

WEST POINT
ALUMNI GLEE CLUB
A
Virginia §501(c)(3) Nonstock Corporation

BYLAWS

BYLAWS

Table of Contents

		<u>Page</u>
	<i>Preamble</i>	1
<u>ARTICLE 1</u>	<u>Corporate Offices</u>	
Section 1	Principal Office	1
Section 2	Registered Office	1
Section 3	Other Offices	1
<u>ARTICLE 2</u>	<u>Organization</u>	
Section 1	Articles of Incorporation	1
Section 2	Board of Directors	2
Section 4	Members	2
<u>ARTICLE 3</u>	<u>Meeting of Members</u>	
Section 1	Annual Meetings	2
Section 2	Notice of Meetings	3
Section 3	Quorum	3
Section 4	Voting	3
Section 5	Order of Business	3
<u>ARTICLE 4</u>	<u>Board of Directors</u>	
Section 1	General Powers	3
Section 2	Election of the Board	4
Section 3	Number and Term	4
Section 4	Compensation	4
Section 5	Procedure for Elections	4
Section 6	Resignation of Directors	4
Section 7	Procedure for Removal	4
Section 8	Method for Filling Vacancies	4
Section 9	Indemnification of Directors	4
Section 10	Conflict of Interest	5
Section 11	Officers	6
Section 12	Duties of Officers	6

<u>ARTICLE 5</u>	<u>Board of Directors Meetings</u>	
Section 1	Place of Meeting	7
Section 2	Annual Meeting	7
Section 3	Substitute Annual Meeting	7
Section 4	Notice	8
Section 5	Waiver of Notice	8
Section 6	Order of Business	8
Section 7	Quorum	9
Section 8	Attendance and Failure to Object	9
Section 9	Action Without a Meeting	9
<u>ARTICLE 6</u>	<u>Committees</u>	
Section 1	Membership	9
Section 2	Authority	9
Section 3	Record of Proceedings	9
Section 4	Meetings	10
Section 5	Quorum	10
Section 6	Compensation	10
Section 7	Action Without a Meeting	10
Section 8	Standing Committees	10
<u>ARTICLE 7</u>	<u>Contracts, Loans, Checks and Deposits</u>	
Section 1	Contracts	11
Section 2	Loans	11
Section 3	Checks and Drafts	11
Section 4	Deposits	11
<u>ARTICLE 8</u>	<u>General Provisions</u>	
Section 1	Corporate Seal	11
Section 2	Amendments to Bylaws	11
Section 3	Disallowed Payments to Officers and Employees	11
Section 4	Organization and Operation	12

West Point Alumni Glee Club
a
Virginia §501(c)(3) Nonstock Corporation

BYLAWS

PREAMBLE

The West Point Alumni Glee Club is a nonprofit §501(c)(3) corporation registered in the State of Virginia since 2008 whose purpose is to gather West Point alumni to carry on the rich legacy of singing patriotic and inspirational music as one of the significant elements of the Warrior Spirit. Objectives include: performing concerts for veterans, service members and their families to benefit the WPAGC and to support the United States Military Academy Cadet Glee Club mission as ambassadors for the Academy and the Army. As the motto of the Glee Club states: "No fun without music; no music without fun!"

ARTICLE 1

Corporate Offices

- Section 1 Principal Office. The principal office of the West Point Alumni Glee Club (hereinafter "WPAGC") shall be at a place designated by the Board of Directors (hereinafter "Board").
- Section 2 Registered Office. The registered office of the WPAGC, required by law to be maintained in the Commonwealth of Virginia, may be, but need not be, identical to the principal office.
- Section 3 Other Offices. The WPAGC may have other offices, at such other places within or without the Commonwealth of Virginia, as the Board may from time to time designate or as the affairs of the WPAGC may require.

ARTICLE 2

Organization

- Section 1 Articles of Incorporation. As may be revised by law, the Bylaws shall be consistent with the Articles of Incorporation, West Point Alumni Glee Club, dated February 15, 2011.
- Section 2 Board of Directors. The management of the WPAGC shall at all times be vested in the Board of Directors (hereinafter Board). The Board, which

number may be increased or decreased pursuant to the Bylaws of the corporation, shall never be less than four (4). A President, Vice President, Treasurer, and Secretary/Librarian shall be the Board of the WPAGC whom the Members (see Section 3 of this Article) will elect to conduct and manage the day-to-day business of the WPAGC.

Section 3 Members. There shall be two classes of Membership in WPAGC.

