

**BYLAWS**

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**(As amended thru April 2015)**

**THE UNITED STATES ARMY OFFICER CANDIDATE SCHOOLS  
ALUMNI ASSOCIATION, INC.**

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# BYLAWS

OF

## THE UNITED STATES ARMY OFFICER CANDIDATE SCHOOLS ALUMNI ASSOCIATION, INC.

A nonprofit corporation organized and existing under the Georgia  
Nonprofit Corporation Code

### SECTION ONE -- DEFINITIONS

As used in these bylaws, the terms:

1.1 "**Articles of Incorporation**" include the original articles filed in the office of the Secretary of State to incorporate the Association under the Georgia Nonprofit Corporation Code, and any subsequent amendments thereto.

1.2 "**Board of Directors**" means the several persons who are duly elected by the regular members of the Association to manage and conduct the affairs of the corporation.

1.3 "**Bylaws**" means the rules and regulations adopted by the Board of Directors and ratified by the membership for the management and governance of the affairs of the Association, and any amendments thereto; but not including the Articles of Incorporation, nor any resolutions of the Board of Directors unless the same include amendments to these bylaws.

1.4 "**Class**" refers to "the Officer Candidate School class with which a member of the Association was graduated.

1.5 "**corporation**" means *The United States Army Officer Candidate Schools Alumni Association, Inc.*, and is synonymous with the term "Association".

1.6 "**Deliver**" means to present, convey or distribute by hand-delivery, courier, facsimile transmission, and email or regular mail.

1.7 "**Employee**" includes any person who is hired, retained or employed by the Association to act as its agent and servant on a fulltime or part-time basis for salary, wages or other compensation. Directors and officers of the corporation, other volunteers, and independent contractors such as attorneys and accountants are not employees.

1.8 "**Government**" includes any agency, bureau or Department of the United States of America, and the State of Georgia and its political subdivisions.

1.9 "**Member**" means any person who belongs to and is entitled to participate in the activities of the Association, regardless of whether he or she has voting rights.

1.10 "**Notice**" means any formal announcement required or permitted to be given under these bylaws.

1.11 "**Principal Office**" means the place designated by The Board of Directors as the location of the Association's main business office within the State of Georgia.

1.12 "**Proceeding**" includes any civil, criminal or Administrative action, including any investigation, initiated, commenced or conducted by any person, including the government, against the Association and/or its officers, directors, employees or agents.

1.13 "**Record Date**" means the date established by these bylaws as the calendar date on which the Association determines the identity of its directors and active members for purposes of voting rights.

1.14 "**Secretary**" means the corporate officer to whom the Board of Directors has delegated the duty and responsibility for maintaining the administrative books and records of the Association, including minutes of the meetings of its directors and members.

1.15 "**State**", when referring to a political subdivision of the United States of America, includes any State, Commonwealth, Territory or Possession of the United States, and the District of Columbia.

1.16 "**United States of America**" includes any Department, district, authority, bureau, commission, branch or other agency of the federal government.

1.17 "**Voting Rights**" include the right to cast a vote in any election of officers and directors of the Association, or to ratify any amendments to the Articles of Incorporation or the bylaws, in the case of regular members; and in any action contemplated or taken by the Board of Directors, in the case of directors. The Board of Directors may allow the other categories of members to vote on other administrative matters and specific issues affecting them and their categories. Only members in good standing have voting rights.

## **SECTION TWO -- NOTICE**

2.1 Notice shall be given in writing by letter or email, unless oral notice is reasonable or necessary under the circumstances and in light of the purpose for the notice.

2.2 Notice may be delivered or communicated in person, by telephone or telegraph, by facsimile or email, or by regular mail or private courier.

2.3 Notice is effective at the time and on the date when it is mailed, sent or transmitted in the case of written notices; and when received, in the case of oral and hand delivered notices. Notice may be given in more than one form and by more than one means simultaneously; provided that all such forms and means shall be reasonably calculated to be timely and effective according to the purpose of the notice.

2.4 Official notice to the Association may be given, addressed, transmitted or delivered to the corporation's agent, or to any officer or employee of the corporation located at its principal office.

2.5 In calculating time periods for notice, whether the same is measured in days, weeks or months, the first day shall not be counted; but the last day shall be counted, unless it falls on Sunday, in which case the last day shall be Monday.

2.6 In cases of emergency, the Board of Directors, in the exercise of their sound discretion, may adopt any reasonable means for giving notice in addition to or in lieu of the foregoing required means, including radio and television, and newspaper advertisements.

