

BY-LAWS

WEST POINT SOCIETY OF CENTRAL FLORIDA

Article I. NAME¹

The name shall be the West Point Society of Central Florida.

Article II. PURPOSE

The society shall be a nonprofit organization dedicated to furthering the principles and welfare of the United States Military Academy. In accomplishing its purpose, this society endeavors to serve its community, its country, and the graduates of the Military Academy.

Article III. MEMBERSHIP AND DUES

Section 3.01 MEMBERSHIP

- (a) Classification — Membership shall be Regular, Associate, and Honorary.
- (b) Regular Members
 - (i) All graduates of the United States Military Academy who reside in the Central Florida area (as defined by the Association of Graduates) shall be Regular Members of the Society.
 - (ii) Only Regular Members and, if dues are assessed, only Regular Members who have paid such dues shall be qualified to vote, to serve as Directors, and to be officers of the Society.
- (c) Associate Members. Individuals in the following capacities are eligible for Associate Membership, and may become Associate Members for any calendar year by paying dues for that calendar year:
 - (i) Any former cadet who was honorably discharged from the United States Military Academy after serving at least until the close of the academic half-year immediately following his or her admission.
 - (ii) Parent or sibling of a cadet.
 - (iii) Parent, sibling, or child of a person eligible for Regular Membership.

¹ The original charter, issued by the Seventeenth Judicial Circuit of the State of Florida February 26, 1932, established the Society as the West Point Society of Florida. An amendment to the charter executed on January 24, 1969 changed the name to the "West Point Society of Central Florida, Inc."

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- (iv) Any individual appointed by the USMA Admissions Office as District Representative, Liaison Officer, Admissions Representative, or whatever title he or she may be given by that office.
- (v) Any individual who, by his or her efforts and/or contributions of time and service, assists the West Point Society of Central Florida in fulfilling its purpose.
- (d) Honorary – Honorary Members shall not be required to be graduates or former cadets of the United States Military Academy and shall not be required to pay dues. Any surviving spouse of a deceased member or deceased graduate is automatically an Honorary Member. In addition, the Board of Directors may designate such other Honorary Members as it deems appropriate. Categories of individuals that may be considered for honorary membership include:
 - (i) Friends of West Point as defined by the Association of Graduates By Laws.
 - (ii) Those individuals of distinction who are elected unanimously by the Board of Directors because of outstanding and noteworthy service to their community, country, or to the United States Military Academy.
 - (iii) Senator or Member of Congress.
 - (iv) Any person who has a member of his/her immediate family on the USMA staff and faculty.
 - (v) USMA Cadets from the local area, and USMA Cadets visiting the Central Florida area.
- (e) Regular and Associate Members shall renew their membership by paying in advance the dues for that year as fixed by the Board of Directors.
- (f) Resignation and Expulsion
 - (i) 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.
 - (ii) Expulsion — At a meeting duly called in accordance with the By-laws, a member may be expelled for cause by a two-thirds vote of a quorum of the Board of Directors. An expelled member may be reinstated by a vote of a majority of a quorum of the Board of Directors.

Section 3.02 Dues

- (a) Membership dues shall be determined annually by the Board of Directors.
- (b) The fiscal year begins January 1 and ends on December 31 of each year. Annual dues for the coming fiscal year are payable in advance.

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Article IV. BOARD OF DIRECTORS

Section 4.01 Governance and Management

The governance and management of the society shall be vested in an executive body of at least five of its Regular Members known as the Board of Directors. The primary officers (President, Vice President, Secretary, and Treasurer) shall be directors. On all questions of interpretation of the By-laws or other rules of the society, the decision of the Board of Directors shall be final unless rescinded by the society at the Annual Business Meeting or at a special meeting called for the purpose.

Section 4.02 Financial Matters

- (a) The fiscal year begins January 1 and ends on December 31 of each year.
- (b) The Board of Directors shall have the authority to invest the society's treasury in whole or in part in the manner it deems prudent to achieve maximum growth with reasonable safety.
- (c) In the event of dissolution of the West Point Society of Central Florida, 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).
 - Association of Graduates, United States Military Academy, West Point, NY 10996.
 - West Point Fund, United States Military Academy, West Point, NY 10996.
 - United States Military Academy, West Point, NY 10996 (Federal Agency).
 - The Federal Government of the United States of America.

Article V. OFFICERS

Section 5.01 Officers of the Society and other Members of the Board (Directors) shall be elected each year at the Annual Business Meeting of the society by a majority vote of those Regular Voting Members present.

Section 5.02 Board Members are eligible for re-election.

Section 5.03 Each year Members of the Board shall appoint a nominating committee to propose a slate of Directors for the following year. Other nominations may be made from the floor at the Annual Business Meeting.

Section 5.04 If a vacancy occurs during the fiscal year, it shall be filled by an individual who receives a majority vote of a quorum of the Board for the unexpired term.

Section 5.05 A regular meeting of the Board shall be held once a quarter at the call of the President.

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Section 5.06 Special meetings may be held at any time upon call of the President, the Secretary, or any two members of the Board. At such meetings, business will be confined to that specified in the call for the meeting.

Section 5.07 A quorum of the Board shall consist of a majority of the directors.

Section 5.08 The Board shall establish operating committees as it deems necessary.

Section 5.09 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, no later than January 31st of each calendar year. The report may be delivered in writing, orally, or electronically as deemed appropriate by the President of the Society

Section 5.10 The officers of the society shall be a President, a Vice President, a Secretary, a Treasurer, and such other officer or officers as the Board may from time to time determine.

