

BY-LAWS

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BY-LAWS - NEW ENGLAND REGION - WOCN

ARTICLE 1 - NAME

The name of this organization will be the New England Region Wound, Ostomy and Continence Nurses Society: an association of WOC/ET Nurses, a division of the National Wound, Ostomy and Continence Nurse's Society (WOCN). The acronym of the New England Region hereafter will be the New England Region WOCN.

ARTICLE II - MISSION STATEMENT, OBJECTIVE, CODE OF ETHICS

Section 1 - Mission Statement

The New England Region WOCN organizes and sponsors educational opportunities, supports leadership and professional development, encourages evidenced based nursing practice and advocates for the delivery of quality health care to all individuals with a wound, ostomy or continence related issue.

Section 2 – Objective

The New England Region WOCN strives to:

- a. Facilitate professional development of all members, novice to advanced WOC/ET nurses, through the provision of high quality continuing professional education and support of National WOCN scholarship programs.
- b. Facilitate communication between National WOCN and New England Region WOCN members; provide regional feedback on WOC/ET issues of national concern.
- c. Demonstrate fiscal responsibility to New England Region WOCN members in all activities and programs.
- d. Promote the WOC/ET nurse role by encouraging the recruitment of nurses in the WOC/ET specialty and membership in National /New England Region WOCN organizations.
- e. Provide opportunities for networking between members and facilitate mentoring of new WOC/ET nurses.
- f. Reflect the mission, philosophy and goals of National WOCN in all endeavors.
- g. Support National WOCN initiatives; encourage New England Region WOCN members' active participation in the National organization.
- h. Collaborate with government agencies, community organizations and other groups on legislative issues of concern to WOC/ET nurses on the regional and national level.
- i. Support regional community outreach activities through financial and other support to organizations whose programs address concerns of the wound, ostomy and continence patient population.

Section 3 - Code of Ethics

Members will not use the association's name or logo on stationary, publications, symposia advertisements, or in any other manner without Board permission.

Members' conduct will be honorable, moral, professional, collegial and reflective of the association's mission.

ARTICLE III – MEMBERSHIP

Section 1 - Classification

Membership is open to all who qualify for membership in the National WOCN.

Section 2 - Application for Membership

All applicants will complete the application form provided by National WOCN and submit the application with the designated fee to the National office of the corporation.

Section 3 - Removal of Members/Forfeitures

- a. Members of any classification may be removed from membership by the Regional Board for cause by two-thirds vote. For any cause other than no payment of dues, removal shall occur only after the member has been advised of the complaint lodged against him or her and has been given reasonable opportunity for the member's defense. A member, if removed, may appeal the decision of the Regional Board at the annual meeting of the New England Region WOCN providing that notice of intent to appeal is provided to the President at least ten days in advance of the meeting.
- b. Forfeiture-A former member who forfeits membership for nonpayment of dues may be reinstated in NER WOCN by meeting the requirements of WOCN and paying current dues.
- c. Reinstatement- A member in good standing may be reinstated by meeting the requirements of WOCN.

ARTICLE IV - MEETINGS

Section 1 - Time and Place

Membership meetings will be held three (3) times a year:

- a. At the National WOCN Society Annual Conference.
- b. At the Annual Meeting at the New England Region WOCN Fall Conference between September 15 and October 31.
- c. At the Spring Meeting of the New England Region WOCN, between March 15th and April 30th.

Section 2 - Quorum

A quorum of the general membership will be the majority of the members registered at the meeting including two elected officers.

Section 3 - Membership Vote

All matters before a general membership meeting, except election of officers, will require for passage an affirmative vote by a majority of the members present and voting. Each active member will have one vote. No vote will be cast by proxy. Any matters outside of a membership meeting requiring immediate action may be voted on electronically. The affirmative vote cast electronically will be the valid vote.

Section 4 - Membership Special Meetings

Special meetings of the membership may be called upon written or electronic request of two-thirds of the members of the Regional Board or upon the written or electronic request of twenty-five percent of the membership. The request is to state the exact purpose or purposes of the meeting. The President will determine the time and place of such meetings of the membership. The meeting will take place, no later than ninety days after the receipt of a proper request. Members of New England Region WOCN will be given written and/ or electronic notice of the time, place, and purpose of the said meeting.

Section 5 - Regional Board

The Regional Board will meet three times during a fiscal year.

1. Within 6-8 weeks after annual WOCN meeting.
2. Once at the place of annual meeting following elections.
3. Once at the place of the spring meeting.

Notice of the time and place of all meetings will be given at least two weeks prior to such meeting. Meetings may be held in person or by telephone conference call. A written agenda will be provided to each Board member one week prior to conference calls.

Section 6 – Quorum of Regional Board

The presence of not less than a majority of the Regional Board will constitute a quorum. A vote of the majority of the Board Members present will be required for passage of any matters before the Regional board.

Section 7 - Mail Vote of Regional Board

If, in the opinion of a majority of the officers, a matter should be acted upon by the Regional Board before a meeting is to be held, such matter in the form of a resolution proposed for adoption will be submitted to each member of the Regional Board by e-mail or certified mail. It will be adopted or rejected by a majority of the Board Members who respond to the President within fourteen days after the date upon which the resolution was forwarded to each Board Member.