- a. Full Members: Full Members shall consist of the following two categories of United States Military Academy (hereinafter "USMA") graduates:
 1. Performing Members: Limited to alumni of the USMA who were singing members of the Cadet Glee Club or the Chapel Choirs or a similar organized singing group. Members in this class shall have voting rights in the election of the Board.
 2. Non-Performing Members: Limited to alumni of the USMA. Members in this class shall have voting rights in the election of the Board.

- b. Associate Members: Associate Members may be temporarily or permanently granted to artists or friends of the WPAGC who may be invited to perform or work with the WPAGC. There is no requirement for Associate Members to be graduates of the USMA. Associate Members shall have no voting rights in the operation of the WPAGC.

Section 4 Annual Dues. Annual membership dues will be fixed by the Board at their annual meeting for the calendar year in which they are set. The Board may set more than one level of dues based on the level of participation of the member and other considerations.

ARTICLE 3

Meeting of Members

Section 1 Annual Meetings. In accordance with the Code of Virginia §13.1-838, the WPAGC will hold an annual meeting of the Members in January of each year. Such meeting will be held in conjunction with the first Board meeting of the calendar year at which time the Board will be elected, when required by Article 4, Section 2, and an annual report provided in accordance with the Code of Virginia §13.1-842. The Members will meet at other times as determined necessary by the Board.

Section 2 Notice of Meetings. Written, including electronic, notice stating the time and place of a meeting of the Full Members shall be given not less than ten (10) nor more than sixty (60) days before the date thereof, either personally or by mail,

including electronic mail, by or at the direction of the President, Secretary or other person calling the meeting, to each Full Member entitled to vote at such meeting, at his or her street or electronic mail address as it appears on the records of the WPAGC.

Section 3 Quorum. The presence at the meeting of Full Members representing ten percent (10%) of all Full Members shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation or these Bylaws. If however, such quorum shall not be present or represented at any meeting, the Full Members thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum, as aforesaid, shall be present or be represented.

Section 4 Voting. At every meeting a Full Member shall have the right to cast one (1) vote. The vote of the Full Members representing fifty percent (50%) plus one (1) of the total of the votes of all the Full Members at the meeting shall be necessary to decide any question brought before such meeting.

Section 5 Order of Business. The suggested order of business of meetings of the Full Members may be as follows:

- a. Call to order and establishment of a quorum
- b. Reading of minutes of the previous meeting
- c. Reports of officers
- d. Election of directors and officers (every three years)
- e. Unfinished business
- f. New business
- g. Adjournment

ARTICLE 4

Board of Directors

Section 1 General Powers. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the WPAGC managed under the direction of, the Board. The Board shall consist of Directors. Individual Directors may be elected to Board Offices and/or have areas of responsibility established by the Board, within which that Director shall have primary responsibility.

Section 2 Election of the Board. Board members shall be elected every three (3) years at the annual meeting of the Members or as soon thereafter as conveniently

possible. Each Board member shall have one vote at any meeting of the Board.

Section 3 Number and Term. The number of Directors of the WPAGC shall be between four (4) and ten (10). Each Director shall serve on the Board until his or her death, resignation, removal or disqualification or until the expiration of his or her term and the election and qualification of a successor or until there is a decrease in the number of Directors. Election of a Director shall not of itself create contract rights. Directors need not be residents of the Commonwealth of Virginia.

Section 4 Compensation. Directors shall not be compensated for their services as Directors.

Section 5 Procedure for Elections. Members of the initial Board shall hold office until the first annual meeting of Full Members and until their successor shall have been elected and qualified. Directors shall be elected at the annual meeting of the Full Members to hold office for a three (3) year term. Those persons who receive the highest number of votes shall be deemed to have been elected.

Section 6 Resignation of Directors. A Director may resign at any time by delivering written notice to the Secretary. A resignation is effective when the notice is delivered. The Board may fill the vacancy under as specified in Section 7 of this Article.

Section 7 Procedure for Removal. Any Director may be removed from office, with or without cause, if the number of votes cast to remove him or her constitutes a majority of the votes entitled to be cast at an election of Directors. If any Director is removed, a new Director may be elected at the same meeting.

Section 8 Method for Filling Vacancies. A vacancy occurring in the Board, including a vacancy resulting from an increase in the number of Directors, may be filled by the Board, or a majority of the Directors in office, even if less than a quorum.

Section 9 Indemnification of Directors.

