OFFICERS' SPOUSES' ASSOCIATION OF YOKOSUKA BYLAWS

ARTICLE I: NAME

The name of the Association shall be the Officers' Spouses' Association of Yokosuka hereinafter referred to as OSAY. OSAY is established pursuant to the provisions of COMFLEACTINST 5760.5 (series) (attached as Addendum B), and shall operate in accordance with the applicable U.S. laws and regulations.

ARTICLE II: PURPOSE

The Officers' Spouses' Association of Yokosuka (OSAY) is a 501(c)(3) non-profit, social organization whose purpose is to foster morale, friendship, and community engagement through social, cultural, and spouse enrichment events.

ARTICLE III: MEMBERSHIP

Eligible Members

Membership is open to spouses and legal partners of the following;

1. U.S. Military officers
2. Department of Defense civilian equivalent personnel (GS-7 and above)
3. Administrative and Instructional equivalent staff (TS)
4. Spouses of foreign officers assigned to CFAY tenant commands.

All eligible members must be assigned to U.S. Forces, Japan and reside in the Yokosuka area.

Additional Eligibility

1. Status of Forces Agreement (SOFA) sponsored spouses of U.S. Armed Forces officers residing in the Yokosuka area whose sponsors are on unaccompanied tours elsewhere.
2. SOFA-sponsored spouses of U.S Armed Forces Officers residing in the Yokosuka area whose sponsors are stationed at another base in Japan.
3. SOFA-sponsored spouses of retired U.S. Armed Forces Officers legally residing in the Yokosuka area.

OSAY Members shall

1. Be defined as eligible, dues-paying members.
2. Receive invitations to OSAY events and have access to a copy of the bylaws.
3. Be able to provide input and vote on matters brought before the OSAY membership by the Board.
4. Not utilize the funds or name of the organization to accrue to the benefit of any person (as defined as personal inurement), organization or command having a personal or private interest in the activities of the organization, unless voted on by the Board.

Membership Year

The OSAY membership year shall begin on June 15 and end on June 14 of the following year.

Termination of Membership

Termination of membership occurs when a member has a permanent change of station, a member resigns, or when an annual membership expires.
Dues are non-refundable per article IV.5

ARTICLE IV: DUES AND FEES

1. The incoming Board shall determine OSAY dues no later than June 20.
2. All Board members must cast a vote on proposed dues, either in person or electronically.
3. All Board members will pay their dues by June 15.
4. Flag spouses choosing to be Advisors will pay dues by June 15 or upon their acceptance of the Advisor role.
5. Payment shall be made in US Dollars only and is non-refundable..
6. Additional fees may be required for specific events.
7. All dues and fees will go towards OSAY expenses that shall benefit all members, the sustainability of the organization or the recruitment of new members.
8. The Board has the option to prorate dues after December 15, or offer incentive rates at earlier dates (Early Bird registration, etc.).
9. 2025-2026 Dues Pricing Plan:
    a. Early Bird: $40 (1 June 2025 through 30 September 2025)
    b. Regular Dues: $50 (1 October 2025 through 31 December 2025)
    c. Late Bird: $40 (1 January 2026 through 31 May 2026)

ARTICLE V: DIVERSITY, EQUITY, AND INCLUSION

OSAY is committed to fostering, cultivating and preserving a culture of diversity, equity and inclusion. We embrace and encourage our members' differences in age, color, disability, ethnicity, family or marital status, gender identity or expression, language, national origin, physical and mental ability, political affiliation, race, religion, sexual orientation, socio-economic status, veteran status, and other characteristics that make our members unique. OSAY prohibits discrimination against or harassment of any applicant or member based on race, color, national or ethnic origin, age, religion, disability, sex, sexual orientation, gender identity and expression, veteran status or any other characteristic protected under applicable Federal law.

ARTICLE VI: THE BOARD AND RESPONSIBILITIES

The Board, as the governing body of OSAY, shall be made up of executive officers, board committee chairs, and advisor(s). The Board shall execute rules and regulations in accordance with these bylaws and applicable Commander Fleet Activities Yokosuka (CFAY) instructions. All Board members must be eligible, dues-paying OSAY members.

1. **Executive Board Officers.** The Executive Board Officers must have a minimum of four (4) officers at all times and must include the President and Treasurer per COMFLEACTINST 5760.5 (series). The two (2) additional Board positions can be filled by Vice President, Secretary, Events Manager or any Committee Chair with voting privileges.
    a. All Members of the Executive Board will have one vote per person.
    b. The Events Manager will be a voting member of the Executive Board.
2. **Committee Chairs.** The Board committee chairs include: Membership Coordinator(s),

Communications Coordinator(s), and a Cultural Events Coordinator. Committee Chairs will have one vote per person. The Hiking Coordinator acts as a Committee Chair to assist the Board with schedule planning as a non-voting Board member.

