

Operating Guidelines (Bylaws)

of the

New England Region of the Wound, Ostomy and Continence Nurses Society

ARTICLE I – NAME

The name of the regional affiliate is the “New England Region of the Wound, Ostomy and Continence Nurses Society” (the “New England Region of the WOCN Society”), operating as a local arm or division of the Wound, Ostomy and Continence Nurses Society (WOCN) and not as a separate corporate entity.

ARTICLE II – PURPOSES

1. **Purposes.** The Region is organized for the purpose of promoting the interests, and supporting the programs and activities, of the WOCN Society for the benefit of its members on a local basis within the geographic area covered by the Region as defined by the WOCN Society.
2. **Rules.** The following rules conclusively bind the Region and all persons acting for or on behalf of it:
 - 2.1 No part of the net earnings of the Region may inure to the benefit of, or be distributed to, its directors, officers, members or other private persons.
 - 2.2 Upon the dissolution or termination of the Region as a regional affiliate of the WOCN Society, the Region must transfer all assets of the Region to the WOCN Society.

ARTICLE III – MEMBERS

1. **Membership.** Membership is open to all who qualify for membership in the WOCN Society. All members of the Region must be members of the WOCN Society. Application for membership must be made to the WOCN Society who will determine eligibility for membership based on categories and criteria established in the WOCN Bylaws. Membership in the Region may be granted to any WOCN member in good standing who resides or practices within or outside the geographic area covered by the Region and designates the Region as his or her region for membership.
2. **Rights and Duties.** Members of the Region will have the same rights to attend meetings, make motions, vote and serve on committees as is provided in the WOCN Bylaws for each category of members.
3. **Resignation.** Any member who resigns from the WOCN Society shall be considered to have resigned from the Region.
4. **Ethics and Discipline**
 - 4.1 **Grounds for Discipline.** A member may be disciplined for any of the following reasons:

- 4.1.1 failure to comply with these Operating Guidelines, the WOCN Bylaws and Code of Ethics, or any other rules or regulations of the WOCN Society or the Region;
 - 4.1.2 limitation, suspension, revocation, or forfeiture by any state, province or country of the member's right to practice nursing;
 - 4.1.3 unauthorized use of the WOCN Society's or the Region's name, logo, or other symbols on stationery, publications, advertisements, printed material or in any other manner; or
 - 4.1.4 immoral, dishonorable, or unprofessional conduct considered prejudicial to the best interests of, or inconsistent with, the purposes of the WOCN Society or the Region.
- 4.2 **Procedures.** Any disciplinary action taken against a WOCN member shall be taken in accordance with the WOCN Bylaws and is deemed to apply equally to such individual's membership in the Region.
5. **Automatic Termination.** Membership in the Region automatically is terminated whenever membership in the WOCN Society is terminated.
6. **Dues.** Dues will be as established by the WOCN Board of Directors and collected by WOCN headquarters.

ARTICLE IV – MEMBERSHIP MEETINGS

1. **Annual Meeting.** An Annual Meeting and additional regular meetings of the members for receiving reports, and for such other business as may properly come before the meeting, shall be held at such day, time, and place as may be determined by the Region Board of Directors.
2. **Special Meeting.** Special meetings of the members may be called at the request of the Region's President or a majority of the Region's Directors, or at the written request of two-thirds (2/3) of the members of the Region entitled to vote. The time and place for holding special meetings shall be determined by the Region Board.
3. **Notice.** Notice of annual or special meetings of the members shall state the time, date and place of the meeting and shall be delivered to each Regular Member at his or her address as shown in the Region records not more than sixty (60) and not less than five (5) days prior to the date of such meeting.
4. **Quorum.** Ten percent (10%) of the Region members entitled to vote shall constitute a quorum for the transaction of business at any meeting of the members.
5. **Manner of Acting.** The act of a majority of the Region members entitled to vote who are present and voting at a meeting at which a quorum is present, in person or by proxy, shall be the act of the members, except where otherwise provided by law or WOCN Bylaws.
6. **Mail Vote.** Voting by mail transmitted by the postal service or electronically shall be permitted in lieu of a meeting for any item of business. A mail vote may be called (i) by the Region Board of Directors; or (ii) upon written request to the Region Secretary of at least two-thirds (2/3) of the Region members entitled to vote. As long as at least 10% of Region members entitled to vote have returned ballots by the due date, the action shall be effective if

at least a majority vote in favor of the action, unless the vote of a greater number is required by law or by the WOCN Articles of Incorporation or Bylaws.

7. **Reports to the WOCN Society.** Actions voted on by the Region membership shall be reported to the WOCN Society within thirty (30) days of the action taken.