- a. To the full extent permitted by the Virginia Nonstock Corporation Act, as it exists on the date hereof or may hereafter be amended, no Director or officer of the WPAGC shall be liable to the WPAGC for monetary damages.
- b. To the full extent permitted and in the manner prescribed by the Virginia Nonstock Corporation Act and any other applicable law, the WPAGC shall indemnify a Director or officer of the WPAGC, who is or was a party to any proceeding by reason of the fact that he or she is or was such a Director or officer. The Board is hereby empowered, by majority vote of a quorum of

disinterested Directors, to contract in advance to indemnify any Director or officer.

- c. The Board is hereby empowered, by majority vote of a quorum of disinterested Directors, to cause the WPAGC to indemnify or contract in advance to indemnify any person not specified in paragraph b of this Section, who was or is a party to any proceeding, by reason of the fact that he or she is or was an employee or agent of the WPAGC.
- d. The WPAGC may purchase and maintain insurance to indemnify it against the whole, or any portion, of the liability assumed by it in accordance with this Article and may also procure insurance, in such amounts as the Board may determine, on behalf of any person, who is or was a Director, officer, employee or agent of the WPAGC.
- e. In the event that there has been a change in the composition of a majority of the Board after the date of the alleged act or omission with respect to which indemnification is claimed, any determination as to indemnification and advancement of expenses with respect to any claim for indemnification made pursuant to paragraph b of this Section shall be made by special legal counsel agreed upon by the Board and the proposed indemnitee. If the Board and the proposed indemnitee are unable to agree upon such special legal counsel, the Board and the proposed indemnitee each shall select a nominee, and the two nominees shall select such special legal counsel.
- f. The provisions of this Section shall be applicable to all actions, claims, suits or proceedings commenced after the adoption hereof, whether arising from any action taken or failure to act before or after such adoption. No amendment, modification or repeal of this Section shall diminish the rights provided hereby or diminish the right to indemnification with respect to any claim, issue or matter in any then pending or subsequent proceeding that is based in any material respect on any alleged action or failure to act prior to such amendment, modification or repeal.
- g. Reference herein to Directors, officers, employees or agents shall include former Directors, officers, employees and agents and their respective heirs, executors and administrators.

Section 10

Conflict of Interest. No Director may vote upon a matter coming before the Board in which he or she has a direct or indirect financial interest. Immediately upon becoming aware that such a conflict may exist, the Director shall disclose the conflict to the Board and refrain from voting on the matter. Any such disclosure and withdrawal shall be fully documented in the minutes of the meeting of the Board.

Section 11 Principal Offices.

- a. The Principal Offices shall consist of a President, a Vice President, a Secretary/Librarian and a Treasurer and such assistant officers as may be deemed necessary and elected by the Board. Any two (2) or more principal Offices may be held by the same person.
- b. All Officers and agents of the WPAGC, as between themselves and the WPAGC, shall have such authority and perform such duties in the management of the WPAGC as may be provided in these Bylaws or as may be determined by resolution of the Board, not inconsistent with these Bylaws.

Section 12 Duties of Officers.

- a. President. The President shall be the principal executive officer of the WPAGC and, subject to the control of the Board, shall supervise and control the management of the WPAGC in accordance with these Bylaws. The President, when present, shall preside at all meetings of the Board. He or she shall sign, with any other proper officer, any deeds, mortgages, bonds, contracts or other instruments which may be lawfully executed on behalf of the WPAGC, except where required or permitted by law to be otherwise signed and executed, and except where the signing and execution thereof shall be delegated by the Board to some other officer or agent; and, in general, he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.
- b. Vice President(s). There may be one or more Vice President(s), one of whom, unless otherwise determined by the Board, shall, in the absence or disability of the President, perform the duties and exercise the powers of that office. In addition, the Vice President(s) shall perform such other duties and have such other powers as may be prescribed by the Board or the President or other officer authorized by the Board to prescribe the duties of the Vice President(s).
- c. Secretary/Librarian. The Secretary shall have the responsibility for preparing and maintaining custody of minutes of the meetings of the Board and for authenticating records of the WPAGC. He or she shall give all notices required by law and by these Bylaws. He or she shall have general charge of the corporate books and records and of the corporate seal, and he or she shall affix the corporate seal to any lawfully executed instrument requiring it. He or she shall sign such instruments as may require his or her signature and, in general, shall perform all duties incident to the office of Secretary

and such other duties as may be assigned to him or her from time to time by the President or by the Board. The Librarian shall maintain the musical holdings of the WPAGC, see that the copyright status of each musical work is properly attributed; copy and maintain song books for the membership; seek new musical works as directed by the Directors.

