

(The following Constitution and Bylaws of WPSA include all changes approved by the Membership through 17 May 2006.)

CONSTITUTION OF THE
WEST POINT SOCIETY OF ATLANTA

ARTICLE I

NAME

The name of this Society shall be the WEST POINT SOCIETY OF ATLANTA, hereinafter referred to as the Society.

ARTICLE II

OBJECT

The Object of the Society is to provide an organization in which graduates and former cadets of the US Military Academy may continue their association, and through which they may cooperate in social, civic and service projects to promote the principles and welfare of their Alma Mater and its graduates.

ARTICLE III

GOVERNMENT

The government of the Society shall be confided in an executive body consisting of twelve (12) of its Regular Members, known as the Board of Governors. Three past presidents shall be ex officio members of the Board of Governors with voice and vote. If the term of the President-Elect must be extended to a fourth year in order for him or her to serve as President, the Board of Governors shall consist of thirteen (13) Regular Members for that year.

ARTICLE IV

DUES

Under the direction of the Board of Governors, the dues as stipulated by the Bylaws, and any other income, shall be used to defray the expenses incurred in the proper conduct of the affairs of the Society.

ARTICLE V

AMENDMENTS

Amendments to, or changes in, the Constitution and Bylaws may be made at any meeting of the Society by two-thirds vote of the members, either present or represented by proxy. Proposed amendments or recommended changes shall be considered when the Secretary shall have distributed copies of the same to the members at least 15 days before the meeting. Proposed amendments may be distributed by either US Postal Service (USPS) First Class Mail or a combination of e-mail broadcast and USPS (USPS to cover those members who do not have e-mail.)

BYLAWS OF THE
WEST POINT SOCIETY OF ATLANTA

SECTION I
MEMBERSHIP

1. Membership shall be divided into two classes, namely Regular and Honorary.
2. Regular Membership: All graduates of the United States Military Academy, and all former cadets who were honorably discharged from the Academy after serving at least one semester, are eligible for Regular Membership provided their careers thereafter have been honorable.
3. Honorary Membership: Honorary Members shall consist of those men and women of distinction who are elected unanimously and with extreme selectivity for the honor by the Board of Governors because of some outstanding and noteworthy service to the country or to the United States Military Academy, and who have shown themselves to be in sympathy with the Object of the Society. Such men and women may or may not be graduates or former cadets of the Academy.
4. Only Regular Members shall have voting rights.
5. Any eligible person shall become and remain a Regular Member each calendar year by paying his or her current dues.
6. Any Regular Member, who fails to pay his or her annual dues within 31 days after the start of the calendar year, shall be dropped from the Regular Membership until such time as his or her dues are paid in full, at which time he or she may be restored as a Regular Member of the Society.
7. The Board of Governors may, by a two-thirds vote of the Board, expel any member. He or she may be reinstated by a similar two-thirds vote of the full Board, or by a majority vote of the Society at a business or special meeting.

SECTION II
FUNDS

1. Funds of the Society shall consist of membership dues and charges to cover the costs of specific activities. Under the direction of the Board of Governors, all funds shall be collected and used to defray expenses incurred in the proper conduct of the affairs of the Society.
2. The fiscal year shall begin 1 July and end 30 June of each year.
3. Dues.
 - a. Dues shall consist of annual dues and lifetime memberships.
 - b. Only Regular Members of the Society are required to pay dues.
 - c. Annual dues shall be determined by the Board of Governors based on the annual budget and may vary from year to year depending upon the financial needs of the Society. Annual dues for the next calendar year shall be announced at the Annual Organization Meeting, are due on January 1st, and are payable in advance.
 - d. Annual dues shall not exceed \$65.00.
 - e. Life Memberships shall be available at a one-time cost not to exceed \$750.00. Life Memberships previously obtained remain in effect with no further assessment.
 - f. There shall be no initiation or transfer dues.