ARTICLE V – CHAPTER BOARD OF DIRECTORS

1. **Authority and Responsibility.** The affairs of the Region shall be managed by the Region Board of Directors, which shall have supervision, control, and direction of the affairs of the Region; shall determine the policies or changes therein within the limits of these Operating Guidelines and the Bylaws, policies and rules of the WOCN Society; and shall actively promote the purposes of the WOCN Society on a local and/or regional level.
2. **Composition, Election and Term.**
 - 2.1 The Region Board of Directors shall at a minimum be composed of the President, the President-Elect, the Secretary, and the Treasurer of the Region (the “Officers”), and, at the option of the Officers, up to **ten** additional persons elected by the Region’s membership or appointed by the Board (each Officer and other member of the Board referred to in these Operating Guidelines as a “Director”).
 - 2.2 No person may serve as a Director unless he or she has been a member of the Region and the WOCN Society for at least one year. In addition, a candidate for President or President-Elect should have served at least one year on the Region Board.
 - 2.3 Region members who are employed by a commercial industry that provides products or services as defined in the WOCN policy are eligible to serve on the Region Board of Directors (“Industry Director”), provided that no more than two (2) Industry Directors, each of whom must be from different companies, may serve on the Region Board at any time.
 - 2.4 Directors serve for a term of two (2) years from their election or appointment, and no person may serve in the same position for more than five (5) consecutive terms. In no event may any Director of the Region serve for more than ten (10) consecutive years.
 - 2.5 No member who is holding office as an Officer or Area Director on the WOCN Board of Directors may concurrently serve on the Region Board of Directors.
 - 2.6 The President-Elect automatically succeeds to the office of President at the end of his or her term as President-Elect.
 - 2.7 **The term of office for each Director shall begin upon the conclusion of the Region annual meeting at which they are elected or appointed.**
3. **Regular Meetings.** The Region Board of Directors may provide by resolution the time, date, and place for the holding of regular meetings of the Region Board without other notice than such resolution.
4. **Special Meetings.** Special meetings of the Region Board may be called by or at the request of the Region President or upon the written request of a majority of the Directors.

5. **Notice.** Notice of any special meeting of the Region Board must state the time, date, and place of the meeting and must be delivered at least five (5) days prior to the date of such meeting; provided that notice of any special meeting to be held by telephone conference call or other electronic equipment may be given at least **twenty-four (24) hours** prior to the call.
6. **Quorum.** A majority of Directors constitutes a quorum for the transaction of business at any meeting of the Region Board, provided that if less than a quorum is present at the meeting, a majority of the Directors present may adjourn the meeting without further notice.
7. **Manner of Acting.** The act of a majority of the Directors present at a meeting at which a quorum is present is the act of the Region Board of Directors, except where otherwise provided by law or the WOCN Articles of Incorporation or Bylaws.
8. **Resignation and Removal.** Any Director may resign at any time by giving written notice to the President. In addition, any Director may be removed by a two-thirds vote of Region members entitled to vote and present and voting, in person **or by proxy**, whenever in their judgment the best interests of the WOCN Society or the Region would be served by such removal. Any Director who misses three (3) consecutive Region Board meetings is automatically removed from the Region Board; provided that in special circumstances, such removal may be waived by a majority vote of the Region Board of Directors.
9. **Vacancies.** If a vacancy on the Region Board of Directors occurs among one of its Directors (including officers), the Region President, with the approval of the Region Board, may appoint a qualified successor from among the Region members to serve for the unexpired term, provided that the Region President may not make any appointment which would result in the Region Board having more than one Director employed by the same person or firm.
10. **Meeting by Conference Call.** Any action to be taken at a meeting of the Region Board of Directors may be taken through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such a meeting constitutes presence in person at the meeting of the persons so participating.
11. **Action by Written Consent.** Any action requiring a vote of the Region Board of Directors may be taken without a meeting if a consent in writing (printed or electronic) setting forth the action taken is signed by all of the Directors entitled to vote with respect to the subject matter thereof.

ARTICLE VI – OFFICERS

1. **Officers.** The Region officers shall be a President, President-Elect, Secretary, and Treasurer. **No two offices may be held simultaneously by the same person.** Industry Directors may serve as Region officers.
2. **President.** The President shall be the chief executive officer, and shall in general supervise and control the affairs, of the Region. The President may sign, with the Secretary or any other proper officer of the Region authorized by the Region Board of Directors, any deeds, mortgages, contracts, or other instruments which the Region is authorized to enter into pursuant to the WOCN policy and which the Region Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly

delegated by the Region Board of Directors, by law, or by the WOCN Society to some other officer or agent of the WOCN Society or the Region. The President shall preside at all meetings of the Region and the Region Board of Directors; except as otherwise provided in these Operating Guidelines, shall, with the approval of the Region Board, appoint the chair of all committees and, in consultation with the chair, make all committee appointments; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Region Board of Directors.

