

TIDEWATER OYSTER GARDENERS ASSOCIATION BY-LAWS

ARTICLE I: NAME AND PURPOSE

Section 1. The name of the organization shall be the Tidewater Oyster Gardeners Association.

Section 2. The purpose of this organization shall be:

- a. To educate interested citizens in oyster aquaculture methods.
- b. To promote oyster garden aquaculture in the Chesapeake Bay and its tributaries.
- c. To promote the environmental health of the Chesapeake Bay and its tributaries through oyster cultivation and by other means.

ARTICLE II: MEMBERSHIP AND DUES

Section 1. Tidewater Oyster Gardeners Association shall consist of only one level of membership status, that of full membership with the right to vote.

Section 2. Dues

Dues are payable annually in the month of January for the following year and become delinquent on March 1st. The amount of the dues shall be determined by the voting membership.

ARTICLE III: ORGANIZATION, ELECTION AND DUTIES

Section 1. Office and Term of Office

- a. The officers of this association shall consist of a President, Vice- President, Secretary and Treasurer.
- b. The term of office for all officers and board members shall be for one year beginning on the date of the annual membership meeting and concluding on the date of the next annual membership meeting.

Section 2. Elections

- a. Elections will be conducted at the annual membership meeting.

Section 3. The duties of the officers shall be as follows:

- a. The president shall preside at all meetings of the Association and of the Executive Board and shall coordinate the work of the officers and committees of the Association.
- b. The Vice-President shall perform the duties of the President in the event of his/her absence and such other duties as may be assigned by the President.
- c. The Secretary shall record the minutes of all meetings of the Association and Executive Board and maintain a true and faithful record of each meeting. The Secretary shall also assist in correspondence of the Association including but

not limited to mailing information to members.

- d. The Treasurer shall maintain all funds of the Association, provide regular and timely reports to the Executive Board and disburse any funds for official Tidewater Oyster Gardeners Association activities as directed by the budget and the Executive Board. The Treasurer is responsible for leading the Executive Board in development of an annual budget thirty days prior to the end of the year. In the event of dissolution of the Association, the Treasurer shall dispense of any assets as directed by majority vote of the membership.

Section 4. The Executive Board shall consist of up to 20 directors, that includes the President, Vice President, Secretary, Treasurer, and Past President. All directors will have full voting privileges.

- a. A majority of the membership of the Executive Board shall constitute a quorum, including those participating by electronic means (teleconferencing, videoconferencing, etc.), when utilized.
- b. All action and business conducted by the Executive Board shall be by a majority vote of the Executive Board members present. Board members may participate in person or by electronic means when utilized.
- c. Duties of the Executive Board shall be:
 - 1) To transact necessary day-to-day business in the intervals between Association membership meetings.
 - 2) To create committees and/or appoint individuals to plan and prepare for various programs and activities and to approve such plans and preparations.
 - 3) To present a report of its activities and plans at the Association membership meetings.
- d. The Executive Board shall meet at the call of the President as often as necessary to carry out the Association business but shall meet at least biannually. Executive Board meetings are open to the general membership.

ARTICLE IV: COMMITTEES AND VACANCIES

Section 1. Standing Committees shall be created to manage and/or conduct important ongoing operations and responsibilities of the Association.

- a. Standing Committee Chairmen shall be appointed by the President with the approval of the Executive Board by January 30 of each year. The term of service of the committee chair shall coincide with the term of the elected officers of the Association.
- b. The Standing Committees shall be:
 - Nominations
 - Science and Evaluation

Section 2. Special committees shall be created to manage and/or conduct special activities or tasks that are of short duration.

- a. Special Committee chairmen shall be appointed by the President with the approval of the Executive Board.
- b. Special Committees' terms of office shall continue until the activity or task for which they were appointed has been completed.

Section 3. Vacancies shall be handled as follows:

- a. Committee chair vacancies which develop for any reason shall be filled by Presidential appointment in consultation with the remaining committee members.
- b. Vacancies on the Executive Board shall be filled by nomination from the remaining members of the Executive Board.

