

WEST POINT SOCIETY OF NEW ENGLAND, Inc. BY-LAWS

SECTION 1 – MEMBERSHIP

1.1 Classification – Membership shall be Regular, Associate, Honorary and Special.

1.1.1 Regular – Graduates of the United States Military Academy hereinafter referred to as “The Academy”, and former cadets who were honorably discharged from the Academy after completing at least one semester shall be eligible for Regular Membership.

1.1.2 Associate – Individuals eligible for Society membership shall include the following:

1.1.2.a Parent or sibling of a cadet.

1.1.2.b Individuals recognized by the USMA Admissions Office as a member of the Admissions Field Force.

1.1.2.c Individuals who assist the Society by contributions of time or effort.

1.1.2.d Parent, sibling or child of a person eligible for Regular Membership.

1.1.2.e Any person who has a member of his/her immediate family on the staff or faculty of USMA.

1.1.2.f Senators or Members of Congress.

1.1.3 Honorary –

Individuals who have been elected unanimously by the Board of Governors of the West Point Society of New England herein after referred to as “The Board” because of outstanding and noteworthy service to their community, their country, or to The Academy and who exemplify the motto “duty, honor, country”.

1.1.4 Special - Individuals in the following capacities are eligible for Special Membership. Dues for this classification are waived.

1.1.4.a Cadets from the local area.

1.1.4.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.

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

1.1.4.d Spouse, widow or widower of a person eligible for Regular Membership.

1.2 Rights and Responsibilities

1.2.1 Regular and Associate Members shall renew their memberships by paying annual dues as established by the Board. They may become lifetime members upon payment of a lifetime membership fee as established by the Board.

1.2.2 Regular Members only shall have voting rights.

1.2.3 Regular members only shall be eligible to hold office in the Society.

1.3 Resignation and Expulsion

1.3.1 Resignation – A member may resign at any time by giving written notice to the Board. Such resignation shall take effect at the time specified therein, or immediately if no time is specified. Resignation shall not entitle a member to return of dues paid for the unexpired term.

1.3.2 Expulsion – A member may be expelled only for cause which is defined as words or actions which are contrary to the purpose of the Society, the Academy, or the motto “duty, honor, country”. Such expulsion shall take place at a meeting of the Society duly called in accordance with the by-laws provided the member to be considered for expulsion has been given at least 20 days written notice of such proposed action. A two-thirds vote of a quorum of the members shall be required for expulsion. An expelled member may be reinstated by a vote of a majority of a quorum at a meeting duly called in accordance with the by-laws.

SECTION 2 – BOARD OF GOVERNORS

2.1 Governance – The affairs of the Society shall be governed by an executive body of fifteen of its regular members known as the Board of Governors. On all questions of interpretation of the by-laws or other rules of the Society, the decision of The Board shall be final unless rescinded by the society at an Annual Business Meeting or at a special meeting called for that purpose. The Board shall have the authority to invest the society’s treasury in whole or in part in a manner it deems prudent.

2.2 Dissolution – In the event of dissolution of the Society, the Board shall offer all funds and property remaining clear and unencumbered following final receipts and disbursements to the following organizations in order of priority listed:

2.2.1 West Point Association of Graduates, United States Military Academy, West Point, NY 10996

2.2.2 The Long Gray Line Endowment Fund, West Point Association of Graduates, United States Military Academy, West Point, NY 10996

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

2.2.4 The Federal Government of the United States of America.

2.3 Election – Members of the Board shall be elected for a period of three years, one third being elected each year by written ballot prior to the Annual Business Meeting of the Society. The five candidates with the most votes shall become members of the Board. In case of a tie, the outgoing Board shall by its vote resolve the tie.

2.3.1 Board members are eligible for reelection.

2.3.2 Vacancies – If a vacancy occurs during the fiscal year, it shall be filled for the remainder of the unexpired term by a majority vote of a quorum of the Board.

2.3.3 Meetings –

2.3.3.a Meetings shall be held at the call of the President, Secretary, or any two other members of the Board. Notice shall be given in writing at least seven calendar days before the scheduled meeting date. A quorum shall consist of seven members.

2.3.3.b A regular meeting of the Board shall be held not less than once a quarter at the call of the President.

2.4 Votes – Except as specified herein, all votes shall be decided by a simple majority of members present

2.5 Gifts – The Board may designate a gift or honorarium be given to, or provided in the name of, any meeting speaker, special guest of the Society, or other party as deemed by the Board.

2.6 Reports – 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.

2.7 Committees –

2.7.1 The Board shall establish committees, both standing and special, as it deems necessary. Standing committees shall consist of at least the following: Nominating, Finance and Budget, Membership and Program.

