

Introduction

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THE BRANCH HANDBOOK

COA is proud to introduce the Branch Handbook to assist our local branches in every concern that we have recorded throughout the years. COA hopes that this guide will be beneficial to all branches including those that are newly established and our larger and developed branches. The handbook is designed to assist you in the management of your Branch.

Although we have tried to anticipate your questions in this guide, we understand that questions may still arise and we encourage your feedback. Enjoy the handbook and please contact us with any comments or suggestions.

Membership Department – COA USPHS

Local Branch Commissioned Officers Association Handbook

INTRODUCTION

This handbook provides information and suggestions that will help in the organization and management of local COA Branches.

Article Four, Section One of COA's bylaws stipulates that neither the National association nor an affiliated local branch may participate in the governance concerns of the other. Furthermore, any affiliation may be cancelled by the unilateral action of either of the organizations involved. Consequently, COA has no authority to tell any branch how to organize, what to do, or how to do it. This handbook simply offers advice on the handling of branch affairs – advice based on the practical experience of innumerable branch officials in all parts of the country. The ideas advanced herein constitute sound guidance for the organization and management of a typical branch.

Mission Statement

“The Commissioned Officers Association of the U. S Public Health Service is committed to improve the public health of the United States, support Corps officers, and advocate for their interests through leadership, education, and communication.”

Chapter One:

National & Local COA

Section One

National COA

In meeting COA's commitments, the organization's activities include: the provision of comprehensive member services; implementing public representation and advocacy; administering education and training for health professionals; conducting studies and research; and collaborating with related organizations and the broad dissemination of public and professional information.

The Commissioned Officers Association (COA) of the U.S. Public Health Service is a National organization of individual members who draw primarily from the active, retired and inactive reserve components of the Commissioned Corps of the U.S. Public Health Service. The eighteen member board of directors elected by the membership controls and directs the overall affairs of the association. A paid professional staff headed by the Executive Director of COA acts for the board in conducting the routine business of the organization.

While the actual founding date of COA is unclear (some records show an informal organization dating back to the early 1900's,) on October 16, 1951, COA officially commenced operation under the direction of a group of active duty Commissioned Officers.

COA is a non-profit organization incorporated under the laws of the state of Maryland. COA is also a tax-exempt organization under Section 501(c) (4) of the Internal Revenue Code, hereinafter referred to as "the Code." This tax exemption does not extend to COA branches (see the discussion in Section Three of Chapter Two on income tax exemption.)

Functions of the National Office

Membership Services Department

The Membership Services Department serves as the point of contact at COA headquarters for all branches. The Department's responsibilities are to foster communications, generate close cooperation between the National association and branches, and provide all possible assistance to individual branches. The Membership Services Department performs these primary functions:

- Provides guidance and assistance in the formation of new chapters.
- Provides information and suggestions to help in the organization and management of branches, primarily through the *Branch Handbook*, occasional membership memos, the "Branch News" section of FRONTLINE and the COA website (www.coausphs.org).

- Provides for the availability of such items as Branch President certificates, current member lists and other items requested by the local branch.

Visits by National Representatives

It is essential that members of the National COA organization periodically visit COA branches throughout the country to keep in touch with the membership. These visits are subject to understandable limitations on travel funds and the availability of National officials. To visit the greatest number of branches without exceeding the travel budget and imposing unduly on the time of National officials, COA has established the following general policies:

Priority 1: Branches needing help to reinvigorate their membership. This is especially true for Branches about to disband due to flagging interest.

Priority 2: Branches not recently visited.

Priority 3: Any Branch that requests a visit.

When National officials travel to certain parts of the country, they will try to visit several branches in that area within a few days. COA generally requires at least one, and preferably two months advance notice to set up such visits. **All travel expenses are borne by the National association.**

COA Logos

The Commissioned Officers Association logo appears below:

Any COA local branch can use the logo on the following kinds of items, provided such use is in line with the purposes of the branch and National association (when in doubt, contact the National association):

- Printed material, such as letterheads, newsletters, meeting notices, special bulletins, membership cards and meeting programs.
- A flag or banner for the branch's use.
- Individualized awards such as plaques, trophies and certificates.

Under no circumstances can a COA branch use the logo in connection with the promotion of a commercial enterprise or a political candidate. Furthermore, the logo should not be used on any commercial items without advance approval from the National COA. Refer doubtful cases to the National association.

COA's Membership Services Department will, upon request, provide both a hard copy and electronic version of the logo for reproduction by a branch.

Section Two

Local Branches

Branches

COA's bylaws provide for the creation of local branches. Such branches are independent, self-governing

and self-supporting organizations of COA that affiliate with National COA for the purpose of cooperation and mutual support. The COA Resolutions Committee reviews applications for branch recognition and makes a recommendation regarding such applications to the COA Board of Directors for approval/disapproval.

Terms of Affiliation

As prescribed in Article Four of COA's bylaws, the terms of affiliation between a local branch and National COA are as follows:

- An application for affiliation must be submitted by the branch and approved by the National board of directors.
- The affiliation is for the purpose of cooperation in furthering the mission of COA.
- Neither organization is authorized to participate in the organizational or managerial concerns of the other.
- Either organization can cancel affiliation by unilateral action.
- The National association encourages branches to furnish recommendations and the National association will request assistance from branches as circumstances indicate.
- Branches may send a designated representative to attend a meeting of the National board of directors. On behalf of the local branch, the designated representative may submit recommendations for consideration by the National board of directors.
- A requirement of branches affiliated with the association is to incorporate in their bylaws a provision that all members of the local branch shall maintain membership in the National association.
- Each branch is assigned a liaison representative from among the board of directors whose duty shall be to maintain communication with the members of the branch. The liaison has no responsibility to represent any branch in any vote on the board of directors.
- 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 are subject to review and approval by the association.

Chapter Two:

‘Branch Fundamentals’

Section One

Establishing a New Branch

Getting started

The motivation for establishing a new branch comes from a variety of individuals. A local branch might be both desirable and viable for a group of officers living in an area not covered by a COA branch. A few members of a large, well-established branch might see advantages (particularly geographic) in forming a new branch by splintering off from the old one.