ARTICLE V: GENERAL MEMBERSHIP MEETINGS

Section 1. The Executive Board will establish the date of the Annual Meeting and mail notification to all members at least 30 days in advance.

Section 2. Procedures for the conduct of all meetings will be in accordance with Robert's Rules of Order.

Section 3. The organization shall have at least one annual membership meeting. Annual membership meeting dates and venues will be decided by the Board and will usually be held in winter or early spring.

ARTICLE VI: AMENDMENTS

Section 1. These by-laws may be amended by a two-thirds vote of those present at any meeting that is open to all members of the Association provided that the proposed amendments and meeting notice have been submitted to the membership in writing at least 30 days in advance of the meeting. Proposed amendments may be distributed at a prior meeting provided copies are mailed to members not in attendance.

ARTICLE VII: NONDISCRIMINATION

Section 1. This Association will not discriminate on the basis of age, color, handicap, gender, national origin, political affiliation, race, religion, marital or familial status.

ADOPTION OF BYLAWS

The original Bylaws adopted:

Bylaws Amended and Adopted and Approved by vote of the membership:

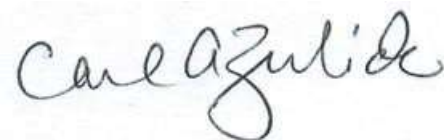
- **JANUARY 10, 2004**
- **JANUARY 24, 2015**
- **JANUARY 13, 2018**
- **MARCH 20, 2019**
- **JANUARY 25, 2020**
- **JANUARY 22, 2022**
- **JANUARY 21, 2023**

We, the undersigned, are all of the directors of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the three preceding pages, as the Bylaws of this corporation.

AMMENDED, ADOPTED AND APPROVED by the membership on this 21st day of January 2023.



Susan Borra, President - Tidewater Oyster Gardeners Association



ATTEST: Carl Zulick, Secretary - Tidewater Oyster Gardeners Association

ADDENDUM

**TIDEWATER OYSTER GARDENERS ASSOCIATION BY-LAWS
By-Laws Amendments
2004 - 2023**

**TIDEWATER OYSTER GARDENERS ASSOCIATION BY-LAWS
AMMENDMENT VOTED IN JANUARY 10, 2004**

ARTICLE III: ORGANIZATION, ELECTION AND DUTIES

old

Section 4. The Executive Board shall consist of the elected officers of the Association, the Past President of the Association, and two members-at-large.

new

Section 4. The Executive Board shall consist of the elected officers of the Association, the Past President of the Association, *and four members-at-large.*

**TIDEWATER OYSTER GARDENERS ASSOCIATION BY-LAWS
AMMENDMENT VOTED IN JANUARY 24, 2015**

ARTICLE III: ORGANIZATION, ELECTION AND DUTIES

Section 1. Office and Term of Office

old

b. The term of the office for all officers shall be one calendar year beginning on January 1 and concluding December 31.

new

b. The term of the office for all officers shall be one calendar year beginning at the annual meeting and concluding at the following annual meeting. The annual meeting will be the first meeting of the calendar year.

Section 2: Elections

old

a. Elections will be conducted at the last meeting of the year.

new

a. Elections will be conducted at the annual meeting.

old

Section 4: The Executive Board shall consist of the elected officers of the Association, the immediate Past President of the Association, and four members-at-large.

new

Section 4: The Executive Board shall consist of the elected officers of the Association, the Past President of the Association, the President Emeritus, and four members-at-large.

old

a. A majority of the membership of the Executive Board shall constitute a quorum.

new

a. A majority of the membership of the Executive Board shall constitute a quorum, including those participating by electronic means (teleconferencing, videoconferencing, etc.), when utilized.

old

b. All action and business conducted by the Executive Board shall be by a majority vote of Executive Board members present.

new

b. All action and business conducted by the Executive Board shall be by a majority vote of the Executive Board members present. Board members may participate in person or by electronic means when utilized.

