

BYLAWS

The United States Army Officer Candidate Schools Alumni Association, Inc.

(Amended and Restated as of July 14, 2025)



Table of Contents

Article I – General

Article II – Mission and Purpose

Article III – Duration and Powers

Article IV – Membership

Article V – Annual Meetings

Article VI – Board of Directors

Article VII – Election of Directors

Article VIII – Officers and Executive Committee

Article IX – Committees

Article X – Local Chapters

Article XI – Notices

Article XII – Amendments

Article XIII – Conflict of Interest

Article XIV – Indemnification

Article XV – Quorum Definitions

Article I – General

Section 1. Name

This Association is incorporated as a nonprofit corporation under the laws of the State of Georgia as The United States Army Officer Candidate Schools Alumni Association, Inc. (“the Association”).

Section 2. Offices

The principal office shall be that of the registered agent or as otherwise designated by the Board of Directors.

Section 3. Fiscal Year

The fiscal year shall be July 1 to June 30 each year.

Section 4. Registered Agent and Office

The Board may change the registered agent or office as necessary, provided both are located in the State of Georgia.

Article II – Mission and Purpose

Section 1. Mission

To honor OCS and its graduates and to foster pride in OCS as a source of commission.

Section 2. Purposes

- a) As stated in the Articles of Incorporation.
- b) To engage in any lawful nonprofit activities permitted under Section 501(c)(19) of the Internal Revenue Code.

Article III – Duration and Powers

Section 1. Duration

The Association shall have perpetual existence unless dissolved according to Georgia law and the Articles of Incorporation.

Section 2. Powers

The Association has the authority to engage in all lawful activities consistent with its mission and tax-exempt status.

Article IV – Membership

Section 1. Classes of Membership

- a) **Qualified Membership:** This category is available to individuals who are graduates of any U.S. Army or National Guard Officer Candidate School (OCS) and have served honorably.
- b) **Associate Membership:** This category is for individuals who have supported or served alongside OCS programs but do not meet the qualifications outlined in (a).
- c) **Corporate Membership:** This membership is designated for corporations or entities that actively support the mission of the Association.
- d) **Honorary Membership:** This membership may be conferred at the discretion of the Board and does not require payment of dues.

Section 2. Dues

Membership dues will be determined by the Board and may differ based on specific class of membership.

Section 3. Removal and Resignation of a Member

- a) Membership may be terminated voluntarily or involuntarily, in accordance with Board policy. Involuntary termination may result from circumstances such as non-payment of dues or conduct that is deemed detrimental to the Association.
- b) Members may resign at any time; however, dues that have been paid are non-refundable.

Section 4. Voting Rights

Members across all categories do not possess voting rights in the governance of the Association. All corporate powers, including the authority to elect directors, amend bylaws, or dissolve the organization, are exclusively held by the Board of Directors.

Article V – Annual Meetings

Section 1. Membership Meetings

At least one annual meeting shall be held for all classes of membership, during which the President or an appointed officer will present a report regarding the organization's activities and financial standing.

Section 2. Notice of Annual Meetings

Members shall receive notification of the annual meeting a minimum of 30 days in advance. See Article XI.

Article VI – Board of Directors

Section 1. Authority

The Board of Directors serves as the governing body of the Association.

Section 2. Meetings

A minimum of four meetings shall be held each year, In-person attendance is required for at least two of these meetings; however, virtual participation is permitted if real-time attendance is not possible.

Section 3. Compensation

Directors serve on a voluntary basis and do not receive compensation; however, they may be reimbursed for reasonable expenses incurred while fulfilling their duties. An example of such an expense is participation in a wreath laying ceremony at a National Monument in support of the association, which may involve the purchase of a wreath. Any purchase exceeding **\$200.00** must receive prior approval from the Board to qualify for reimbursement.

Article VII – Election of Directors

Section 1. Composition

The Board may have up to nine (9) members; however, it may function with a minimum of three (3) members. All nominees must be Qualified Members and vetted by the Executive Committee, which includes the President, Vice President of Operations, Vice President of Administration, Secretary, and Treasurer.

