

*Underlined text is to be deleted. Boldfaced, italicized type is to be inserted.*

<b>Description</b>	<b>Proposed Amendments</b>	<b>Rationale</b>
<p><b>ARTICLE II – Mission, Philosophy, Purpose, Goals, Code of Ethics</b></p> <p>Delete old text and substitute new text</p>	<p>Section 5 - Code of Ethics</p> <p>a. SER WOOCN members have the professional obligation to adhere to the standards of ethical practice established by the SER WOOCN and to conduct themselves in a manner that upholds the highest professional standards.</p> <p>b. SER WOOCN members provide services to persons regardless of age, nationality, race, creed, color, status, sex, or sexual preference.</p> <p>c. SER WOOCN members maintain individual competency through continuing education programs.</p> <p>a. <i>SER members shall be urged to utilize the American Nurses Association Code for Nurses as a guide for ethical decision making in clinical practice.</i></p> <p>b. <i>All members of the SER Leadership Team shall declare in writing all personal and professional business relationships that may present a potential conflict of interest at the start of each fiscal year. Board members shall abstain from voting upon issues in which there is a potential for personal or family financial gain.</i></p> <p>c. <i>The Secretary shall maintain the record of conflict of interest statements.</i></p>	<p>American Nurses Association Code for Nurses includes all points in current bylaws statement.</p> <p>Item b provides mechanism for Board members to declare a potential conflict of interest and</p>
<p><b>ARTICLE V – SER Officers and Directors</b></p> <p>Addition of a new Section 2</p>	<p><b>Section 2 – Elected Directors</b></p> <p><i>The three elected Directors of the SER WOOCN shall be elected at Large. No person may hold more than one office at the same time. Elected Directors shall hold office for two (2) years, or until a successor takes office, or until removed by resignation, death, or action of the SER Board of Directors. Any member serving on the SER Board of Directors will act on behalf of the SER WOOCN and in the best interest of the society.</i></p>	<p>Clarify current practice of three elected Directors</p> <p>Congruity with WOOCN bylaws.</p>
<p>Renumbering to reflect the addition of new section 2</p>	<p><b>Section 2 Section 3 – Qualifications for Officers</b></p>	<p>Editorial change</p>
<p>Addition of a new Section 4</p>	<p><b>Section 4 – Qualifications for Directors</b></p> <p><i>An active member of SER WOOCN in good standing shall be eligible for nomination and election to Director position of this Society, provided the person has been a SER WOOCN member for one (1) year immediately prior to election.</i></p>	<p>Clarify current practice of the association</p> <p>Congruity with WOOCN bylaws</p>

Description	Proposed Amendments	Rationale
<p>Insertion of Directors into the order of elections; removal of historical references</p>	<p>Section 3 – Order of Election The President, and Vice President <i>and Directors 1 and 3</i> shall be elected in the even-numbered years, commencing with 2000. The Secretary, and Treasurer <i>and Director 2</i> shall be elected in odd-numbered years, commencing with the 1999 election meeting.</p>	<p>Clarify order of election for Directors as currently practiced</p>
<p>Insertion of Director</p>	<p>Section 4 - Term Each officer <i>and Director</i> shall be elected for a term of two (2) years, and no one shall be elected to the same office for more than two (s) consecutive terms. The term shall commence January of the following year.</p>	<p>Clarify term of office for Directors as currently practiced</p>
<p>Insertion of Board; strike “for remainder of the term” and insert “until the next election”</p>	<p>Section 5 – Vacancy If any position becomes vacant, the SER <i>Board</i> shall appoint a qualified person to fill the vacancy <u>for the remainder of the term of office until the next election.</u></p>	<p>Congruity with WOCN bylaws; allows for election if vacancy occurs within first year of term of office to allow for more membership control of the Board members</p>
<p>Strike “official representative to the Governmental Affairs Committee” and insert “SER liaison to the WOCN Legislative Subcommittee. Substitute “be” for “serve as bylaws chairperson and is”</p>	<p>Section 8 – Vice President’s Duties The Vice-President shall perform the duties of the President in the absence or incapacity of the President. The Vice-President shall succeed to the office of the President in the event it shall become vacant. The Vice-President shall perform such duties as may be delegated by the President or the SER Board of Directors. The Vice-President shall serve as the <u>official representative to the Governmental Affairs Committee SER liaison to the WOCN Legislative Subcommittee.</u> The Vice-President shall <i>be</i> serve as <u>bylaws chairperson and is responsible for maintaining the bylaws and the policy/procedure manual.</u></p>	<p>Clarifies governmental affairs role of Vice President; deletes reference to a committee that does not exist; simplifies language of the bylaws role.</p>

