



## **Bylaws of the West Point Society of the District of Columbia and the National Capital Region**

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## **ARTICLE I. NAME OF ORGANIZATION**

The name of the organization is the West Point Society of the District of Columbia and the National Capital Region ("WPSDC" or "Society"), an independent but subordinate entity of the West Point Association of Graduates ("WPAOG").

## **ARTICLE II. PURPOSE AND OBJECTIVES**

The purpose and objectives of the Society are set forth in Article II of the Constitution of the Society.

## **ARTICLE III. MEMBERSHIP**

### **Section 1. Eligibility for Membership**

Eligibility for membership shall be in accordance with the provisions of the Constitution of the WPSDC.

### **Section 2. Dues**

Membership dues.

- A. Annual dues for Regular and Associate members and Friends of West Point – \$50 per year.
- B. Lifetime membership dues for Regular and Associate members - \$500 one-time payment. Regular and Associate members who have paid lifetime membership dues are exempt from the payment of annual dues. The Board may grant lifetime membership to a Regular member who has passed his/her 60<sup>th</sup> anniversary of graduation and has paid annual dues in the prior year. Additionally, widows/widowers will be granted lifetime membership without the requirement for paid annual dues in the prior year. Friends of West Point are not permitted to be Lifetime members of the society.

### **Section 3. Rights of Members**

Each Regular and Associate member shall be eligible to vote or appoint in writing a voting representative to cast the member's vote, in Society member meetings. Regular, Associate, and Friends of West Point members shall also receive event discounts and access to a secure members-only community platform.

### **Section 4. Resignation and Termination**

Any member may resign from membership in the Society by filing a written resignation with the Society's Secretary. Resignation shall not relieve a member of any unpaid dues or other charges previously accrued. A member can have his or her membership terminated by a majority vote of the Board of Directors ("BoD" or "Board") for behavior or actions that violate the values of the Society or violate its policies.

## **ARTICLE IV. MEETINGS OF MEMBERS**

### **Section 1. Annual Meetings**

The President will designate the date, time and place for the annual meeting of the members of the Society, which shall occur in March. The business at the annual meeting shall include information on issues and activities of the WPSDC, and the election of Directors, Officers, Committee Chairs, and Advisors-at-Large.

### **Section 2. Special Meetings**

The President, or a simple majority of the Executive Committee or the Board, may call for a special meeting of members. A petition signed by at least five percent (5%) of all Regular and Associate members may also call a special meeting. Member meetings may be held in conjunction with Society luncheons.

### **Section 3. Notice of Meetings**

Notice of each annual and special meeting shall be given to each Regular and Associate member, by email and publication on the WPSDC website, not less than two (2) weeks prior to the meeting.

### **Section 4. Quorum and Voting**

The membership present at the annual or special meeting shall constitute a quorum. All elections and issues to be voted on shall be decided by a simple majority of the members and any duly appointed voting representatives of members who are present at the meeting. However, any vote regarding an amendment to these Bylaws shall only be advisory to the Board, because in accordance with Article V, Section 2, of these Bylaws only the Board shall have the authority to approve or amend these Bylaws.

## **ARTICLE V. BOARD OF DIRECTORS**

### **Section 1. General Powers and Duties**

The business and affairs of the WPSDC shall be managed by or under the direction of its Board of Directors. The BoD shall have control of and be responsible for the management of the funds and property of the Society. At all times the Board and its Board Directors shall act in good faith, with the care an ordinary prudent person in a like position would exercise under similar circumstances, and in a manner that they reasonably believe to be in the best interests of the Society.

### **Section 2. Specific Duties of the Board of Directors**

- A. The BoD approves the annual WPSDC budget at its August meeting.
- B. The BoD approves the Society nominees for the WPAOG Thayer and Distinguished Graduate Awards at its August meeting.
- C. The BoD selects the recipients of the WPSDC Castle Award and Distinguished Member Awards at its February meeting.
- D. The BoD nominates candidates for vacant Advisor-at-Large positions at its February meeting.
- E. The BoD nominates candidates for vacant Committee Chair positions at its February meeting.
- F. The BoD approves the Bylaws and any amendments thereto.
- G. The BoD must approve all proposed expenditures in excess of \$1000.

### **Section 3. Number, Tenure, and Qualifications**

- A. The number of Directors shall be fixed from time-to-time by the Executive Committee, but shall consist of no less than six (6) nor more than twenty (20) Directors. The following persons shall automatically be appointed Directors by the Board: members of the Executive Committee; and Committee Chairs of the following Committees: Finance, Nominations, Career Advisory Services, Founders Day, West Point Leadership and Ethics Conference, Leadership and Diversity in STEM, Community Outreach/Service, and Activities. Advisors-at-Large will also be Directors. The Board may elect additional Directors, which election(s) must be ratified by a vote of the membership of the Society.
- B. The Directors of the Board shall, upon election or appointment, immediately enter into the performance of their duties and shall continue as Directors until their successors shall be duly qualified and elected or appointed.
- C. Each Director must be a Regular member of the WPSDC in good standing.
- D. The term for Directors is three (3) years as recorded by the Nominations Committee. Each term will start upon the election or appointment of the Director by the Board.
  1. Directors may be elected or appointed to serve one (1) additional three-year term, for a total of six (6) consecutive years.

2. If despite sufficient publication of a pending vacancy on the Board there are no other eligible or alternative candidates for the Board position and the incumbent desires to continue, this two-term limit may be waived by a majority vote of the Board for one additional three-year term only. The waiver and election of the incumbent must also be approved by a vote of the membership at a Society luncheon.
3. The terms of the Directors shall be staggered to the maximum extent practicable so that the terms of approximately one-third (1/3) of all Directors shall expire each year.

#### **Section 4. Requirements and Responsibilities of Directors**

Although a large and active organization, the WPSDC is fundamentally an organization of volunteers. Each Director must understand and commit the time and effort to fulfill the requirements and responsibilities of the Board of Directors.

- A. All new Directors will participate in a Board orientation briefing at the start of their initial term. At a minimum, this briefing will consist of the structure of the WPSDC, a review of the Society's policies and processes, and a review of the responsibilities of their position as a Director. They will be provided a written and/or electronic copy of this material for future reference. Annually, all Directors, regardless of length of tenure, will review the policies of the Society and sign a document that acknowledges their receipt and comprehension of the material and agreement to comply with the Society's policies.
- B. All Directors carry specific legal obligations, including the fiduciary duties of (1) care, (2) loyalty, (3) compliance, and (4) to maintain accounts.
  1. Care –Directors must discharge their duties in good faith with the care that an ordinarily prudent person in a like position would use under similar circumstances. Specifically, Directors must be informed and involved in Society matters; actively respond and participate in electronic, oral, and face-to-face discussions and meetings in a timely manner; ask questions; rely on dependable sources of information; and hold WPSDC Officers, Committee members, staff and other Directors accountable.
  2. Loyalty – Directors must discharge their duties in a manner reasonably believed to be in or not opposed to the best interests of the Society.
  3. Compliance –Directors have a duty to be faithful to the Society's mission and to follow the Society's Bylaws and other governing documents, as well as the laws applicable to nonprofits.
  4. Maintain accounts –Directors have a duty to ensure the Society's financial stability and accountability.
- C. Directors must carry out these fiduciary duties with the same degree of care that would be used by a reasonable, prudent person in the same position. A Director who breaches any of these duties can be subject to civil or criminal penalties, especially if the Director has personally benefitted from his or her action or inaction. Directors should therefore treat their positions with the same diligence that they would give to their own affairs or being on the board of a for-profit corporation.
- D. In order to uphold the duty of care, it is expected that each Director attend all regularly scheduled meetings of the BoD.
- E. Directors will ensure that their contact information is kept updated on the Society contact list which is maintained by the Secretary.
- F. Before vacating a position, a Director shall provide an updated continuity file/book to the Executive Director for his/her successor. At a minimum, this continuity file will include an updated job description, key responsibilities, explanations of processes or procedures, pertinent documents, points of contact, and recommendations for future action/improvement.

- G. If at any time during his or her term a Director determines that he/she is not able to fulfill his or her responsibilities for any reason, the Director may resign his or her position. The resignation must be in writing and presented to one of the following: President, Vice-President, or Executive Director. A minimum of 30 days' notice is preferred. In cases of a mid-term resignation, the Director should make every attempt to find a suitable candidate for his or her replacement.
- H. There may be infrequent occasions when a Director cannot meet his or her responsibilities due to conflicts with other professional or personal obligations. The expectation is that the Board will be notified in advance if possible, and arrangements shall be made to ensure that the responsibilities are otherwise met. However, a Director's continued inability to meet the Director's responsibilities will disrupt the Board and the Society and is subject to performance review and probation by the Executive Committee. With approval of the Executive Committee, the Secretary shall notify the Director in writing of his or her discrepancies and be given a minimum of thirty (30) days and a maximum of ninety (90) days to improve his or her performance. The terms of the probationary period, to include the expected tasks and standards, will be determined by the Executive Committee at that time of placement.
- I. The Director under probation will be assigned a mentor from the Executive Committee who will closely monitor his/her activities and provide additional coaching and correction. The mentor will provide a detailed monthly progress report to the Executive Committee.
- J. If there is no or inconsistent improvement after the probationary period, the Director's record will be presented for a vote of removal, first to the Executive Committee and then to the BoD.

#### **Section 5. Removal**

Any Director who fails to fulfill any of his or her responsibilities as a Board member shall be subject to removal as a Director of the BoD.