## **SECTION THREE -- PURPOSES OF THE CORPORATION**

3.1 It shall be the primary purposes of the Association to contribute to the national security of the United States of America; to promote love of country, the American flag, and the United States Army; to promote greater recognition of and appreciation for the military profession; to promote better public understanding of and support for the United

States Army; to foster and preserve fraternity and fellowship by and among all graduates of the divers United States Army Officer Candidate Schools; to perpetuate the history and traditions of the Officer Candidate Program; to encourage recognition of those graduates of Officer Candidate School who have distinguished themselves in military careers or in civilian pursuits; to commemorate and memorialize those graduates of Officer Candidate School who have lost their lives in the service of their country; to assist in the perpetuation and financial support and maintenance of, and the election of members to the Officer Candidate Hall of Fame at Fort Benning; to educate and inform members of the Association and of the general public about the current status of the Officer Candidate Program, and of doctrine and training at the United States Army Infantry School at the Maneuver Center of Excellence (MCOE) by ways and means which include regular and organized visits to the Infantry School at MCOE; and to publish a periodic newsletter or magazine devoted to the dissemination of information about the Association, its members and Officer Candidate Schools.

3.2 The Association may engage in any other lawful corporate purpose or activity not expressly prohibited by the Articles of Incorporation, or by the statutes and regulations of the Internal Revenue Code pursuant to which the Association is qualified as tax exempt.

#### **SECTION FOUR -- DURATION AND POWERS**

4.1 The corporation shall have perpetual duration, and may not be dissolved except in accordance with the applicable provisions of the Georgia Nonprofit Corporation Code, the Internal Revenue Code, and the Articles of Incorporation.

4.2 Unless the Articles of Incorporation provide otherwise, the Association shall have the general power to do all things which may be reasonable, necessary, proper or convenient to carry out its stated purposes, and to conduct its business affairs; including, but not necessarily limited to, the specific powers:

(a) To sue and be sued, and to defend itself in its corporate name and capacity; and

(b) to devise a corporate seal and logo, which may be altered at will; and to use it or a facsimile or other reproduction thereof by impressing or affixing same to corporate documents, including stationery; and to secure and

Enforce the Association's copyrights appertaining thereto; and

(c) to amend these bylaws, and to make and adopt new ones not inconsistent with the Articles of Incorporation, the Georgia Nonprofit Corporation Code, the Internal Revenue Code, and the regulations of the Internal Revenue Service, for the management and governance of the affairs of the Association; and

(d) to purchase, lease, acquire, own and otherwise hold in its own corporate name any and all rights, title or interest in or to any real or personal property; and

(e) to bargain, sell, convey, transfer, assign, pledge, lease, exchange, encumber or otherwise deal with any or all of its real or personal property; provided, however, that in so dealing with its property the Association shall not render itself insolvent, nor subject itself to disqualification as a tax exempt organization, except pursuant to its lawful disillusionment; and

(f) To make and enter into contracts, agreements and other such instruments for the purposes of borrowing, lending or investing its money; and

(g) To conduct its activities, locate branch offices and chapters and otherwise exercise its corporate powers within or without the State of Georgia; and

(h) To hire and retain employees and other agents of the corporation, to define their respective duties and responsibilities, and to fix their compensation; and

(i) to establish and fund pension plans and other retirement and fringe benefits for its employees; and

(j) to make donations and charitable contributions to any government or other nonprofit organization or entity of money or property for any charitable or educational purpose, or for any other purpose which furthers the best interest of the Association and which otherwise is consistent with its own corporate purposes; and

(k) To impose dues, assessments, fees and fines upon its members; and

(l) to obtain and provide life, casualty and liability insurance for the benefit of the Association and its officers, directors, employees and members in order to protect them from property damage, personal liability, bodily injury, medical expenses, death or other loss which they or anyone of them may incur while acting in the discharge of

Their duties and responsibilities to or on behalf of the Association; and

(m) To create categories of members; and to establish conditions and qualifications for membership, and for holding any elective office; and

(n) To own, operate, manage and otherwise carry on any lawful and separate business for profit.

## **SECTION FIVE -- EMERGENCY POWERS**

5.1 In anticipation of or in preparation for, or during any emergency as defined hereinafter, the Association, acting by and through its Board of Directors, shall have the additional emergency powers:

(a) To modify lines of succession to accommodate the incapacity of any director, officer, employee or agent; and

(b) To relocate the corporation's principal office, designate alternative principal offices, or authorize the officers to do so; and

(c) To give notice of a meeting only to those directors who can be reached and communicated with by any practical or available means or method; and

(d) To appoint as a temporary director any officer who is able to attend an emergency meeting of the board in order to achieve a quorum.