Description	Proposed Amendment	Rationale
<p>Delete entire Section 11 and substitute new section 11</p>	<p>Section 11 – Director’s Duties  There shall be three Directors who shall be elected at the SER WOON annual meeting.  a. One Director shall be elected in each even-numbered year, and two members shall be elected in each odd-numbered year.  b. Each Director shall be elected for a term of two years. No person shall be elected to such office for more than two consecutive terms.  c. If a Director position shall become vacant, the Board of Directors shall elect a person to fill such vacancy who shall serve until the election of his successor.  <i>The three (3) Directors are voting members of the Board of Directors. The Directors shall evaluate membership interests and develop strategic plans for the SER. The Directors facilitate communication between the members of the region and the WOCN Council as well as the SER leadership.</i></p>	<p>Current text is redundant and restates the order of election, term of office, and vacancy previously stated. Currently, the bylaws do not describe any actual duties for the Directors.</p>
<p><b>Article VI – Board of Directors</b>  Change title of section to “Composition”.  Delete descriptive clauses regarding Directors.  Delete Committee chairpersons as members of the Board of Directors  Revise statement about the role of the Past President</p>	<p>Section 1 – <u>Membership Composition</u>  The Board of Directors shall consist of the elected officers <i>and the three other members who shall be elected as Directors at the annual meeting, and all standing committee chairmen.</i> The immediate past president shall be a member of the Board of Directors until replaced by the succeeding President, and shall be a liaison member to provide continuity of organizational affairs and will have no vote <i>serve as a non-voting advisor to the Board of Directors for one year following the election of a new President.</i></p>	<p>Simplifies language regarding elected Directors  Ensures that all members of the Board of Directors are elected by the membership, since they are accountable for the business of the association  Provides for a more realistic role for the immediate Past President.</p>
<p>Delete entire Section 2</p>	<p>Section 2 - <u>Qualifications</u>  No person shall be elected to the Board of Directors who has not been an active member in good standing for one year immediately prior to election and who has not consented to serve.</p>	<p>Redundancy with Article V, Sections 2 and 3</p>
<p>Delete entire Section 3</p>	<p>Section 3 - <u>Terms of Office</u>  Each Director shall be elected for a term of two years. No person shall be elected to such office for more than two consecutive terms</p>	<p>Redundancy with Article V, Section 4</p>

Description	Proposed Amendments	Rationale
<p><b>Article VII – Committees</b></p> <p>Change term of service for committees to two years with term limitations. Substitute new text for entire section</p>	<p>Section 3 – Term</p> <p><u>The term of service of each committee shall terminate with the next installation of officers</u></p> <p><i>The term of each Committee Chairperson shall be two (2) years with no more than two (2) consecutive terms. Appointments shall be made in January of odd years.</i></p>	<p>Clarifies specifically when appointments are made, since installation of officers is now staggered for various Board positions</p> <p>Appointments to coincide with the start of a new President's term of office.</p>
<p>Delete all current standing committees and substitute 4 new standing committees</p>	<p>Section 4 – <i>Standing Committees</i></p> <p>The standing committees shall be as follows:</p> <ul style="list-style-type: none"> <li>a. <i>Communications</i></li> <li>b. <i>Conference Planning</i></li> <li>c. <i>Professional Practice</i></li> <li>d. <i>Clinical Practice</i></li> <li>a. <i>Membership</i></li> <li>b. <u>It shall promote the growth of the membership in the Southeast Region.</u></li> <li>c. <u>Bylaws/Policy and Procedures</u></li> <li>d. <u>It shall review the bylaws and Policy and Procedures Manual of the Southeast Region and submit recommendations for amendments to the Board of Directors. A copy of all proposed bylaws changes is to be mailed to each member at least thirty (30) days in advance of membership meeting.</u></li> <li>e. <u>Communications</u></li> <li>f. <u>It shall develop and be responsible for the official publication of the Southeast Region</u></li> <li>g. <u>Governmental Affairs</u></li> <li>h. <u>It shall coordinate legislative efforts throughout the region.</u></li> <li>i. <u>Conference Planning</u></li> <li>i. <u>It shall assist in planning of regional conferences in the Southeast Region.</u></li> <li>k. <u>Ad hoc</u></li> </ul> <p>(1) Will be formed to meet specific needs of the region</p> <p>(2) <u>Disaster Plan</u></p>	<p>Consistency with WOCN bylaws</p> <p>Current bylaws provide for a large number of standing committees that do not actually function as standing committees.</p>
<p>New section</p>	<p><i>Section 5 – Additional Committees</i></p> <p><i>Additional committees may be established by the Board of Directors as deemed necessary to complete the business of the association.</i></p>	<p>Provides mechanism for Board to establish additional committees as needed to conduct business</p>