Regardless of where the idea originates, ***COA members living in the area must actually organize the new branch***. No COA official can insert or impose a new branch in a certain location. Officers in that area must want a branch and exert themselves to form one. National officials provide guidance and assistance, but they only support the organizing effort; not lead it.

A group of COA members desiring recognition as an affiliated branch of the Commissioned Officers Association may at any time submit an application for branch recognition. (*See the “Terms of Affiliation” discussion at the end of Chapter One, Section Two.*)

The COA office accepts the application and forwards it to the Chair of the COA Resolutions and Constitutions Committee, who assigns the application to either a subcommittee of the Resolutions and Constitutions Committee for review or to the full Resolutions Committee at his/her discretion. Upon review of the application, the subcommittee or full committee votes on a recommendation which the COA board receives for consideration at the next regularly scheduled board meeting.

Criteria

In considering an application for branch recognition, the following criteria shall be applied:

National COA Bylaws: An application for membership must include a statement that the applicants read

and familiarized themselves with the National COA bylaws, including Article Four that addresses the subject of local branches.

Members: There is no longer a minimum number of members required for branch recognition, though the ability of a group of officers to sustain the branch based on the number of National COA members who have agreed to join the petitioning branch is a factor. All applications must include a list of officers who plan to join the new branch.

Location: COA encourages cooperation, not competition and while there is no specified distance between branches, the petitioning branch should demonstrate that its central location (locus of the majority of its members) is not an easy drive to the central location of an existing branch. Applications for branches that are within 30 miles of an existing branch must include a statement that the existing branch president was notified of the new branch and the existing branch approved or objected to the formation of a new branch. The approval or objection of the existing branch will be a relevant (but not dispositive) factor.

Bylaws: An application for branch recognition must include a proposed set of branch bylaws (sample Appendix A.) As required by Article Four, Section Four of the National COA bylaws, the bylaws of each local branch must incorporate in its bylaws a provision that all members of the local branch maintain membership in the National Association. Also included in the bylaws must be a statement that the local branch shall not hold itself out as an agent of the association without the express written consent of the association (see Article Four, Section Six of the National COA bylaws.)

Organizing Process

To accomplish the process fairly effortlessly and rapidly, follow these informal steps:

Phase 1: The Initial Organizing Meeting. From among its own members, the organizing committee should select a chairperson, secretary, and treasurer to serve until the installation of elected officers.

The organizing committee should inform the National COA's membership department of the effort. The committee should provide information on the contemplated branch area and a tentative development plan with a name, address, e-mail address and telephone number for a point of contact.

The organizing committee should request from the membership department a computer printout of the names and addresses of COA members in the contemplated branch area which becomes a principal list of potential branch members.

About three weeks before the first organizing meeting, the committee should mail a promotional letter to all potential members. This letter should note some ways a local branch will serve officers (active, retired and inactive reserve) in the area. The letter

should invite all potential members to the first meeting to discuss the pros and cons of proceeding.

If the organizing committee believes it would be helpful, the chairperson should invite the president of a nearby branch to attend and participate in this first meeting.

In the initial organizing meeting, the presiding chairperson of the organizing committee should explore the reasons for establishing a local branch. The group should make a decision whether to proceed. If the decision is yes, take these actions:

- Reach a tentative agreement on a branch name, the branch's geographical area, and the amount of dues for the balance of the calendar year.

- Authorize the organizing committee to draft proposed bylaws (see Appendix A.)
- Form a nominating committee to prepare a proposed slate of prospective officers for the current calendar year and submit in writing to the secretary of the organizing committee. This slate should conform to the branch organization as prescribed in the proposed bylaws. If the individuals have less than six months to serve in the current year, it is reasonable to have their terms extend through the following year.

Phase 2: Second Organizing Meeting. About three weeks before the second organizing meeting, the organizing committee should mail another promotional letter to all potential members, not just those who attended the first meeting. This letter should attempt to develop interest in the proposed branch and provide a brief status report on the project. Also enclose a copy of the proposed bylaws and proposed slate of officers and directors. Urge potential members to attend the next meeting for formal branch establishment.

The secretary of the organizing committee should preside at the second organizing meeting. Three important items of business should be transacted:

- Approve the branch's bylaws.
- Elect the proposed officers and directors.
- Authorize submission of an application for affiliation with the National association.

In addition, attendees who are not COA members should have the opportunity to submit membership applications along with initial dues payments (note that subsequent dues payments will be made directly to the National office in conjunction with the annual dues renewal process).

Following the meeting, the organizing committee chairperson should submit a written application for affiliation with the National association. The application should include the following:

- A copy of the proposed branch bylaws.
- A list of elected officers, addresses (mail and e-mail) and telephone and fax numbers.
- A list of members as of that date.

Once the board of directors of National COA approves the application for affiliation, the branch can begin holding regular meetings.

Financial Assistance by National COA

The National association reimburses a newly established branch for necessary and reasonable organizing expenses of up to \$250.

Typical expenses for reimbursement include the cost of stationery, printing and mailing, and some minor incidental expenses such as coffee for organizing meetings. Normally, the treasurer of the organizing committee pays for the expenses and after the branch application receives approval, the treasurer submits one reimbursement claim to National COA. Except when specifically authorized in advance, other than the chapter itself, no person or organization is entitled to reimbursement by the National association for expenditures in connection with the establishment of a new branch.

Section Two

Branch Organizing

Mission

A branch's bylaw mission should be set forth in its bylaws. The bylaws suggested in Appendix A specify, to the extent feasible, these purposes:

- To promote the mission of the Commissioned Officers Association.
- To foster relations among retired, active, inactive Commissioned Corps members.
- To protect the rights and interests of personnel of the PHS Commissioned Corps and their family members and survivors.
- To serve the community and the nation.

Name

Select a branch name carefully; keep it short and simple. Consider keeping the name indicative of the branch's location. Avoid, by implication, laying claim to an unduly large geographic area (otherwise conflicts might arise with existing or future branches nearby). Finally, make sure the majority of members agree on the acceptability of the branch name.

