

SOUTHEAST REGION
WOUND, OSTOMY AND CONTINENCE NURSES SOCIETY
AN ASSOCIATION OF ET NURSES

BYLAWS

ARTICLE I - NAME

The name of this corporation shall be the SOUTHEAST REGION (SER) WOUND, OSTOMY AND CONTINENCE NURSES SOCIETY (WOCN), with the byline "An Association of ET Nurses."

ARTICLE II - MISSION, PHILOSOPHY, PURPOSE, GOALS, CODE OF ETHICS

Section 1 - Mission

The SER WOCN, an association of ET nurses, is a professional nursing society which supports its members by promoting educational, clinical and research opportunities, to guide the delivery of expert health care to individuals with wounds, ostomies and incontinence.

Section 2 - Philosophy

The SER WOCN believes that nursing as a profession enhances health-care services to a multifaceted society and includes prevention, health maintenance, therapeutic intervention, and rehabilitation. ET nursing, wound, ostomy, and continence care are areas of specialty practice within the framework of nursing that strive to advance the health care and quality of life of all affected individuals.

The SER WOCN believes that continuing education and research provide the basis for current, comprehensive nursing practice for patients with wounds, ostomies, and incontinence. Learning may occur on a basic, advanced, or continuing educational level and combines the acquisition of theoretical knowledge and clinical expertise. The SER WOCN provides and approves quality continuing education for its members and for other health-care professionals in order to enhance and improve WOC/ET nursing practice.

By a process of accreditation, the SER WOCN promotes high standards of education and requires a baccalaureate degree with a nursing major or an equivalent as the entry level for ET nursing education programs and for specialty courses in wound, ostomy, or continence management.

Section 3 - Purpose

The SER WOCN shall foster high standards of practice related to the care, teaching, and rehabilitation of persons requiring the management of wounds, ostomies, and incontinence. It will promote the professional and educational advancement of the WOC/ET nurses and specialty nurses involved in the care of persons with wounds, ostomies or incontinence; therefore, providing persons in need of these services with the opportunity for optimal care and rehabilitation. SER WOCN participates and collaborates with multidisciplinary organizations.

Section 4 - Goals

The SER WOCN will continue to strive toward excellence in the:

- a. provision of standards of practice for SER WOCN members;
- b. provision for the continuing professional education and development for SER WOCN members;
- c. endorsement of the baccalaureate degree as entry level into nursing;
- d. accreditation of WOC/ET nursing and specialty wound, ostomy, and continence nursing education;
- e. promotion of national certification process;
- f. representation of SER WOCN members to the public, to allied health-care professionals, to the community, and to government groups;
- g. recruitment of nurses interested in pursuing a career in WOC/ET nursing and/or wound, ostomy, and incontinence nursing specialties;
- h. future development of the profession and the society through research and the long-range planning activities; and
- a. provision of quality continuing education related to WOC/ET Nursing.

Section 5 - Code of Ethics

- a. SER members shall be urged to utilize the American Nurses Association Code for Nurses as a guide for ethical decision making in clinical practice.
- b. 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.
- c. The Secretary shall maintain the record of conflict of interest statements.

ARTICLE III - MEMBERSHIP

Section 1 - Requirements

For membership in the SER:

- a. All members of the SER must be in good standing with the WOCN.
- b. WOCN members are assigned membership to the region in which they reside, unless otherwise specified.
- d. Regional membership can be changed only during membership renewal.

Section 2 - Classification

- a. *Active Member (1)* - An active member shall be any ET or RN who supports the mission and goals of the WOCN. They are required to pay dues and shall have all the privileges of membership.
- b. *Associate Member (2)* - An associate member shall be any person who supports the mission and goals of the SER WOCN. They are required to pay dues as established by the SER WOCN Board of Directors and shall have all the privileges of membership except those of making motions, voting and holding office.
- c. *Retired Active Member (3)* - A retired active member shall be anyone eligible to be an active member who is permanently retired from employment. A retired active member shall have all the privileges of active membership and shall be required to pay 50% of the established dues.
- d. *Retired Associate Member (4)* - A retired associate member shall be anyone eligible to be an associate member who is permanently retired from employment. A retired associate member shall have all the privileges of associate membership and shall be required to pay 50% of the established dues.
- e. *Honorary Member (5)* - Honorary membership may be conferred upon individuals who have been recommended to the SER Board of Directors who have been approved by the general membership. They shall not be required to pay dues and shall have all the privileges of membership except those of

making motions, voting, and holding office. Those honorary members who were active/retired members when honorary membership was conferred will retain all the privileges of active membership.