Description	Proposed Amendments	Rationale
Rename section Change title to Powers Insert "business affairs of the" Insert "The Board shall only act in the name of the SER when it is convened" Delete a and b Insert new a, b, and c	Section 4-2- <u>Duties Powers</u> The Board of Directors shall have general control of the <i>business affairs of the SER. The Board shall only act in the name of the SER when it is convened.</i> Without limitations upon its general powers, the Board of Directors shall specifically: a. <u>attend all board meetings and regular membership meetings;</u> and b. <u>perform such other duties as may be assigned to them by the President.</u> a. <i>Establish administrative policy and procedure</i> b. <i>Accept bids and award contracts</i> c. <i>Create special and advisory committees as deemed necessary</i>	Explains the business function and accountability of the Board of Directors for managing the affairs of the association.
Delete "not less than"	Section 9 - Quorum The presence of <u>not less than</u> a majority of the Directors shall constitute a quorum, and a vote of the majority of such quorum shall be the decision of the Board of Directors.	Simplifies language by eliminating the negative
<b>Article VII – Leadership Team</b>		
Creation of a new Article VII	Article VII – <i>Leadership team</i> Section 1 – <i>Composition</i> The SER Leadership Team shall consist of the President, Vice-President, Secretary, Treasurer, three (3) Directors, Communications committee chairperson, Conference Planning committee chairperson, Professional Practice committee chairperson and Clinical Practice committee chairperson. Section 2 – Section 2 – <i>Duties</i> The Leadership Team shall provide direction and strategic planning for the SER. Section 3 – <i>Quorum</i> A quorum shall consist of two-thirds (2/3) of the voting membership during Leadership Team meetings. Section 4 – <i>Meetings</i> The Leadership Team shall meet at least once per year at the annual meeting. Additional meetings shall be scheduled as necessary.	Would allow Board meetings to be conducted without the expense of committee chair travel to all meetings. May encourage participation in Committees if Board Meeting attendance is not required.

Description	Proposed Amendment	Rationale
<p>New Section</p>	<p><i>Section 6 – Reporting</i>  <i>All committees report to the Board of Directors. Committee chairpersons must submit budget requests and receive approval prior to committing expenditure of funds. All financial reports of committee expenses must be reported to the Treasurer and President.</i></p>	<p>Establishes clear accountability for committee chairpersons.</p>
<p><b>Article VIII – Nominations</b></p>		
<p>Delete historical reference.  Add statement about procedure for Nominations Committee member resignation in the event nominated for office.</p>	<p><b>Section 1 – Nominations Committee</b>  Nominations Committee shall be elected by the membership at the annual membership meeting in the odd-numbered year commencing with the election of 1981. The Committee shall consist of six members. Every effort should be made to solicit at least one nominee from each state in the SER. The Board of Directors will select a chairperson from the elected members serving on the committee. Each member of the committee shall be an active member of the Southeast Region for at least one year prior to the election. <i>If a Nominations Committee member is nominated to office, the candidate must immediately resign from the Nominations committee. The Board of Directors shall appoint a qualified SER member to fill the vacancy until the next election.</i></p>	<p>Historical reference unnecessary  Clarifies responsibility of Nominations Committee member to resign to avoid conflict of interest when running for office.</p>
<p>Change in title of section  Insert, “Committee during the annual meeting. Additional nominations may be made”</p>	<p><b>Section 2 – Nominations. How Presented</b>  <i>Presentation of Nominations</i>  Nominations for officers, Directors and Nominations Committee candidates shall be presented by the Nominations Committee during the annual meeting. <i>Additional nominations may be made</i> or from the floor by an active member in good standing.</p>	<p>Clarification of original intent</p>
<p>Delete last statement</p>	<p><b>Section 3 – Qualifications</b>  No person shall be nominated by the Nominations Committee unless such person shall have agreed in writing or verbalized a willingness to serve if elected. No person shall be nominated from the floor unless such person is present and orally consents to serve if elected or, if not present, has agreed in writing to serve if elected. <u>No member of the Nominating Committee may run for office while serving on the Nominating Committee.</u></p>	<p>Redundant</p>
<p><b>Article XVI – SUSPENSION OF BYLAWS</b></p>		
	<p><u>These bylaws may be suspended by a two-thirds vote of the members present at the annual membership meeting of the SER.</u></p>	<p>Bylaws are never suspended. To do so would, in effect, dissolve the SER.</p>