

# BYLAWS

## Change Record

**6-26-03**

- Added revised mission statement, purpose and functions
- Added new Vision Statement

**1-23-13**

- Added Life Membership for Surviving Spouses of Deceased Life Members

**12-4-2016**

- Removed “conduct studies and research” within Article Two – Mission Statement to better reflect the mission statement as noted on [www.coausphs.org](http://www.coausphs.org). Aligned the mission statement with the COA Strategic Plan.
- Removed references to inactive reserve officer.
- Maintained inactive reserve officers within Former Commissioned Officers within Article Three - Membership
- Added reserve officers
- Added sexual orientation to the anti-discrimination verbiage within Article Three – Membership
- Removed submission of resolutions to the Local Branches prior to submitting to the Board of Directors within Article Four – Local Branches
- Removed Article Six - Resolutions
- Added the Branch Handbook as a reference to Local Branches within Article Four – Local Branches: Section Two: Role
- Changed the number of Voting Directors of the Association from 18 to 17: removing the Inactive Reserve Voting Director.
- Added within Article Six – Notification of annual nomination requests for the Board of Directors will be published within the Association’s newsletter and website.
- Removed the Treasurer as the Chairperson of the Finance and Property Committee
- Updated the Election Process for the Board of Directors from majority to plurality of votes submitted.
- Updated committees to reflect current standing committees within Article Eight – Committees – Removed the Education, Nominations and Finance Committees
- Removed reference to setting the subscription rate of the Association’s newsletter within Article Ten – Dues and Assessments
- Changed the name of the Constitution and Resolution Committee to the Constitution and Bylaws Committee
- Removed the term “Assembly” and replaced with “Association.”
- Amended first sentence of Article Seven, Section Two: Standing Committees. It shall now read; Unless otherwise provided, all standing committee chairs shall be nominated by the Chairperson of the Board of Directors and ratified by the Board of Directors.

# **BYLAWS**

## **Commissioned Officers Association of the United States Public Health Service, Inc.**

**(Last revised May 19, 2017)**

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# BYLAWS

## Article One - Name

This organization shall be known as the Commissioned Officers Association (COA) of the United States Public Health Service (USPHS).

## Article Two - Mission Statement

### *Purpose*

The mission of the Commissioned Officers Association of the U.S. Public Health Service is to protect and enhance the health and safety of the United States by supporting and advancing the interests of the Commissioned Corps and its officers.

### *Functions*

In meeting its commitment, the organization will provide comprehensive member services, conduct representation and advocacy, support education and training for health professionals, collaborate with related organizations, and disseminate public and professional information.

### *Vision*

The Commissioned Officers Association (COA) of the U.S. Public Health Service is the vibrant, proactive, nationally recognized member-based organization that supports and advocates for the PHS Commissioned Corps and its active, reserve and retired officers.

## Article Three - Membership

**Section One: Classification.** This Association shall consist of active, reserve, retired, life, honorary, former commissioned officers of the USPHS, student members and associate members. There shall be no discrimination in membership or participation in the affairs of this Association by reason of race, creed, color, national origin, sex, sexual orientation, handicap or age.

### **Section Two: Qualifications and Privileges.**

- A. Active Membership.** Any commissioned officer, regular or reserve of the USPHS on active duty is eligible for active membership with full rights including the holding of office and voting.
- B. Retired Membership.** Any officer, regular or reserve, retired from the Commissioned Corps of the Public Health Service is eligible for retired membership. Individuals in the retired member category shall be entitled to the same rights as active members.
- C. Life Membership.** Any individual who qualifies for membership under any other

category described in this section may become a life member of the Association by paying a non-refundable sum fixed by the Board of Directors. Once payment is made, there shall be no further dues assessment. Those officers who, on the date of the adoption of these bylaws, are classified as "life members" shall retain such designation without an additional dues assessment; such officers may, at the discretion of the Board of Directors, be assessed for selected services. Individuals in the life member category shall be entitled to the same rights as active members.

