

**AMENDED AND RESTATED BYLAWS OF
WEST POINT PARENTS CLUB OF
MICHIGAN, INC.**
**Unanimously Approved at the General Meeting
October 14, 2023**

ARTICLE I – NAME AND LOCATION

Section 1 Name. The name of this corporation shall be WEST POINT PARENTS CLUB OF MICHIGAN, INC., hereinafter referred to as the Corporation.

Section 2 Location. It shall be incorporated as a non-profit, membership basis corporation, incorporated under the laws of the State of Michigan, specifically the Michigan Non-Profit Corporation Act, Act 162, Public Acts of 1982, as amended, and it shall carry on operations in the State of Michigan.

ARTICLE II – MISSION AND PURPOSE

Section 1 The corporation is organized exclusively for charitable, educational, and scientific purposes set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding section of any future tax code) (the Code). In furtherance of such purposes, the Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out the purposes of the Corporation, as set forth in the Articles of Incorporation and these Bylaws, including all power and authority granted by the Code within and subject to the limitations of Section 501(c)(3) of the Code. The purposes of the Corporation may be further specified by action of the Board of Directors.

Section 2 The primary purpose of the Corporation is to:

- a) provide an exchange of information, knowledge, and experience to help cadets and their parents/guardians benefit by the assistance of those who have been through the United States Military Academy (USMA or West Point).
- b) provide assistance, encouragement, and support to parents/guardians of USMA and USMAPS cadets.
- c) provide information and assistance to each member in matters pertaining to cadets.
- d) to promote and encourage students, young men and women, to attend the United States Military Academy to pursue a military career in the United States Army.

- e) provide information and encouragement to prospective cadets and the parents of prospective cadets.
- f) provide assistance to the Academy Liaison Officers, the Field Force, and admission personnel of USMA.
- g) help build and maintain positive feelings toward the military and West Point among the public.
- h) encourage and provide financial support to USMA.
- i) do any and all things necessary in connection with the foregoing purposes incidental thereto within the meaning of Section 501(c)(3) of the Code.

Section 3

The Corporation, including all activities incident to the purposes, shall at all times be conducted so as to be an organization described in Section 501(c)(3) of the Code. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or (c) by a nonprofit corporation organized under the laws of the State of Michigan pursuant to the Act.

Section 4

Limitations on Activities. No part of the activities of the Corporation shall consist of participating in, or intervening in, any political campaign on behalf of or in opposition to any candidate for public office, nor shall the Corporation operate a social club. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code.

Section 5

Nondiscrimination Policy. The Corporation will not practice or permit any unlawful discrimination on the basis of sex, age, race, color, national origin, religion, physical handicap or disability, or any other basis prohibited by law.

Section 6

Earnings. No part of the net earnings, if any, of the Corporation shall inure to the benefit of an individual. The Corporation shall, however, be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes all as set forth herein.

ARTICLE III – OBJECTIVES

Section 1

To enhance the image of the USMA in the State of Michigan through public relations in schools and the community.

Section 2

To promote interest among outstanding students in Michigan to attend USMA.

- Section 3 To bring about a closer communication between the Academy, the cadets, the parents/guardians of cadets, liaison officers, and field representatives.
- Section 4 To institute fellowship programs among parents/guardians whose sons/daughter are undergoing a rugged mental and physical military training program at USMA.
- Section 5 To assist the Academy in selecting potential candidates for admissions to USMA.
- Section 6 The Corporation shall cooperate with the Academy to support the improvement of education and training of USMA cadets in becoming officers in ways that will not interfere with the administration of the Academy and shall not seek to control USMA policies.
- Section 7 To add or delete objectives when though beneficial to the Corporation.

ARTICLE IV – MEMBERSHIP

- Section 1 Regular Member. All parents/guardians of a USMA or USMAPS_cadet or graduate are eligible for membership. All regular memberships in this Corporation shall be family memberships. While all persons within a family may enjoy the benefits of this Corporation, only one regular membership shall be awarded per family. A regular family membership shall be awarded upon a person on behalf of the family signing an application for membership in a form prepared by the Secretary and upon paying the first year's dues on the family's behalf. A family will retain regular membership in this Corporation upon prompt payment of its annual dues.
- Section 2 Associate Membership. Associate memberships are a non-voting membership open only to Grad Parents, Graduates and friends of West Point. Associates receive Newsletters and the Member Directory. *Not Open to Parents of Cadets.*
- Section 3 Honorary Member. Persons who have made substantial contributions to the betterment of the Corporation, the Academy, or the Military, may be nominated by a member, reviewed and voted on by the Executive Committee, and admitted by a majority vote of the membership present at a general membership meeting. Honorary Members shall be exempt from payment of any dues and shall be entitled to all privileges of regular members, except the right to vote or hold office.
- Section 4 Membership shall be available without regard to race, color, creed, sex, or national origin.
- Section 5 The Corporation shall conduct an annual enrollment of members, but persons may be admitted to membership at any time.

