

BY-LAWS
OF
WEST POINT SOCIETY OF CENTRAL FLORIDA, INC.
A Florida Not-For-Profit Corporation

The West Point Society of Central Florida (hereinafter referred to as the “Society”) was established to foster camaraderie, uphold the values of Duty, Honor, and Country, and promote the principles of leadership and service exemplified by the graduates of the United States Military Academy (USMA) at West Point. The Society seeks to unite its members in support of West Point, provide a network for professional and social connections, and contribute to the broader community through service and engagement.

These By-Laws serve as the governing document of the Society, outlining its structure, responsibilities, and operational procedures to ensure the effective fulfillment of its purpose. The Society operates as a nonprofit organization and adheres to all applicable laws and regulations governing such entities.

ARTICLE I - HISTORY AND PURPOSE

Section 1. History

The Society was originally incorporated as the West Point Society of Florida on February 26, 1932, under the authority of the Seventeenth Judicial Circuit of the State of Florida. This judicially granted charter provided the legal foundation for the Society’s operations, ensuring its ability to function as a nonprofit entity dedicated to supporting West Point graduates and values.

On January 24, 1969, an amendment to the charter formally changed the name to the "West Point Society of Central Florida, Inc.," reflecting its regional focus while maintaining its mission of fostering camaraderie and supporting the values of the United States Military Academy.

To align with modern nonprofit governance standards, the Society transitioned from a judicial charter to an administrative filing system on November 28, 2000. This change streamlined the Society’s compliance with state and federal regulations, ensuring ongoing adherence to nonprofit operational requirements under applicable laws.

Throughout its history, the Society has served as a vital connection point for graduates, cadets, families, and friends of West Point across Central Florida. It has supported admissions outreach,

scholarship programs, veterans' initiatives, and community service events that promote the ideals of Duty, Honor, Country.

As one of the oldest West Point Societies in the nation, it continues to honor the legacy of the Long Gray Line while fostering professional development, leadership, and public service across generations.

Section 2. Purpose

The Society is a nonprofit organization dedicated to:

- Support to USMA Educational & Extracurricular Activities – Providing scholarships, leadership programs, mentorship, career development, athletics, and community engagement in alignment with the values of the USMA.
- Promotion of USMA Ideals – Advancing the principles of Duty, Honor, Country, fostering ethical leadership and public service, and encouraging a commitment to lifelong service in alignment with the values of USMA.
- Fostering Member Camaraderie –Providing social, recreational, and morale-building activities that support camaraderie among veterans, cadets, and their eligible family members, in compliance with 501(c)(19) regulations.

No part of the Society's earnings shall inure to the benefit of, or be distributed to, any individual member except as reasonable compensation for services rendered in furtherance of the Society's mission.

The Society's primary designation is as a 501(c)(19) veterans' organization. Should the Board of Directors choose to establish separate 501(c)(3) charitable activities, such activities shall operate under distinct legal and financial management to ensure compliance with IRS regulations and preserve the Society's veteran-centered purpose.

ARTICLE II - MEMBERSHIP

Section 1. Eligibility

Membership is open to all graduates of the United States Military Academy, current and former cadets, and individuals who support the purpose and values of West Point. Participation in 501(c)(3) activities does not confer membership, voting rights, or governance authority within the Society's 501(c)(19) structure. 501(c)(3) program participants, donors, or beneficiaries shall have no influence over the policies, operations, or leadership of the Society's 501(c)(19) entity.

Section 2. Classes of Membership

- **Regular Member**
 - Eligibility: USMA graduate.
 - Benefits: Leadership opportunities, event participation, networking, and direct engagement with cadet support initiatives.
- **Cadet Member**
 - Eligibility: Current cadets or admitted candidates.
 - Benefits: Participation in events and networking.
- **Honorary Member**
 - Eligibility: Individuals selected by the Board of Directors for their outstanding service to Society or West Point.
 - Benefits: Recognized status, invitations to special events, and potential speaking or mentoring opportunities.
- **Distinguished Member**
 - Eligibility: Graduates who have demonstrated outstanding leadership, service, or support to the Society, nominated by a current Society member and approved by Board or a designated committee.
 - Benefits: Lifetime Regular Member status, invitations to special events or VIP gatherings, potential speaking or mentoring opportunities.
- **Associate (Non-Member)**
 - Eligibility: Non-graduate former cadets, parents and dependents of cadets/graduates, spouses of graduates, and other service academy graduates.
 - Benefits: Participation in events, networking, and support roles at the discretion of the Board.

