

BYLAWS OF THE TENNESSEE VALLEY 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 Tennessee Valley Post, Society of American Military Engineers, 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 these Bylaws are in conflict with SAME's Constitution or Bylaws, those of 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 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. Only enrolled members (those having paid the SAME membership

dues for the current year) shall be eligible to vote, to hold office, to serve on committees or sub-committees, or represent the SAME officially. SAME National allows individuals to join two (2) posts per paid membership.

2. Individual Membership is achieved by paying Post dues to SAME National.

3. Life Members achieve Post membership by selecting a base Post and paying Post dues to belong to additional Posts.

4. Students do not pay Post dues but select a Post affiliation when joining SAME and paying national dues.

5. Young membership - The term "young member" shall include any member of the Post, regardless of membership grade, who has not reached their 40th birthday. Full time students can join for free and do not have to pay local dues to their respective university or college student chapter.

6. Sustaining Membership is for Companies and Public Agencies. They may become Sustaining Members at the Post by paying the appropriate dues 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.

7. 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 provided by SAME Bylaws.

Article IV Board of Directors

1. The Board of Directors shall be comprised of the Post Officers, elected directors, and committee chairmen. The term of office for an elected director shall be two (2) years with the intent of rotating from 3rd director to 1st director and to Vice President. Directors may be re-elected or re-appointed for additional years.

2. The Post shall hold elections annually such that the new and continuing Board of Directors is installed initially in mid-April, then subsequently December in years thereafter..

3. 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.

4. The Board of Directors shall meet regularly (monthly and/or as needed) for the transaction of business. The President on his/her own initiative may call special meetings of the Board of Directors. Conducting business utilizing teleconferencing and email is permitted. This business needs to be documented in the respective month's board meeting minutes and matters requiring a vote will require a quorum of board members and recorded as official business. (See also Voting, Article XII)

5. The Board of Directors approves the establishment, disestablishment or continuance of Committees that, may be recommended by the President. (See Committees, Article VII)

6. Board of Directors, Officers, elected directors, committee chairs are eligible to vote.

7. The Post has the ability to establish specific officer titles and duties as the Post sees the need. Such offices shall not conflict with the National SAME goals and objectives and recommended operating procedures.

Article V **Officers**

1. The Officers of the Post shall consist of President, one or more Vice President(s), Secretary, and 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.

2. The President shall:

a. 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 Vice President, or as voted upon by the Board of Directors.

b. 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.

c. Report to the Post membership at the annual Post meeting the status of affairs of the Post, at a minimum addressing:

- 1) The financial and membership status of the Post;
- 2) A review of the Post's activities for the fiscal year; and,
- 3) The Post's progress in achieving the goals and objectives in the SAME Strategic Plan.
(See Meetings and Activities, Article IX)

3. The Vice President shall:

a. Stand in for the President at board meetings and luncheons as needed.

b. Serve as the Program Director/Program Chairman.

- 1) Be responsible for programs of the monthly Post meeting for nine (9) months of the Post Year. There will not be a speaker at the annual Holiday Reception in December.
- 2) Is responsible for contacting all speakers, their presentation materials and obtaining bios.
- 3) Will introduce the speaker at the monthly Post meeting.

c. Is responsible for chairing and working with the Education and Professional Development/Training Committee to determine the amount of PDHs to be awarded for programs.

d. Is responsible for providing all upcoming program information to the newsletter editor and Post Webmaster.

e. Serves as Chairperson of the Professional Development Workshop or appoints someone for this position.

4.. The Young Member Representative shall:

a. Serve as Young Member Chair. Stand in at board meetings and luncheons as needed in the event of the President's and Vice-President's absence.

b. Other major duties involve the oversight of the Young Member's and Student Post Programs and all activities relating to these programs.

c. Coordinates Post's support to Engineering Camps. This position can be a single person or a team of two individuals to effectively manage the duties.

d. Coordinate with other Young Members to provide speakers for the monthly Post meeting for two months of the Post Year.

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; and,

b. Record the proceedings of all Board and membership meetings.

The President may appoint or the post may elect an Assistant Secretary(s) to assist the Secretary with the duties of the office and act as the Secretary during the Secretary's absence.

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 reviewed annually by the Financial Assessment Committee comprised of three (3) members appointed by the President or an outside consultant prior to the submission of the final annual report to the SAME Headquarters. The committee shall report to the President the results of the financial assessment in February. (See also Finances Article contained herein). The President may appoint or the post may elect an Assistant Treasurer to assist the Treasurer with the duties of the office and act as the Treasurer during the Treasurer's absence.

7. The Recording Secretary (if designated) shall be responsible for performing Secretary responsibilities in the absence of Post Secretary. Handles the Post Logistics: arranges for meeting room, lunches, getting number to caterer, A/V needs, flags, etc. Assists the Secretary in preparing streamer nominations and monthly minutes of the board meetings. In the absence of a Recording Secretary, the Post Secretary and Programs Chairman will share these responsibilities.