3. **Committee Members.** Committee members may attend Board meetings as non-voting members to support their respective Committee Chair, but are not required to attend.
4. **Advisor(s).** When possible, there shall be at least one but no more than two flag spouse advisors. The advisor(s) will support the Board and provide advice concerning OSAY operational matters, but are not voting members of the Board. Dues-paying flag spouses may choose to serve as advisors. In the event that no flag spouses are available to serve as advisors, a dues-paying O-6 spouse may fill this role until a flag spouse becomes available. Advisors may include, but not limited to, the spouses of the following Flag Officers listed below, in no particular order:
    a. Commander, Carrier Strike Group Five
    b. Commander, Submarine Group Seven
    c. Commander, US Naval Forces, Japan
    d. Commander, US SEVENTH Fleet
    e. Deputy Commander, U.S. Seventh Fleet

Term Limits

1. All Board members shall serve for a term of one year.
2. No Board member shall serve in the same office for more than two consecutive years.
3. No Board member shall serve on the Board for more than three consecutive years.
4. Flag spouse advisors may serve the length of their tour.

Turnover

Board members will complete turnover activities with their respective replacements no later than June 1. Turnover is expected to be conducted face to face. As part of turnover, the incumbent shall transfer all administrative and account access to the incoming Board member. The organization shall then remove the incumbent's access and reset all passwords associated with the position.

Board Member Responsibilities

Board Member Responsibilities shall be well distributed as described in this document. The Board will recognize that from time to time, in the course of pursuing and supporting OSAY's purpose, and when agreed upon by the Board and all involved parties - tasks and responsibilities may be redistributed in accordance with the interests and talents of fellow Board members.

President shall:

1. Preside at Board meetings and call special meetings as necessary.
2. Conduct Board meetings using Robert's Rules of Order (Addendum C) when applicable.
3. Assemble and coordinate the OSAY nominating committee in accordance with ARTICLE X, Section 2.
4. Will coordinate with other spouse associations as necessary on scheduling, etc. (e.g., JAS, CORE, Ikebana International).
5. Appoint the annual audit committee in accordance with COMFLEACTINST 5760.5 (series) and ARTICLE X, Section 1.
6. Have signature authority on the OSAY bank account and attend financial training from CFAY Fleet and Family Support Center (FFSC) within 60 days of assuming the role, in conjunction with the treasurer in accordance with COMFLEACTINST 5760.5 (series).

7. Act as the authorized representative for OSAY and the primary liaison to CFAY. Ensure the organization operates in accordance with COMFLEACTINST 5760.5 (series)
8. Maintain a binder or digital file to pass down to the acceding member.

Vice President shall:

1. Assist with the duties of the President and in his/her absence, or in the event the office vacates, assume duties.
2. Ensure all meetings and conduct of OSAY are performed in accordance with the OSAY Bylaws.
3. Assemble and coordinate the annual bylaws committee in accordance with ARTICLE X, Section 3.
4. Provide information regarding OSAY to all appropriate media outlets and other organizations as needed, in support of, and in coordination with other Board members.
5. Manage the OSAY email account(s); respond to emails or forward to appropriate Board members for response.

Secretary shall:

1. Keep minutes, attendance, and vote outcomes for Board meetings.
2. Provide meeting minutes to Board members for review and approval.
3. Solicit input and prepare agenda for Board meetings.
4. Assist the President with organization of association records, electronic or otherwise.
5. Be primary custodian of all necessary forms/paperwork to be filed with COMFLEACT Yokosuka.

Treasurer shall:

1. Have signature authority on the OSAY bank account and attend financial training from CFAY Fleet and Family Support Center (FFSC) within 60 days of assuming the role.
2. Maintain accurate financial records for all OSAY income and expenditures to include: general ledger, bank statements, monthly account report, bank reconciliation, receipts/deposit slips, and other supporting documents or reports as deemed necessary by the Board.
3. Serve as the primary custodian of the OSAY bank account and any associated check/debit card(s).
4. Collect dues and fees as needed, ensure timely deposit of monies collected in accordance with financial training instructions and General Accepted Accounting Principles.
5. Primary custodian of funds for reimbursement of OSAY Board approved expenditures.
6. Prepare and submit annual CFAY audit in accordance with COMFLEACTINST 5760.5 (series) and ARTICLE X, Section 1.
7. Work with the President to prepare and submit the required IRS documents.
8. Work in conjunction with the Board to prepare the annual budget, and provide regular updates to reflect any changes throughout the year.
9. Work with Events Manager for disbursement of funds for OSAY Board budgeted events.