Address

Each branch should have a permanent mailing address. Usually a post office (P.O.) box is best, although it entails a modest expense. A permanent mailing address helps prevent any interruption of communications when new branch officers assume their duties. A P.O. box eliminates the need to obtain new letterhead (if the branch uses its own letterhead) when officers change and the secretary should check it frequently.

Area Demographics

The branch area is the geographic territory within which the branch normally draws its members. However, individuals living outside the established branch still remain eligible for membership.

Some factors in considering establishment of a branch are: geographical features such as rivers and mountains; urban areas; state, county, and city boundaries; density of the COA member population; proximity of other branches; and presence or absence of a specific PHS duty-station location.

The National association is not authorized to play any role in limiting the branch area. If two branches are near one another, they should work together to reach an agreement on a definitive line of demarcation for recruiting purposes. In any event, individuals are free to join any branch of choice.

When the National association provides a computer-generated list of COA members to a branch for use in member solicitation, on paper or electronically, COA arranges the names and addresses by ZIP code. To help produce such lists, each branch should keep the Membership Department advised of the ZIP codes in its branch area by the proper numerical sequence, for example: 40301-40302, 40646-40487, 40500-40599.

Membership Count

The National association imposes no restrictions on the size of branches. Branches vary in size from fewer than twenty members to more than one thousand. It is difficult to generalize about the optimum branch size and practical lower and upper limits. However, experience demonstrates that branches with fewer than twenty members (there have been several) have great difficulty maintaining viability and undertaking activities. In addition, very small branches often struggle with identifying “volunteer” leaders which greatly challenges their ability to remain viable.

Section Three

Operating Considerations

Advice of Counsel

The suggestions contained in this Section are intended to serve as preliminary guidance only and not as legal advice. In instances involving questions related to taxes, incorporation, and other legal matters, branches are urged to seek proper legal advice.

Incorporation

National COA recommends every branch incorporate as a nonprofit organization. This is not a legal requirement and many COA branches that have not incorporated exist without difficulty. An incorporated branch is recognized as a legal entity – a “person” – empowered to enter into and enforce contracts; to acquire, own, and dispose of property; to make investments; and to sue and be sued. Corporate status provides for the legal continuity of the branch and it generally, though not always, protects individual officers, directors, and members from financial liability for the branch’s acts.

In view of the complexity of state laws governing this matter, any branch considering incorporation should obtain legal advice from an attorney licensed to practice law in the state of location. Usually the incorporating process is not especially difficult or lengthy. Articles of incorporation – sometimes known as certificates of incorporation – must be drafted, signed by the number of incorporators, prescribed by state law, and filed with the designated state official, usually the secretary of state. Certain filings and registrations require fees.

A branch’s articles of incorporation are separate from its bylaws but the two documents should be consistent with one another. The articles of incorporation should provide just enough information on the branch to satisfy the state’s legal requirements; the bylaws, which are in effect the branch’s “constitution,” should prescribe the branch’s organization and *modus operandi* in considerable detail.

Most states require organizations of corporate status to file an annual report which sometimes entails a small fee. Failure to file could result in the involuntary dissolution of the corporation and/or the imposition of financial penalties.

Income Tax Exemption

Local branches with gross receipts in each taxable year of not more than \$5,000 are not required to file IRS Form 1024 to obtain exempt status. In other words, such branches are tax-exempt without any additional steps. National COA recommends that every branch, even those branches not required to file with the IRS, seek to obtain exemption from federal income tax under Section 501(a) of the Internal Revenue Code.

IRS Publication 557, *Tax-Exempt Status for Your Organization*, sets forth procedures for obtaining exemption recognition, annual filing requirements, and other information. IRS Forms Distribution Center supplies free copies by calling (800) 829-1040. Also, these forms and publications are available electronically from the IRS website www.irs.gov. An application on IRS Form 1024 should be filed with the appropriate IRS district director. The branch should seek recognition of exemption under Section 501(c) (6) of the Code “as a professional organization to promote the common business purpose of members.”

Although the National association is a tax-exempt organization, because the National association does not control the branches, COA is not eligible for a group exemption letter. Each branch must submit its own application to receive exemption.

More Tax Exemptions

Any branch with tax-exempt status but gross receipts of more than \$25,000 – this is highly unlikely – is required to file an annual information return on IRS Form 990 on or before the 15th day of the fifth month after the end of the accounting period – May 15 if the return covers a calendar year. A branch with tax-exempt status and normal gross receipts of \$25,000 or less is not required to file a federal return, but may be required to file a one-time information statement to certify its annual income level.

There are filing requirements for branches, whether tax-exempt or not, with unrelated business income of \$1,000 or more. Unrelated business income is the gross income derived from any trade or business that is regularly carried on and does not substantially relate to the organization’s exempt purpose or function. If your branch sells PHS or Commissioned Corps memorabilia, for instance, revenue from those sales would not relate to the purposes for which the branch was granted tax-exempt status by the IRS. Income of \$1,000 or more must be reported on Federal Form 990-T, *Exempt Organization Business Income Tax Return*. Note, however, that interest and dividend income earned by tax-exempt organizations is not subject to tax.

Benefits of Tax Exemption

Special bulk mailing authorization from the U.S. Postal Service is one major benefit of tax-exempt status.

Special Postal Rates

Postage is a major operational expense. It is generally to a larger branch’s advantage to obtain an authorization to mail at special bulk third-class rates, which are less than regular bulk-third class rates and are a great deal less than first-class rates.

The branch must file an application for authorization, Form 3624, “Application to Mail at Special Bulk Third-Class Rates,” at the post office at which it wishes to deposit mailings. The application should identify the branch as a professional organization and include evidence that the branch is non-profit. A certificate of exemption from federal income tax, if available, should accompany the application. Though not required to qualify for special bulk third-class rates, the Post Office considers this evidence of qualification for preferred postal rates.

Savings from special bulk third-class rates are offset somewhat by an annual bulk mailing fee to be paid by the branch at or before the time of its first mailing each calendar year. This fee is separate from the fee paid for a permit to mail under the permit imprint system.

