

BYLAWS

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

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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 USPHS Commissioned Corps former, active, reserve, and retired officers.

Article Three - Membership

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

Section Two: Qualifications and Privileges.

- A. Active Membership.** Any commissioned officer 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 retired from the USPHS is eligible for retired membership. Individuals in the retired member category shall be entitled to the same rights as active members.
- C. Reserve Membership.** Any officer of the Ready Reserve of the USPHS is eligible for reserve membership. Individuals in the reserve member category shall be entitled to

the same rights as active members, excluding the ability to serve on the Executive Committee.

- D. *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 national 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, upon request, as a gesture of appreciation for the devoted service of their late spouse to the USPHS Commissioned Corps and the Association.

- E. *Former Commissioned Officers Membership.*** Any individual who served as a commissioned officer on active duty or in the reserve corps of the USPHS and who has terminated their commission in the Service is eligible for this category of membership. Such members shall not be entitled to vote or hold office.
- F. *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.
- G. *Associate Membership.*** Any individual who supports the Association but who is not an active, former, reserve, 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.
- H. *Honorary Membership.*** Officers who have held the office of Surgeon General or Assistant Secretary of Health 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 Nine of these Bylaws. Every member shall pay in advance their annual dues. Every member in arrears for a period of three 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 their profession, or the United States Public Health Service by a 2/3 vote of the Board of Directors, after being given an opportunity to be heard. This person will not be eligible for a refund of their dues.

Section Seven: Resignation. Resignation of membership shall be in writing to the Executive Director of the National Association. No refund of dues will be granted.

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 Local 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 with prior notice. Such a 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: 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 on 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 18-19 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 any active-duty officers who are stationed outside of the greater Baltimore-Washington, D.C. area, without regard to Commissioned Corps category).
- C.** Two reserve officers (defined as one reserve officer for the first 1-1,750 commissioned in the Ready Reserve of the USPHS. A second reserve officer, representing a different category and elected during an alternate year, for the subsequent 1,751-2,500 commissioned in the Ready Reserve of the USPHS.)
- D.** Three retired officers (defined as any officer, without regard to geographic location, who is retired from the USPHS, 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 apply as prescribed by the Board of Directors. The call for nominations will be posted on www.coausphs.org and within the COA monthly newsletter. ***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.
- C. *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, hold elections, or leave the position vacant. Such service shall not count as an elected term with respect to Section Two (A) of this Article. If the Chairperson of the Board, at the conclusion of their term as Chairperson, does not continue as an elected member of the Board, they shall serve for the ensuing year as an ex officio voting member of the Board.

- D. *Change in Constituency of a Board Member.*** In the event a member of the Board has a change in their constituency (e.g., Active Duty to Retired, PCS's out of the Field, or Reserve to Active Duty) during their term, the Board of Directors may allow the officer to complete their term, appoint another officer, hold elections, or leave the position vacant.

Section Three: Officers. The Board of Directors shall choose its own officers annually and they shall serve on the Executive Committee. The officers shall consist of a Chairperson, a Chair-elect and a Secretary/Treasurer. The Chair-elect from the year just completed shall become the Chair, and the new Chair-elect and Secretary/Treasurer shall be elected by the Directors. Only officers in the category of active duty and retired shall serve in the Chair, Chair-elect and Secretary/Treasurer positions.

Section Four: Duties of Board and Individual Directors of the Board.

- A.** The duties of the Board of Directors shall provide oversight of the business management and strategic vision of the Association. The Board of Directors shall have authority to enter into contracts, incur liabilities, expend funds, and attend to other matters connected with the conduct of the Association as it may deem necessary. The Board shall keep the members routinely informed of its activities. The Board of Directors shall create Minutes of the proceedings of each regular and special meeting.
- B.** The Chairperson shall preside over 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 their absence. The Chair-elect shall also serve as Chair of the Association as described in Article Five, Section One.
- D.** The Secretary/Treasurer shall be apprised of all funds received, held, and disbursed by the Association and records kept thereon. The Secretary/Treasurer 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 Secretary/Treasurer shall report annually on the results of the annual audit of accounts. In the absence of the Secretary/Treasurer, the Chairperson or the Chair-Elect of the Board of Directors shall act for the Secretary/Treasurer. Additionally, the Secretary/Treasurer shall prepare the Executive Committee report quarterly in advance of the quarterly Board of Directors meetings.
- 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.

Individual Board members will diligently conduct the business of the board, including duties as assigned by the Board or the Chairperson. When Board members consistently miss, or defer participation in Board meetings, the Chairperson is given the authority to

assess the individual Board member's membership on the COA Board. The Board Chair shall invoke the Executive Committee to review the performance of the Board member in question. If the Executive Committee determines that a Board member's performance has not met COA's expectations, the Board Chair will be advised to send the Board member in question a letter of inquiry or warning. If the Board member in question receives a second review, the Executive Committee has the authority to recommend that the Board Chair request the resignation of the Board member in question, as follows:

The Board Chair shall formally request, in writing, the Board member's resignation. The Board member will have 45 days* to respond to the request. If the Board member does not definitively respond in 45 days, the COA Board will consider the Board member's resignation as permanent.

*The 45-day timeframe accommodates for time periods when the Board member might be on a deployment, TDY, or other official duty that might preclude the Board member's access to effectively respond to the request.

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 at least fifty percent of the current members of the Board of Directors.

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. The standing committees may include, but are not limited to:

Executive, Awards, Communications and Public Relations, Legislative Affairs, Local Branch, Outreach, Constitution and Bylaws, and Retired Officers.

- A. Members of standing committees (including Committee Chairs / Vice-Chairs) will diligently conduct the business of the standing committee, including but not limited to:
- Regularly attending Standing Committee Meetings
 - Participating in Standing Committee projects.
 - Committee Chairs / Vice-Chairs will participate in all board meetings, or regularly communicate with COA board when existing commitments preclude participation.
- B. When standing committee members consistently miss or defer participation in Board and/or standing committee meetings, the Committee Chair is given the authority to review the member's participation [status/role/ position] on the standing committee or Sub-Committee. The Committee Chair and Vice-Chair should mutually agree to a member's removal from the standing committee/sub-committee due to the Officer's performance. Once mutual agreement has been reached, the Committee Chair will inform the Board Chair of the decision to remove a member from the Committee/Sub- Committee.

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 120 days of the close of the previous fiscal year and the results reported promptly to the Board of Directors through its Secretary/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. The proposed assessment shall be voted upon by email 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 vote of two-thirds majority of the Board of Directors during a convened meeting or e-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). 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 Board 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 Board.

All changes to future bylaws would be communicated to the membership through an all-member email, and/or posting in the Frontline newsletter.

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.