5.2 Corporate action taken in good faith by the directors at any emergency meeting called and held under this section in order to preserve and protect the best interests of the Association shall bind the corporation, but otherwise shall not impose any personal liability upon any director or officer.

5.3 For purposes of this section, an emergency exists if a quorum of the Association's directors then serving in office cannot be assembled because of some catastrophic event, natural disaster, act of God or other such *force major* disrupting communications and/or transportation.



## **SECTION SIX -- REGISTERED AGENT AND OFFICE**

6.1 The corporation shall continuously maintain in the State of Georgia a registered office with the same address as its registered agent, who shall be a permanent resident of this State, and whose residence or office address shall be located in Muscogee County, or upon the United States Army reservation at Fort Benning, Georgia. The corporation's registered office need not be located at the same place as its principal office.

6.2 The Board of Directors from time to time may change the corporation's registered agent and/or registered office; provided, however, that the registered office shall not be relocated outside of Muscogee County or Fort Benning, Georgia.

6.3 The registered agent may resign his appointment by signing and delivering to the President of the Association a written notice of his intention to resign, and a statement of resignation in a form to be provided by the Board of Directors, who shall file same with the Secretary of State within 30 days thereafter.

6.4 The corporation's registered agent is its legal and authorized agent for service of any process, notice or demand required or permitted by law to be served on the Association.

6.5 The corporation is deemed to be a resident of the County in which its registered office is located. Accordingly, proper venue for any proceeding against the Association shall be determined by the location of its registered agent and office.

## **SECTION SEVEN -- MEMBERSHIP**

7.1 Criteria, procedures and qualifications for membership in the Association shall be provided for in these bylaws. No person shall be admitted to membership without his or her consent. The submission of a membership application in a form provided by the Association shall be *prima facie* evidence of the applicant's consent.

7.2 The Association may establish and create categories of members; and it may admit individual members or entire categories of members for no consideration, or for such consideration as the Board of Directors may determine.

7.3 Members of the Association shall not be held personally liable for any acts, debts, liabilities or other obligations of the corporation. However, members may be held personally liable to the Association for any unpaid dues, assessments, fees or fines, and for any losses suffered by the Association as the result of their negligence, or other failures or defaults; provided that the Association shall not enforce any such liability against nor collect any such obligation from any member without an appropriate resolution of the Board of Directors expressly authorizing such action.

7.4 Any member of the Association may resign his or her membership upon notice to the board. If any member fails to renew his or her membership by not paying the required annual dues on time, then he or she may be deemed to have resigned his or her membership by implication.

7.5 Subject to any resolution of the Board of Directors to the contrary, no resigning member shall be relieved from any prior obligation owed to the Association for unpaid dues, assessments, fees, and fines or otherwise.

7.6 The membership of any member of the Association may be involuntarily suspended or terminated by the Board of Directors for any act or omission which a majority of the board deems to be contrary to the purposes or best interest of the corporation; including, but not necessarily limited to, the failure to pay any dues, assessments, fees or fines in full or in a timely manner.

7.7 The several categories of membership are as follows:

(a) **Regular membership** shall be open to any person who was graduated from any United States Army Officer Candidate School, and who either was honorably retired or discharged from active duty or from the National Guard or Reserves, or currently is serving on active duty. Only *regular* members of the Association who are in good standing as of the record date shall have the right to vote for and elect directors and officers, and to ratify amendments to the Articles of Incorporation and these bylaws.

(b) **Associate membership** shall be open to any person who was graduated from any officer candidate or training school of the United States Navy, Marine Corps, Air Force or Coast Guard, and who served honorably on active duty or in any National Guard or Reserve unit; or who, although not a graduate of the United States Army Officer Candidate School, nevertheless was assigned to and served in a cadre capacity at any Officer Candidate School; or who, although not a graduate of any United States Army Officer Candidate School, has made a significant contribution to the

Advancement of the Army's Officer Candidate School Program. Associate members in good standing may be permitted to vote on administrative matters and issues of general interest to the membership in any straw vote or referendum proposed by the Board of Directors.

(c) **Corporate membership** shall be open to any Business, professional or nonprofit corporation, and any unincorporated organization, Association or group of persons who subscribe to the purposes of the Association, and Whose own corporate purpose(s) do not conflict with those of the Association's. The corporate member shall designate one of its own members as its representative to the Association. Corporate members in good standing shall enjoy all the rights and privileges of associate membership.

(d) **Associate membership** may be granted to any person in the discretion of the Board of Directors. They shall not be required to pay any dues, assessments or fees. The membership of any honorary member may be made conditional and terminable at will. Honorary members shall not have any voting rights.

