

# **TIDEWATER OYSTER GARDENERS ASSOCIATION BYLAWS**

**Restatement January 27, 2024**

## **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. Membership in the Association shall consist of two levels. Those with dues fully paid, and in good standing shall be considered as full members with the right to vote, and all others shall be non-voting, guest members.

Section 2. Voting rights of full members having family memberships shall be limited to one vote per household.

Section 3. Dues for the Association shall be determined by the Board and are payable for the current or upcoming calendar year. Those with dues paid on or before January 31<sup>st</sup> are considered full members with the right to vote, and all others are considered non-voting guest members until paying the dues for the current calendar year, at which time they will be considered full members with the right to vote in that year.

## **ARTICLE III: ORGANIZATION, ELECTION AND DUTIES**

Section 1. Officers, Executive Board and Term of Office

- a. The officers of this association shall consist of a President, Vice- President, Secretary and Treasurer.
- b. The Executive Board shall consist of a minimum of five (5) and a maximum of twenty (20) directors, which number shall include the President, Vice President, Secretary, Treasurer, and immediate Past President. All directors must have full membership status, with dues fully paid.
- c. The term of office for all officers and directors on the Executive Board shall be for one year, running from the date of election at the Annual Membership Meeting through the date of the next Annual Membership Meeting.

Section 2. Elections

Officers and directors on the Executive Board shall be chosen from a slate of candidates presented by the Association's Nomination committee for approval to the Executive Board, and upon approval of the slate given by the Executive Board, the slate as a whole shall be presented for an up-or-down majority vote by those in attendance at the Annual Membership Meeting.

Section 3. Duties of Officers

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 Association correspondence, including but not limited to providing information to members.
- d. The Treasurer shall maintain all funds of the Association, provide regular reports to the Executive Board, and disburse funds for Association activities as directed by the budget and the Executive Board. The Treasurer shall prepare and present a proposed annual budget to the Executive Board in a timely manner so that approval may be given at least thirty days prior to the end of the calendar year. In the event of dissolution, the Treasurer shall dispose of assets pursuant to Executive Board direction.

#### Section 4. Operation of Executive Board

A majority of the membership of the Executive Board participating in person or virtually by telephonic or electronic means shall constitute a quorum.

- a. All action and business conducted by the Executive Board shall be by a majority vote of the Executive Board members constituting a quorum.
- b. Duties of the Executive Board shall be to:
  - 1. Transact necessary day-to-day business in the intervals between Association membership meetings.
  - 2. Make decisions regarding the allocation of resources and the initiation of projects and activities.
  - 3. Provide guidance, oversight, and assistance in the planning, preparation, and presentation of Association programs and activities.
  - 4. Present reports of activities and plans at the Association membership meetings.
  - 5. Approve reports from standing or special committees, including but not limited to annual budget recommendations of the Finance committee and slates of candidates recommended by the Nomination committee.
- c. The Executive Board meetings are open to the general membership and shall meet at the call of the President as often as necessary to carry out the Association business, but in any event shall meet at least biannually.

### **ARTICLE IV: ANNUAL AND GENERAL MEMBERSHIP MEETINGS**

Section 1. The Executive Board will establish the date and venue of an Annual Membership Meeting, as well as any General Membership Meeting deemed appropriate, with notice given to all members at least thirty (30) days in advance.

Section 2. Upon proper notice given to all members of the Association, business at the Annual Membership Meeting or any General Membership Meeting may be conducted upon majority vote of those full members of the Association, who are present in person, by proxy, or such other virtual manner deemed appropriate at the discretion of the Executive Board.

Section 3. Procedures for the conduct of all meetings will be in accordance with Robert's Rules of Order.

## **ARTICLE V: COMMITTEES AND VACANCIES**

Section 1. Standing Committees shall be created to manage and/or conduct ongoing operations and responsibilities of the Association and shall be appointed by the President to serve for a term that coincides with the term of the elected officers of the Association.

Section 2. The Standing Committees shall be a Nominations Committee and a Finance Committee.

Section 3. Special Committees shall be created to manage and/or conduct special activities and shall be appointed by the President. Special Committees shall function until the activity or task for which they were appointed has been completed or until terminated by the President.

Section 4. Committee or Executive Board Vacancies shall be handled as follows:

- a. Committee chair vacancies shall be filled by the President in consultation with the remaining committee members.
- b. Executive Board vacancies, other than officers, may be filled by majority vote of the remaining directors, or may remain unfilled until the next Annual Membership Meeting if there are at least five (5) remaining directors after the occurrence of the vacancy.
- c. Officer vacancies shall be filled by those serving on the Executive Board at the time such vacancy occurs and shall be elected on a majority vote of the remaining directors.

## **ARTICLE VI: NOTICES AND USE OF TECHNOLOGY**

Section 1. Any notice required to be sent to any member shall be deemed to have been properly sent either by e-mail or by U.S. mail, postage prepaid, when addressed respectively to the last known email or postal address of the member as reflected on the records of the Association at the time of such mailing.

Section 2 Use of Technology

- a. Any notice required to be sent, or any signature, vote, or consent required to be obtained under any provision of these bylaws may be accomplished using electronic means, provided a record is of such notice, vote, consent, or approval is maintained as long as would be required if in nonelectronic form.
- b. In any instance in which consent or approval is required to be obtained by secret ballot, the electronic means shall protect the identity of the voter; otherwise, some other means of voting shall be used.
- c. Any meeting of the Association, its Executive Board, or its committees, including the Annual Membership Meeting, may be held entirely or partially by electronic means, at the discretion of the Executive Board, provided that persons entitled to participate have an opportunity to do so.

## **ARTICLE VII: AMENDMENTS**

Section 1. These by-laws may be amended by a majority vote of those full members of the Association who are present in person, by proxy, or such other virtual manner deemed appropriate at the discretion of the Executive Board, provided notice of the proposed amendment, and notice of the meeting have been submitted to all members of the Association at least thirty (30) days in advance.

## **ARTICLE VIII: NONDISCRIMINATION**

Section 1. This Association will not discriminate on the basis of race, color, religion, national origin, sex, pregnancy, childbirth or related medical conditions, age, marital status, sexual orientation, gender identity, military status, or disability.

ADOPTED AND APPROVED by the membership this date of January 27, 2024.

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President - Tidewater Oyster Gardeners Association

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ATTEST: Secretary - Tidewater Oyster Gardeners Association

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