The Life Membership of deceased Life Members of the Association shall be extended to the surviving spouse as a gesture of appreciation for the devoted service of their late spouses to the PHS Commissioned Corps and the Association.

- D. *Former Commissioned Officers.*** Any individual who served as a commissioned officer on active duty or in the inactive reserve of the United States Public Health Service and who has terminated his/her commission in the Service is eligible for this category of membership. Such members shall not be entitled to vote or hold office.
- E. *Student Membership.*** Any student, including members of the Commissioned Officer Student Training and Extern Program (COSTEP), enrolled in a degree-granting program that can lead to a commission in the USPHS, is eligible for this membership, provided such individual is not otherwise on active duty in the Commissioned Corps of the USPHS. Such members shall not be entitled to vote or hold office.
- F. *Associate Membership.*** Any individual who supports the Association but who is not an active, former or retired officer of the Commissioned Corps of the USPHS shall be eligible for this category of membership. Such members shall not be entitled to vote or hold office.
- G. *Honorary Membership.*** Officers who have held the office of Surgeon General shall be eligible for honorary membership. Persons who make a distinguished contribution to the health professions shall also be eligible for honorary membership. Nominations for honorary membership may be made by any Association member to the Chair of the Board of Directors, who shall present such nominations to the Board of Directors for election. Honorary members shall not be entitled to vote or hold office, and shall not be subject to the payment of annual dues.

***Section Three: Eligibility.*** Any individual who has fulfilled the eligibility requirements under one of the categories in Section Two of this Article and who, after duly considering the objectives of the Association and the obligations of the bylaws, subscribes to them, shall be eligible for membership. Any person whose name has been dropped from the roll of members for nonpayment of dues may be readmitted after having again made application in regular form, the application being accompanied by the regular fee.

***Section Four: Membership Year.*** The period of membership shall be from July 1 through June 30 and may be renewed for each annual period by the further payment of appropriate dues, unless the member is in the honorary or life member categories. For such members, there shall be no annual dues assessment as honorary members are not subject to the payment of annual dues and life members have no dues having already paid the full amount as outlined in Section Two of this Article. Every application for membership shall be accompanied by the dues for the current year (except as noted in this Section).

**Section Five: Payment of Dues-Suspension.** Membership dues shall be established as provided in Section One of Article Ten of these Bylaws. Every member shall pay in advance his/her annual dues. Every member in arrears for a period of four months after becoming due shall be dropped from membership. Reinstatement may be made in accordance with the provisions of Section Three of this Article.

**Section Six: Expulsion.** Any member may be expelled for cause, including improper conduct or violation of the ethics of his/her profession, by a 2/3 vote of the Board of Directors, after being given an opportunity to be heard.

**Section Seven: Resignation.** Resignation of membership shall be in writing to the Executive Director of the National Association.

## **Article Four - Local Branches**

**Section One: Formation.** Local Branches of this Association may, upon application to and approval by the Board of Directors, become affiliated with the Association. Such affiliation is for the purpose of cooperation in the furtherance of the Mission stated in Article Two of these Bylaws and does not authorize either organization to participate in the governance concerns of the other. Any affiliation may be cancelled by the unilateral action of either of the organizations involved.

**Section Two: Role.** In addition to cooperating in the furtherance of the Mission of the Association, as prescribed in Section One of this Article, Local Branches are encouraged to carry out such functions as mentoring, counseling, facilitation of discussion and social activities on behalf of their members. Local Branches are also encouraged to review and abide by the COA Branch Handbook.

**Section Three: Communication with Board of Directors.** Local Branches are encouraged to furnish recommendations to the Board of Directors on any subject that is within the authority of the Board to act. Conversely, the Board of Directors will request assistance from the Local Branches as circumstances indicate. A Local Branch may send a designated representative to attend a meeting of the Board of Directors of the Association. Such representative may, on behalf of such Local Branch, submit to the Chair of the Board recommendations for consideration by the Board of Directors.

