BYLAWS
OF
THE ASSOCIATION OF GRADUATES
OF THE
UNITED STATES MILITARY ACADEMY

(Effective 17 November 2026)

ARTICLE I
NAME

Section 1.1 The name of the corporation shall be THE ASSOCIATION OF GRADUATES OF THE UNITED STATES MILITARY ACADEMY.

ARTICLE II
PURPOSE

Section 2.1 The Association shall be dedicated to furthering the ideals and promoting the welfare of the United States Military Academy, and to supporting and serving its graduates.

ARTICLE III
OFFICES

Section 3.1 The headquarters of the Association shall be at West Point, New York.

ARTICLE IV
MEMBERSHIP

Section 4.1 Classification. The Association shall be composed of Regular Members, Associate Members, and Friends of West Point.

Section 4.2 Regular Members.

(a) Upon graduation from the United States Military Academy, all graduates shall be Regular Members of the Association.

(b) Only Regular Members in good standing, and, if dues are assessed, only Regular Members who have paid such dues as may have been assessed, shall be qualified to vote, and to serve as Directors and Advisors of the Association.

Section 4.3 Associate Members.

(a) Any former United States Military Academy cadet who has taken the cadet oath and served at least one academic term at the United States Military Academy and left for reasons other than conduct contrary to the best interests of the United States Military Academy may apply for Associate Membership after his or her class has been graduated from the United States Military Academy by submitting to the Association the required form of application. Applicants may become Associate Members pursuant to the provisions of Sections 4.5 and 4.6 of these Bylaws.

(b) Current or former Professors, USMA and Academy Professors at the United States Military Academy who are not otherwise qualified for membership shall be eligible for Associate Membership. The President and Chief Executive Officer of the Association shall offer them such membership upon their assumption of duties, or thereafter, as professors, USMA and Academy Professors. They shall become Associate Members by submitting to the Association a written acceptance of the membership offer.

(c) All military and civilian personnel who are or have been assigned at West Point who have or have had as their principal duties the instruction, training, guidance, or coaching of cadets and who are not otherwise qualified for membership shall be eligible for Associate Membership. Applicants may become Associate Members pursuant to the provisions of Sections 4.5 and 4.6 of these Bylaws.

(d) The widow/widower of a deceased graduate shall be eligible for Associate Membership pursuant to the provisions of Sections 4.5 and 4.6 of these Bylaws.

(e) Associate Members shall have such rights and privileges as the Board of Directors shall determine from time to time, but shall not have the rights of Regular Members.

Section 4.4 Friends of West Point.

(a) Individuals who support the mission, goals, and ideals of the United States Military Academy, and who are not otherwise qualified for membership as Regular or Associate Members, may be proposed for membership by Regular members as "Friends of West Point" pursuant to the provisions of Sections 4.5 and 4.6 of these Bylaws.

(b) Membership as a "Friend of West Point" shall be granted upon submission of the required form of application, approval of the application in accordance with Section 4.5 of these Bylaws, and payment of such initiation fee and dues as may be required under Section 4.6.

(c) Friends of West Point shall have such rights and privileges as the Board of Directors shall determine from time to time, but shall not have the rights of Regular Members.

Section 4.5 Membership Application Procedures. The Alumni Support Committee shall (i) determine the form of application for membership to be used by applicants under Sections 4.3(a), 4.3(c), and 4.4 of these Bylaws, (ii) review all applications for membership submitted in accordance with these Bylaws, and (iii) in its discretion, recommend to the Board of Directors approval or disapproval of such applications. The Committee, in performing its duties under this Section, shall be guided by the principle that an applicant should have conducted his or her life in a manner representative of the best interests of the United States Military Academy and the Association. The Board shall approve or disapprove such applications as submitted to the Board. The Association shall notify each applicant of the action taken by the Board on his or her application. An applicant approved for membership shall become an Associate Member or Friend of West Point upon payment of such initiation fee and dues as may be required under Section 4.6 of these Bylaws. Associate Membership for the widow/widower of a deceased graduate will automatically be conferred unless the widow/widower declines, and he or she will not be required to pay dues or initiation fees.

Section 4.6 Dues; Initiation Fees. The Board of Directors shall determine the annual dues, if any, for Regular Members and for those Associate Members and Friends of West Point who are required to pay dues, and may impose an initiation fee for such members. The Board may also fix a fee to be paid in lieu of annual dues, the payment of which shall entitle a Regular or Associate Member or Friend of West Point to the privileges of membership for life (subject to the terms of Section 4.7 of these Bylaws) without the obligation to make any further dues payment. Applicants approved for membership in accordance with Section 4.5 of these Bylaws shall become members by paying in advance the required dues or the lifetime membership fee and the initiation fee, if any.

Section 4.7 Expulsion.

(a) Any member of the Association may be expelled from the Association for conduct contrary to the best interests of the United States Military Academy or the Association.

(b) A request for expulsion may be made as follows.

i. Motion by a Director. A motion to request expulsion of a member may be made by any Director, bringing the motion forward to the Board of Directors. The Board of Directors will vote to determine if the expulsion request will be considered. If the Board approves proceeding with the request, the Board will provide notice to the Secretary of the Association to begin the process set forth in Section 4.7 (c) below. The expulsion request shall include the facts that allegedly justify expulsion.

ii. Petition by Members. A petition to expel a Regular Member, may be

submitted to the Secretary of the Association, with no less than 1,000 signatures of Regular Members. The petition shall include the facts that allegedly justify expulsion.

