

**AMENDED AND RESTATED BYLAWS OF THE MID ATLANTIC REGION
OF THE WOUND, OSTOMY AND CONTINENCE NURSES SOCIETY**

Approved OCTOBER 21, 2006

Table of Contents

Article I	Name and Purpose
Article II	Members
Article III	Membership Meetings
Article IV	Dues and Assessments
Article V	The Board of Directors
Article VI	Duties of the Officers
Article VII	Standing Committees
Article VIII	Finance
Article IX	Parliamentary Authority
Article X	Suspension of Bylaws
Article XI	Amendments
Article XII	Dissolution
Article XIII	Electronic Communication
Article XIV	Regional Affiliates

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Article I Name and Purpose

Section 1. Name

The name of this association shall be the Mid-Atlantic Region of the Wound, Ostomy and Continence Nurses Society (MAR WOCN). Geographically the Mid-Atlantic Region shall consist of the states of Delaware, Maryland, Virginia and the District of Columbia.

Section 2. Purpose

The purposes of the MAR WOCN shall be to provide education, support and leadership to its members by:

- Promoting education, clinical and research opportunities to advance the practicing WOC nurse
- Advancing healthcare and quality of life for individuals with ostomies, wounds and continence issues/disorders
- Affording a forum for exchange of knowledge pertaining to ostomy, wound and continence nursing
- Supporting education for healthcare professionals and lay persons who care for individuals with an ostomy, wound(s) and/or continence issues/disorders

Section 3. Code of Ethics

A code of ethics is essential to establish professional standards which define an individual's responsibility to the profession. The certified WOC(ET) Nurse has an obligation to the profession to adhere to the standards of ethical practices set by WOCN. Accordingly, the certified WOC(ET) Nurse shall:

- Provide services for the rehabilitation of the person with wounds, ostomies, or continence needs with full regard for the dignity of man regardless of nationality, race, creed, color, status, or sex
- Safeguard the individual's right to privacy by judiciously protecting information of a confidential nature, sharing only that information relevant to the care of the patient
- Maintain individual competence, keeping abreast of new knowledge and techniques which will reflect in optimal care for the ostomate or other patients under his/her care

Article I: Name and Purpose, Section 3. Code of Ethics (Continued)

- Work with members of the health care team to meet the needs of the person with an ostomy, wound or continence problem. The special knowledge and skills of the certified WOC (ET) Nurse are essential to high standards of care and obligate the practitioner to participate actively in professional, inter-professional, and community endeavors to fulfill these high standards
- Participate in the efforts of the profession to define and upgrade the standards of quality care and education
- Conduct himself/herself in a manner that upholds the highest professional standards

Article II Members

Section 1. Membership

Membership may be granted to any individual who: (i) meets the criteria set forth below for each category of membership in the Wound, Ostomy and Continence Nurses Society; (ii) shares interest in the purpose of the Society; (iii) abides by these bylaws, the principles of ethics of the Society and such other policies, rules and regulations as the Society may adopt (such as being a current dues paying member); (iv) meets such additional criteria for each category of membership in the Society as the Board of Directors may from time to time establish:

(a) Active members Active membership may be granted to any (i) wound, ostomy, or continence nurse who is a graduate of an educational program accredited by the Society, or (ii) registered nurses (RN).

(b) Associate Members Associate membership may be granted to any individual who supports the purposes, mission and goals of the Society. They have all the privileges of membership except those of making motions, voting and holding office.

(c) Retired Active Members Retired active membership may be granted to any individual who is eligible to be an active member and has permanently retired from employment.

(d) Retired Associate Members Retired associate membership may be granted to any individual who is eligible to be an associate member and who has permanently retired from employment. They have all the privileges of membership except those of making motions, voting and holding office.

(e) Honorary Members Honorary membership may be granted to any individual who meets the criteria set by the Board of Directors. These members do not pay dues.

(f) Honorary Life Members Honorary life membership shall be granted solely to the twelve (12) founders and to the past presidents of the WOCN. These members do not pay dues.

(g) Student Nurse Members Student nurse membership may be granted to any individual who is a full-time student studying to become an RN. They have all the privileges of membership except those of making motions, voting and holding office.

(h) Corporate Members Corporate membership may be granted to any health related corporation or organization. They have all the privileges of membership except those of making motions, voting and holding office.

Article II: Members (Continued)

Section 2. Rights and Duties

All members shall be entitled to serve on committees, attend the member meetings and social functions of the Society. Only Active, Retired Active and Honorary Life members may make motions, vote and hold office. Each voting member may have one (1) vote on matters submitted to a vote of the membership.

