

**SOUTH CENTRAL REGION
OF THE WOUND, OSTOMY AND CONTINENCE NURSES SOCIETY,
An Association of ET Nurses.
BYLAWS**

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SOUTH CENTRAL REGION
OF THE WOUND, OSTOMY AND CONTINENCE NURSES SOCIETY
BYLAWS

ARTICLE I - NAME

The name of this organization shall be the South Central Region of the Wound, Ostomy and Continence Nurses Society. The South Central Region (SCR) shall consist of the states of Arkansas, Louisiana, Mississippi, Oklahoma, and Texas.

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

The mission, philosophy, purpose, goals, and code of ethics of this organization are in accordance with those stated of the Wound, Ostomy and Continence Nurses Society (WOCN). We believe that because of the ever-increasing number of Wound, Ostomy, Continence (WOC) nurses/Enterostomal Therapy (ET) nurses these objectives are best served by regionalization. We believe that a productive and cohesive group regionally will help to gainfully carry out our objectives.

ARTICLE III - MEMBERSHIP

Section 1 - Requirements

All members of the SCR must be members in good standing of the WOCN

Section 2 – Classifications

WOCN membership classifications will be established by the national office of Wound, Ostomy, and Continence Nurses Society.

Section 3 - Application for Membership

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

Section 4 - Removal of Members

WOCN membership removal per WOCN National Bylaws.

Section 5 - Resignation of Members

WOCN membership resignation per WOCN National Bylaws.

ARTICLE IV - MEETINGS

Section 1 - Time and Place

General membership meeting will be held at the WOCN National Conference. The Annual membership meeting of the SCR will be held in the Fall. The Council shall determine the Annual Fall meeting, and each member shall be notified at least three (3) months prior to the date selected.

Section 2 - Quorum

At a general meeting of the membership, a quorum shall consist of 50% of those regular members registered at the conference site for said meeting, providing that not less than 10 members are present.

At a general meeting a discussion of issues will be held in a facilitated form by the Board of Directors and the membership. Pro and con statements will accompany any matter requiring a vote by the membership.

Section 3 - Membership Vote

All matters requiring a vote by the membership shall require a ballot, with the matter in the form of a resolution, to be electronically mailed to all eligible voting members. Approval shall be validated only upon the number of votes cast by a majority of the eligible voters. It shall be adopted by a majority vote of the ballots returned to the WebMaster within fourteen (14) days after the date upon which the resolution was electronically mailed, except Bylaws which requires a two-thirds (2/3) vote. Votes will be reported at the next Council meeting by the President.

Section 4 - Membership Special Meetings

Special meetings of the membership may be called upon the written request of two-thirds (2/3) of the members of the 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 sixty (60) days prior to the date of such meeting. Each member shall be notified electronically of the time, place and purpose of such meeting.

Section 5 - Council Meetings

The Council shall meet at least three times during a fiscal year.

Section 6 - Council Special Meetings

The President with the consensus of the Council may call special meetings of the Council upon the written request of 2/3 vote of the members of the Council.

Section 7 - Board of Directors Meetings

The President shall call such meetings of the Board of Directors as the business of the association may require or the Secretary on request of the Board of Directors may call a meeting.

Section 8 - Meeting by Conference Call

Any action to be taken at a meeting of the Board of Directors/Council may be taken through the use of a conference telephone call or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such a meeting shall constitute attendance.

ARTICLE V - OFFICERS

Section 1 - Elected Officers

The elected officers shall be: President, Vice President, President Ex-officio, 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 Board of Directors. The President Ex-Officio shall hold office for one (1) year. Any member serving on the Board of Directors will act on behalf of the SCR and in the best interest of the SCR.

*The word "year" as used in defining length of elected terms of office, refers to the time period between consecutive Annual Fall meetings of the SCR.

Section 2 - Qualifications for Officers

Any active member in good standing of the WOCN and the SCR for at least one year prior to election, and who has consented to serve, may be eligible for nomination and election to any elective office.

No SCR officer may concurrently hold a WOCN National Office.

Section 3 - Term

Each officer shall be elected for a term of two (2) years and no officer shall be elected to the same office for more than two (2) consecutive terms.

Section 4 - Order of Election

The President and Treasurer shall be elected in even-numbered years.

The Vice President and Secretary shall be elected in odd-numbered years.

Section 5 - Vacancy

If the office of President is vacated, the Vice President will assume the President's office. If any other offices are vacated, the Board of Directors shall appoint a qualified person to fill such vacancy until the election prior to the next Annual Fall meeting.

