

WEST POINT SOCIETY OF THE LEHIGH VALLEY

BY-LAWS

ARTICLE I — NAME

The name shall be the West Point Society of the Lehigh Valley.

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 cadets and graduates of the Military Academy.

ARTICLE III — MEMBERSHIP

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

§3.2. Honorary

Honorary members shall consist of 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. 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.

§3.3. Regular — Any graduate of the United States Military Academy and 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, shall be eligible for Regular Membership.

§3.4. Associate —

3.4.a. The spouse of a deceased Regular Member is automatically an Associate Member.

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

3.4.b (1). Spouse, widow, or widower, of a person eligible for Regular Membership.

3.4.b. (2). Parent or sibling of a cadet.

3.4.b(3). Parent, sibling, or child of a person eligible for Regular Membership.

3.4.b(4). Senator or Member of Congress.

3.4.b(5). 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.

3.4.b(6). Any person who has a member of his/her immediate family on the USMA staff and faculty.

§3.5. Special — Individuals in the following capacities are eligible for Special Membership. Dues for this classification are waived.

3.5.a. Cadets from the local area.

3.5.b. Other cadets who have distinguished themselves by outstanding service to the United States Military Academy and who are in their First Class year at the Academy.

3.5.c. Any individual who, by his or her efforts and/or contributions of time and service, assists the West Point Society of the Lehigh Valley in fulfilling its purpose.

§3.6. Regular and Associate Members shall renew their membership by paying in advance the dues for that year as fixed by the Board of Directors.

§3.7. Only Regular Members shall have voting rights.

§3.8. Resignation and Expulsion

3.8.a. 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.b. 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 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 By-laws. (note this can for all intents and purposes never happen)

ARTICLE IV — BOARD OF DIRECTORS

§4.1. The governance and management of the society shall be vested in an executive body of at least six and no more than twelve of its Regular Members known as the Board of Directors. Elected officers are automatically Board members. 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. 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.

§4.2. In the event of dissolution of the West Point Society of the Lehigh Valley, 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).

4.2.a. Association of Graduates, United States Military Academy, West Point, NY 10996.

4.2.b. West Point Fund, United States Military Academy, West Point, NY 10996.

4.2.c. United States Military Academy, West Point, NY 10996 (Federal Agency).

4.2.d. The Federal Government of the United States of America.

§4.3. Members of the Board other than elected officers shall be elected for a period of three years, approximately one-third being elected each year at the Annual Business Meeting of the society by a majority vote. In the case of a tie, balloting shall continue until all vacancies have been filled.

§4.4. Board Members are eligible for re-election.

§4.5. Each year those Members of the Board serving their second year shall be members of a nominating committee and shall nominate one candidate for each of the outgoing Board Members' vacancies and for elected officers. Other nominations may be made from the floor at the Annual Business Meeting.

§4.6. If a vacancy occurs during the fiscal year, it shall be filled by a majority vote of a quorum of the Board for the unexpired term. Failure to attend two consecutive Board Meetings without justifiable reason shall be deemed equivalent to tender of resignation therefore.

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

§4.8. 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.

§4.9. A quorum of the Board shall consist of three members.

§4.10. 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.

§4.11. The Board shall establish operating committees as it deems necessary.

§4.12. 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 Business Meeting. It shall report at other times if called upon to do so by ten or more members in writing.

§4.13. The Chairman of the Board shall be the President, who shall preside over Board Meetings.

§4.14. Board meetings can consist of physical meetings or be conducted by teleconference.

ARTICLE V — OFFICERS

§5.1. The officers of the society 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.

§5.2. All officers shall be elected by the Regular Membership at the Annual Business Meeting of the society.

§5.3. The term of office of each officer shall commence immediately following his or her election. The term of office is one year. Officers may be re-elected.

§5.4. Resignations shall not be effective until accepted by the Board.

§5.5. 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 may establish committees as he deems necessary. He shall nominate the chairmen of committees established by the Board and shall provide for the appointment of other committee members. He shall perform such other duties as the Board of Directors may assign him.

§5.6. 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.

§5.7. The Secretary shall be responsible for the following:

5.7.a. Keeping the minutes of society and Board of Directors meetings.

5.7.b. Notifying members of the affairs of the society, as determined by the Board.

5.7.c. Notifying members of the Board of their election.

