



**BYLAWS
of the
PERPETUAL ENDOWMENT BOARD
UNITED STATES MILITARY ACADEMY
CLASS of 1958**



ARTICLE I: Purpose

We, the members of the Class of 1958, United States Military Academy (USMA), West Point, New York, hereby establish a perpetual endowment in honor of our class. The funds generated by this endowment are to be used to support the Corps of Cadets and the institution of the United States Military Academy or its successor organization(s). The endowment will remain in force as long as the United States Military Academy, or its successor organization(s), trains men and women to serve their country.

ARTICLE II: Definition of Terms

Perpetual Endowment Fund (PEF). A perpetual fund created by the USMA Class of 1958 to support the U.S. Corps of Cadets and the United States Military Academy, or its successor organization(s).

Perpetual Endowment Board (PEB). The entity that manages, controls, and supervises the collection, investment, and disbursement of contributions and earnings of the PEF. All members of the PEB are non-compensated volunteers.

Fund Administrator. The entity chosen by the PEB to hold and administer the PEF. Currently it is the Charitable Gift Fund of Fidelity Investments, a not-for-profit charitable organization.

Trustees. Two or more members selected from and by the PEB and recognized by the Fund Administrator as empowered to make decisions in all matters regarding the PEF. Trustees will only implement decisions approved by the PEB. The PEB will select the Trustees by a majority vote of a quorum. Trustees will have no set term of office.

Quorum. Two-thirds of the voting PEB members shall constitute a quorum.

ARTICLE III: Contributions and Disbursements

Section 1. Contributions and Investments

- (a) The PEB may establish procedures for fund drives.
- (b) The PEB may change the Fund Administrator and transfer the investment of the Endowment Fund at any time to another qualified administrator by a majority vote of a quorum of the Board.
- (c) The PEB will determine the manner in which the funds will be invested by a majority vote of a quorum of the Board.
- (d) The PEB will follow an investment philosophy that strives for steady growth of funds over time, coinciding with the growth of the American and world economy. The PEB is prohibited from speculating with any part of these funds, to include the short term trading of stocks and options, and the buying and selling of commodities or currencies.

Section 2. Prior History

In 2008, on the 50th anniversary of our graduation from the United States Military Academy, the Endowment Board authorized a disbursement from the Endowment Fund IAW the By-Laws in being at that time to support the renovation of facility known as the First Class Club, a project relating to the education, training, or well-being of Cadets at the U.S. Military Academy. No other distributions will be made until 2058, unless legally required and directed by Fidelity Investments or a subsequent fund manager.

Section 3. Disbursements

- (a) In 2058, on the 100th anniversary of the Class's graduation from the United States Military Academy, the PEB will begin regular disbursements every ten years to the West Point Association of Graduates (AOG) for the benefit of the US Military Academy. Each disbursement will not exceed 25 percent of the value of the fund, less any legally required disbursements previously directed by Fidelity Investments or a subsequent fund manager since the first disbursement. The PEB may target disbursements towards specific projects, especially those previously identified by the Class EXCOM as worthy of support. Two such projects are the First Class Club, and the George Walker Debate Room. Other projects identified by the EXCOM or the PEB should be included in this category.
- (b) Deviations from the above schedule of disbursements are prohibited

Section 4. 100th Anniversary Gift Presentation

The Class of 1958 desires that the presentation of its gift to the United States Military Academy, beginning on the 100th anniversary of its graduation and at ten year intervals thereafter, will include a suitably recognized ceremony at West Point, that invites our descendants to attend. The point of contact for information concerning this event for our descendants should be the AOG, or its successor organization

ARTICLE IV – PEB Membership

Section 1. Composition of the PEB

- (a) The PEB shall consist of nine voting members.
 - 1. Four elected Founder Members who are graduates or former members of the Class of 1958.
 - 2. Three elected Descendant Members who are West Point Graduates descended from a member of our Class.
 - 3. One Designated Member who is a graduate of West Point, working for the Association of Graduates, and is instrumental in executing the PEF mission.
 - 4. One Designated Member who is a graduate from the USMA Class of 1998 or subsequent classes ending in "8," who was First Captain or other high-ranking cadet or class officer.
- (b) The Designated Members will not be elected to the PEB, but will be invited to serve at the convenience of the board, by a majority vote of the elected members of the PEB. These members will provide current visibility into conditions at the Academy and its needs, and maintain a fresh perspective of cadet life.
- (c) As long as the Executive Committee of the USMA Class of 1958 continues to function, the members of the Class will nominate and vote on the composition of the PEB in accordance with procedures established by the PEB. During this period, the PEB will consist of the positions identified above in Article IV, Section 1(a) as modified by subsequent PEBs.
- (d) Descendent Members will be chosen in so far as possible in the following order of priority. If Descendant Members are unattainable, these replacements will be non-Descendant Members in the same order of priority:

- 1) Graduates from the United States Military Academy.
- 2) Individuals currently serving in or retired from the Armed Forces of the United States, with a preference to those who serve or are retired from the U.S. Army.
- 3) Individuals who in the judgment of the Board exemplify the traditions of duty, honor, country, and are known to cherish the ideals of service to the nation.