(e) **Life membership** shall be open to any regular or associate member who elects to pay a one-time life membership dues in lieu of annual dues.

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7.8 The amount of dues, if any, applicable to the several categories of members shall be determined by the Board of Directors; provided, however, they shall not increase the dues, if at all, at any time within 2 years of any prior increase.

7.9 Applications for membership shall be made either in writing or electronically on the Association's website in a form provided by the Secretary, who shall download and print out all electronic applications, and submit them, along with all other written applications to the Board of Directors for approval or rejection at their next regular meeting.

## **SECTION EIGHT -- MEMBERSHIP MEETINGS**

8.1 The Association shall hold regular meetings of the members annually, at any suitable place located in the Columbus/Fort Benning, Georgia area. The President of the Association shall preside over all membership meetings, which shall be conducted in accordance with and pursuant to

*Robert's Rules of Order.* A written copy of the meeting's agenda shall be distributed to all members in attendance. In the event that the President is unable to preside, the Vice President of Operations or Vice President of Administration shall conduct the meeting.

8.2 At every regular meeting of the members, the President and Treasurer of the Association shall report on the activities of the Association since the previous meeting, and on the general financial condition of the corporation, respectively.

8.3 At every regular meeting, the membership shall consider and take appropriate action upon such matters as shall be set forth in the notice of the meeting and in the published agenda, and as may be properly raised from the floor.

8.4 The Board of Directors may call for special meetings of the members to be held from time to time at any suitable location within or without the State of Georgia. Only those matters and issues which are set forth in the notice of any such special meeting shall be taken up and acted upon at such meetings.

8.5 Any action which is required or permitted to be taken or approved by the members of the Association may be taken and approved without a meeting, if at least 5.0% of the members entitled to vote consent to the action in writing after reasonable notice. The form of any such written consent, including any election ballot, and the means for distribution of same shall be prescribed by the Board of Directors in an appropriate resolution, which also shall provide for all returned consent forms to be retained with the corporation's permanent records.

8.6 Notice of all regular meetings of the members of the Association shall be given not less than sixty days prior to the date of the meeting. Special meetings shall be called upon not less than ten (10) days advance notice, except in cases of emergency.

8.7 A member's attendance at any membership meeting shall constitute a waiver of notice and of the time and place of such meeting.

8.8 The record date which determines a member's voting rights shall be the 30th day of the month next preceding the date of the notice of any meeting or proposed action to be taken without a meeting.

8.9 After fixing the record date, the Secretary shall prepare in alphabetical order a list of the names of all members of the Association who are entitled to notice of the membership meeting, or of the proposed action to be taken without a meeting. Said list shall be broken down by membership classes and categories in such a manner as to

readily identify the members in good standing. Upon request, the Secretary shall provide any member with a copy of said list, the original of which shall be available for inspection by any member at the meeting.

8.10 The Association members who attend the Special or Regular General meetings of members, either in person or by written proxy, shall constitute a quorum capable of transacting all business properly brought before the meeting.

8.11 If a quorum is present, then the vote of a majority of the members present and entitled to vote shall determine any issue, motion or proposal.

8.12 The Board of Directors may provide for regular members to vote by proxy in a form and manner appropriate to the meeting or issue. A regular member may appoint any member to vote his or her proxy.

## **SECTION NINE -- BOARD OF DIRECTORS**

9.1 The business and affairs of the Association shall be conducted, managed and controlled by a Board of Directors, by or under the authority of whom all corporate powers shall be exercised, if at all, without limitation except as provided in the Articles of Incorporation or these bylaws.

9.2 Directors shall be regular members of the Association, but they need not be residents of the State of Georgia.

9.3 The Board of Directors shall consist of 13 members who shall be elected by the regular membership at the Association's biennial meetings, and who shall serve in office for a term of 2 years, or until their successors are elected and qualified. Directors may be reelected for any number of successive terms.

9.4 Notwithstanding the expiration of any director's term, he or she shall continue to serve in office until his or her successor is elected, designated or appointed and qualified; or until the number of directors is decreased by appropriate amendment to these bylaws.

9.5 The number of directors may be increased or decreased by the majority vote of the regular members present at any regular or special meeting called for the purpose.

9.6 A director may resign his or her office at any time by delivering a written notice of resignation to the

President of the Association. Unless the notice specifies a different date, the resignation shall be effective on the date when the notice is delivered.

9.7 At their next regular meeting, the Board of Directors may appoint any regular member to replace and to serve out the unexpired term of any resigned or deceased director. If the board does not appoint such a replacement director at their next meeting, then the office shall remain vacant until the next regular or special meeting of the membership.