Any mailing at bulk rates must consist of not less than two hundred identical pieces (or a quantity of not less than fifty pounds of identical pieces). Additional information concerning bulk mail can be obtained from local postal authorities. However, even with fewer than two hundred members, branches recognize significant savings on postage costs once they obtain a special nonprofit bulk-mailing permit. Branches can meet the minimum two hundred piece requirement by adding to each mailing the names of National COA members who reside in the area but are not branch members. This practice provides an enhanced recruitment capability in addition to lowering the overall postage costs compared with first-class rates.

Political Activity

As a condition of its tax-exempt status, the National association can not engage in partisan political activity. Any similarly exempt branch must recognize that such activity on its part may jeopardize its tax-exempt status. Lobbying, however, is different from supporting a political candidate or party. Lobbying, a permitted activity, is “communicating with a member (or the member’s staff) of a local, state, or federal legislative body for the purpose of influencing the member’s vote on specific legislation.” “Grass-roots lobbying,” another permitted activity, means communicating with members of the public in an effort to influence the votes of members of a legislative body.

COA encourages involvement, **as individuals (not in their official, PHS capacity)**, in the political process and to lobby their elected representatives concerning issues of importance. To this end, the National association strives to keep its members informed regarding the important issues of relevance to the Commissioned Corps.

Stationery

Every branch, regardless of its size, should use letterhead for all official correspondence. A letter from a branch president inviting a prominent person to speak at a dinner meeting or urging a congressional representative to support a legislative proposal is more apt to make a favorable impression if it is typed on good paper with a well-designed letterhead. A person receiving a letter from a branch official often has no way of judging the organization other than by the appearance and the letter’s content.

Admittedly, cost is a consideration, particularly for small branches with limited resources. In such a case, the letterhead could show only the branch’s name and address, omitting any listing of current officers to allow continuation of the letterhead’s use when new branch leaders take office.

The National association does not attempt to standardize letterheads for all COA branches to avoid infringing on branches’ independence, nor is a common layout possible given the variation in branch names. However, here are a few suggestions to assist branches in designing their own letterhead:

- Use standard business-size paper: 8 ½ by 11 inches.
- Always give the branch’s full name and complete mailing address, plus ZIP code.
- Indicate the branch’s affiliation with the National association by using one of the following references:

THE (FULL NAME OF) BRANCH

The Commissioned Officers Association of the U.S. Public Health Service

THE (FULL NAME OF) BRANCH

An affiliate of the

THE (FULL NAME OF) BRANCH

Affiliated with the Commissioned Officers Association of the U.S. Public Health Service

- Emphasize the branch's name. Always present it in type that is larger and bolder than the name of the National association. Otherwise, a branch might give the impression of having been originated by National COA.
- If desired, use the COA logo in the letterhead layout. (See discussion of the COA logo in Section One of Chapter One.)

Note: Many computer software programs come with letterhead templates that branches can customize with their own information.

Membership Information

In keeping membership information, COA encourages branches to establish databases on personal computers to simplify the maintenance of their membership information. Ideally, this is the best way to maintain the information.

This allows easy transference of information to the National COA in updating its data files. Providing branches with accurate lists of potential branch members depends on the receipt of current and accurate information from the branches on a periodic basis. The preferred format is through e-mail attachment containing an ASCII (text) file with comma delimiters in a standard form. Structure the information as follows:

Member Number

Last Name, First Name, M.I.

Suffix (e.g., jr., sr.)

Address, City, State

ZIP (5)-ZIP (4)

Rank, SSN

Phone, Fax

E-mail

Virtually any text editor, word processor, spreadsheet or database management system can create an ASCII file. Usually it is done with the "Export" or "Save As" command. COA can furnish recently initiated branches with disks containing branch information to implement a database.

Some COA branches also periodically publish a membership directory though often costly and not essential because the National COA currently maintains, in the member's only section of its website, a directory accessible by all COA members. However, a branch wishing to publish a directory can partially or wholly

offset the cost of publication by including paid ads or finding a commercial concern, such as a bank or a savings and loan association, willing to subsidize the project in the interest of public relations. The most important part of any directory is an alphabetical listing of members. Some other items for possible inclusion, depending on the scale of publication, are:

- A list of elected and appointed officers, directors, and committee chairpersons.
- Photographs of elected officers.
- A message from the president.
- A brief history of the branch.
- A list of past presidents.
- A brief description of branch programs and activities.
- Branch bylaws.
- A list of National, state and local government officials with addresses and telephone numbers (and e-mail addresses if available).

Note: To protect members' privacy, every membership directory should include the following caveat:

This directory is published for the personal information and use of branch members and their spouses. It must not be used for any type of solicitation or for any other purpose not in the best interests of this branch and individual members. Care should be taken to keep this directory out of the possession of any person or organization that might misuse it.

Membership Cards

Issuing branch membership cards is not recommended. They serve no real purpose and impose an unnecessary expense and administrative burden on the branch.

Liability Insurance

Tort liability for non-profit organizations – including COA branches, whether or not they have incorporated or declared tax-exempt by the IRS – is almost exclusively a matter of state law. The scope of protection offered to uncompensated directors and officers by state laws varies greatly. Many apply only to claims of property damage or personal injury and not to other types of conduct, such as libel or slander. Some provide immunity only for uninsured risks while others do not protect uncompensated directors against claims of gross negligence (as contrasted with simple negligence).

Although it enjoys limited statutory protection, a branch's board, nonetheless, retains its duty to conserve and protect branch assets. This duty is best approached through the concept of "risk management," which starts with "risk identification." That is, asking what the branch does that might result in a lawsuit. While insurance brokers and attorneys can assist, certain common sense questions come readily to mind:

- Are alcohol and/or automobiles (proven risk enhancers) regular features of branch activities?
- Does the branch meet regularly in the same location, where the surroundings are familiar, or do members enjoy regular changes in scenery?

- Are branch activities relatively sedate or are they adventurous (and risky)?
- Do some members provide transportation for other members as a courtesy?
- Is there a designated-driver policy? If so, is it followed?
- Are there internal controls on handling cash money?