- a) Qualified membership is open to any individual who has graduated from any Army Officer Candidate School or any Army National Guard Candidate School and who has either been honorably discharged from active duty, the National Guard, or the Army Reserve, or is currently serving on active duty or in the Reserve Component.
- b) Only those qualified members of the Association who are in good standing as of the record date shall be eligible for election to the Board of Directors and to hold positions as officers of the Association, with further details outlined in Article VI of these by-laws.

Section 2. Terms & Vacancies

Directors serve a maximum of two terms, with one potential extension permitted for seated members. Vacancies on the Board will be filled through Board nominations.

Section 3. Removal

Directors may be removed for cause by a two-thirds majority vote of the Board. Grounds for removal include behavior that is not consistent with the Association's mission, such as

conduct that fosters toxicity, creates divisions, or is counterproductive to the organization's goal.

Article VIII – Officers and Executive Committee

Section 1. Offices & Elections

The Board shall elect a President, Vice President of Operations, Vice President of Administration, Secretary, and Treasurer, with each officer serving up to two consecutive three-year terms.

Section 2. Elections

Elections results will be communicated to members by writing via email or other electronic means.

- a) Elections will be conducted as necessary at the beginning of the fiscal year.
- b) The Board will nominate candidates to fill any vacant positions; each nominee will be vetted and voted on by the Board.
- c) The results of the election will be made public within 72 hours following the election.

Section 3. Officer Duties

Duties of officers include general leadership, recordkeeping, financial management, and support for operations as detailed in the Board's internal documentation.

- d) The President of the Association shall be its Chief Executive Officer and shall be responsible for the management of the business affairs of the Association. He or she shall preside over all meetings and shall perform other specified duties delegated by the Board.
- e) The Vice President of Operations shall assist the President, and shall assume the latter's position, duties and responsibilities in the event of the President's absence or inability to serve. The Vice President of Operations is responsible for assisting the President with the overall operation of the Association, to include recruiting members, maintaining membership records, scheduling meetings, and planning and coordinating the annual meeting and other duties assigned by the President and/or Board.
- f) The Vice President of Administration shall also be familiar with the duties of the President and assume that position in the event of the absence or inability of both the President and Vice President Operations to perform the duties. The Vice President of Administration shall be responsible for assisting the President with the overall administration of the Association and other duties assigned by the President and/or Board.
- g) The Secretary shall be responsible for keeping and distributing the minutes of all meetings; for authenticating all documents and for all other duties assigned by the

President and/or Board. The Secretary is also responsible for the planning and execution of elections.

- h) The Treasurer shall be the Association's Chief Financial Officer and shall be responsible to the Board for reporting the financial status and condition of the Association IAW the Board-approved job description.

Article IX – Committees

The President may establish committees as deemed necessary. The Executive Committee shall function as the Nominating Committee.

Article X – Local Chapters

Chapters must consist of a minimum of 12 active members and are required to submit semi-annual reports.

Article XI – Notices

Notices shall be issued in writing via email or other electronic means.

Article XII – Amendments

These bylaws may be amended by a two-thirds majority vote of the Board at a regular meeting where a quorum is present.

Article XIII – Conflict of Interest

Section 1. Purpose

This policy is designed to protect the interests of the Association in situations where a transaction may benefit the private interest of an officer, director, or member.

Section 2. Disclosure

Officers and directors are required to disclose any actual or potential conflicts of interest to the Board. For example, this includes any interest in or ownership of a company that intends to provide support to the Association.

Section 3. Recusal and Voting

Individuals with conflicts of interest shall recuse themselves from discussion and voting on the matter. Disinterested directors will determine if a conflict exists.

Section 4. Annual Statement

Each officer and director shall annually affirm receipt, understanding, and agreement to comply with this policy.

Article XIV – Indemnification

To the fullest extent permitted by Georgia law, the Association shall indemnify any individual who serves or has served as a director, officer, employee, or agent against liabilities and expenses incurred in connection with their role.

Article XV – Quorum Definitions

Section 1. Board Meetings

A 2/3 majority of directors currently in office shall constitute a quorum.

Section 2. Membership Meetings

Quorum requirements are not applicable for voting purposes under these bylaws.

Adopted on 14 July, 2025

Carmelia Scott-Skillern

Carmelia Scott-Skillern, President

Date: 14 July, 2025

Frank Lazzara

Frank Lazzara, Secretary

Date: 14 July 2025