9.8 Subject to the ratification of a majority of the regular members present at their next regular or special meeting, and for good cause shown, the Board of Directors, by an affirmative 2/3 vote of the entire board, may remove any director from office, and declare his or her seat vacant by appropriate resolution passed at any regular or special meeting of the board called for such purpose.

9.9 For purposes of removing a director from office, "good cause" may include, but not necessarily be limited to any act or omission which violates the Association's purposes, or which brings discredit upon the Association or upon the United States Army Officer Candidate School, or which otherwise is contrary to the best interest of the corporation and its membership. A Director's place shall be declared vacant if the Director (a) ceases to be a voting member of the Association or (b) is absent from three successive meetings of the Board of Directors without an excused absence.

9.10 Directors shall not be paid any salary, wages or other compensation for their services, which they shall render voluntarily and without any hope of any material benefit, reward or gain whatsoever; provided, however, that directors may be reimbursed for any properly documented expense or expenditure incurred for the benefit of the Association and approved by the board in advance.

9.11 The Board of Directors shall hold at least 4 regular meetings every year on a quarterly basis at such convenient times and places as they themselves shall determine from time to time. Special Meetings may be called at the instance of and with the concurrence of a least (5) directors, who shall determine the time and place for the called meeting. All meetings of the board of Directors shall be open to all members of the Association.

9.12 The board may conduct any regular or special meeting by and through the use of telephone conferencing and/or closed circuit television which permits all participating directors to hear and/or see each other during the meeting. Directors who participate in any meeting by electronic means are deemed to be present in person at such meetings

9. 13 (a) The Board of Directors may take any action without a meeting, if the action is evidenced by one or more written consents describing the action taken, signed by a majority of the directors then in office, and delivered to the corporation for inclusion in and filing with the corporation's permanent business records.

(b) Action taken by the Board of Directors without a meeting shall be effective when the last required director signs and delivers his consent, unless the resolution consented to specify a different effective date.

(c) A consent signed and delivered as aforesaid shall have the same force and effect as a vote cast at a meeting, and may be described as such in any minutes book, report or other document which records the actions of the Board of Directors.

(d) Written consent may be delivered or transmitted electronically in the form of email or facsimile, and a director's electronic signature shall satisfy the requirement of signing same.

(e) The provisions of the Georgia Electronic Records and Signatures Act, and the federal Electronic Signatures in Global and National Commerce Act shall apply to any action taken without a meeting of the Board of Directors or the members of the corporation.

9.14. Regular meetings of the Board of Directors shall be held on a least 30 days advance notice and special meetings on not less than 48 hours notice. Notice of regular meetings shall include the date, time, place and purpose(s) of the meeting. Notice of special meetings shall include the date, time and place, but not necessarily the purpose(s) of the meeting.

9.15 A director's attendance at and participation in any meeting shall constitute a waiver of notice and of the time and place of the meeting unless, promptly upon his or her arrival, he or she states his or her objection to the meeting for the record, and does not vote on any action taken thereat.

9.16 .For purposes of any meeting of the Board of Directors, a quorum exists if a majority of all the directors then in office attend and participate. If no quorum exists, then the only proper action which the attending directors may take is to adjourn the meeting sine die. If a quorum is present then the affirmative vote of a majority of the directors present shall prevail.

9.17 The Board of Directors may create committees and appoint members, including directors, to serve on them at the

pleasure of the board. Committees shall have such powers, authority, purposes and duration as the board may deem meet

9.18 (a) Subject to any limitation provided for in the notice, a director may vote by proxy at any regular or special meeting of the Board of Directors of the corporation.

(b) A director may appoint a proxy to vote or otherwise act for him or her at any meeting by signing an appointment in substantially the following form:

**I, \_\_\_\_\_, do hereby  
nominate, constitute and appoint \_\_\_\_\_  
To vote and otherwise act for me at the (regular) (special) meeting of  
USAOCSAA's Board of Directors to be held on \_\_\_\_\_, 20\_\_\_\_\_**

\_\_\_\_\_  
**(Signature of Director)**

(c) Appointment of a proxy shall be effective when received by the President or other officer presiding over the meeting for which the proxy was appointed.

(d) Any appointment of a proxy shall be revocable at will by the appointing director prior to the subject meeting being called to order by his or her personal attendance at the meeting, or by prior written notice to the Secretary.

(e) No person shall be appointed a proxy who is not a regular member in good standing of the Association.

