

Tidewater Officers' Spouses' Association
By-Laws
(Revised 17 March 2014)

Article I: NAME

The name of this organization shall be the Tidewater Officers' Spouses' Association: hereinafter referred to as TOSA.

ARTICLE II: PURPOSE

Section 1: The purpose of TOSA shall be to foster fellowship among its members, to promote and preserve interest in the military and civilian communities, to provide information, and to support community-oriented organizations and local charities.

Section 2: TOSA is a 501(c)(3) non-profit organization as defined by the Internal Revenue Service Tax Code and shall not conduct any activities prohibited under the Section 501(c)(3) of the IRS Code, notwithstanding any other provision of these articles.

Section 3: It is understood that TOSA is a non-federal entity and is in no way affiliated with the Department of Defense or any of its components and therefore has no governmental status.

ARTICLE III: MEMBERS

Section 1: Members

- Spouses of active duty, reserve, retired, and deceased commissioned and warrant officers of the US Armed Forces, Allied Forces and civilian Government Service employees with a classification comparable to officer status residing in the Hampton Roads area shall be eligible for active membership in TOSA. Associate membership may be granted to adult relatives of members with active duty spouses, the Executive Board will make determination of eligibility on a case-by-case basis.
- The TOSA Board will determine annual membership dues.

Section 2: Privileges:

- The effective membership year runs from 01 June through 31 May.
- Annual dues must be paid by 01 November of the current membership year to be in good standing.
- After 01 January of the membership year dues will be half the annual assessment only for new members. New members shall be defined as individuals who have not held a TOSA membership in the previous calendar year.
- All members in good standing are entitled to vote, are eligible for elective or appointive office, may volunteer at The Tidewater Collection, are eligible to participate in all TOSA events and functions, will receive the access to the electronic membership roster and TOSA emailed updates as necessary.

Section 3: It is the policy and commitment of TOSA that no person shall be discriminated against because of race, color, creed, sex, age, disability, sexual orientation or national origin, or otherwise be subjected to unlawful discrimination.

ARTICLE IV: ORGANIZATION

Section 1: The elected officers of TOSA shall be the President, First Vice President, Second Vice President, Secretary and Treasurer. These officers shall perform the duties described in these By-Laws and Standing Rules. The Executive Board shall consist of the elected officers and Parliamentarian. The commander's spouses of United States Fleet Forces Command (USFFC) and Naval Station Norfolk shall be, with their consent, members of the Executive Board in a non-voting advisory capacity and shall not be required to pay dues.

The Executive Board shall have general supervision of TOSA affairs. In order for the actions of the Board to be valid, they must be agreed to by a majority vote at a regular or properly called meeting of the Board of which every Board member has been notified. A quorum is constituted by the presence of a majority of voting Board members currently in office.

Section 2: The TOSA Board shall consist of the Executive Board, appointed committee chairs, and representatives from military community groups in the Hampton Roads area, including those representing retired spouses, with each position having one vote. Non-voting members include the Honorary Advisor(s), the President, the Parliamentarian and the military community group representatives. In the event of a tie vote or need for a quorum, the President will cast a vote.

Section 3: The Tidewater Collection

- TOSA, as the 501(c)(3) organization, shall serve as the sponsoring organization for The Tidewater Collection. The Tidewater Collection will operate independently in accordance with guidelines established by The Tidewater Collection By-Laws to raise funds for TOSA charities through the retail sale of gift items.
- The Tidewater Collection Manager shall submit a financial status report at the monthly TOSA Board meeting.
- The Tidewater Collection Board shall maintain accurate records and inventory of all merchandise, purchases, and sales. An annual inventory shall be conducted at the conclusion of the Club year. Accounting procedures, annual reviews, and submission of taxes shall be coordinated with the TOSA Treasurer.
- The Tidewater Collection shall include the TOSA President as member of The Tidewater Collection Board.
- The Tidewater Collection shall provide copies of its By-Laws and any subsequent modifications to TOSA. In the event of a conflict between The Tidewater Collection By-Laws and the TOSA By-Laws, the By-Laws of TOSA shall prevail.
- Profits from The Tidewater Collection will be distributed by TOSA to appropriate charitable organizations in accordance with The Standing Rules.