4. Other Funds.

- a. Charges to cover the costs of specific activities shall be determined by the Board of Governors and assessed for each activity.
- b. Any funds remaining after all expenses are paid shall be made available for other Society activities; however, charges for social activities shall not be deliberately increased for the purpose of raising additional funds for activities other than for which originally intended.

SECTION III

ORGANIZATION

1. Board of Governors.

- a. The government and management of the Society shall be vested in an executive body known as the Board of Governors. The Board of Governors shall be constituted as indicated in Article III of the Constitution.
- b. On all questions of interpretation of the Bylaws or other rules of the Society, the decision of the Board of Governors shall be final unless rescinded by the Society at the Annual Organization Meeting or at a special meeting called for that purpose.
- c. Members of the Board shall be elected for a term of three years, one-third being elected each year (a "Class") at the Annual Organization Meeting of the Society. In the event of a tie, the Board of Governors (to include the outgoing members) shall by its own vote determine which of the tying candidates shall be elected. Terms of office will begin on 1 July and end on 30 June. In the event the President-Elect completes his or her term of three years prior to serving as the President, he or she shall be allowed to serve a term of four years in order to serve as the President. In the event the Nominating Committee nominates a candidate for the office of President-Elect who is completing his or her term of three years prior to serving as the President-Elect, he or she shall be allowed to serve a term of five years in order to serve as the President-Elect, and subsequently as President.
- d. Any vacancy occurring during the business year shall be filled by a new member to be selected by a quorum of the Board of Governors from among the Regular Members of the Society. Such new member shall fill the unexpired term of his or her predecessor.
- e. Failure to attend three consecutive meetings of the Board of Governors may, at the discretion of the Board, be deemed equivalent to tender of resignation therefrom.
- f. Board Members, elected by the members of the Society at an annual meeting, who have served three years, are not eligible for re-election until they have been out of office at least one year. Exceptions to this By-Law provision are allowed for:
 - (1) The current President-Elect and the incoming President-Elect as provided in Section III (1)(c).
 - (2) No more than two members of each Class, when its term expires, may be re-elected to serve another three-year term. However, no member may serve longer than six consecutive years as an elected member without a break of at least one year unless elected as President-Elect and President during their second or third year of either term, in such case their term of service shall be extended by one or two years to allow them to serve in those offices.
- g. Three past presidents shall be appointed to the Board for one year terms. They shall be selected in the following manner: Beginning with the immediate past president and working into the past, offers of appointment shall be made until three past presidents have accepted the offer.
- h. Meetings:
 - (1) Regular meetings of the Board of Governors shall be held a minimum of four times annually, upon the call of the President.
 - (2) Special meetings of the Board of Governors may be held at any time upon call of the President, or any other two members of the Board.
 - (3) A quorum shall consist of two-thirds of the entire membership of the Board, either present or represented by proxy.
 - (4) The Board of Governors shall conduct its business based on "Roberts' Rules of Order".

i. Authority:

(1) The Board shall have the power to reduce the dues of any member for such period as in their judgment shall be advisable and proper.

(2) The Board shall establish operating committees as it deems appropriate.

(3) The Board shall have the power to take such action as the circumstances may require in case a member fails to pay his or her dues.

j. The Board shall submit a report of the affairs of the Society, with the expenditures of the past year and an estimate of the expenses for the coming year, at each Annual Organization Meeting. It shall report at other times if and when called upon to do so in writing by ten or more Regular Members of the Society.