Section 6 - Removal

Any officer may be removed from office by appropriate resolution approved by two-thirds (2/3) of the Board of Directors. Such removal may be voted only upon written charges against said officer 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 7 - President's Duties

The President shall serve as the chief executive officer of the SCR. 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 appoint all Committee Chairs, (except the Nomination Chair), and special committees with the approval of the Board of Directors. The President shall notify all officers of their election and the committee members of their appointment or election. The President shall perform such other duties as are necessary incident to the office of President or as may be described by the Board of Directors.

Section 8 – Vice President’s Duties

The Vice President shall perform the duties of the President in the absence or incapacity of the President and shall succeed to the office of the President in the event it shall become vacant. The Vice President shall act as Membership Chair. The Vice President shall coordinate all standing committee activities and facilitate exchanging of information and reports for discussion prior to a membership meeting. The Vice President shall perform such duties as may be delegated by the President or the Board of Directors.

Section 9 - President Ex-Officio’s Duties

The President shall serve one year as a voting member of the Board of Directors upon completion of the term of office (Ex-Officio). The President Ex-Officio shall mentor/advise the President and Vice President as needed.

Section 10 - Secretary's Duties

The Secretary shall keep the minutes of all membership meetings and all meetings of the Board of Directors and/or Council. The Secretary shall conduct the correspondence of the SCR and exercise all duties incident to the office of Secretary.

Section 11 - Treasurer's Duties

The Treasurer shall be in charge of the SCR's funds and records and shall be bonded, if available, in an amount fixed by the Board of Directors, the cost to be borne by the SCR. The Treasurer shall oversee the accounting procedures for the handling of the funds and shall be responsible for monitoring or disbursement of SCR funds as approved by the Board of Directors. The Treasurer shall report on the financial condition of the SCR at all meetings of the Board of Directors and/or Council and at other times when called upon

by the President. The Treasurer shall exercise all duties incident to the office of Treasurer.

ARTICLE VI - BOARD OF DIRECTORS

Section 1 - Composition

The Board of Directors shall consist of the President, Vice President, President Ex-Officio, Secretary, and Treasurer.

Section 2 - Powers

The Board of Directors shall act in place, and instead of the Council, between meetings on all matters except those specifically reserved to the Council by these Bylaws, pursuant to delegation of authority to such committee by the Council. Minutes of all Board of Directors meetings shall be distributed to the members of the Council. The Board of Directors shall serve as the Grievance Committee of the SCR.

Section 3 - Quorum

The majority of the Board of Directors shall constitute a quorum at any duly called meeting of the Board. The President shall call such meetings of the Board of Directors as the business of the SCR may require, or the Secretary on the request of the Board of Directors shall call a meeting.

ARTICLE VII - COUNCIL

Section 1 - Composition

The Council shall consist of the President, Vice President, President Ex-Officio, Secretary, Treasurer, and all Committee Chairs.

Section 2 - Powers

The Council shall have the control and management of the affairs and business of the SCR. The Council shall only act in the name of the SCR when it shall be duly convened as herein set forth. Without limitation upon the general powers of the Council it shall specifically:

- a. Establish all administrative policies
- b. Formulate and award all contracts
- c. Authorize the sole and exclusive use of the official insignia of the SCR
- d. Create such standing, special and advisory committees it deems advisable.

Section 3 - Quorum

The presence of not less than two thirds (2/3) of the voting members of the Council shall constitute a quorum.

Section 4 - Voting

The voting members of the Council are the President, Vice President, Secretary, Treasurer, President Ex-Officio, and Committee Chairs. Each voting member will have one (1) vote and proxy may not do such voting.

Section 5 – Electronic Vote

If, in the opinion of a majority of the Council, the Council should act upon a matter before a meeting of the Council is scheduled to be held, such matter, in the form of a resolution proposed for adoption, shall be electronically mailed to each voting member of the Council.

Votes will be reported at the next Council meeting by the President.

Section 6 - Rules

The Council shall make such rules and regulations covering its meetings as it may determine necessary.

ARTICLE VIII - COMMITTEES

Section 1 - Appointment

With the approval of the Board of Directors, the President shall appoint and remove as necessary the Chairs of Operations, Communications Public Relations, Scholarship, and Ad Hoc.

Conference Planning Committee shall also be appointed by the President; half of the committee to be appointed in the even years and the other half of the committee in the odd years.

The Standing Committee Chairperson shall appoint all committee members of the Standing Committees and Sub-committees.