- A. Any Director may be removed at any time by a vote of three-fourths (3/4) of the BoD if in their judgment the interests of the Society would be served thereby.
- B. The Director in question will be notified in writing of the reason(s) for the proposed removal and informed of the opportunity to be heard at least twenty (20) days prior to the BoD meeting at which the vote will be presented. The meeting will be closed to all non-voting Board members and others.
- C. Each Director of the Board must receive written notice of the proposed removal of a Director at least ten (10) days in advance of the proposed action.
- D. At the meeting at which the vote will be presented, the Director in question will be given a limited amount of time to present his/her case for retention and submit to questioning from the other Directors. At that point, the Director in question will leave. The BoD may deliberate on the decision for a limited time, after which an anonymous vote will be taken. At the adjournment of the meeting, the President will inform the Director in question of the BoD's decision.
- E. A Director who has been removed as a member of the BoD shall automatically be removed from any other office or position that he or she holds in the Society, and shall immediately turn over Society affairs previously under the Director's control, including all documents, media, and property.
- F. Directors who are removed for failure to meet any or all of the requirements of their position may not seek a position on the BoD in the future.

### **Section 6. Mid-Term Vacancies**

Whenever any mid-term vacancy occurs in the BoD, it should be filled without undue delay. Appropriate candidates will be sought to fill the vacancy, using an abbreviated process. Eligible candidates will be presented at the next Board meeting, and the replacement may be nominated by a majority vote of the Board members present (to be ratified at the next scheduled meeting of the Society's members), to fill the remaining term of the predecessor.

### **Section 7. Regular Meetings of the BoD**

Meetings of the BoD shall be held quarterly (normally in February, May, August, and November) during each calendar year at a date, time and location designated by the Executive Committee. Notice of these meetings shall be sent to all Directors no less than fourteen (14) days prior to the meeting date.

Representatives from the West Point Parents Club and The Old Guard shall also be invited to all Board meetings. WPSDC members and Advisory Council members may request in writing to attend any Board meeting, which request shall be considered and approved or disapproved by the President in his or her discretion.

### **Section 8. Special Meetings of the BoD**

The President or any two Directors may call a special meeting of the BoD at any time and location they deem appropriate. Notice of any special meeting of the BoD shall be given to all Directors at least two (2) days in advance of the meeting by telephone, by electronic methods, or by written notice. Neither the business to be transacted at, nor the purpose of, any special meeting of the Board need be specified in the notice.

### **Section 9. Rules of Order, Quorum and Voting**

Robert's Rules of Order, as may be modified herein or by the BoD, shall guide all meetings of the BoD. A quorum for BoD meetings shall be a majority of the Directors of the Board. To be passed, all proposed actions to be ordered or taken by the Board (except for the adoption or amendment of these Bylaws) shall be by a majority vote of the Directors present, with each Director having one (1) vote except for the President, who shall not have a vote except in cases of a tie vote, in which case the President shall have the deciding vote. The adoption of, and any amendment to, these Bylaws shall require a 2/3 vote of all of the Directors (including any Directors who are not present at the meeting). Proposed amendments, including those proposed by a vote of the Society's members, must be submitted in writing to the Board prior to the Board meeting in which the vote is to be held.

## **ARTICLE VI. ADVISORY COUNCIL**

An Advisory Council may be created by a vote of the Society's membership at an annual or special meeting. Advisors-at-Large may be nominated by a vote of the BoD, which shall be ratified by a vote of the Society's membership at an annual meeting, and upon their election to the Advisory Council they shall also become Directors of the BoD. The President may also appoint to the Advisory Council a Senior Advisory Group, which shall consist of Regular members of the Society with extensive government or corporate experience, and a Class Advisors Group consisting of local class representatives as designated by their USMA classes. Members of the Advisory Council shall possess the desire to serve the community and support the work of the Society by providing expertise and professional knowledge.

### **Section 1. General Powers**

Advisors-at-Large are also Directors of the BoD, with the privileges and responsibilities of such. The Senior Advisory Group and the Class Advisors Group shall have no duties, voting privileges, or obligations for attendance at meetings of the Board or the Society, except that Senior Advisors are expected to attend the February BoD meeting each year.

## **Section 2. Advisors-at-Large (“AAL”)**

- A. Advisors-at-Large provide a pool of available volunteer leadership for WPSDC endeavors and a potential source of future Officers and Committee Chairs for the Society. AAL are expected to actively contribute as a member of at least one standing committee.
- B. Each AAL shall be a Regular member of the WPSDC in good standing.
- C. The number of AAL shall be fixed from time-to-time by the Executive Committee but shall consist of no less than four (4) members and no more than six (6) members.
- D. Advisor-at-Large nominees will be considered and voted upon at the March BoD meeting. Their nomination by the BoD shall be ratified by a vote by the Society’s membership at a Society luncheon.
- E. AAL shall serve a term of three (3) years and, upon election, shall immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified.
- F. AAL may be elected to serve an additional three-year term, for a total of six (6) consecutive years. The terms of the AAL shall be staggered to the maximum extent practicable so that at the time of each March BoD meeting, the terms of approximately one-third (1/3) of all Advisors-at-Large shall expire.

## **Section 3. Senior Advisory Group**

- A. Senior Advisors serve to advise the President, the Executive Committee and the BoD on matters pertaining to the Society’s affairs.
- B. Each Senior Advisor shall be a Regular member of the WPSDC in good standing.
- C. The President may appoint between four (4) and six (6) Senior Advisors for a three (3) year term, which appointments shall be subject to the majority vote approval of the BoD. If a second term of three (3) years is desired, the Senior Advisor must be formally re-appointed and approved by the BoD.
- D. Senior Advisors shall serve a maximum term of six (6) years.
- E. Senior Advisors are expected to attend the Board Meeting in February of each year. They are welcome to attend any other BoD or ExCom meetings.

## **Section 4. Class Advisory Group**

- A. Class Advisors provide a channel of communications directly between the WPSDC and members of a USMA class in the Washington, DC, metropolitan area. The intent is to provide another means to exchange information between the WPSDC and USMA classes to ensure that the Society better serves the interests of its members.
- B. The number of Class Advisors may fluctuate based upon graduating class participation.
- C. Class Advisors shall be selected by the local leadership of a class and their names forwarded to the Secretary.
- D. Annually, the President will appoint a Director to organize and run a Class Advisors Conference in May. The purpose of the Conference shall be to allow the WPSDC to gather feedback from local members of classes about specific topics, as well as allow Class Advisors to provide feedback to the Society. In addition, the Conference is an opportunity for Class Advisors to discuss common issues, get/provide advice and resources, and brainstorm about how to improve class interactions.

## **ARTICLE VII. EXECUTIVE COMMITTEE**

### **Section 1. General Powers**

The WPSDC shall have an Executive Committee, which except for the power to amend these Bylaws shall have all the powers and authority of the BoD in the intervals between meetings of the BoD to manage the affairs of the WPSDC. The Executive Committee is subject to the direction and control of the full BoD.

### **Section 2. Specific Duties and Powers of the Executive Committee**

- A. Members of the Executive Committee serve as official Society representatives to the WPAOG, and as such may speak and make requests on behalf of the Society in official communications (including the email distribution list) and may serve as delegates at the Annual WPAOG Alumni Leaders Conference.
- B. The Executive Committee selects the Executive Director of the Society. The Executive Director may be a volunteer, or the Executive Committee may hire, monitor the performance of, set the compensation for, and if necessary fire, the Executive Director.
- C. The Executive Committee approves the hiring of any outside financial assistance, to include auditors, CPAs, and/or tax preparers.
- D. The Executive Committee approves all expenditures greater than \$500.
- E. The Executive Committee approves the annual Founders Day budget estimate in August and the final budget in November.

### **Section 3. Number, Tenure, and Qualifications**

- A. The number of Executive Committee members shall be fixed from time-to-time by the President, but shall consist of no less than four (4) and no more than ten (10) members, and shall include the President, the Vice-President, the Secretary, the Treasurer, Communications Chair, and Membership Chair. Of these, only the President, Vice-President, Secretary, and Treasurer will be elected by the membership of the Society directly.
- B. The members of the Executive Committee shall, upon election or appointment, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly selected and qualified.
- C. The term for Executive Committee members is three (3) years, as recorded by the Nominations Committee. Each term will start upon the election or appointment of the member. The terms of the Executive Committee members shall be staggered to the maximum extent practicable so that the terms of approximately one-third (1/3) of all Executive Committee members shall expire each year.
- D. Each member of the Executive Committee shall attend all meetings of the Executive Committee with rare exception. Meetings of the Executive Committee shall be held quarterly each calendar year and at a date, time, and location designated by the President.
- E. Robert's Rules of Order, as may be modified herein or by the BoD, shall guide all meetings of the Executive Committee. A quorum for Executive Committee meetings shall be a majority of the members of the Executive Committee. To be passed, all proposed actions to be ordered or taken by the Executive Committee shall be by a majority vote of the members present, with each member having one (1) vote.
- F. Any action of the Executive Committee may be taken without a meeting if a consent in writing setting forth the action so taken is signed (including by email approval) by two-thirds (2/3) of all of the Executive Committee members following notice of the intended action to all members of the Executive Committee.