## **SECTION TEN -- OFFICERS**

10.1 The day-to-day affairs of the Association shall be conducted and managed by the following corporate officers who shall be answerable and accountable to and supervised by the Board of Directors, to wit: the President, a Vice President (Operations), a Vice President (Administration), a Secretary, and a Treasurer. The Board of Directors shall elect the association officers from the current Board members. The officers shall be elected by written ballot at the first Board meeting following the Annual Association meeting and shall serve for a term of three years or until a successor is elected Officers with the exception of the Treasurer shall serve no more than two successive three year terms.



10.2 The Board of Directors, at their discretion and from time to time, may appoint one or more Assistant Secretaries and/or Treasurers who shall serve at the board's pleasure and under such terms and conditions as they may deem meet. Any member in good standing may be appointed to these offices.

10.3 The same person may simultaneously hold more than one elected or appointed office; provided, however, that the same person shall not simultaneously hold the offices of president and Secretary. No officer of the Association shall be paid any salary, wages or other compensation for his or her services; provided, however, that the corporation may reimburse him or her for any properly documented expense or expenditure incurred for the benefit of the Association and approved in advance by the Board of Directors.

10.4 The Board of Directors may hire, retain and employ any person, including a nonmember, to act and serve as Executive Director of and for the Association as its employee and servant under such terms and conditions as they may deem meet. The Executive Director shall perform and discharge such duties and responsibilities as the board may assign to him or her from time to time. The salary, wages or other compensation of the Executive Director shall be determined by the Board of Directors. The Executive Director is not an officer of the corporation, and he or she shall not have any voting rights except in his or her capacity as a regular member of the Association. The Executive Director may not simultaneously hold any other elected or appointed office. (Position Description attached hereon).

10.5 The President of the Association shall be its Chief Executive Officer and the one responsible for the management of the business affairs of the Association under the supervision and direction of the Board of Directors on which he or she shall sit as a director and as Chairman of the Board. He or she shall preside over all meetings of the board and members; and he or she shall perform such additional duties and responsibilities as the board may assign to him or her from time to time.

10.6 The Vice President (Operations) shall understudy the President, and shall assume the latter's position, duties and responsibilities in the event of his or her absence, resignation or demise. He or she shall serve simultaneously as a director. Additionally, the Vice President (Operations) shall perform and carry out such duties and responsibilities as the President may assign to him or her from time to time. (Position Description attached hereon).

10.7 The Vice President (Administration) shall also be familiar with the duties and responsibilities of the President, and assume that position, in the event the Vice President (Operations) is unable to step into the President's position. He or She shall serve simultaneously as a director. Additionally, the Vice President (Administration) shall perform and carry out such duties and responsibilities as the President may assign to him or her from time to time. (Position Description attached hereon).

10.8 The Secretary shall be responsible for taking down, recording and preparing a transcript of the minutes of all meetings of the directors and members; and for keeping the corporate seal and all administrative books and records of the Association; and for authenticating same. The

Secretary shall perform and carry out such additional duties and responsibilities as may be assigned to him or her by the Board of Directors from time to time, including responsibility for publication and distribution of the Association's newsletter or magazine. The Secretary shall serve simultaneously as a director.

10.9 The Treasurer shall be the Association's Chief Financial Officer, and shall be responsible to the board and members for the financial status and condition of the corporation. He or she shall keep and maintain all the financial books and records of the Association, including all bank accounts, according to standard bookkeeping and accounting practices. He or she shall prepare and certify such financial statements as the board may require of him or her from time to time. The Treasurer also shall serve simultaneously as a director of the Association.

10.10 Any document which may be required or permitted by law to be prepared, filed, submitted or otherwise produced by the Association may be signed by the President and/or the Secretary, who shall affix the corporate seal thereto as evidence of the corporation's official act and deed; provided, however, that the absence of the seal shall not, in and of itself, impair the validity of the document signed.

10.11 The provisions set forth in Sections 9.8 and 9.9 hereinabove for the removal of directors from office shall apply to the removal of elected officers from office.

## **SECTION ELEVEN -- STANDARDS OF CONDUCT**

11.1 Directors and officers of the Association shall discharge their duties and responsibilities in good faith and in the best interests of the corporation! And with such care as an ordinarily prudent person in a same or similar position would exercise under same or similar conditions and circumstances.

11.2 In the discharge of their official duties and responsibilities to the corporation, directors and officers may reasonably rely upon the competent information, opinions, reports and statements made, provided and expressed by any director, officer or employee of the Association within the scope of their office, and by any attorneys, accountants and other such professionals and experts; provided, however, that no director or officer is entitled to rely upon any such information, opinion, report or statement which he or she

Knows or should have known to be false, inaccurate, incorrect or incompetent.