Section 2 - Standing Committees

The Standing Committees shall be:

- a. Operations
- b. Conference Planning
- c. Communications
- d. Nominations
- e. Public Relations
- f. Scholarship
- g. Ad Hoc

Section 3 - Chairperson Qualifications

All committee chairpersons shall be active members in good standing with the WOCN and the SCR.

Section 4 - Term

The term of service of each committee chairperson and member shall be two (2) years with no more than two (2) consecutive terms.

The Conference Planning Committee Chairman is the exception. The CPC chair serves a one (1) year term when his/her host city holds the Annual Fall Conference and is an active member of the Council that year. The CPC is an unofficial member of the Council one (1) year prior his/her conference one (1) year and one (1) year post his/her city's conference.

Section 5 - Additional Committees

The President may establish additional committees advisable for the carrying on of the business of the SCR.

Section 6 - Reporting

All committees report to the Vice President. All financial matters must be reported to the Treasurer or designate. Committee chairmen must submit budget requests and receive approval prior to committing expenditures.

ARTICLE IX - NOMINATIONS

Section 1 - Nominations Committee

The Nominations Committee shall consist of three (3) members. The Chair~~man~~ shall be elected by the membership. The Committee Chair~~man~~ shall appoint members of the committee. If a Nominations Committee member is nominated to office the candidate must immediately resign from the committee. The Board of Directors shall appoint a qualified member to fill the vacancy until the next election in the case of Chair~~man~~ resignation, and the Chair~~man~~ shall appoint a member to fill the vacancy in the case of member resignation.

Section 2 - Procedure

The Nominations Committee shall present nominations candidates.

Section 3 - Qualifications

Persons nominated shall give written consent and acknowledge the responsibility for the position for which he/she is nominated.

Section 4 - Presentation of Slate

The slate of nominations shall be mailed to the membership in a Voter's electronic ballot fourteen (14) working days in advance of the Annual Fall meeting.

ARTICLE X - ELECTIONS

Section 1 - Time and Place

Elections shall take place by an electronic vote. Election shall be solely for those persons nominated as set forth in these Bylaws.

Section 2 - Voting Qualifications

Only eligible members in good standing of the WOCN shall be entitled to vote and proxy may cast no vote.

Section 3 - Secret Ballot

Voting shall be by secret ballot and after declaration of election, all ballots shall be destroyed.

Section 4 - Electronic Vote

Each eligible member will be electronically mailed a voter's ballot fourteen (14) working days prior to the Annual Fall meeting. Approval of the election results shall be validated only upon the receipt of votes cast by a plurality of the eligible votes. The ballot must be received by the WebMaster on or by the deadline stated on the electronic ballot.

Section 5 - Election Results

The person receiving the highest number of the votes for each elected office shall be declared elected. The drawing of lots shall break tie votes.

Section 6 – Tallying of Votes

All ballots will be directed to the WebMaster for tallying. The WebMaster will act as the impartial party and will ensure validity of the ballots. The WebMaster will report election results to the appropriate board/council member.

ARTICLE XI - DUES

Members will send Annual dues to the WOCN, which includes regional membership dues. WOCN will send the regional dues to the SCR.

ARTICLE XII - FISCAL YEAR

Fiscal year for the SCR shall be January 1 to December 31.

ARTICLE XIII - DISSOLUTION

Upon the dissolution or termination of this organization, all remaining assets after the payment of legal debts and obligations of this organization shall be distributed to a non-profit organization or

organizations in such a manner as the Board of Directors or persons in charge of the liquidation or dissolution shall determine.

ARTICLE XIV- PARLIMENTARY AUTHORITY

Section 1 - Rules

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

Section 2 - Parliamentary Authority

The Board of Directors shall appoint the Parliamentarian Annually.

ARTICLE XV - AMENDMENTS

Section 1 - Amendments

These Bylaws may be amended by the membership by the affirmative vote of not less than two-thirds (2/3) of the ballots returned. The proposed amendments shall be submitted to the membership via electronic mail vote with approval validated only upon the number of votes cast by twenty-five percent (25%) of the eligible voters.

Section 2 - Amending Procedures

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

- a. Prior consideration of such proposed change of the Board of Directors and action by such Board to submit such proposed change to the membership for vote.
- b. A written request signed by ten percent (10%) of the membership requesting a proposed change be submitted to the Board of Directors, which request shall have been delivered to the Secretary at least sixty (60) days prior to any Board of Directors meeting.

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