

**Bylaws of the  
District of Columbia Metropolitan Area Branch  
of the Commissioned Officers Association  
of the U.S. Public Health Service, Inc.**

**PREAMBLE**

*As a Branch of the Commissioned Officers Association, we pledge ourselves to make this Branch an outstanding example of cooperative endeavor by furnishing opportunities for Commissioned Corps officers of the United States Public Health Service to improve and protect public health through education, networking, and community service, subscribing fully to the objectives and purposes of the Commissioned Officers Association as set forth in its Constitution.*

**BYLAWS**

**ARTICLE ONE – NAME**

This organization shall be known as the District of Columbia Metropolitan Area Branch of the Commissioned Officers Association (COA) of the Commissioned Corps of the United States Public Health Service (USPHS) and referred to herein as the Branch or DC COA.

**ARTICLE TWO – MISSION STATEMENT**

**Section One: Mission.** The mission of this Branch includes the furtherance of the mission of the COA of the USPHS (referred to herein as the National Association) by extending the National Association's activities in the District of Columbia Metropolitan Area. In addition to cooperating in the furtherance of the mission of the National Association, this 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, life, reserve, and former officers of the USPHS Commissioned Corps; protecting the rights and interests of personnel of the USPHS; serving the community and nation.

***Section Two: Objectives***

The Branch and its individual members shall be guided in their activities by the objectives of the National Association as outlined in the Constitution of said Association. The purposes of the Branch are, among others, to:

- a. Further the aims of the National Association by extending its activities in the District of Columbia Metropolitan Area.
- b. Obtain advantages of affiliation with the National Association, an organization of high ideals.
- c. Furnish a means by which local Commissioned Corps officers may contribute individual and collective efforts of value to public health workers.
- d. Encourage collaboration between Commissioned Corps officers and the USPHS, their respective professions, other public health workers, other uniformed services, and the community.
- e. Exist exclusively for charitable and educational purposes of organizing, establishing, promoting, and supporting activities for USPHS Commissioned Corps officers and their families.
- f. Adhere to all or any part of the Purposes of the Corporation as principal, factor, agent, contractor, or otherwise, either alone or in conjunction with any person, firm, association or corporation, and, in carrying out its business and for the purpose of attaining or furthering any of its objects or purposes, to make and perform any contracts and to do any acts and things, and to exercise any powers suitable, convenient, or proper for the accomplishment of any of the objects and purposes enumerated in the Articles of Incorporation or incidental to the powers specified in the Articles of Incorporation, or which at an time may

appear conducive to or expedient for the accomplishment of any such objects and purposes. Articles of Incorporation may be ordered online from Maryland State Department of Assessment and Taxation at <http://www.dat.state.md.us/> (Entity name = The District of Columbia Metropolitan area Branch of the Commissioned Officers Association of the United States Public Health Service, Inc.).

### **ARTICLE THREE – MEMBERSHIP**

**Section One: Classification.** This local Branch of the National Association shall consist of active, retired, reserve, life, honorary, former Commissioned Corps officers of the USPHS, student members and associate members and such others as defined in the constitution of the National Association. There shall be no discrimination in membership or participation in the affairs of this local Branch of the National Association by reason of race, creed, color, national origin, sex, handicap, or age. Eligibility for each category of membership shall be prescribed in the constitution of the National Association. Only active, retired, and life members may vote and hold office.

#### **Section Two: Qualifications and Privileges.**

1. **Active Membership.** Any Commissioned Corps Officers, regular or reserve of the USPHS on active duty, is eligible for active membership with full rights including holding of office and voting and shall be subject to the payment of annual dues.
2. **Retired Membership.** Any officer, regular or reserve, retired from the USPHS is eligible for retired membership. Individuals in the retired member category shall be entitled to the same rights as active members and shall be subject to the payment of annual dues.
3. **Reserve Membership.** Any reserve officer of the USPHS is eligible for reserve membership. Individuals in the reserve category shall be entitled to the same rights as active members and shall be subject to the payment of annual dues.
4. **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 USPHS. Such members shall not be entitled to vote or hold office but shall be subject to the payment of annual dues.
5. **Associate Membership.** Any individual who supports the Organization but who is not an active, reserve, former, or retired officer of the USPHS shall be eligible for this category of membership. Such members shall not be entitled to vote or hold office but shall be subject to the payment of annual dues.
6. **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 local Branch of the National Association to the National Association 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.** All members of the Branch **must be members in good standing** of an authorized membership category as defined in the National Association's 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 the National Association's bylaws).