Membership Coordinator(s) shall:

1. Review and edit membership format at the beginning of membership year and as necessary.
2. Promote online membership form.
3. Organize and maintain a current roster database of all OSAY members.
4. Contact new members via email with introductory information re: membership, upcoming events, etc.
5. Approve and manage all individual members' status on any existing group membership

platforms for active members (i.e. social media pages, email listservs, etc.).

Events Manager shall:

1. Chair committee(s) to organize OSAY events, as deemed necessary.
2. Work with the Board and Treasurer to develop and execute the annual event budget. Provide updates monthly and as necessary.
3. Prepare an event plan and proposed budget for Board review, discussion and voting approval and provide event-planning updates to the Board as necessary.
4. Manage event details such as location rental/reservation, deposits, catering, decoration, manpower, etc.
5. Recruit volunteers from the membership to assist in event execution.
6. Provide receipts and OSAY check request form to the Treasurer within 30 days of purchase.
7. Present projected/estimated event budget requirements to the Board for voting approval at least 30 days in advance of the event.

Communications Coordinator(s) shall:

1. Utilize social media to support OSAY activities (e.g., Facebook, etc.)
2. Manage and have primary authorization to update the OSAY website and OSAY social media pages(s).
3. Prepare communications for OSAY events, in coordination with the Events Manager.
4. Develop and maintain a calendar of events to be shared on the OSAY website and social media as appropriate.

Advisor(s) shall:

1. Provide guidance at Board meetings to help ensure compliance with the OSAY Bylaws, CFAY instructions, and CNIC instructions.
2. Support and provide advice to the Board, as necessary.
3. Advise the annual bylaws review and nomination committees. Advise other committees as deemed necessary.
4. Call for a special Board meeting if necessary for the good of OSAY, CFAY, and/or the Navy.
5. Represent OSAY to CFAY, as appropriate.

ARTICLE VII: ELECTION OF THE BOARD

OSAY shall install new members for the Board each year on June 15. The Nominating Committee will be formed to prepare a slate in accordance with Article X, Section 2. Each year, Board elections will be held for the following positions.

- President
- Vice President
- Secretary
- Treasurer
- Membership Coordinator(s)
- Events Manager
- Communications Coordinator(s)

The nominating committee will solicit, via email, volunteers from the current OSAY membership to serve on the next year's Board. If all positions on a nominating slate are unable to be filled by volunteers from the current OSAY membership, a member may nominate an eligible non-member to fill a position, which shall then fulfill all obligations as outlined in Article VI. If an eligible non-member volunteer becomes part of the Board, they will need to join OSAY and pay their dues

accordingly.

The new Board will be finalized and announced to the general membership following the completion of election procedures by the Nominating Committee. The current and new Boards will ensure all turnover activities as referenced in Article VI are completed no later than June 1.

If at any point the President's office becomes vacant, the Vice President will be asked to fulfill the President position. The Board shall then take appropriate steps to fulfill the Vice President position in accordance with this document. If the Vice President declines, a special election will be held to fill the President's position.

If any position, other than the Executive Officers' positions, becomes vacant, the Board will determine whether it is in the best interest of OSAY to hold a special election, or make an appointment, or leave vacant. If in the first two cases, the Board shall ask for volunteers from the general membership. Special Elections shall follow the voting procedures outlined in Article XII of this document.

1. A majority of the collected votes is required for the slate.
2. Voting will take place online

ARTICLE VIII: BOARD MEETINGS

1. The Board shall meet monthly or at the discretion of the President to carry out OSAY business. Meetings will follow Robert's Rules of Order, when applicable, referenced in Addendum C.
2. Agenda items will be submitted at the discretion of the Secretary 3-7 days in advance of meetings. Board members shall come prepared with updates regarding their areas of responsibility.
3. No more than two (2) meetings will be allowed to be missed without counsel with the Board President. Attendance may be in person or via an agreed upon outlet.

ARTICLE IX: EVENTS

1. The Board will host a welcome event for all members and prospective members in September. In May or prior to turnover, it will host a farewell event for active members only.
2. Social events may be organized every other month that are open to both current and prospective members. On-base and off-base locations may be utilized. Events may be organized for the general membership only.
3. General membership events may contain both a social and OSAY business aspect, as required by the Board.
4. If an event requires prepayment, refunds will be issued at the discretion of the Board and subject to a vote. Notification of this policy shall occur every time prepayment is required.
5. Events may be rescheduled or canceled at the discretion of the Board. Notification of this policy shall occur every time prepayment is required.
6. No refunds will be administered beyond one week from an event date, or as indicated by marketed cut-off date for that event. Refunds will only be administered in the case of an event cancellation or in the case of emergent issues which are subject to the approval of the Board (e.g. positive COVID test, medical/family emergencies, etc.). For member cancellations after the cut-off date, members may find another OSAY member to take their paid spot, with any

exchange of payment to be negotiated between those members. For communication purposes, please notify the OSAY board via email so that arrangements can be updated as necessary (eg. carpool, venue changes, etc.).