Section 3. Annual Membership Dues

Dues shall be determined by the Board of Directors. The membership year begins on January 1 and ends on December 31. Distinguished Members are exempt from dues.

All dues revenue shall be recorded as 501(c)(19) income and shall not be used to subsidize any 501(c)(3) activities. In the event the Society conducts both 501(c)(19) and 501(c)(3) programs, membership dues shall be used exclusively for veteran-focused initiatives or general operations in compliance with IRS 501(c)(19) regulations.

Membership dues are non-refundable, except in the event of administrative error or overpayment.

Section 4. Voting Rights

Regular Members in good standing—defined as those who have paid current dues and are not under disciplinary action—shall be entitled to vote on matters brought before the membership.

Distinguished Members, as a class of Regular Members, retain full voting rights.

Cadet Members, Honorary Members, and Associates shall not have voting rights.

Eligible voting members may vote on amendments to the By-Laws affecting membership rights, Board elections, and any other matters as determined by the Board of Directors.

Section 5. Membership Review

The Society shall ensure continued compliance with IRS requirements for 501(c)(19) veterans' organizations, including maintaining a membership in which at least 75% of members are past or present members of the U.S. Armed Forces, and at least 90% are past or present service members, cadets, or their qualifying family members. No more than 2.5% of the total membership (specifically, Honorary Members) shall consist of individuals who do not meet these criteria.

Non-voting and non-dues-paying participants—including Cadet Members, Honorary Members, Distinguished Members, and Associates—shall be tracked in internal documentation and classified separately for the purposes of IRS membership composition reporting.

Distinguished Members, while exempt from dues, are still counted as Regular Members for IRS purposes if they meet the veteran eligibility criteria. Associates shall not be reported as official members under IRS guidelines but may be included in outreach or event communications.

After a period of three (3) years of inactivity—defined as no dues payment, no event participation, and repeated failure of correspondence—the member will be considered inactive and removed from the official membership roster. Inactive members may be reinstated upon request and payment of current dues, subject to Board approval.

ARTICLE III – ADMISSIONS OUTREACH AND ENGAGEMENT

In alignment with its purpose as a 501(c)(19) veterans' organization, the Society may engage in educational outreach to promote public service, leadership development, and military career pathways through USMA and similar institutions.

Section 1. Scope of Outreach

Admissions-related outreach shall be limited to the following activities:

- Participation in community events, career fairs, or school programs to encourage interest in service academies and leadership in the U.S. Armed Forces.
- General presentations or discussions that increase public understanding of USMA, its programs, and its values of Duty, Honor, and Country.
- May use Society funds for travel, materials, and event participation by Society members acting in a volunteer capacity, provided such activities support patriotism, public service, or West Point ideals and are approved by the Board.

Section 2. Mentorship and Informational Support

Society members may offer basic guidance and information to prospective candidates, cadet applicants, or their families, provided that:

- Such support is provided voluntarily and without compensation.
- It is limited to general information about USMA admissions, military education, and service opportunities.
- It does not include individualized coaching, application preparation, essay review, test tutoring, or any paid consulting conducted under the Society's name.
- Members clearly separate any private advising activities from their role within the Society.

Section 3. Board Oversight and Recordkeeping

All outreach efforts must:

- Be approved by the Board prior to any commitment of funds or public representation.
- Be conducted by members acting in a volunteer role.
- Avoid direct financial contributions or payments to USMA or affiliated fundraising organizations.
- Be documented in Society records, including summaries or reports that reflect adherence to IRS requirements for 501(c)(19) veterans' organizations.

ARTICLE IV – SUPPORT FOR CADET ACTIVITIES

The Society may use funds to support activities involving cadets of USMA, provided such support aligns with the Society's purpose as a 501(c)(19) veterans' organization.

Eligible cadet support may include:

- Leadership development programs, seminars, or exercises.
- Events honoring academic, military, or ethical excellence.
- Ceremonies or functions that reinforce the values of Duty, Honor, Country.
- Joint initiatives or mentorship engagements with Society members that prepare cadets for service in the U.S. Armed Forces.