- f. *Honorary Life Member (6)* - This category is limited to the twelve (12) founders and past presidents of this WOCN society. They shall not be required to pay dues and shall have all the privileges of membership.
- g. *Student Nurse Member (7)* - A student nurse member shall be any full-time student who is studying to become a registered nurse. (This shall include associate degree, diploma program or bachelor of science degree students). A student nurse shall have all of the privileges of membership except those of making motions, voting, holding office, and shall be required to pay 50% of the established dues.
- b. *Industry/Commercial Member (8)* - Any health-related industry or firm shall be eligible for industry/commercial membership. They are required to pay dues as established by the WOCN Board of Directors. They shall have all the privileges of membership except those of making motions, voting and holding office. No more than two (2) representatives from each company shall be entitled to attend any SER WOCN function at member rates.

Section 3 - Application for Membership

All applicants shall complete the application form provided by the society and submit the application with the designated fee to the administrative office of the WOCN.

Section 4 - Removal of Members

Members of any classification may be removed from the membership by the SER Board of Directors for cause by two-thirds (2/3) vote. For any cause other than nonpayment of dues, removal shall occur only after the member complained against has been advised of the complaint lodged against him/her and has been given reasonable opportunity for defense. A member, if removed, may appeal the decision of the board at the annual meeting of the society, providing that notice of intent to appeal is provided to the President at least ten (10) days in advance of the meeting.

Section 5 - Resignation of Members

Any member may resign by filing a written resignation with the administrative office, but such resignation shall not relieve the member so resigning of the obligations to pay any dues, or other charges therefore incurred and unpaid. Application for reinstatement of the resigning member shall be denied until said member has paid all outstanding charges.

ARTICLE IV - MEETINGS

Section 1 - Time and Place

- a. An annual meeting of the membership shall be held each fall at such time and place as shall be determined by the SER Board of Directors, and each member shall be notified thereof by written notice at least three (3) months prior to the date selected.
- b. The semi-annual meeting of the SER WOCN shall be conducted at the WOCN National Conference.
- c. At these meetings a discussion of issues will be held in a facilitated form by the SER Board of Directors and the membership.

Section 2 - Membership Vote

All motions before a membership meeting shall require a majority vote of members present and voting. Each active member shall have one (1) vote. No vote shall be cast by proxy.

Section 3 - Membership Special Meetings

Special meetings of the membership of the SER may be called upon the written request of two thirds (2/3) of the members of the SER Board of Directors or upon the written request of twenty-five percent (25%) of the membership; said request to state the exact purpose or purposes of such meeting. The time and place of such special meeting of the membership shall be determined by the President and shall be fixed not later than ninety (90) days prior to the date of such meeting. Each member shall be given written notice of the time, place and purpose of such meeting, at least sixty (60) days prior to the date fixed.

Section 4 - Order of Business

The order of business at the meetings shall be as follows:

- a. Call to order
- b. Roll call of members
- c. Reading and adoption of minutes of preceding meeting
- d. Reports of officers
- e. Reports of committees
- f. Old and unfinished business
- g. New business
- h. Election of officers
- i. Adjournment

Section 5 - Quorum

A quorum for a membership meeting shall require the presence of at least 30 active members in attendance at said meeting.

ARTICLE V - SER OFFICERS AND DIRECTORS

Section 1 - Elected Officers

The elected officers of the SER WOCN shall be: President, Vice-President, Secretary, and Treasurer. No person may hold more than one office at the same time. Elected officers 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 WOCN and in the best interest of the society.

Section 2 - Elected Directors

The three elected Directors of the SER WOCN 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 WOCN and in the best interest of the society.

Section 3 - Qualification for Officers

An active member of SER WOCN in good standing shall be eligible for nomination and election to any elected office of this society, provided the person has been a SER WOCN member for one (1) year immediately prior to election.

Section 4 - Qualifications for Directors

An active member of SER WOCN in good standing shall be eligible for nomination and election to Director position of this Society, provided the person has been a SER WOCN member for one (1) year immediately prior to election.

Section 5 - Order of Election

The President, Vice President and Directors 1 and 3 shall be elected in the even-numbered years. The Secretary, Treasurer and Director 2 shall be elected in odd-numbered years.

Section 6 - Term

Each officer and Director 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.

Section 7 - Vacancy

- a. If any position becomes vacant, the SER Board shall appoint a qualified person to fill such vacancy until the next election.
- b. For purposes of eligibility for election, a person appointed to fill a vacancy of more than one year shall be deemed to have served a full term.