(c) Within 10 days following confirmation that a request for expulsion is received and approved or verified (as may be applicable) pursuant to Section 4.7 (b) (i) or (ii) above, the Secretary of the Association shall give written notice to the Board by any legally permissible means and to the member who is the subject of the proposed expulsion, of (a) the fact that the expulsion request was made, (b) the names of the individual or individuals who made the request, (c) the fact that support the expulsion request, and (d) the fact that the member shall have the opportunity to be heard at the meeting should the member so desire. Such notice shall be provided at least 30, but not more than 50 days before the meeting at which the expulsion request is considered.

(d) The Advisory Council will review all requests for expulsion made by petition by Regular Members and provide their recommendation to the Board of Directors. Advisory Council members shall also be invited to attend the meeting at which the expulsion is considered.

(e) A unanimous vote of the Directors in attendance at the meeting at which the expulsion is considered is required to expel the Regular Member.

(f) Interim Suspension. The Board of Directors may suspend a Regular Member from the Association pending the vote of the Board of Directors on expulsion. This requires a vote of not less than two-thirds of the entire Board.

Section 4.8 Expulsion of Non-Voting Members. Any non-voting member of the Association may be subject to removal for cause from the Association using such procedures as may be approved by the Board of Directors.

ARTICLE V
GOVERNANCE

Section 5.1 Classification. The Association shall have a Board of Directors, an Advisory Council, Committees, and Officers.

Section 5.2 Composition; Responsibilities; Authorities. The composition, responsibilities and authorities of the Board of Directors, the Advisory Council, Committees, Officers are set forth in Articles VI, VII, VIII, and IX, respectively.

ARTICLE VI
BOARD OF DIRECTORS

Section 6.1 Authorities; Responsibilities.

(a) The Association shall be governed by a Board of Directors that shall have the sole responsibility for managing the affairs of the Association, except for responsibilities the Board may delegate as permitted by law and these Bylaws.

(b) The Board of Directors and its members are expected to act as a unit and represent the Membership in its entirety after taking into account the full range of perspectives within the membership of the Association. While acknowledging the value of multiple points of view in all Board matters, Directors shall not act as representatives of a particular constituency or faction.

(c) The Board of Directors shall establish a manual that communicates to the President and Chief Executive Officer and the Association staff those policies that shall govern the operations of the Association.

(d) The Board of Directors shall annually approve the Investment Policy Statement(s) ("IPS") and review performance against the IPS for all funds entrusted to the Association.

(e) The Board of Directors and its individual directors shall exercise fiduciary responsibility, acting always in good faith and in the best interest of the Association.

Section 6.2 Composition; Number; Term.

(a) The Chair and the Vice Chair of the Association shall be Directors. The President and Chief Executive Officer shall be an ex-officio, non-voting Director. As an ex-officio Director, the President and Chief Executive Officer shall not be subject to Sections 6.2(c), 6.3, and 6.6. No other employee of the Association may be a Director.

(b) In addition to the Chair, the Vice Chair, and the President and Chief Executive Officer, the Board of Directors shall include not fewer than 12 or more than 16 Directors to be elected by the Regular members pursuant to this Article VI. The Directors to be elected by the Regular Members shall be in three classes with each class being elected in succeeding years and serving three years. Each year the Board shall determine the number of Directors to be elected by the Regular Members at that year's Annual Meeting, which number shall not be fewer than three or more than six (not including nominees for positions to be filled pursuant to Section 6.5 of these Bylaws). Having made such determination, the Board shall advise the Nominating Committee of the vacancies for which the Committee shall select nominees as set forth in Sections 6.3 and 8.4(g) of these Bylaws (including nominees for positions to be filled pursuant to Section 6.5 of these Bylaws).

(c) Except as provided in Section 6.5, Directors elected under section 6.2(b) shall serve for three years from the first day of January following their election and until their successors shall have been elected and shall qualify, unless they should sooner die, resign, or be removed.

Section 6.3 Nomination; Election.

(a) Not later than 90 days prior to each Annual Meeting, the Nominating Committee shall advise the Regular Members of the nominees it has selected to fill the open Directorships, as determined in accordance with Section 6.2(b) of these Bylaws. Not earlier than 85 nor later than 60 days prior to the Annual Meeting, Regular Members may nominate Regular Members by petition to fill the open Directorships, provided the petition complies with the following conditions: (i) it shall be signed by not fewer than 2,700 Regular Members; (ii) it shall not nominate more nominees than open Directorships, though it may nominate fewer nominees; (iii) it is received in the office of the Association Secretary by 1700 hours Eastern Time Zone not later than 60 days prior to the Annual Meeting; (iv) it shall be accompanied by a signed letter from the nominee(s) affirming a willingness to serve as a Director; and (v) it shall comply with such other reasonable requirements as may be established from time to time by the Board of Directors as posted on the Association's website. The Board shall be the sole authority to determine the validity of a petition.

(b) Not later than 30 days prior to each Annual Meeting, the Association Secretary shall mail or provide by other legally permissible means a ballot to each Regular Member which shall set forth the names of all nominees nominated for the open Directorships and shall indicate which are nominated by the Nominating Committee and which are nominated by petition.