2. Elected Officers of the Society.

a. The elected officers of the Society shall be a President, a President-Elect, a Vice President, a Secretary, a Treasurer, and a Public Affairs Officer. The term of office of each elected officer shall be from 1 July through the following 30 June. Only members of the Board of Governors shall be eligible to serve as elected officers of the Society.

b. With the exception of the President, the officers of the Society shall be elected by the Board of Governors from among their own members by a vote of a majority of those present at a special meeting to be held after the Annual Organization Meeting of the Society but not later than 30 June. The President-Elect shall become the President unless he or she is no longer a member of the Board of Governors.

c. Elected officers of the Society are eligible for re-election immediately upon expiration of term of service, provided they have at least one more year to serve as a member of the Board of Governors. However, in the event the President-Elect is completing his or her third year on the Board of Governors, his or her term of service shall be extended one (1) year to permit him or her to serve as President. In the event the Nominating Committee nominates a candidate for the office of President-Elect who is completing his or her third year on the Board of Governors, his or her term shall be extended two (2) years to permit him or her to serve as President-Elect, and subsequently as President.

d. Any vacancy among the elected officers of the Society, occurring during the year, shall be filled by electing a new officer to serve the unexpired term created by such vacancy. This election shall take place at a meeting of the Board of Governors soon after the vacancy occurs.

e. The President shall preside at all meetings of the Society. He or she shall be Chairman of the Board of Governors and shall sign all written contracts and obligations of the society except that the Treasurer shall also be authorized to sign checks in payment of approved general obligations of the Society. No more than two other Board members, approved by the Board, may be authorized to sign checks for specific approved obligations of the Society. No member with check signing authority shall sign a check reimbursing themselves for expenses incurred for the Society.

f. The President shall nominate the Chairman of committees established by the Board and shall provide for the appointment of other committee members.

g. The President-Elect shall prepare himself or herself to assume the duties of the President during the coming fiscal year and shall perform other duties assigned by the President. The President-Elect shall preside during the absence of the President. The President-Elect shall chair the Nominating Committee.

h. The Vice President shall perform duties assigned by the President and shall preside during the absence of the President and the President-Elect.

i. The Secretary shall:

- (1) Keep the minutes of the Society and of the Board of Governors.
- (2) Notify members of the affairs of the Society, as determined by the Board of Governors .
- (3) Notify members of the Board of the election.

(4) Conduct the correspondence, keep the records, prepare reports including the annual report, and be keeper of the seal of the Society in the event that it is incorporated.

(5) Keep a roster showing the names and addresses of:

- (a) All eligible persons known to reside in the area of the Society.
- (b) All members of the Society.

(6) Be responsible for collection of dues and other charges approved by the Board of Governors.

(7) Turn over to the Treasurer as promptly as possible all funds collected, together with a statement as to the individuals from whom collected and for what purpose.

(8) Publish the list of officers of the Society, the Board of Governors, the By-Laws, the roster of members, and other items.

j. The Treasurer shall:

- (1) Be custodian of the funds of the Society.
- (2) Disburse the funds to defray expenses authorized by the Society or the Board of Governors.
- (3) Report the status of funds at each meeting of the Board.

(4) Have the accounts of the Society audited under the direction of the Board in advance of the Annual Organization Meeting and at such other times as the Board may direct.

(5) Present an annual financial report to the Board for incorporation in the annual report of the Society.

k. In event of the temporary absence of the Secretary or the Treasurer, the duties of either may be performed by another member of the Society appointed by the President.

l. The Public Affairs Officer shall:

(1) Be responsible for all public relations functions of the Society, to include arrangements to carry out the programs of the National Public Relations Committee of West Point Societies.

(2) Maintain, for the use of the officers and members of the Society, a library of current information about West Point. This library will consist of the US Military Academy's index of Current Information, with pertinent books, documents, and article indexed therein, plus other standard reference material on West Point.

(3) Circulate, or otherwise make available to the members, current information about West Point as it is received.

(4) Arrange program features designed to keep the members currently informed concerning West Point. He or she shall coordinate with the chairman of the Program Committee in order to have these features incorporated into programs at appropriate times.

m. The Past Presidents shall be the Board's "Elder Statesmen" and provide insight and guidance to the Board based on their broad experience. They shall: 1) Assist the President in developing a budget. 2) Perform an annual audit of the Treasurer's records. 3) Act as members of the Nominating Committee.