**TIDEWATER OYSTER GARDENERS ASSOCIATION BY-LAWS
AMMENDMENT VOTED IN JANUARY 13, 2018**

ARTICLE III: ORGANIZATION, ELECTION AND DUTIES

old

Section 4: The Executive Board shall consist of the elected officers of the Association, the Past President of the Association, the President Emeritus, and four members-at-large.

new

Section 4: The Executive Board shall consist of the elected officers of the Association, the Past President of the Association, the President Emeritus, the President Emeritus/Engineer, and four members-at-large. All of these positions will have full voting privileges.

**TIDEWATER OYSTER GARDENERS ASSOCIATION BY-LAWS
AMMENDMENT VOTED IN MARCH 20, 2019**

ARTICLE V: GENERAL MEMBERSHIP MEETINGS

new

Section 3. The organization shall have at least one annual membership meeting. Annual membership meeting dates and venues will be decided by the Board and will usually be held in winter or early spring.

ARTICLE III: ORGANIZATION, ELECTION AND DUTIES

Section 1. Office and Term of Office

old

b. The term of office for all officers shall be for one calendar year beginning at the annual meeting and concluding at the following annual meeting. The annual meeting will be the first meeting of the calendar year.

new

b. The term of office for all officers and board members shall be for one year beginning on the date of the annual membership meeting and concluding on the date of the next annual membership meeting.

new

c. President Emeritus or Director Emeritus status may be bestowed on past or present presidents or directors who have given above and beyond normal expectations to the organization. Such status is proposed by the Board and an individual can be elected to such a position at the annual membership meeting. Once elected, these individuals maintain voting rights on the Board for life.

Section 2. Elections

old

Elections will be conducted at the last meeting of the year.

new

Elections will be conducted at the annual membership.meeting.

**TIDEWATER OYSTER GARDENERS ASSOCIATION BY-LAWS
AMMENDMENT VOTED IN JANUARY 25, 2020**

ARTICLE III: ORGANIZATION, ELECTION AND DUTIES

old

Section 4: The Executive Board shall consist of the elected officers of the Association, the Past President of the Association, the President Emeritus, and four members-at-large.

new

Section 4: The Executive Board shall consist of the elected officers of the Association, the Past President of the Association, the President Emeritus, the President Emeritus/Engineer, the President Emeritus/Education, and four members -at-large. All of these positions will have full voting privileges.

**TIDEWATER OYSTER GARDENERS ASSOCIATION BY-LAWS
AMMENDMENT VOTED IN JANUARY 22, 2022**

ARTICLE III: ORGANIZATION, ELECTION AND DUTIES

old

Section 4: The Executive Board shall consist of the elected officers of the Association, the Past President of the Association, the President Emeritus, the President Emeritus/Engineer, the President Emeritus/Education, and four members -at-large. All of these positions will have full voting privileges.

new

Section 4: The Executive Board shall consist of the elected officers of the Association, the Past President of the Association, the President Emeritus, the President Emeritus/Engineer, the President Emeritus/Education, and six members -at-large. All of these positions will have full voting privileges.

**TIDEWATER OYSTER GARDENERS ASSOCIATION BY-LAWS
AMMENDMENTS VOTED IN JANUARY 21, 2023**

ARTICLE III: ORGANIZATION, ELECTION AND DUTIES

old

Section 4. The Executive Board shall consist of the elected officers of the Association, the Past President of the Association, the President Emeritus, the President Emeritus/Engineer, the President Emeritus/Education, the President Emeritus/Youth Participation, and six members -at-large. All of these positions will have full voting privileges.

new

Section 4. The Executive Board shall consist of up to 20 directors, that includes the President, Vice President, Secretary, Treasurer, and Past President. All directors will have full voting privileges.

ARTICLE III: ORGANIZATION, ELECTION AND DUTIES

old

Section 1. Office and Term of Office

- c. President Emeritus or Director Emeritus status may be bestowed on past or present presidents or directors who have given above and beyond normal expectations to the organization. Such status is proposed by the Board and an individual can be elected to such a position at the annual membership meeting. Once elected, these individuals maintain voting rights on the Board for life.

new

Section 1. Office and Term of Office

Eliminate item c. on President Emeritus or Director Emeritus status from the By-Laws. This should be revised and become part of the TOGA's Policies and Procedures.