## **ARTICLE VIII. OTHER COMMITTEES**

### **Section 1. Standing Committees, and Committee Formation**

The Society shall have ten (10) standing committees: Finance; Communications; Membership; Nominations; Career Advisory Services; Founders Day; West Point Leadership and Ethics Conference; Leadership, Ethics, and Diversity in STEM; Community Outreach/Service; and Activities. The Executive Committee may create temporary committees as required.

### **Section 2. Committee Chairs and General Responsibilities**

Committee Chairs are nominated by the BoD at its February meeting, and are elected by a vote of the Regular and Associate members at Society Luncheons, to three-year terms. Upon their election the Committee Chairs specified in Article V, Section 3, shall also serve as Directors with the privileges and responsibilities of such.

- A. Committee Chairs will select their respective Assistant Committee Chairs and committee members. A roster of committee members will be maintained by the Executive Director. Changes to committee membership, particularly the Assistant Committee Chair, must be communicated to the Executive Director as the changes occur.
- B. The Assistant Committee Chair will assume the responsibilities of the Committee Chair in the Committee Chair's absence or recusal from a matter.
- C. All committee members shall be given an orientation briefing at the start of their work on the committee. At a minimum, this briefing will consist of the structure of the Society, a review of the Society's policies and processes, and a review of the responsibilities of their committee and their position. They will be provided a written and/or electronic copy of this material for future reference. Annually, all committee members, regardless of length of tenure, will review the policies of the Society and will sign a document that acknowledges their receipt and comprehension of the material and agreement to comply with the Society's policies.
- D. All committee members shall comply with the Society's policies, including the Society's conflict of interest policy.
- E. Committee members who fail to comply with the orientation and policy requirements in Section 2A-D above may not act on behalf of the WPSDC and will be removed from their assigned committee. Any actions or transactions performed by these individuals, ostensibly in the name of the WPSDC, may result in individual liability without recourse or reimbursement.
- F. All Committee Chairs will be responsible for the following on behalf of their committee:
  1. **Maintain a Standing Operating Procedures (SOP) document** detailing the specific activities and processes of their individual committee. This document will be reviewed annually at a minimum.
  2. **Regular reporting and accountability of the activities** under their control/management. At a minimum, committees should be prepared to brief (verbally and in writing) necessary information to the Society's BoD, Officers and/or Executive Committee prior to key decisions related to their committee. Post-event, the Committee Chair must prepare a summary highlighting the details of the event, including an After Action Review and financial summary as required.
  3. **Provide a written request to the Treasurer not later than 1 August for funding their committee during the next fiscal year.** The request should include the planned activities, timing, expected expenditures, and changes from the current or previous years.
  4. **Timely requests for activity funding during the fiscal year.** Committee Chairs will submit requests for funding over \$200 to the Finance Committee for review, even if allotted in the annual budget, not later than eight (8) weeks prior to the desired expenditure (NOT the date of the event). The request must include the event objective and relevance to the mission of the WPSDC, the expected audience/participants, a detailed list of expenditures, and the

- alternatives (e.g., lower cost) to the event. The Finance Committee may approve funding requests for less than \$500;
5. Requests for funding greater than \$500 will be forwarded to the Executive Committee for approval.
  6. **Timely requests for contract signing.** Committee Chairs shall submit requests for contracts to the Executive Director for signature. The signing of a contract should be preceded by the approval of the expenditures.
  7. **Under no circumstances will a Committee Chair obligate the Society** by signing a contract, making a verbal commitment for expenditure, or expending funds on their personal accounts (e.g., personal credit cards or money). Doing so may result in personal liability and responsibility for such expenditures without reimbursement by the Society.
  8. **Provide timely and edited written input** to the Society's Weekly Update, quarterly newsletters, website, and social media as requested by the Communications Committee Chair, particularly in the issues immediately before and after a committee event. As necessary, provide a short summary to the WPAOG Society Activities page or to local newspapers to broaden the audience of such events.
  9. Provide regular input to the Secretary about committee **activities for inclusion in the Distinguished Society Award** application.
  10. **Provide an annual summary of activities** to the Executive Director for inclusion in the Society's Annual Report.

### Section 3. Finance Committee

The Vice-President of the Society is the Committee Chair of the Finance Committee, which will also include the Treasurer, the Assistant Treasurer, and four other Directors or Society Regular members. The Finance Committee provides oversight of Society funds and advice to the BoD, Officers, and/or Executive Committee, while the Treasurer is the executor of financial transactions as directed by the Executive Committee and the Board.

- A. Due to legal and financial responsibilities of this Committee, members of the Finance Committee must have professional financial management and/or accounting expertise/experience as demonstrated by education, certification, and/or profession, and be in professional good standing.
- B. The Finance Committee annually develops and reviews financial policies, procedures, and processes; develops an overall budget strategy; and establishes the annual program budget with the Society's Officers, Committee Chairs, Executive Committee, and BoD.
- C. The Finance Committee conducts an annual review of all financial processes within the Society at the beginning of each year, and reports the results to the Executive Committee. Processes not adhering to the principles in this Section will undergo reform to maximize the best business practices of the Society.
- D. The fiscal year of the Society shall run from 1 September to 31 August.
  1. The Treasurer prepares, and the Finance Committee reviews, an annual financial report of the previous fiscal year, and submits it to the Executive Committee for review not later than 31 August or the Executive Committee meeting in August, whichever comes first. As a minimum, the report shall include income, expenditures, and pending income. A summary of this report will be presented to the Board by the Treasurer at the September Board meeting.
  2. The Treasurer prepares, and the Finance Committee reviews, a proposed annual program budget using the results of the previous fiscal year operating expenses, input from the Committee Chairs, and planned/programmed dues and charitable contributions.

3. Both of these reports must be initially reviewed by the Executive Committee and approved by the Board.
4. The Finance Committee prepares and submits annual tax documents, including 990s, W-2s and 1099s according to IRS deadlines. It prepares a summary of such documents for presentation at the next scheduled Board meeting.
- E. The Treasurer monitors funds flow within Society banking accounts on a daily/weekly basis. The Treasurer prepares a summary of the income/revenue and expenditures for review by the Finance Committee on a monthly basis.
- F. The Finance Committee ensures that the money in the Society accounts do not exceed 120% of the approved annual budget (operating budget + contingency). If at any point during a fiscal year fund balances greater than 120% are anticipated, the Finance Committee will present options and a recommendation for the disposition of excess funds to the Executive Committee and Board. The primary beneficiary of WPSDC charitable contributions shall be the West Point Association of Graduates. In the absence of a worthy alternative, two-thirds (2/3) of the excess funds shall be donated to the Superintendent's Fund and one-third (1/3) to the Long Grey Line Fund.
- G. The Finance Committee reviews all requests for Society funding, particularly for events or unexpected expenditures that must be approved by the Executive Committee or the Board. Before the vote, a member of the Finance Committee shall brief the Executive Committee or the BoD on the pros and cons of the expenditure, as well as a committee recommendation to approve/disapprove. As with other decisions, a quorum and majority vote are required for a decision.
- H. Requests for sponsorship or funding by external organizations will generally be denied. By exception, the Finance Committee will receive and review unique requests from outside organizations for sponsorship. Requests must be writing, to include the desired amount of sponsorship, desired date, background information and purpose of the event and the requesting organization, and a point of contact. After review, the Finance Committee will forward the request with a recommendation to the Executive Committee and the Board.
- I. The Treasurer or a member of the Finance Committee presents a Financial Status Report at each Board and Executive Committee meeting. This report primarily consists of a status, evaluation of income and expenditures as measured against the approved Annual Budget, and any issues that should be brought to the Executive Committee or the Board's attention.
- J. All expenditures must be within budget. The Executive Committee must approve any major increase in the budget (greater than 110% for all item lines, except for Founders Day, which will be 105%). The BoD must approve changes greater than 120% of a line item or expenditure.
- K. The Treasurer shall pay planned and expected routine expenses (as approved in the annual budget), such as website fees and salaries, without additional review/approval.
- L. The Finance Committee reviews and the Executive Committee approves the Founders Day initial budget estimate, as prepared by the Founders Day Committee, at the August ExCom meeting. The final Founders Day budget is approved at the November ExCom meeting. The Finance Committee reviews and the Executive Committee must approve all new expenses greater than 105% of the Founders Day budget.
- M. The Finance Committee reviews expenditures for all social activities as they are planned. The Executive Committee must approve all expenditures greater than \$500. The BoD must approve all expenditures greater than \$1000.
- N. The Finance Committee reviews the Financial Summary of all major events (at a minimum, Founders Day, WPLEC, LEADS conference, and the Military Officer Job Fairs).

- O. The Finance Committee must discourage and be alert to the intentional or unintentional mingling of a Director's, Executive Committee member's, Committee Chair's or Officer's personal accounts and Society expenditures, particularly with respect to the use of a Director's personal account to conduct or facilitate Society business. Thus, the Treasurer shall forward requests for such reimbursement in excess of \$200, even if there is a valid receipt for a legitimate expense, to the Finance Committee for review of the funding process, and then for requests greater than \$500 to the Executive Committee for approval before disbursement. If approved, checks for such reimbursement of more than \$500 must be signed by two disinterested members of the Finance Committee, including the Treasurer or Assistant Treasurer.
- P. In cases where a Director's, Executive Committee member's, Committee Chair's or Officer's personal account must be used and a WPSDC account cannot be used (e.g., Army-Navy Country Club), these arrangements must be disclosed in accordance with the Society's Conflict of Interest policy in Article XII at least annually to ensure transparency and review. In these cases, personal accounts may be used to facilitate the transaction (e.g., reservation), but then they must arrange for the Society to pay the facility directly and not allow Society debts to be paid with their personal funds.
- Q. The financial records of the Society are public information and must be administered and maintained in an accounting system approved by the Executive Committee. Reference material and working documents must be maintained in a cloud-based storage system. Permissions shall be granted to the Executive Director and Society Officers to enable viewing at all times. Requests by Society members, other Executive Committee members or Directors, and the public for viewing of such records must be granted and provided within five (5) days of receipt of the written request.

