

Commissioned Officers Association

District of Columbia Branch

Bylaws



Document Approvals

Name and Title	Date
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00	01/14/2011	Created initial Bylaws
001	06/28/2021	Updated all language to match current policies/operations
002	03/02/2022	Added Reserve Officer Membership and updated language to be consistent with the updated National COA Bylaws.
003	10/16/2023	Updated language for 501(c)(3) re-incorporation; added language pertaining to Ready Reserve.
004		
005		

Revision Number: Indicates the numeric version of the document. New documents are assigned “Rev. 00.” Subsequent approved revisions of this document are assigned sequentially (e.g., “Rev. 01,” “Rev. 02,”).

Revision Date: Indicates final approval with the local President’s signature.

References

[National COA Bylaws](#)

[DC COA Home Page](#)

[DC COA Bylaws](#)

[DC COA General Standard Operating Procedures](#)

[Robert’s Rule of Order](#)

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ARTICLE I - NAME

This organization shall be known as the District of Columbia Branch of the Commissioned Officers Association of the United States Public Health Service (USPHS) and referred to herein as DC COA. The geographic area covers the District of Columbia metropolitan area.

ARTICLE II - PURPOSE

Section 1. Purpose of DC COA

The purpose of DC COA is to support the overall mission of protecting the interests of the USPHS Commissioned Corps by extending the National COA's activity in the District of Columbia metropolitan area. In addition to supporting the mission of the National COA, DC COA will carry out other functions, including, but not limited to the following: mentoring, career counseling, social activities, fostering relations among retired, active, and reserve USPHS Commissioned Corps officers, protecting the rights and interests of USPHS Commissioned Corps officers, and serving the community.

Further, DC COA is organized, and shall be administered and operated, exclusively to receive, administer, and expend funds for the following charitable and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986:

- education and training of healthcare and public health professionals, with an emphasis on providing opportunities for USPHS commissioned officers;
- the conduct of surveys and research;
- support of activities related to the mission and heritage of the U.S. Public Health Service and the USPHS Commissioned Corps;
- the publication of materials, such as books and reports, relevant to the overall purposes of the DC COA and the programs within which USPHS commissioned officers serve; collaboration with related organizations and the broad dissemination of public and professional information;
- other educational, community service, and charitable activity as determined by the Board of Directors;
- to assist other educational and charitable organizations in the conduct of similar activities;
 - (a) provide support for groups associated with the PHS Commissioned Corps.
 - (b) to engage in all lawful activities incidental to the foregoing purposes except as restricted herein.

Section 2. Purpose of the Bylaws

DC COA Bylaws provide internal guidance for the operations, policies, and procedures of DC COA.

Section 3. Annual DC COA Scholarship

In accordance with the purposes outlined in Section One (a), DC COA, with overall administrative direction by the Board of Directors and Executive Committee, shall be responsible for funding support, coordination, and organization of the annual DC COA scholarship.

Section 4. DC COA Powers

To accomplish the foregoing educational and charitable purposes as stated in Section One, and for no other purpose or purposes, DC COA shall also have the power to:

- (a) sue and be sued.

- (b) make contracts.
- (c) receive property by devise or bequest, subject to the laws regulating the transfer of property by will, and otherwise acquire and hold all property, real or personal, including shares of stock, bonds, and securities of other foundations.
- (d) act as trustee under any trust whose objectives are related to the principal objectives of DC COA, and to receive, hold, administer, and expend funds and property subject to such trust.
- (e) convey, exchange, lease, mortgage, encumber, transfer upon trust, or otherwise dispose of all property, real or personal.
- (f) borrow money, contract debts and issue bonds, notes, and debentures, and secure the payment of any performance of its obligations.
- (g) establish in the main office or elsewhere all departments and activities necessary to carry out the purposes of the Foundation; and
- (h) do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of DC COA; provided, however, that DC COA shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of DC COA.

ARTICLE III – MEMBERSHIP

Section 1. Classification

The DC COA shall consist of active, reserve, and retired members. All members of the DC COA shall maintain membership in the National COA. There shall be no discrimination in membership or participation in the affairs of the DC COA by reason of age, disability, race, ethnicity, color, national origin, religion or belief, sex, sexual orientation, or gender identity.