(c) At the Annual Meeting, the Regular Members shall vote on the nominees as provided in Section 10.4 of these Bylaws.

(d) A Director elected under 6.2(b) may be re-elected, but may only serve a maximum of nine consecutive years as a Director, not including the period for which a Director is elected to fill a vacancy until the next Annual Meeting pursuant to Section 6.5 of these Bylaws. A Director elected under 6.2(b) who has served the maximum number of consecutive years may not be re-elected as a Director elected under 6.2(b) until he or she has not served as a Director for a minimum of three years.

Section 6.4 Qualifications. Directors shall be Regular Members in accordance with Section 4.2 of these Bylaws. Currently serving active duty service members are prohibited from serving on the Board. They may be serving as a Reservist or National Guard member, or must be honorably discharged or retired from active duty prior to submitting a nomination packet.

Section 6.5 Vacancies.

(a) Vacancies resulting from resignation, removal, or death of a Director elected by the Regular Members, or the election/appointment to Chair or Vice Chair of the Association, may be filled at a meeting of the Board of Directors by a majority vote of the Directors then serving, regardless of their number, and Directors so chosen shall serve from their election until the next Annual Meeting of the Association, at which

Meeting an individual shall be elected to fill the unexpired portion of the term of each such vacant Directorship. The Board shall not be obligated to fill any such vacancy unless the failure to do so would result in a number of Directors elected by the Regular Members being fewer than 12.

(b) Vacancies in the Directorships of Chair, Vice Chair, and President and Chief Executive Officer shall be filled pursuant to the provisions of Section 9.3 of these Bylaws.

Section 6.6 Resignation; Removal.

(a) A Director may resign at any time by giving written notice of resignation to the Board of Directors or the Chair of the Association. A resignation shall take effect at the time specified in the notice or, if no time be specified, upon receipt thereof. Acceptance of a resignation shall not be necessary to make it effective.

(b) Any Director may be removed, for cause, by a majority vote of Regular Members present at a Special Meeting of the Association, or for cause by a vote of not less than two-thirds of the entire Board (not including the President and Chief Executive Officer), provided that in each case notice of the proposed removal shall have been given to such Director in writing or by other legally permissible means at least 30 days prior to the taking of such action, and such notice shall include a statement of such cause.

(c) Resignation or Removal in the Directorships of the Chair, Vice Chair, and President and Chief Executive Officer shall be processed pursuant to the provisions of Section 9.3 of these Bylaws.

Section 6.7 Regular and Special Meetings. Regular meetings of the Board of Directors shall be held at such times and places as the Board may prescribe. Special meetings of the Board may be called at any time by the Chair, or by not less than one-third of the Board. Special meetings shall be held at such times and places as specified in the notices for the meetings. Notice of Regular and Special meetings, including those authorized in Section 6.10, shall be given to each Director in writing or by other legally permissible means at least 10 days in advance of the meeting. Attendance in person at a meeting shall be a waiver of notice of the meeting. Notice for a Special meeting shall specify the matters to be considered at the meeting, and action at that meeting shall be confined to the matters specified in the notice.

Section 6.8 Presiding Officer. The presiding officer at each meeting of the Board of Directors shall be the Chair or, in the Chair's absence, the Vice Chair. In the absence of both the Chair and the Vice Chair the Chair can select a Director, ahead of the meeting, to preside over the meeting. If the Chair and Vice Chair are both absent, and a presiding officer has not been designated by the Chair prior to the meeting, the senior member of the Board, determined by longevity on the Board, together with seniority by class, will preside over the Board meeting.

Section 6.9 Quorum; Voting. Attendance of a majority of voting Directors shall constitute a quorum at each meeting. Except as otherwise specified by law and these Bylaws, the majority vote of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. A Director may not designate a proxy in the transaction of any Board business.

Section 6.10 Meeting by Teleconference or by Electronic Video Screen Communication: Action by Unanimous Written Consent. Members of the Board of Directors may participate in Regular or Special meetings by means of conference telephone arrangements or similar communication capability or electronic video screen communication, such that all persons participating in the meeting can hear one another and can participate in all matters before the Board. When a voting position cannot be seen, as in the case of a show of hands, voting must be by roll call. Such participation shall constitute attendance in person. Any action required or authorized at any meeting may be taken without a meeting if all Directors consent thereto in writing.

ARTICLE VII
ADVISORY COUNCIL

Section 7.1 Responsibilities.

(a) The responsibility of the Advisory Council shall be to advise the Board of Directors on matters pertaining to the Association's affairs.

(b) The Advisory Council shall report to the Board of Directors and have only those powers and duties set forth in these Bylaws or as may be specifically delegated to it by the Board.

(c) The Advisory Council may request the attendance of the Superintendent of the United States Military Academy and various members of the Superintendent's staff at Council meetings to inform the Council on the state of affairs at the United States Military Academy.

(d) The Chair, or in the Chair's absence, the Vice Chair, and the President and Chief Executive Officer shall inform the Advisory Council at each Council meeting regarding the state of affairs of the Association.

Section 7.2 Composition.

(a) Advisors shall be Regular Members. A Member may not serve in more than one Advisory position at the same time.

(b) Except for the Chair, Vice Chair, and President and Chief Executive Officer of the Association, Directors may not be members of the Advisory Council.

(c) The Advisory Council shall be comprised of Advisors-at-Large, Class Advisors, Society Advisors, the Chair of the Association, the Vice Chair of the Association and the President and Chief Executive Officer, who shall be a non-voting member.