Section 5.11 The term of office of each officer shall commence at the beginning of the fiscal year following his or her election. The term of office is one year. Officers may be re-elected.

Section 5.12 Resignations shall not be effective until accepted by the Board.

Section 5.13 DUTIES

- (a) The President shall normally preside at meetings and dinners of the society and shall be a member of the Board of Directors. He shall sign all written contracts and obligations of the society. He shall appoint the chairmen of committees established by the Board.
- (b) 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.
- (c) The Secretary shall be responsible for the following:
 - (i) Keeping the minutes of the society and of the Board of Directors.
 - (ii) Delivering notices of meetings to members, and directors.
 - (iii) Maintaining records and files of the Society, and preparing necessary reports.
 - (iv) Performing other duties in accordance with these Bylaws and the direction of the President or the Board of Directors.
- (d) The Treasurer shall be the custodian of the funds of the society and shall be responsible for the following:
 - (i) Disbursing the funds to defray expenses authorized by the society or the Board of Directors.

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- (ii) Reporting the status of the funds at each meeting of the Board.
- (iii) Having the Society's accounts reviewed under the direction of the Board in advance of the Annual Business Meeting and at such other times as the Board may direct.
- (iv) Presenting an annual financial report to the Board in the report of the Annual Business Meeting.

Section 5.14 In the event of the temporary absence of the Secretary or Treasurer, his duties may be performed by another member of the society appointed by the President.

Article VI. SOCIETY MEETINGS

Section 6.01 The Annual Business Meeting of the society for election of the Board of Directors, and such other business as prescribed in the By-laws, shall be held annually on such date as determined by the Board. The Secretary shall notify all regular members at least fourteen days in advance of the meeting. This notification shall include ballots for the election of directors, and for any other matters requiring membership approval.

Section 6.02 Special meetings of the society 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.

Section 6.03 A quorum at any meeting of the society shall consist of 10 percent of the Regular Membership.

Section 6.04 A Founders Day dinner in celebration of the founding of the Military Academy on March 16, 1802, is held annually. The date may be adjusted to enable the Society to obtain an acceptable Founders Day speaker.

Article VII. COMMITTEES

Section 7.01 The President may appoint such committees as deemed appropriate, including the following:

- (a) Advisory Committee of Past Presidents and Vice Presidents.
- (b) Distinguished Society Awards Committee.
- (c) Financial and Budget Committee.
- (d) Membership Committee.
- (e) Programs Committee.
- (f) Resolutions Committee.

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- (g) Nominating Committee.
- (h) Outstanding Candidates (Admissions) Committee.
- (i) Information and Public Relations Committee.
- (j) Career Advisory Committee.
- (k) Other Committees as deemed appropriate by the Board of Directors.

Section 7.02 Duties of the Committees may include the following:

- (a) The Advisory Committee of Past Presidents and Vice Presidents shall advise the President on such matters as he/she may request. The Committee may attend meetings of the Board of Directors for the purpose of providing advice and recommendations.
- (b) The Distinguished Society Awards (DSA) Committee shall ensure that the Society fulfills the requirements for the Distinguished Society Award. Committee responsibilities include the following:
 - (i) Measuring the Society's planned activities against the Association of Graduates' list of essential activities. Advise the Board of Directors of additional activities that should be considered.
 - (ii) Monitoring the Society's performance in other areas of consideration including: Membership Growth, Society Programs and Events, Communications and Information. Identify for the Board of Directors any areas where improvement is needed.
 - (iii) Preparing and submitting the Distinguished Society Spreadsheet, and other DSA documentation required by the Association of Graduates.
- (a) The Financial and Budget Committee shall prepare a financial program for the society at the beginning of each fiscal year and shall work with the Treasurer in obtaining the necessary funds for the society.
- (b) The Membership Committee shall promote membership in the society. Each year, before the Annual Business Meeting, the Committee will prepare and distribute a directory of the members.
- (c) The Program Committee will prepare and recommend to the Board a program of activities for the coming year to include dates and places for these activities. It will serve as the Committee for the Founders Day dinner and for the Annual Business Meeting.
- (d) The Resolutions Committee shall be responsible for periodic review and recommended revision of the By-laws and for the preparation or review of resolutions proposed for adoption by the society. Every fifth year the Committee will publish a booklet containing By-laws, past officers and Board Members, History, and other appropriate items.

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- (e) The Nominating Committee shall nominate one candidate for each vacancy on the Board for the election held at the Annual Business Meeting.
- (f) The Outstanding Candidates Committee will work with the Admissions Office, USMA, to advise and evaluate candidates for the Military Academy.
- (g) The Information and Public Relations Committee shall promote a better understanding of the Military Academy by the public in the area of the society and keep the society informed of developments at the Academy.
- (h) The Career Advisory Committee shall advise and assist members or those eligible for membership regarding career opportunities.

Article VIII. AMENDMENTS

Amendments or changes to By-laws may be made at any meeting of the society by a two-thirds vote of a quorum of eligible voters present or represented by proxy. Such proposed amendments and changes shall, however, be considered only when the Secretary has distributed copies of the same to the members at least seven days prior to the meeting.

Article IX. EX-OFFICIO BOARD MEMBERS

Upon election of his successor, the immediate past President of the society shall become an ex-officio member of the Board of Directors with full voting rights of a director for a term of one year unless such past President is already a duly elected director. From time to time the Board may designate any one or more of the officers of the society to be ex-officio members of the Board of Directors with full voting rights of directors for the term of their office as officers. Ex-officio members with voting rights of a director shall be counted for the purposes of a quorum of the Board, but shall not be counted in determining the number of directors to be elected by the Regular members of the society at the Annual Business Meeting of the society.