11.3 The corporation shall indemnify and otherwise hold any director or officer harmless as against any and all claims, demands, liabilities, obligations and expenses, including reasonable attorney's fees, incurred by him or her in any proceeding brought against him or her in his or her capacity as a director or officer of the Association, if he or she acted in good faith and in a manner not opposed to the best interest of the corporation.

11.4. Anything hereinabove to the contrary notwithstanding, the corporation shall not indemnify nor hold any director or officer harmless as against any proceeding in which he or she may be held personally liable to the corporation and/or its members for improperly taking or receiving a personal benefit, whether or not it otherwise belonged to the corporation; or for any other failure, default or other misconduct whatsoever.

11.5 The Association may purchase and maintain insurance to protect itself and its directors and officers from any risk of loss which may result from any legal proceeding to which the corporation or any director or officer may be a party.

## **SECTION TWELVE -- AMENDMENT OF ARTICLES OF INCORPORATION AND BYLAWS**

12.1 The Association may amend its Articles of Incorporation and these bylaws from time to time in order to add, delete or change any provision in accordance with the following procedure.

12.2 The Board of Directors, by appropriate resolution passed at any regular or special meeting called for the purpose, shall approve the proposed amendment in final form. The resolution shall state whether copies of same shall be distributed to members other than regular members.

12.3 In cases of amendments to the Articles of Incorporation, the same shall not be effective unless and until (a) ratified by the regular members, and (b) filed with the Secretary of State as required by law.

12.4 In cases of amendments to these bylaws, the same shall not be effective unless and until ratified by the regular members.

12.5 Within a reasonable time after the Board of Directors approves any amendment to the Articles of Incorporation or the bylaws, the Secretary shall distribute copies of same to the categories of members identified in the resolution approving same. Distribution shall be made by including same in the next published issue of the Association's newsletter, or by a separate mailing.

12.6 Amendments may be ratified by the affirmative vote of a majority of the regular members present at their next regular or special meeting the notice of which shall include a restatement of the amendment(s) to be ratified thereat.

12.7 Amendments may be ratified without a meeting by the affirmative vote of at least 5.0% of the regular members voting via (a) email sent to the Secretary's address in the form of an electronic message which clearly identifies the sender as a member entitled to vote on the amendment; or (b) logging on to the Association's website, and casting an electronic ballot provided for the purpose; or (c) returning by regular mail the printed ballot which the Secretary shall insert in the newsletter or separate mailing provided for hereinabove.

### **SECTION THIRTEEN -- NOMINATION AND ELECTION OF DIRECTORS**

13.1 Any regular member in good standing may be nominated as a candidate for election to the Board of Directors. Any member may nominate any regular member, including himself or herself.

director .

13. Along with the nomination form, the candidate may submit any photographs, biographical information and other personal data which he or she may desire to distribute to the membership as an indication of his or her qualifications to be a member of the Board of Directors.

13. Not later than 60 days prior to the date of the regular membership meeting whereat elections will be held, the Secretary shall include in the Association's newsletter and shall post on the Association's website the list of all candidates for the Board of Directors and their qualifications.

13. The Secretary shall prepare an appropriate form of ballot for use in the election of the Association's directors. The form of said ballot shall include blank spaces for write-in candidates.

13. In the event that the foregoing nominating procedure fails to produce a sufficient number of candidates for the Board, then the Board of Directors shall so inform the members as soon as possible upon their arrival at the meeting in order to encourage nominations from the floor and write-in candidates.

13. In anticipation of and preparation for a shortfall in the number of candidates for office, the Board of Directors may appoint an ad *hoc* executive search and nominating committee for the purpose of identifying qualified candidates and encouraging them to stand for election. The Vice President (Administration) shall serve as *ex officio* Chairman of such committee.

13. The Board of Directors may provide for the use of absentee ballots in connection with any election of directors of the Association.

THE UNITED STATES ARMY  
OFFICER CANDIDATE SCHOOL  
ALUMNI ASSOCIATION  
(USAOCSAA)

VICE PRESIDENT'S  
POSITION DESCRIPTION

9/1/07

Vice President (Operations)

- First to succeed to President
- Reports to the President and supports the VP Admin
- Membership in Coordination with the VP Admin
- Membership and Board Meetings
  - Theme
  - Location
  - Agenda
  - Check-in/out process
  - Guest Speakers
  - Event Coordination
  - Hotel/Food Coordination
  - AAR
- Elections/Nominations to the BOD
- A member of the Executive Committee
- Miscellaneous duties and missions as assigned by the President

Vice President (Administration)