(d) All Advisors-at-Large, Class Advisors, and Society Advisors shall serve as members of one or more of the Committees set forth in Section 8.1(a) of these Bylaws (other than any Committees of the Board, such as the Audit and Compliance Committee and the Ethics Committee) or otherwise established by the Board of Directors.

(e) Other than the President and Chief Executive Officer, no employee of the Association may be an Advisor.

Section 7.3 Advisors-at-Large. The aggregate number of Advisors-at-Large shall be 18. They shall be divided into three equal classes, with one-third of the Advisors-at-Large to be elected by the Regular Members at each Annual Meeting of the Association. Except as provided in Section 7.7 of these Bylaws, Advisors-at-Large shall serve for three years from the first day of January following their election and until their successors shall have been elected and shall qualify, unless they should sooner die, resign, or be removed.

Section 7.4 Nomination and Election of Advisors-at-Large.

(a) Not later than 90 days prior to each Annual Meeting, the Nominating Committee shall advise the Regular Members of the nominees it has selected to fill the open Advisor-at-Large positions. Not earlier than 85 nor later than 60 days prior to the Annual Meeting, Regular Members may nominate Regular Members by petition to fill the open positions, provided the petition complies with the following conditions: (i) it shall be signed by not fewer than 2,700 Regular Members; (ii) it shall not nominate more nominees than open Advisor-at-Large positions, though it may nominate fewer nominees; (iii) it is received in the office of the Association Secretary by the close of business not later than 60 days prior to the Annual Meeting; (iv) it shall be accompanied by a signed letter from the nominee(s) affirming a willingness to serve as an Advisor-at-Large; and (v) it shall comply with such other reasonable requirements as may be established from time to time by the Board of Directors as posted on the Association's website. The Board shall be the sole authority to determine the validity of a petition.

(b) Not later than 30 days prior to each Annual Meeting the Association Secretary shall mail or provide by other legally permissible means a ballot to each Regular Member which shall set forth the names of all nominees nominated for the open Advisor-at-Large positions and shall indicate which are nominated by the Nominating Committee and which are nominated by petition.

(c) At the Annual Meeting, the Regular Members shall vote on the nominees as provided in Section 10.4 of these Bylaws.

(d) Advisors-at-Large may be re-elected, but may only serve a maximum of nine consecutive years as an Advisor-at-Large, not including the period for which an Advisor-at-Large is selected to fill a vacancy pursuant to Section 7.7 of these Bylaws. An Advisor-at-Large who has served the maximum consecutive years may not be re-elected as an Advisor-at-Large until after having not served as an Advisor-at-Large for a minimum of three consecutive years.

Section 7.5 Class Advisors.

(a) The aggregate number of Class Advisors shall be 18.

(b) Prior to each Annual Meeting, each class of the United States Military Academy that shall be celebrating during the next calendar year the 8th, 18th, 28th, 38th, 48th, or 58th anniversary of its graduation will elect or select a Class Advisor and notify the Association of its choice.

(c) Except as provided in the following subsection and Section 7.7, Class Advisors shall serve for three years from the first day of January following their election or selection, unless they should sooner die, resign, or be removed.

Section 7.6 Society Advisors.

(a) The aggregate number of Society Advisors shall be 18. They shall be divided into three equal classes, with one-third of the Society Advisors to be chosen by the Regions each year.

(b) No later than 45 days prior to each Annual Meeting, each of the six Regions will designate an advisor to be a member of the Advisory Council.

(c) The Regions shall choose the Society Advisors according to procedures that the Regions shall determine. Upon selection of such Society Advisors, the Regions shall notify the Association of their choice prior to the Annual Meeting.

(d) Society Advisors may be re-elected, but may only serve a maximum of nine consecutive years as a Society Advisor, not including the period for which a Society Advisor is selected to fill a vacancy pursuant to Section 7.7 of these Bylaws. A Society Advisor who has served maximum consecutive years may not be re-elected as a Society Advisor until after having not served as a Society Advisor for a minimum of three consecutive years.

Section 7.7 Vacancies.

(a) Vacancies resulting for any reason in an Advisor-at-Large position may be filled using procedures as may be approved by the Board of Directors.

(b) Vacancies resulting from resignation, removal, or death of Class Advisors or Society Advisors may be filled by the concerned Classes, and Regions as the case may be, and each Advisor so chosen will fill the unexpired portion of the term of such vacant Advisorship.

Section 7.8 Resignation; Removal.

(a) Any Advisor may resign at any time by giving written notice of resignation to the Board of Directors or the Chair of the Association. A resignation shall take effect at the time specified in the notice or, if no time be specified, upon receipt thereof. Acceptance of a resignation shall not be necessary to make it effective.

(b) Any Advisor-at-Large may be removed, for cause, by a majority vote of Regular Members present at a Special Meeting of the Association, or for cause, by a vote of not less than two-thirds of the serving voting Directors, provided that in each case notice of the proposed removal shall have been given to such Advisor-at-Large in writing or by any other legally permissible means at least 30 days prior to the taking of such action, such notice shall include a statement of such cause.

(c) A Class or Society Advisor may be removed, with or without cause, by his or her Class, or Region, as the case may be, pursuant to procedures established by such Class or Region.