Section 2. Qualifications and Privileges

- A. Active-Duty Officer Membership: Any regular corps/active duty commissioned officer of the USPHS is eligible for active membership with full rights. Active duty individuals in the reserve member category shall be eligible to hold voting positions on the Board of Directors.
- B. Retired Officer Membership: Any former or retired officer of the Commissioned Corps of the USPHS is eligible for retired membership. Retired officers shall be eligible to hold a voting position on the Board of Directors (BOD).
- C. Reserve Officer Membership: Any officer of the Ready Reserve of the USPHS is eligible for reserve membership. Individuals in the reserve member category shall be eligible to hold a voting position on the BOD.

Section 3. Eligibility

Individuals meeting the qualifications under Section 2 of this article, who maintains National COA membership in good standing, and submits DC COA membership dues is eligible for DC COA membership.

Section 4. Membership Year

DC COA's membership period is July 1 through June 30. Membership may be renewed for each annual period after payment of dues is received.

Section 5. Suspension

Membership and benefits cease upon national or DC COA notification for unpaid dues for the current fiscal year.

Section 6. Expulsion

Any member may be expelled for reasons, including but not limited to, improper conduct or violation of professional ethics and/or by a two-thirds vote of DC COA BOD after being given an opportunity to be heard. Following a hearing in front of the Board, a vote will be taken to determine whether the member is expelled. The member is not eligible for a refund of DC COA local dues.

Section 7. Resignation

Resignation of membership shall be in writing to the DC COA BOD and President of DC COA.

ARTICLE IV - DUES AND ASSESSMENTS

Section 1. Membership Dues

The membership dues for DC COA shall be \$10 per fiscal year and will not be pro-rated for a portion of the year.

Section 2. Changes in Dues

The DC COA President, with concurrence of the majority of DC COA Executive Committee (EC) and BOD shall have the prerogative to raise or lower dues on an annual basis if current or anticipated Branch expenses justify such an action. Any change to these dues must be communicated to National COA so it is reflected in the annual dues billing. Once the modification is complete, the increase or change in dues will be implemented at the beginning of the next COA's fiscal year (July 1) and takes effect on the first due invoice.

ARTICLE V – MEETINGS

Section 1. Meeting Chair

The DC COA President shall serve as meeting Chair and may appoint other members of DC COA as the meeting Chair or assistants as necessary to conduct meetings.

Section 2. Meeting Frequency

The branch meetings of DC COA shall be held at least quarterly with such exceptions granted by the EC.

Section 3. Quorum

A quorum of at least 25% of the DC COA committee leadership members shall be necessary to conduct DC COA business. The purpose of such meetings includes but is not limited to updating the members on the affairs of the local branch of National COA, updating the members of the activities of National COA and COF, providing the members with reports from the committees, providing a forum for discussion, and permitting such other activities as deemed necessary and appropriate by an EC and BOD for the welfare of the DC COA.

Section 4. Meeting Notification

The Secretary shall produce and provide notice of branch meetings to DC COA members via the DC COA listserv and/or other appropriate means as directed by the EC at least two weeks prior to the date of the meeting. Such notice shall include an agenda for the meeting.

Section 5. Meeting Minutes

The Secretary shall produce a general summary/meeting minutes of the proceedings of the DC

COA meeting under the direction of the President. The minutes shall be appropriately distributed to DC COA members via the DC COA listserv and/or other appropriate means as directed by the EC no later than three weeks after the date of the meeting.

Section 6. Special Meetings

The President shall call a special meeting of DC COA upon receipt of a petition signed by 35 or more Branch members, provided that such petition shall state in specific terms the business to be considered. A special meeting called under this Section shall be announced by appropriate means as prescribed in Section Two of this Article and such announcement shall state the purpose of the meeting. The special meeting will be held within two weeks of receipt of a valid petition; however, if it is the consensus of the EC that a meeting to address the stated purpose cannot be arranged within two weeks, the EC may set a date no later than 30 days from the date of receipt of the petition.

ARTICLE VI - GOVERNING BODY

Section 1. Eligibility

Only current members of DC COA are eligible to serve on the EC, BOD, and as Committee Chairs.

Section 2. Executive Committee

The EC shall consist of the President, President-Elect, Vice President, Secretary and Treasurer. The EC shall facilitate the execution of the vision, mission, and objectives of DC COA, which includes but is not limited to, supervising all funds and finances, developing policy, and approving Committee Chair appointments.

