

**Okinawa Leadership Seminar
Okinawa, Japan**

CONSTITUTION

Article I - NAME

The name of this non-profit organization shall be Okinawa Leadership Seminar, herein after referred to as OLS or the "Organization."

Article II – AUTHORITY AND PURPOSE

- Section 2.1 Upon the approval of the Director, Marine Corps Community Services (MCCS), MCB Camp Butler (MCBB), and pursuant to MCIPAC-MCBBO 5760.2, this Constitution is hereby established.
- Section 2.2 The Organization is a private, self-sustaining non-Federal entity (NFE) and is not an instrumentality of the U.S. Government; no official endorsement is intended or implied. The Organization will comply with applicable DoD/USMC directives and installation policies.
- Section 2.3 The purpose of this Organization is to enrich our local and military communities by developing, exemplifying, and encouraging servant leadership. We provide leadership education and training to eligible spouses to develop the skills and confidence necessary to assume leadership positions. The Organization will provide equal opportunity and treatment for all participants regardless of their race, color, religion, gender, disability, age, or national origin.

Article III – BYLAWS AND OTHER REGULATIONS

- Section 3.1 Bylaws shall be formulated and upon approval of the Director, MCCS, MCBB, and pursuant to MCIPAC-MCBBO 5760.2, and shall have the same force and effect as if published as part of the Constitution.
- Section 3.2 Operational details are delegated to the Bylaws to avoid duplication. In case of conflict, this Constitution governs.
- Section 3.3 OLS shall comply with all DoD, Marine Corps, MCIPAC, Orders, Directives and Instructions pertaining to the operation of independent private organizations.
- Section 3.4 OLS is a 501(c)(3) nonprofit organization and acknowledges that it is not a government instrumentality and therefore is not entitled to immunities and privileges afforded government agencies and is responsible for taxes and insurance as required by law.

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Article IV – MEMBERSHIP

Section 4.1 OLS membership shall have the following eligibility guidelines and will be on a voluntary basis.

- a. General membership shall include:
 - i. OLS Alumni, defined as someone who received a Certificate of Completion from OLS; and
 - ii. The OLS Executive Board

Article V – OFFICERS OF THE EXECUTIVE BOARD

Section 5.1 The officers for the Executive Board (herein after referred to as “the Board”) of OLS shall be President, Vice President, Parliamentarian, Administrative Director, Public Relations Director, Financial Development Officer, and Treasurer.

Section 5.2 Nominations will be accepted from the existing General Membership prior to the date set-forth by the Parliamentarian and the Board nomination period. Nominee must be an OLS Alumni or have completed a leadership seminar offered by Leadership Education Seminar (LES), Desert Leadership Seminar (DLS), Iwakuni Leadership Seminar (ILS), and Camp Lejeune Leadership Seminar (CLLS). It is preferred, but not mandatory, that the nominee be an active member of the OLS crew for at least one seminar. Nominees must give their permission for the election. Officers shall be elected by a simple majority vote of those members and officers voting.

Section 5.3 An officer of OLS may be removed as outlined in the bylaws.

Section 5.4 The Board shall have the authority to act on any and all matters concerning OLS except those requiring approval pursuant to MCIPAC-MCBBO 5760.2. Expenditures outside of the approved budget line items must be presented and approved by the board before the obligation is incurred.

Section 5.5 In the event of a vacancy on the Board, the remaining members of the Board shall appoint a temporary officer to serve until the next regular meeting at which time an election among currently serving Board members shall be held to fill the vacancy.

Section 5.6 An officer may resign his/her office by notifying the President in writing.

Section 5.7 Each elected officer shall hold only one office at a time but may temporarily assist in fulfilling the duties of another position in the event of a vacancy. Individuals may serve up to two consecutive terms in the same office. The term of office commences 1 June through 31 May of the following year. However, in the event of a full or significant turnover of the Board and a lack of nominated candidates, any current Board member who remains on island and is willing to continue serving may, with a majority vote of the Board, be re-elected to the same position.

for an additional consecutive term. This exception is intended to maintain continuity and organizational stability and shall not be used routinely. It is recommended that a new candidate be identified within six months to ensure leadership succession planning remains a priority. Officers are eligible for re-election to the same office; however, no individual shall be eligible for the same office for more than two consecutive terms.

