

Tidewater Officers' Spouses' Association Bylaws

March 2020

ARTICLE I: NAME AND PURPOSE

Section 1: The name of this organization shall be the Tidewater Officers' Spouses' Association, hereinafter referred to as TOSA.

Section 2: Mission Statement: Our mission is to enrich the lives of our members and those in the military community through friendship, recreation, volunteerism, and charitable purposes.

Section 3: 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 4: 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.

Section 5: TOSA operates under the sponsorship of the Command Sponsor.

ARTICLE II: 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 or behavior detrimental to TOSA, 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 the 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 Executive Board.

Section 2: Privileges

- The effective membership and fiscal 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 a percentage of the annual assessment, only for new members, as stated in the standing rules. 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 office, 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, national origin, or otherwise be subjected to unlawful discrimination.

ARTICLE III: ORGANIZATION

Section 1: The elected officers of TOSA shall be the President (a two-year term), Vice President of Operations, Vice President of Membership, Vice President of Information, Secretary, and Treasurer (one-year terms). These officers shall perform the duties described in these bylaws. The Executive Board shall consist of the elected officers, Chair of The Tidewater Collection Boutiques, 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.

The Executive Board shall have general supervision of TOSA affairs. In order for the actions of the Executive Board to be valid, they must be agreed to by a majority vote at a regular or properly called meeting of the Executive Board of which every Executive Board member has been notified. A quorum is constituted by the presence of a majority of voting Executive 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 non-voting members, as indicated below. Non-voting members include the Honorary Advisor(s), the President, the Parliamentarian, and Coordinated Group Leaders. 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 TOSA bylaws, and to raise funds for TOSA charities through the retail sale of merchandise.
- The Tidewater Collection Manager Shall be an Executive Board position and is appointed by the President.
- 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 fiscal

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 Advisory Board.
- The Tidewater Collection shall be governed by the TOSA bylaws.
- Profits from The Tidewater Collection shall be distributed to appropriate charitable organizations, as determined by the TOSA Charities Committee.
- The Tidewater Collection Manager is a member of the TOSA Charities Committee.

ARTICLE IV: 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 ensure a quorum is present for input and voting purposes.
- An Officer who is absent for two (2) consecutive Board meetings without prior notification to the President or Vice President of Operations 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 Luncheon. Such records shall be maintained for a period of three years.
- Each Officer shall volunteer in some capacity at The Tidewater Collection.
- All agenda items must be submitted 72 hours prior to Board Meetings.
- An Officer shall be removed from office/position by a majority vote of the Executive Board for any of the following, but not limited to: 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, for behavior detrimental to TOSA, 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 Luncheon. 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.
- All agenda items must be submitted 72 hours prior to Board Meetings.

Section 3: The President shall:

- Be a two-year elected position.
- Preside at all Executive Board and regular Board meetings with an agenda.
- Always be counted as a quorum, only votes as the tiebreaker.
- Be an ex-officio member of all committees.
- Appoint the Parliamentarian and the Chair of The Tidewater Collection Boutiques. The President may appoint other standing committee chairs as necessary.
- Appoint a replacement Executive Board member if a position becomes vacant during the year.
- Be empowered to call special meetings of the 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.
- 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.
- Shall appoint a chairperson, in applicable years, to coordinate the Joint Services Luncheon (JSL), with a committee.
- Shall oversee Committee Chairs, to include Charities, Member at Large, Oceana Representative, and Special Projects.

Section 4: The Vice President of Operations shall:

- In the absence of the President, assume the duties of the President.
- Be a Voting Member.
- Be responsible for all general membership social activities (a minimum of 2 per membership year) 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 5: The Vice President of Membership shall:

- In the absence of the President and Vice President of Operations, assume the duties of the President.
- Be a Voting member.
- Function as the Hospitality Chairman with a committee.
- Will serve as chairman of the Welcome Coffee.
- Will coordinate a midyear membership drive.
- Coordinate the Board Turnover Luncheon, to be held in early June.
- Shall oversee Membership Chair.

Section 6: The Vice President of Information shall:

- Be the Webmaster and the Social Media Chairman.
- May appoint an assistant for Social Media.
- Be a Voting Member.
- Be in charge of the TOSA G-Suite.
- Publish Board Minutes on the TOSA Website monthly.
- Work closely with and assist The Tidewater Collection Publicity Chair.

- Publish received information within 72 hours.
- Work with secretary on publishing, updating, and notifying membership of monthly newsletter

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.
- Be a 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.
- Be responsible for the monthly general membership newsletter.

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.
- Be a Voting Member.
- Run a Budget Meeting in June (the beginning of the fiscal year), with a Committee, to be presented and voted on by 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
- An audit shall be completed by an outside entity at every Treasurer turnover or at the request of the Command Sponsor. The Treasurer will present results of the audit to the Board.
- When a new Treasurer takes over the position, she/he must contact the State of Virginia with a new Registered Agent name (per the Letters of Incorporation).
- Ensure recipients of charitable contributions, works with Charities Chair to 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/Tidewater Collection paid Accountant for tax preparation and completion of financial review each October 15.
- Write all checks to charities, prior to the charitable distribution event.
- Be an ex-officio member of the Charities, Tour of Homes, and Joint Services Luncheon Committees and other functions as determined by the President.

Section 9: Chair of The Tidewater Collection Boutiques shall:

- Run day-to-day operations.
- Run Tidewater Collection monthly board meetings
- Be a Voting Member.
- Provide the TOSA Board with monthly revenue reports.
- Transfer funds to TOSA in April for Charity distribution.
- Be appointed by the President.