7. The OSAY Event Manager, with suggestions from the Board and general membership (when appropriate), will put forth an event plan representing a variety of interests and opportunities.
8. All events are subject to current CFAY HPCON policy.
9. Cultural events will all be attended by at least one Executive Board member, Committee member, Advisor(s) or an assigned representative of the Board. Board members are required to attend one cultural event annually. A discounted rate of 50% of the event fee shall be applied to satisfy this mandatory attendance. Any subsequent cultural events attended by the same Board member will be full price.

ARTICLE X: COMMITTEES

The following will be organized annually: OSAY Audit, Nominating, and Bylaws Committees. Ad hoc committees may be formed at the discretion of the Board. General members shall be notified of all committee volunteer opportunities. As needed, the Board may appoint general members to participate.

1. Audit Committee- This committee will conduct an audit of OSAY financial records.
    a. Formed by the Treasurer no later than January 15, with the President's approval.
    b. Audit will be completed and submitted no later than February 15, per instructions/requirement of CFAY.
    c. Will contain three general members.
    d. Will follow Chapter 9 of COMFLEACTINST 5760.5 (series).
    e. Treasurer will be the chair for the Audit Committee.

2. Nominating Committee- This committee will facilitate the nomination and election process for OSAY Board positions.
    a. Formed by the President no later than March 1.
    b. Notification to general membership of election and open positions no later than March 1.
    c. Will contain:
        i. At least two general members
        ii. One Advisor, if available
        iii. A voting Board member - to record minutes
        iv. President *unless running for an elected position
    d. Committee will:
        i. Solicit/receive nominations for specific positions.
        ii. Provide current Board members an opportunity for input at March and April Board meetings.
        iii. Verify eligibility of candidates in conjunction with the Membership Coordinator, if necessary.
        iv. Ensure candidates understand and consent to their position descriptions.
        v. Adjust and recommend the appropriate number of Committee Chair positions to reflect the needs of the organization.
        vi. Present proposed slate to the current Board at least one week prior to general membership vote.
        vii. Present completed slate to the general membership for approval by May 1.
        viii. Provide vote outcomes to the Board as soon as they are available.

ix. In the event that the slate is not approved, the committee shall conduct a second vote, in accordance with Article XII, for each individual office.
x. If, after the second vote, any offices remain vacant, the Board shall endeavor to fill that vacancy as appropriate and outlined in Article VII.
xi. Any Board member/member seeking election for the upcoming Board is not eligible to participate on the nominating committee.If the Secretary or President is not eligible to participate on the nominating committee, they will be replaced by another voting Board member.

3. Bylaws Committee- This committee will review the OSAY bylaws at the beginning of each new membership year, and propose edits/amendments, if necessary.
    a. Formed by the Vice President by August 15.
    b. Will contain:
        i. At least two general members
        ii. One advisor, if available
        iii. Secretary
        iv. Vice President
    c. Board members and general members may provide input in the annual review.
    d. Committee will:
        i. Review the bylaws and propose edits or amendments.
        ii. Present to the Board for review and approval at least one week prior to general membership vote.
        iii. Present updated bylaws and a summary of significant changes to general membership for approval by September 15.
        iv. After membership votes to approve, complete the review and finalize amendments by September 30.
    e. Submit to CFAY legal by October 1.

ARTICLE XI: AMENDMENTS TO BYLAWS

During the membership year, Board members may deem it necessary to propose amendments to the bylaws. Proposed amendments will be electronically distributed by email to all members unless otherwise notified. General membership will have a five-day window to review and vote. Each member is eligible for one vote. A majority of those responding must approve for it to pass. Only current members may vote. At the discretion of the Board, extenuating circumstances may require a vote to occur sooner than five days. The President will forward the approved, amended bylaws to CFAY Legal.

ARTICLE XII: MEMBERSHIP VOTING

During the membership year, the Board may deem it necessary to call a vote to the general membership on matters not previously mentioned. A majority of those responding must approve for it to pass. Details pertaining to the vote will be electronically distributed by email to all members unless otherwise notified. General membership will have a five-day window to review and vote. Each member is eligible for one vote. Special elections may be held and a majority of those responding must approve for it to pass. Only current members may vote. At the discretion of the Board, extenuating circumstances may require a vote to occur sooner than five days.