Respective EC Officer duties:

A. President:

- Shall preside at DC COA meetings.
- Shall implement the mission, goals, objectives, and functions of the DC COA Bylaws and Standard Operating Procedures (SOPs).
- Shall serve as an ex-officio member of all standing committees and perform such other functions as may be specified in these Bylaws.
- Shall serve as liaison to the National Commissioned Officers Association (COA).
- The President's signature may be accepted in lieu of the Treasurer's signature for matters pertaining to the office of the Treasurer.
- Shall serve as Immediate Past President for one year after term as President is completed.

B. President-Elect:

- Shall become the next President when the current President's term of service ends.
- Shall assume the role of DC COA President if both the DC COA President and DC COA Vice President are absent or unavailable.
- Shall support the DC COA President in implementing the mission, goals, objectives, and functions of DC COA.
- Shall support the DC COA President's goals and initiatives and supports DC COA

members and activities to fulfill the mission of DC COA.

- Shall collaborate with the DC COA President, EC, BOD, and Committee Chairs to ensure a smooth transition and proper continuation of DC COA business.
- Shall lead the Nominating Committee and oversee the DC COA Election on even-numbered years.

C. Vice President:

- Shall act for the President in his/her absence.
- Shall lead the Nominating Committee and oversee the DC COA Election on odd-numbered years.
- Shall oversee the award and recognition process and disseminate Certificate of Appreciation to the BOD, EC, and Committee Chairs.
- The Vice President's signature may be accepted in lieu of the Treasurer's signature for matters pertaining to the office of the Treasurer.

D. Secretary:

- Shall maintain, produce, and provide notice of meetings to DC COA members or DC COA BOD via the DC COA listserv and/or other appropriate means as directed by the EC, at least two weeks prior to the date of the meeting. Such notice may include an agenda for the meeting.
 - Shall produce a general summary/meeting minutes of the proceedings of DC COA meeting under the direction of the President. These minutes shall be appropriately distributed to DC COA members via the DC COA listserv and/or other appropriate means as directed by the EC, no later than three weeks after the date of the meeting. He/she shall notify the BOD and Branch members at least one or two weeks in advance of the time and place of each respective meeting.

E. Treasurer:

- Shall receive and be responsible for the proper handling of the funds of DC COA.
- Shall maintain appropriate records which shall be made available for audit when required.
- Shall present a statement of all accounts at each BOD meeting.
- Shall file the necessary paperwork for all federal, state, and local taxes, and has the authority to disburse funds to meet any tax obligations, including penalties.
- Shall disburse funds upon notification by the President for funds up to \$250 per month when needed for unforeseen emergency expenses which must be made by DC COA prior to the next DC COA meeting. The funds must be directly related to previous EC and BOD approvals, or upon notification by the majority of the EC and BOD at any Board meeting (in person, via telephone, or via email).

Section 3. Board of Directors

The BOD shall consist of the EC Officers listed above, plus the immediate past President and the members-at-large elected in accordance with Article VI, Section 6 and Section 7. The members-at-large are comprised of active DC COA members from each category (e.g., nurse, pharmacist, medical, engineer, scientist, HSO), a reserve officer, and a retired officer. The composition of the

BOD may be subject to change by the current DC COA BOD depending on the number of and interest level from members of each category. The BOD is responsible for formulating policy for Branch guidance and to conduct business in accordance with that policy. The BOD shall manage and supervise all Branch funds and finances.

BOD members may select an Alternate active member in extenuating circumstances and notifies the DC COA President and Secretary prior to the meeting. The Alternate has voting privileges for that specific meeting.

Section 4. Terms

The terms of positions on the BOD, including the EC shall coincide with DC COA's fiscal year.

- A. *EC Officers:* An EC Officer shall hold office for a term of two years. An EC Officer may serve no more than two consecutive terms in the same position without a break of at least one year.
- B. *Immediate Past-President:* The immediate Past-President shall serve one year after his or term as President ends.
- C. *Members-at-large:* Each member-at-large shall serve a term of two years. A member-at-large may serve no more than two consecutive terms in the same position without a break of at least one year. The member-at-large positions shall have overlapping terms such that positions are filled according to the criteria in Section 8 of this Article.
- D. *Change in Constituency of a Board Member:* In the event a member of the Board has a change in their constituency (e.g., Active Duty to Retired, PCS's out of the District of Columbia metropolitan area) during their term, the Board of Directors may allow the officer to complete their term, appoint another officer, hold elections, or leave the position vacant.