#### **Section 4. Communications Committee**

The Communications Committee serves as the focal point of communications for the Society, with the intent to ensure that the activities and accomplishments of the WPSDC and its members are informed and disseminated. Members of the Communications Committee include the webmaster, newsletter editor, social media coordinator, and photographer (positions as filled).

- A. The Communications Committee is responsible for the content, messaging, and appearance of the Society website, social media sites (Facebook, Twitter, etc.), newsletter, and other forms of communication, and must ensure that they are timely, updated, coordinated, consistent, and synchronized.
- B. The Committee Chair of the Communications Committee and its members must be detail-oriented, ideally with documented experience in editing hard copy and electronic content.
- C. The Committee Chair coordinates and gathers content input from the BoD, Executive Committee, Officers and other Committees for use in communication forums.
- D. In concert with the Secretary, the Committee Chair serves as the lead WPSDC information manager and archivist of hard copy and electronic documents, photos, and historical data, to ensure that they are organized and preserved.
- E. The webmaster must have significant experience in information technology, website design, and other aspects of website management to provide technical support and administration. The webmaster will serve as the primary point of contact with the hosting service of the website. The webmaster ensures that the website has the proper and appropriate levels of security necessary to protect the integrity and privacy of the data on the Society's electronic platforms.

- F. The Committee Chair will also coordinate the notification of USMA sports teams and club events in the local area from USMA to disseminate in the Weekly Update to encourage local graduate attendance.

### **Section 5. Membership Committee**

The Membership Committee communicates the benefits of and encourages Society membership to the local USMA graduates in the area, registers members, and maintains the roster of current and immediate past members.

- A. The Committee Chair of the Membership Committee serves as the primary point of contact for communications with WPAOG regarding contact information of local USMA graduates, to include sending and receiving periodic updates.
- B. The Committee Chair maintains and updates the Society's member roster, organized by class year and member status (lifetime and annual).
- C. The Committee Chair monitors and analyzes trends in membership numbers to understand and communicate to the Board the demographics of members.
- D. The Committee Chair briefs the Board periodically on the status of Society membership.
- E. The Committee Chair advises the Board on membership dues and membership categories.
- F. The Committee holds a membership drive at periodic intervals during the year, particularly in the time before Founders Day.
- G. The Committee is the point of contact for membership issues and problems.
- H. The Committee provides a representative at the registration/check-in desk for Society events, to include luncheons and career services events, to collect and verify membership.

### **Section 6. Nominations Committee**

The Nominations Committee identifies USMA graduates in the local area who are eligible and competitive for leadership positions on the Executive Committee and the BoD, and local graduates who meet the criteria for the Castle Memorial Award and Distinguished Member Award which are presented at the annual Founders Day event. The Committee recommends candidates for Society nominations for the WPAOG Thayer and Distinguished Graduate Awards to the Board of Directors.

- A. The Committee Chair of the Nominations Committee must have sufficient leadership and executive-level experience, as well as significant familiarity with the Society, its components, and its constituents, to enable a broad scope for appropriate candidates for Officer, Executive Committee, BoD, and committee positions.
- B. The members of the Nominations Committee, which shall consist of at least eight (8) members in addition to the Committee Chair, shall reflect the diversity of the local graduates to ensure that members are equally considered for such positions.
- C. When recruiting, searching, or vetting candidates for WPSDC positions, the following demographics should be taken into consideration with respect to the current Board, Executive Committee, and other leadership composition:
  - 1. WPSDC membership status
  - 2. Age diversity
  - 3. Gender diversity
  - 4. Racial/ethnic diversity
  - 5. Career diversity
- D. Society Elections. For nominations of elected positions, the Committee receives all applications and ensures that they are in order with the requisite documents. They will not put forward applicants with incomplete documentation, applicants for positions whose qualifications do not

fit the minimum requirements for the position (if any), or applicants for positions for which they are no longer qualified (e.g., over term limits).

1. The timeline for candidate nomination, election, and installation is spelled out in Article XI, Application for Society Leadership Positions.
  2. The Committee shall review the individual qualifications for appointments (typically on a resume or CV) to ensure that the person will be able to perform the duties as required.
- E. Annually, the WPAOG requests nominations of individuals worthy of the Thayer Award and Distinguished Graduate Awards. The WPSDC supports this process by considering candidates and submitting nominations/endorsements to the WPAOG.
1. The criteria and nomination process requirements for recipients for the Thayer Award and the Distinguished Graduate Award are posted on the WPAOG website (<https://www.westpointaog.org/thayerward> and <https://www.westpointaog.org/page.aspx?pid=947>). The deadline for nominations/endorsements is typically in early November.
  2. Typically, the WPSDC submits one nomination for the Thayer Award annually (or endorses/updates a previous WPSDC nomination which is considered for up to three years).
  3. The WPSDC does not directly nominate any individuals for the Distinguished Graduate Award, as the individual graduates are typically nominated by their USMA class. However, the Society will typically endorse 1-2 Distinguished Graduate nominations per year.
  4. The Nominations Committee convenes each summer to discuss potential candidates for Society nominations. Committee members will review the criteria for both awards, the list of previous recipients, and the list of previously nominated but currently eligible nominees (under the three-year rule).
  5. USMA classes may request that the WPSDC endorse their nominees for the Distinguished Graduate Award by submitting a completed packet (to include the Class nomination letter and other endorsements) to the Nominations Committee for consideration. Requests for endorsement of graduates residing outside of the WPSDC area will normally not be considered.
  6. The Committee shall brainstorm for potential candidates who meet the criteria for the Thayer Award. They will review submitted packets for the Distinguished Graduate Award. For both awards, the Committee will vote to narrow the list down to 2-3 candidates for the BoD's consideration, and will submit a written record of the vote to the Executive Director.
  7. If a Nominations Committee member is being considered for nomination/endorsement of either Award, he/she may not participate in the discussion or vote of that Award.
  8. At the August Board meeting, the Committee Chair shall review the Committee's nomination process, voting results, and a summary of each recommended individual. The BoD shall vote on the Committee's recommendations. Typically, only one nomination for the Thayer Award and 1-2 endorsements for the Distinguished Graduate Award are forwarded to the WPAOG each year.
  9. The formal nomination and endorsement letters shall be prepared by the Committee Chair (assisted by the Secretary as necessary) for the President's signature. After these letters are signed, the Committee Chair shall submit the nomination/endorsements as directed by the WPAOG.
- F. WPSDC Awards (the Castle Memorial Award and the Distinguished Member Award, presented annually at Founders Day). The Nominations Committee shall receive nominations for WPSDC Awards starting 1 November and continuing through 15 January. The Committee shall recommend a slate of recipients for the Awards to the Board, which in turn will vote on them at

the February Board meeting. Recipients shall be notified of their selection within two (2) weeks to ensure their attendance at Founders Day, where they will receive their award.

1. Castle Memorial Award.

- a. Each year, the WPSDC presents the prestigious Castle Memorial Award to the USMA graduate who has distinguished himself or herself in exemplifying the ideals of West Point in either a military or civilian capacity. The Award was established by Ben Castle, Class of 1907, and first President of the Society, in memory of his son, Fred Castle, Class of 1930, who was killed in an air mission during the Battle of the Bulge on Christmas Eve, 1944. As a Brigadier General commanding the 4th Bomb Wing, Fred Castle “took control and deliberately gave his own life to save his crew,” and was posthumously awarded the Medal of Honor.
- b. The primary objective of this Award is to recognize USMA graduates of outstanding character who have achieved success in their career(s), in and out of uniform, and have a demonstrated lifetime of service.
- c. Candidates may be nominated in writing by their USMA Class or by an individual. Self-nomination is not permitted. The nomination letter should contain sufficient supporting information to permit the Committee to evaluate how the nominee exemplifies the ideals of West Point.
- d. The recipient must be a USMA graduate and must agree to be present to receive the Award. Membership in the Society is not required. Local residence, while not required, should be taken into consideration, as travel is at the recipient’s expense.

2. Distinguished Member Award.

- a. The WPSDC presents the Distinguished Member Award to West Point graduates who have made significant contributions to West Point, the WPSDC, their USMA Class, and/or to their community.
- b. The primary objective of this Award is to recognize USMA graduates whose outstanding qualities of character, distinguished service and stature draw wholesome comparison with the qualities that West Point strives for in keeping with its motto “Duty, Honor, Country” while making significant contributions to West Point, or to their USMA Class, the Society, or their community.
- c. Candidates may be nominated in writing by their USMA Class or by an individual. Self-nomination is not permitted. The nomination letter should contain sufficient supporting information to permit the Committee to evaluate how the nominee exemplifies the criteria of this Award.
- d. The recipient must be a USMA graduate and must agree to be present to receive the Award. Membership in the WPSDC and local residence is required.

**Section 7. Career Advisory Services Committee**

The Career Advisory Services Committee provides job assistance and resources for local USMA graduates transitioning from active duty to the civilian sector or between jobs, and graduates who desire to find work in the DC area.

