

PHS Commissioned Officers Foundation

for the

Advancement of Public Health



## *BYLAWS*

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Approved May 2022

8201 Corporate Drive, Suite 615  
Landover, MD 20785

## **Record of Changes**

1. May 2002 - Added four additional at large trustees to the board.
2. May 2005 - Amend time for electing board officers.
3. May 2007 - Added two additional at large trustees to the board. Provided for reappointment of a trustee after a one-year absence from board.
4. March 2010 - Provides for an executive committee, honorary trustees, and other changes.
5. October 2012 - Provides for a nominations committee and enumerates its tasks and timelines. Sets term limits for elected officers of the board. Adds the executive director as a non-voting member of the executive committee.
6. April 2013 - Added two additional at-large trustees for a total of fifteen.
7. May 2022- Amended Article Four Section Two: Membership. Amended Article Five Section One: Officers, Section Two Election and Term of Office, Section Three: Duties of Board and Individual Officers of the Board of Trustees and Section Six: Vacancies.

## **Article One - Organization**

**Section One.** This organization shall be known as the PHS Commissioned Officers Foundation for the Advancement of Public Health. It is hereinafter referred to in these Bylaws as the Foundation.

**Section Two.** The Foundation is an affiliate of the Commissioned Officers Association of the U.S. Public Health Service, hereinafter referred to in these Bylaws as the Association.

**Section Three.** The directors of the Foundation shall be known and referred to in these Bylaws as the Board of Trustees.

**Section Four.** The principal office of the Foundation shall be co-located with the headquarters office of the Association, currently in Landover, Maryland.

**Section Five.** The Foundation shall have and continuously maintain a resident office in the State of Maryland, and the Board of Trustees shall appoint and continuously maintain a resident agent who resides in the State of Maryland.

## **Article Two - Purposes**

**Section One.** The Foundation 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 studies 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 Foundation and the programs within which USPHS commissioned officers serve;

collaboration with related organizations and the broad dissemination of public and professional information;

other educational and charitable activity as determined by the Board of Trustees;

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 Two.** In accordance with the purposes outlined in Section One (a), the Foundation, with overall administrative direction by the Executive Director, shall be responsible for funding support, coordination, and organization of the annual USPHS Scientific and Training Symposium and associated events such as the annual Anchor and Caduceus Dinner and Dr. C. Everett Koop Honorary Lecture.

**Section Three.** To accomplish the foregoing educational and charitable purposes, and for no other purpose or purposes, the Foundation 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 the Foundation, 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 this Foundation; provided, however, that this Foundation 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 this Foundation.

### **Article Three - Membership**

The Foundation shall have no members.

## **Article Four - Board of Trustees**

**Section One: General Powers.** The property, affairs and business of the Foundation shall be managed and controlled by a Board of Trustees. The Board's primary purpose shall be to implement the purposes of the Foundation stated in Article Two. The Board of Trustees may by general resolution delegate to officers of the Foundation and to committees such powers as provided for in these Bylaws.

**Section Two: Membership.** Members of the Board of Trustees shall serve for a term of three years and may be re-elected to one successive term of office. Trustees having served two consecutive three-year terms may be re-appointed to the Board after at least one year has passed following their last day on the Board. Appointment shall be as provided for in Section Two of this Article. Trustees may be elected to staggered terms of office so that approximately one-third of the Trustees are elected each year. Normally, the regular election of Trustees shall take place prior to the Board of Trustees' last Board meeting of the fiscal year.

**Section Three: Term of Office.** The initial Board of Trustees shall be those individuals named in the Articles of Incorporation and shall serve terms of three years or until their successors are elected and qualified. Members of the Board of Trustees shall serve for a term of three years and may be re-elected to one successive term of office. Trustees having served two consecutive three year terms may be re-appointed to the Board after at least one year has passed following their last day on the Board. Appointment shall be as provided for in Section Two of this Article. Trustees may be elected to staggered terms of office so that approximately one-third of the Trustees are elected each year.

Normally, the regular election of Trustees shall take place during the Association's last Board meeting of the fiscal year.

**Section Four: Resignation.** Any Trustee may resign at any time by giving written notice to the President, Board of Trustees of the Foundation and Chairperson, Board of Directors of the Association. Such resignation shall take effect at the time specified therein or, if no time is specified, at the time of acceptance thereof as determined by the Chairperson, Board of Directors of the Association.

