

NAVAL OFFICERS' SPOUSES' CLUB HAMPTON ROADS BY-LAWS
Revised 17 June 2022

ARTICLE I – NAME AND PURPOSE

The name of this organization shall be Naval Officers' Spouses' Club Hampton Roads (hereinafter referred to as NOSC).

The fiscal year of NOSC shall be 1 June through 31 May.

- a. The principal location of NOSC shall be Norfolk, Virginia.
- b. The official mailing address of NOSC shall be: Naval Officers' Spouses' Club Hampton Roads, PO Box 55203, Norfolk, VA.
- c. NOSC is a public charity 501(c)(3) organization based upon the applications of the IRS and effective June 1994.
- d. The objective of NOSC shall be to raise funds for service-oriented charities; to promote and preserve interest in the Navy; to promote friendship and networking among Members, and to take advantage of the opportunities in the Hampton Roads area.

ARTICLE II – MEMBERSHIP AND DUES

Membership is voluntary and includes individuals who shall be known as General Members and Associate Members.

Full membership term is 1 June to 31 May.

Section 1 – Membership

- a. General Members
 - i. Include but not be limited to spouses of active duty, reserve, retired, Gold Star, and deceased officers of the U.S. Armed Forces, Allied Forces, and civilian Government Employees GS-8 and higher, 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. When appropriate, Associate Membership can be extended to persons who wish to volunteer at The Tidewater Collection. This is reserved for those who are not in any other category allowing for General Membership, on a case-by-case basis, at the discretion of the voting Executive Board.

Section 2 – Dues

- a. Dues of all General and Associate Members of NOSC 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

- a. General Members shall be entitled to all privileges of NOSC.
- b. Associate Members are entitled only to a volunteer role at The Tidewater Collection.

Section 4 – Meeting of General Members and Communication

Usual means of communications to the General Membership shall be defined as via email; social media, including but not limited to Facebook; and the NOSC News Monthly Newsletter.

- a. Annual General Membership Meeting
 - i. The Annual General 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 General Membership.
- b. Special General Membership Meetings
 - i. The Executive Board may call a special meeting of members. Notice of special meetings shall be given to each General Member through usual means of communications.

ARTICLE III – SLATE OF OFFICERS AND THEIR ELECTION

All General Members in good standing are eligible to hold office.

Section 1 – Officers

- a. The Elected Officers of NOSC shall be President, Vice President, Secretary, and Treasurer.
- b. The term of office shall be one NOSC 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 Chairperson of the Nominating Committee, alongside the President and two General 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 General 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 General Members in good standing with complete instructions for exercising their vote.
- b. General Members will be given a reasonable voting window.
- c. Voting procedures will be determined by the Executive Board.

Section 4 – Installation of Executive Board

- a. The President, or in their absence, the Vice President, shall present new officers to the General Membership at an event or through usual means of communication.

Section 5 – Eligibility

- a. All Elected Officers, Appointed Officers, and Chairs of Standing Committees, must be General Members of NOSC in good standing.

Section 6 – Term of Officers and Vacancies

- a. The term of Elected Officers shall coincide with NOSC'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, the Vice President shall become the interim President.

ARTICLE IV – EXECUTIVE BOARD

The operation of The Executive Board will be governed by these NOSC By-Laws and the NOSC Standing Rules.

The Board receives no compensation other than reimbursement for reasonable expenses.

Section 1 – General Powers

- a. 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, Secretary, and Treasurer.
 - ii. Appointed Officer: Parliamentarian. Filled by appointment of the President, with the concurrence of the Executive Board.
 - iii. Standing Committee Chairs: Charities, The Tidewater Collection, Publicity, Member at Large, Membership. Filled by appointment of the President, with the concurrence of the Executive Board, and sent to General Membership for final approval.

- iv. Advisors (See Section 3)
- b. Each Elected Officer and Standing Committee Chair shall have one vote, with the exception of the President, who may only vote in the event of a tie. Parliamentarian shall not vote.
- c. Social committees and their chairs will be at the discretion of the executive board and outlined in NOSC 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 NOSC.
- b. The spouse of the Navy Region Mid-Atlantic (NRMA), or their designee, shall be invited to serve as an advisor of NOSC.
- c. Two additional area flag spouses may serve as Advisors of NOSC 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. Shall not vote or hold a voting position on the Executive Board.
- f. Must be General Members of NOSC 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 NOSC annual dues, failure to perform duties of the position, any behavior deemed detrimental to NOSC.

- 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 the Vice President and/or Advisor for review.
- b. A special committee composed of an Advisor, an Executive Board Member, and a 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

- a. Unless otherwise designated, the Executive Board shall meet each month. An annual meeting schedule will be announced to the General 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 will be the entire Executive Board. The votes needed for passage will be a simple majority of this quorum.
 - 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 NOSC 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 NOSC

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.

ARTICLE VIII – THE TIDEWATER COLLECTION

Section 1 – Governing Body

- a. The operation of The Tidewater Collection (herein referred to as TTC) will be directed by TTC Standing Committee and TTC Policies and Procedures.
- b. TTC budget and TTC Policies and Procedures will be reviewed annually and revised as needed by TTC Standing Committee and presented to the Executive Board for approval.

Section 2 – Accounting Procedures and Funding

- a. Financial Reviews will be conducted annually beginning in June, at the end of each accounting year.
- b. TTC liabilities and operating expenses shall be paid from the profits from and purchases at TTC.

Section 3 – Dissolution Procedures

If it is deemed necessary to close TTC:

- a. All vendors shall be notified by the Executive Board or Standing Committee designee(s) appointed by the Executive Board.
- b. Advertisements by appropriate means shall be given of the intended dissolution.
- c. TTC property will be liquidated in a manner prescribed by the Executive Board.
- d. All funds in excess of liabilities shall be dispersed to the NOSC Treasury.
- e. In the event that liabilities of TTC exceed its assets, NOSC shall be obligated and shall ensure that such liabilities are discharged.

Revised 17 June 2022

Chelsey Ashinhurst, President

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Alicia Medina-Tracey, Vice President

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Stephanie Machado, Treasurer

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Kate Cardone, Secretary

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Angela Granata, By-Law Revision Committee Chair/Parliamentarian

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