**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 (life members affiliated with local Branches billed as applicable). For

honorary or life 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. 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.** Every member shall pay his/her annual dues in advance. Every member in arrears for a period of four months after becoming due shall be dropped from membership and benefits will cease once the member has been marked suspended.

**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 Branch's Board, after being given an opportunity to be heard by means of verbal and/or written communication.

**Section Seven: Resignation.** Resignation of membership shall be in writing to the Chair of National Association's Board and Chair of the Branch's Board.

## **ARTICLE FOUR – DUES AND ASSESSMENTS**

**Section One:** The membership dues for the District of Columbia Metropolitan Area Branch shall be \$10 per year. The President of the Branch, with the concurrence of the majority of the Board, shall have the prerogative to raise or lower dues on an annual basis if current or anticipated Branch expenses justify such an action. Dues shall be payable concurrent with payment of dues to the National Association, and membership shall be forfeited upon notification from the National Association that dues have not been paid for the current fiscal year. An Officer who moves into the geographic area of the Branch, who has paid dues for the current year in another Branch of the National Association, shall be entitled to membership in this Branch for the remainder of the fiscal year at no further cost. In no cases will dues be pro-rated for a portion of the year. Any change to these dues must be approved by a majority of the Branch members and communicated to the National Association 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 National Association'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 Association and are payable with National Association dues.

**Section Three:** The fiscal year of the Branch shall be from July 1<sup>st</sup> of one year to June 30<sup>th</sup> of the following year.

## **ARTICLE FIVE – MEETINGS**

**Section One:** The Branch President shall serve as meeting Chair and may appoint such other members of the Branch as assistants as necessary for the effective conduct of meetings.

**Section Two:** There shall be a minimum of four Branch meetings annually with such exceptions as the

Executive Committee may designate. Meetings may be held in connection with other Branch activities. The time and place of each meeting shall be announced to the general membership by appropriate means (via e-mail, web posting, etc) at least two weeks prior to the date of the meeting with a reminder the week prior. Regular meetings of the Board shall be held once a month from July through June at a time and place selected by the Board. These meetings may be convened as teleconferences or by other electronic means as agreed upon by the majority of the members of the Board. Similarly, the President may call for an electronic vote by the Board on a limited issue of special urgency for which a decision must be made between the dates of two regularly scheduled meetings of the Board. Special meetings of the Board may be called by the Chair.

**Section Three: Quorum,** for conducting Branch business, of at least twenty-five percent of Branch members or twenty Branch members (whichever is smaller) shall be necessary. The purpose of such

meetings shall be to update the membership on the affairs of the District of Columbia Metropolitan Area Branch; update the membership of the activities of National COA and COF; provide the membership with reports from Officers and committees; provide a forum for discussion of resolutions in a manner designated by the Executive Board, and to permit such other activities as deemed necessary and appropriate by the Executive Board for the welfare of the Local Branch of National COA.

The transaction of Board business shall require a quorum of at least 50% of its Board members or alternate members.

**Section Four:** Notice of all meetings of the Branch shall be provided to the membership through the District of Columbia Metropolitan Area Branch's email listserv and other appropriate means as directed by the Executive Board. Such notice shall state the general purpose and overall agenda for the meeting.

**Section Five:** In addition to items described in the agenda, members of the Branch may request approval of the President of the Executive Board to discuss other matters at any meeting of the Branch. In the interest of time, the President, in his or her discretion, may choose to refer those matters not deemed to be truly urgent to the Executive Board for consideration and disposition within its authority.

**Section Six: Meeting Minutes.** The Secretary shall produce a general summary/meeting minutes of the proceedings of the Branch meeting under the direction of the President and be appropriately distributed to the Branch members via the District of Columbia Metropolitan Area Branch's email listserv and/or other appropriate means as directed by the Executive Board.

**Section Seven: Special Meetings.** The President shall call a special meeting of the Branch 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 Board that a meeting to address the stated purpose cannot be arranged within two weeks, the Board may set a date not later than 30 days from the date of receipt of the petition.