ARTICLE V - OFFICERS

Section 1 - Elective Officers

The elective officers will be President-Elect / President, Secretary and Treasurer, all to be elected by mail/or electronic vote prior to the Fall Meeting. Officers will serve until their successors have been duly elected and assume office.

Section 2 - Qualifications

Any regular member will be eligible for nomination and election to any elective office of this organization provided he or she will have been an active member in good standing of the WOCN and New England Region WOCN for one year. In addition to the above qualifications, a candidate for President must have served at least one term on the Regional Board.

Members seeking a board position or elected office must disclose if they are employed or receive compensation by industry. This will be communicated to membership through the candidate's profile at the time of election.

Section 3 - Term

Each officer will be elected for a term of two years, and no officer will be elected to the same office for more than two consecutive terms except at the direction of the Regional Board.

The President, President-Elect and Secretary's two year term of service will commence on November 1 and conclude on October 31 of their respective years. The two-year term of the treasurer will commence January 1 and conclude on December 31 on their respective years of service.

Section 4 - Order of Election

The Secretary will be elected in even-numbered years, and the President-Elect and Treasurer in odd-numbered years.

Section 5 - Vacancy

If any elected office becomes vacant, the Regional Board will select a person to fill such vacancy who will serve until the next election.

Section 6 - Removal

Any officer may be removed from office by appropriate resolution approved by two-third of the Board Members. Such removal may be voted only when written charges against said officer are filed with the Secretary. The Secretary will mail, by Certified Mail, a copy of the charges to the officer and the officer will have twenty days to respond to such charges before any action will be taken thereon.

Section 7 - President's Duties

The President will:

- a. Serve as chief executive officer of the organization.
- b. Serve as a member ex-officio, with right to vote on all Committees except Nominations.
- c. Make all required appointments of standing and special Committee chair positions with the approval of the Regional Board.
- d. Perform other duties as necessary incidental to the office of President or as may be described by the Regional Board.
- e. Serve as preceptor/ mentor for the President-elect throughout the term of office.
- f. Upon completion of his/her term, serve one year as a non-voting member of the Regional Board.

Section 8 - President-Elect

The President-Elect will:

- a. Participate in a preceptor-mentor role for two years so that he / she will gain experience prior to succeeding the President.
- b. Participate in the management of the affairs and business of the region.
- c. Actively assist the President to set annual goals and develop a plan to meet these goals.
- d. Attend all regional Membership and Board meetings.
- e. Perform the duties of the President in the absence or incapacity of the President. Succeed to that office in the event it should become vacant.
- f. Perform such duties as may be delegated by the President or other Board Members.

Section 9 - Secretary's Duties

The Secretary will:

- a. Be responsible for the proper and legal mailing of notices to members.
- b. Oversee the proper recording of the proceedings of organizational meetings including Regional Board and committees.
- c. Execute all orders, notes, and resolutions, not otherwise committed.
- d. Be responsible for maintaining the By-laws and Policy/Procedure Manual of the organization.

Section 10 - Treasurer's Duties

The Treasurer will:

- a. Be in charge of the organization's funds and financial records
- b. Receive and record all rebated dues from the National Office of WOCN
- c. Establish proper accounting procedures for the handling of funds:
 1. Coordinates budgetary planning and devises an annual budget with the President and Regional Board
 2. Be responsible for keeping the funds in banks, trust companies and/or investments as approved by the Regional Board
 3. Give a financial statement of the organization at all Regional Board meetings or whenever called upon by the President
 4. Deliver to the successor upon expiration of a term of office, all books, money, and other property in his/her charge
 5. In the absence of a successor, deliver such properties to the President

6. Facilitates a yearly internal audit of records. Audit is to be conducted prior to the New England Region WOCN spring conference.

ARTICLE VI - REGIONAL BOARD

Section 1 - Composition

The Regional Board will consist of the elected officers, the chairpersons of standing committees and chairpersons of any additional committee. The immediate Past President of the region serves as a non-voting member of the Regional Board for a period of one year.

Section 2 – Qualifications

A person must be an active regular member of New England Region WOCN in good standing prior to being appointed to the Regional Board.

Section 3 - Term

Each Chairperson will be appointed by the President, for a term of two years, and may serve longer at the approval of the Board.

Section 4 - Vacancy

If the office of a chairperson becomes vacant, the Regional Board will appoint a person to fill such vacancy.

Section 5 - Removal

A chairperson may be removed from office by appropriate resolution approved by two-thirds of the Regional Board. Such removal may be voted only upon written charges against said chair filed with the Secretary.

Section 6 - Powers

The Regional Board will have the control and management of the affairs and business of this regional organization under the direction of the WOCN. The Regional Board will only act in the name of the organization when it will be duly convened as herein set forth. Without limitation upon the general powers of the Regional Board, it will specifically;

- a. Establish all administrative policies;
- b. Create such standing, special and advisory committees, as it deems advisable.