ARTICLE XIII: FINANCE

OSAY will fiscally operate on the calendar year and will submit its annual audit by February 15 in accordance with COMFLEACTINST 5760.5 (series) and Article X, Section 1.

Funds shall be deposited in the established Officers' Spouses' Association of Yokosuka (OSAY) checking bank account held at Navy Federal Credit Union (NFCU) aboard Fleet Activities, Yokosuka, Japan. The Treasurer may authorize the use of a check/debit card linked to this account for purchases necessary to the organization. The Treasurer will maintain all funds. The Treasurer will also ensure that OSAY complies with NFCU minimum balance and maintenance fee policies. The Treasurer may hold a petty cash balance of no more than $100.00 at any time. Dues and other fees for events may be collected electronically using a financial servicing platform approved by the Board (i.e. Stripe or PayPal).

Board or committee members requiring reimbursement for expenditures made in the support of OSAY events shall turn in receipts within 30 days of the event to the Treasurer. Any receipts that were purchased in Yen or any other foreign currency must be converted to US $(dollars) based on the exchange rate established by military banking on the day of purchase. Reimbursements will be made in US dollars. In the case that events or activities exceed the approved budgeted amount, the Treasurer may agree to reimburse Board or committee members at the Treasurer's discretion, not to exceed $75. Any overage exceeding $75 requires Board approval prior to reimbursement.

With Board approval, budget monies may be reallocated from other areas as appropriate throughout the year to cover these expenses. The Treasurer shall report these changes to the Board in accordance with the responsibilities of the office.

ARTICLE XIV: PERSONAL LIABILITY

Per CNICINST 11000.1 (Addendum D), the organization is responsible for debts or claims against the organization before dissolution. It is understood that the U.S. Navy or any other Department of Defense component will not assume liabilities that may be incurred by OSAY, a non-Federal entity.

ARTICLE XV: CONFLICT RESOLUTION

OSAY members and Board members shall endeavor to work together to further the purpose of the organization. Should a conflict between any members arise that directly affects the operation, purpose, or welfare of the organization, any member or Board member may request a formal procedure for conflict resolution.

1. In the event of a conflict, a written statement must be submitted to the President and Advisor for review via the official OSAY email address.
    a. If the President or Advisor is involved, a written statement must instead be sent to either the Vice President or Secretary, and a proxy for either position will be appointed to serve on the Committee by remaining committee members unlinked to the conflict at hand.
    b. If the Vice President or Secretary is involved, the President shall appoint a proxy to serve on the Committee.
2. If there is merit to the claim, a Special Committee including the Advisor, if available, President, Vice President, and Secretary will be formed within one week of the receipt of the statement to go over the facts of the claim.
3. The Special Committee will, in a reasonable time, notify all stakeholders of the claim in writing using the official OSAY email and the email address(es) of member(s) as submitted on their membership application.
4. The Special Committee may communicate with any and all stakeholders as appropriate to determine a possible resolution.

5. The Board will be notified at the next Board meeting once all matters are resolved.
6. If resolution cannot be achieved the issue will be placed as 'New Business' and a vote will be brought to the Board for resolution.
7. In any case resulting in a member asked to resign their membership, as determined by the review committee, dues will be forfeited.

ARTICLE XVI: DISSOLUTION

Upon the written agreement of two-thirds of the Board, OSAY may be dissolved. The Board will ensure the General Membership is notified prior to any action and allowed to provide input. General membership may also have an opportunity to vote on dissolution prior to the Board moving forward.

In the event of dissolution, all assets of the Association after payment of the outstanding debts shall be donated to the Yokosuka Chapter of the American Red Cross. If they are no longer in existence, a reputable non-profit organization (e.g. PAWS, NMCRS), in accordance with the COMFLEACTINST 5760.5 (series) will receive the remaining assets.

Should assets be insufficient to discharge all liabilities, the entire membership will share in the covering of financial liability per CNICINST 11000.1. It is understood that the U.S. Navy will not assume liability (through insurance or other means) for any activities or assets of OSAY, as a non-Federal entity (DoDI 1000.15 Reference 2).

The President and Treasurer will ensure that a dissolution audit is conducted and forwarded to FLEACT, Yokosuka Office of the Staff Judge Advocate.

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Signature of the President Date
Officer Spouses' Association of Yokosuka 2025-2026

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Signature of the Treasurer Date
Officer Spouses' Association of Yokosuka 2025-2026