

Operating Guidelines (Bylaws)

of the

_____ **Region/Affiliate of the Wound, Ostomy & Continence
Nurses Society**

ARTICLE I – NAME

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

ARTICLE II – PURPOSES

1. **Purposes.** The Region/Affiliate is organized for the purpose of promoting the interests, and supporting the programs and activities, of WOCN for the benefit of its members on a local basis within the geographic area covered by the Region/Affiliate as defined by WOCN.
2. **Rules.** The following rules conclusively bind the Region/Affiliate and all persons acting for or on behalf of it:
 - 2.1 No part of the net earnings of the Region/Affiliate 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/Affiliate as a regional affiliate of WOCN, the Region/Affiliate must transfer all assets of the Region/Affiliate to WOCN.

ARTICLE III – MEMBERS

1. **Membership.** Membership is open to all who qualify for membership in WOCN. All members of the Region/Affiliate must be members of WOCN. Application for membership must be made to WOCN who will determine eligibility for membership based on categories and criteria established in the WOCN Bylaws. Membership in the Region/Affiliate may be granted to any WOCN member in good standing who resides or practices within or outside the geographic area covered by the Region/Affiliate and designates the Region/Affiliate as his or her region for membership.
2. **Rights and Duties.** Members of the Region/Affiliate 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 WOCN shall be considered to have resigned from the Region/Affiliate.

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 WOCN or the Region/Affiliate;
- 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 WOCN's or the Region/Affiliate'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 WOCN or the Region/Affiliate.

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/Affiliate.

- 5. **Automatic Termination.** Membership in the Region/Affiliate automatically is terminated whenever membership in WOCN 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 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/Affiliate Board of Directors.
- 2. **Special Meeting.** Special meetings of the members may be called at the request of the Region/Affiliate's President or a majority of the Region/Affiliate's Directors, or at the written request of two-thirds (2/3) of the members of the Region/Affiliate entitled to vote. The time and place for holding special meetings shall be determined by the Region/Affiliate 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/Affiliate 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/Affiliate 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/Affiliate 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/Affiliate Board of Directors; or (ii) upon written request to the Region/Affiliate Secretary of at least two-thirds (2/3) of the Region/Affiliate members entitled to vote. As long as at least 10% of Region/Affiliate 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 WOCN.** Actions voted on by the Region/Affiliate membership shall be reported to WOCN within thirty (30) days of the action taken.

ARTICLE V – CHAPTER BOARD OF DIRECTORS

1. **Authority and Responsibility.** The affairs of the Region/Affiliate shall be managed by the Region/Affiliate Board of Directors, which shall have supervision, control, and direction of the affairs of the Region/Affiliate; shall determine the policies or changes therein within the limits of these Operating Guidelines and the Bylaws, policies and rules of WOCN; and shall actively promote the purposes of WOCN on a local and/or regional level.
2. **Composition, Election and Term.**
 - 2.1 The Region/Affiliate Board of Directors shall **[at a minimum]** be composed of the President, the President-Elect, the Secretary, and the Treasurer of the Region/Affiliate (the “Officers”), and, at the option of the Officers, up to **[three]** additional persons elected by the Region/Affiliate’s membership or appointed by the Board (each Officer and other member of the Board referred to herein as a “Director”).
 - 2.2 No person may serve as a Director unless he or she has been a member of the Region/Affiliate and WOCN for at least one year. **[In addition, a candidate for President or President-Elect must have served at least one term on the Region/Affiliate Board.]**
 - 2.3 Region/Affiliate members who are employed by a commercial industry that provides products or services as defined in WOCN policy are eligible to serve on the Region/Affiliate Board of Directors (“Industry Director”), provided that no more than one (1) such Industry Director may serve on the Region/Affiliate 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 two (2) consecutive terms.
 - 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/Affiliate Board of Directors.
 - 2.6 The President-Elect automatically succeeds to the office of President at the end of his or her two-year term as President-Elect.
 - 2.7 **[The term of office for each Director shall begin on the first day of the calendar year following his or her election.] or [upon the conclusion of the Region/Affiliate annual meeting at which they are elected or appointed.]**