ARTICLE V: DUTIES OF OFFICERS and BOARD MEMBERS

Section 1: Duties of All Officers

- Officers are expected to attend all regularly scheduled Board meetings even if there is no report to be given in order to insure a quorum is present for input and voting purposes.
- An Officer who is unable to attend two consecutive Board meetings without prior notification to the President or 1st Vice-President may be removed from office by a majority vote of the Executive Board.

- Each Officer shall present any pertinent information in a brief written or oral report at the Board meeting.
- Each Officer shall keep a notebook or electronic records containing a recording of all Board activities, reports, and committee work pertaining to her/his position that will be transferred to her/his relief at the Turnover meeting. Such records shall be maintained for a period of three years.
- A Officer shall be removed from office/position by a majority vote of the Executive Board for any of the following; misuse of funds, misconduct, illegal activity, unexcused absence from monthly Board meetings, failure to pay TOSA annual dues by 1 November of the Club year.

Section 2: Duties of All Other Board Members

- Board members are expected to attend all regularly scheduled Board meetings even if there is no report to be given in order to insure a quorum is present for input and voting purposes.
- Each Board member shall present any pertinent information in a brief written or oral report at the Board meeting.
- Each Board member shall keep a notebook or electronic records containing a recording of all Board activities, reports, and committee work pertaining to her/his position that will be transferred to her/his relief at the Turnover meeting. Such records shall be maintained for a period of three years.
- The military community group representatives shall act as a liaison between the community and the TOSA Board.
- A Board member shall be removed from office/position by a majority vote of the Executive Board for any of the following; misuse of funds, misconduct, illegal activity, failure to pay TOSA annual dues by 1 November of the Club year.

Section 3: The President shall:

- Preside at all regular TOSA and Executive Board meetings.
- Be an ex-officio member of all committees.
- Appoint a Parliamentarian. The President may appoint other standing committee chairs as necessary.
- Be empowered to call special meetings of the TOSA Executive Board.
- Represent TOSA on the Tidewater Collection Advisory Board.
- The President is authorized to call for a telephonic or electronic vote of the Board as outlined in General Business, Section 2 of the Standing Rules.
- Will appoint a Nominating committee of three people including the First Vice President as chairman in February.
- The President shall be responsible for one post office box key and designate another Executive Board member to hold the second key.

Section 4: The First Vice-President shall:

- In the absence of the President, assume the duties of the President.
- Serve as Chairman of the Nominating Committee.
- Function as the Hospitality Chairman.
Will serve as chairman of the Welcome Coffee and, in applicable years, Chairman of the JSL.
- Shall also co-chair, in applicable years, the Tour of Home

Section 5: The Second Vice President shall:

- Assume the duties of the President in the absence of the President and First Vice President
- Be responsible for all social activities and provide necessary information to the Webmaster regarding these functions.
- Be the Chairman of the Tour of Homes in applicable years.
- Will serve as co-chairman of the Welcome Coffee and Chairman of the Tour of Homes. In applicable years will be the co-chairman of the JSL.

Section 6: The Secretary shall:

- Keep the minutes of all meetings of the Board and provide copies of these minutes to all TOSA Board members.
- Be the custodian of the permanent records for the Board, except for financial records.
- Act as Social Secretary and handle all correspondence of TOSA.

Section 7: The Treasurer shall:

- Be responsible for all monies and keep accurate record of all accounts, which shall be reviewed at the end of each fiscal year or if the Treasurer resigns from office.
- Make a report of the financial status of TOSA at regular Board meetings and provide a copy to all Board members.
- Be an ex-officio member of the Charities, Tour of Homes, and Joint Services Luncheon Committees and other functions as determined by the President.
- Ensure that documents are submitted to the TOSA paid Accountant for tax preparation and completion of financial review each Club year.
- Write all checks to charities before May 1st.

Section 8: The Parliamentarian

- Interpret the By-Laws and serve in an advisory capacity for amendments and revisions thereto.
- Advise on points of order at Board meetings using the current edition of Robert's Rules of Order for guidance.
- Chair a reviewing committee to conduct a review of the By-Laws every two years in even numbered years.
- Submit a copy of the By-Laws to each Board member whenever changes are made.
- Maintain a copy of the By-Laws for ready reference at Board meetings.

ARTICLE VI: COMMITTEES

Section 1: TOSA shall have the following standing committees: Charities, Membership, Publicity, The Tidewater Collection and Webmaster. Each standing committee chair shall maintain a job description and provide their successor with a written report.

