



TIDEWATER OFFICERS' SPOUSES' ASSOCIATION BY-LAWS

*Revised 1 AUGUST 2025 **

ARTICLE I – NAME AND PURPOSE

The name of this organization shall be Tidewater Officers' Spouses' Association (hereinafter referred to as TOSA). The fiscal year of TOSA shall be 1 June through 31 May.

- A. The principal location of TOSA shall be Norfolk, Virginia.*
- B. TOSA shall be a public charity under section 501(c)(3) of the IRS code, effective as of June 1994.*
- C. The objective of TOSA shall be to promote and preserve interest in the military; to promote friendship and networking among members; to take advantage of the opportunities in the Hampton Roads area, and to support charitable efforts that benefit our Hampton Roads community.*

ARTICLE II – MEMBERSHIP AND DUES

Membership is voluntary and includes individuals who shall be known as members. Full membership term is 1 June to 31 May.

Section 1 – Membership

A. Members

- I. Includes, but is not limited to, spouses of: active-duty, reserve, retired, Gold Star, and deceased officers of the U.S. Armed Forces and Allied Forces, as well as civilian government employees at GS-8 or higher grade, residing in the Hampton Roads area.*
- II. All others may apply for membership which will be determined by the Executive Board on a case-by-case basis.*

B. Associate members

- I. Reserved for individuals who do not fall under any other membership category. Admission is determined on a case-by-case basis at the discretion of the voting Executive Board.*

Section 2 – Dues

A. Dues of all members of TOSA shall be decided annually by the Executive Board no later than the April Executive Board meeting.

I. Payment of all dues shall be a required condition of membership.

Section 3 – Privileges

Members shall be entitled to all privileges of TOSA.

Section 4 – Meeting of Members and Communication

Usual means of communication to the membership shall be defined as via email, social media (including but not limited to Facebook & Instagram), and the TOSA News Newsletter.

A. Annual Membership Meeting

I. The Annual Membership Meeting shall be arranged by the Executive Board. The details shall be announced at least 30 days prior to the meeting through usual means of communications to the membership.

B. Special Membership Meetings

I. The Executive Board may call a special meeting of members. Notice of special meetings shall be given to each member through usual means of communications.

ARTICLE III – SLATE OF OFFICERS AND THEIR ELECTION

All members in good standing are eligible to hold office.

Section 1 – Officers

A. The Elected Officers of TOSA shall be the President, Vice President of Governance & Logistics, Vice President of Events & Community, Secretary, and Treasurer.

B. The term of office shall be one TOSA fiscal year and any Elected Officer may succeed themselves for a second consecutive year. The maximum tenure shall be limited to two full consecutive years. No Elected Officer shall officially serve more than two full consecutive terms, but each may continue beyond that time, if necessary, until a successor is qualified and elected.

Section 2 – Nomination Committee

A. The Parliamentarian will serve as the Chairperson of the Nominating Committee, alongside the Vice President of Governance & Logistics and two members in good standing.

B. The Nomination Committee shall:

I. Begin meeting in February of each year to prepare a slate.

II. Seek nominations for elected positions among members in good standing.

III. Gain the individual consent of each nominee.

IV. Present a slate, including a brief biography of each candidate, at the April Executive Board Meeting and publish nominees electronically within seven days.

Section 3 – Voting

A. Ballots, or a notice of voting, will be distributed to all members in good standing with complete instructions for exercising their vote.

B. Members will be given a reasonable voting window.

C. Voting procedures will be determined by the Executive Board.

Section 4 – Installation of Executive Board

The President, or in their absence, the Vice Presidents, shall present new officers to the membership at an event or through usual means of communication.

Section 5 – Eligibility

All Elected Officers, Appointed Officers, and Chairs of Standing Committees, must be members of TOSA in good standing.

Section 6 – Term of Officers and Vacancies

A. The term of elected officers shall align with TOSA's fiscal year.

B. All vacancies of Elected Officers shall be temporarily appointed by the President while waiting for the candidate(s) to be voted on by the General membership within a reasonable amount of time determined by the Executive Board.

C. All vacancies of appointed positions shall be filled by appointment of the President, with the concurrence of the Executive Board.