Section 5.8 Duties of the elected officers are as prescribed in the bylaws.

Article VI – QUORUMS AND MEETINGS

Section 6.1 The Board shall meet at least quarterly or at the call of the President. A meeting may be chaired by another Board member appointed by the President if the President is unable to attend. The quorum for all Board meetings shall be three voting members of the Board. The Board members will exercise their powers through a simple majority vote.

Section 6.2 Any member may submit a written request to the President for a special meeting, which must detail the reason to call a special meeting. The request will then be put to a virtual vote by the members. The special meeting will be held if approved by 51 percent of the membership participating in the vote. In addition, the President may call a special meeting at his/her own discretion.

Section 6.3 All members shall be notified, if possible, of the time, place and subject matter of the special meeting and only that business for which the meeting is called shall be transacted.

Article VII – VOTING

Section 7.1 Only members in good standing shall be allowed to vote on any matter requiring a vote and they shall be entitled to only one vote.

Section 7.2 There shall not be any voting by proxy. Members voting will be entitled one vote by means determined appropriately by the current board.

Section 7.3 Passage of any resolution shall be a simple majority vote of the voting members, except when otherwise provided for in the bylaws.

Section 7.4 All proposals at a Board meeting shall require a simple majority of voting members to be passed. In the event of a tie, the President will be given voting powers to break the tie.

Article VIII – FINANCE

No dues or fees shall be assessed to members. All income and expenses shall be accounted for by the Treasurer. The Treasurer will be a voting member of the board and all duties are outlined in the bylaws. All members are personally and

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equally liable if the assets of the Club are insufficient to discharge all liabilities/obligations.

Article IX – INSURANCE AND LIABILITY

- Section 9.1 Adequate and proper insurance shall be maintained as required by installation policy. Members are personally liable, as provided by law, if the Organization's assets are insufficient to discharge liabilities.
- Section 9.2 Fidelity Bond Coverage shall be obtained for the positions of the Treasurer, President, and Financial Development Officer whenever cash assets of the organization exceed \$500. Such insurance shall be purchased with OLS funds and shall cover the positions of Treasurer, President and Financial Development Office and not the individuals by name.

Article X – DISSOLUTION

- Section 10.1 Dissolution of OLS shall be upon the initiative of the membership or a decision by the Director, MCCS, MCBB to withdraw local authorization to operate aboard the Base, pursuant to MCIPAC-MCBBO 5760.2.
- Section 10.2 After liquidating indebtedness, residual assets shall be distributed to an approved charitable or educational NFE; no assets shall accrue to any individual member.
- Section 10.3 Upon dissolution, the Organization will notify CG MCIPAC-MCBB via the Director, MCCS, and certify that all debts are paid and assets disposed of in accordance with policy.
- Section 10.4 If permission to operate is revoked, or OLS ceases, OLS will remove all property from all installations. Any remaining assets, such as cash, equipment, or facilities not previously disposed of or donated to MCCS or to Navy MWR.

Article XI - AMENDMENTS OR CHANGES

- Section 11.1 Amendments or changes to this constitution may be proposed by the Board or by any member in good standing who submits a written request to the President, using the exact wording of the proposed change. The proposed change will be reviewed by the Board. Notice of the proposed change of the constitution, using the exact wording, shall be given to the membership at least 10 days in advance of a special meeting called to consider the change.
- Section 11.2 Proposed amendments or changes shall be adopted when two-thirds (2/3) of the present (in person or virtual) voting membership approve the amendment and shall become effective upon approval of the pursuant to MCIPAC-MCBBO 5760.2.

Section 11.3 Any amendments or changes to this constitution shall be attached hereto.

Sara Pizzo
Name of President

[Signature]
Signature

7/8/26
Date

Board Meeting Approval on: 4/29/2026

Attach meeting minutes for MCCS.

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