

BYLAWS
OF
WEST POINT PARENTS' CLUB OF ILLINOIS

ARTICLE I
NAME

The name of the corporation shall be the West Point Parents' Club of Illinois.

ARTICLE II
PURPOSE

West Point Parents' Club of Illinois (the "Club") is organized exclusively for charitable, educational, civic, patriotic, supportive and athletic purposes and any purpose permitted to be exempt from taxation within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986. The Club is dedicated to furthering the principles and welfare of the United States Military Academy ("USMA"). In accomplishing its purpose, this Club endeavors to serve its community, its country, the Cadets, the Cadets' parents or guardians, graduates, the current class at the United States Military Academy Prep School (USMAPS), or a USMA Admissions designated Service Academy Preparatory Program of the Military Academy. Without limiting the generality of the foregoing, the Club will further the principles and welfare of USMA by engaging in the following activities:

- a) Create a visible USMA presence in the greater Chicago area and assist in the recruitment of students from the greater Chicago area;
- b) Assist in fundraising for USMA;
- c) Assist USMA by supporting and enhancing communications in the greater Chicago area among currently enrolled students, students' families and alumni of USMA and USMA;
- d) To help build and maintain good feelings toward West Point among the American public;
- e) Create a pool of highly qualified supporters of USMA for potential recruitment to various boards, committees, and other volunteer entities supporting USMA;
- f) Support students of USMA, including athletic and club teams, engaged in activities in the greater Chicago area; and
- g) Make charitable donations that are consistent with the mission of USMA.

No part of the net earnings of the Club shall inure to the benefit of, or be distributable to, its Members, Directors, officers or other private persons, except that the Club shall be authorized and empowered to pay reasonable compensation for services rendered. No substantial part of the activities of the Club may consist of carrying on propaganda or attempting to influence legislation. The Club shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Bylaws, the Club shall not carry on any other activities not permitted to be carried on (a) by a Club exempt from Federal Income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a Club, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE III
MEMBERSHIP

3.1. Classification. Membership shall be Honorary, Regular, Associate, and Special.

3.2. Honorary.

3.2.1. Honorary Members shall consist of those individuals of distinction who are elected by two-thirds (2/3) vote of a quorum of the Board of Directors because of outstanding and noteworthy service to their community, country, or to USMA. Honorary Members shall not be required to be graduates or former cadets of USMA and shall not be required to pay dues.

3.2.2. Any surviving family member of a deceased Member or deceased graduate is automatically an Honorary Member.

3.3. Regular. Regular membership shall be limited to parents or guardians from the Greater Chicago area of the following: Cadets, former Cadets and Graduates of the United States Military Academy, and current Cadet Candidates at both the United States Military Academy Prep School (USMAPS) and at a USMA Admissions designated Service Academy Preparatory Program who ascribe to the objectives of the WPPC-IL. Membership shall be defined as dues paying Members.

3.4. Associate. Individuals in the following capacities are eligible for Associate Membership:

3.4.1. Any individual appointed by USMA Admissions Office as District Representative, Liaison Officer, Admissions Representative, or whatever title he or she may be given by that office.

3.4.2. Former members of the club who have moved from the Greater Chicago area.

3.4.3. Graduates of the United States Military Academy.

3.6. Dues. Dues for the Membership shall be recommended by the Officers and approved by a majority vote of the Membership. All dues shall be paid by June 30th each year. A late fee will be assessed on dues received after June 30th.

3.7. Voting. Only Regular Members shall have voting rights.

3.8. Resignation and Expulsion.

3.8.1. Resignation. Any Member may resign at any time by giving written notice to the Board of Directors. Such resignation shall take effect at the time specified therein or, if no time be specified, upon receipt. Resignation shall not entitle a Member to return of any dues paid by him or her.

3.8.2. Expulsion. At a meeting duly called in accordance with the Bylaws, a Member may be expelled for cause by a two-thirds vote of a quorum of all Regular Members. An expelled Member may be reinstated by a vote of a majority of a quorum of Regular Members at a meeting duly called in accordance with the Bylaws.