(d) A Class Advisor or Society Advisor may be removed for cause by a majority vote of Regular Members present at an Annual Meeting of the Association or by a vote of not less than two-thirds of the entire Board (not including the President and Chief Executive Officer), provided that in each case notice of the proposed removal shall have been given by writing or by any other legally permissible means to such Advisor and to the Class or Region as the case may be, at least 30 days prior to the taking of such action and that such notice shall include a statement of such cause.

Section 7.9 Advisors Emeriti.

(a) The title of individuals who were designated Trustee Emeritus prior to May 11, 2005, under the Bylaws then in effect shall be changed to Advisor Emeritus. They shall enjoy such status for life; they may attend meetings of the Advisory Council, though they may not be counted for a quorum or vote; they may be elected as Directors, Advisors-at-Large, Class Advisors or Society Advisors; and they may serve on all Committees as Chairs or members, except as otherwise provided in these Bylaws.

(b) Once a Class has completed its 60th reunion year, the Class shall become an Emeritus Class to the Advisory Council. The Emeritus Class shall enjoy such status for so long as there is a living member of the Emeritus Class. The Emeritus Class may be represented at meetings of the Advisory Council by one Emeritus Class member elected or otherwise selected by the Emeritus Class. The Emeritus Class's designated representative to the Advisory Council shall not be considered when

determining a quorum nor shall the Emeritus Class's representative to the Advisory Council vote. Service as an Emeritus Class's representative to the Advisory Council does not prohibit him or her from being elected as Chair or Vice Chair, a Director under Section 6.2(b), an Advisor-at-Large, or a Society Advisor. Members of an Emeritus Class may also serve on committees as designated by the Chair and approved by the Board.

(c) The Board of Directors may establish procedures and standards for the selection of additional Advisors Emeriti.

Section 7.10 Meetings. Meetings of the Advisory Council shall be held at least twice annually and at such other times as the Board of Directors may prescribe.

Section 7.11 Presiding Officer. The presiding officer at each meeting of the Advisory Council shall be the Chair of the Association or, in the Chair's absence, the Vice Chair. In the absence of both the Chair and the Vice Chair, the senior member of the Board of Directors, as determined by lowest Cullum number, shall preside.

Section 7.12 Quorum; Voting. Attendance in person of 20 or more Advisors shall constitute a quorum at each meeting. Should an occasion arise where a vote of the Advisory Council is taken, the majority vote of the Advisors in attendance at a meeting having a quorum shall be the resolution of the Advisory Council. An Advisor may not designate a proxy in the transaction of any Council business.

ARTICLE VIII
COMMITTEES

Section 8.1 Permanent Committees.

(a) The Association shall have the following Committees: Alumni Support, Audit and Compliance, Compensation, Ethics, Development, Governance and Board Affairs, and Nominating.

(b) The Board of Directors may establish such other Committees as it may consider appropriate from time to time.

Section 8.2 Composition; Chairs.

(a) Except as otherwise provided in these Bylaws, all Committees may comprise any combination of Directors, Advisors, and others.

(b) Chairs of all Committees set forth in Section 8.1(a) of these Bylaws shall be Directors.

(c) Except for the Audit and Compliance Committee and the Nominating Committee, the Chair, Vice Chair, and President and Chief Executive Officer shall be ex officio, non-voting members of all Committees.

Section 8.3 Appointment; Term. Members of the Committees shall be appointed by the Chair, subject to the approval of the Board of Directors. Committee members shall normally be appointed annually for one-year terms beginning January 1, except for *ad hoc* committees whose members shall normally be appointed for the duration of the Committee's work.

Section 8.4 Committee Responsibilities.

(a) Alumni Support Committee. The Alumni Support Committee shall recommend policies to the Board of Directors pertaining to activities and services in support of Association members, Classes, and Societies and advise the Board on all matters relating to those activities and services. In addition, the Committee shall have those duties pertaining to membership in the Association as specified in Article IV of these Bylaws.

(b) Audit and Compliance Committee. The Audit and Compliance Committee shall comprise solely "independent" Directors as defined under New York law. The Audit and Compliance Committee shall recommend policies to the Board of Directors related to the organization's internal accounting controls; select the external auditors; review the external auditors' annual audit plan; and review the annual report, management letter, and the results of the external audit. In addition, the Committee shall recommend policies related to regulatory compliance, policies and practices regarding corporate responsibility, and ethics and business conduct-related activities of the Association, including its compliance with all federal, state, and local laws governing tax-exempt entities.

(c) Compensation Committee. The Compensation Committee shall advise the Board regarding the provisions of Section 9.10 of these Bylaws. The Committee shall comprise at least three members of the Board of Directors selected by the Chair and approved by the Board. Actions of the Committee require a majority vote of the members.

(d) Ethics Committee. The Ethics Committee shall comprise solely "independent" Directors as defined under New York law. It shall recommend conflict of interest and whistleblower policies and procedures related to Directors, Advisors, Committee Members, Officers, and other Association employees.

(e) Development Committee. The Development Committee shall advise the Board of Directors on the Association's fundraising program.

(f) Governance and Board Affairs Committee. The Governance and Board Affairs Committee shall comprise not fewer than five members, as determined by the Board

of Directors. Members of the Committee shall come from the Board and from the Advisory Council, with a majority being Directors. The Committee shall recommend policies to the Board pertaining to governance issues and processes, and it shall develop and implement a process for membership evaluation of Board performance on a systematic and regular basis and for the timely publication of the results to the Regular Members.