Section 10: The Parliamentarian shall:

- Interpret the bylaws and serve in an advisory capacity for amendments and reviews/revisions thereto.
- Be a 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 bylaws every two years, as needed, or as requested by the Command Sponsor.
- Present to Full Membership for a vote to adopt said bylaws; a non-vote is considered a "yes" vote.
- Prior to Membership vote, send to Command Sponsor and JAG for approval.
- Vote may be done electronically, with the Vice President of Information posting on TOSA Members Only page and on the Website.
- Send adopted bylaws to the Vice President of Information to be published online.
- Submit a copy of the bylaws to each Board member whenever changes are made.
- Maintain a copy of the bylaws for ready reference at Board meetings.

Section 11: Removal/Resignation

- Resignation from 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, but not limited to: 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, for behavior detrimental to TOSA, and/or failure to perform duties of position held.

ARTICLE V: COMMITTEES

Section 1: TOSA shall have the following standing committees: Charities, Membership, Oceana Representative, Member-at-Large, and Special Projects. All standing committee chairs are voting Board members. 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. Coordinated Groups, such as, but not limited to: Lunch Bunch, Parent's Club or Book Club, may be added or deleted based on interest and involvement, without formal description in the bylaws, but must have permission from the Executive Board to exist, operate and function. Coordinated Group leaders is a non-voting position.

ARTICLE VI: NOMINATIONS

Section 1: A nominating committee consisting of three members and chaired by the Parliamentarian shall be appointed by the President to nominate candidates for the following year. The Nominating Committee will determine and present nominees at the April Board meeting and publish nominees electronically within seven (7) days. Elections will be held the 1st week in May, at least fourteen (14) days post-publishing of the ballot. New officers will be installed in June, at the Turnover Luncheon. 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, with the exception of the President which is a two-year elected 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 VII: 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 FDIC/ NCUA, accredited bank or credit union in the name of the Tidewater Officers' Spouses' Association.
- The President and the Treasurer are the approved signatories on the TOSA account.
- The Treasurer will account for the funds and the Executive 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 the TOSA account and distributed by the TOSA Charities Committee.
- No member of the membership shall have the authority to enter into any contract or render it liable monetarily for any purpose unless with written authorization by the TOSA Executive Board.
- Fundraising activities may be conducted periodically throughout 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 with a copy being kept by the TOSA Treasurer.
- TOSA and The Tidewater Collection will split the cost of insurance 50-50.

ARTICLE VIII: AMENDMENTS

- Amendments to these bylaws shall be first reviewed by the President, Parliamentarian, and Advisor(s).
- Review/Revision to these bylaws 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 the Command Sponsor as an update.
- The bylaws shall be reviewed every two (2) years or when there is a change of mission/purpose of TOSA.

ARTICLE IX: PARLIAMENTARY AUTHORITY

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

ARTICLE X: WAIVER OF RIGHTS AND LIABILITY

In consideration of the Tidewater Officers' Spouses' Association, (which may also be addressed as TOSA) membership, members and those participating, TOSA assigns as follows:

All members, participants, officers, directors, advisors, chairpersons, committee members, volunteers, and representatives, WAIVE, RELEASE, AND DISCHARGE from any and all liability, including but not limited to, liability arising from the negligence or fault of the entities or persons released, for death, disability, personal injury, property damage, property theft, or actions of any kind which may hereafter occur including traveling to and from this activity.

THE FOLLOWING ENTITIES OR PERSONS: TOSA and/or their directors, officers, advisors, chairpersons, committee members, volunteers, representatives, and the activity holders, sponsors; INDEMNIFY, HOLD HARMLESS, AND PROMISE NOT TO SUE the entities or persons mentioned in this ARTICLE X from any and all liabilities or claims made as a result of participation in any sponsored activities, whether caused by the negligence of release or otherwise. Additionally, TOSA and their directors, officers, advisors, volunteers, representatives, chairpersons, committee members and agents are NOT responsible for the errors, omissions, acts, or failures to act of any party or entity conducting a specific activity on their behalf.


The TIDEWATER OFFICERS' SPOUSES' ASSOCIATION, (TOSA) and their directors, officers, advisors, volunteers, representatives, chairpersons, committee members and agents are authorized to use my likeness, or photographs of myself, my spouse, and my children taken while participating in any and all TOSA sponsored events, including but not limited to socials, or informal gatherings on their social media platforms as means of advertising, promoting, informational or furthering the interests of TOSA. I further release my rights to request monetary reimbursement or gifts to compensate for said likeness.

In addition, I understand that by voluntarily offering an email address to the Tidewater Officers' Spouses' Association (TOSA), and their directors, officers, advisors, volunteers, representatives, chairpersons, committee members and agents my email address and name may be utilized in or on unsecured databases that may disseminate information to their subsidiaries, partners, and agents. I further understand that in such practices, my email address and information may be sold without the knowledge of TOSA or myself. I authorize TOSA, and their directors, officers, advisors, volunteers, representatives, chairpersons, committee members and agents to use my email address in second party email distribution.

ARTICLE XI: DISSOLUTION / CHANGE OF PURPOSE

- In the event of a change in mission/purpose of TOSA, bylaws will be revised or amended.
- The discontinuance of TOSA shall be determined by the TOSA membership.
- The TOSA Executive 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 Executive 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 within the spirit of section 501(c)(3) of the Internal Revenue Code.
- In the event of dissolution / change of purpose, all Board Members and Committee Chairs shall be released from all liability allegedly occurring post dissolution date.

These bylaws were adopted April 2020, and supersede all previous bylaws.



PRESIDENT

05/01/2020
DATE



PARLIAMENTARIAN

05/01/2020
DATE