Once identified, analyze a risk to determine whether to eliminate or reduce the activity to an acceptable level. If it cannot be eliminated or reduced, obtaining insurance is an attractive option. Any branch wishing to purchase liability coverage should start with a local, independent insurance agent, ideally one who specializes in serving nonprofit organizations. Look for them in the yellow pages under the “Insurance – General Liability” heading.

Some branches have questioned the availability of a group policy established by the National association. Due to COA’s lack of National control over local branches availability of such a policy is doubtful.

Finally, the Nonprofit Risk Management Center developed a website with multiple suggests, resources, and advice for nonprofits. The online advice site is found at www.nonprofitrisk.com/advice/advice.htm. Also, a publication catalog is offered that publishes many types of texts dealing with nonprofit concerns. The publication page can be found at www.nonprofitrisk.com/pubs/pubs.htm.

Section Four

Branch Governance

Possibilities

There are several ways to effectively organize a Branch. While the suggested bylaws (Appendix A) contain one successful structure, it is not the only option. The discussion in this section, however, is based on Appendix A’s organizational structure.

Governing Body

The President, Vice President, Secretary and Treasurer compose the elected officers of the Executive Committee, which functions essentially as a Board of Directors. Elected annually or biennially by the members at an annual meeting, the elected officers should reflect the composition of the membership by rank, gender, etc. Annual and biennial elections both have their pros and con’s. Biennial elections give the Executive Committee more continuity and simplify the process of conducting Branch business. Still other options remain, such as changing one-half of the elected officers each year (rather than the entire slate,) which provides for a measure of continuity and also eases the nominating committee’s task in obtaining suitable and willing nominees.

In directing Branch affairs, the Branch’s Executive Committee is empowered to act for the membership. For important questions such as determining annual dues and establishing positions, the membership should decide, but the Executive Committee takes the final action on all routine matters. Thus, most of the Branch business is transacted at Executive Committee meetings, not Branch meetings. However, the Executive Committee is not authorized to adopt resolutions or establish positions in the name of the Branch.

Normally, the Executive Committee holds monthly meetings, even if the branch meetings are less frequent

and during these meetings the president chairs all executive committee meetings. The branch newsletter (if one is published) reports to the membership any proceedings of general interest from the meeting or the president reports on these proceedings at the next regularly scheduled branch meeting.

Chairpersons of all standing committees should participate at executive committee meetings but are not entitled to vote, unless otherwise qualified.

Elected Officers

The elective officer positions below must be filled by National COA **current** members:

- President
- Vice President
- Secretary
- Treasurer

The membership elects officers at a scheduled meeting. The installation of these newly-elected officers should take place at the next branch meeting immediately following.

Section Two

Officer Positions

President

Any branch's success hinges on the president's leadership. The president must chart a course for the branch, stimulate new programs and projects, and appoint effective committees for all activities. The branch president's selection is, therefore, critical. The president's principal duties are as follows:

- Serve as the branch's chief elected officer.
- Preside at meetings of the branch and the Executive Committee.
- Appoint all standing and special committees.
- Serve as an ex-officio member, with right to vote, on all committees except the nominating committee.
- Communicate to the branch or the executive committee information or proposals which, in the president's opinion, would help in achieving the purposes of the branch.
- Serve as the branch's principal contact with the National board of directors and attend the National association's annual meeting of the assembly if at all possible.
- Perform other duties necessary to the office of the president.

Terms

The suggested bylaws in Appendix A do not limit the number of consecutive terms a president may serve. Though a branch can certainly include a provision addressing term limitations of a president. Whether it is in the branch's best interest for one individual to serve two or more consecutive terms as president is open to question. Certainly there are former and present branch presidents who have served their organizations with great dedication and energy for several years. As a general rule, having an interested and competent individual as president is more important than following a routine that directs elections at specified time periods. However, there are distinct benefits of having regularly scheduled elections and installing new leadership at specified intervals. Branches and their executive committees must decide independently what's best for them.

Vice President

The vice president prepares to assume the duties of president if the president vacates the position temporarily or permanently.

The vice president serves as an executive committee member and performs any duties the president assigns. A common and highly recommended practice is for the vice president to serve as chairperson of one of the more important standing committees; for instance, the membership committee.

Some branches follow a policy, which has much merit, of grooming selected members for president by advancing them upward through a sequence of offices. For example, one year an individual serves as vice president and the next year occupies the office of president. The suggested bylaws in Appendix A do not provide for this practice but it could be easily included. Under such a practice, by the time the person assumes the presidency, he or she would be more familiar with the branch's programs and operations.

If the branch follows this policy, the nominating committee takes great care in the

selection a vice president, recognizing that the elected candidate will eventually assume the position of branch president.

Secretary

The secretary is a key individual in the functioning of a branch. With the position's numerous responsibilities, the workload is heavy and the secretary's performance directly affects the branch's success in all activities. The secretary's principal duties are as follows:

- Provide to the membership timely written notification of all annual, regular, and special branch meetings (generally by means of the branch newsletter.)
- Maintain a record of all proceedings at branch and executive committee meetings.
- Provide to executive committee members timely written notification of all meetings of the committee.
- Provide updated information on branch officers to National COA using the form provided at Appendix B.
- Maintain an accurate listing of all branch members.
- Prepare any correspondence required.
- Maintain correspondence files for the branch.

- Prepare any reports and returns that might be required of the branch by law.
- Safeguard all important records, documents, and valuable equipment (such as U.S. and PHS flags) belonging to the branch.
- Perform other duties commensurate with the office or as might be assigned by the executive committee or president.

When the secretary's workload is particularly heavy, as in the case of a large branch, the president should consider designating another individual to function as assistant secretary.

Treasurer

The treasurer's principal duties are as follows:

- Maintain a record of all monies received and expended by the branch.
- Make disbursements authorized by the branch or executive committee.
- Deposit all sums received in a financial institution approved by the executive committee (See Chapter Four: Finances).
- Make a financial report at branch meetings.
- Recommend to the executive committee, whenever appropriate, new or revised financial policies.
- Recommend to the executive committee for approval, a budget for each calendar year.
- Recommend to the executive committee, whenever necessary or appropriate, changes to the approved budget.