(g) The Nominating Committee. The Nominating Committee shall have an odd number of members and shall comprise its Chair who shall be a voting Director not up for re-election, one other voting Director not up for re-election, two to four Advisors not up for re-election, and five to eight Designated Members. Such Designated Members shall not be Directors or Advisors, and they shall be selected by Classes and Societies identified by the Board of Directors. In determining which Classes and Societies shall send Designated Members, the Board shall establish a process for selecting Classes and Societies that shall provide for appropriate rotation, recognizing distribution for age, geography, prior service on the Committee, and such other characteristics as the Board shall believe appropriate. Designated Members shall comprise not less than a majority of the Committee. Participation may not be by means of conference telephone arrangements or similar communications capability or electronic video screen communication, unless specifically authorized by the Chair.

i. Beginning in the year 2021 and every three years thereafter, the Nominating Committee shall select and recommend to the membership a nominee for Chair of the Association and a nominee for Vice Chair of the Association.
ii. The Nominating Committee shall select and recommend to the membership nominees to serve as Directors and Advisors-at-Large as set forth in Articles VI and VII of these Bylaws.
iii. In choosing nominees for Chair, Vice Chair, Directors, and Advisors-at-Large, the Nominating Committee shall adopt and implement procedures to ensure that all Regular Members of the Association (in addition to Class and Society leaders) are apprised sufficiently in advance of the Committee meeting of the opportunity to recommend individuals to the Nominating Committee and of the criteria for selection as nominees.
iv. In choosing nominees for Directors and Advisors-at-Large, the Nominating Committee shall refer to instructions given to it by the Board of Directors as to the size of the Board and the composition of the Board and Council. Such instructions shall include Board and Council Profiles, i.e., lists of perspectives that the Board considers important to performance of the Board and the Council as groups representing the full spectrum of graduates. Such perspectives may include characteristics of candidates such as those listed below, which are not in order of importance or priority:

(i) Time or position in the military service
(ii) Gender
(iii) Race

(iv) Graduating Class
(v) Geography
(vi) Background and skill set
(vii) Other characteristics that the Board may identify

Section 8.5 Subcommittees. Subcommittees are established and approved by the Chair of the Committee. Subcommittees are advisory in nature only and may only assist with matters included within the charge of the Committee establishing the subcommittee.

Section 8.6 Vacancies; Resignations; Removal.

(a) Vacancies in Committees shall be filled by the Chair of the Association, subject to the approval of the Board of Directors.

(b) Any Committee member may resign at any time by giving written notice of resignation to the Board of Directors or the Chair of the Association. A resignation shall take effect at the time specified in the notice or, if no time be specified, upon receipt thereof. Acceptance of a resignation shall not be necessary to make it effective.

(c) Any member of a Committee may be removed, with or without cause, at any time by a majority vote of the entire Board of Directors.

Section 8.7 Minutes. Each Committee and its subcommittees shall keep minutes of its acts and proceedings, and the Committees shall report the same from time to time to the Board of Directors.

Section 8.8 Committee Meetings. Unless specified by these Bylaws, or a Committee charter approved by the Board, Meetings of Committees shall be held at such times and places as the Committees or their Chairs may prescribe. Notice of each Committee meeting shall be given to each Committee member in writing or by any other legally permissible means at least 10 days in advance of the meeting. Attendance in person at a Committee meeting shall be a waiver of notice of the meeting. Unless otherwise prohibited by these Bylaws, or a Committee charter approved by the Board, members of any Committee may participate in meetings of the Committee by means of conference telephone arrangement or similar communications capability or electronic video screen communication, such that all persons participating in the meeting can hear each other; and can participate in all matters before the Committee. Such participation shall constitute attendance in person at such meeting. Any action required or authorized at any meeting of any Committee may be taken without a meeting if all members of the Committee consent thereto in writing.

Section 8.9 Quorum; Voting. Unless otherwise provided by resolution of the Board of Directors, a majority of the Audit and Compliance, Compensation, Ethics, Governance and Board Affairs, and Nominating Committees and a third of all other Committees shall

constitute a quorum at each Committee meeting. The majority vote of Committee members in attendance at a meeting at which a quorum is present shall be the act of the Committee. A Committee member may not designate a proxy in the transaction of any Committee business.

ARTICLE IX
OFFICERS

Section 9.1 Qualification; Election.

(a) The Officers of the Association shall be a Chair, a Vice Chair, a President and Chief Executive Officer , a Secretary, a Chief Financial Officer, and such other Officers as the Board of Directors may determine.

(b) The Chair, Vice Chair, and President and Chief Executive Officer shall be Regular Members. .

(c) The Chair and Vice Chair shall be elected by the Regular Members. All other Officers shall be elected by the Board of Directors.

Section 9.2 Term. The Chair and Vice Chair shall be elected for a term of three years commencing on January 1 and may be re-elected for one additional three-year term. Other Officers shall hold office from time of election and qualification until a successor shall have been elected and shall qualify, unless such Officer shall sooner die, resign, or be removed. Notwithstanding the provision of Section 6.3(d), an individual who has served as a Chair or Vice Chair, or both, and not re-elected to either office, may not be elected as a Director under Section 6.2(b) until he or she has not served in either of these offices (i.e., Chair or Vice Chair) for a minimum of three years.