## **ARTICLE SIX – HOLDING OF OFFICE OR POSITION ON THE BOARD OF DIRECTORS**

**Section One: Eligibility.** Only active, retired, reserve, and life members of the Branch may hold an office or a position on the Board or the Executive Committee.

**Section Two: Officers and Governing Body.** The governing body of this Branch shall be known as the Executive Committee and shall consist of the President, Vice President or President-elect, Secretary, Treasurer, and Vice Treasurer or Treasurer elect. **All Officers must be CURRENT COA MEMBERS** as defined by total payment of both National and local DC COA branch dues during the current fiscal year, July 1 through June 30.

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

- a. ***President*** - The President shall preside at all meetings, serve as an ex-officio member of all standing committees except the Nominating Committee, and perform such functions as otherwise specified in the Bylaws. The Vice-President shall assume these duties in the absence of the President. The President, as delegate to the National Association's House of Delegates, shall submit a timely written report to the Board which summarizes the House of Delegates' activities that are pertinent to the Branch.

b. ***Vice President or President Elect*** - Shall act for the President in the absence of the President.

The President-elect shall become the next President, when the current President's term of service ends.

c. ***Secretary*** - The Secretary shall maintain accurate minutes of the Board, Branch, and Committee Chairpersons meetings. The Secretary shall send Board and Branch meeting reports to the National Association. 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, including but not limited to Branch newsletters. He/she shall notify every Board and Branch member at least two weeks in advance of the time and place of each respective meeting. All Board members who independently send or receive official Branch correspondence will always send the Secretary a copy of such.

d. ***Treasurer*** - The Treasurer shall receive and be responsible for the proper handling of the funds of the Branch. The Treasurer shall maintain appropriate records which shall be made available for audit when required. The Treasurer shall present a statement of all accounts at each meeting of the Board. He/she shall present annually to the Branch membership a statement of the account of the Branch which statement will be certified by the Executive Committee. The Treasurer has the responsibility to 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.

The incumbent Treasurer shall ensure that the financial records of the Branch be audited by a non-member of the Branch and a statement presented to the Board by July 15 of each year, and within 15 days of the date that the Treasurer leaves office in the event of a mid-term vacancy.

The President's signature may be accepted in lieu of the Treasurer's signature for matters pertaining to the office of the Treasurer. The Treasurer may delegate, at the discretion of the Board, the maintenance of special account (e.g., Sword Account, Uniform Service Center Account) to a member of the Finance Committee; however, the Treasurer may not abrogate his/her responsibility from any delegated special accounts. The Treasurer has the following authority to disburse funds:

- 1) Upon notification by the President (or Vice-President if the President is unavailable) for funds up to \$250 per month when needed for unforeseen emergency expenses which must be made by the Branch prior to the next Board meeting, and which must be directly related to previous Board approvals, or
- 2) Upon notification by the majority of the Board at any meeting (in person, or via telephone or via email) of the Board.

Invoices and receipts for all financial transactions and disbursements shall be immediately sent to the Treasurer. Active members who are assigned tasks are expected to avoid cash outlays from member's personal funds. Every effort must be made to pay the vendors per invoices submitted. In the event that a personal cash outlay by a member is unavoidable, an authorization from the Executive Committee must be obtained prior to committing personal funds, failure to do so might result in member not being reimbursed.

The Treasurer has the authority to disburse per diem funds for the Branch Delegate to the National Association's House of Delegates in accordance with provisions in Article Eight.

e. ***Vice Treasurer or Treasurer Elect*** - Shall act for the Treasurer in the absence of the Treasurer.

The Treasurer -elect shall become the next Treasurer, when the current Treasurer's term of service ends. In the absence of the Treasurer, the Vice Treasurer's signature may be accepted in lieu of the Treasurer's signature for matters pertaining to the office of the Treasurer.

**Section Four: Board of Directors.** The governing body shall be known as the Board of Directors (referred to herein as the Board) and the President of the Branch shall be its Chairman. The Board shall consist of the Officers set forth in Article Six, Section Two plus the immediate past President and the nine members-at-large elected in accordance with Article Six, Section Six and Seven. An Alternate may be selected by a member of the Board of Directors if extenuating circumstances preclude that member from attending a meeting, providing that the President of the Branch is notified prior to the meeting and that the alternate is an active member; such an alternate will have voting privileges for that meeting only.