- A. The Committee Chair of the Career Advisory Services Committee must demonstrate significant experience in human resources and/or be established in the job assistance/placement field due to the Society’s tradition of managing and executing several career fairs and networking events annually.
- B. The Committee Chair oversees the following activities to assist WPSDC members in their civilian job searches:

1. Holds 1-2 military officer career fairs a year with a goal of bringing several dozen military-friendly companies together with several hundred military officers in career transition.
2. Organizes and runs a Military Officer Career Networking Night in the spring, summer, and fall to include arranging for guest speakers, promoting the event to military officer job seekers across all commissioning sources and branches of service, and hosting the event.
3. Publishes a monthly Career Advisory Services Newsletter to highlight the latest resources, jobs, and available West Point graduates who are seeking employment.
4. Serves as a liaison to the Career Services Chair of DC-area chapters/societies of the other U.S. service academies and the Joint Service Academy Business Mixer to seek opportunities to collaborate where appropriate.

### **Section 8. Founders Day Committee**

The Founders Day Committee plans, prepares and executes the annual Founders Day celebration, the major social event for the WPSDC. Typically, the attendance at this event is around 600 people.

- A. The Committee Chair of the Founders Day Committee must have sufficient large-level (300+ person) event planning and management professional experience and/or demonstrated excellent execution of a such an event (with references). Because the planning and execution of this event involves significant coordination between many parties within and outside of the Society, the Committee Chair must demonstrate the ability to multi-task and oversee diverse aspects of the event, while still maintaining extraordinary attention to detail. The Committee Chair must demonstrate the ability to plan, track, and execute the financial budget with precision (+/- 5% of expected expenditures). In addition, the Committee Chair must demonstrate the ability to lead and manage a large committee in the planning and execution of this event. Thus, excellent communication skills are a must.
- B. Planning for the Founders Day celebration (on or about 16 March each year) is a year-long commitment, and planning for the next year's event starts soon as the last one ends. The general timeline is as follows:
  1. Late March-early August
    - a. Review the previous year's After Action Review, financial summary, and survey results to understand how the event went well and how the event can be improved.
    - b. Develop a general concept of the event to include the major elements such as the venue, food, vendors such as photographer and entertainment, and sponsorship.
    - c. Research as necessary to develop alternative scenarios for the event, to include proposed dates for the event.
  2. 1 August-1 October
    - a. Develop with increasing granularity an initial budget for the event. While the starting point may be the final summary of the previous year's event, all expenses should be reviewed for value and necessity and new pricing should be determined.
    - b. Not later than 1 August, prepare an initial budget and event rundown for the Executive Director's review, to include important decisions for the Executive Committee. The Committee should also seek guidance as needed.
    - c. Not later than 1 October, brief and obtain the approval of the Executive Committee on the Founders Day program timeline, budget, sponsorship plan, and proposed ticket prices.
    - d. Not later than 1 October, reserve the venue for the event.
  3. 1 October-1 January
    - a. The primary task during this time is obtaining sponsorships. The Committee Chair should oversee this effort and understand the impact of sponsorships on the budget and ticket prices.



- b. The Committee should also prepare for launch of the registration site and initial publicity of the event in the December Society Newsletter.
  - c. Vendor contracts should be signed during this time period (meal selections, photographer, entertainment, etc).
  - d. Submit the request for a guest speaker to USMA.
- 4. 1 January-15 January
  - a. Obtain Executive Committee final approval of the ticket prices, taking sponsorships achieved into account.
  - b. Coordinate with the Nominations Committee and the Executive Director about the Castle and Distinguished Member Awards for the purpose of obtaining awards, preparing biographies and plaques, and revising the program and script.
  - c. Develop all publicity materials, and coordinate with the Communications Committee about publicity.
- 5. 1 February-1 March
  - a. Launch registration for Founders Day on the Society website.
  - b. Identify oldest and youngest grads.
  - c. Track the number of people registered and report on a weekly basis to the Executive Director and the Executive Committee.
  - d. Continually track the income vs expenses on the final budget sheet to keep the Society's leadership abreast of the financial impact of the event and any deviations from the expected budget.
  - e. Finalize script and program (with minor exceptions).
  - f. Finalize printing needs.
- 6. 1 March-Event Date
  - a. Track and report details of registration and budget on a daily basis to the Society's leadership and Executive Director.
  - b. Obtain draft speeches from planned speakers for review by the Society's leadership.
  - c. Reserve table seating arrangement by USMA Class until after registration is closed.
  - d. Manage "week of" details
- 7. Post-event tasks (to be briefed to the Board within 30 days)
  - a. Survey the Society for feedback about the event.
  - b. Conduct and report the results in a detailed After Action Review.
  - c. Prepare and report a financial summary of Founders Day to include all revenues, expenses, and sponsorships.
  - d. Provide these documents to the Executive Director for the Society database.

#### **Section 9. West Point Leadership and Ethics Conference Committee**

The West Point Leadership and Ethics Conference (WPLEC) is an annual event held for top-level high school students to learn how to deal with leadership and ethical challenges using West Point's ethical decision-making model, which is designed to help develop leaders of character and instill a sense of lifelong integrity. The organization and management of this Conference is led by the WPLEC Committee.

- A. Since the original WPLEC was held by the WPSDC, this Conference has become the model for other West Point Societies to organize similar conferences in their own areas. To assist and mentor other Societies, the Committee maintains a webpage (within the WPSDC website) and a database, and holds quarterly phone conferences with interested Societies to provide resources.
- B. The Committee works with the local Military Academy Liaison Officers and high school Career Counselors to identify appropriate candidates for the Conference.

- C. The Committee is responsible for the logistics of the event, to include arranging for the venue, catering, and AV; recruiting speakers and volunteers for the event; recruiting sponsors; working with USMA and other local ROTC units to recruit cadets; and registration.
- D. The Committee Chair provides a single point of contact for WPLEC finances, and develops a conference budget (which must be presented to the BoD for approval not later than 30 November). The Committee Chair works directly with the Treasurer and Finance Committee to facilitate acceptance of sponsorship money and payment of contracts and other conference expenses. The WPLEC Committee prepares a final financial summary of the Conference not later than two weeks after the completion of the Conference.
- E. Besides the dissemination of information to local high schools, the Committee publicizes the WPLEC to the local WPSDC community through input to the WPSDC website, newsletter, and Weekly Update. The Committee also publicizes the event to WPAOG (Society Events) and local newspapers before and after the event to disseminate the information to the larger public community.
- F. Post-event tasks (to be briefed to the Board within 30 days)
  - a. Survey the stakeholders for feedback about the event.
  - b. Conduct and report the results in a detailed After Action Review.
  - c. Prepare and report a financial summary of the WPLEC to include all revenues, expenses, and sponsorship.
  - d. Provide these documents to the Executive Director for the Society database.

#### **Section 10. Leadership and Ethics and Diversity in STEM Committee**

The Leadership and Ethics and Diversity in STEM (LEADS) Committee increases and enhances community awareness of USMA and its mission to underserved and underprivileged groups in the National Capital Region as an opportunity to succeed and improve their quality of life. In addition, the Committee serves as the primary point of contact with respect to diversity and inclusion issues within the Society.

- A. The LEADS Committee organizes and manages the annual West Point LEADS Conference, a conference targeted at underprivileged middle-school students in the DC area. The Conference educates students on STEM opportunities in the military and civilian communities. In addition, they learn how to deal with leadership and ethical challenges using West Point's ethical decision-making model, which is designed to help develop leaders of character and instill a sense of lifelong integrity.
- B. The Committee works with local Military Academy Liaison Officers and middle schools to identify candidates for the Conference.
- C. The Committee is responsible for the logistics of the event, to include arranging for the venue, catering, and AV; recruiting speakers and volunteers for the event; recruiting sponsors; working with USMA and local ROTC units to recruit cadets; and registration.
- D. The Committee Chair appoints a LEADS finance point of contact (POC), who provides a single point of contact for LEADS finances, and develops a conference budget (to be presented to the Board for approval not later than 30 November each year). The Committee Chair works directly with the Treasurer and Finance Committee to facilitate acceptance of sponsorship money and payment of contracts and other Conference expenses. The LEADS finance POC prepares a final financial summary of the Conference not later than two weeks after the completion of the Conference.
- E. Besides the dissemination of information to local middle schools, the Committee publicizes the LEADS Conference to the WPSDC community through input to the WPSDC website, newsletter, and Weekly Update. The Committee also publicizes the event to WPAOG (Society Events) and

the local newspapers before and after the event to disseminate the information to the larger public community.

- F. Post-event tasks (to be briefed to the Board within 30 days after the event):
  - a. Survey the stakeholders for feedback about the event.
  - b. Conduct and report the results in a detailed After Action Review.
  - c. Prepare and report a financial summary of the LEADS Conference to include all revenues, expenses, and sponsorships.
  - d. Provide these documents to the Executive Director for the Society database.
- G. In conjunction with the Admissions Committee/MALOs and USMA Admissions, the LEADS Committee may hold periodic information sessions for potential minority candidates.
- H. The Committee Chair also serves as the Society's Diversity Outreach Officer.

### **Section 11. Community Outreach/Service Committee**

The Community Outreach/Service Committee organizes quarterly events for WPSDC members, USMA graduates, and family members to volunteer in support of local community organizations. Providing assistance as a group to local organizations is a primary means of building community relations and fostering understanding of the United States Military Academy, cadets, and the Army in general.