2.7.2 The Board shall establish operating committees as it deems necessary.

2.7.3 At the organizational meeting of the Board of Directors, the President may appoint the following Committee Chairmen:

2.7.3.a Nominating Committee.

2.7.3.b Financial and Budget Committee.

2.7.3.c Membership Committee.

2.7.3.d Program Committee.

2.7.4 Duties of the Committees shall include the following:

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

2.7.4.b 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.

2.7.4.c The Membership Committee shall promote membership in the society and shall stimulate attendance at all meetings.

2.7.4.d 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.

2.8 Designation of Ex-officio Members - The board may designate a member as an Ex-officio member of the Board.

SECTION 3 – OFFICERS

3.1 Designation – The officers of the Society shall be a President, a Vice President, a Secretary and a Treasurer. The offices of Secretary and Treasurer may be held by one person.

3.2 Election – The officers shall be elected by the Board at its first meeting following each Annual Business Meeting of the Society. Officers may be reelected.

3.3 Term of Office – The term of office of each officer shall commence immediately following his or her election.

3.4 Resignation – The resignation of an officer shall be effective upon acceptance of the Board. A vacancy caused by such resignation shall be filled by the Board by election.

3.5 Duties of Officers

3.5.1 President – The President shall preside at all meetings of the Society and the Board. The President shall appoint members to all special and standing committees established by the Board and appoint chairmen thereof. The President shall sign all written contracts and obligations of the Society. The President shall perform other duties as the Board may assign.

3.5.2 Vice President – The Vice President shall have such powers and duties as prescribed by the President and shall discharge the duties of the President in his or her absence.

3.5.3 Secretary – The Secretary shall be responsible for the following:

3.5.3.a Keeping the minutes of the Society and the Board.

3.5.3.b Notifying members of the affairs of the Society as determined by the Board.

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

3.5.3.d Conducting the correspondence, keeping the records and preparing necessary reports including the annual report.

3.5.3.e Publishing the list of officers of the Society, the Board, the by-laws, the roster of members and other items as required by the Board.

3.5.3.f Publishing notices of meetings of the Society and the Board.

3.5.3.g Submitting news of Society activities to Assembly and First Call.

3.5.3.h Keeping a roster showing the names and addresses of:

3.5.3.h(1) All eligible persons known to reside in the area of the society.

3.5.3.h(2) All members of the society.

3.5.3.i Collecting dues and dinner assessments.

3.5.3.j 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.

3.5.4 Treasurer – The Treasurer shall be the custodian of the funds of the Society and be responsible for the following:

3.5.4.a Establishing and maintaining such accounts as may be necessary to conduct the business of the Society.

3.5.4.b Disbursing funds to defray expenses authorized by the Society and the Board.

3.5.4.c Reporting the status of funds at each Board meeting.

3.5.4.d Having the accounts audited as directed by the Board.

3.5.4.e Presenting an annual financial report as part of the Annual Business Meeting.

3.5.4.f Preparing all financial reports as may be required by regulatory agencies.

3.6 Temporary Absence of Secretary or Treasurer – 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.

SECTION 4 – SOCIETY MEETINGS

4.1 Notice of Meetings – Notice shall be given by the Secretary to members at least seven days prior to a meeting.

4.2 Annual Business Meeting – The Annual Business Meeting shall be held in January each year on a date established by the Board.

4.3 Founder’s Day – A Founder’s Day meeting shall be held each year within 30 days of Founder’s Day.

4.4 Special Meetings of the Society – Special meetings may be held at any time upon call of the President or upon the written request of at least ten Regular Members. At such meetings, business will be confined to that specified in the call for the meeting.

4.5 Quorum – A quorum at any meeting of the Society shall consist of 10 percent of the Regular Members. The lack of a quorum at the Annual Business Meeting shall not inhibit the accomplishment of Society business.

4.6 Agenda

4.6.1 Business may be transacted at the Annual Business Meeting, or at any special meeting, but at a special meeting such business shall be limited to that specified in the call for the meeting.

4.6.2 Business may be transacted at any meeting by unanimous consent of the members present.

4.7 Votes – Except as specified herein, all votes shall be decided by a simple majority of members present.

SECTION 5 – FISCAL YEAR

5.1 Establishment of the Fiscal Year – The Fiscal year of the Society shall be the calendar year.

SECTION 6 - AMENDMENTS

6.1 By-Laws – Amendments to the by-laws may be proposed by three members of the Board or by petition of at least 15 regular members.

- 6.1.1** Board Proposed Amendments to or changes in By-laws may be made by a two-thirds vote of all Board members at a meeting of the Board.
- 6.1.2** Regular Member Proposed 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.

Adopted 10/3/1996
Amended 3/8/2000
Amended 10/7/2008
Amended 12/1/2009