Section 8 - Removal

Any officer may be removed from office by appropriate resolution approved by two thirds (2/3) of the SER Board of Directors. Such removal may be voted only upon written charges against said person filed with the Secretary. The Secretary shall forthwith mail, by certified mail, a copy of such charges to such officer, and such officer shall have twenty (20) days to respond to such charges before any action shall be taken thereon.

Section 9 - President's Duties

- a. The President shall serve as the chief executive officer of the SER WOCN. The President shall also serve as a member ex-officio, with the right to vote on all committees except the Nominations Committee. The President shall make all required appointments of standing committee chairpersons and special committees with the approval of the SER Board of Directors. The President shall perform such other duties as are necessary to the office of president or as may be described by the SER Board of Directors. The President shall serve one year as a nonvoting member of the SER Board of Directors upon completion of the term of office.
- b. Together with the Treasurer, the President shall sign all checks or drafts of the SER.
- c. The President shall appoint a parliamentarian.
- d. By virtue of office, the President shall be chairman of and preside at all meetings of the SER Board of Directors.

Section 10 - 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 SER liaison to the WOCN Legislative Subcommittee. The Vice-President shall be responsible for maintaining the bylaws and the policy/procedure manual.

Section 11 - Secretary's Duties

The Secretary shall keep the minutes of all meetings and record decisions of the SER Board of Directors, review minutes and assure distribution to the SER Board of Directors and membership. The Secretary shall communicate with the SER Board of Directors regarding execution of other secretarial duties. The Secretary shall serve as membership chairperson and shall oversee all membership records.

Section 12 - Treasurer's Duties

The Treasurer shall be in charge of the SER funds and records. The Treasurer shall oversee the accounting procedures for the handling of funds and shall be responsible for monitoring of disbursement and investment of SER WOCN funds as approved by the SER Board of Directors. The Treasurer shall report on the financial condition of the SER at all meetings of the SER Board of Directors and at other times when called upon by the President. The Treasurer's books shall be audited whenever a new Treasurer takes office.

In addition, the Treasurer shall:

- a. sign all checks or drafts of the SER together with the President;
- b. keep accurate books of account and present a written financial report to the Board of Directors at the last meeting prior to the annual meeting;
- c. exercise all duties incident to the office of Treasurer; and
- e. be bonded in an amount established by the Board of Directors.

Section 13 - SER Director Duties

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.

ARTICLE VI - BOARD OF DIRECTORS - SER

Section 1 - Composition

The Board of Directors shall consist of the elected officers and the three elected Directors. The immediate past president shall serve as a non-voting advisor to the Board of Directors for one year following the election of a new President.

Section 2 - Powers

The Board of Directors shall have general control of the business affairs of the SER. The Board shall only act in the name of the SER when it is convened. Without limitations upon its general powers, the Board of Directors shall specifically:

- a. Establish administrative policy and procedure
- b. Accept bids and award contracts
- c. Create special and advisory committees as deemed necessary

Section 3 - Meetings

Regular meetings of the Board of Directors shall be held four (4) times a year as the board may designate.

Section 4 - Voting

Each Director shall have one vote and such voting may not be done by proxy.

Section 5 - Rules

The Board of Directors shall make such rules and regulations governing its meetings as it may determine necessary.

Section 6 - Quorum

The presence of 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.

ARTICLE VII – LEADERSHIP TEAM

Section 1 – Composition

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 – Duties

The Leadership Team shall provide direction and strategic planning for the SER.

Section 3 – Quorum

A quorum shall consist of two-thirds (2/3) of the voting membership during Leadership Team meetings.

Section 4 – Meetings

The Leadership Team shall meet at least once per year at the annual meeting. Additional meetings shall be scheduled as necessary.

ARTICLE VIII - COMMITTEES

Section 1 - Appointment

All committees and chairpersons, except the Nominating Committee, shall be appointed by the President. Each committee shall consist of a chairperson and at least two members.

Section 2 - Membership Qualifications

All committee members shall be active members in good standing of the Southeast Region and the WOCN.

Section 3- Term

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.

Section 4 – Standing Committees

The standing committees shall be as follows:

- a. Communications
- b. Conference Planning
- c. Professional Practice
- d. Clinical Practice

Section 5 – Additional Committees

Additional committees may be established by the Board of Directors as deemed necessary to complete the business of the association.

Section 6 – Reporting

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.