ARTICLE IV
BOARD OF DIRECTORS

4.1. Size and Authority. The governance and management of the Club shall be vested in an executive body of not less than five and not more than ten of its Regular Members known as the Board of Directors. The number of Directors may be fixed or changed from time-to-time, within the minimum and maximum, by the Directors without further amendment to these Bylaws. On all questions of interpretation of the Bylaws or other rules of the Club, the decision of the Board of Directors shall be final unless rescinded by the Club at the Annual

Business Meeting or at a special meeting called for the purpose. The Board of Directors shall have the authority to invest the Club's treasury in whole or in part in the manner it deems prudent.

4.2. Term. Members of the Board will be elected for a term of one (1) year. The terms of the directors shall begin and end on June 1 of each calendar year.

4.3. Nominating Committee. Each year those Members of the Board serving their first year shall comprise a nominating committee and shall solicit candidates for the outgoing Board Members' vacancies. Other nominations may be made from the floor at the Annual Election Meeting, or by communication to the nominating committee prior to the meeting.

4.4. Vacancies. Any vacancy occurring in the Board of Directors, or any directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Failure to attend two consecutive Board Meetings without good reason shall be deemed equivalent to tender of resignation from the Board.

4.5. Annual and Regular Meetings. An annual meeting of the Board shall be held promptly following the Annual Election Meeting of the Club for the purpose of electing officers of the Club and for such other business as may come before the meeting. Regular meetings of the Board shall generally be held once a month at the call of the President.

4.6. Special Meetings. Special meetings may be held at any time upon call of the President, the Secretary, or any two members of the Board. The person or persons authorized to call special meetings of the Board may fix the date, place and time of such meetings. At such meetings, business will be confined to that specified in the call for the meeting.

4.7. Notice of Meetings. Notice of any Annual and any regular or special meeting of the Board of Directors shall be given at least two days previously thereto by written notice delivered personally or sent by mail, overnight courier service, telecopy or e-mail to each Member of the Board (each a "Director") at his or her address as shown by the records of the Club. If mailed, such notice shall be deemed to be delivered three business days after being deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by telegram, overnight courier service, telecopy or e-mail, such notice shall be deemed to be delivered the following business day. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws, except that no special meeting of Directors may remove a Director unless written notice of the proposed removal is delivered to all Directors at least twenty days prior to such meeting.

4.8. Voting Requirements. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by the Articles of Incorporation of the Club or by these by-laws. Directors or non-director committee members may participate in and act at any Board of Directors or committee meeting through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with one another. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

4.9. Consent. Any action required to be taken at a meeting of the Directors of the Club, or any other action which may be taken at a meeting of Directors or a committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors and all the non-director committee members entitled to vote with respect to the subject matter thereof, or by all the members of such committee, as the case may be.

4.10. Removal. A Director may be removed, with or without cause, at any time, by the affirmative vote of a majority of the Directors then in office, present and voting at a meeting of the Board of Directors at which a quorum is present.

4.11. Quorum. One-half of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board, provided, that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. Directors may participate in any meeting of the Board by conference telephone call.

4.12. Dues. The Board shall have the power to remit or waive the dues of any Member for such period as in their judgment shall be advisable and proper.

4.13. Committees. The Board of Directors by a vote of a majority of the Directors may create one or more committees and appoint Directors or such other persons as the Board designates, to serve on the committee or committees. Each committee shall have one or more Directors and all committee members shall serve at the pleasure of the Board. Unless the appointment by the Board of Directors requires a greater number, a majority of any committee shall constitute a quorum, and a majority of committee members present and voting at a meeting at which a quorum is present is necessary for committee action. A committee may act by unanimous consent in writing without a meeting and, subject to action by the Board of Directors, the committee by majority vote of its members shall determine the time and place of meetings and the notice required therefore. To the extent specified by the Board of Directors, each committee may exercise the authority of the Board of Directors under Section 108.05 of the Illinois Not For Profit Club Act of 1986 (the "Act"); provided, however, a committee may not:

- (1) Adopt a plan for the distribution of the assets of the Club, or for dissolution;
- (2) Fill vacancies on the Board or on any of its committees;
- (3) Elect, appoint or remove any officer or Director or member of any committee, or fix the compensation of any member of a committee;
- (4) Adopt, amend, or repeal the by-laws or the articles or of the Club;
- (5) Adopt a plan of merger or adopt a plan of consolidation with another entity, or authorize the sale, lease, exchange or mortgage of all or substantially all of the property or assets of the Club; or
- (6) Amend, alter, repeal or take action inconsistent with any resolution or action of the Board of Directors when the resolution or action of the Board of Directors provides by its terms that it shall not be amended, altered or repealed by action of a committee.