All cadet-related support must:

- Encourage interaction between cadets and Society members in a manner that fosters mutual respect and professional growth.
- Avoid any form of personal financial benefit to individual cadets, including unrestricted cash or gifts.
- Be directed toward specific, pre-approved activities or events that are consistent with the Society's purpose.
- Be documented in Board meeting minutes and financial reports and approved through standard financial oversight procedures.
- Support for cadet activities shall be included in the Society's annual budget and reviewed periodically to ensure continued alignment with the Society's purpose and applicable IRS guidelines.

ARTICLE V – MEMBER SOCIAL AND RECREATIONAL ACTIVITIES

The Society may organize and fund social, recreational, and morale-building activities for its members, consistent with its designation as a 501(c)(19) veterans' organization. These activities are intended to promote camaraderie, strengthen relationships among members, and reinforce shared values of Duty, Honor, Country.

Eligible activities may include:

- Social gatherings such as luncheons, dinners, or holiday events.
- Recreational outings, sporting events, or informal member meetups.
- Society member recognition events or award presentations.
- Family-inclusive events that support Society member well-being and community.

All such events must:

- Be open to eligible members as defined by these By-Laws.
- Primarily serve the interests and morale of Society members.
- Reflect respect for military service and foster a spirit of fellowship among attendees.
- Be documented through event summaries and expense records and approved by the Board.

Funds used for these activities shall be included in the annual operating budget and may not be used for personal gifts or compensation. The Board shall ensure that these activities do not conflict with the Society's nonprofit purpose and continue to meet IRS guidelines for veterans' organizations.

ARTICLE VI – BOARD OF DIRECTORS & GOVERNANCE

Section 1. Board of Directors

The Society shall be governed by a Board of Directors ("the Board"), which shall consist solely of the elected Officers of the Society. The Board composition shall include:

1. President (Chairperson of the Board)
2. Vice President
3. Secretary
4. Treasurer
5. Member-at-Large

Section 2. Elections

Every two years, the Board of Directors shall appoint an Election Chairman to manage the elections of the Directors/Officers for the following two years. The Election Chairman will publicize the election timeline. The Board of Directors/Officer positions shall be elected by a majority vote of those Regular Members voting.

Only Regular Members are eligible to nominate prospective Directors/Officers, and nominees must be, or become, Regular Members.

Directors/Officers are eligible for reelection; however, no individual may serve more than four (4) consecutive years in the same office position or more than six (6) consecutive years on the Board itself.

The Election Chairman shall issue a formal call for nominations to the general membership no later than sixty (60) days prior to the scheduled election date. Nominations must be submitted in writing by a Regular Member in good standing and received at least thirty (30) days before the

election. Each nomination shall include the nominee's name, contact information, and a brief statement of qualifications and interest. A ballot listing all eligible nominees shall be distributed to voting members no later than twenty-one (21) days prior to the election deadline. Voting shall remain open for a minimum of fourteen (14) days, after which ballots shall be certified by the Election Chairman. Election results shall be announced to the membership within ten (10) days of certification.

Section 3. Ex-Officio Board Members

The immediate past President of the Society shall serve as an ex-officio member of the Board for one year following the election of their successor, unless they are already serving as an elected Board member. As an ex-officio member, they shall have full voting rights and be included in quorum counts for Board meetings. However, they shall not be counted toward the total number of elected Directors/Officers required under these By-Laws.

Section 4. Board Member Replacement

In the event of a vacancy on the Board, the remaining Board members shall nominate a replacement. A special meeting shall be called to vote on the nominated replacement, requiring a majority vote of the remaining Board members for approval. The appointed Board member shall serve the remainder of the unexpired term and be eligible for re-election at the next scheduled election cycle.

If the vacancy occurs in the position of President, the Vice President shall assume the role until the special meeting vote is conducted within 90 days. If a vacancy occurs in any other Board position, a special meeting vote shall be held within 60 days to appoint a permanent replacement. In the interim, the Board may appoint a temporary successor.

Section 5. Board Member Duties

1. President

- Presides over board meetings and represents the Society at official functions.
- Ensures execution of the Society's purpose and initiatives.
- Prepares and presents an annual report to the Board.
- Oversees Society activities and serves as the primary spokesperson.