The duties of the Board shall be to formulate policy for the guidance of the Branch and to conduct business in accordance with that policy, provided that such policy shall not conflict with the Bylaws nor with the guidance of the membership as expressed by a motion or resolution adopted at a Branch meeting. The Board shall have the supervision of all funds and finances of the Branch and shall prepare an annual budget. The Board shall keep the members routinely informed of its activities, and comply fully with the Articles of Incorporation as recorded on July 14, 1989 in the State of Maryland.

Any Commissioned Officer member of the Board who is absent at four consecutive meetings of the Board, regardless of whether an alternate is sent, shall be automatically terminated from involvement on the ward for the remainder of that Board member's term. That member shall receive formal notification from the President that the Bylaws of the Branch are being followed, and a new Board member selected in accordance with Article Six, Section Eight.

**Section Five: Terms.** The President, Vice-President, Secretary, Treasurer, and Vice-Treasurer shall hold office for a term of two years. The immediate Past-President shall serve until the current President leaves office and become the new immediate Past-President. The members-at-large shall serve a term of two years. An Officer or 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 Four and Section Six of this Article. The terms of positions on the Board shall coincide with the Branch's fiscal year.

**Section Six: Nominations.** The President shall appoint three regular members from different officer categories not currently holding elective or appointive office, to the Nominating Committee and announce the appointments at least 90 days before the end of the terms of the incumbent Officers and no later than March 1<sup>st</sup> of each year. The Nominating Committee shall nominate at least two candidates from active members for each office (i.e., President, Vice-President, Secretary, Treasurer, and Vice Treasurer). For even numbered years, the Nominating Committee shall nominate at least two active members for each of the following categories: Medical, Engineer, Scientist, and Nurse. For odd numbered years, the Nominating Committee shall nominate at least two retired members for the one retired member-at-large position, and at least two active members for each of the following categories: Pharmacist, Health Services, Dental, and Combined (Sanitarian, Dietitian, Therapist, and Veterinarian). The Nominating Committee shall verify that each candidate is willing and able to serve if elected 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 fiscal year. The Nominating Committee shall further endeavor to select candidates that are representative of the various ranks, regional duty station, and Agencies of the USPHS. If the Nominating Committee cannot find enough active members interested in running as an officer or member-at-large in any particular category to fulfill the requirements in this Section, then a candidate may run unopposed, provided that a space for a write-in is available on the ballot. Member-at-large positions totally deficient in interested active members of the designated category will be filled by the immediate member-at-large until the next election scheduled for that category.

The nominating committee shall nominate a slate of candidates. The Secretary shall publish, in the Branch's newsletter, via email listserv, 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. **Officer nominees must be CURRENT COA MEMBERS** as defined by total payment of both National and local DC COA branch dues during the current fiscal year, July 1 through June 30.

### ***Section Seven: Elections***

An election shall be held each year by a mail ballot, e-mail, or other appropriate electronic ballot to be distributed during the month of April. The period for receipt of ballots shall close 21 days after distribution; the ballots shall be counted and the results of the election made available within two weeks of the closing date. The results shall be included in the announcement for the next Branch meeting. For each office, and for each member-at-large position, the candidate receiving the highest number of votes shall be elected. Write-in votes shall be allowed for any office or position to be filled. In the event of a tie in the number of votes received by candidates for the same office or position, the Board shall decide which candidate is elected. In the event that a candidate who is elected is unable or unwilling to begin the term of Board membership, the candidate receiving the next highest number of votes for that office or position shall be called upon to serve. In the event there are no other candidates to call upon, the vacancy shall be filled in accordance with Section Six of this Article.

### ***Section Eight: Filling Vacancies***

If a member of the Board is unable to complete the term specified for the office or position, the Board shall select by its vote an active, retired, reserve, or life member of the Branch in that professional category to serve for the unexpired portion of the term. If the President is unable to complete the term of office and the Vice President assumes that office (the Board shall elect one of its own members to serve as the new Vice-President). The Board shall then select a Branch member of the appropriate category, in a similar manner, to fill the position formerly held by the new Vice-President. If the Treasurer is unable to complete the term of office and the Vice-Treasurer assumes that office (the Board shall elect a member of the Finance committee to serve as the new Vice-Treasurer). If the Secretary is unable to complete the term specified for the office or position, the Board shall select by its vote an active, retired, reserve, or life member of the Branch.