Section 9.3 Resignation; Removal; Vacancies.

(a) Any Officer may resign at any time by giving written notice of resignation to the Board of Directors or the Chair of the Association. A resignation shall take effect at the time specified in the notice or, if no time be specified, upon receipt thereof. Acceptance of a resignation shall not be necessary to make it effective.

(b) The Chair or the Vice Chair may be removed, with or without cause, only by a majority vote of the Regular Members present at an Annual Meeting and provided that notice of the proposed removal shall have been given in writing or by any other legally permissible means to the Chair or Vice Chair, as the case may be, at least 30 days prior to the taking of such action, and if such proposed removal shall be for cause, such notice shall include a statement of such cause; but his or her authority to act as an officer may be suspended for up to 120 days by a two-thirds vote of the serving voting Board of Directors.

(c) All other Officers may be removed, with or without cause, by a majority of the Board of Directors (not including the President and Chief Executive Officer). In the event of a vacancy in the office of the Chair, the Vice Chair will succeed automatically to the office of the Chair, and in the event of a vacancy in both offices or the office of Vice Chair the Board will select a successor(s). who shall hold office until the next Annual Meeting of the Association and until a successor shall have been elected and shall qualify, unless he or she shall sooner die, resign, or be removed. A vacancy in any other office may be filled by the Board of Directors.

Section 9.4 Chair.

(a) The Chair shall be the principal Officer of the Association, and as such shall preside at meetings of the Board of Directors, the Advisory Council, and at Special Meetings of the Association. The Chair shall be a member of the Advisory Council, with all rights, including voting rights, of an Advisor. Annually, the Chair shall render a report on the state of affairs of the Association. The Chair shall perform such other duties as the Board shall prescribe.

(b) The Chair of the Association shall become a Chair Emeritus at the termination of his or her tenure as Chair. Chairs Emeriti may attend the meetings of the Advisory Council, but shall have no vote in the deliberations of the Council by reason of being Chairs Emeriti.

Section 9.5 Vice Chair. The Vice Chair shall be the principal deputy to the Chair of the Association and, as such, shall assist the Chair in the discharge of his or her duties, act in the Chair's name where so directed, and perform such other duties as the Chair shall direct. The terms of the Chair and Vice Chair shall be coterminous. The Vice Chair shall be a member of the Advisory Council with all rights, including voting rights, of an Advisor. The Vice Chair shall perform such other duties as the Board shall prescribe.

Section 9.6 President and Chief Executive Officer. The President and Chief Executive Officer shall be a salaried Officer elected by the Board of Directors. The President and Chief Executive Officer shall be the chief executive officer of the Association and shall, subject to the guidance of the Board, be responsible for the organization and direction of the Association's staff, the development and implementation of policies and procedures therefor, and the day-to-day affairs of the Association. The President and Chief Executive Officer shall preside at the Annual Meeting of the Association. The President and Chief Executive Officer shall perform such other duties as these Bylaws or the Board shall prescribe.

Section 9.7 Secretary. The Secretary shall be a salaried officer elected by the Board of Directors and shall:

(a) Keep the minutes of meetings of the Association, the Board, and the Advisory Council.

(b) Forward notices of meetings of the Association, the Board, and the Advisory Council in accordance with these Bylaws.

(c) Notify members of the Board, the Advisory Council, and officers of their election.

(d) Be responsible for the records and files of the Association and the preparation of necessary reports.

(e) Perform such other duties as these Bylaws, the Board, the Chair, the President and Chief Executive Officer, or law shall prescribe.

Section 9.8 Chief Financial Officer. The Chief Financial Officer shall be a salaried officer elected by the Board of Directors and shall:

(a) Collect and be custodian of the funds of the Association.

(b) Disburse funds to defray authorized expenses.

(c) Report the status of funds at each meeting of the Board.

(d) Annually submit the Association's accounts for independent audit.

(e) Present an annual financial report to the Board to include, but not be limited to, a review of all material operating, capital, and investment accounts

(f) Prepare financial statements, as required for federal and state agencies. Such statements to be reviewed, or approved if required by law, by the Audit Committee and/or Board.

(g) Collect dues and initiation fees imposed from time to time by the Board.

(h) Perform such other duties as these Bylaws, the Board, the Chair, or the President and Chief Executive Officer shall prescribe.

Section 9.9 Other Officers. Each other Officer of the Association shall exercise the powers and shall perform the duties assigned to him or her by the Board of Directors, the Chair, or the President and Chief Executive Officer.

Section 9.10 Compensation. The President and Chief Executive Officer shall be paid such compensation as shall be fixed by the Board of Directors. All other Officers shall be paid such compensation as shall be fixed by the President and Chief Executive Officer, subject to review and approval by the Board.

ARTICLE X
ASSOCIATION MEETINGS

Section 10.1 Annual Meeting. The Annual Meeting of Regular Members of the Association shall be held at such time and place in each year as the Board of Directors may fix. Such meeting shall normally be held at West Point, New York. The President and Chief Executive Officer shall preside at the Annual Meeting.