Section 5. Termination

Any member of the BOD, including the EC who is (1) absent from four DC COA meetings, or (2) found to be neglectful of their duties may be terminated from involvement on the BOD for the remainder of their respective term. DC COA President, in concert with the BOD, shall make the final determination. A new Board member may be selected in accordance with Article VI, Section 8.

- A. The DC COA President shall formally request, in writing, the officer's resignation. The officer has 45 days to respond in writing. In the event that the officer has not provided a definitive response after the 45-day span has concluded, the Board will declare the officer's status as officially resigned.

Section 6. Nominations

- A. *Formation of Nominating Committee:* The Vice President or President-Elect shall appoint five members from different professional categories, who are not currently serving on the EC or the BOD, to serve on the Nominating Committee. The Vice-President or President-Elect shall announce the appointments at least 90 days before the end of the terms of the incumbent Officers.
- B. *Nominee Eligibility:* Nominees must be current DC COA members.
- C. *Duties of Nominating Committee:*

- i. *Soliciting Candidates:* The Committee shall solicit candidates from current DC COA members for each soon to be open position in the EC and BOD.
 - ii. *Selection Criteria:* The Committee shall select candidates that are representative of various ranks, regional duty stations, and agencies. The Committee shall verify that each candidate is willing and able to serve if elected.
 - iii. *Notice to Secretary:* The Committee shall notify the Secretary, in writing, at least 60 days prior to the end of the terms of the incumbent officers of its nominations for the upcoming fiscal year.
 - iv. *Notice to DC COA Members:* The Committee shall publish, via DC COA's email listserv to all member, the list of nominated candidates for the elected offices, at least 20 days before the meeting at which elections are to take place.
- D. Lack of Candidates:* If there are insufficient active, retired, and reserve members interested in running as an EC officer or member-at-large in any category to fulfill the requirements in this Section, a candidate may run unopposed at the discretion of the Board. If there are no candidates for a position, the Board will reassess for the need to fill the position and may either leave the position vacant or fill the vacancy according to Section 8 of this Article.

Section 7. Election

An election shall be held each year by e-mail or other electronic voting method during the Spring. The voting period shall last at least 14 calendar days. The Nominating Committee shall count the ballot and make the election results available within two weeks of the closing date. For each office, and for each member-at-large position, the candidate receiving the highest number of votes shall be elected. In the event of a tie in the number of votes received by candidates for the same office or position, the DC COA BOD, including the EC, shall decide which candidate is elected. If a candidate who is elected is unable or unwilling to begin their term, the candidate receiving the next highest number of votes for that position is elected. If there are no other candidates, the Board may leave the position vacant or fill the vacancy in accordance with Section 8 of this Article.

Section 8. Filling Vacancies

If a member of the DC COA BOD is unable to complete the term for the position or there is no candidate to run for the position, the following methods shall be used to fill such vacancy for the remaining portion of the term.

- A. *Members-at-Large:* The EC along with the BOD shall vote to elect a member of DC COA in any active duty, retired, or reserve officer professional category. In the event that a vacancy occurs, the position would return to the originally designated category (active duty category, retired, or reserve officer board position).
- B. *EC Officers:*
 - *President:* If the President is unable to complete the term of office, then the Vice-President shall serve as the President. The EC along with the BOD shall then vote to elect one of its members-at-large to serve as the new Vice-President and fill that member-at-large position according to Section 8.A.
 - *President-Elect:* If the President-Elect is unable to complete the term specified for

the office or position, then DC COA will hold a special election to fill the position.

- *Vice President:* If the Vice-President is unable to complete the term specified for the office or position, then the EC along with the BOD shall vote to elect one of its members-at-large to serve as the Vice- President and fill that member-at-large position according to Section 8.A.
- *Secretary:* If the Secretary is unable to complete the term specified for the office or position, the EC along with the BOD shall vote to elect one of its member-at-large to serve as the new Secretary and fill that member-at-large position according to Section 8.A.
- *Treasurer:* If the Treasurer is unable to complete the term of office, the EC along with the BOD shall vote to elect a member of the Finance Committee to serve as the Treasurer.

ARTICLE VII - COMMITTEES

Section 1. Committee Leadership Appointment

The President, subject to the approval of the Board, shall appoint Chairs/Co-Chairs for standing (permanent) and ad-hoc committees.

