

## **BY-LAWS**

### **Article I**

#### **Membership, Admissions, and Separations**

1. Membership in the Kittyhawk Post (the Post) will be automatic upon submission of application, payment of yearly dues, evidence of national membership in The Society of American Military Engineers (SAME), and by notifying SAME Headquarters that the member desires to affiliate with the Post. Transfer to this Post from another Post is accomplished through notification to SAME Headquarters.
2. Any member of the Post may withdraw membership from the Post by tendering the resignation in writing; such resignation shall not become effective until said member shall have paid all sums due to the Post at the time of resignation.
3. Any member of the Post will be automatically dropped from the Post, (a) when his/her membership is terminated by SAME Headquarters, or (b) for cause by a vote of two-thirds of the members present at any regular meeting. The member shall be given full opportunity for a hearing in one's own defense. Any member that was dropped may be reinstated by a vote of two-thirds of the members present at any regular meeting and approval of SAME Headquarters, provided all of the member's indebtedness to the Post is paid by the member.

### **Article II**

#### **Board of Directors**

1. The Board of Directors, also referred to the Post's Executive Board, shall be the judge of the qualifications of its members and, subject to limitations herein prescribed, shall have power to fill vacancies, within its ranks. The 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. The President-Elect shall fill a vacancy in the office of President. Should all four offices of the President, President-Elect, Vice President, and Secretary be vacated, the Treasurer shall temporarily perform the duties of President and shall immediately call a meeting of the Board of Directors for the purpose of filling the vacancies until the next regular meeting. Should the offices of the President, President-Elect, Vice President, Secretary and Treasurer be vacated, the Post's 1st Director, 2nd Director, and 3rd Director shall temporarily perform the duties of President, in-turn.
2. The Board of Directors shall meet each month for the transaction of business and members thereof shall constitute a quorum. The President, on his/her own initiative, may call special meetings of the Board of Directors.
3. The Board shall submit at the annual meeting of the Post a report of the Post affairs. It shall include an abstract of the financial and membership status of the Post and a review of the Post's activities for the prior fiscal year (01 January to 31 December). Also it shall include any suggestions or recommendations deemed appropriate respecting past and future activities of the Post.

### Article III

#### **Officers**

1. The President shall have general supervision of the affairs of the Post. He/she shall preside at the meetings of the Post. He/she shall appoint the members and have general supervision over all committees.
2. The President-Elect shall supervise the Post in absence of the President. He/she shall be President of the Post the following term. He/she will use the term to learn the inner workings of the Post and the Society.
3. In the absence of the President-Elect, the Vice President shall ensure the Post program meets the needs of its members.
4. The Treasurer shall be comptroller of the accounts of the Post under the direction of the President. Treasurer shall maintain the 10-year Financial Plan, and will work closely with the Board of Directors to balance the Post's budget monthly. Treasurer shall make collections and disbursements under the supervision of the President as directed by the Post. Treasurer shall render annual reports in March and such specified reports as may be called for by the President. Treasurer shall file Federal and State income tax returns (The Society has a tax-exempt status) with a copy to SAME Headquarters. The accounts shall be audited annually by committee or agency. If accomplished by committee, the President shall make appointment at least thirty days prior to the submission of the annual report. Results of the audit shall be reported to the President in February.
5. The Assistant Treasurer shall assist the Treasurer with the duties and act as the Treasurer during the Treasurer's absence.
6. The Secretary shall have charge of the correspondence and records of the Post. The Secretary, in concert with the Communications Chairman, shall give timely notices of all meetings to all members. The Secretary, in concert with the Programs Chair shall be responsible for suitable arrangements for all meetings of the Post. The Secretary shall record the proceedings of all decisional meetings of the Post and submit a monthly report to the Board of Directors and Regional Vice President/National (as required). The Secretary shall keep the role of the Board members of the Post by classification of membership.
7. The Assistant Secretary shall assist the Secretary with the duties and act as the Secretary during the Secretary's absence.
8. The Board of 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.

9. In the event of a vacancy in the position of President, the President-Elect shall become President; the Assistant Secretary shall fill vacancy in the position of the Secretary; and, the Assistant Treasurer will fill vacancy in the position of the Treasurer. In the event that the President-Elect or the Assistants are not available, an election will be held by the Post in the manner provided in these Bylaws. If the Vice-President position is vacated, it will be at the discretion of the Board of Directors to leave the position vacant until the next scheduled election or to hold an out-of-cycle election.
10. Unless otherwise stated herein, the term of office shall begin at the Post meeting following the date in which election results have been tallied and announced. Term duration shall be for at least one year.

