

BY-LAWS

WEST POINT SOCIETY OF CENTRAL FLORIDA

The By-Laws of the West Point Society of Central Florida effective 13 July 2016 are as adopted by a simple majority vote of WPSCF membership

SECTION I (Charter)

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." (hereinafter "the Society").

SECTION II (Purpose)

The Society shall be a nonprofit organization dedicated to furthering the principles and welfare of the United States Military Academy (hereinafter "USMA"). In accomplishing its purpose, the Society endeavors to serve its community, its country, and the graduates of USMA.

SECTION III (Membership)

1. Membership shall be divided into three classes: Regular, Honorary, and Associate.
2. Regular Membership: All graduates of USMA who reside in the Central Florida area (as defined by the Association of Graduates) are eligible for Regular Membership provided there is no question of moral turpitude. They shall become Regular Members of the Society upon registering their names with the Secretary of the Society and paying their dues. Any Regular Member who, at the beginning of the next fiscal year, fails to pay his/her annual dues can be classified as a Non---Member until the payment of such dues and can be dropped from the rolls altogether after a lapse of one year. Only Regular Members in good standing are entitled to vote.
3. Honorary Membership: Honorary Members shall consist of Regular Members' surviving spouses, and of those persons of distinction who may or may not be graduates of USMA but who, by some outstanding and noteworthy service, have demonstrated outstanding support of the objectives of the Society. Such members are elected by the Board of Directors and are not required to pay dues. Individuals in the following capacities are eligible for Honorary Membership:
 - a. Friends of West Point as defined by the Association of Graduates By-Laws.
 - b. Those individuals of distinction who are elected by the Board of Directors because of outstanding and noteworthy service to their community, country or to USMA.
 - c. Senator or Member of Congress.
 - d. Any person who has a member of his/her immediate family on the USMA staff or faculty.
 - e. USMA Cadets from the local area and USMA Cadets visiting the Central Florida area.

4. Associate Members consist of those who are not USMA graduates but by their actions have demonstrated support for the objectives of the Society. Such members are elected by the Board of Directors and shall pay dues. Individuals in the following capacities are eligible for Associate Membership:
 - a. All Cadets and all former Cadets who were honorably discharged from the Academy after serving at least one semester.
 - b. Parent or sibling of a cadet.
 - c. Parent, sibling, or child of a person eligible for Regular Membership.
 - d. 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.
 - e. 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.

SECTION IV (Dues)

1. Annual Dues shall be determined by the Board of Directors.
2. The Membership year begins on January 1 and ends on December 31.
3. Annual dues for the coming Membership year are payable in advance.
4. Only Regular and Associate Members are required to pay dues.
5. There shall be no initiation or transfer fees.

SECTION V (Organization)

A. Board of Directors

1. The governance and management of the Society shall be vested in an executive body of at least five (5) of its Regular Members known as the Board of Directors/Officers.
2. They shall be elected for a term of two (2) years beginning on January 1 and ending on December 31 of the second year.
3. Any vacancy occurring during the business year shall be filled by a new member selected by a quorum of the Board of Directors/Officers from among the Regular Members of the Society. Such new member shall fulfill the unexpired term of his/her predecessor.
4. Meetings:
 - a. Regular meetings of the Board may be held at any time upon the call of the President, or any other members of the Board.
 - b. Special meetings of the Board may be held at any time upon the call of the President, the Secretary or any other three members of the Board.
 - c. A quorum of the Board of Directors/Officers is constituted by a simple majority of the number of Board members.
5. Board Authority:
 - a. The Board of Directors/Officers shall have the authority to elect Honorary and Associate Members.
 - b. The Board shall have the authority to admit and expel members by vote.

- c. In the election of an Honorary or Associate member or the expulsion of any member of the Board, the votes of all but one of those present shall be required.
- d. The Board shall have the authority to take such action as the circumstances may require in case a member fails to pay his/her dues.
- e. The Board shall exercise oversight of the activities of the Society and shall provide guidance to the President as appropriate.

B. Officers of the Society

1. The officers of the Society shall be a President, a Vice President, a Secretary, a Treasurer, and a Board Member at Large. Each shall serve a term of two years.
2. Any vacancy occurring during the year shall be filled by vote of the Board of Directors for a new officer to serve the unexpired term created by such vacancy. This election shall take place at a meeting of the Board of Directors/Officers soon after the vacancy occurs.
3. Duties:
 - a. President
 - i. Preside at all meetings of the Society and Board of Directors.
 - ii. Sign all written contracts and obligations of the Society.
 - iii. Appoint the chairmen of committees established by the Board of Directors.
 - b. Vice President
 - i. All powers and duties as prescribed by the President.
 - ii. Preside at all meetings in the absence of the President.
 - c. Secretary
 - i. Keep the minutes of the Society and of the Board of Directors.
 - ii. Deliver notices of meetings to members and directors.
 - iii. Maintain records and files of the Society, and prepare necessary reports.
 - iv. Ensure up-to-date maintenance of membership records.
 - v. Ensure timely Distinguished Society submission to AOG.
 - d. Treasurer
 - i. Manage the Society's finances.
 - ii. Disburse the funds to defray expenses authorized by the Board of Directors.
 - iii. Report the status of the funds at each meeting of the Board.
 - iv. Facilitate filing of the annual tax return of the Society.
 - v. Present an annual financial report to the Board in conjunction with filing of the tax return.
 - vi. Maintain oversight of the Society's Bank Accounts.
 - e. Board Member at Large
 - i. Assume duties as prescribed by the President and Vice-President.

C. Elections

1. Each year, 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.

2. The Board of Directors/Officer positions shall be elected by a majority vote of those Regular Members voting.
3. Two Board positions shall be filled in one year and three Board positions shall be filled in the alternate year, to provide continuity in board membership.
4. Only Regular Members are eligible to nominate prospective Board members. Nominees must be, or become, Regular Members.
5. Directors/Officers are eligible for reelection.
6. No individual may serve more than four (4) consecutive years in the same officer position or more than six (6) consecutive years on the Board itself.
7. Election results shall be verified by the Election Chairman.

D. Society Committees

The Board of Directors may, at its discretion, establish working committees for the Society. Such committees may include, but are not limited to: IT, Membership, Admissions, Social, Founders Day, Army-Navy Football, Business Networking, Parents Club, Active Military/AUSA, Fund Raising, and Bereavement. The President shall appoint the Committee Chairman who shall organize and manage the committee to meet the objectives assigned by the Board of Directors.

E. Ex-officio Board Members

Upon election of his or her 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. 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.

SECTION VI (Meetings)

1. The Annual Business Meeting of the Society for election of the Board of Directors/Officers and other business prescribed in the by-laws will be held in the Fall. In lieu of an Annual Business Meeting, the Board may elect to conduct such business electronically.
2. Special meetings of the Society may be called by the President or upon written request of ten Regular Members of the Society. At least seven days' notice shall be given to the members by the Secretary.
3. A Founders Day Dinner in celebration of the founding of the Military Academy on March 16, 1802 will be held annually. The date may be adjusted to enable the Society to obtain an acceptable Founders Day speaker.
4. Other meetings will be held as needed.
5. A quorum at any meeting of the Society shall consist of a simple majority of the Regular Members attending such meeting.