**Section Four: Bylaws.** Each Local Branch affiliated with the Association is required to incorporate in its bylaws a provision that all members of the Local Branch shall maintain membership in the National Association.

**Section Five: Branch Liaison Assignments.** Each Branch shall have a designated liaison representative from among the Board of Directors whose duty shall be to maintain communication with the members of the Branch. The liaison will have no responsibility to represent any Branch in any vote on the Board of Directors.

**Section Six: Agency.** No Local Branch shall hold itself out as an agent of the Association without the express written consent of the Association. Letterhead and other materials referring to the Association that are issued by any of the Local Branches shall be subject to review and approval by the Association.

## **Article Five - Meetings of the Association**

**Section One: Organization.** All members of the Association shall be notified of meetings of the Association. The Chair-Elect of the Board of Directors shall serve as Chair of such meetings and may appoint such other members of the Association as assistants as necessary for the effective conduct of meetings.

**Section Two: Frequency.** A general meeting of the Association shall be held, no less than annually, at a time and in a manner directed by the Board of Directors. The purpose of such meetings shall be to update the membership on the affairs of the Association; provide the membership with reports from the officers and committees; provide a forum for discussion and to permit such other activities as deemed necessary and appropriate by the Board of Directors for the welfare of the Association.

**Section Three: Notice.** Notice of all meetings of the Association shall be provided to the membership at least 60 days prior to the meeting, through the Association's newsletter, and other appropriate means as directed by the Board of Directors. Such notice shall state the general purpose and overall agenda for the meeting.

**Section Four: Agenda.** In addition to items described in the agenda, members of the Association may request approval of the Chair to discuss other matters at any meeting of the Association. In the interest of time, the Chair in his or her discretion may choose to refer those matters not deemed to be truly urgent to the Board of Directors for consideration and disposition within its authority.

## **Article Six - Board of Directors**

**Section One: Membership.** There shall be 17 voting Directors of the Association, composed of officers who are elected from the active, retired or life member categories of the Association. Although elected from various constituencies, Directors must represent the entire membership of the Association and not an individual constituency. The Directors shall be apportioned as follows:

- A. One active duty officer from each Commissioned Corps category, without regard to geographic location, specifically:
  - Dietitian
  - Dental
  - Engineer
  - Environmental Health
  - Health Services
  - Medical
  - Nurse
  - Pharmacist
  - Scientist
  - Therapist
  - Veterinarian

- B.** Three field officers (*defined as: active duty officers who are stationed outside of the greater Washington, D.C. area, without regard to Commissioned Corps category.*)
- C.** Three retired officers (*defined as any officer, without regard to geographic location, who is retired from the Commissioned Corps of the U.S. Public Health Service, whether an Association member in the retired or life categories*)

**Section Two: Election of Members.**

- A. Term of Office.** Members shall serve a term of three years. No Director may be elected to more than two successive terms, without at least an intervening one-year period. Normally the terms of six Directors will expire annually at the end of the Association's fiscal year.
- B. Nomination process.** No later than 120 days prior to the end of the fiscal year, eligible members desiring to serve on the Board of Directors shall submit an application as prescribed by the Board of Directors. The call for nominations will be posted on [www.coausphs.org](http://www.coausphs.org) and within the COA monthly newsletter. Thereafter, as soon as practicable and in no case later than 60 days prior to the end of the fiscal year, an Ad Hoc Nominations Committee appointed by the Board of Directors, composed of at least one Association member from each constituency in which a vacancy will exist at the end of the fiscal year, shall review the applications received and submit its nominations to the Board of Directors for concurrence. The members of this Committee shall hold no national office in the Association.
- C. Election process.** The Board of Directors shall place the names of the nominees on a ballot which shall be provided to the membership entitled to vote. Election shall be made by plurality of votes received from the eligible voting members, and the elected members shall take office as of the first day of the Association's fiscal year following the vote.
- D. Vacancies on the Board of Directors.** In the event of a vacancy on the Board of Directors that occurs by resignation or other reasons, the Board of Directors shall appoint an officer from the same constituency to serve the unexpired term. Such service shall not count as an elected term with respect to Section Two (A) of this Article.
- E.** In the event that the Chairperson of the Board, at the conclusion of his/her term as Chairperson, does not continue as an elected member of the Board, he/she shall serve for the ensuing year as an ex officio voting member of the Board.