2. Vice President

- Assists the President in carrying out Society initiatives and duties.
- Assumes the role of President in their absence.
- Supports the planning and coordination of Society events and activities.

3. Secretary

- Maintains official records, meeting minutes, and correspondence.
- Ensures proper documentation of all Board decisions and policies.
- Keeps an up-to-date record of membership and official Society documents.
- Manages communications between the Board and membership.

4. Treasurer

- Manages financial records, oversees dues collection, and maintains the Society's budget.
- Prepares and presents financial reports to the Board.
- Ensures compliance with all financial and tax reporting requirements, including filing necessary documents with the State of Florida and the IRS.
- Files the Annual Report with the State of Florida (due between January 1 and May 1).
- Submits the appropriate IRS Form 990-N or 990-EZ (due by May 15 if operating on a calendar fiscal year).
- Files the Annual Registration Renewal and Financial Report with the Florida Department of Agriculture and Consumer Services by the organization's registration anniversary date, ensuring compliance with the Solicitation of Contributions Act.
- Manages financial transactions and disbursements with Board approval.

5. Member-at-Large

- Assists the Board with Society initiatives, including event planning and outreach.
- Supports fundraising and sponsorship efforts.
- Acts as a liaison between the membership and the Board to address member concerns.
- Provides general support for Society operations as needed.

Section 6. Appointment of Committee Chairs

The Board of Directors may establish committees to oversee special events and programs as needed. The President shall appoint committee chairs, subject to approval by a majority vote of the Board. Committee chairs shall be responsible for organizing and managing their respective events or programs, reporting progress to the Board, and ensuring alignment with the Society's purpose. They may recruit members to assist in fulfilling committee responsibilities. Committees shall be dissolved upon completion of their assigned tasks or at the discretion of the Board.

Section 7. Designation of Registered Agent and Registered Office

The Society shall continuously maintain a registered office and a registered agent in the State of Florida, as required by law. The registered office may be the same as the Society's principal office or a separate address. The Board shall ensure that any changes to the registered agent or registered office are promptly filed with the Florida Department of State in accordance with Chapter 617 of the Florida Statutes.

Section 8. Separation of 501(c)(19) and 501(c)(3) Activities

If the Society elects to establish and maintain 501(c)(3) activities, such activities shall operate as legally and financially separate initiatives. The Board shall establish separate governance oversight where necessary to ensure compliance with IRS regulations. The following restrictions shall apply:

- 501(c)(3) programs shall be funded exclusively through tax-deductible contributions, grants, and non-membership sources.
- 501(c)(19) membership dues, event proceeds, and veteran-focused resources shall not be transferred or used to subsidize 501(c)(3) activities.
- Financial transactions between 501(c)(19) and 501(c)(3) activities must be reviewed by legal and tax professionals, comply with IRS regulations (including Revenue Rulings 65-2 and 66-79), and receive documented Board approval.
- Separate bank accounts, financial statements, and reporting structures shall be maintained for each entity to ensure compliance and transparency.

ARTICLE VII – BOARD OF DIRECTORS MEETINGS

Section 1. Regular Meetings

The Board shall hold regular meetings at least quarterly to conduct Society business. Regular meetings may be held in-person or virtually. Notice of all regular meetings shall be given to all Board members at least seven (7) days in advance.

Section 2. Special Meetings

Special meetings may be called by the President or a majority of the Board as needed.

Section 3. Quorum Requirements

A quorum for board meetings shall consist of a majority of the Board members.

Section 4. Meeting Minutes

The Secretary shall record minutes of all Board meetings, including attendance, votes taken, and resolutions adopted. Minutes shall be approved by the Board at the next regular meeting and kept as part of the official records of the Society for at least seven (7) years in accordance with best nonprofit governance practices.

For 501(c)(19) activities, minutes shall document that all funding decisions comply with IRS requirements, ensuring that at least 90% of expenditure benefits eligible veterans, active-duty service members, or their dependents.

For 501(c)(3) activities, minutes shall include specific financial and operational records related to charitable programs, donations, and grants, ensuring compliance with IRS public charity guidelines.

The Society is not required to disclose 501(c)(19) meeting minutes publicly. However, 501(c)(3) meeting minutes related to charitable expenditures, grants, or donations may be disclosed upon formal request in compliance with IRS regulations.