- A. The Committee Chair researches opportunities and plans a minimum of 2-3 events per year.
- B. The Committee Chair is the liaison with the organization requesting assistance to understand the volunteer requirements and responsibilities.
- C. The Committee Chair publicizes events in the Society communication platforms to recruit and register volunteers.
- D. The Committee Chair assists in recruiting volunteers for the WPLEC and LEADS Conferences.

### **Section 12. Activities Committee**

The Activities Committee coordinates, organizes, and manages social and professional events specifically targeted to local West Point graduates and Society members. Included on this Committee are Young Grads and West Point Women. The Chair of the Young Grads or West Point Women may also serve as the Committee Chair of the Activities Committee.

- A. The Committee Chair and members of the Activities Committee plan a tentative schedule of events for the upcoming fiscal year not later than 1 August each year, along with a requested budget for each event. This calendar and budget shall be re-evaluated not later than the November Board meeting. As described in Section 3 of this Article, funding for each event must be approved before expenditure.
- B. Young Grads. The target audience of Young Grad events are the graduates of the most recent USMA classes. Such events may include happy hours, watch parties, and sporting events.
- C. West Point Women. The target audience of West Point Women events are women graduates.
- D. Other events
  - 1. Army Ten-Miler Hoo-Ah Tent. The Committee coordinates with the West Point Parents Club, Admissions, USMA, and the USMA Cadet marathon team to secure the reservation and ensure adequate representation at the tent.
  - 2. WPSDC Breakfast at AUSA Conference. Typically held on the Monday morning of the annual AUSA Conference at the Washington Convention Center in DC.
  - 3. Twilight Tattoo. After determining an appropriate date in May, June, or July, the Committee coordinates with The Old Guard (TOG) liaison and the Military District of Washington (MDW) Ceremonies office to reserve space for the WPSDC in the grandstands.

4. Army-Navy Pep Rally. The Committee coordinates with the local USNA Alumni organization to organize and manage this luncheon, which is held during the week prior to the Army-Navy Game.
- E. The Activities Committee may also organize other Society events or activities as requested by the Board.

### **Section 13. Committee Meetings**

In general, standing committees are expected to meet either in person or telephonically on a quarterly basis, and more frequently as necessary with regard to upcoming committee events. Minutes must be recorded of the meetings, which should include the Committee members in attendance and the issues discussed, and kept on file. A copy of these minutes should be included in the committee's annual report to the Board for inclusion in the Society's historical archives.

## **ARTICLE IX. AFFILIATE ORGANIZATIONS**

**Section 1.** The WPSDC will maintain a close and continual relationship with specific local groups for the mutual purpose of enhancing communication and providing organizational support in joint endeavors. Specifically, these groups are Admissions, West Point Parents Club, and the 3<sup>rd</sup> Infantry Regiment.

- A. The affiliate organization designates a representative to the WPSDC annually. The representative will ensure that his/her contact information is kept updated on the Society contact list, which is maintained by the Secretary.
- B. Upon the approval of the BoD, the affiliate representative becomes a non-voting member of the WPSDC BoD.
- C. The affiliate representative serves as the liaison (thereafter identified as "liaison") between the WPSDC and the affiliate organization for the purposes of communication and requests for support.
- D. The affiliate representatives is invited to all WPSDC Board meetings. However, the affiliate representatives may be excused during Board votes or discussions of sensitive information where their input is not requested.
- E. Because the WPSDC is not involved in the selection of the affiliate liaison, the term of the liaison will be set by the affiliate organization, and will vary from the standard 3-year term of the other Board members. The affiliate organizations will notify the WPSDC Executive Committee, through the Executive Director, of impending changes in representation in a timely manner.
- F. General expectations of the liaison as a non-voting WPSDC Board member.
  1. Adhere to the same standards and expectations of elected Board members with respect to personal conduct, identification of conflicts of interest, and compensation.
  2. Adhere to the same standards for Committee Chairs as detailed in Article VIII, Section 2, F., as they pertain to the mutual relationship, particularly with respect to requests for funding and providing input for WPSDC Board meetings and WPSDC newsletters.
- G. General expectations of the WPSDC to the affiliate organizations.
  1. Publicize affiliate organization events that would be of interest to local West Point graduates in the Weekly Update, WPSDC newsletters, and on the WPSDC website.
  2. Provide reasonable support ("sponsorship") to affiliate organizations.
  3. Provide a WPSDC representative/speaker to affiliate organization events of mutual interest.

### **Section 2. Military Area Liaison Officers/Field Force** (also known as "Admissions").

- A. The local Admissions effort is a coordinated process by the local Military Area Liaison Officer (MALO) and Field Force volunteers. The MALO and Field Force augment the efforts of USMA Admissions to publicize the USMA opportunity to local high school students, and to recruit and

assist local cadet candidates in their application to the Academy, to include holding physical fitness assessments and providing guidance/assistance in obtaining a nomination.

- B. The MALO/Field Force takes their primary guidance and direction from, and adheres to the regulations of, the USMA Admissions Office.
- C. The Admissions liaison to the WPSDC Board will typically be the VA State Coordinator or the Senior Field Force volunteer. The liaison communicates the efforts of the Admissions Committee to the Board, to include periodic updates of files, candidates, and acceptances.
- D. The Admissions liaison coordinates with WPSDC to identify members of the 50-year affiliation club for the incoming USMA class and facilitate linkage.
- E. The Admissions liaison coordinates with the local West Point Parents Club to identify accepted cadet candidates for the Cadet Candidate Reception at the Founders Day event and for the Candidate Picnic held in June.
- F. The Admissions liaison represents Admissions at the WPSDC Hooah Tent at the Army Ten—Miler tent in Oct.

### **Section 3. The West Point Parents Club of Northern Virginia, DC, and Maryland (WPPC-MDDCVA)**

- A. A close relationship between the WPSDC and the WPPC is of mutual benefit to both organizations. The WPSDC is an excellent source of information to cadet parents who may be unfamiliar with the traditions and regulations of the Academy and the Army. The WPPC, through their cadets, maintains current information about cadet movement in and out of the metropolitan DC area.
- B. The WPPC liaison provides information about cadet club and sports team travel to the local area for the purpose of encouraging local Graduate support/attendance at these events.
- C. Coordinate with the WPSDC to provide support to the following events:
  - 1. Army Ten-Miler Hooah Tent (with the Asst Executive Director).
  - 2. Founders Day Cadet Candidate Reception and CC dinner sponsorship (with the Founders Day Committee and Admissions).
  - 3. Cadet sponsorship at the Nationals baseball game (with the Activities Chair).
  - 4. Cadet candidate picnic (with Admissions and the 50-Yr affiliate class representative).

### **Section 4. 3<sup>rd</sup> Infantry Regiment (The Old Guard, also known as “TOG”)**

- A. TOG’s support is essential for WPSDC events with a ceremonial component such as Founders Day.
- B. The TOG liaison assists in coordinating WPSDC requests for support for the Color Guard at Founders Day.
- C. The TOG liaison provides the Twilight Tattoo schedule to the Executive Director as soon as it is available. Once a date for WPSDC attendance has been identified, the TOG liaison coordinates with the MDW to reserve group seating at the Twilight Tattoo.

**Section 5.** Removal of affiliate representatives from the WPSDC Board would be unusual and primarily for cause. If removal is deemed necessary by the Executive Committee, the WPSDC President will coordinate with the affiliate organization for a replacement.

## **ARTICLE X. OFFICERS**

The officers of the Society shall consist of a President, Vice-President, Secretary, and Treasurer. All Officers shall be elected by a vote of the Regular and Associate members of the Society. All such elected Officers are also members of the Executive Committee and the Board.

### **Section 1. President**

The President is the chief executive officer of the Society, and is subject to the guidance of the Board of Directors. The duties and responsibilities of the President shall include:

- A. Uphold the provisions of the WPSDC Bylaws.
- B. Perform all duties as assigned and described in these Bylaws.
- C. Maintain a working knowledge of all WPSDC activities.
- D. Have the right of inspection of the funds resting with the WPSDC accounts, including budgets and subsequent audit reports.
- E. Preside over all Society annual and special meetings, all Board of Directors meetings, and all Executive Committee meetings.
- F. Only in the case of a tie, be a voting member of the Executive Committee and of the Board of Directors.
- G. Call special meetings in accordance with the WPSDC Bylaws.
- H. Appoint a Parliamentarian with the majority approval of the Executive Committee.
- I. Appoint four (4) to six (6) Seniors Advisors as described in Article VI, Section 3, of these Bylaws.
- J. Review and sign all financial reports and co-sign all Board of Directors and Executive Committee meeting minutes.
- K. Prepare and submit a column for the quarterly Society newsletter.
- L. Collaborate frequently with the Advisory Council and its members.
- M. Perform such other duties as may, from time to time, be determined by the Executive Committee and/or the BoD.