ARTICLE IX - Nominations

Section 1 – Nominations Committee

Nominations Committee shall be elected by the membership at the annual membership meeting in the odd-numbered year. 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. 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.

Section 2 – Presentation of Nominations

Nominations for officers, Directors and Nominations Committee candidates shall be presented by the Nominations Committee during the annual meeting. Additional nominations may be made from the floor by an active member in good standing.

Section 3 - Qualifications

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.

Section 3 - Presentation of Slate

All nominations by the Nominations Committee shall be presented to the membership at the annual meeting at least twenty-four (24) hours before the elections are to be held.

ARTICLE X - Elections

Section 1 - Time and Place

- a. Election of officers and Directors shall take place at the annual membership meeting of the Southeast Region. Election shall be solely from those persons nominated, as set forth in these bylaws.
- b. Absentee ballots may be used by qualified members using procedure as outlined in the Policy and Procedure Manual.

Section 2 - Voting Qualifications

Only eligible members in good standing shall be entitled to vote, and no vote may be cast by proxy.

Section 3 - Elections of Officers

The offices of President, Vice-President, Secretary, and Treasurer shall be voted upon singly in above order. Nominations shall remain open until preceding office has been voted upon. The person receiving the majority of

the votes for the office shall be declared elected to such office. Election shall be by ballot. A tie vote shall be decided by first a revote and, if necessary, by casting a lot.

Section 4 - Election of Directors

After the election of officers, one Director shall be elected in even-numbered years, and two Directors shall be elected in odd-numbered years.

Section 5 - Tellers

- a. Prior to voting by ballot, the President shall appoint tellers who shall distribute, collect, and tally the ballots, and who shall determine and declare the final vote. No teller shall be a candidate for office.
- b. The head teller will open the absentee ballots and verify the number with the SER WOCN membership number. The head teller will insure that absentee ballots, exercised within policy and procedure guidelines, are counted in the final vote.

ARTICLE XI - ORGANIZATIONAL STRUCTURE

Section 1 - Regions/Affiliates

Regions and regional affiliates may be established wherever the WOCN Board of Directors may approve, subject to regulations as to membership, organization, procedures, and financial responsibility that the Board may prescribe. Operations may be revoked at any time following an investigation as the WOCN Board of Directors deems necessary. Upon revocation of a region or affiliate area, all funds in the treasury and records shall be returned to the Treasurer and Secretary of the WOCN. The SER WOCN includes the following states: Alabama, Georgia, Tennessee, Mississippi, Florida, North Carolina and South Carolina.

Section 2 - Regional/Affiliate Programs

Regions and regional affiliates may meet to discuss and develop educational activities, organizational concepts and other matters for the benefit of the membership.

ARTICLE XII - DUES

Section 1 - Establishment of Dues

Dues to the Southeast Region shall be in an amount recommended by the Board of Directors of WOCN and approved by the membership.

Section 2 - Due Date

Dues shall be due and payable no later than January 3 of each year.

Section 3 - Delinquent Dues

Dues shall be delinquent sixty (60) days after the due date. Upon delinquency, such person shall no longer be a member of the Southeast Region. Any delinquent member shall receive a final delinquency notice which shall be mailed thirty (30) days prior to the final delinquency date.

Section 4 - Reinstatement

Reinstatement to membership can be made by written request in accordance with the fee schedule determined by the Board of Directors of WOCN.

ARTICLE XIII - FISCAL YEAR

Section 1 - Fiscal Year Dates

The fiscal year of the Southeast Region shall be from January 1 through December 31.

ARTICLE XIV - DISSOLUTION

Upon the dissolution or termination of activity of the Southeast Region, all funds in the regional treasury and all regional records shall be returned to the Treasurer and Secretary of the WOCN after the payment of legal debts and obligations.

ARTICLE XV - PARLIAMENTARY AUTHORITY

The latest edition of Roberts' Rules of Order shall govern in all cases not covered by these bylaws.

ARTICLE XVI - AMENDMENTS

The bylaws may be altered, amended, added to, or repealed at an annual membership meeting by the affirmative vote of not less than two thirds (2/3) of the membership present.

Amendments approved February 26, 1977
Amendments approved February 4, 1978
Amendments approved March 11, 1979
Amendments approved June 1981
Amendments approved September 1982
Amendments approved June 1983
Amendments approved June 1985
Amendments approved October 1986
Amendments approved June 1988
Amendments approved June 1991
Amendments approved October 1993
Amendments approved October 1998
Amendments approved September, 2001