**Section Three: Officers.** The Board of Directors shall choose its own officers annually. The Officers of the Board of Directors shall consist of a Chairperson, a Chair-elect, and a Treasurer. The Chair-elect from the year just completed shall become the Chair, and the new Chair-elect and Treasurer shall be elected by the Directors.

**Section Four: Duties of Board and Individual Officers of the Board.**

- A.** The duties of the Board of Directors shall be to direct and control the business management and affairs of the Association, its several officers, agents and employees. The Board of Directors shall have authority to enter into contracts, incur liabilities, expend funds and attend to such other matters connected with the conduct of the Association as it may deem necessary. The authority provided to the Board is subject to the right of the membership entitled to vote as provided in Article Three, Section Two to direct and control the Board in the exercise of these powers. The Board shall keep the

members routinely informed of its activities. The Board of Directors shall have recorded the proceedings of each regular and special meeting.

- B.** The Chairperson shall preside at all meetings of the Board of Directors, shall ensure the appointment of suitable committees, and shall serve as Chair of the Executive Committee. The Chairperson shall conduct communications with the members of the Association as appropriate.
- C.** The Chair-Elect shall assume the functions of the Chairperson in his/her absence. The Chair-elect shall also serve as Chair of the Association as described in Article Five, Section One.
- D.** The Treasurer shall be apprised of all funds received, held and disbursed by the Association and records kept thereon. He/she and the Executive Director shall be directly responsible to the Board of Directors for all expenditures and shall make a report of all receipts and disbursements to the Board upon request or at least three times during the fiscal year. The Treasurer shall report annually on the results of the annual audit of accounts. In the absence of the Treasurer, the Chairperson or the Chair-Elect of the Board of Directors shall act for the Treasurer.
- E.** The Board of Directors shall appoint (on a full or part-time basis as needed) and oversee the performance of an Executive Director of the Association, who will carry out all duties prescribed by the Board. The salary of the Executive Director shall be determined by the Board of Directors.

**Section Five: Meetings.** Regular meetings of the Board of Directors shall be held not less than three times during the fiscal year at a time and place selected by the Board Chairperson. Special meetings of the Board may be called by the Chairperson, or by one-third of the Directors.

**Section Six: Quorum.** The transaction of business by the Board of Directors shall require a quorum of seven members who are eligible to vote as provided in Section One of this Article.

**Section Seven: Voting by Alternate Methods.** In all questions arising before the Board of Directors, which can be disposed of by positive or negative vote, the Chairperson of the Board of Directors may authorize the taking of the vote by alternative methods, including electronic means, and this shall have the same force and effect as if members had been personally present, a majority of votes cast being considered sufficient to decide the question. The ayes and nays of such votes taken by the Board of Directors shall be entered into the minutes of the Board. All questions disposed of in this manner shall be presented at the next regular meeting of the Board for ratification.



## **Article Seven - Committees**

**Section One: Executive Committee.** There shall be an Executive Committee comprised of the Officers of the Board as described in Article Six, Section Three of these Bylaws plus the Immediate Past Chairperson of the Board. The Executive Director shall serve as a non-voting member of the Executive Committee. The Executive Committee shall be empowered to act for the Board between meetings of the Board of Directors. The Executive Committee shall report all business transacted to the Board of Directors at its next scheduled meeting.