## **ARTICLE SEVEN – COMMITTEES**

***Section One:*** The President, subject to the approval of the Board, shall appoint Chairperson(s) of standing and special committees such as might be required by the bylaws or might be advisable.

***Section Two:*** Each committee/subcommittee, in concert with the President, shall develop and maintain a charter setting forth the committee/subcommittee's function and the requirements of the committee/subcommittee's operation. The committee Chair shall provide the Executive Committee with finalized versions for Branch record maintenance by the Secretary. Committee/subcommittees may revise such charter at any time as deemed appropriate by the President.

Standing committees of the Branch shall include the following:

- 1. Communications Committee:*** shall communicate Branch events, uniformed services benefits, and service opportunity information to members via email announcements and Facebook (or other social networking website), maintain the DC COA webpage, to connect with Commissioned Corps Officers nationwide via social networking website, and to assist DC COA committees produce publications of events and services. The Chairperson(s) will oversee 6 subcommittees (Webmaster, Face book subcommittee, Email Communications, Publications, DC COA Benefits, Historian Site Administrator, and Technical Support,) act as liaison between subcommittee chairpersons and the Board/Executive Committee.
- 2. Membership Committee:*** shall maintain count and contact information of all Branch members, maintain listserv, develop recruitment material and maintain recruitment efforts. Chairperson will

*lead a committee to develop a strategic plan to increase Branch membership and to accomplish the above goals.*

- 3. Career Development and Education Committee:** *shall provide leadership development seminars, Officer development seminars, and continuing education to local Commissioned Corps Officer; provide USPHS and National Association information updates for Officers to the Communications Committee and at Branch meetings; and provide information on advanced education opportunities for all Commissioned Corps categories. Chairperson will lead a committee to accomplish these goals.*
- 4. Finance Committee:** *shall provide assistance to the Treasurer (co-Chair) and Vice Treasurer (Chair) in maintaining financial records, book keeping, and liaison with accountant. Review the Branch accounts to determine the adequacy of the Branch income and expenditures and the justification of each. If new accounts are needed, the Committee should review these recommendations. Generally, the Committee has the responsibility to look at the financial structure of the Branch with regard to the future as well as the present and make recommendations accordingly. The most important responsibility is to see to it that if a dues increase is indicated, then the Finance Committee and the Membership Committee work in concert to make recommendations to the Board of Directors. The Treasurer shall serve as an ex-officio member of this committee.*
- 5. Merchandising Committee:** *shall design, produce, and purchase commemorative USPHS pride items for sale and for event participation gifts to Commissioned Corps Officers and to provide opportunity for used uniform item purchase. Chairperson will lead a committee to accomplish these goals.*
  
- 6. Liaison to COA and other associations or groups:** *shall liaison with the National Association for issues that matter to local Officers, to be the Branch point of contact and liaison for collaboration with other Branches, PHS Advisory Groups and Advisory Committees.*
- 7. Awards Committee:** *shall produce, manage, and deliver letters of appreciation, certificates of appreciation, or other awards to participating Branch members*
- 8. Community Outreach Committee:** *shall manage and provide local community service opportunities for Commissioned Corps Officers that aim to protect and improve public health. The Chairperson(s) will oversee several subcommittees; act as liaison between subcommittee chairperson(s) and the Branch's Board/Executive Committee.*
- 9. Recreation/Networking Committee:** *shall manage and provide networking opportunities and recreation for local Commissioned Corps Officers. The Chairperson(s) will oversee several subcommittees; act as liaison between subcommittee chairperson(s) and the Branch's Board/Executive Committee.*
- 10. Nominating Committee:** *shall nominate candidates for the elective office as set forth in Article Six, Section Six.*

**Section Three:** Committee Chairs shall hold chairperson position for a term of two years. An Officer may serve as Chair of the same Committee no more than two consecutive terms in the same position without a break of at least one year. Any Committee Chair who is absent at two consecutive meetings of the Branch, regardless of whether an alternate is sent, shall be automatically terminated from further service with that Committee for the remainder of that Chairperson's term. That member shall receive formal notification from the President that the Bylaws of the Branch are being followed, and a new Chairperson member selected as deemed appropriate by the President.