**Section Five: Removal.** A Trustee may be removed from office by a two-thirds vote of the Board of Directors for cause and after opportunity to be heard, whenever, in its judgment; the Board of Directors may consider such action to be in the best interests of the Association and Foundation. Failure of a Trustee to attend at least one-half of the

regularly scheduled meetings of the Board of Trustees in person or by remote connection during a fiscal year, without an excused absence, may constitute grounds for removal from the Board of Trustees.

**Section Six: Vacancies.** Vacancies among the Trustees for other than expiration of term, whether caused by resignation, death, removal, or other reason, may be filled for the duration of the unexpired term by majority vote of the Board of Trustees of the Foundation. Unexpired terms of less than 18 months shall not count against the two-term limit of Board membership.

**Section Seven: Honorary Trustees.** The Board of Trustees may approve by two-thirds vote the selection of an outstanding individual who, through exemplary service that is consistent with the purposes of and reflects well upon the Foundation, to serve as an Honorary Trustee of the Foundation. An Honorary Trustee may serve on committees and participate in all regular meetings of the Board of Trustees. However, an Honorary Trustee shall not have voting rights and shall not be counted for quorum purposes at Board meetings. Honorary Trustees shall serve for a term of three years, which may be renewed for subsequent terms without limit by vote of the Board of Trustees.

**Section Eight: Meetings.** Regular meetings of the Board of Trustees of the Foundation shall be held at least twice during each fiscal year at a time and place designated by the President, Board of Trustees. Special meetings of the Board of Trustees may be called by the President of the Board of Trustees, or by at least one-third of the Trustees. Notice of such meetings shall be sent to each Trustee at least fourteen days prior to the meeting. Minutes of the meeting shall be maintained.

**Section Nine: Quorum.** At least one-half of the total number of Trustees shall constitute a quorum capable of transacting any business that may come before a meeting of the Foundation Board of Trustees. Unless specified differently in these Bylaws, at any meeting at which a quorum is present, any decision or action of the Board of Trustees shall be by a majority vote of those present and voting upon any subject. Trustees may attend a meeting by telephonic or electronic means that permits all persons participating to communicate with one another.

**Section Ten: Voting by Alternate Methods.** In all questions arising before the Board of Trustees which can be disposed of by affirmative or negative vote, the President of the Board of Trustees 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 Trustees 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.

**Section Eleven: Compensation.** Trustees shall not receive any compensation for their services as members of the Foundation Board of Trustees but may receive payment by the Foundation of their approved travel expenses for attendance at regular or special meetings of the Board. Foundation Trustees shall not receive compensation for attendance at regular or special Board meetings held in conjunction with, or for attendance at, the annual USPHS Scientific and Training Symposium, except for the Board of Trustees President who may request waiver of the registration fee and payment by the Foundation of travel and hotel expenses for attendance at the Symposium. Nothing herein shall be construed to preclude any Trustee from serving the Foundation in any other capacity and receiving reasonable compensation, therefore.

## **Article Five - Officers**

**Section One: Officers.** The officers of the Foundation shall consist of a President, President-elect, Immediate Past President, and Treasurer and may include other officers as may be deemed necessary by the Board of Trustees.

**Section Two: Election and Term of Office.** The officers of the Foundation shall be elected annually by the Board of Trustees. At least three months prior to the last Board meeting of the year, but no later than April 1st each year, the Nominations Committee shall begin preparing a slate of recommended candidates for election as officers.

The Nominations Committee shall report to the full Board no later than two weeks prior to the final Board meeting of the year or May 1st, whichever is earlier, those candidates recommended for election.

Officers shall be elected at the last meeting of the Board in each fiscal year. Nominations for election as Board officers will be accepted from the floor during the final board meeting of the year prior to the election of officers. The incoming officers of the Foundation shall be installed as of the beginning of the next fiscal year (July 1) and shall hold office for the duration of the fiscal year unless sooner removed or otherwise disqualified, or until their respective successors are elected and installed. At the beginning of the new fiscal year, the past year's President-elect assumes the office of President and the past year's President assumes the office of Immediate Past President. The President-elect and the Treasurer shall be elected annually by the Trustees. If the President of the Board, at the conclusion of a term as President, has reached the end of a second term of membership on the Board, shall serve for the ensuing year as an ex officio voting member of the Board in the capacity of Immediate Past President. A Trustee may hold the office of Treasurer for three consecutive terms, after which there must be a one-year interval before a Board member can be re-elected to that office.