## **Section 2. Vice-President**

The Vice-President shall be vested with all the powers and shall perform all the duties of the President during the absence, unavailability, or recusal of the latter, and is subject to the guidance of the Board of Directors. The duties and responsibilities of the Vice-President shall include:

- A. Provide counsel, advice, and support to the President, the Executive Committee, and the Board of Directors as necessary.
- B. Serve as Committee Chair of the Finance Committee. In addition, he/she will stay abreast of the work of the other standing committees.
- C. Along with the Executive Director, the Vice-President may obligate the Society as a signature authority for contracts approved by the Executive Committee or BoD.
- D. Serve as the Point of Contact for Senator Jack Reed's cadet reception held annually in July at the Capitol Building for visiting cadets.
- E. Have the right of inspection of the funds resting with the WPSDC accounts, including budgets and subsequent audit reports.
- F. In issues of dispute between Board members and/or the Society's Staff, the Vice-President will serve as the initial mediator to resolve the dispute. As necessary, he/she will consult with the President for guidance in the resolution.
- G. Perform such other duties as may, from time to time, be determined by the Executive Committee and/or the BoD.

## **Section 3. Secretary**

The Secretary shall attend all meetings of the Executive Committee and the BoD, and all annual and special meetings of Society members, and will be responsible for recording and distributing minutes thereof. In addition, the duties and responsibilities of the Secretary shall include:

- A. Maintain a Standing Operating Procedures (SOP) document detailing the specific activities and processes of the Secretary. This document will be reviewed and updated annually at a minimum.
- B. In coordination with the President and Vice-President, the Secretary shall make the arrangements for all meetings of the Executive Committee, the BoD, and meetings of the Society.
- C. Send notices of all meetings to the members of the Executive Committee and the BoD, and take reservations for the meetings.
- D. Prepare and send out all official correspondence from the Executive Committee and the BoD as may be prescribed by the Executive Committee, the BoD, or the President.
- E. In coordination with the Executive Secretary and ExCom, prepare the agenda for each ExCom and BoD meeting.
- F. Record all votes and minutes of all meetings. Minutes will be maintained in one location, and annually will be delivered to the Communications Chair for archiving.
- G. Disseminate all BoD meeting minutes to the entire BoD (including those Directors who were not in attendance) within one (1) week of the meeting to inform all Directors of the meeting business.
- H. Ensure that the minutes for the previous BoD or Executive Committee meeting are accurate and approved at the next in-person meeting. The Secretary will make corrections to the record as necessary.
- I. Collect information on WPSDC activities for the WPAOG Distinguished Society Award application and submit the application before the annual deadline.
- J. Select an Assistant Secretary to assist with the Secretary's duties.
- K. Perform such other duties as may, from time to time, be determined by the Executive Committee and/or the BoD.

#### **Section 4. Treasurer**

The Treasurer shall attend all meetings of the Executive Committee and the Board. Many of the duties of the Treasurer are intertwined with the Finance Committee. However, the primary role of the Treasurer is to act upon the financial decisions made by the Finance Committee, Executive Committee, and/or the Board. In addition, the duties and responsibilities of the Treasurer shall include:

- A. Due to legal and financial responsibilities of this position, the Treasurer must have professional financial management and/or accounting expertise/experience as demonstrated by education, certification, or profession, and be in professional good standing.
- B. Maintain a Standing Operating Procedures (SOP) document detailing the specific activities and processes of the Treasurer. This document will be reviewed and updated annually at a minimum.
- C. The Treasurer is an official signatory on the banking account(s) of the Society and shall be the primary executor of financial transactions on behalf of the Society.
- D. The Treasurer shall make the financial status of accounts available to any Officer, member of the Finance Committee, and/or the Executive Director at any time.
- E. The Treasurer shall adhere to and uphold all federal and state regulations applicable to the Society, as well as all Society financial requirements in Article VIII, Section 3 (Finance Committee) and any other financial policies and procedures that are approved by the BoD under separate cover.
- F. The Treasurer shall present a complete and accurate report of all Society finances at each meeting of the members, the Executive Committee, and the BoD.

- G. The Treasurer shall cooperate in direct reviews/audits of the funds of the Society according to funding source guidelines and generally accepted accounting principles.
- H. The Treasurer shall perform such other duties as may be prescribed by the Executive Committee, the BoD or the President.
- I. The Treasurer may select an Assistant Treasurer to assist with the Treasurer's duties. Due to the responsibilities of this position, at a minimum, this person will be vetted and approved by the BoD for the same appropriate qualifications/experience as required for the Treasurer. He/she will be a signatory to the Society's bank accounts and shall perform the duties of the Treasurer in the Treasurer's absence, unavailability or recusal.

#### **Section 5. Election of Officers**

Elections and installment of the Officers will be in accordance with the procedures stated in Article VIII, Section 6 (Nominations Committee), and Article XI, Application for Society Leadership Positions. The terms for all Officers elected shall be for three (3) years.

#### **Section 6. Removal of Officer**

The BoD may remove an Officer by a majority vote at a duly constituted meeting of the BoD.

#### **Section 7. Vacancies**

The Nominations Committee shall nominate persons to fill any Officer vacancies which may occur between the Society's scheduled elections. The Nominations Committee will send written nominations to the Parliamentarian at least two (2) weeks prior to the annual or special meeting of the Society at which the Society's Regular and Associate members will vote on nominees. The persons so elected shall hold office for the unexpired term in respect of which Officer position such vacancy occurred.

### **ARTICLE XI. SOCIETY STAFF**

#### **Section 1. Executive Director**

The Executive Committee may appoint or hire an Executive Director who shall serve at the will of the BoD. The Executive Director shall have immediate and overall supervision of the operations of the Society, to include the establishment and maintenance of organizational policies, supervision of the work of the Committees and the Committee Chairs, and the routine business of the Society. The Executive Director shall also maintain the properties of the Society, hire, discharge, and determine the salaries and other compensation of all staff members under the Executive Director's supervision (if any) and perform such additional duties as may be directed by the Executive Committee and/or the BoD.

- A. No Officer, Executive Committee member, or Director of the BoD may individually instruct the Executive Director or any Society staff. The Executive Director shall provide reports regarding the Society's business at BoD and Executive Committee meetings as required by the President or the BoD.
- B. The Executive Director is an ad-hoc member of all committees and is a non-voting member of the Executive Committee.
- C. The Executive Director shall serve until removed by the Executive Committee upon an affirmative vote of three-quarters (3/4) of the members present at any meeting of the Executive Committee. Such removal may be with or without cause. Nothing herein shall confer any compensation or other rights on any Executive Director, who shall remain an employee terminable at will, as provided in this Section.
- D. The Executive Director shall prepare a written personal Goals and Objectives report annually at the start of each fiscal year. At the end of the fiscal year, the Executive Director shall complete a self-evaluation of his/her performance of the Goals and Objectives. Both documents shall be



reviewed and approved by the Executive Committee before compensation is set for the next year.

- E. The Executive Director shall maintain a Standing Operating Procedures (SOP) document detailing the specific activities and processes of the Executive Director, which shall be reviewed and updated annually at a minimum.
- F. The Executive Director is assisted by at least one volunteer, the duties of which include the logistic coordination of Society luncheons and Board meetings, and procurement of speaker gifts and awards (including the Founders Day Awards and the USMAPS Maxwell Taylor Leadership Award).
- G. The Executive Director may serve as the initial Point of Contact for external organizations to include WPAOG, USMA, West Point Parents Club, Service Academy Global Summit, etc.
- H. The Executive Director arranges for an annual independent external audit/review of the WPSDC finances.
- I. The Executive Director ensures that the Society and its Officers and Directors are appropriately Insured (see ARTICLE XIII, Section 3).
- J. The Executive Director may obligate the Society as a signature authority for contracts approved by the Executive Committee or BoD.
- K. To the fullest extent possible, the Executive Director maintains a Society on-line reference database of Society, Officer, and Committee policies and SOPs, as well as pertinent current and historical documents (e.g., budget, minutes, After Action Reviews) available for Directors to access.
- L. The Executive Director ensures the completion of an Annual Report to the Society membership, with significant input from the Board Directors and Officers, to be published not later than 30 September each year.

## **Section 2. Parliamentarian**

The Parliamentarian ensures adherence to procedure of Executive Committee and BoD meetings according to Robert's Rules of Order. The Parliamentarian shall also:

- A. Advise the Executive Committee and the BoD in matters of parliamentary procedure and WPSDC policy.
- B. Interpret the WPSDC's governing documents.
- C. Determine a quorum and oversee all voting at Society meetings in accordance with Robert's Rules of Order.
- D. Determine a quorum and oversee all voting processes and elections as a non-voting member of the BoD and Executive Committee meetings.
- E. Supervise the annual review of job descriptions/responsibilities and the Society's policies and procedures.
- F. Oversee the review of the Society's governance documents every two years (even numbered years). The Executive Committee shall establish a temporary committee for this purpose, with the Parliamentarian as Chair.