4.14. Reports. The Board shall submit a report of the affairs of the Club, with the expenditures of the past year and an estimate of the expenses for the coming year, at each Annual Business Meeting. The Board shall prepare the Club's Financial Reports and Prior Meeting Minutes for each Regular Meeting.

4.15. Chairman. The President of the Club shall serve as chairman of the Board and shall preside over Board Meetings.

ARTICLE V **OFFICERS**

5.1. Options. The officers of the Club shall be a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other officer or officers as the Board may from time to time determine. Any two or more offices may be held by the same person. The positions of President and Vice-President may be served by married members as Co-Officers. Co-Officers have one vote on board matters, unless independently elected to the Board.

5.2. Election. All officers shall be elected by the Board at its first meeting following the Annual Election Meeting of the Club.

5.3. Term. The terms of the officers shall begin and end June 1 of each calendar year. All officers will serve for a term of one (1) year. No officer will be eligible to serve in the same office for more than two (2) consecutive terms of one (1) year each.

5.4. Resignations. Resignations shall be effective when tendered.

5.5. President. The President shall normally preside at meetings and dinners of the Club and shall be a member of the Board of Directors. He shall sign all written contracts and obligations of the Club. He shall nominate the chairmen of committees established by the Board and shall provide for the appointment of other committee members. He shall attend the Annual West Point Presidents' Meeting held at the USMA. He shall perform such other duties as the Board of Directors may assign him.

5.6. Vice President. The Vice President shall have such powers and duties as prescribed by the President and will discharge the duties of the President in his absence and shall be a member of the Board of Directors.

5.7. Secretary. The Secretary shall be a member of the Board of Directors and shall be responsible for the following:

5.7. 1. Keeping the minutes of the Club and of the Board of Directors.

5.7.2. Notifying Members of meetings of the Club, notifying Directors of meetings of the Board of Directors, and notifying Members of the affairs of the Club, as determined by the Board.

5.7.3. Notifying Members of the Board of their election.

5.7.4. Conducting the correspondence, keeping the records, and preparing necessary reports.

5.7.5. Keeping a roster showing the names and addresses of:

5.7.5.1. All eligible persons known to reside in the area of the Club.

5.7.5.2. All Members of the Club.

5.7.6. Collecting dues and dinner assessments.

5.7.7. Publishing the list of officers of the Society, the Board of Directors, the Bylaws, the roster of Members, and other items.

5.7.8. Certifying the bylaws, resolutions of the Members of the Board of Directors and committees thereof, and other documents of the Club as true and correct copies thereof.

5.7.9. Filing with the Secretary of the State of Illinois a copy of these bylaws, and all amendments hereto.

5.8. Treasurer. The Treasurer shall be a member of the Board of Directors and shall be the custodian of the funds of the Club and shall be responsible for the following:

5.8.1. Disbursing the funds to defray expenses authorized by the Club, the Board of Directors, or the President.

5.8.2. Reporting the status of the funds at each meeting of the Board.

5.8.3. Having the Treasurer's accounts audited or reviewed under the direction of the Board in advance of the Annual Business Meeting and at such other times as the Board may direct.

5.8.4. Presenting an annual financial report to the Board for incorporation in the report of the Board to be delivered at or in advance of the Annual Business Meeting of Members.

5.8.5. Providing disclosure statements to all donors who make *quid pro quo* contributions over \$75 or who make charitable contributions of \$250 or more in any calendar year.

5.8.6. Filing with the Internal Revenue Service and with all other taxing authorities all returns, including information returns, annual reports, and other filings required by such authorities.

5.8.7. Filing with the Secretary of the State of Illinois the annual report of the Club.

5.9. Absence. In the event of the temporary absence of the Secretary or Treasurer, his or her duties may be performed by another Member of the Club appointed by the President.