D. In the case of vacancy in the office of the President, either Vice President shall become the interim President.

ARTICLE IV – EXECUTIVE BOARD

The operation of The Executive Board will be governed by these TOSA By-Laws and the TOSA Standing Rules. The Board receives no compensation other than reimbursement for reasonable expenses.

Section 1 – General Powers

The Executive Board is responsible for overall policy and direction of the organization and delegates responsibility for day-to-day operations.

Section 2 – Board Composition

A. The Executive Board shall consist of:

I. Elected Officers: President, Vice President of Events & Community, Vice President of Governance & Logistics, Secretary, and Treasurer.

II. Appointed Officer: Parliamentarian. Filled by appointment of the President, with the concurrence of the Executive Board.

III. Selected Officers: Philanthropy, Publicity, Member-at-Large, membership. Filled by appointment of the President, with the concurrence of the Executive Board, and sent to membership for final approval.

IV. Advisors (See Section 3)

B. Each elected and selected officer shall have one vote, except for the President, who may only vote in the event of a tie. The Parliamentarian shall be a non-voting member.

C. Social committees and their chairs will be at the discretion of the executive board and outlined in TOSA Standing Rules. Social chairs are not members of the Executive Board and shall not vote.

Section 3 – Advisors

A. The spouse of the United States Fleet Forces Command (USFFC), or their designee, shall be invited to serve as an Advisor of TOSA.

B. The spouse of the Navy Region Mid-Atlantic (NRMA), or their designee, shall be invited to serve as an advisor of TOSA.

C. Two additional area flag spouses may serve as Advisors of TOSA Hampton Roads at the discretion of the Executive Board.

D. The most recent past President may serve as an Advisor at the discretion of the Executive Board.

E. Advisors shall not vote or hold a voting position on the Executive Board.

F. Must be members of TOSA in good standing.

Section 5 – Board Member Removal

Grounds for dismissal include, but are not limited to, the following: misuse of funds, misconduct, illegal activity, multiple unexcused absences from monthly board meetings, failure to pay TOSA annual dues, failure to perform duties of the position, or any behavior deemed detrimental to TOSA.

A. A written statement must be submitted to the President and/or Advisor for review.

I. If the complaint is made against the President, a written statement must be submitted to either Vice President and/or Advisor for review.

B. A special committee composed of an Advisor, an Executive Board member, and the Standing Chairperson will meet to review written complaints and make a decision. Verbal complaints will not be considered.

I. If no Advisors are available, a second Executive Board member will serve on the committee.

C. The Executive Board will notify all members via usual means of communication once a decision has been made.

ARTICLE V – EXECUTIVE BOARD MEETINGS

Section 1 – Executive Board Meetings

Unless otherwise designated, the Executive Board shall meet each month. An annual meeting schedule will be announced to the members through usual means of communication.

Section 2 – Voting

A. At Executive Board Meetings, a simple majority of the voting Executive Board shall be considered a quorum.

I. The votes needed for passage will be a simple majority of this quorum unless otherwise directed.

B. The Executive Board may take action without a meeting. This action shall be documented by email to all Executive Board members stating the action to be approved (Herein referred to as Email Voting).

I. Email Voting will be permitted 72 hours following the email notice.

II. A quorum for email voting shall consist of the entire Executive Board, with a simple majority required for passage.

III. Action taken shall be effective once voting has concluded per the date as outlined in the email notice. Email Voting shall have the same effect as a vote taken at a meeting of the Executive Board.

ARTICLE VI – AMENDMENTS

Amendments to the TOSA by-laws may be proposed in writing to the President by any general member. If approved by the Executive Board with a two-thirds vote, they must then be sent to general membership for a final approval vote.

ARTICLE VII – DISSOLUTION OF TOSA

In the event of the dissolution of this organization, whatever funds are contained in the treasury will be used to satisfy outstanding debts, liabilities or obligations. Any funds remaining after liquidation shall be donated to a 501(c)(3) qualified military-orientated charity(ies) designated by the Executive Board.

Revised August 1, 2025

MiMi Wilcox, President Signature

Kristine Byrne, Vice President of Governance & Logistics/By-Law Revision Chair Signature

Kristin Roberts , Vice President of Events & Community Signature

Tiki Cain, Treasurer Signature

Kathie Hughes, Secretary Signature

Nidda Stuppard, Parliamentarian Signature