

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 of the United States Public Health Service.

Article Two - Mission Statement

Purpose

The mission of the Commissioned Officers Association of the U.S. Public Health Service is to improve and protect the public health of the United States by advocating for the Commissioned Corps and its officers.

Functions

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

Vision

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

Article Three - Membership

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

Section Two: Qualifications and Privileges.

- A. **Active Membership.** Any commissioned officer, regular or reserve of the USPHS on active duty is eligible for active membership with full rights including the holding of office and voting.
- B. **Retired Membership.** Any officer, regular or reserve, retired from the Commissioned Corps of the Public Health Service is eligible for retired membership. Individuals in the retired member category shall be entitled

to the same rights as active members.

- C. *Life Membership.*** Any individual who qualifies for membership under any other category described in this section may become a life member of the Association by paying a non-refundable sum fixed by the Board of Directors. Once payment is made, there shall be no further dues assessment. Those officers who, on the date of the adoption of these bylaws, are classified as "life members" shall retain such designation without an additional dues assessment; such officers may, at the discretion of the Board of Directors, be assessed for selected services. Individuals in the life member category shall be entitled to the same rights as active members.
- D. *Inactive Reserve Membership.*** Any inactive reserve officer of the USPHS is eligible for inactive reserve membership. Individuals in the inactive reserve category shall be entitled to the same rights as active members.
- E. *Former Commissioned Officers.*** Any individual who served as a commissioned officer on active duty or in the inactive reserve of the United States Public Health Service and who has terminated his/her commission in the Service is eligible for this category of membership. Such members shall not be entitled to vote or hold office.
- 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 category of 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, inactive reserve, former or retired officer of the Commissioned Corps of the USPHS shall be eligible for this category of membership. Such members shall not be entitled to vote or hold office.
- H. *Honorary Membership.*** Officers who have held the office of Surgeon General shall be eligible for honorary membership. Persons who make a distinguished contribution to the health professions shall also be eligible for honorary membership. Nominations for honorary membership may be made by any Association member to the Chair of the Board of Directors, who shall present such nominations to the Board of Directors for election. Honorary members shall not be entitled to vote or hold office, and shall not be subject to the payment of annual dues.

Section Three: Eligibility. Any individual who has fulfilled the eligibility requirements under one of the categories in Section Two of this Article and who, after duly considering the objectives of the Association and the obligations of the

bylaws, subscribes to them, shall be eligible for membership. Any person whose name has been dropped from the role of members for nonpayment of dues may be readmitted after having again made application in regular form, the application being accompanied by the regular fee.

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

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

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

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

Article Four - Local Branches

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

Section Two: Role. In addition to cooperating in the furtherance of the Mission of the Association, as prescribed in Section One of this Article, Local Branches are encouraged to carry out such functions as mentoring, counseling, facilitation of discussion and social activities on behalf of their members. Members of the Association are encouraged, but not required, to submit proposed resolutions to the Local Branches for review and discussion prior to submitting them to the Board of Directors in accordance with Article Six of these Bylaws.

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

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

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

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

Article Five – Meetings of the Assembly

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

Section Two: A general meeting of the Assembly 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 of resolutions in a manner designated by the Board of Directors, 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 of all meetings of the Assembly 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: In addition to items described in the agenda, members of the Assembly may request approval of the Assembly Chair to discuss other matters

at any meeting of the Assembly. In the interest of time, the Assembly 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.

Section Five: A general summary of the proceedings of the Assembly meeting shall be produced under the direction of the Assembly Chair and appropriately distributed to the members.

Article Six -Resolutions

Section One: Any member of the Association may propose a resolution to the Board of Directors. Policies governing the matters appropriate for submission of proposed resolutions under this article and procedures for submission and consideration of proposed resolutions shall be developed by the Board of Directors and made available to the membership.

Section Two: There shall be a Resolutions Committee as described in Article Eight of these Bylaws. This Committee shall review those resolutions submitted to the Board of Directors in accordance with procedures developed by the Board and shall solicit comments from the membership in an appropriate manner as designated by the Board.

Section Three: Once proposed resolutions are reviewed in accordance with procedures developed by the Board of Directors, they shall either be: a) submitted to the membership as a whole for a vote to accept/reject the proposed resolution; or b) returned to the originating member explaining the reason(s) the proposed resolution is being returned and describing additional or corrective action required (when appropriate) to permit submission of the resolution to the membership.

Section Four: As described in Article Five, meetings of the Assembly shall offer a forum for discussion of resolutions in a manner designated by the Board of Directors.

Article Seven - Board of Directors

Section One: Membership. There shall be 18 voting Directors of the Association, composed of officers who are elected from the active, inactive reserve, 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:

- Medical
- Dental

- Engineer
- Scientist
- Nurse
- Pharmacist
- Health Services
- Environmental Health
- Dietitian
- Therapist
- Veterinarian

B. Three Field Officers (*defined as: active duty officers who are stationed outside of the greater Washington, D.C. area, without regard to Commissioned Corps category.*)

C. Three Retired Officers (*defined as any Officer, without regard to geographic location, who is retired from the Commissioned Corps of the U.S. Public Health Service, whether an Association member in the retired or life categories*)

D. One Inactive Reserve Officer (*defined as any Officer, without regard to geographic location, who is a member of the inactive reserve of the Commissioned Corps of the U.S. Public Health Service*)

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 6 directors will expire annually at the end of the Association's fiscal year.