The funds, books, and vouchers maintained by the treasurer are subject to inspection and verification by the executive committee which can include a formal audit. Audits should be performed every four years or whenever a new treasurer is elected. The treasurer can be bonded at the discretion of the executive committee but this precaution is normally not necessary.

Chapter Three:

Meeting & Activities

Section One

Meeting Ideas

Conforming to Members' Desires

Any plans for branch meetings and other activities should reflect members' preferences. However, no activity or the frequency, type, time, and place of the meetings can please the entire membership. Therefore, the goal should be to please as many members as possible.

In the case of a recently established branch, an easy and effective way to determine members' desires is to distribute a questionnaire. Even after a branch is well established and its patterns set, occasional use of a questionnaire can give branch officials revealing and helpful information about the possible changing preferences of members.

All too often, though, the rate of return on a questionnaire distributed by mail is disappointingly low, particularly when it calls for a good bit of writing. It might be more productive to construct a relatively short questionnaire with a few yes/no or multiple choice questions and then to take 10 minutes or so out of a branch meeting for those present to complete it or consider a mass e-mail to distribute.

Frequency of Meetings

There are no clear rules regarding frequency of meetings (unless prescribed in the bylaws). Whatever the frequency, a branch should plan them on a certain day, at a certain time (e.g., 4:00 p.m. on the last Thursday of January, April, July and October).

A regular schedule definitely enhances attendance because members can rely on a scheduled time and place.

Types of Meetings

Social Meetings

A popular type of branch meeting is a dinner meeting for members, spouses, and guests. A social hour followed by a guest speaker usually precedes dinner.

A less common form of branch meeting is a luncheon meeting. This event sometimes involves members, spouses, and guests, though other occasions call just for members. A social hour is customary before the meal and often includes a guest speaker.

These types of meetings are mainly social in nature with occasional business matters raised from time to time. A branch, however, must attempt to spice up its program of activities every now and then to encourage attendance.

Business Meetings

Though not required in branch bylaws, branches should consider annual meetings at different times (the sample bylaws, Appendix A, does not include a required annual meeting). This is clearly a business meeting, as opposed to the social meetings discussed above. In addition, Branches may need to plan regular or special business meetings from time to time to deal with important issues.

There is nothing wrong with planning an annual or other business meeting in conjunction with a social function, but it would be advisable to first have one, then the other. Probably the best plan is to schedule the business meeting first with only members present, followed by a social function.

Following is a suggested order of business for an annual or regular business meeting:

- Call to order
- Invocation
- Pledge of allegiance to the flag

- Reading, correction, and approval of minutes of previous meeting
- Reports of officers
- Reports of standing committee chairpersons
- Reports of special committee chairpersons
- Unfinished business
- New business, including (for an annual meeting) the election of officers
- Announcements
- Adjournment

The order of business for a special business meeting should consist only of the call to order, consideration of the items of business stated in the notice of the meeting, and adjournment.

The current edition of Robert's Rules of Order Newly Revised, unless they are inconsistent with the branch's bylaws or any special rules of order adopted by the branch, should govern the conduct of business.

Typical Problems Faced by Branches and Possible Solutions

The ability to attract members to a meeting varies from location to location. While the problem is more acute for smaller branches, simply because of the limited number of people to draw from, it also affects larger branches. Below are some of the problems branches experience and some suggestions for ways to deal with them:

Branch members are spread out, resulting in poor communication and poorly-attended meetings.

Solution Ideas

- Vary the locations of the branch meetings.
- Vary the frequency of the meetings (but follow the minimum as prescribed in the bylaws).
- Organize a conference call to connect those remotely located into the meeting by phone.
- Appoint representatives responsible for communicating information and updates to officers in their designated area.
- Prepare a newsletter for distribution among branch members.
- If available, use e-mail network to provide information and promote contact with members.

Lack of interest among local branch members

Solution Ideas

- Survey local members to find issues of interest and concern (obtain speakers/plan events to address these issues).
- Plan social/community events and include spouses and family members.
- Involve retired officers in meetings, events, and speaking engagements.
- Participate or sponsor community-wide activities.
- Emphasize the importance of COA membership and participation in activities.

High officer turnover rate in a geographic area

Solution Ideas

- Prepare materials for newly-transferred officers to orient them with the area and the local branch.
- Reach out to newly-transferred officers by personally inviting them to meetings and events.

Suggestions for Branch Meeting Topics

As mentioned above, meetings can occur for business or social purposes, or a combination of both. Branches are sometimes looking for ideas for special topics, guest speakers, etc. to enliven a meeting. Below are some suggestions:

COA Membership/Benefits Overview

Possible speakers

- COA Executive Director or Board Member
- Account Executive for A.G.I.A., Inc., COA's insurance program administrator (call COA's Membership Department for assistance in making arrangements.)

Hints: (1) Provide COA representatives with a list of topics and points of interest and concern prior to their arrival so they can prepare any specific material; (2) Arrange insurance presentation (s) in conjunction with a financial planning, retirement, or "new officer" seminar.

Health Care for officers & dependents

Possible speakers

- Beneficiary Medical Programs representative from Program Support Center
- Local Uniformed Services facilities
- Area TriCare contractor

Hints: (1) View TriCare video available from COA (can also provide brochures & handouts); (2) Prepare list of questions for PSC representative; including discussion topic such as current downsizing, base closure.

Space-A Travel – possible speakers to include local officers who have used Space-A.

Hint: Discussion could include tips for traveling.

PHS History & Agency information

Possible speakers

- Dr. John Parascandola, PHS Historian (301-443-5363)
- RADM Fitzhugh Mullan, (Ret.), Author of *Plagues & Politics*
- Agency representatives or Agency liaisons
- Retired officer members

Hint: COA can provide a video of *Plagues & Politics* and provide the books for sale.

Survivor Benefits

Possible speakers

- Representatives from Program Support Center
- Representatives from the Veterans Administration.

