



**Standard Operating Procedures
Constitution and Bylaws Committee
Commissioned Officers Association**

This Standard Operating Procedures document contains guidance for managing the national Commissioned Officers Association (COA) Constitution and Bylaws (C&B) Committee as well as guidance on conducting the major activities of the committee. These activities include:

- Reviewing the COA Bylaws every three years;
- Supporting the Local Branch Committee with revisions to COA Local Branch Handbook every three years; and
- Supporting the Local Branch Committee with the review of bylaws for new COA local branches.

Table of Contents

<i>Managing the Committee</i>	3
Committee Composition	3
General Scope of Constitution and Bylaws Committee	3
Updates to the COA BOD	3
Updates to the C&B Committee	4
Letters of Appreciation for Committee Members	4
Hand-off Folder for Continuity of Committee Operations	4
<i>Committee Activities</i>	4
Reviewing the COA Bylaws every three years	5
Supporting revisions to COA Local Branch Handbook every three years	6
Supporting development of local bylaws with new local COA branches	6
<i>Appendix A: Example of Quarterly Written Update to the COA BOD</i>	7
<i>Appendix B: Example Agenda for Committee Update Teleconference</i>	8
<i>Appendix C: Example Certificate of Appreciation</i>	9

Managing the Committee

Committee Composition

Chair

The C&B Committee Chair is selected by the COA Board of Directors (BOD) from among its members. The term of the Chair is at least one year. The C&B Chair is responsible for providing updates to the BOD and C&B Committee members, organizing and facilitating teleconferences, providing recognition to active committee members, and managing the activities of the committee. In addition, the Chair should maintain a hand-off folder to share with the next committee Chair to ensure continuity of committee operations. All of these responsibilities are explained in more detail throughout this SOP.

Vice-Chair

The Vice-Chair is an optional position, selected by the Chair. The Vice-Chair is not required to be a COA BOD member. However, if the Chair is in her/his final year serving on the COA BOD, the Chair should consider working with the COA BOD Chair to identify a Vice-Chair who is a COA BOD member so that she/he can take over the C&B Committee the next year. The Vice-Chair supports the Chair in managing the committee, providing updates to the BOD and committee Members, organizing and facilitating meetings, and managing the activities of the committee as delegated by the Chair.

Administrative Officer

The Administrative Officer is also an optional position, selected by the Chair and need not be a COA BOD member. The Administrative Officer can assist the Chair by taking notes during meetings and developing meeting minutes as well assisting with other administrative tasks as delegated by the Chair.

Committee Members

The C&B Committee is open to any active national COA member. Committee members should attend meetings regularly and volunteer for committee activities as they arise to be considered active members and to receive a letter of appreciation.

General Scope of Constitution and Bylaws Committee

The Constitution and Bylaws Committee is responsible for maintaining accountability of the bylaws that govern the executive operations of the Commissioned Officers Association and its Board of Directors. This committee also provides pertinent updates to the membership regarding the Bylaws including, but limited to, proposed amendments. Throughout each yearly operational period, the committee will meet, as needed, to discuss and draft bylaws changes, discuss non-compliance or other issues, and review new Local Branch draft bylaws. We serve as a consulting body for other COA committees, such as working with the Local Branch Committee on applications for new local branches.

Updates to the COA BOD

The Chair is responsible for providing quarterly updates to the COA BOD. These updates typically take the form of both a written update and a teleconference update. The written update is solicited by the COA Executive Assistant and are typically due one week before the quarterly COA BOD teleconference. An example of a written update is provided in Appendix A. The teleconference updates typically serve to highlight the information in the written

update or to provide additional updates that were not included in the written update. The Chair will receive invitations to the quarterly teleconferences from the COA Executive Assistant.

Updates to the C&B Committee

Updates to the committee members can be provided via email or teleconference, depending on the amount of discussion needed for the given update items. To maintain a good rapport with committee members, the Chair should consider providing updates via teleconference at least quarterly. An example teleconference meeting agenda is provided in Appendix B. The Chair should provide meeting minutes via email to the committee members after each teleconference. As previously indicated, creation and distribution of the minutes could be delegated to the Administrative Officer, if one was selected.

COA no longer provides conference lines for Committee meetings. If the Chair does not have a conference line that can be used for committee meetings, he/she should consider signing up for a conference line from free conference line providers such as Go To Meetings, Join.Me.com, Webex.com, Zoom.com, FreeConferenceCall.com, Rehuddle.com, or Openvoice.com.