3. **Regular Meetings.** The Region/Affiliate Board of Directors may provide by resolution the time, date, and place for the holding of regular meetings of the Region/Affiliate Board without other notice than such resolution.
4. **Special Meetings.** Special meetings of the Region/Affiliate Board may be called by or at the request of the Region/Affiliate President or upon the written request of a majority of the Directors.
5. **Notice.** Notice of any special meeting of the Region/Affiliate 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/Affiliate 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/Affiliate 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/Affiliate members entitled to vote and present and voting, in person or by proxy, whenever in their judgment the best interests of WOCN or the Region/Affiliate would be served by such removal. Any Director who misses three (3) consecutive Region/Affiliate Board meetings is automatically removed from the Region/Affiliate Board; provided that in special circumstances, such removal may be waived by a majority vote of the Region/Affiliate Board of Directors.
9. **Vacancies.** If a vacancy on the Region/Affiliate Board of Directors occurs among one of its Directors (including officers), the Region/Affiliate President, with the approval of the Region/Affiliate Board, may appoint a qualified successor from among the Region/Affiliate members to serve for the unexpired term, provided that the Region/Affiliate President may not make any appointment which would result in the Region/Affiliate 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/Affiliate 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/Affiliate 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/Affiliate officers shall be a President, President-Elect, Secretary, and Treasurer. No two offices may be held simultaneously by the same person. [Industry Directors may not serve as **[Region/Affiliate officers]** or **[President-Elect or President]**].
2. **President.** The President shall be the chief executive officer, and shall in general supervise and control the affairs, of the Region/Affiliate. The President may sign, with the Secretary or any other proper officer of the Region/Affiliate authorized by the Region/Affiliate Board of Directors, any deeds, mortgages, contracts, or other instruments which the Region/Affiliate is authorized to enter into pursuant to WOCN policy and which the Region/Affiliate Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Region/Affiliate Board of Directors, by law, or by WOCN to some other officer or agent of WOCN or the Region/Affiliate. The President shall preside at all meetings of the Region/Affiliate and the Region/Affiliate Board of Directors; except as otherwise provided in these Operating Guidelines, shall, with the approval of the Region/Affiliate 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/Affiliate Board of Directors.
3. **President-Elect.** The President-Elect shall, in the absence of the President, preside at all meetings of the Region/Affiliate and the Region/Affiliate 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/Affiliate Board of Directors.
4. **Secretary.** The Secretary shall keep or cause to be kept the minutes of the meetings of the Region/Affiliate 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/Affiliate 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/Affiliate Board of Directors.
5. **Treasurer.** The Treasurer shall be responsible for all funds and assets of the Region/Affiliate; shall receive and give receipts for monies due and payable to the Region/Affiliate from any sources whatsoever, and shall deposit all such monies in the name of the Region/Affiliate 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 WOCN, to the Region/Affiliate Board of Directors at its regular meetings and to the Region/Affiliate 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/Affiliate Board of Directors.

ARTICLE VII – COMMITTEES

1. **Board Committees.** The Region/Affiliate 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/Affiliate. The resolution establishing such a committee shall set forth the committee's purpose. Unless otherwise provided in the resolution establishing the committee, the Region/Affiliate President, with the approval of the Region/Affiliate 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/Affiliate Board.
2. **Removal.** Any member of any committee may be removed by the Region/Affiliate Board or the person or persons authorized to appoint such member whenever in their judgment the best interests of the Region/Affiliate 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/Affiliate 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 WOCN's Bylaws, policies and rules.

ARTICLE VIII – RELATIONSHIP WITH WOCN

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

ARTICLE IX – CONTRACTS, CHECKS, DEPOSITS AND BONDING

1. **Contracts.** The Region/Affiliate Board of Directors may authorize any officer or officers, agent or agents of the Region/Affiliate, 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/Affiliate and such authority may be general or confined to specific instances, all as limited by WOCN's policies with regard to Region/Affiliate 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/Affiliate must be signed by such officer or officers, agent or agents of the Region/Affiliate and in such manner as determined by resolution of the Region/Affiliate Board of Directors and in accordance with WOCN policies. In the absence of such determination by the Region/Affiliate Board of Directors, such instruments must be signed by the Treasurer and countersigned by the President of the Region/Affiliate.
3. **Deposits.** All funds of the Region/Affiliate must be deposited to the credit of the Region/Affiliate in such banks, trust companies, or other depositories as the Region/Affiliate Board of Directors selects in accordance with WOCN policies.
4. **Bonding.** The Region/Affiliate Board of Directors may provide for the bonding of such officers and employees of the Region/Affiliate as it may periodically determine.

ARTICLE X – BOOKS AND RECORDS

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

ARTICLE XI – FISCAL YEAR

The fiscal year of the Region/Affiliate is identical to the fiscal year of WOCN.

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 WOCN, 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/Affiliate may receive salaries or other compensation for their services as Directors, but the Region/Affiliate Board of Directors may, by resolution, authorize the reimbursement of expenses for attending regular and special meetings of the Region/Affiliate 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 _____, 2014