Section 2: Such other committees, standing or select, shall be appointed by the President as the Executive Board shall from time to time deem necessary to carry out the work of TOSA. The Executive Board will determine the job descriptions for the committees.

ARTICLE VII: NOMINATIONS

Section 1: A nominating committee consisting of three members and chaired by the First Vice President shall be appointed by the President to nominate candidates for the following year. The Nominating Committee will meet by 01 March. The Nominees will be presented at the March Board meeting and published in electronically. Elections will be held in April, and the new officers will be installed in May. In the event there is only one candidate for each office, acceptance of the slate of officers shall be by acclamation. The names of the incoming Executive Board shall be posted on website by 01 June.

Section 2: The Officers will be elected by the general membership to serve for one year and may be re-elected for one consecutive term. Term of office shall begin at the close of the regular meeting in May. The President shall appoint members in good standing to fill unexpired term vacancies.

ARTICLE VIII: FINANCES

Section 1:

- The fiscal year shall be 01 June through 31 May.
- No dues shall be refunded upon departure of any member.
- Funds for the normal operations of TOSA shall be carried in any local bank in the name of the Tidewater Officers' Spouses' Association in accordance with The Standing Rules.
- The President and the Treasurer are the approved signatories on the TOSA account. Two signatures are required on all checks.
- The Treasurer will account for the funds and the Board will authorize their expenditure.
- Funds designated for charitable contribution shall be maintained in a separate account by The Tidewater Collection. Charity monies will be transferred to, and distributed by, the TOSA Board in accordance with The Standing Rules.
- No member of the Club shall have the authority to enter into any contract or render it liable monetarily for any purpose or in any amount unless so authorized by the Board.
- Fundraising activities may be conducted periodically during the year. These activities shall comply with all the Rules and Regulations of the Commonwealth of Virginia, Commissioner of Agriculture and Consumer Services, and be subject to the approval of the Commanding Officer, Naval Station Norfolk.
- TOSA is a private, independent organization, solely responsible for any obligations it incurs. Neither the United States government nor the Department of the Navy is liable for the legal or financial obligations of TOSA.

Section 2: Insurance

- The Tidewater Collection shall maintain adequate insurance coverage on liability, compensation, and fire.

ARTICLE IX: AMENDMENTS

- Amendments to these by-laws shall be first reviewed by the President, Parliamentarian, and Advisors prior to presentation to the TOSA Board.
- Revisions to these by-laws may be amended at a regularly scheduled board meeting of the TOSA Board by a majority affirmative vote of those members present.
- The By-Laws and Standing Rules shall be reviewed every two (2) years or when there is a change in the Purpose of TOSA.

ARTICLE X: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of "Robert's Rules of Order" shall serve to guide TOSA.

ARTICLE XI: DISSOLUTION

- The discontinuance of TOSA shall be determined by the TOSA membership.
- The TOSA Board shall determine discontinuance of The Tidewater Collection.
- In the event of the dissolution of TOSA, the Tidewater Collection shall cease to exist as an entity of TOSA. The existing TOSA Board and the Manager of The Tidewater Collection may opt to dissolve The Tidewater Collection through liquidation of all assets or establish The Tidewater Collection as an entity separate from TOSA with a new non-profit organizational sponsor.
- In the event of the dissolution of TOSA all bills and valid debts shall be paid. Any remaining assets shall be donated to charities designated by the Executive Board in accordance The Standing Rules governing Charitable Contributions and within the spirit of section 501(c)(3) of the Internal Revenue Code.

These By-Laws were approved by the Board on 17 March 2014 and supersede all previous By-Laws.

PRESIDENT

DATE

PARLIAMENTARIAN

DATE

Tidewater Officers' Spouses' Association
Standing Rules
(Revised 17 March 2014)

GENERAL BUSINESS

1. The usual meeting date and time for the TOSA Board is the third Monday of each month at 10:00 AM August through May. The TOSA Board will decide, if there will be a Board meeting in December.
2. When extenuating circumstances make assembly impractical, the President may call for an electronic vote of any governing body. The Parliamentarian will conduct the vote, reporting the results to the President and the Executive Board, the Secretary will record the results in the minutes. A quorum of the whole is required – i.e., all of the voting Board members must be contacted, the voting window shall be no less than 48 hours with a simple majority required for resolution. Votes of the General Membership require no minimum response. Members who choose not to respond defer to the original recommendation and are considered yes votes.
3. The fee charged per member for monthly events must cover all expenses charged per person (including tax, gratuity, and other incidental fees). It is recommended the fee for each monthly event not exceed \$20.00 per person.
4. There is no fee charged for the Welcome Coffee. It is recommended the Welcome Coffee be held during the third or fourth week of September.
5. Anyone eligible for membership may attend one function as a guest before signing up to become a member.
6. The opportunity to win a door prize at a TOSA function where door prizes are offered is available to all persons attending the function. Financing for door prizes is provided by membership dues and/or the cost of the event.
7. TOSA may accept gifts and donations as regulated by the Virginia Charitable Solicitations Laws. TOSA will not solicit gifts or donations on base. Off base solicitations must clearly indicate that they are for TOSA and not the base or any official part of the Navy or Department of Defense. Donor/gift recognition may not be recorded publicly, recognition can only be made to members of TOSA or those present at an event benefiting from the donation/gift.
8. Farewell gifts for the TOSA Board are to be paid for by TOSA operating funds, the gifts should be purchased through the Tidewater Collection and fall under the First Vice President's responsibility. Gifts for the following positions are not to exceed the following amounts: Honorary Advisors: \$25.00, TOSA President and Tidewater Collection Chairman: \$25.00, and TOSA Board Members: \$10.00.
9. TOSA Membership dues are \$20.00 per membership year. (MOTION: 2003 April 28).
10. The following functions will be planned by committee: Welcome Coffee, Tour of Homes, the Joint Services Luncheon and any other functions as approved by the Board.
11. To provide growth in the Board, it is recommended the Term of Office per position be limited to no more than two years. All positions will be advertised and volunteers will be solicited; volunteers will not be excluded from continuing in their position if no other volunteers for their positions come forward
12. It is recommended spouses of retirees be encouraged to hold positions on the Board, but at least 80% of the Board and Standing Chair positions should be held by spouses of active duty service members.

COMMITTEE GUIDELINES

1. Charities

- Those organizations that directly benefit military members and/or their families shall be eligible for consideration for TOSA charitable funds.
- Requests for charitable contributions shall be submitted in writing to the Charities Committee. The request must include: organizational mission, the specific item or program to be funded, dollar amount requested and the organizational impact on the military community.
- All Charity considerations must be accompanied by proof of 501(c)3 tax status in order to be considered.
- Letters requesting submission of Charity considerations are to be mailed in January and February.
- Requests for Charity considerations must be postmarked by March 15th.
- Requests are considered confidential and shall be kept on file for one year, after which time they shall be destroyed.
- The Charities committee will consist of at least four (4), but no more than six (6), members in good standing. Members should include the Charities Chairman, President, Treasurer, Tidewater Collection Manager and an Advisor.
- Committee members must disclose any and all personal associations with the requesting organizations and shall not serve on the Charities Committee if there is a conflict of interest or where their impartiality may be hindered.
- The Charities committee will meet in a timely fashion in order to submit its list of proposed charitable contributions at the April Board meeting for Executive Board approval.
- The recipients of charity contributions shall be notified in writing.
- TOSA traditionally hosts an event in May to present checks to the organizations receiving charitable contributions. The Treasurer shall send a check for the approved contribution to organizations unable to attend the event.
- The Charity Chairperson shall coordinate the Charity Distribution Event.
- The names of the organizations receiving charitable contributions from TOSA shall be published on the TOSA website and be posted at The Tidewater Collection.

2. Tidewater Collection

- A charitable donation estimate will be provided to TOSA mid-March. A final check for distribution of profits will be written and given to TOSA by 01 May.
- All monies from Tidewater Collection must be submitted to TOSA no later than 15 April.

3. Publicity/Marketing

- Will serve at the President's discretion and work with other committee chairs to promote and publicize specific TOSA events and committee activities.

4. Web Master

- Will be in charge of maintaining the TOSA website: www.tidewaterosa.org
- The events calendar shall be should be updated at least monthly to reflect the current Club activities.
- The Web Master will be responsible for maintenance of the TOSA online membership directory.
- All submissions to the website must be submitted to the Web Master by the date of the monthly TOSA Board meeting.