**Section Two: Standing Committees.** Unless otherwise provided, all standing committee chairs shall be nominated by the Chairperson of the Board of Directors and ratified by the Board of Directors. The composition, duties and responsibilities of all Committees shall be determined by the Board of Directors. Committee members shall be appointed for a term of one year. The Chairperson of the Board of Directors shall be an ex-officio member of all standing committees except the Nominations Committee. The standing committees may include, but are not limited to:

Executive Committee, Awards, Communications and Public Relations, Legislation and Benefits, Local Branch, Membership, Constitution and Bylaws and Retiree/Alumni.

**Section Three: Special Committees.** Special committees of the Association may be appointed by the Chairperson of the Board of Directors, subject to ratification by the Board.

**Section Four: Committee Membership.** Members of the standing and special committees need not be members of the Board.

## **Article Eight - Finances**

**Section One: Fiscal Year.** The fiscal year of the Association shall be determined by the Board of Directors.

**Section Two: Auditing of Accounts.** At the close of each fiscal year the Board of Directors shall arrange for the auditing of all accounts of the Association by a Certified Public Accountant. This audit shall be completed within 90 days of the close of the previous fiscal year and the results reported promptly to the Board of Directors through its Treasurer.

## **Article Nine - Dues and Assessments**

**Section One:** The annual dues of members shall be fixed by a two-thirds majority of the entire Board of Directors.

**Section Two:** Special assessments may be levied only after approval of the amount and purpose by the Board of Directors by a majority of the votes cast, followed by approval by the membership. The proposed assessment shall be voted upon by mail or by other appropriate means by the membership of the Association. The vote shall be counted not sooner than 60 days nor later than 90 days after submission to the membership and the assessment shall be adopted

when a two-thirds majority of the votes cast favor it.

### **Article Ten - Method of Amendment**

These bylaws may be altered, amended or changed, or new bylaws may be adopted by a two-thirds majority of those members who vote by ballot when such matters are submitted to the membership for vote. Proposals may be submitted by an individual member or member of the Board of Directors, who shall submit same in writing to the Chairperson of the Board of Directors.

The Chairperson shall refer all proposals received to the Constitution and Bylaws Committee, which shall review the proposal(s) and shall solicit comments from the membership in an appropriate manner as designated by the Board. Once proposed COA Bylaws proposals are reviewed in accordance with procedures developed by the Board of Directors, they shall either be: a) submitted to the membership as a whole for a vote to accept/reject the proposed change; or b) returned to the originating member explaining the reason(s) the proposed change is being returned and describing additional or corrective action required (when appropriate) to permit submission of the change to the membership.

The Chairperson shall submit to the membership for a vote those proposals that have been reviewed by the Constitution and Bylaws Committee and recommended for submission to the membership. However, whenever the members of the Board of Directors consider a proposed change as warranting expedited consideration, the Chairperson shall refer such proposals immediately to the membership without prior review by the Constitution and Bylaws Committee. In all cases in which proposals are submitted to the membership for a vote, the votes shall be counted not sooner than 60 days nor later than 90 days after the proposal is submitted to the members. The Constitution and Bylaws Committee shall review these bylaws every three (3) years, submitting corrections and amendments to the Chairperson in accordance with this Article.

### **Article Eleven – Indemnification**

The Association may, to the fullest extent now or hereafter permitted by law, indemnify any person against any claim, suit, or proceeding made, or threatened to be made by reason of fact that she or he is or was a director, officer, employee or other agent of the Association, against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees.

### **Article Twelve - Parliamentary Authority**

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Association in all cases in which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

### **Article Thirteen - Dissolution**

In the event of final dissolution or liquidation of the Association, and after the discharge of all its

liabilities, the remaining assets of the Association, including all of its various specifically designated funds, shall be given to one or more tax exempt organizations, as defined in sections 501(c)(3) or 501(c)(6) of the Internal Revenue Code of 1986 or any successor code, and whose purposes and objectives are similar to those of the Association, such organizations to be designated by a vote of two-thirds of all Directors serving as such at the time of dissolution.