Letters of Appreciation for Committee Members

The Chair is responsible for providing Letters of Appreciation to all committee members who are considered active. Consider providing the letters after the end of the COA fiscal year (June 30), giving members ample time to include the Letters in their eOPFs. An example Letter of Appreciation is provided in Appendix C. Note that this letter provides information on the Committee member's special roles and responsibilities. This could be time consuming if you have a large Committee, but it does make the Letters more personal and meaningful to persons reviewing the officers' materials for promotion consideration.

Hand-off Folder for Continuity of Committee Operations

The Chair is responsible for maintaining a hand-off folder to share with the incoming C&B Chair to ensure continuity of C&B Committee operations. While the contents of the hand-off folder are at the discretion of the outgoing Chair, it should contain the following at a minimum: the committee SOP; a roster of current Committee members; previous meeting agenda and minutes; and previous final Word versions of the Bylaws and COA Local Branch Handbook.

Committee Activities

Primary Responsibilities

- Provide Board and members with current and updated Bylaws that are pertinent to the Organization,
- Responsible for communication of information regarding Bylaws.
- Provide reasonable, easy-to-read and understand guidelines or documents that are pertinent to the Association's objectives and goals.
- Respond to all inquiries or requests by the Board or membership in a timely and objective manner.

Throughout this section, there are references to contacting COA staff. All COA staff contact information can be found at <https://coausphs.org/page/ContactUs> .

Reviewing the COA Bylaws every three years

The C&B Committee is charged with reviewing the COA Bylaws. The C&B Committee will meet a minimum of once annually to review the bylaws and ensure compliance. The current PDF version can be found on the COA website's Board of Directors webpage (<http://www.coausphs.org/about/board-of-directors/>).

The steps for revising the COA Bylaws are as follows:

1. Obtain the Microsoft Word version of the most recent COA Bylaws, either from the hand-off folder provided by the previous C&B Chair or from national COA staff (usually the Membership Coordinator).
2. The C&B Chair can either, (1) review the Bylaws with the entire C&B Committee, (2) solicit volunteers from the committee to form a Bylaw Review Subcommittee, or (3) solicit a volunteer from the committee to be sole reviewer. The Subcommittee members or sole reviewer should review the Bylaws and provide feedback to the Chair.
 - The Chair can receive feedback in whatever manner works best for her/him. Previous Chairs have solicited feedback in tracked changes and then collated those tracked changes in a single document to share with the entire Subcommittee for consideration.
 - The Chair can also consider designating a lead member of the Subcommittee to organize the review of the Bylaws and collation of the revisions.
3. Hold a teleconference with entire C&B Committee to discuss and agree upon the revisions suggested in the Bylaws. The C&B Committee should vote on each individual major change separately. There's no need to vote on minor grammatical changes, but major issues such as process changes or name changes should be voted on by the Committee.
 - The C&B Committee should resolve any internal disagreements about changes before sending the bylaw revisions to COA staff (the next step).
4. Send the revised Bylaws with tracked changes to the COA Executive Director, Deputy Executive Director, if applicable, and Membership Coordinator to solicit their comments on the Bylaws revisions.
5. After addressing comments from COA staff, send a tracked changes and a clean version of the COA Bylaws to the COA Board of Directors for their review. The COA Executive Assistant can distribute the document and your instructions for providing comments to the Board.
6. Request that a vote on the revisions be included in the agenda for the next COA Board of Directors meeting.
 - Solicit the vote at the BOD meeting by following Robert's Rules of Order as described on page 5 of this document.
7. Address any comments from the COA Board of Directors that were determined to be necessary to accept the Bylaws.
8. Submit the final version of the Bylaws to the Membership Coordinator so that the Bylaws can be put up for a vote to the general COA membership.
9. If the Bylaw revision is accepted in the general membership vote:

- Send the final Word version to the COA Membership Coordinator so that it can be updated on the website.
- Note that the Bylaws have never *not* been approved by the general membership. In the unlikely event that this happens, reach out to the COA Executive Director for guidance.

Reviewing the COA Local Branch Handbook every three years

The Local Branch Committee is charged with reviewing the COA Local Branch Handbook every three years. The current PDF version can be found on the COA website's Local Branch "Key Local Branch Information" webpage (<http://www.coausphs.org/local-branches/key-local-branch-information/>). C&B Committee provides support as needed with reviewing revisions to the COA Local Branch Handbook.