Article VI **Directors**

1. All elected 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. One Director position shall be established for a Fellow. Elected 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.

2. The responsibilities to be divided among the elected directors include Chairperson of the following committees: a) Membership; b) Education and Training; c) Relationships and Recognition; d) Outreach, Website and Communications; and, e) Programs. (See SAME Post Operations Manual for more details concerning these functions and responsibilities).

3. The President may recommend Appointed Directors at any time during the year for approval of the Board of Direction.

Article VII

Committees, Task Forces and Special Advisors

1. The Post may establish Post Operations and Post Mission Committees. (See Society Bylaws, Article IX)

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; c) Financial Assessment (unless an outside consultant is used); and, d) Nominating.

a. The Finance Committee will assist in reviewing financial statements, assisting in the preparation of tax documents, and assisting in other items when called upon by the Post President and Treasurer when financial assistance is needed.

b. The Scholarship Committee operates under the Scholarship Corporation Division of the Post.

c. The Financial Assessment Committee will consist of three appointed post members. They shall review the Post accounts annually prior to the submission of the final annual report to the SAME Headquarters. The committee shall report to the President the results of the financial assessment in February.

d. The Nominating Committee will develop a slate of officers and elected directors for each position as specified in Articles IV, V and VI, obtaining input for such slate from the Board of Directors and members of the Post.

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; and, d) Relevance; and e) National Security and Emergency Response.

Each individual committee will report to the board meetings each month on the activities accomplished by the committee, showing how goals and objectives adopted by the Post are being fulfilled by the committee's work and that support the National goals and objectives required to win streamer awards annually.

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 their specific mission defined when the committee is formed.

5. In addition to the above Post Committees, the President may establish other special task forces and advisors deemed necessary to accomplish the Post's mission, with specified term of office.

Article VIII 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. 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 November 30 so that it will become effective on January 1 the following year.
3. A budget shall be submitted by the Post Treasurer annually at the end of January of each new operating year for review and approval by the Post Board of Directors.
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 IX 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.
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, place and purpose of the meeting shall be given to all members and only the business stated in the notice shall be transacted at the special meeting. A quorum is required if business will require a vote by the Board.

Article X Nominations and Elections

1. One of the duties of the nominating committee is to serve as a focused committee to develop a slate of officers and elected directors for each position as specified in all Articles above, obtaining input for such slate from the Board of Directors and members of the Post. The nominating committee will consist of a member from the Fellows Council, a director, and anyone else the committee appoints to serve alongside all endeavors to establish this slate of officers.

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 Board of 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 to the Regional Vice President and the SAME Headquarters within 30 days.

4. 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 XI 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, other methods deemed appropriate by the Post.

2. At a minimum the Post shall regularly communicate the following: a) list of Board of Directors 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. SAME Headquarters will assist Posts in achieving this minimum standard, as needed. The Post may elect to create and maintain 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. The Post may elect to have a contractor perform website creation, update, and modifying as needed.

Article XII Voting

1. Voting on an issue shall be conducted after discussion is complete and a motion to vote has been made. A quorum must be formed to validate voting. A quorum shall consist of a minimum of half+1 of the Board of Directors including the President. 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. The results of an electronic vote shall be compiled and provided to the President.

2. Board of Directors Officers, elected directors, and committee chairs 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. 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 those members in attendance at the meeting or on conference call to pass and the voting body must

form a quorum. 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 XIII
Cooperation with Other Organizations

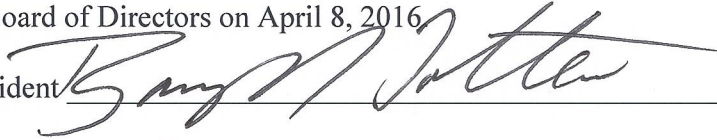
In the furtherance of Society goals and objectives, the Post will cooperate with other societies and organizations toward the improvement of the professional status and standards of the engineering, architecture and related professions to foster engineering education and the knowledge of engineering and associated sciences.

Article XIV
Amendments and Revisions

Amendments and/or revisions to Post Bylaws may be made by a majority vote of the members in attendance at the announced meeting, provided that the proposed amendment and/or revision has been previously approved by a majority vote of a quorum of the Board of Directors, and further provided that it shall be provided to the Post membership at least ten (10) days prior to the meeting, along with an announcement of the date, time, and place of the meeting; and, provided further, that the amendment and/or revision is not in conflict or contradictory to SAME Constitution or Bylaws.

Approved by vote of the Board of Directors on April 8, 2016

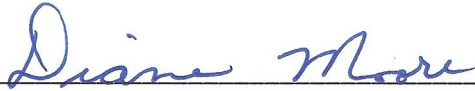
Barry N. Totten, Post President



Diane Moore, Post Secretary



And approved by a majority vote of the members this day of April 15, 2016 by an email vote sent to the Tennessee Valley Post membership.



Post Secretary