5.7.d. Conducting the correspondence, keeping the records, preparing necessary reports, including the annual report, and keeping the seal of the society in the event that it is incorporated.

5.7.e. Keeping a roster showing the names and addresses of:

5.7.e.(1) All eligible persons known to reside in the area of the society.

5.7.e.(2) All members of the society.

5.7.f. Collecting dues and dinner assessments. (Treasurer responsibility?)

5.7.g. Turning over to the Treasurer as promptly as possible all funds collected, with a statement as to the individuals from whom collected and for what purpose.

5.7.h. Publishing the list of officers of the society, the Board of Directors, the By-laws, the roster of members, and other items.

§5.8. The Treasurer shall be the custodian of the funds of the society and shall be responsible for the following:

5.8.a. Disbursing the funds to defray expenses authorized by the society or the Board of Directors.

5.8.b. Reporting the status of the funds at each meeting of the Board.

5.8.c. Having his accounts audited 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.d. Presenting an annual financial report to the Board of incorporation in the report of the Annual Business Meeting.

§5.9. 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 — MEETINGS

§6.1. The Annual Business Meeting of the society for election to the Board of Directors, and other business as prescribed in the By-laws, shall be held annually during the Founders Day Dinner unless otherwise specified.

§6.2. 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.

§6.3. Meetings are held at least semiannually. The Founders Day dinner in March shall constitute the Annual Business Meeting, and other meetings will normally be luncheon affairs. They will be primarily social in nature and may include prominent guest speakers. Insofar as possible, business will be confined to the Annual Business Meeting.

§6.4. A quorum at any meeting of the society shall consist of 10 percent of the Regular Membership. If any meeting of the society does not reach a quorum, another meeting may be called within 30 days.

§6.5. A Founders Day dinner in celebration of the founding of the Military Academy on March 16, 1802, is held annually, normally on a Saturday near March 16.

§6.6. Business may be transacted as follows:

6.6.a. At the Annual Business Meeting, or

6.6.b. At any special meeting, but such business shall be limited to that specified in the call for the meeting, or

6.6.c. At any other meeting by unanimous consent of the members present.

§6.7. The order of business at the Annual Business Meeting of the society shall be as follows:

6.7.a. Ascertainment of the presence of a quorum.

6.7.b. Financial Report.

6.7.c. Reading of the minutes of the previous meeting.

6.7.d. Annual report of the preceding year's activities and suggestions by the retiring officers.

6.7.e. Unfinished business.

6.7.f. Election of the Board of Directors.

6.7.g. New business.

6.7.h. Adjournment.

§6.8. The order of business at special meetings 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. At the organizational meeting of the Board of Directors, the President may appoint the following Committee Chairmen:

7.1.a. Financial and Budget Committee.

7.1.b. Membership Committee.

7.1.c. Program Committee.

7.1.d. Resolutions Committee.

7.1.e. Nominating Committee.

7.1.f. Eisenhower Leadership Award Committee.

7.1.g. Information and Public Relations Committee.

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

7.2.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.

7.2.b. The Membership Committee shall promote membership in the society and shall stimulate attendance at all meetings. Each year, before the Annual Business Meeting, the Committee will prepare and distribute a directory of the members.

7.2.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.

7.2.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.

7.2.e. The Nominating Committee shall nominate one candidate for each vacancy on the Board for the election held at the Annual Business Meeting.

7.2.f. The Eisenhower Leadership Award Committee will work with Local high schools to determine and recognize students to be recognized for their leadership abilities.

7.2.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 on developments at the Academy.

ARTICLE VIII — DUES

§8.1. Under the direction of the Board of Directors, dues shall be assessed as stipulated in the By-laws and funds shall be used to defray the expenses made necessary in the proper conduct of the affairs of the society.

§8.2. Regular and Associate membership dues shall be determined annually by the Board of Directors.

§8.3. The fiscal year begins March 1 and ends on the last day of February of each year. Annual dues for the coming fiscal year are payable in advance.

ARTICLE IX — AMENDMENTS

Amendments to or changes in By-laws may be made at any meeting of the society by a two-thirds vote of a quorum or members represented by proxy. Such proposed amendments and changes shall,

however, be considered only when the Secretary shall have distributed copies of the same to the members at least seven days prior to the meeting.

ARTICLE X — ADDITIONAL DUTIES OF THE PRESIDENT

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.