3. Committees.

a. Following the Annual Organization Meeting of the Board of Governors, the President may appoint the following Committee Chairman:

- (1) Financial and Budget Committee.
- (2) Membership Committee.
- (3) Program Committee.
- (4) Resolutions Committee.
- (5) Nominating Committee.
- (6) Job Placement Committee.
- (7) Cadet Candidates Committee.
- (8) Public Affairs Committee.
- (9) Planning Committee.

b. Duties of the Committees shall include the following:

(1) The Financial and Budget Committee shall prepare a financial program for the society at the beginning of each fiscal year and work with the elected officers in obtaining the necessary funds for the Society.

(2) The Membership Committee shall promote membership in the Society and stimulate attendance at all meetings. Each year, prior to the Annual Organization Meeting, the committee will prepare and distribute a directory of the members.

(3) The Program Committee shall prepare and recommend to the Board a program of activities for the coming year to include dates and places for these activities; and shall serve as the Committee for the Founders Day Dinner and for other meetings of the Society.

(4) The Resolutions Committee shall be responsible for periodic review and recommended revision of the Bylaws and for the preparation and review of resolutions proposed for adoption by the Society. Every fifth year the Committee will publish a booklet containing the Bylaws, past Officers and Board Members, history and other appropriate items.

(5) The Nominating Committee shall nominate one candidate for each vacancy on the Board of Governors for the election held at the Annual Organization Meeting. The Nominating Committee shall be composed of the three Past Presidents and enough members of the Board whose terms expire at the end of the current fiscal year to make four (in the event a Past President is not available) and shall be chaired by the President-Elect.

(6) The Job Placement Committee shall serve as a clearing house to assist members of the Society in obtaining employment after they have left military service.

(7) The Cadet Candidates Committee shall develop and conduct activities to assist in the identification, evaluation, and selection of young leaders as potential candidates for the Military Academy. The Committee shall work closely with and in support of the Military Academy Liaison Officer (MALO), the Admissions Division, United States Military Academy, members of the US Congress, and other interested groups.

(8) The Public Affairs Committee shall promote a better understanding of the Military Academy by the public in the Atlanta area; keep the society informed as to developments at the Academy and defend the Academy against unwarranted criticism in the Atlanta area.

(9) The Planning Committee shall develop and review the long term plans and activities of the Society, and provide recommendations to the Board of Governors, and as appropriate, to the members of the Society.

SECTION IV

MEETINGS

1. Schedule of Meetings.

a. The Annual Organization Meeting for election to the Board of Governors, and other business as prescribed in the Bylaws, shall be held annually during the period 15 May - 15 June.

b. Special meetings of the Society may be called by the President or upon the written request of 10 percent of the Regular Members. At least 30 days notice thereof shall be given.

c. A dinner in celebration of the founding of the Military Academy on 16 March 1802 shall be held annually in March. Persons eligible to attend the Founders Day Program of the West Point Society of Atlanta shall be limited to:

- (1) Graduates and former cadets honorably separated of the Military Academy and their spouses.
- (2) Other service academy graduates and their spouses.
- (3) Honorary members of the West Point Society and their spouses.
- (4) Cadets of the Military Academy and their parents.
- (5) Such other persons as the President of the Board of Governors shall approve.

d. Other meetings shall be held as recommended by the Programs Committee and approved by the Board of Governors.

e. A quorum at any meeting of the Society shall consist of 15 percent of the Regular Membership. Members voting by proxy shall be counted as present for purposes of a quorum.

2. Order of Business at Meetings.

a. At the Annual Organization Meeting the order of business shall be as follows:

- (1) Reading of the minutes of the previous meeting, and vote for adoption.
- (2) Financial report.
- (3) Report of Public Affairs Officer.
- (4) Reports of other officers.
- (5) Old business.
- (6) New business.
- (7) Election of members of the Board of Governors.
- (8) Program as arranged by the Chairman of the Program Committee.
- (9) Adjournment.

b. In general, the same order of business shall be followed at other meetings, less portions not applicable.