- Second to succeed to President
- Reports to the President and supports the VP Opns
- Membership actions in coordination with the VP Opns
- The Secretary and Treasurer report to VP Admin
- Financial Management
- Membership Records
- Office Operations and Records
- Government and IRS Requirements
- Registered Agent for the Association
- A member of the Executive Committee
- Miscellaneous duties and missions as assigned by the President

**THE US ARMY OFFICER CANDIDATE SCHOOLS ALUMNI ASSOCIATION  
(TUSAOCSAA)**

**EXECUTIVE DIRECTOR**

**POSITION DESCRIPTION**

**GENERAL PURPOSE:**

This position requires expert leadership in directing the specialized projects which provide various services to membership of the TUSAOCSAA. Responsible for the management, supervision, and coordination of all TUSAOCSAA activities and staff to achieve their objectives. Must implement policies and develop procedures for the management of assigned projects. Work involves working with the TUSAOCSAA Board of Directors, and the coordination of membership activities, establishing operating guidelines, supervising and evaluating staff, administering the TUSAOCSAA budget, establishing guidelines for evaluating progress of assigned tasks. Work also includes fund raising and public relations activities to assure the membership is aware of the TUSAOCSAA's mission and function.

**ESSENTIAL FUNCTIONS:**

**Relationship with the Board:**

Be directly responsible to the Board.  
Attend all Board meetings and Board committee meetings.  
Prepare the agenda for Board meetings with the assistance of the Board President or his designated representative.  
Is required to take part in Board and committee discussions.  
Provide the Board with adequate information to help it reach sound decisions and establish policies.

**Management Skills and Abilities:**

Have the ability to make rules (not in conflict with the law or Board policy) and decide all matters of administrative and supervisory detail in connection with the operation and maintenance of TUSAOCSAA. Initiate and direct the development of all Board policies.  
Supervise the implementation of all Board policies.  
Develop short-range (one year) goals for TUSAOCSAA.  
Work with the Board to prepare a long-range plan for TUSAOCSAA.  
Report regularly to the Board regarding progress toward TUSAOCSAA objectives, financial status, and other issues of concern.

**Leadership of Staff:**

Hire, terminate, evaluate, discipline, and supervise all subordinate staff.  
Direct administrative staff in their assignments and duties.  
Through administrative staff, direct all other staff in the performance of their duties.

**Fiscal Management:**

Direct the preparation of the annual budget and submit it for Board approval.  
Approve and direct purchases and expenditures within the limits of the Board approved budget.  
Provide information to the Board regarding purchases and expenditures.  
Planning and preparation of proposals to foundations, government, other foundation grantors and TUSAOCSAA membership.

**Community and Public Relations:**

Represent TUSAOCSAA in all dealings with other organizations, government, individuals, and the general public.  
Promote good public relations in the community and membership.  
Follow all policies and procedures of the TUSAOCSAA Board and established committees.  
Other duties as assigned, to include assisting in times of national emergencies, and/or disaster.

**OTHER RELATED FUNCTIONS:**

Hours of work: Salaried employee minimum 40 hours/weekly Some weekend and evening hours required. Employees must be able to work off-site at any designated location in the support of membership activities as directed by the Board.

**REQUIREMENTS:**

**Education/Training:**

There are no specific educational requirements; however a Bachelor's Degree in Business Administration, Management, or related field is desirable. The Executive Director must have the ability to read and write, carry out written & verbal instructions and complete required reports.



**Experience:** Minimum of four years of professional work experience in a national organizational, A Master's Degree may be substituted for one year of the required experience. Knowledge of PC-based word processing and spreadsheet applications are necessary. Must be able to effectively establish, organize, and maintain accurate records.

**Interpersonal Skills:** Must have excellent interpersonal, communication, organizational skills and the ability to work with a wide variety of groups and individuals.

**Essential Tech/Motor Skills:** Sufficient skills to be able to read and write effectively.

**Essential Mental Abilities:** Knowledgeable and competent to perform all essential functions.

**Essential Sensory Reqmts:** Ability to visually and audibly perform all essential functions.

**Essential Physical Reqmts:** Must be able to sit for long periods. Sufficient mobility and strength to move about the facility and the community, have corrected vision and hearing in the normal range. This position may require occasional bending and lifting subject to specific physical requirements and working conditions as listed in job duties. Must be able to travel by air and ground transportation.

**Exposure to Hazards:** None

### Approvals

Employee \_\_\_\_\_

Date \_\_\_\_\_

Board of Directors \_\_\_\_\_

Date \_\_\_\_\_

The above statements are intended to describe the general nature and level of work performed. They are not intended to be construed as an exhaustive list of all responsibilities, duties and skills required of TUSAOCSSAA personnel.

Date: