

Tidewater Officers' Spouses' Association
By-Laws
May 2019

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, is in no way affiliated with the Department of Defense or any of its components; therefore, it has no governmental status.

ARTICLE III: MEMBERS

Section 1: Members

- Spouses of active duty, reserve, retired, 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 and any former member who left the area. The Executive Board will make determination of eligibility on a case-by-case basis.
- The TOSA Board will determine annual membership dues.
- Membership is terminated as follows: 1. Upon written resignation to the Membership Chairperson; 2. For activities involving unacceptable behavior, to be determined by the Executive Board; 3. For failure to pay dues; 4. For refusing to pay any financial commitment owed to TOSA.
- A member shall have twenty-four (24) hours to dispute termination efforts. Failure to dispute within designated time period will result in termination, effective immediately, and will be notified via email of the same. Terminated members shall be removed from all publicity, social media, etc., immediately upon termination. Membership fee upon termination is forfeited.
- Reinstatement of membership is by written application to the Membership Chairperson with payment tendered of all accrued debts to TOSA, post approval by the Board.

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, eligible for elective or appointive officer, may volunteer at the Tidewater Collection, eligible to participate in all TOSA events and functions, and receive TOSA emailed updates as necessary.

Section 3: Equal Opportunity

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 commanders' spouses of United States Fleet Forces Command (USFFC) and Regional Command shall be, with their consent, members of the Executive Board in a non-voting 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 and appointed committee chairs, with each position having one vote (a co-position shall have one vote for the entire position, not one vote per person), except nonvoting members, as indicated below. Non-voting members include the Honorary Advisor(s), the President, and the Parliamentarian. 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 boutiques. The boutiques consist of The Tidewater Collection and The Tidewater Collection Too, hereinafter referred to as The Tidewater Collection. The Tidewater Collection will operate independently, in accordance with guidelines established

by The Tidewater Collection By-Laws, and 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 membership 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 a 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 shall be distributed to appropriate charitable organizations, in accordance with the Standing Rules, as recommended by The Charities Committee.

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 First 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.
- An 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 01 November of the membership year, and/or failure to perform duties of position held.

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.

Section 3: The President shall:

- Preside at all regular TOSA and Executive Board meetings.
- Always counted as a quorum, only votes as tiebreaker.
- Be an ex-officio member of all committees.
- Appoint a Parliamentarian and the Chair of The Tidewater Collection Boutiques. 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 full membership.
- Will appoint a Nominating committee of three people including the Parliamentarian 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.
- Have administrative privileges to perform duties of Vice President of Information.

Section 4: The Vice President of Information shall:

- Be the Webmaster and the Social Media Chairman.
- May appoint an assistant for Social Media.
- Voting Member.
- Publish Board Minutes on the TOSA Website monthly.
- Work closely with and assist The Tidewater Collection Publicity Chair.
- Publish received information within 72 hours.

Section 5: The Vice President of Membership shall:

- In the absence of the President and Vice President of Operations, assume the duties of the President.
- Voting member.
- Function as the Hospitality Chairman with a committee.
- Will serve as chairman of the Welcome Coffee and, in applicable years, Chairman of the Joint Services Luncheon (JSL) with committees.
- Coordinate the Board Turnover Luncheon.

Section 6: The Vice President of Operations shall:

- In the absence of the President, assume the duties of the President.

- Voting Member.
- Be responsible for all Membership social activities and provide necessary information to the Vice President of Information regarding these functions.
- Be the Chairman of the Tour of Homes in applicable years with a committee.
- Shall oversee all coordinated groups leaders.

Section 7: The Secretary shall:

- Keep the minutes of all meetings of the Board and provide copies of these minutes to all TOSA Board members.
- Voting Member.
- Be the custodian of the permanent records for the Board, except for financial records.
- Act as Social Secretary and handle all correspondence of TOSA.
- Forward Board approved minutes to Vice President of Information to be posted on TOSA Website.