***Section Three: Duties of Board and Individual Officers of the Board of Trustees.***

A. The duties of the Board of Trustees shall be to direct and control the business management and affairs of the Foundation, its several officers, agents and employees. The Board of Trustees shall have authority to enter contracts, incur liabilities, expend funds, and attend to such other matters connected with the conduct of the Foundation as it may deem necessary. The Board of Trustees shall have recorded the proceedings of each regular and special meeting.

B. The Board of Trustees shall appoint (on a full or part-time basis as needed) and oversee the performance of an Executive Director of the Foundation, who will carry out all duties prescribed by the Board. The Executive Director may, but is not required to, be the Executive Director of the Association. The salary of the Executive Director shall be determined by the Board of Trustees, subject to the approval of the Board of Directors of the Association. When the Executive Director is also Executive Director of the Association, the salary will be determined in consultation with the Board of Directors of the Association.

C. The President and other Foundation officers shall perform such duties as are described in these Bylaws and such other duties as may be assigned them by the Board of Trustees. Furthermore, the President shall prepare an annual report in writing which shall include, but not be limited to, accomplishments and financial status of the Foundation, and planned activities for the upcoming fiscal year(s). Such report shall be made part of the permanent record of the Foundation.

D. The President-elect shall assume the functions of the President in the absence of the President.

E. The Treasurer shall be apprised of all funds received, held, and disbursed by the Foundation and records kept thereon. The Treasurer and the Executive Director shall be directly responsible to the Board of Trustees for all expenditures and shall make a report of all receipts and disbursements to the Board of Trustees 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 President or President-elect of the Board of Trustees shall act for the Treasurer.

**Article Six - Committees**

***Section One: Foundation Committees.*** The President of the Foundation may create such committees of the Foundation as he or she deems advisable, and further may define their duties. Such committees may be comprised of Trustees of the Foundation, Directors of the Association, or other persons who need not be members of either organization.



***Section Two: Executive Committee.*** The President of the Foundation may establish an Executive Committee consisting of the President, Vice President, Treasurer, and up to two past Foundation Presidents who are current Board members for the efficient management of Board activities during the intervals between meetings of the Board of Trustees. The Executive Director of the Foundation shall be a non-voting member of the Executive Committee. Actions taken by the Executive Committee shall be reported to the Board of Trustees and ratified, as appropriate, at the next Board meeting.

***Section Three: Nominations Committee.*** The President of the Foundation shall appoint a Nominations Committee comprised of three Trustees who shall serve for a period of one year. One of the Committee members should be a former Foundation President, if possible. The Nominations Committee shall be responsible for reviewing relevant information and providing to the Board of Trustees: (a) a recommended slate of candidates for membership on the Board of Trustees; and (b) a recommended slate of current Trustees for election as officers of the Foundation.

***Section Four: Association Committees.*** At least one member of the Board of Trustees shall serve as a member of the Annual Meeting and Education Committee and Finance and Property Committee of the Association, and other standing committees and special committees as the Chairperson of the Board of Directors of the Association may determine in consultation with the President of the Foundation.

### **Article Seven - Fiscal Year**

The fiscal year of the Foundation shall be determined by the Board of Trustees. Currently, the Foundation's fiscal year is set as 1 July through 30 June.

### **Article Eight - Method of Amendment**

These Bylaws may only be amended by a majority vote of the Board of Trustees of the Foundation and, subsequently, the Board of Directors of the Association. An amendment so made shall be effective immediately after adoption unless an effective date is specifically adopted at the time the amendment is approved.

### **Article Nine - 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, trustee, officer, employee or other agent of the Association or the Foundation, against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees, liability to others on account of any such contract or commitment.

### **Article Ten - Parliamentary Authority**

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Foundation 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 Foundation may adopt.

### **Article Eleven - Dissolution**

In the event of final dissolution or liquidation of the Foundation, and after the discharge of all its liabilities, the remaining assets of the Foundation, 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} of the Internal Revenue Code of 1986 or any successor code, and whose purposes and objectives are similar to those of the Foundation, such organizations to be designated by a vote of two-thirds of all trustees serving as such at the time of dissolution.