ARTICLE VIII - FINANCES

Section 1. Financial Oversight and Fiscal Year

The Society shall operate as a nonprofit entity, ensuring that all funds are used to support its purpose and activities. The Treasurer is responsible for maintaining accurate financial records, managing financial transactions, and reporting the financial status to the Board. The fiscal year of the Society shall align with the calendar year to facilitate financial planning and reporting.

Section 2. Expenditures and Financial Accountability

The Treasurer shall establish and maintain documented financial policies governing the receipt, allocation, and expenditure of funds for both 501(c)(19) and 501(c)(3) activities (if applicable), ensuring compliance with IRS regulations.

All expenditures exceeding \$250 shall require prior Board approval. Emergency expenditures exceeding this threshold may be authorized by the President and Treasurer but must be reviewed by the Board within 14 days.

Section 3. Separation of 501(c)(19) and 501(c)(3) Activities

The Society shall maintain separate financial management procedures for 501(c)(19) and any 501(c)(3) activities, including distinct bank accounts, financial records, and reporting requirements.

An independent financial review or audit may be conducted annually to ensure compliance with IRS tax-exempt status regulations and Florida nonprofit laws.

The Treasurer shall ensure that independent financial statements for each tax-exempt activity are maintained in accordance with Generally Accepted Accounting Principles (GAAP) or other accepted nonprofit standards, as applicable.

The Treasurer shall prepare and submit independent financial reports for each activity to the Board at least once per fiscal year, including income, expenditures, and compliance with restricted fund usage.

ARTICLE IX – ANNUAL REPORTS

After the end of each calendar year, the Board will assemble and make available a consolidated annual report. The report will consist of:

- Statement of EOY Financial Position
- Statement of Fiscal Year's Financial Activities
- Statement of Fiscal Year's Cash Flows by Program
- Membership Status
- Report of Notable Activities (or copy of submission for Distinguished Society Award)
- If 501(c)(3) activities are conducted, the annual report shall include a summary of the charitable impact, including grant distributions, public programming, and service outcomes.

ARTICLE X – CONTRIBUTIONS & SPONSORSHIPS

Section 1. General Contributions

The Society may accept financial and in-kind contributions from individuals, corporations, foundations, and other entities. Contributions may be allocated to general operations, designated programs, or specific initiatives aligned with the Society's mission. Contributions shall be used in accordance with donor intent and in compliance with applicable laws and regulations governing nonprofit organizations.

Section 2. Sponsorships

Sponsorships may be accepted for events, programs, or activities. Sponsorships shall be treated as restricted funds and used solely for the designated purpose, unless the donor explicitly authorizes otherwise. Any unused restricted sponsorship funds shall be carried forward into the next fiscal year for their designated purpose or, if no longer applicable, reallocated with donor consent or used in alignment with the donor's original intent.

The Society may recognize sponsors through printed materials, signage, event programs, and public acknowledgments. However, no sponsorship agreement shall include direct advertising or promotional benefits that would constitute taxable advertising income unless treated accordingly.

Section 3. Corporate Donations

Corporate donations may be accepted as either general contributions or sponsorships and must be clearly documented to reflect whether they are made in support of 501(c)(19) or 501(c)(3) activities.

The Society shall issue written acknowledgments for all corporate donations in accordance with IRS requirements. Each acknowledgment shall include the donation amount, the applicable tax-exempt designation (501(c)(19) or 501(c)(3)), and whether any goods or services were provided in exchange for the donation. All agreements or acknowledgments involving corporate donations shall be reviewed by the Board and, if needed, legal counsel to ensure compliance with charitable solicitation laws.

Donations made in exchange for sponsorship recognition or benefits must be evaluated to determine whether they constitute a qualified sponsorship payment (not subject to unrelated business income tax) or taxable advertising. The Society shall not guarantee any direct commercial benefit, endorsement, or exclusive arrangement to corporate donors in exchange for contributions.

Section 4. Transparency and Reporting

The Treasurer shall maintain records of all contributions and sponsorships, ensuring they are used in accordance with their designated purpose. A report detailing the allocation and use of restricted funds shall be presented at the Annual Board Meeting to ensure transparency and accountability.