Section 2. Terms of Office and Restrictions

- (a) The normal term of office for the elected members of the PEB is seven years with one member replaced each year.
- (b) In the event that an elected member of the PEB is not able to complete his or her term, a replacement member selected by a majority vote of a quorum will fill the remaining term of the incumbent.
- (c) PEB members, including the Chairman, may not serve more than two consecutive terms.
- (d) No member of the PEB may be related to another member by either blood or marriage.
- (e) Any member of the PEB may have his or her membership terminated by a majority vote of a quorum or by resignation.
- (f) At the outset of their terms, each member of the PEB must sign a provision that states, "I have read and understand the Bylaws of the Perpetual Endowment Board of the United States Military Academy Class of 1958, and promise to the best of my ability to execute my responsibilities in conformance with the desires of the USMA Class of 1958 as expressed in these Bylaws."

Section 3. Designated Member Emeriti

- (a) The Designated Member of the PEB, who was the First Captain or other high-ranking cadet or class officer (per Article IV, Section 1(a)(4) above), shall upon the termination of his or her ten year membership on the Board, be invited by the Chairman to serve as a Designated Member Emeritus to the PEB. As such, he or she is not a voting member of the PEB, but may attend meetings and provide his or her views to the PEB.
- (b) If a former First Captain or other high-ranking cadet or class officer accepts

this invitation, his or her term of service is for life; however, this privilege may be terminated by a majority of a quorum.

(c) Designated Members Emeriti may exercise their vote on two issues: changes to these Bylaws and the distribution of funds.

(d) Designated Members Emeriti will be kept abreast of the PEB activities by the Secretary of the PEB.

ARTICLE V - Officers

The PEB Officers shall be comprised of a Chairman, a Vice Chairman, a Secretary, a Treasurer, and other positions that members of the Board deem appropriate. The Chairman and other officers will be elected by a majority vote of a quorum of the Board.

ARTICLE VI - Termination of the Fund and PEB

Section 1. Desire of the Class of 1958

We desire that our gift to the USMA last in perpetuity but realize that events which cannot be anticipated now might render continuance of the endowment inappropriate. Future PEBs should be guided by our wish that the endowment remain in effect as long as its funds can constructively be used to support the education and training of future officers of the Army at West Point (or the Armed Forces in the event of integration) or the education and training at West Point of men and women to serve their country.

Section 2. Termination of the Fund

In the event that the purpose of this fund cannot be maintained, as established in Article I, specifically, (1) if the facilities of the USMA or its successor entity are no longer used to train future officers of the United States or to serve their country, the PEB may by a majority vote of a quorum, disestablish the fund and distribute the remaining money to one or more institutions or organizations whose goals are to encourage service to the nation.

ARTICLE VII - Meetings

The PEB shall meet at least annually at the call of the Chair to address investment progress, fund raising, possible plans for the disbursement of funds

and other matters deemed appropriate. Meetings may be conducted remotely via electronic media.

ARTICLE VIII - Status Reports

Members of the Class of 1958, the EXCOM, and other interested parties as determined by the PEB, will be furnished a financial status report at least annually. Initially the status report will be placed on the Class Home Page on the Internet. Other methods may subsequently be employed.

ARTICLE IX - Registration and Amendments

Amendments to these Bylaws may be made by a 75% vote of the entire membership of the PEB, except that the purposes for which the fund was created may not be changed. This is the only instance where the quorum rules enumerated in Article II do not apply.

The Chairman and Secretary of the PEB only will sign the new version of the Bylaws including the amended changes, once approved by the Board.

The Bylaws will be maintained at the offices of the Association of Graduates, or its successor organization. A copy of the Bylaws will be available upon request for inspection by any member of the Class of 1958, member of the PEB, or after 2008 by any official of the Association of Graduates of the United States Military Academy.

ARTICLE X - Operating and Other Expenses

All contributions and earnings of the PEB will be used for the purposes stated in Article I. The Class of 1958 USMA will pay all reasonable, necessary and prudent expenses of the PEF and PEB from other class funds. It is the intent of the class that residual funds remaining in the class operating fund account will be turned over to the PEB to pay PEB administrative and Class residual expenses when the Executive Committee is no longer a viable entity or at an earlier time to be decided by the Class.

ARTICLE XI - Enactment

These Bylaws shall become effective when dated and signed by the Chairman of the PEB and approved in accordance with Article IX. Amendments to these Bylaws must be provided to the EXCOM and the AOG within 90 days of their enactment.

ARTICLE XII - Protection of Trustees and Other Members of the PEB

The desires of the USMA Class of 1958 are stated in this document, and include the composition of the board, the investment strategy it is to follow, the timing of disbursements, and similar matters. In the event that one or more members of the PEB should be subject to adverse legal action as a consequence of discharging their responsibilities in accordance with the desires of the class, assets of the fund, not to exceed five per cent per incident, may be used to pay their legal expenses.

APPROVED by unanimous vote of the PEF board of directors on November 15, 2021.

George C. Lawton
Chairman
USMA Class of 1958
Perpetual Endowment Board

Valerie G. Coffey
Secretary
USMA Class of 1985
Perpetual Endowment Board