Section 6 Members may resign or may be dropped if they move to another area or may be asked to resign for just cause as determined by the Board of Directors.

Section 7 The rights and privileges of a membership shall not be assignable.

Section 8 Divorced families are only required to pay one membership. Membership is allowed on vote, as a family, and one selection of each benefit of the Corporation.

ARTICLE V – DUES

Section 1 The annual dues for each year shall be recommended by the Board of Directors and approved by a majority vote of members present at a meeting.

Section 2 All dues shall be paid annually.

ARTICLE VI – QUALIFICATIONS OF VOTERS

Section 1 Only members of the Corporation whose current dues are paid shall have the privilege of holding any office, introducing a motion, debating, and voting at any meeting of this Corporation. Each family membership is entitled to one vote only, which vote will be assigned to only one representative under that family membership.

Section 2 Each family membership qualified to vote, as determined by Section 1 above, shall be entitled to one vote on each matter submitted to a vote of the members.

ARTICLE VII – SUGGESTED ACTIVITIES

Section 1 To assist cadets in securing transportation home during holidays and leave.

Section 2 To help organize attendance at Academy athletic events each year.

Section 3 To help organize appropriate social events for cadets and their families when home on leave.

Section 4 To host a going-away party or event for new USMA appointees.

Section 5 To submit feature articles about cadets in the news media.

Section 6 To assist qualified persons who are interested in obtaining an appointment to USMA.

Section 7 To pursue other activities which will enhance the prestige of the Military, USMA, and help parents/guardians of cadets.

ARTICLE VIII – BOARD OF DIRECTORS

- Section 1 Administration. The government and management of the Corporation shall be vested in the Board of Directors composed of the President, Vice-President, Treasurer, Recording Secretary, and a Corresponding Secretary who shall be nominated and elected as prescribed in Article XIII.
- Section 2 Term. Directors shall be elected by the members of the Corporation at their annual meeting and shall serve for the term of one year or until their successors are elected or qualified.
- Section 3 Vacancies. Vacancies in the Board shall be filled for the unexpired term by a person elected by majority vote of the remaining members of the Board (notice of such election having been given).
- Section 4 Quorum of Directors. A majority of the members of the Board then in office constitutes a quorum for transaction of business. The vote of the majority of members present at a meeting at which a quorum is present constitutes a valid binding action of the Board. A majority of those directors present at a legally called meeting may adjourn the meeting to another date whether or not a quorum is present. The word “present” in this Section shall mean either physically present at the location where the meeting is being held OR present via electronic means (via Zoom or similar virtual meeting platform).
- Section 5 Meetings. Regular meetings of the Board of Directors may be held upon such notice or without notice, as the Board of Directors shall from time to time determine.
- Section 6 Past President. The immediate Past President of the West Point Parents Club of Michigan, Inc. will be an ex-officio member of the Board of Directors.
- Section 7 Notice of the time and place of special meetings shall be given to each Director through any of the following methods: personally at least one day prior to the time fixes for such meeting, by e-mail at least two days prior to the time fixed for such meeting, or by mail with postage prepaid addressed to such Director at his/her address as it appears on the records of the Corporation at least three days prior to the time fixes for such meeting. Special meetings of the Board of Directors may be called by the President or by a majority of the members of the Board.

ARTICLE IX – OFFICERS

- Section 1 Eligibility. The officers of the Corporation shall be a President, Vice-President, Treasurer, Recording Secretary, and a Corresponding Secretary, all of whom must be voting memberships of the Corporation as prescribed in Article VI.

Section 2 Election. The officers shall be elected to the Board of Directors at the annual meeting for one year or until the successors are elected or qualified. A member shall not be eligible to serve more than two consecutive terms in the same office. A member shall not be eligible to serve more than two consecutive terms in the same officer unless no one else is willing to serve.

Section 3 Vacancy. A vacancy occurring in any office shall be filled for the unexpired term by a person elected by a majority vote of the remaining members of the Board of Directors, notice of such election having been given. In case a vacancy occurs in the office of the President, the Vice President shall have the option to hold the office of President until the next election.

