

# BYLAWS

## OF

### FIELD ARTILLERY OCS ALUMNI CHAPTER, INC. (6 May 2010)

#### ARTICLE I ORGANIZATION

Section 1. The name of this corporation shall be Field Artillery OCS Alumni Chapter, Inc.

Section 2. Its principle office shall be located at building 3025, Fort Sill, Oklahoma, or at some other appropriate Fort Sill location, based on circumstances at the time, at the discretion of the Board of Directors.

Section 3. The Corporation is organized and dedicated to preserving and maintaining the history of the United States Field Artillery Officer Candidate School and the archives of the Field Artillery OCS Hall of Fame.

#### ARTICLE II MEMBERSHIP

Section 1. Membership in the corporation shall be open to any persons, graduates or staff members of any OCS past or present with ties to the Field Artillery, who are members of the United States Field Artillery Association and members of the OCS Chapter of the Field Artillery Association. All members of this corporation who remain in good and regular standing shall be entitled to vote in any regular or special meeting and to exercise all other privileges of membership.

Section 2. The purposes and aims of this corporation will be charitable and educational within the meaning of Section 501(C) (3) of the Internal Revenue Code of 1954 as amended. More specifically, the purpose and aim will be:

- a. To preserve and maintain the archives of the Field Artillery OCS Hall of Fame.
- b. To promote interest and pride in the history of the OCS organization, its graduates and staff to include any, but not limited to significant military events, battles and any engagements of historical importance.
- c. To inspire, initiate, plan, direct and coordinate educational programs.
- d. To stimulate interest and action towards conservation and preservation of the archives of the Field Artillery OCS Hall of Fame.
- e. To preserve and maintain the last remaining World War II- era wooden barracks at Fort Sill, Oklahoma.
- f. To promote interest and pride in the general public in regard to the history of the military, especially the development of officers through OCS.
- g. To maintain the historical archives to include OCS-related memorabilia and artifacts and the maintenance of the Field Artillery OCS Hall of Fame.

Section 3. The Board of Directors shall determine classes of membership and dues for each class of membership.

Section 4. For those classes of membership subject to annual dues, the annual membership shall be determined by the Board of Directors.

### ARTICLE III MEETINGS

Section 1. There shall be an annual meeting of the corporation during the annual Field Artillery OCS Alumni Chapter Reunion at Fort Sill, Oklahoma, at which time the Board of Directors shall be elected, and any business properly coming before such meeting may be transacted. The annual meeting may be held at a different time and/or place as the Board of Directors shall determine is in the best interests of the corporation, by sending written notice to the membership not less than ten (10) days prior to (a) the annual meeting date provided in these by-laws, or (b) the actual meeting date set, whichever is first to occur.

Section 2. Special meetings of the members of this corporation can be called at any time, by the president, and, in his absence, by the Board of Directors. Meetings may also be held by e-mail for the purpose of pronouncements, motions and votes.

Section 3. Notice of the time of any annual or special meeting shall be given in writing by the Board of Directors to each member in good standing at least thirty (30) days before the date of such meeting. If the meeting is to be a special meeting, the notice so given shall state the time, place and purpose of such meeting.

Section 4. The president, or in his/her absence, the vice-president, shall preside at all such meetings.

Section 5. At every such meeting, each member of the corporation in good and regular standing shall be entitled to cast one vote

Section 6. A quorum for the transaction of business at any such meeting shall consist of five percent (5%) of members in good and regular standing.

Section 7. The members of this corporation shall have power, by a majority vote at any such meeting, to remove any director or officer from office.

### ARTICLE IV BOARD OF DIRECTORS

Section 1. The business and property of the corporation shall be managed by a board of six (6) directors, who shall be elected by the members. Each director shall be an adult member in good and regular standing.

Section 2. The board of directors shall be classified with respect to the time for which they shall severally hold office by dividing them into three classes. The directors of the first class shall be elected for a term of one (1) year, those of the second class for a term of two (2) years and those of the third class for a term of three (3) years, and at each succeeding annual election, the successors to the class of directors whose term shall expire in that year, shall be elected to hold office for the term of three years, so that the term of office of one class of directors shall expire each year.