Section 7 - Voting

Each Board Member will have one vote, and such voting may not be done by proxy.

Section 8 - Rules

The Regional Board will make such rules and regulations covering its meetings as it may determine necessary.

Section 9 - Nominating Committee

The Regional Board will elect the Nominating Chairperson.

Section 10 - Quorum

The presence of not less than a majority of the Board Members will constitute a quorum, and a vote of the majority of such quorums will be the decision of the Regional Board.

Section 11 - Compensation

The Regional Board will serve without compensation.

ARTICLE VII - COMMITTEES

Section 1 - Appointment

The President will appoint all committee chairpersons, with the exception of the Nominating Committee.

Section 2 - Nominating Committee

The Nominating Chairperson will be appointed by the President with the approval of the Board at the annual meeting of the Regional Board. This chairperson will at the time of appointment have been an active member of this organization for at least two years. The Nominating Chairperson will appoint two members to serve on her/his committee.

Section 3 - Membership Qualifications

All committee members will be active members in good standing of this organization.

Section 4 - Standing Committees

- a. Education: Assists and coordinates, subject to the approval of the Regional Board, educational programs relating to the purposes of this organization.
- b. Political Action / Public Policy: Will inform the membership of vital issues pertinent to political influence.
- c. Membership/ Public Relations: Maintains and keeps available a current list of eligible members and active WOCN members of the New England Region and promotes membership in the region.
- d. Nominating: Proposes the slate of officers to the membership at least six weeks prior to the annual meeting.
- e. Publications: Develops and is responsible for any Publication of this organization.

- f. Community Outreach/Youth Rally: Increases awareness of WOC nurses and other members in the New England Region WOCN by supporting programs for those people with health concerns related to wound, ostomy, continence issues.
- g. Regional Website: Maintains the Webpage, links with National WOCN, and sends appropriate blast emails as per the President and/or Board.

Section 6 - Additional Committees

The Regional Board may establish any additional committees it deems advisable for the carrying on of the business of this organization.

Historian:

A member may be appointed by the President to act as Historian. He/She will keep an ongoing record of the history of the New England Region WOCN.

Section 7 - Overall Reports of committees

All committees report to the Regional Board. Committee chairpersons must submit budget requests and receive approval prior to committing expenditures. All financial matters must be reported to the Treasurer or the Treasurer's designee.

ARTICLE VIII - NOMINATIONS

Section 1 - Nominations

The Nominating Committee will make nominations for Elected Officers.

Section 2 - Presentation of Nominations

The Nominating Committee will post by mail or electronically ballots to the membership six weeks prior to the annual meeting. Ballots should be returned two to three weeks prior to annual meeting.

ARTICLE IX - ELECTIONS

Section 1 - Time and Place

Elections of officers may be by mail or electronic ballot. Elections will be from those persons nominated or by write-in ballot.

Section 2 - Election of officers

President-Elect / President, Secretary, Treasurer will be elected by ballot vote. The person receiving a majority of the votes for each office will be declared elected to such office. If a tie vote occurs with the election of President-Elect / President, Secretary or Treasurer, an election will be held at the annual meeting by secret ballot of those members present.

Section 3 - Secret Ballot

Voting for officers will be by secret ballot, and after declaration of election, all ballots will be destroyed.

Section 5 - Election Process

The Nominating Committee will be responsible for posting by mail or electronically, collecting, and tallying the ballot. They will report the results at the Annual Membership Meeting.

ARTICLES X - DUES

Section 1 - Dues

Dues for all members will be established by WOCN Board and collected through the National Office of the WOCN.

ARTICLE XI - FISCAL YEAR

Section 1 - Fiscal Year Dates

The fiscal year of the organization will be from January 1st to December 31st.

ARTICLE XII - DISSOLUTION

Section 1 - Dissolution

Upon the dissolution or termination of activity of this organization, all remaining assets after the payment of the legal debts and obligations of this organization will be distributed to the National WOCN.

ARTICLE XIII - PARLIAMENTARY AUTHORITY

Section 1 - Rules

The latest edition of Roberts' Rules of Orders will govern in all cases not covered by these BY-LAWS.

ARTICLE XIV – AMENDMENTS

Section 1 - Amendments

These BY-LAWS may be altered, amended, added to, or repealed at the annual membership meeting by the affirmative vote of not less than two-thirds of the delegates present and voting. Those proposed amendments will be submitted to the membership in writing via post or electronic mail not less than fourteen days prior to the annual membership meeting.

Section 2 - Amending Procedures

Such action will be taken only upon compliance with either of the following conditions:

- a. Prior considerations of such proposed change of the Regional Board and action by such Board to submit such proposed change to the annual membership meeting following the proper timeline outlined above.
- b. A written request signed by ten percent of the membership requesting a proposed change is submitted to the annual membership meeting, which must be delivered to the Secretary at least thirty days prior to the annual-membership meeting.

ARTICLE XV - SUSPENSION OF BY-LAWS

These BY-LAWS may be suspended by a two-thirds vote of the members present and voting at the annual membership / or special meeting of this organization.