Section 4 Duties of Officers.

a) President

1. Shall be the chief executive officer of the Corporation.
2. Shall preside at all meeting.
3. Shall be an ex-officio member of all committees.
4. Shall appoint committees he/she feels are necessary.
5. Shall perform other duties and functions as may be necessary.
6. Shall sign all written contracts, obligations, and instruments of the Corporation, and shall have charge of the general supervision and control of the Corporation and its management.
7. Shall represent the Corporation at social functions or as required by protocol and good custom.
8. Shall enforce all rules and regulations of the Corporation.
9. Shall make annual reports of the status of the Corporation to the Board and membership.
10. Shall coordinate all activities of the Board and make such decisions as do not require approval of the Board.

b) Vice President

1. Shall in the absence of the President perform his/her duties.
2. Shall perform any other duties assigned by the President.
3. Shall insure that all actions of the Club are within the guidelines of the current Bylaws.

c) Corresponding Secretary

1. Shall notify members of meetings and social events.
2. Shall answer correspondence received by the Corporation under the direction of the President.
3. Shall perform such other duties as may be delegated.

d) Recording Secretary

1. Shall keep the official copy of the Bylaws and Robert's Rules of Order and bring them to all meeting.
2. Shall record the minutes of all meetings of the Corporation.
3. Shall maintain a file of all minutes after their approval.

4. Shall keep attendance records of all meetings.
 5. Shall keep an accurate history of meeting minutes and past membership listings of the Corporation including Board membership and Committee Chairs.
- e) Treasurer
1. Shall maintain an up-to-date membership roster of the USMA cadets and their families.
 2. Shall be custodian of all Corporation funds, depositing them in a depository designated by the Board.
 3. Shall keep an accurate record of all receipts and disbursements with appropriate vouchers to indicate transactions.
 4. Shall submit a Treasurer's report at each meeting and an annual report at the Annual Business meeting.
 5. Shall be responsible for the maintenance of books of accounts and records.
 6. Shall procure a signature card(s) authorizing the Treasurer or President to sign checks.
 7. Shall perform all duties incident to the office of Treasurer.
 8. Shall submit records for audit at the end of each fiscal year or upon resignation. The annual audit shall be conducted by an auditor or an auditing committee of not least than three people appointed by the Board, who, satisfied that the Treasurer's annual report is correct, shall sign a statement of the fact at the end of the report.
 9. Shall not sign a check where the Treasurer, spouse, or family member is the payee.
 10. Shall draft a budget to be reviewed at the first Board meeting of the new administration.
- f) Miscellaneous All officers shall perform duties prescribed and incident to their office, shall deliver to their successors all official material not later than 15 days from leaving office, and shall receive no salary nor other compensation except for legitimate reasonable expenses.

ARTICLE X – EXECUTIVE COMMITTEE

Section 1 Eligibility. The Executive Committee shall consist of the Board of Directors and the Chairpersons of the Committees.

Section 2 Powers and Duties. The Executive Committee shall transact all necessary business in the intervals between membership meetings, shall present reports to the membership and gain approval for major expenditures (defined as expenditures over \$5,000 without offsetting revenue), shall hold meetings as called by the President or majority of the Executive Committee, shall advise the Board on matters pertaining to projects and activities, shall recommend changes or revisions in the Bylaws and present them for membership approval, and can oust by three-quarters vote any officer or chairman not satisfactorily performing his/her duties. Each member of the Executive Committee shall have one vote, a majority of those present ruling.

ARTICLE XI – COMMITTEES

Promptly after assuming office, the President, with the approval of the Board of Directors, shall create committees, and appoint members thereto, as he/she deems appropriate with the approval of the Board of Directors. The President shall provide a description of the scope of services charged to each committee. He/she shall be an ex-officio member of all committees except the Nominating Committee. No committee has the right to obligate the Corporation in excess of budgeted funds authorized by the Board. The Chairperson of each committee will be a member of the Executive Committee and shall present plans of work for approval.

ARTICLE XII – MEMBERSHIP MEETINGS

Section 1 Regular membership meetings of the Corporation shall be held in the spring and fall of each year. The exact date, time, and place to be designated by the President of the Board. Additional meetings and social events will be announced if planned.

Section 2 The election of Directors will be at the Annual Business meeting held in the spring of each year.

Section 3 Except in an emergency, all memberships of the Corporation shall be notified in writing or by e-mail of a meeting not less than two weeks in advance.