(B) Nomination process. No later than 120 days prior to the end of the fiscal year, eligible members desiring to serve on the Board of Directors shall submit an application as prescribed by the Board of Directors. Thereafter, as soon as practicable and in no case later than 60 days prior to the end of the fiscal year, a Nominations Committee appointed by the Board of Directors, composed of at least one Association member from each constituency in which a vacancy will exist at the end of the fiscal year, shall review the applications received and submit its nominations to the Board of Directors for concurrence. The members of this Committee shall hold no national office in the Association, with the exception of the Committee Chair, who shall be appointed from the Board of Directors.

(C) Election process. The Board of Directors shall place the names of the nominees on a ballot which shall be provided to the membership entitled to vote. Election shall be made by majority of votes received from the eligible voting members, and the elected members shall take office as of the first day of the fiscal year following.

(D) Vacancies on the Board of Directors. In the event of a vacancy on the Board of Directors which occurs by resignation or other reasons, the Board of Directors shall appoint an officer from the same constituency to serve the unexpired term. Such service shall not count as an elected term with respect to Section (A) of this Article.

(E) In the event that the Chairperson of the Board, at the conclusion of his/her term as Chairperson, does not continue as an elected member of the Board, he/she shall serve for the ensuing year as an ex officio voting member of the Board.

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

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

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

(B) The Chairperson shall preside at all meetings of the Board of Directors, shall ensure the appointment of suitable committees, and shall serve as Chair of the Executive Committee. The Chairperson shall conduct communications with the members of the Association as appropriate.

(C) The Chair-Elect shall assume the functions of the Chairperson in his/her absence. The Chair-elect shall also serve as Chair of the Assembly, as described in Article Five, Section One.

(D) The Treasurer shall serve as Chairperson of the Finance and Property Committee and shall be apprised of all funds received, held and disbursed by the Association and records kept thereon. He/she and the Executive Director shall be directly responsible to the Board of Directors for all expenditures and shall make a report of all receipts and disbursements to the Board upon request or at least 3 times during the fiscal year. The Treasurer shall report annually on the results of the annual audit of accounts. In the absence of the Treasurer, the Chairperson of the Board or the Chair-Elect of the Board of Directors shall act for the Treasurer.

(E) The Board of Directors shall appoint (on a full or part-time basis as needed) and oversee the performance of an Executive Director of the Association, who will carry out all duties prescribed by the Board. The salary of the Executive Director shall be determined by the Board of Directors.

Section Five: Meetings. Regular meetings of the Board of Directors shall be held not less than 3 times during the fiscal year at a time and place selected by the

Board Chairperson. Special meetings of the Board may be called by the Chairperson, or by one-third of the Directors.

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

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 Eight - Committees

Section One: Executive Committee. There shall be an Executive Committee comprised of the Officers of the Board as described in Article Seven, 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 committees shall be nominated by the Chairperson of the Board of Directors and ratified by the Board of Directors. The composition, duties and responsibilities of all Committees shall be determined by the Board of Directors. Committee members shall be appointed for a term of one year. The Chairperson of the Board of Directors shall be an ex-officio member of all standing committees except the Nominations Committee. The standing committees may include, but are not limited to:

Annual Meeting and Education, Awards, Finance and Property, Insurance, Legislation and Benefits, Membership, Public Relations, Nominating, Resolutions.

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: Members of the standing and special committees need not be members of the Board.

Article Nine – Finances

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

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

Article Ten - Dues and Assessments

Section One: The annual dues of members shall be fixed by a two-thirds majority of the entire Board of Directors. The Board of Directors shall also fix the subscription rate of the Association's newsletter, which may, as determined by the Board, be a portion of dues paid.

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

Article Eleven - Method of Amendment

These bylaws may be altered, amended or changed, or new bylaws may be adopted by a two-thirds majority of those members who vote by ballot when such matters are submitted to the membership for vote. Proposals may be submitted by an individual member or member of the Board of Directors, who shall submit same in writing to the Chairperson of the Board of Directors. The Chairperson shall refer all proposals received to the Resolutions Committee, which shall review the proposals and take action in the same manner as prescribed in Article Six for addressing proposed Resolutions. At least annually the Chairperson shall submit to the membership for a vote those proposals that have been reviewed by the Resolutions Committee and recommended for submission to the membership. However, whenever the members of the Board of Directors consider a proposed change as warranting expedited consideration, the Chairperson shall refer such proposals immediately to the membership without prior review by the Resolutions Committee. In all cases in which proposals are submitted to the membership for a vote, the votes shall be counted not sooner than 60 days nor later than 90 days after the proposal is submitted to the members. The Resolutions Committee shall review these

bylaws every three (3) years, submitting corrections and amendments to the Chairperson in accordance with this Article.

Article Twelve – 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 Thirteen – 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 Fourteen – 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.