ARTICLE XI – CONFLICT OF INTEREST

Section 1. Purpose

The purpose of this Conflict of Interest Policy is to protect the integrity and interests of the Society when considering transactions, contracts, or arrangements that could benefit a Board member, officer, or affiliated individual. This policy ensures that all decisions are made in the best interests of the Society and in compliance with applicable laws governing nonprofit organizations.

Section 2. Duty to Disclose

Any Board member, officer, or committee member who has a direct or indirect financial interest in a proposed transaction or arrangement must disclose the nature of their interest to the Board before any discussion or decision-making occurs.

Section 3. Determining Conflicts of Interest

The Board shall review disclosed financial interests and determine whether a conflict of interest exists. If a conflict is identified, the affected individual must recuse themselves from discussion and abstain from voting on the matter.

Section 4. Procedures for Addressing Conflicts

1. The Board shall evaluate the potential conflict and determine whether the transaction is fair, reasonable, and in the Society's best interests.
2. If deemed necessary, the Board may seek independent advice or competitive bids to ensure objectivity in decision-making.
3. The Board's decision regarding the conflict shall be documented in the official meeting minutes.

Section 5. Annual Conflict of Interest Disclosure

All Board members and officers shall sign a conflict of interest disclosure form annually, affirming that they understand this policy and will disclose any potential conflicts in a timely manner.

Section 6. Ensuring Compliance for 501(c)(19) and 501(c)(3) Activities

In the event the Society operates both 501(c)(19) and 501(c)(3) activities, any Board member or officer involved in financial transactions related to either entity must disclose any direct or indirect financial interest. No Board member, officer, or committee member shall receive compensation from both 501(c)(19) and 501(c)(3) funds without documented approval and compliance with IRS regulations. All conflicts of interest related to 501(c)(3) fundraising, grants, or charitable programs must be reviewed separately to ensure compliance with IRS charitable organization standards.

ARTICLE XIII - INDEMNIFICATION

To the fullest extent permitted by Florida law, the Society shall indemnify any director or officer, or former director or officer, against expenses, including attorney's fees, judgments, fines, and amounts paid in settlement, reasonably incurred in connection with any action or proceeding in which they were made a party by reason of their service to the Society, provided they acted in good faith and in a manner reasonably believed to be in the best interests of the Society.

This indemnification shall not apply in cases involving willful misconduct, gross negligence, or criminal activity.

The Board may purchase liability insurance to support this indemnification if deemed necessary.

ARTICLE XIV – RECORDS AND INSPECTION RIGHTS

The Society shall maintain accurate records of its activities, including meeting minutes, financial reports, and a membership roster. Upon written request, a voting member in good standing may inspect such records at a reasonable time for a proper purpose, as defined under Florida Statutes Section 617.1602.

ARTICLE XV - AMENDMENTS

Amendments to these By-Laws may be proposed by any member of the Board. Proposed amendments must be submitted in writing to the Board for review. Amendments require approval by a two-thirds ($\frac{2}{3}$) vote of the Board to be enacted.

For amendments affecting membership rights, the Board must present the proposed amendment for ratification by a majority vote of the general membership.

ARTICLE XVI - DISSOLUTION

In the event of dissolution, all remaining assets after payment of debts and obligations shall be distributed to one or more tax-exempt organizations that align with the Society's mission. Priority shall be given to:

- Association of Graduates of the United States Military Academy (a 501(c)(3) organization)
- United States Military Academy (a Federal Agency)
- The Federal Government of the United States, for public purposes

ARTICLE XVII – EFFECTIVE DATE

These By-Laws of the West Point Society of Central Florida, Inc. were adopted by a vote of the Board of Directors on May 29, 2025, and shall take effect immediately upon approval.

EXECUTION

IN WITNESS WHEREOF, the undersigned Board Members of the West Point Society of Central Florida, Inc. hereby certify that these By-Laws were adopted by a duly called vote of the Board on May 29, 2025.


Marc Angle (May 30, 2025 16:37 MDT)

Marc Angle
President / Chairman of the Board



Robert Grimming
Treasurer


James Oswald (May 30, 2025 18:38 EDT)

James Oswald
Vice-President


Landy Dunham (Jun 8, 2025 21:04 EDT)

Landy Dunham
Member-at-Large



Thomas Giordano, Jr.
Secretary