## **ARTICLE XII. APPLICATION FOR SOCIETY LEADERSHIP POSITIONS**

### **Section 1. Procedures**

WPSDC Regular and Associate members in good standing may apply for Officer, Committee Chair, or Advisor-at-Large positions. Available positions will be announced on or about 1 September annually. All applications shall be due to the Nominations Committee Chair not later than 30 November annually. Nominees must submit the following information in one packet:

1. A recommendation letter/letter of support from another USMA graduate, the member's USMA Class leadership, or a Board Director (support letters from Executive Committee members who are not also Board Directors will not be accepted). A nominee will not be considered without such a required recommendation letter/letter of support.
2. A letter from the nominee which specifically states his/her desire to serve or to continue to serve, and the position(s) for which the nominee wishes to be nominated. The letter must specifically state that the nominee has reviewed the duties and responsibilities of the position for which the nominee is applying. He/she must state that he/she has the willingness and the time available to perform such duties and attend meetings, as is expected of all volunteers for Society positions. Nominees will not be considered without such a letter.
3. The nominee's letter should also specifically address each of the following:
  - a. The position(s) for which the nominee wishes to be considered
  - b. The qualifications/experience for the nominated position(s), to include professional experience, post-graduate degrees, and/or other relevant volunteer experience (e.g., with other non-profit organizations, WPSDC/WPAOG service)
  - c. Any significant personal (family, marriage) or professional relationship with a Board Director (e.g., a direct working relationship) or the Society (e.g., corporate sponsorship) that could influence selection
4. The nominee's letter should not exceed 2 pages, 12 font, with standard margins.
5. A recent photo in high-quality digital format (.jpg). Photos of nominees will be published on the WPSDC website.
6. A current CV/biographical summary or other documents/letters as additional support of the qualifications for the nominated position(s). This does not relieve the nominee from the responsibility of specifically addressing the items in paragraph 3 above.
7. Only candidates who have completed all of the above will be considered by the Nominations Committee.

## **Section 2. Elections**

Elections for open positions will be held in the spring, opening 1 April and closing 1 May. Elections will be held as follows:

1. The Officer positions will be elected by the Society's Regular and Associate members after the Society's annual meeting, with a winner determined by majority vote. The vote will be conducted on-line using the Society's web site. Run-off elections, if necessary, will be held if there is no clear majority vote winner. The rules of such will be determined by the Parliamentarian at the time of the run-off election. The election results will be announced at the Society's May luncheon.
2. The nominations of candidates for Committee Chairs and Advisors-at-Large will be determined by the Board at the March Board meeting. Elections for such positions will be held at the Society's May Luncheon. Candidates will be asked to step out of the room and not vote during the selection/election of their desired position at a Board meeting and the annual meeting.

## **ARTICLE XIII. – CONFLICT OF INTEREST AND COMPENSATION**

### **Section 1. Purpose**

The conflict of interest policy set forth in these Bylaws protects the Society's interests when the WPSDC is contemplating entering into a transaction or arrangement that might benefit the private interest of a Director, Executive Committee member, Committee Chair or Officer, or might result in a possible excess personal benefit transaction for such an interested person. This policy is intended to supplement but not

replace any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

## **Section 2. Definitions**

### **Interested Person**

- A. Any Director, Executive Committee member, Committee Chair or Officer of the Society who has a direct or indirect financial interest, as defined below, is an interested person.

### **Financial Interest**

- A. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
  - 1. An ownership or investment interest in any entity with which the Society has a transaction or arrangement;
  - 2. A compensation arrangement with any organization, entity, or individual with which the Society has a transaction or arrangement, to include the award of money, miles, points, services, or other benefits to the personal account of an interested person who is negotiating for, signing a contract for, or acting on behalf of the Society, even if the interested person does not expend personal funds;
  - 3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Society is negotiating a transaction or arrangement; or
  - 4. Uses personal financial means in lieu of Society financial means for the payment of Society expenditures, particularly for expenses that are substantial (greater than \$250) and incurred due to poor planning, with the expectation of Society reimbursement at a later date.
- B. Compensation includes direct and indirect remuneration, as well as gifts or favors that are not insubstantial.
- C. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the BoD or Executive Committee reasonably determines that a conflict of interest exists.

## **Section 3. Compensation**

All Directors, Committee members, Officers and Advisory Council members are unpaid volunteers, and shall not receive any monetary or in-kind compensation for their services, to include stipends for personal time expenditure or services. A voting member of the Board or the Executive Committee who has a financial interest in or receives compensation, directly or indirectly, from any organization, entity, or individual with which the Society is contemplating a transaction or arrangement is precluded from voting on matters pertaining to that transaction or arrangement.

## **Section 4. Annual Statements**

Each Director, Executive Committee member, Committee Chair and Officer shall annually sign a statement which affirms that such person:

- A. Has received a copy of the conflict of interest policy contained in these Bylaws,
- B. Has read and understands the policy,
- C. Has agreed to comply with the policy,
- D. Understands that the WPSDC is a charitable organization and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes, and

- E. Understands that as a charitable organization and in order to maintain its federal tax exemption, the Society must refrain from political activity, including campaigning or providing support for political candidates or issues.

The Executive Director shall review and maintain these signed statements on file.

#### **Section 5. Duty to Disclose Actual or Potential Conflicts of Interests, and Procedures to Address**

- A. Duty to Disclose. In connection with any actual or possible conflict of interest pertaining to a proposed transaction or arrangement, an interested person must disclose in writing the existence of the financial interest prior to any required vote regarding the execution thereof. The disclosure shall be forwarded to the Executive Committee for further review and disposition. The interested person shall be given the opportunity to disclose all material facts to the Board and/or Executive Committee considering the proposed transaction or arrangement.
- B. After disclosure of the financial interest and all material facts, the interested person shall leave the Board or Executive Committee meeting while a determination of whether a conflict of interest exists is discussed and voted upon.
- C. Procedures for Addressing Conflicts of Interest
  1. If the Board or Executive Committee determines that a conflict of interest exists, then the President shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
  2. After receiving the findings and recommendation of the disinterested person or committee, the BoD or Executive Committee shall determine whether the Society can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
  3. If a more advantageous transaction or arrangement that would not give rise to a conflict of interest is not reasonably possible under circumstances, then the Board or Executive Committee shall determine by a majority vote whether the proposed transaction or arrangement is in the Society's best interest, and whether it is fair and reasonable.
- D. Violations of the Conflicts of Interest Policy
  1. If the Board or Executive Committee has reasonable cause to believe an interested person has failed to disclose an actual or possible conflict of interest, it shall inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose.
  2. If, after hearing the interested person's response and after making further investigation as warranted by the circumstances, the Board or Executive Committee determines that the interested person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action, to include the removal of the interested person from the Board, Executive Committee, or from his or her Committee Chair or Officer position.

#### **Section 6. Records of Proceedings**

The minutes of the BoD's or Executive Committee's Conflict of Interest proceedings shall contain:

- A. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the BoD's or Executive Committee's decision as to whether a conflict of interest in fact existed.
- B. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the

proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

### **Section 7. Periodic Reviews**

To ensure that the Society operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, annual reviews to include financial audits or reviews, shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- A. Whether compensation arrangements and benefits for Society staff are reasonable, based on competent survey information, and are the result of arm's length bargaining.
- B. Whether transactions and arrangements with entities, organizations and individuals conform to the Society's written policies; are properly recorded; reflect reasonable investment or payments for goods and services; further charitable purposes; and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

### **Section 8. Use of Outside Advisors**

When conducting the periodic reviews in Section 7 of this Article, the Society shall use outside advisors as appropriate. However, their use shall not relieve the BoD of its responsibility for ensuring that the periodic reviews are properly conducted.

## **ARTICLE XIV. INDEMNIFICATION**

### **Section 1. General**

To the full extent authorized by applicable laws, the Society shall indemnify any current or former Society member, Officer, employee, agent, Committee Chair or member, or Board Director or Executive Committee member of the Society, or any person who is serving or may have served at the Society's request as a Board member or officer of another organization (each of the foregoing is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, Officer, employee, agent, Committee Chair or member, or Board Director or Executive Committee member, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for gross negligence or willful misconduct in the performance of his or her duties as such member, Officer, employee, agent, Committee Chair or member, or Board Director or Executive Committee member. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board, or otherwise.

### **Section 2. Expenses**

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Society in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

### **Section 3. Insurance**

The Society may purchase and maintain insurance on behalf of any person who is or was a Society member, Director, Executive Committee member, Officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Society would have the power or obligation to indemnify such person against such liability under this Article.

#### **ARTICLE XV. BOOKS AND RECORDS**

The Society shall keep complete books and records of account and minutes of the proceedings of the Executive Committee and the BoD, and of the annual and special meetings of Society members. As necessary or appropriate, such records may pass from one Board Director or Executive Committee member to his/her successor when his or her tenure is complete.

- A. The Executive Director will maintain books and records pertaining to the founding of the Society, to include the governance documents and IRS letters granting the 501(c) status to the Society.
- B. The Secretary will maintain books and records pertaining to the minutes of proceedings of the Executive Committee and the BoD, and of the annual and special meetings of Society members.
- C. The Treasurer will maintain the books and records pertaining to the finances of the Society in accordance with the IRS Statutes and other applicable laws.
- D. The Communications Chair will maintain the historical archives of the Society, to include records over one (1) year old as relinquished by the responsible Director, Executive Committee member, Officer, Committee Chair, or Society staff, as well as electronic media.
- E. Each Board Director, Executive Committee member, and Committee Chair will maintain books and records pertaining to their area of involvement.

#### **ARTICLE XVI. REVIEW AND AMENDMENTS**

- A. The Executive Committee shall establish a committee to review the Constitution and these Bylaws, chaired by the Parliamentarian, every two years (even numbered years).
- B. In the interim, the BoD may amend these Bylaws by a vote specified in Article V, Section 9, of these Bylaws at any regular or special meeting.

#### **Bylaws Certificate**

The undersigned certifies that he/she is the Secretary of the Society, and that as such he/she is authorized to execute this certificate on the behalf of the Society, and further certifies that the foregoing Bylaws constitute the Bylaws of the Society as of this date, duly adopted by the Board of Directors of the Society at the Board's regular meeting on August 28, 2018.

Dated: August 29, 2018

  
Ginni Gupton, Secretary