The steps for supporting revisions to the COA Local Branch Handbook are as follows:

1. Obtain the Microsoft Word version of the most recent COA Local Branch Handbook from the Local Branch Committee Chair.
2. The C&B Chair can either, (1) review the Local Branch Handbook with the entire C&B Committee, (2) solicit volunteers from the committee to form a Local Branch Handbook Review Subcommittee, or (3) solicit a volunteer from the committee to be sole reviewer. The Subcommittee members or sole reviewer should review the Handbook and provide feedback to the Chair
 - The Chair can receive feedback in whatever manner works best for her/him. Previous Chairs have solicited feedback in tracked changes and then collated those tracked changes in a single document to share with the entire Subcommittee for consideration.
 - The Chair can also consider designating a lead member of the Subcommittee to organize the review of the Handbook and collation of the revisions.
3. Hold a teleconference with the entire C&B Committee to discuss and agree upon the revisions suggested in the Handbook.
4. Send the revised Handbook with tracked changes to the Local Branch Committee, COA Executive Director, Deputy Executive Director, if applicable, and Membership Coordinator to solicit their comments on the Handbook revisions.
5. Support additional revisions as suggested by COA Board of Directors.
 - Note that the Handbook revisions do not require a vote of approval from the Board of Directors, so you are simply soliciting their feedback.

Supporting development of, and reviewing, new local branch bylaws

The Local Branch Committee is responsible for advising officers who are interested in initiating a new local COA branch by discussing with them the reason that they want to start a new branch, counseling them on issues related to branch size and inactivity, and help them through the application process. The C&B Committee provides support, as needed, to officers developing their local branch by-laws.

Appendix A: Example of Quarterly Written Update to the COA BOD



National COA Constitution and Bylaws Committee Report

February 2, 2021

CAPT Christine Merenda — Chair

LCDR James Gooch — Vice Chair

Committee Members: CAPT Julie Niven, CDR Peter Chen, CDR Kellie Cosby, CDR Linda Egwin, CDR Michelle Gielski, LCDR Ryan Johnson, CDR Thomas Pryor, CDR Dale Thompson, CDR Michelle Tsai, LCDR David Clopton, LCDR Elizabeth Thompson, LT Ryan Johnson, LT Miranda Shropshire

1. COA Local Branch Initiation Requests

- No new local branch initiation packets under review or pending COA BOD vote.

2. Meetings

- Held teleconference meeting Wednesday, December 9, 2020.
- Otherwise, have provided email updates to Committee members.

3. Current business

- CDR Jessica Feda will review suggested revisions to the COA Bylaws at today's COA Board meeting for discussion and approval.
- CDR Christa Hale provided revised Local Branch Handbook to COA staff. Once their comments have been addressed, the revised Handbook will be shared with COA BOB well in advance of the April BOD meeting to provide ample time for review and electronic discussion before voting on revisions.
- CDR Christa Hale has started the process of developing a Committee Standard Operating Procedure.

4. New business

- The Local Branch Committee provided a list of local branches that are considered potentially inactive. As CDR Hale is already in touch with a number of these branches, this activity will not likely require much effort this year. If additional assistance is needed, CDR Hale will solicit assistance from the C&B Committee members via email.
- If dissolution criteria (new section in COA Bylaws) is approved by the Board, we will work with COA staff to dissolve those local branches that requested or warrant dissolution.

Contact information for National COA Constitution and Bylaws Committee

CAPT Christine Merenda at **@yahoo.com

Appendix B: Example Agenda for Committee Update Teleconference



Commissioned Officers Association of the USPHS

National COA Constitution and Bylaws Meeting Agenda

Thursday August 3, 2017 at 1230 EST

Call in information: XXX-XXX-XXXX Passcode: XXXXXXXX

Committee Leadership: CAPT Christine Merenda (Chair), LCDR James Gooch (Vice Chair)

Committee Members:, CAPT Julie Niven, , CDR Peter Chen, CDR Kellie Cosby, CDR Linda Egwin, CDR Michelle Gielski, , CDR Dale Thompson, CDR Michelle Tsai, LCDR David Clopton, LCDR Elizabeth Thompson, LCDR Ryan Johnson, LT Miranda Shropshire

1. New Branch Initiation Requests

- a. Greater Texas local branch (merging of Greater Texas and Fort Worth local branches)

2. Current business

- a. Local Branch Support sub-committee
- b. COA Bylaws revision data gathering sub-committee
- c. SOP

3. Monthly Meetings – First Thursday of the Month at 12:30 EST, held quarterly or more frequently if needed. We will continue to keep the committee informed by using monthly email updates.

Contact information for Chair, COA Constitution and Bylaws Committee:
CAPT Christine Merenda — ***@yahoo.com

Appendix C: Example Certificate of Appreciation for Committee Members

