in matters where there is a lack of consensus among the full Board. In this case, a vote including only elected Officers and Directors may be invoked if a motion is made and seconded by an elected Officer or Director. Absent such a vote, the Special Advisors will fully participate in matters of Post business.

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, one Military Vice President, one Civilian Vice President, one Junior Vice President, Secretary, Treasurer, Assistant Secretary, and Assistant Treasurer, and shall be elected by the Post membership for a one-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. For purposes of congruity with the National Society, the Military Vice President shall have the rights and responsibilities of 1<sup>st</sup> 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 Chairmen 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 Military or Civilian 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 general 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 Assistant Secretary shall assist the Secretary with the duties of the office and act as the Secretary during the Secretary's absence. The Secretary, in cooperation with the Post Treasurer, may assume some or all duties of the Treasurer when circumstances render such assistance prudent.
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 Assistant Treasurer shall assist the Treasurer with the duties of the office and to act as the Treasurer during the Treasurer's absence. The Treasurer, in cooperation with the Post Secretary, may assume some or all duties of the Secretary when circumstances render such assistance prudent.

#### 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 at the time of this writing include: a) Executive (Finance); b) Education and Mentoring Fund, and d) Sponsorship (Nominating). Because of the special nature of the New York City Post, Education and Mentoring Funds are managed by The New York City Post, SAME Scholarship Fund, Inc., which is a separately incorporated entity of the New York City Post. The Scholarship Fund is governed by a President, Vice President, Secretary-Treasurer, and Assistant Secretary-Treasurer, who report to the Post President and serve at the discretion of the Post President through the President of the Scholarship Fund.
3. Mission Committees are those that support SAME's Strategic Plan and assist the Post in accomplishing its goals and objectives. Standing Mission Committees active at the time of this writing include: a) Membership; b) Young Members; c) Environmental Affairs and Technology Advancement (Education and Training); d) Awards (Relationships and

Recognition); e) Publicity and Development (Outreach and Communications); f) Meetings and Programs (Programs); g) Readiness and Homeland Security; h) West Point Affairs, and i) Dinner-Dance. *[NOTE: Parentheses indicate HQSAME terminology that is closest match to Post designations.]*

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. Examples include the Regional Conference Committee, or National Conference Committee.
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 as established by the National Society.
3. A budget shall be prepared by the Post Treasurer annually prior to the beginning of the calendar year for review and approval by the Post Board of Directors.
4. The Post's Scholarship Fund, which is separately incorporated, shall be administered by the New York City Post, SAME, Scholarship Fund Board of Directors. The Scholarship Fund shall be administered in accordance with applicable Society, state, and local laws and regulations.
5. Upon dissolution of this Post, all assets not otherwise governed by statute 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 Sponsorship (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, members of the Post, and its own research of the active membership 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. The Sponsorship Committee will present a slate of Officers and Directors 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 to 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 Special Advisors (Appointed Directors) at any time during the year, or removal of existing Special Advisors. Appointment and removal is subject to advice and consent of the Board. Such advise and consent shall not be withheld unless there are compelling reasons recognizing the nominee's clear unsuitability to serve. Special Advisors shall provide advice and assistance to the President and serve on the Board of Direction.
5. The installation of the new Board of Directors shall occur at the earliest opportunity following election, 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 Directors are eligible to vote in all matters. Special Advisors shall also participate as voting members, except upon motion and seconding by an elected Officer or Director to restrict voting on a particular issue to Elected Officers and Directors, in which case Special Advisors shall refrain from voting on the particular issue in question. Committee Chairmen, if not already serving as an Elected Officer or Director, shall be de facto Special Advisors. 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 those Board of Directors members in attendance at the meeting or on conference call. 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 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 the SAME Constitution or Bylaws. (See Nominations & Elections, Article IX)

Original version approved by vote of the Board of Directors on May 27, 2005. Revisions reflecting National Society changes as of September 1, 2007

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COL Aniello Tortora, USA, Post President

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Michael Scarano, Post Secretary

And approved by a majority vote of the members on this 1<sup>st</sup> day of June, 2005 at the regular meeting of the New York City Post. Minor changes reflecting National Society changes as of September 1, 2007