- d. Treasurer. There will be a Treasurer, who shall have custody of all funds and securities belonging to the WPAGC and shall receive, deposit or disburse the same under the direction of the Board. The Treasurer shall, in general, perform all duties incident to his or her office and such other duties as may be assigned to him or her from time to time by the President of the Board or other officer authorized by the Board to prescribe the duties of the Treasurer.
- e. Assistant Officers. The Board may elect assistant officers and one (1) or more assistant vice presidents, assistant secretaries and assistant treasurers from the Full Members, with such powers and duties as the Board shall deem necessary. Any such assistant officers shall hold office at the pleasure of the Board.

ARTICLE 5

Board of Directors Meetings

- Section 1 Place of Meeting. All meetings of the Directors shall be held at the principal office of the WPAGC or at such other place, either within or without the Commonwealth of Virginia, as shall be designated in the notice of the meeting or agreed upon by a majority of the Directors entitled to vote at the meeting.
- Section 2 Annual Meeting. The annual meeting of the Directors of the WPAGC shall be held at such place as may be designated by the Board for the purpose of transaction of such business as may be properly brought before the meeting. Failure to hold the annual meeting at the designated time and place shall not work a forfeiture or dissolution of the WPAGC.
- Section 3 Substitute Annual Meeting. If the annual meeting shall not be held on the date designated by these Bylaws, a substitute annual meeting may be called in accordance with the provisions of Section 4 of this Article. A meeting so called shall be designated and treated for all purposes as the annual meeting.
- Section 4 Notice. Written, including electronic, notice stating the time and place of a meeting of the Directors shall be given not less than ten (10) nor more than sixty (60) days before the date thereof, either personally or by mail, including

electronic mail, by or at the direction of the President, Secretary or other person calling the meeting, to each Director entitled to vote at such meeting, at his or her street or electronic mail address as it appears on the records of the WPAGC, unless such Director shall have filed with the Secretary a written request that notices intended for him or her be sent to some other street or electronic mail address, in which case notices shall be sent to the address designated in such request. If mailed, such notice shall be deemed to be given when deposited in the United States Mail, addressed to the Director at his or her address, as it appears on the records of the WPAGC, with postage thereon prepaid. If sent by electronic mail, such notice shall be deemed to be given when such notice arrives at the Director's internet service provider.

Unless required by the Virginia Nonstock Corporation Act, notice of an annual meeting need not state the purpose or purposes for which the meeting is called. Notice of a special meeting shall state the purpose or purposes for which the meeting was called.

If an annual or special meeting is adjourned to a different date, time or place, notice need not be given if a new date, time or place is announced at the meeting before adjournment. If a new record date for the adjourned meeting is or shall be fixed under the provisions of the Virginia Nonstock Corporation Act, notice of the adjourned meeting shall be given under this Section to persons who are Directors as of the new record date.

Section 5 Waiver of Notice. Whenever any written notice is required to be given by the Virginia Nonstock Corporation Act, by the Articles of Incorporation or by these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to any notice required to be given.

Section 6 Order of Business. The suggested order of business of meetings of the Board may be as follows:

- a. Call to order and roll call
- b. Proof of notice of meeting or waiver of notice
- c. Reading of minutes of previous meeting
- d. Reports of officers
- e. Unfinished business
- f. New business
- g. Adjournment

Section 7 Quorum. A majority of the Directors fixed by these Bylaws shall constitute a quorum for the transaction of business at any meeting of the Board. The affirmative vote of a majority of the Board members present may adjourn any

meeting, and such meeting may be held as an adjourned meeting without further notice at any time.

Section 8 Attendance and Failure to Object. Attendance of a Director at a meeting shall constitute a waiver of notice of the meeting, except, as provided in Section 3 of this Article. A Director who is present at a meeting of the Board, at which action on any corporate matter is taken shall be deemed to have assented to the action taken unless: (1) he or she objects at the beginning of the meeting or promptly upon his or her arrival to holding it or transacting specified business at the meeting; or (ii) he or she votes against, or abstains from, the action taken.

Section 9 Action Without a Meeting. Any action may be taken without a meeting if one or more written consents setting forth the action are signed either before or after such action by all of the Directors and filed with the minutes of the proceedings of the Board.

ARTICLE 6

Committees

Section 1 Membership. The Board, by resolution adopted by a majority of the Board in office when the action is taken, may create one or more committees and appoint two or more Members to serve on each such committee. The creation of a committee and the delegation of authority to it shall not operate to relieve the Board or any member of the committee of any responsibility imposed upon it or him or her by law. No member of a committee shall continue to be a member of it after he or she ceases to be a Member of the WPAGC. The Board shall have the power at any time to increase or decrease the number of members of a committee, to fill vacancies on it, to remove any member of it and to change its functions or terminate its existence.