ARTICLE VI **MEETINGS OF MEMBERS**

6.1. Annual Meetings. The Annual Business Meeting of Members of the Club for business as prescribed in the Bylaws, shall be held annually during the first calendar quarter or on such date as determined by the Board. The Annual Election Meeting of the Members of the Club for the election to the Board of Directors shall be held annually on the first Friday of March or on such date as determined by the Board. The Board may conduct the election via mail, email, on-line voting, or other method, rather than a physical meeting of the Members of the Club.

6.2. Special Meetings. Special meetings of the Members of the Club may be called by the President or upon the written request of ten Regular Members. At least seven days' notice thereof shall be given to Members by the Secretary.

6.3. Notice. Written notice stating the place, day, and hour of each Meeting of Members and, in the case of special meetings, the purpose or purposes for which the meeting is called, shall be delivered not less than 5 and not more than 60 days before the date of the meeting and, in the case of a removal of one or more Directors, a merger, consolidation, dissolution or sale, lease or exchange of assets not less than 20 nor more than 60 days before the date of the meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting, to each Member of record entitled to vote at such meeting. The attendance of a Member at any meeting shall constitute a waiver of notice of such meeting, except where a Member attends a meeting for the express purpose of objecting to the transaction of any business because proper notice was not given.

6.4. Quorum and Vote. A majority of the Members voting in person, represented in person or by proxy, shall constitute a quorum for consideration of such matter at a meeting of the Members. If a quorum is present, the affirmative vote of a majority of the votes present and counted, either in person or by proxy, shall be the act of the Members. If any meeting of the Club does not reach a quorum, another meeting shall be called within 30 days.

6.5. Informal Action by Members Entitled to Vote. Any action required by the Act to be taken at any annual or special meeting of the Members entitled to vote, or any other action that may be taken at a meeting of the Members entitled to vote, may be taken without a meeting and without a vote, if a consent in writing, setting forth the action so taken, shall be signed either: (i) by all of the Members entitled to vote with respect to the subject matter thereof, or (ii) by Members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all Members entitled to vote thereon were present and voting.

6.6. Fixing Record Date. For the purpose of determining the Members entitled to notice of or to vote at any regular or special meeting of Members, or in order to make a determination of Members for any other purpose,

the Board of Directors of the Club may fix in advance a date as the record date for such determination, such date in any case to be not more than sixty days and, for a meeting of Members, not less than 5 days, or in the case of a merger, consolidation, dissolution or sale, lease, or exchange of assets, not less than 20 days before the date of the meeting.

6.7. Straight Voting. In all elections for Directors, every Member entitled to vote shall have one vote for each open Director position and may only cast a single vote for a candidate. Cumulative voting is not allowed.

6.8. Business. Business of the Members may be transacted as follows:

- 6.8.1. At the Annual Business Meeting of Members, or
- 6.8.2. At the Annual Election Meeting of the Members, or
- 6.8.2. At any special meeting, but such business shall be limited to that specified in the call for the meeting, or
- 6.8.3. At any other meeting by unanimous consent of the Members present.

6.9. Agenda for Annual Business Meetings. The order of business at the Annual Business Meeting of the Members of the Club shall be as follows:

- 6.9.1. Ascertainment of the presence of a quorum.
- 6.9.2. Financial Report.
- 6.9.3. Approval of the minutes of the previous meeting.
- 6.9.4. Annual report of the preceding year's activities and suggestions by the retiring officers.
- 6.9.5. Unfinished business.
- 6.9.6. New business.
- 6.9.7. Adjournment.

6.10 Agenda for Annual Election Meetings. The order of business at the Annual Elections Meeting of the Members of the Club shall be as follows:

- 6.10.1 Ascertainment of the presence of a quorum.
- 6.10.2 Election of the Board of Directors.
- 6.10.3 Adjournment.

6.10. Agenda for Special Meetings. The order of business at special meetings of the Club shall be the same except the financial and annual reports and the election of the Board of Directors are not included.

ARTICLE VII **COMMITTEES**

7.1. Committees. At a meeting of the Board of Directors, the President may appoint the following Committee Chairmen:

- 7.1.1. All Academy Ball Committee.

- 7.1.2. Membership Committee.
- 7.1.3. Alumni Committee.
- 7.1.4. Class Representatives Committee.
- 7.1.5. Field Force Liaison Committee.
- 7.1.6. Webmaster Committee.
- 7.1.7. Graphic Art Committee.
- 7.1.8. Financial and Budget Committee.