Section 2. Committee Standard Operating Procedures (SOP)

Each committee, in consultation with the President, shall develop and maintain a SOP setting forth the committee's and its subcommittees' responsibilities and procedures. The Committee Chairs/Co-Chairs shall update such SOP annually, or as deemed appropriate by the President, and shall provide the EC with finalized versions every other year after each update.

Section 3. Committee Leadership Term and Termination

The following is the term and termination for Committee Chairs/Co-Chairs:

- A. *Term:* Committee Chairs/Co-Chairs shall serve in those positions for a term of two years. An officer may serve as Chair/Co-Chair of the same committee no more than two consecutive terms without a break of at least one year.
- B. *Termination:* Any Committee Chair/Co-Chair who is absent at four branch meetings may be terminated from further service with that committee for the remainder of that Chair/Co-Chair's term. That member shall receive formal notification from the DC COA President that the Bylaws of DC COA are not being followed, and a new Chair/Co-Chair will be selected as deemed appropriate by the DC COA President.

Section 4. Standing Committees

The standing (permanent) committees of DC COA are:

- A. *Awards:* Responsible for producing, managing, and delivering letters of appreciation, certificates of appreciation, or other awards to participating Branch members.
- B. *Career Development and Education:* Responsible for providing leadership development seminars, officer development seminars, and continuing education to local Commissioned Corps officers and providing USPHS and National Association information updates.
- C. *Communications:* Responsible for communicating Branch information such as DC COA events, uniformed services benefits, and service opportunity information to members via

the DC COA email listserv, the DC COA Facebook page, and maintaining the DC COA webpage.

- D. *Community Outreach*: Responsible for managing and providing local community service opportunities that aim to protect and improve public health.
- E. *Finance*: Responsible for aiding the Treasurer in maintaining financial records, bookkeeping, and liaising with the accountant.
- F. *Member Outreach*: Responsible for maintaining count and contact information of all DC COA members, developing recruitment material, and maintaining recruitment efforts.
- G. *Merchandise*: Responsible for designing, producing, and purchasing commemorative USPHS pride items for sale and event participation gifts.
- H. *Policy and Procedures*: Responsible for developing and executing the promulgation of official operational instructions and procedures, as well as the periodic review of operational documents that detail the formalized rules and procedures for DC COA proceedings.
- I. *Recreation and Networking*: Responsible for managing and providing networking opportunities and recreation.
- J. *Nominating* (meets only in the spring): Shall nominate candidates for the elected office as set forth in Article VI, Section 6 and 7.

Section 5. Creating Committees

The President, subject to approval of the BOD, may create standing or ad-hoc committees as deemed necessary. The President shall appoint Committee Chair(s)/Co- Chair(s) with the approval of the BOD.

ARTICLE VIII - REVIEW AND AMENDMENTS

The EC shall review the Bylaws every other year. The EC and BOD may amend or repeal the Bylaws in whole or in part by majority of the members present at a DC COA Board meeting provided that the following requirements are met:

1. A quorum is present as defined in Article V, and
2. A copy of any amendment proposed for consideration has been made available to each member qualified to vote at least 15 days before the meeting.

ARTICLE IX - RULES OF ORDER

[Robert's Rule of Order](#) or other parliamentary procedure adopted at the beginning of any meeting shall be applicable in all instances not specifically covered by these Bylaws.

ARTICLE X - DISSOLUTION

In the event of final dissolution or liquidation of the DC COA, and after the discharge of all its liabilities, the remaining assets DC COA, including all of its various specifically designated funds, shall be given to the Public Health Service Commissioned Officers Foundation, or, in the alternative, one or more tax exempt organizations, as defined in sections 501(c)(3) of the Internal Revenue Code of 1986 or any successor code, and whose purposes and objectives are similar to those of DC COA, and such organizations will be designated by a vote of two-thirds of all trustees serving as such at the time of dissolution.

ARTICLE XI - CONFLICT OF INTEREST

Executive Committee, BOD, Committee/Subcommittee Chairs/Co-Chairs, and Committee/Subcommittee members of DC COA shall not accept gratuities or any other benefit, directly or indirectly, from persons who provide goods or services to DC COA or solicit business from DC COA and shall not receive special discounts which are not provided to other members of DC COA. No member shall grant any special favor or privilege to any person for remuneration or any other reason.