Section 8: The Treasurer shall:

- Receive all funds of the organization, keep an accurate record of receipts and expenditures, and pay out funds in accordance with the approval of the Executive Board.
- Make a report of the financial status of TOSA at regular Board meetings and provide a copy to all Board members.
- Submit necessary paperwork and documentation to Virginia State regulatory agencies to keep TOSA in good standing with the state.
- Make a full end of year report and present it to the Board at the June turnover Board meeting and an audit shall be completed at every turnover or at the request of the Commanding Officer.
- Ensure recipients of charitable contributions, execute an agreement to cash the check received within thirty (30) days, prior to physically receiving said check, or forfeit its donation.
- Ensure that documents are submitted to the TOSA-paid Accountant for tax preparation and completion of financial review each October 15.
- Write all checks to charities before May 1st.
- Be an ex-officio member of the Charities, Tour of Homes, and Joint Services Luncheon Committees and other functions as determined by the President.
- When a new Treasurer takes over the position, she/he must contact the State of Virginia with a new Resident Agent name (per the Letters of Incorporation).

Section 9: Chair of The Tidewater Collection Boutiques shall:

- Run day-to-day operations.
- Voting Member.
- Provide Board with monthly revenue reports.
- Transfer funds to TOSA for Charity distribution.
- Is appointed by the President.

Section 10: The Parliamentarian shall:

- Interpret the By-Laws and serve in an advisory capacity for amendments and revisions thereto.
- Non-Voting Member.
- Chair the Nominations Committee for Executive Board Members.
- Advise on points of order at Board meetings, using the current edition of Robert's Rules of Order for guidance, which shall be provided to the Parliamentarian at his/her entry on to the Board, and passed on upon departure.
- Chair a reviewing committee to conduct a review of the By-Laws every two years or as needed.
- Present to Full Membership for a vote to adopt said By-Laws; a non-vote is considered a “yes” vote.
- Vote may be done electronically with Vice President of Information posting on TOSA Members Only page on Website.
- 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

Section 11: Removal/Resignation

- Resignation from either a Board position shall be submitted in writing to the President and shall be effective immediately. All appurtenant materials associated with said position must be submitted to the President within twenty-four (24) hours.
- 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, multiple unexcused absence from monthly Board meetings, failure to pay TOSA annual dues by 01 November of the membership year, and/or failure to perform duties of position held.

ARTICLE VI: COMMITTEES

Section 1: TOSA shall have the following standing committees: Charities, Membership, Publicity, The Tidewater Collection, Nominating Committee, Hospitality Committee, and Webmaster. Each standing committee chair shall maintain a job description and provide his/her successor with a written report upon completion of term, resignation, or termination, within a reasonable time, not to exceed seven (7) days.

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 description for the committees. Social Committees, such as: Lunch Bunch, Parent's Club or Book Club, etc., may be added or deleted based on interest and

involvement, without formal description in the By Laws, but must have permission from the Executive Board to exist, operate and function.

ARTICLE VII: NOMINATIONS

Section 1: A nominating committee consisting of three members and chaired by First Vice President shall be appointed by the President to nominate candidates for the following year. The Nominating Committee will determine and present nominees meet at the March Board meeting and publish electronically within seven (7) days. Elections will be held in May, at least fourteen (14) days post-publishing of the ballot, and the new officers will be installed in June. 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 the website by 01 June.

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

ARTICLE VIII: FINANCES

Section 1: General

- 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.
- 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 membership shall have the authority to enter into any contract or render it liable monetarily for any purpose or in any amount unless with written authorization 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. Said insurance policy shall cover Tidewater Collection and all

TOSA Board Members. A physical copy of said policy shall be kept at The Tidewater Collection, Ely Hall location.

ARTICLE IX: AMENDMENTS

- Amendments to these by-laws shall be first reviewed by the President, Parliamentarian, and Advisor(s) 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. Thereafter, must be submitted to base Commanding Officer as an update.
- 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 will be paid within thirty (30) days of dissolution date by the sitting/acting Treasurer. 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.
- In the event of dissolution, all Board Members and Committee Chairs shall be released from all liability allegedly occurring post dissolution date.

These By-Laws were approved by the Board on May 14, 2019, and supersede all previous By-Laws.

PRESIDENT

DATE

PARLIAMENTARIAN

DATE