7.2. Duties. Duties of the Committees shall include the following:

- 7.2.1. The Financial and Budget Committee shall prepare a financial program for the Club at the beginning of each fiscal year and shall work with the Treasurer in obtaining the necessary funds for the Club.
- 7.2.2. The Membership Committee shall compile and maintain WPPC-IL Membership Directory in conjunction with the Membership Officer and responsible for forwarding electronic versions of the Directory to Members.
- 7.2.3. The All Academy Ball Committee will ensure successful All Academy Ball, which we host every fourth year. Duties may include, but are not limited to venue selection, fundraising, program, ticket sales and coordination with other Service Academy Parents Clubs. For the three years the Club is not hosting the All Academy Ball, representatives are needed to be on committee to assist with planning and implementation of event with other Service Academy Parents Clubs.
- 7.2.4. The Alumni Committee shall serve as liaison between alumni parents (those whose cadets have graduated) and the Club Regular membership, plan events that provide alumni parents social opportunities, and maintain list of alumni members in conjunction with the Membership Committee.
- 7.2.5. The Class Representatives Committee shall act as liaison for the cadet class below their cadet's graduating class year and be an information resource for parents for that class as needed.
- 7.2.6. The Field Force Liaison Committee will act as liaison between the Club and the USMA Admissions representative for our area.
- 7.2.7. The Graphic Art Committee Responsible for maintaining the Club approved logo and responsible for creating and submitting the Club's yearly Howitzer advertisement.
- 7.2.8. The Webmaster Committee shall manage and maintain the Club website, coordinate with the Club Secretary in the distribution of electronic Club Meeting Minutes and information briefs to the Club Membership.

ARTICLE VII
DUES

- 8.1. Assessment. Regular and Associate membership dues shall be determined annually by the Board of Directors and funds shall be used to defray the expenses incurred in the proper conduct of the affairs of the Club.
- 8.2. The fiscal year begins June 1 and ends on May 31 of the following calendar year. Annual dues for the fiscal year are payable by June 30.

ARTICLE IX
DISSOLUTION

9.1. Dissolution. Upon the dissolution of the Club, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Club, dispose of all the assets of the Club exclusively for the purposes of the Club in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes or shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. In the event of dissolution of the West Point Parent's Club of Illinois, all funds and property remaining clear and unencumbered following final receipts and disbursements will be offered to the following organizations in order of priority listed. This list is established to provide alternates in the event of dissolution of the primary organization(s).

- 9.1.1. Association of Graduates, USMA, WestPoint, NY 10996.
- 9.1.1. West Point Fund, USMA, WestPoint, NY 10996.
- 9.1.2. USMA, West Point, NY 10996 (Federal Agency).
- 9.1.3. The Federal Government of the United States of America.

ARTICLE X
AMENDMENTS

Amendments to or changes in Club Bylaws may be made in accordance with the Illinois General Not-for-Profit Club Act of 1986.

ARTICLE XI
MISCELLANEOUS

11.1. Governing Law; Governing Procedure. The Club shall be governed in accordance with the laws of the State of Illinois and these Bylaws. Robert's Rules of Order shall govern the procedure at meetings of the Club.

11.2. Non-Profit; Tax-Exempt. The Club shall be a non-profit organization, and it is intended that the Association shall be a tax-exempt organization, qualified to receive tax-exempt, tax-deductible donations.

11.3. Indemnification. The Club shall indemnify Directors, Officers, and Committee Members to the fullest extent permitted under the laws of the State of Illinois.

11.4. Compensation. Directors and Officers shall serve without compensation. The Board may reimburse Directors and Officer expenses incurred in connection with the performance of their duties.

11.5. Non-Discrimination Policy. WPPC-IL is committed to providing an environment that is free from discrimination because of race, color, religion, creed, national origin, ancestry, disability, gender, sexual orientation, or age.

The results of any Amendments to the Bylaws shall be certified by the duly elected Secretary of the West Point Parents' Club of Illinois for the year these Amendments are made.

CERTIFICATION

I Signed Original on File with Club Secretary, the duly elected Secretary of the West Point Parents' Club, certify that these Articles of Association and Bylaws set out above are the true and correct Articles of Association and Bylaws of "The West Point Parents' Club of Illinois" as of March 30, 2017.