## Article IV

### Committees

1. The Post Board of Directors will establish and maintain Committees to fulfill local and national organizational objectives. A list of currently established committees and their associated responsibilities is located in Attachment 1 of these By-Laws. The name, function and/or responsibility of these Committees may be amended at any time with a 2/3 majority vote by the Post's Board of Directors.
2. The Post Board of Directors will be responsible for the recruitment and selection of a Chairperson for each Committee. If desired, the Board of Directors may also select a Co-Chairperson(s) to aid in the Chairperson duties. Each Chairperson (and Co-Chairperson, where applicable) will be responsible for the overall management of their assigned Committee. These management duties include, but are not limited to:
  - a. Budget Management
    - i. Develop and advocate for an annual budget to promote Committee objectives
    - ii. Manage approved Committee budget in a financially responsible manner
  - b. Program Oversight
    - i. Administer Committee responsibilities as defined in Attachment 1
    - ii. Lead sub-members of Committee
    - iii. Serve as Post's focal point and functional expert for all matters under the purview of assigned Committee
  - c. Status Reporting
    - i. Routinely report to Post Board of Directors on Committee operations conducted to achieve Post and SAME National objectives
    - ii. Report to SAME National as the Post's focal point for assigned Committee
3. In addition to the list of standing committees provided in Attachment 1 of these By-Laws, the Post will form an ad-hoc Nominating Committee annually. The committee will consist of at least three members of the Post. Typically, the Post's three Directors (Post 1st, 2nd & 3rd Directors) fulfil this role. The Regional Vice President may also support this Committee. The Nominating committee will present a slate of nominations for each elective office of the Post annually.
4. In addition to the list of standing committees provided in Attachment 1 of these By-Laws and the Nominating Committee, the Post may establish other special committees, deemed necessary, to promulgate the Post's objectives.

## **Article V**

### **Finances**

1. The fiscal year of the Post shall begin on the first day of January.
2. A 10-year Financial Plan will be developed by the Board of Directors and maintained by the Treasurer. The Treasurer will work closely with the Board of Directors to balance the Post's budget monthly. The 10-year Financial Plan will be used as a financial forecasting tool for tracking income and costs incurred in the normal course of the Post's operations.
3. The annual dues will entitle members to all privileges of the Post, except as otherwise provided herein, shall be an amount established by the Board of Directors, payable annually in advance.
4. Upon dissolution of the Post, all assets will be forwarded to SAME Headquarters for inclusion into SAME's general fund.

## **Article VI**

### **Meetings and Elections**

1. The regular meetings of the Post shall be in accordance with the program presented by the Program Committee and adopted by the Board of Directors, and, generally, shall be held once every month.
2. The election of new officers shall take place by methods approved by Board of Directors prior to the expiration of the term of office of the current officers.
3. Each officer will be elected by written or electronic ballot of all voting members by majority of all votes cast. Voting shall be by secret ballot. Ballots will be issued to all active members in good standing at the time of election.
4. Special meetings must be called by the President at the written request of one-fourth of the membership and may be called by him/her at any time. At least one week's notice of time and place and purpose of meeting shall be given all members; and only the business stated in the call shall be transacted at the special meeting.

## **Article VII**

### **Publications**

The Post may issue a periodical under the direction of the President, of such type and frequency of publication agreed upon by the Board of Directors, when the desire and need of such a publication is manifested. The editor of such a publication shall be selected by the President, be a member of the Post, and head the Communication/Publicity Committee. A copy of all Post publications will be provided to SAME Headquarters.

## **Article VIII**

### **Seal and Insignia**

1. The seal and insignia of the Post shall be that as adopted by SAME Headquarters.
2. The use of the seal or insignia shall be prohibited without approval of the Board of Directors for the Post. Members in good standing shall be allowed to wear the ornaments of membership and display the insignia of the Society in proper places.

## **Article IX**

### **Cooperation with Other Organizations**

In the furtherance of Society objectives, the Post will cooperate with other professional organization and honor societies toward the improvement of the status and standards of the military engineering profession. Additionally, as the Post will support programs for the advancement of education and knowledge of the engineering vocation and associated sciences.

## **Article X**

### **General Policy and Procedure**

1. *Nondiscrimination Policy:* This 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, sexualorientation or national origin.
2. *Ethics Policy:* 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 XI**

### **Amendments**

1. Amendments to these By-laws may be made by a vote of two-thirds of the voting members present at any regular meeting. The proposed amendment must have been presented in writing for consideration to each member of the Post at least 14 days prior to the meeting along with an announcement of the date, time, and place of the meeting. Furthermore, SAME Headquarters shall approve the amendment.

2. The By-laws shall automatically be amended to conform with all directives from SAME headquarters without submission for approval to general membership.