Section 4 The transaction of business at all membership meetings will be by majority vote of memberships present. A quorum at any meeting shall consist of those regular memberships present, but in no event shall any business be conducted with less than five memberships present. The word “present” in this Section shall mean either physically present at the location where the meeting is being held OR present via electronic means (via Zoom or similar virtual meeting platform).”

ARTICLE XII – ELECTION OF THE BOARD OF DIRECTORS

Section 1 Directors shall be voting members as prescribed in Article VI.

Section 2 Nominating Committee. At the fall meeting, the President shall appoint a Nominating Committee consisting of at least three members (one director and two members) who will not be running for a position on the Board of Directors. If all current members of the Board of Directors are seeking reelection, the Nominating Committee member representing the Board should be the current Past President. The committee will select its chairman. Nominating Committee members must be published in all newsletters subsequent to the fall meeting until the elections at the spring meeting. They shall select a slate of candidates to be presented to the membership prior to election at the annual spring meeting. Only those persons who have consented to serve shall be nominated. Nominations from the floor by the membership may be made at the

annual spring meeting. The Nominating Committee is encouraged to select a slate of candidates which promotes current officers to positions of increasing responsibilities.

Section 3 Directors will be elected by ballot annually at the spring meeting. The existing Board will conduct elections and their tabulation of the ballots will be considered final. In the case of a tie, the winner shall be determined by the flip of a coin by the President. A membership (as defined in Article VI) must be present to vote and no vote may be cast by proxy. New Directors will be sworn in following their election.

ARTICLE XIV – GENERAL

Section 1 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of April and end on the last day of March of each year.

Section 2 No salary or other compensation shall be paid any officer or director of the Corporation except as specifically provided by the Board and membership.

Section 3 These Bylaws may be amended or revised by a majority vote of the membership in good standing in attendance at any regular meeting, or at a special meeting called for that purpose, provided that such proposed amendments or revisions are stated in the call of the meeting.

ARTICLE XV – PARLIMENTARY AUTHORITY

Robert's Rules of Order Revised shall govern this Corporation in all cases in which they are applicable and which are not in conflict with these Bylaws.

ARTICLE XVI – ADOPTION OF BYLAWS

These Bylaws and Constitution will be effective immediately following their adoption by a majority vote of the memberships present at a meeting duly called for that purpose, and when adopted shall supersede previous Bylaws and amendments thereto, which are hereby annulled.

ARTICLE XVII – DISSOLUTION

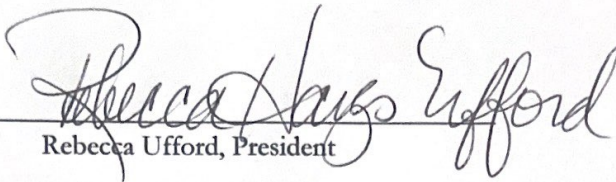
The Corporation may be dissolved at any time by a majority vote of memberships present at a meeting. All memberships must be informed in writing or via e-mail at least four weeks prior to such a vote.

In the event of the liquidation of the Corporation, whether voluntary or involuntary, no member shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of any money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be used or distributed exclusively for purposes within those set forth in Article II of the Articles of Incorporation and within the intendment of Section 501(c)(3) of the Code, and the regulations there under, as the same now exist or as they may be

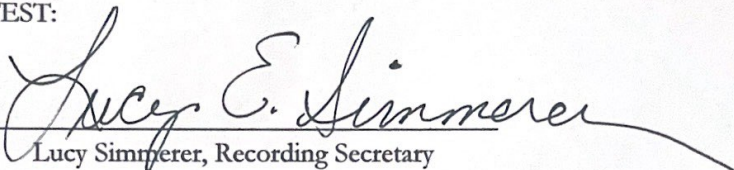
hereafter amended from time to time. If assets exceed liabilities at the time of dissolution, the Treasurer is authorized and directed to write a check payable to the USMA at West Point on behalf of the WPPC of Michigan for the case value of the balance of the net assets of the organization. The members of the Corporation shall not be held personally liable in the event of dissolution if the Corporation's financial assets are insufficient to discharge liabilities.

These Amended and Restated Bylaws adopted by the Corporation on the 14th day of October, 2023 supersede all Bylaws previously adopted by the Corporation.

APPROVED:

/s/ 
Rebecca Ufford, President

ATTEST:

/s/ 
Lucy Simmerer, Recording Secretary