Local Military Facilities (Available Services)

Possible speakers

- Representatives from local military installation

Notes: Officers frequently ask about the availability of military legal services.

Red Cross – PHS relationship

Possible speakers

- PHS – Red Cross liaison
- Red Cross representative

VIP presentations

Possible speakers

- Representative from the Surgeon General's Office
- Chief Professional Officer (s)
- Regional Health Administrator (s)

PHS awards

Possible speakers

- Awards Coordinator
- Agency Awards Coordinator (s)

Chapter Four

Section One

Financial Advice

Financial Independence

Every COA branch is an independent, self-governing and self-supporting organization. National COA provides no financial assistance.

Bank Account

All branches should have in place an interest-bearing business checking account in the name of the branch and install the Treasurer and President (and other officers as desired) with signature authority.

Operating Costs

A branch's operating costs depend on the size of the branch, the nature and extent of its activities, and various other factors. Here is a list of items to consider in estimating operating costs:

- Banking fees for a branch bank account
- Procurement of stationery, forms and other supplies needed for administration
- Rental of a post office box
- Annual bulk mailing fee
- Postage
- Long-distance telephone charges
- Printing costs (e.g. bylaws, membership directories, membership solicitation materials, newsletters)
- Token gifts for guest speakers
- Special branch activities
- Scholarship grants or contributions
- Flowers for ill or for families of deceased members

Sources of Funds

To meet operating expenses, branches rely almost entirely on the annual dues paid to them by members, though some branches also may have some slight investment income. As a general rule, however, branches should try to have some type of moneymaking project to augment dues income. In this regard, branches can raise additional funds by doing some of the following:

- Conducting raffles and/or selling chances.
- Setting prices for meals so as to make a small profit.
- Selling advertising space in the newsletter (money received from this activity is unrelated business income under the Internal Revenue Code).
- Selling soft drinks or food items at local community functions.

Dues

Each branch sets its own dues. These are entirely separate from the dues paid for membership in the National association and are not deductible under the Internal Revenue Code. Most branch dues range from nothing to ten dollars per year.

The National association, as a service to local branches, collects local dues payments from COA members in conjunction with the annual collection of National dues. This service is designed to alleviate the burden that would be imposed on the local branches if they were required to contact and collect dues from all of their members. The only compensation received by the National association for this service is the retention, by the National association, of any interest that might accrue during the time the money is held between distributions.

The National association will distribute the dues collected on behalf of each branch upon request.

Appendix A

Suggested Bylaws

Bylaws of the
_____ Branch
of the
Commissioned Officers Association
of the
U.S. Public Health Service, Inc.

Article One - Name

This organization shall be known as the _____ Branch of the Commissioned Officers Association of the United States Public Health Service. The geographic area that this branch will cover is .

Article Two - Mission Statement

The mission of this branch includes the furtherance of the mission of the Commissioned Officers Association of the U.S. Public Health Service by extending the National organization's activity in the . (Here describe the geographic area covered by the branch).

In addition to cooperating in the furtherance of the Mission of the Association, the _____ Branch will carry out such functions as mentoring, counseling, facilitation of discussion and social activities on behalf of its members; fostering relations among retired, active, inactive reserve, and former officers of the PHS Commissioned Corps; protecting the rights and interests of personnel of the PHS; serving the community and nation. (Include any other objectives/purposes here as well).

Article Three - Membership

All members of the _____ Branch must be members in good standing of an authorized membership category as defined in the National COA bylaws. All members of the _____ Branch are eligible to vote and hold office (or define categories of membership and limit voting and office holding privileges to specific categories – see National COA bylaws).

Article Four – Dues and Assessments

Section One: The membership dues for the _____ Branch shall be \$_____ per year. Any change to these dues must be approved by a majority of the branch members and communicated to the National COA

so that it can be reflected in the annual dues billing. Once the modification is complete, the increase or change in dues will be implemented at the beginning of COA's fiscal year, July 1; therefore, to take effect on the first dues invoice, typically generated and mailed in the month of June.

Section Two: Branch dues will be billed directly from the National COA and are payable with National dues.

Section Three: Any member transferred to the geographical area of this branch who was in good standing with dues paid to the branch from which he/she transferred will be entitled, for the balance of the fiscal year, to full membership in this branch.

Article Five – Meetings

The meetings of the branch shall be held at least quarterly with such exceptions as the executive committee may designate. For conducting the business of the branch, a quorum of at least twenty-five percent of the members of the branch or twenty members (whichever is smaller) shall be necessary.

Article Six – Governing Body

Section One: The governing body of this branch shall be known as the Executive Committee and shall consist of the president, vice president, secretary and treasurer.

Section Two: *Duties of Officers*. The duties of the officers shall consist of the following:

President – The president shall preside at meetings, serve as an ex-officio member of all standing committees, and perform such other functions as may be specified in these bylaws.

Vice President – Shall act for the president in the absence of the president.

Secretary – The secretary shall maintain accurate minutes of the meetings and send reports to the National COA. He/she shall carefully preserve, on file, all reports and papers of every description presented to the branch and shall be charged with the necessary business and professional correspondence. He/she shall notify every branch member at least **one week** in advance of the time and place of each meeting.

Treasurer – The treasurer shall take charge of the funds of the branch. He/she shall present annually to the membership a statement of the account of the branch which statement will be certified by the executive committee.

Article Seven – Election of Officers

The nominating committee (see Article Eight, Section Three) shall nominate a slate of candidates and shall notify the secretary, in writing, **at least 60 days** prior to the end of the terms of the incumbent officers of its proposed slate of officers and directors for the upcoming calendar year. The secretary shall publish, in the branch's newsletter or mail to each branch member, the list of nominated candidates for the elected offices, **at least 20 days** before the meeting at which elections are to take place.

Article Eight – Committees

Section One: The president, subject to the approval of the executive committee, shall annually appoint standings and special committees such as might be required by the bylaws or might be advisable.

Section Two: The standing committees of the branch shall include membership and Commissioned Corps affairs.

Section Three: **At least 90 days** before the end of the terms of the incumbent officers, the board of directors shall appoint a nominating committee of three regular members, not currently holding elective or appointive office, to nominate candidates for the elective offices.