Section 3. Two regular meetings of the Board of Directors shall be held each year in the principal office of the corporation or place of the annual meeting. The first meeting will be held immediately before the annual membership meeting. The second meeting shall be an organizational meeting held after the annual membership meeting at a time determined by the Board of Directors.

Section 4. Special meetings of the board of directors may be called by the president and in his absence by the vice president, or by any three members of the board and held at a location specified by the convening authority. By unanimous consent of the directors, special meetings of the board may be held without notice, at any time and place. Notice of all regular and special meetings, except those by unanimous consent, shall be given at least ten (10) days prior to the time fixed for the meeting.

Section 5. A quorum for the transaction of business at any regular or special meeting of the directors shall consist of four (4) members of the board.

Section 6. The directors shall elect the officers of the corporation. Such election shall be at the director's organizational meeting after each annual membership meeting. Officers may be removed at any time by a two-thirds (2/3) vote of the full board of directors.

Section 7. Vacancies in the board of directors may be filled by the remaining directors at any regular or special directors' meeting.

Section 8. At each annual membership meeting, the directors shall submit a statement of the business done during the preceding year, together with a report of the condition of the tangible property and of the general financial condition of the corporation.

Section 9. The Board of Directors shall have the authority to appoint Standing Committees to further the aims of the Alumni Chapter and to appoint Ad Hoc Committees that are required, on an as needed basis, to support functional activities.

## ARTICLE V OFFICERS

Section 1. The officers of this corporation shall be a president, vice president, secretary and a treasurer, who shall be elected for a term of one year and shall hold office until their successors are duly elected and qualified. No one shall be eligible for any office who is not a director of the corporation and any such officer who ceases to be a director shall cease to hold office as soon as his successor is elected and qualified.

Section 2. The president shall preside at all meetings of the directors and of the membership, shall sign all written contracts for the corporation and shall perform all other such duties as are incident to his office. In the case of the absence or disability of the president, his duty shall be performed by the vice-president.

Section 3. The secretary shall issue notices of all directors' and membership meetings and shall attend and keep the minutes of the same, shall have charge of all corporate books, records and papers, shall be custodian of the corporate seal, shall attest his signature and impress with the corporate seal all contracts of the corporation and shall perform all such other duties as are incident to his office.

Section 4. The treasurer shall have custody of all money and securities of the corporation and shall give bond in such sum and with such surety as the directors may require, conditioned upon the faithful performance of the duty of his office. The treasurer and one board member shall, together, sign all checks of the corporation and shall make a report of the general financial condition of the corporation at each annual meeting of the membership. All funds and securities of the corporation shall be deposited or kept in the Fort Sill National

Bank, Fort Sill, Oklahoma, for benefit of the members of the corporation and for the support and sustainment of its historical and educational endeavors. The Field Artillery OCS Alumni Chapter Endowment Fund has been established with the Lawton Community Foundation. Deposits into that fund and the disposition of yearly distributions will be made as determined by the Board of Directors.

ARTICLE VI AMENDMENTS

Section 1. Amendments to these bylaws may be made by a vote of the majority of the members present at any annual meeting of the membership, or at any special meeting thereof, when the proposed amendment has been set out in a notice of such meeting.

ARTICLE VII FISCAL YEAR

Section 1. The fiscal and business year of the corporation shall be from 1 October to 30 September.

Section 2. The terms of officers and elected directors shall begin immediately following the annual election.

ARTICLE VIII DISSOLUTION

Section 1. Dissolution: In the event of dissolution, the residual assets of the corporation shall be conveyed to one or more organizations which themselves are exempt as organizations described in Section 501(C) (3) of the Internal Revenue Code of 1954 or corresponding section of any prior or future law, or to the state and local government for exclusive public purpose.

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**Record of Action**

<u>Action</u>	<u>Board Recommendation</u>	<u>Membership Approval</u>
Original By-Laws	05/20/2002	06/13/2002
Amended	05/09/2007	05/10/2007
Amended	05/05/2010	05/06/2010

The bylaws as amended by a majority vote of the members present at the annual business meeting conducted on 6 May 2010 are effective on that date.