**Section Four:** The Board may create Ad-Hoc committees as required. The President shall appoint committee members with the approval of the Board and announce the appointments by appropriate means to the general membership. The President shall provide each committee with a charter setting forth the committee's function and the requirements of the committee's operation and may revise such charter from time to time as deemed appropriate. The immediate Past-President will have the opportunity to cast one vote in each of the Standing Ad-Hoc Committees when issues surface which require a committee majority consensus.

## **ARTICLE EIGHT – DELEGATE & ALTERNATE DELEGATE TO THE HOUSE OF DELEGATES OF THE NATIONAL ASSOCIATION**

The President shall serve as the Delegate and representative of the Branch to the National House of Delegates to assist in the formulation of policies of the National Association and represent the specific interests of the Branch. In the event the President is unable to attend as the Delegate, the Vice-President shall serve as the Delegate. In the event both the President and Vice-President are unable to attend, the President shall appoint a member of the Board in good standing to serve as the Branch Delegate. The President shall advise the Chairman of the Board of the National Association, in writing, of any substitute Delegate and the time period during which the appointment is valid.

The Delegate is automatically authorized to receive one day's per diem, according to current Federal government rates, from Branch funds if:

- 1) The House of Delegates convenes outside of the District of Columbia metropolitan area, and
- 2) That dollar amount is in the Branch general treasury fund, and
- 3) That portion of the Branch general treasury fund has not yet been obligated by the Board for another purpose.

## **ARTICLE NINE – AMENDMENTS**

Any active, retired, reserve, or life member of the Branch may propose amendments to these Bylaws.

1. A proposed amendment must be submitted in writing to the President at any Branch meeting.
2. The Board of Directors shall review the proposal to ensure that, if adopted, there would be no conflict with the constitution or bylaws of the National Association; the Board may not alter the proposal in any way except to note such conflicts.
3. The Board shall then order the proposal to be distributed to the membership, and may attach to the proposal its comments and recommendations.
4. The Board shall schedule the proposed amendment for consideration by the members no later than the second Board meeting following the meeting at which the amendment was introduced, and the meeting announcement shall specify that the amendment will be considered.

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, Section Three of these bylaws) provided that a copy of any amendment proposed for consideration has been provided to each member qualified to vote at least 15 days before the meeting.

If a quorum, as defined in the bylaws, is present at the specified meeting, the President shall present the proposed amendment to the members and shall allow discussion and a vote. The proposal may be revised provided that such revision is germane to the original proposal. If the proposed amendment, with any adopted revisions, receives the votes from two-thirds of the members present or 20 members (whichever is less), it shall become a part of the Bylaw. If a quorum is not present, the proposed amendment shall be placed on the agenda of each subsequent meeting until such a time as it can be considered by a quorum.

## **ARTICLE TEN – RULES OF ORDER**

Roberts Rules 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 ELEVEN – DISSOLUTION**

In the event of final dissolution or liquidation of the Local Branch of National COA, and after the discharge of all its liabilities, the remaining assets of the Local Branch of National COA, including all of its various specifically designated funds, shall be given to one or more tax exempt local Branch of National COA, 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 Local Branch of National COA, such organizations to be designated by a vote of two-thirds of all directors serving as such at the time of dissolution.

**ARTICLE TWELVE – CONFLICT OF INTEREST**

Officers, Directors, Committee/Subcommittee Chairs, and Committee/Subcommittee members of the Branch shall not accept gratuities or any other benefit, directly or indirectly, from persons who provide goods or services to the Branch or solicit business from the Branch, and shall not receive special discounts which are not provided to other members of the Branch. No Officer, Director, Committee/Subcommittee Chair, or Committee/Subcommittee member shall grant any special favor or privilege to any person for remuneration or any other reason.

This is to certify that these bylaws were approved and adopted at the organizing meeting of the Branch on \_\_\_\_\_ (Date)

**PROVIDE NAME, ADDRESS, PHONE, EMAIL & COA MEMBER # FOR ALL OFFICERS. *BRANCH OFFICERS MUST MAINTAIN CURRENT COA MEMBERSHIP.***

**PRESIDENT**

**SECRETARY**

**VICE-**

**PRESIDENT**

**TREASURER**