Article Nine – Amendments

The bylaws may be amended, repealed, or altered in whole or in part by a two-thirds vote of the members present at any duly organized meeting of the branch (given a quorum is present as defined in Article Five of these bylaws) provided that a copy of any amendment proposed for consideration has been mailed to each member qualified to vote **at least 15 days** before the meeting.

This is to certify that these bylaws were approved and adopted at the organizing meeting of the _____ Branch ,

at _____ on _____, 20____.

(Name)

----- (Rank/Grade/Active Duty-Retired)

(Name)

----- (Rank/Grade/Active Duty-Retired)

President

Secretary

Appendix C:

Sample Branch Officer Form

DATE: _____

FROM: _____

(Name and Rank)

Secretary, _____ Branch of COA

SUBJECT: UPDATED LISTING OF BRANCH OFFICERS

This memo is to provide official notification to the Commissioned Officers Association of the identity of the officers of the _____ Branch.

President

Name & Rank _____

Address _____

Phone _____

E-mail _____

Vice President

Name & Rank _____

Address _____

Phone _____

E-mail _____

Secretary

Name & Rank _____

Address _____

Phone _____

E-mail _____

Treasurer

Name & Rank _____

Address _____

Phone _____

E-mail _____

(Signature of Secretary)

(Date)

Appendix C:

GUIDELINES FOR WORKING WITH THE LOCAL MEDIA

While the primary reason for local service programs is not publicity, the community efforts do provide an opportunity for the public to learn more about the Commissioned Corps' role in public health.

Read an issue or two of the paper (in the library if you don't have them at home) and identify which reporters' cover stories that are on related topics. Sometimes newspapers break down reporters' beats by small local areas, sometimes by subject area. Some newspapers also have special sections set aside for individuals involved in community outreach projects.

You can also send the release to local TV stations as well as radio stations that do local news reports. Some areas also have cable TV news stations that cater to local news. Always follow up with a phone call to make sure the reporter has received the release. Since you will probably reach voice mail, have a 20-second "pitch" ready to leave on the phone highlighting the importance of this activity and why you are doing it.

At the top of the release, put your name and daytime telephone. This enables the reporter to call for details or follow-up. Include details in the press release that would make it interesting to the readers of that paper or audience of that broadcaster. Remember, their audience has to care about what you have written.

Timing: If you think the activity itself would be interesting enough for the reporter to cover, send or fax the release directly to the reporter five to seven days in advance. Also send a copy to the Assignment Editor. It never hurts to send the release to more than one reporter – the editor will make the final decision as to who will cover the event. You can also send the news release after the event, but make sure you deliver it to the newspaper no more than a day or two later. It is good to send the newspaper one or two crisp, good quality photos (color or black & white). If the paper is not a daily, find out what the deadline is (i.e., Wednesday at noon for a Friday morning weekly) and be sure to get your materials in time for the reporter to make the deadline.

Working with reporters can be frustrating, but also gratifying when you read an article that highlights your activity. Reporters are very busy and usually on tight deadlines. While they may sound rude at times, often they are simply trying to get a story filed by the deadline and they don't have time to talk. The best time to call a reporter is between 10:00 a.m. and noon. Don't hesitate to nag a little – the squeaky wheel often does get the grease.

Good luck! And don't forget to send to COA headquarters clips of the newspaper articles after they appear. We'd also like to hear about strategies that worked or didn't work with the local media.

Appendix D:

COA Branch of the Year Program

(Developed in 1989 & revised in 1991, 1997 and 2000)

The Commissioned Officers Association (COA) Board of Directors believes that it is appropriate and desirable to recognize the exceptional accomplishments of a COA Branch at each annual professional conference. This award will be called the Branch of the Year Award.

ELIGIBILITY FOR CONSIDERATION

Any branch that was not recognized at the most recent professional conference is eligible for consideration for the Branch of the Year Award. If the Board finds no branch deserving, no award will be given for that year.

NOMINATIONS

Nominations for the Branch of the Year Award will be accepted from any COA member in good standing. The most likely sources of nominations will be individuals most knowledgeable of branch activities, e.g. COA Board liaisons, branch officers and agency managers. All nominations must be transmitted in writing to the COA Executive Director. Each shall consist of a transmittal letter that summarizes the basis for the nomination and such additional material as is required to support the nomination. The supporting material should reflect activities and accomplishments that are considered deserving of special recognition, (e.g. notable community or facility-based projects, unusual efforts to inform and encourage branch member participation, successful interactions with other branches, effective advocacy for commissioned officer interests, etc.).

REVIEW COMMITTEE

The COA Board Awards Committee will review the nominations presented to the Board and will make recommendations for the review of the entire Board at least one month prior to the annual professional conference.

SELECTION DETERMINANTS AND WEIGHTING

The Awards Committee will consider all material provided with the nomination transmittal letter. The Committee will pay special attention to the size of the branch relative to its accomplishments. The Committee will give additional weight to accomplishments of branches that have been in existence five years or less.

In considering the merits of the respective nominees, the Awards Committee will give about 50% weighting to a global assessment of Branch spirit, enthusiasm, and the relative impact of Branch activities/accomplishments as described in the nomination. Examples are: notable community or facility-based projects, successful interfaces with other Branches, effective local and/or National advocacy for commissioned officer interests. Note that the emphasis should be on activities that are completed or substantially underway, rather than planned future activities. Special consideration will be given to Branches that have improved dramatically over past years.

In addition, the Awards Committee will give about 50% weighting cumulatively to the following factors:

- 1.* The percentage of officers in the local area who are COA members.
2. The frequency of Branch meetings. This may include other than face-to-face meetings with adequate description.
3. The degree of participation and scope of topics presented at general meetings of the Branch.
- 4.* The extent to which the National COA Office has received positive and/or negative feedback on Branch activities from members or others.
- 5.* The responsiveness of Branch officers/members to requests for information, administrative documentation, etc. as requested by the National COA Office or the Board of Directors.
6. The extent to which the Branch participates in the meeting of the assembly.

* This information is available from the COA National Office.