3. **President-Elect.** The President-Elect shall, in the absence of the President, preside at all meetings of the Region and the Region Board of Directors; shall automatically succeed to the office of President at the end of the presiding President's term; and shall perform all duties incident to the office of President-Elect and such other duties as may be prescribed by the President or by the Region Board of Directors.
4. **Secretary.** The Secretary shall keep or cause to be kept the minutes of the meetings of the Region Board of Directors in one or more books provided for that purpose; shall see that all notices are duly given in accordance with the provisions of these Operating Guidelines or as required by law; shall be custodian of the Region records; shall keep or cause to be kept an accurate roster of the membership; and shall in general perform all duties incident to the office of Secretary and such other duties assigned by the President or by the Region Board of Directors.
5. **Treasurer.** The Treasurer shall be responsible for all funds and assets of the Region; shall receive and give receipts for monies due and payable to the Region from any sources whatsoever, and shall deposit all such monies in the name of the Region in such banks, trust companies, or other depositories as shall be selected in accordance with these Operating Guidelines and WOCN policy; shall submit financial reports to the WOCN Society, to the Region Board of Directors at its regular meetings and to the Region membership at its Annual Meeting; and shall in general perform all the duties incident to the office of Treasurer and such other duties assigned by the President or by the Region Board of Directors.

ARTICLE VII – COMMITTEES

1. **Board Committees.** The Region Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees to carry out the purposes of the Region. The resolution establishing such a committee shall set forth the committee's purpose. Unless otherwise provided in the resolution establishing the committee, the Region President, with the approval of the Region Board, will appoint the chair of each committee and the chair of each committee will appoint the members of the committee. All committee members serve at the pleasure of the Region Board.
2. **Removal.** Any member of any committee may be removed by the Region Board or the person or persons authorized to appoint such member whenever in their judgment the best interests of the Region would be served by such removal.
3. **Qualifications and Term of Office.** Each member of a committee must be a member in good standing of the Region and will serve until the end of the calendar year during which an appointment was made and until his or her successor is appointed, unless the committee is sooner terminated or the member ceases to qualify as a committee member.

4. **Quorum.** A majority of the whole committee constitutes a quorum, and the acts of a majority of the members present at a meeting at which a quorum is present are the acts of the committee.
5. **Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.
6. **Rules.** Each committee may adopt rules for its own government so long as the rules are consistent with the WOCN Bylaws, policies and rules.

ARTICLE VIII – RELATIONSHIP WITH THE WOCN SOCIETY

1. **Charter Agreement.** The Region has entered into a Charter Agreement with the WOCN Society, which Agreement sets forth, among other things, the Region’s relationship with the WOCN Society as an arm or division of the WOCN Society, the rights and responsibilities of each, and the grounds upon which the Region’s affiliation with the WOCN Society may be terminated.
2. **Policies, Rules and Regulations.** The Region and its officers, directors, and members must abide by any and all policies, rules, and regulations that the WOCN Society may periodically prescribe to maintain the fiscal, operational, and legal integrity of the WOCN Society and its Regions and Affiliates.
3. **Revocation.** The WOCN Society may revoke the charter of the Region at any time in accordance with the provisions of the WOCN Bylaws and the terms of the Charter Agreement. In the event of such revocation, all funds and other assets of the Region (including records) must be returned to the WOCN Society or its designee in accordance with the terms of the Charter Agreement.

ARTICLE IX – CONTRACTS, CHECKS, DEPOSITS AND BONDING

1. **Contracts.** The Region Board of Directors may authorize any officer or officers, agent or agents of the Region, in addition to the officers so authorized by these Operating Guidelines, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Region and such authority may be general or confined to specific instances, all as limited by WOCN policies with regard to Region contracts.
2. **Checks, Drafts, Etc.** All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Region must be signed by such officer or officers, agent or agents of the Region and in such manner as determined by resolution of the Region Board of Directors and in accordance with WOCN policies. In the absence of such determination by the Region Board of Directors, such instruments must be signed by the Treasurer and countersigned by the President of the Region.
3. **Deposits.** All funds of the Region must be deposited to the credit of the Region in such banks, trust companies, or other depositories as the Region Board of Directors selects in accordance with WOCN policies.
4. **Bonding.** The Region Board of Directors may provide for the bonding of such officers and employees of the Region as it may periodically determine.

ARTICLE X – BOOKS AND RECORDS

The Region must keep correct and complete books and records of account and minutes of the proceedings of its members, the Region Board of Directors and any committees.

ARTICLE XI – FISCAL YEAR

The fiscal year of the Region is identical to the fiscal year of the WOCN Society.

ARTICLE XII – WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the General Not For Profit Corporation Act of the State of Illinois or under the provisions of the Articles of Incorporation or Bylaws of the WOCN Society, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated herein, is deemed equivalent to the giving of such notice.

ARTICLE XIII – COMPENSATION

Neither Directors nor officers of the Region may receive salaries or other compensation for their services as Directors, but the Region Board of Directors may, by resolution, authorize the reimbursement of expenses for attending regular and special meetings of the Region Board and/or WOCN national meetings.

ARTICLE XIV – AMENDMENTS TO OPERATING GUIDELINES

These Operating Guidelines may not be amended without the prior written approval of the WOCN Board of Directors.

ARTICLE XV – USE OF ELECTRONIC COMMUNICATION

Unless otherwise prohibited by law, (i) any action to be taken or notice delivered may be taken or transmitted by electronic mail or other electronic means; and (ii) any action or approval required to be written or in writing may be transmitted or received by electronic mail or other electronic means.

Adopted by the WOCN Board of Directors: October 21, 2014

Adopted by New England Region of the WOCN Society 2015.