Section 2 Authority. A committee shall have and may exercise all authority delegated to it in the resolution of the Board creating such committee. A committee may formulate and recommend to the Board for approval general policies regarding the management of the business and affairs of the WPAGC.

Section 3 Record of Proceedings. A committee shall keep minutes of its acts and proceedings. These minutes shall be submitted to the next succeeding meeting of the Board for approval; however, failure to submit or to receive approval of them shall not invalidate any action taken upon authorization contained in them.

Section 4 Meetings. Meetings of a committee, of which no notice shall be necessary, shall be held on such days and at such places as determined by its members.

Section 5 Quorum. A majority of a committee shall be necessary to constitute a quorum for the transaction of any business. The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 6 Compensation. Members shall not be compensated for their services as members of committees.

Section 7 Action Without a Meeting. Action taken by a committee member without a meeting is nevertheless committee action if one or more written consents to the action are signed by all the members and filed with the minutes of the proceedings of a committee, whether done before or after the action so taken.

Section 8 Standing Committees. The board may establish or dissolve either standing or ad hoc committees as necessary to address matters it deems appropriate. Committees so established may include full members, associate members or non-members as the board deems appropriate to the purpose of the committee. The chairperson and members of the Standing Committees shall be appointed by the Board from the membership; the Standing Committees are:

- a. Membership: The objective of the Membership Committee is to promote membership in the WPAGC.
- b. Finance and Audit: The objective of the Finance and Audit Committee provide financial oversight of the WPAGC's financial operations. In addition it is to develop and operate a program to raise funds for the operations of the WPAGC.
- c. Performance: The objective of the Performance Committee is to set the artistic direction and to develop the performing programs of the WPAGC. The WPAGC Artistic Director shall be a member of the Performance Committee.

ARTICLE 7

Contracts, Loans, Checks and Deposits

- Section 1 Contracts. The Board may authorize any officer or officers to enter into any contract or to execute and deliver any instrument on behalf of the WPAGC, and such authority may be general or confined to specific instances.
- Section 2 Loans. No loans shall be contracted on behalf of the WPAGC and no evidence of indebtedness shall be issued in its name unless authorized by the Board. Such authority may be general or confined to specific instances.
- Section 3 Checks and Drafts. The Board may authorize any officer or officers and/or employee or employees of the WPAGC to sign checks or drafts on such account or accounts as shall be established by the WPAGC. Such authorization shall be by a duly adopted resolution of the Board.
- Section 4 Deposits. All funds of the WPAGC not otherwise employed shall be deposited from time to time to the credit of the WPAGC in such depositories as the Board shall elect.

ARTICLE 8

General Provisions

- Section 1 Corporate Seal. The corporate seal of the WPAGC shall be in such form and bear such inscription as may be adopted by resolution of the Board.
- Section 2 Amendments to Bylaws. Except as otherwise provided herein, these Bylaws may be amended or repealed and new Bylaws may be adopted by a majority of the Board.
- Section 3 Disallowed Payments to Officers and Employees. Any payments made by the WPAGC to an officer, member or employee of the WPAGC, such as salary, commission, bonus, interest, rent or entertainment expense, incurred by such officer or employee, which shall be disallowed in whole or in part as a deductible expense of the WPAGC by the Internal Revenue Service, shall be reimbursed to the WPAGC by such officer or employee to the full extent of such disallowance. It shall be the duty of the Board to enforce reimbursement of each such amount disallowed. In lieu of a lump sum reimbursement by the officer, member or employee, upon approval of the Board, proportionate amounts may be withheld

from his or her future compensation payments until the amount owed to the WPAGC has been fully reimbursed.

Section 4 Organization and Operation. The WPAGC shall be organized and operated so that any and all activities are consistent with its tax-exempt purposes, as approved by the Internal Revenue Service, consistent with its status as a charity, as defined by §501(c)(3) of the Internal Revenue Code of 1986 (as amended) and as otherwise permitted under federal, state and local law.

These Bylaws were approved by a Unanimous Written Consent of the Directors at a duly called meeting dated _____ 2017 and supersede all previously adopted Bylaws.

West Point Alumni Glee Club

By: _____ 2017
Alan B. Salisbury, President

By: _____ 2017
Terrance C. Ryan, Vice President

By: _____ 2017
James E. Ferguson, Secretary

By: _____ 2017
Morris R. Faber, Treasurer