**Article XII**

**Liability**

The members of the Post shall at each annual meeting consider procurement of insurance coverage for any claim, which may arise from the acts of omissions of any member from that member's performance or participation in the activities of the Post.

**Article XIII**

**Signature**

Approved by vote of the Board of Directors on 6 December 2018.  
Date

Signed: \_\_\_\_\_ Kittyhawk Post President  
*Signature of President*

Norm P. Campbell  
\_\_\_\_\_  
*Printed Name*

Approved by majority of vote of the members on 10 January 2019.  
Date  
at the regular meeting of the Kittyhawk Post.

Signed: \_\_\_\_\_ Kittyhawk Post Secretary  
*Signature of Secretary*

Christopher M. Scannell  
\_\_\_\_\_  
*Printed Name*

## Attachment 1

### SAME Kittyhawk Post Committee Descriptions

The Communications Committee leads internal and external communications for the Post ranging from email newsletter, social media, publications to local community and media relations' activities to meet current and future needs of the Post. Activities include:

- Manages Post and HQ communications
- Manages outside PR to media
- Manages all website issues
- Manages FaceBook, LinkedIn, Twitter

The Social & Service Committee organizes "get acquainted events" to bring current membership together to network and attract new members to increase Post strength. This committee also identified, organizes and executes service projects, often to serve the military and veteran community. Activities include:

- Manages golf outing and committee
- Manages social events and committee
- Manages troops reach out programs
- Manages and identifies new community projects for post participation
- Manages opportunities with Fisher House

The STEM Outreach Committee's purpose is to support SAME's overarching goal to produce our nation's future engineers and leaders. This committee conducts or supports activities that reach out to young students to excite, attract and interest them in careers in engineering and related fields. Activities include:

- Manages post scholarships (currently awarding \$14K-\$15K annually)
- Manages science fair events and identifies new events
- Manages college chapters; participates in National College Outreach committee
- Manages local K-12 A/E events, including an annual field trip for Stebbins High School engineering students
- Manages the Post's nominations of students and mentors to SAME STEM Camps nationwide and identifies new events; participates in National Engineering & Construction Camp committee
- Staffs Tech Fest joint booth with ASCE; manages Affiliates membership

The Program Committee prepares a program of activities with emphasis on continued professional development of its membership and business development of its member firms and organizations. The committee plans and provide the content and logistics for the Post's professional continuing education offerings including for each general membership luncheon, industry day(s), field trips, seminars/webinars, and ad hoc programs. Activities include:

- Develops means of enhancing the interchange of ideas, methods, and cooperation between the military and industry, typically via an Industry Day. Manages facilities/logistics for Industry Day
- Manages monthly speakers, luncheon agendas, and AV equipment
- Manages facilities/meals for all post events including events outside of monthly luncheons

- Head table seating
- Hosts SAME seminars and webinars; provides training and development, often with partner organizations
- Manages and identifies opportunities to provide training for licensing; works with YM and other members seeking licensing; participates on National Credentialing Committee

The Member Relations Committee retains existing members and solicit new members. They work with the Society Headquarters to maintain membership records and provide member services/assistance. They will guide the board and other committee to provide programming and value for the membership

- Monitors individual membership monthly, follows up with dropped members, helps with recruiting
- Monitors sustaining member (SM) firm/organization membership monthly, follows up with dropped members, recruit organizations to become sustaining members of the Kittyhawk Post, coordinates monthly SM luncheon briefs
- Monitors young (<40) membership monthly, follows up with dropped members; acts as liaisons between young Post members and student members, proactively attract and retain young professional and student members, and continue to give young members every possible opportunity to be involved in Society activities.
- Includes Fellows who provide mentoring and board/committee recruitment; Manages Fellow nominations/submittal; provide leadership and advocacy for SAME
- Includes the Small Business Committee/ HQ Post Small Business Liaison Officer who participates on National Small Business Council; suggests/plans SB focused programming
- Hosts an annual recruiting event at AFIT to welcome the new Engineering Management (GEM) class each September

The Awards & Recognition Committee identifies deserving individuals and organizations from the public and private sectors for recognition of achievement in support of Post or Regional programs, the A/E/C profession, national security objectives, and the SAME Strategic Plan.

- Recognizes membership anniversary dates and awards membership milestone pins
- Tracks Streamer progress and the submittal process
- Manages the post's SAME National level awards nominations and submittals

The National Committee Representatives – This committee includes representatives who participate on behalf of the Post on SAME National committees, cross-pollinating ideas from our Post to others, sharing best practices from others with our Post, ties local programs to national/committee themes; Identifies and recommends post speakers/content in their discipline to Programs. The National committees are:

- Architectural Practice
- Energy and Sustainability
- Environmental
- Facility Asset Management

- International
- Joint Engineer Contingency Operations
- Resilience