Section 10.2 Special Meetings. Special meetings of Members of the Association may be called at any time by the Chair or the Board of Directors. A Special Meeting may also be called by a group of Regular Members numbering at least 10 percent of the total Regular Membership. Such Members shall submit a request in writing by any legally permissible means to the Secretary of the Association for the calling of a Special Meeting, specifying the purpose or purposes of the Meeting and the date thereof, which shall not be fewer than 60 days or more than 90 days from the date of such request. Upon receiving such request, the Secretary of the Association shall promptly give such notice of the Special Meeting. The Meeting shall be held at such time and place as the Board of Directors may fix, normally at West Point, New York.

Section 10.3 Notice of Meeting. Unless otherwise provided by these Bylaws, for each meeting of Members of the Association, written notice may be given in person, by mail, by fax or by e-mail stating the place, date, hour, and, in the case of a Special meeting, the party calling the Meeting and the purpose or purposes for which the Meeting is called. Such notice shall be given at least 20, but not more than 50, days prior to the Meeting. If notice is provided by fax or e-mail, notice shall not be deemed delivered if: (a) the Association is unable to deliver two (2) consecutive notices to the individual; or (b) the Association otherwise becomes aware that notice cannot be delivered to the individual. In the alternative, the Association may provide notice of a member meeting by publication in a newspaper published in Orange County, New York. Notice shall be published once a week for three (3) successive weeks immediately preceding the meeting. Notice of the meeting will also be posted prominently on the homepage of the Association's website beginning on the day that the proxy is mailed out and ending on the day of the election.

Section 10.4 Quorum; Voting.

(a) Wherever the term "present" is used in these Bylaws pertaining to a meeting of members, it means present in person or by proxy. A quorum at any such meeting of the Association shall consist of 500 Regular Members of the Association present. In the absence of a quorum, the voting members present may adjourn the meeting to another time and place.

(b) Directors and Advisors-at-Large shall be elected by a plurality of the votes cast by Regular Members entitled to vote at a meeting of Members at which a quorum is present. In an election where there are one or more nominees nominated by petition for Director or Advisor-at-Large, a ballot shall be valid only if it contains votes for the number of positions to be filled. At all elections for Chair and Vice Chair of the Association, Regular Members shall have the right and option to vote for write-in candidates.

(c) Except as otherwise specified by law or these Bylaws, whenever any other action is to be taken by vote of the Regular Members, it shall be authorized by a majority of the votes cast by those Members at a meeting at which a quorum is present.

Section 10.5 Business at Meeting. Any business may be transacted at the Annual Meeting of the Association, provided there is a quorum, except as otherwise provided in Sections 4.7, 6.6, 7.7, 9.3, 11.2, and 12.1 of these Bylaws. At a Special Meeting of the Association, business shall be confined to that specified in the notice for that meeting.

ARTICLE XI
LONG GRAY LINE ENDOWMENT FUND

Section 11.1 Establishment. The Association shall have a Long Gray Line Endowment Fund consisting of the principal in such Fund on July 11, 1937, gifts and bequests as may be made from time to time to the Association for addition thereto, and such other funds as may be transferred thereto from time to time by the Board of Directors.

Section 11.2 Management.

(a) The Long Gray Line Endowment Fund shall be kept separate and apart from other funds of the Association.

(b) The principle of the Long Gray Line Endowment Fund shall not be disposed of, in whole or in part (other than for reinvestment in accordance with the policy guidelines adopted by the Board of Directors), except pursuant to the approval of two-thirds of the Regular Members of the Association present at an Annual Meeting, and provided that written notice of the proposed disposition shall have been given to the members at least 30 days prior to the meeting. The foregoing provisions concerning disposition of the principal of the Long Gray Line Endowment Fund and the required approvals therefore, and this sentence may not be amended, altered or repealed except pursuant to the approval of two-thirds of the Regular Members of the Association present at an Annual Meeting, and provided that written notice of the proposed change shall have been given to the members at least 30 days prior to the meeting.

(c) The income from the investment of the Long Gray Line Endowment Fund may be used to finance the Association's programs and activities.

ARTCLE XII
MISCELLANEOUS

Section 12.1 Amendments. These Bylaws of the Association may be amended, altered or repealed and new provisions may be adopted at any meeting of the Regular Members of the Association, provided that written notice of the proposed change(s) shall have been given by any legally permissible means to the Regular Members at

least 30, but not more than 50, days prior to the meeting. Notwithstanding the previous sentence, the provisions of Section 11.2(b) of these Bylaws may be amended, altered, or repealed only as provided in that Section.

Section 12.2 Governing Law; Governing Procedure. The Association shall be governed in accordance with the laws of the State of New York and these Bylaws. Robert's Rules of Order shall govern the procedure at meetings of the Association.

Section 12.3 Non-Profit; Tax-Exempt. The Association shall be a non-profit organization, and it is intended that the Association shall be a tax-exempt organization, qualified to receive tax-exempt, tax-deductible donations.

Section 12.4 Indemnification.

(a) The Association shall, to the extent legally permitted under the laws of the State of New York, indemnify each person who may serve or who has served at any time as an Officer, Director, Advisor, Committee member, or employee of the Association against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties, and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or competed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Association; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of Directors who are not at the time parties to the proceeding.

(b) The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Section shall be in addition to and not exclusive of all other rights to which any person may be entitled.

(c) No amendment or repeal of the provisions of this Section which adversely affects the right of an indemnified Officer, Director, Advisor, or employee under this Section shall apply to such Officer, Director, Advisor, Committee member, or employee with respect to those acts or omissions which incurred at any time prior to such amendment or repeal.