Section 3. Removal of Members

Upon receipt of a complaint from any regular member that the activities of any member are incompatible with the objectives of the Regional Association, or in the case of a regular member, are in violation of the principles of this WOCN Society, the Board of Directors shall convene a meeting and consider such charges after giving at least thirty (30) days notice to the member complained against; such notice to be given by mailing a copy of the complaint by registered mail to the member complained against at the last address on record with the Secretary of this Association. The member complained against shall have the right to be present at the hearing on such complaint and to speak and present witnesses in his or her own behalf. The Board of Directors shall deliberate and vote on said charges in closed session and shall publish their conclusion within a reasonable time following the termination of the hearing. Upon an affirmative vote of not less than two-thirds (2/3) of the total number of the Board of Directors who hear evidence on the complaint, the member shall be expelled or suspended, as the Board shall determine by the same two-thirds (2/3) vote.

If the member complained against disagrees with the decision of the Board of Directors, the member may appeal the decision to the next regular meeting of the regional membership. At such meeting of the regional membership, a spokesman selected by the Board of Directors shall present the views of those members of the Board of Directors who voted in favor of the sanction from which appeal is being taken. The member under order of suspension or expulsion shall have the right to make a statement, in person or by counsel, to the membership; and a spokesman for the Board of Directors shall then have the right of rebuttal, after which a majority vote of the regional membership present at the meeting shall determine whether to uphold the order of expulsion or suspension, to reduce an order of expulsion to an order of suspension, or to exonerate the member from the charges.

Section 4. Automatic Termination

The membership of any member who is in default of payment of dues or assessments for more than sixty (60) days, or otherwise becomes ineligible for membership, shall be terminated automatically, unless such termination is delayed by the Board of Directors.

ARTICLE III

Membership Meetings

Section 1. Annual Meeting

An annual meeting of the MAR WOCN members, for the purpose of conducting business, shall be held at such time and place as determined by the Board of Directors.

Section 2. Special Meetings

Special meeting of the members of the MAR WOCN may be called by request of the President or any three (3) members of the Board of Directors, or at the written request of two-thirds (2/3) of the Regional membership who are entitled to vote. The time and place for holding special meetings shall be determined by the Board of Directors.

Section 3. Notice

Notice of any annual or special meeting of the membership shall state the time, date, place and purpose of the meeting, and shall be delivered not more than sixty (60) days and not less than five (5) days prior to the meeting, unless otherwise required by applicable law.

Section 4. Quorum

Ten percent (10%) of the voting members of the MAR WOCN shall constitute a quorum for the transaction of business at any duly called meeting of the members, provided that if less than a quorum is present, a majority of the voting members present may adjourn the meeting to another time without further notice.

Section 5. Membership vote

Except as otherwise specifically provided in these bylaws, all questions coming before a meeting of the Regional membership shall be determined by the affirmative vote of a majority of the regular members voting on the question.

Section 6. Mail Vote

Voting by mail shall be permitted in lieu of a vote at a duly called meeting for any item of business, including the election of officers. Additionally, mail vote may also be called by the Board of Directors or upon written request to the Secretary of at least two-thirds (2/3) of the voting members. For the election of officers the act of a majority of twenty-five percent (25%) or more voting members returning ballots by a certain date shall be an act of the members. For matters other than the election of officers, the act of a majority or more voting members by a certain date shall be an act of the members, unless the actions of a greater number is required by law, the Articles of Incorporation or these Bylaws.

ARTICLE IV Dues and Assessments

Dues are paid in accordance with national organization of the WOCN. When the membership fee is paid the member has the option of designating a rebate portion of their dues to a region or affiliate of the MAR WOCN.

If no selection is made all of the dues stay with the national organization; the member's name and information DOES NOT appear on regional or affiliate membership lists.

ARTICLE V

The Board of Directors

Section 1. Authority and Responsibility

The business of the Region shall be managed by the Board of Directors, which shall have supervision, control and direction of the affairs of the Region, shall determine its policies and procedures or changes within the limits of these Bylaws, shall actively promote its purpose and shall have discretion in the disbursement of its funds. The Board of Directors may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

Section 2. Composition

The Board of Directors of the MAR shall be composed of six (6) members as follows; the President, President-Elect, Secretary, Treasurer (are collectively referred to as officers) and two Members at Large. The past President shall be ex-officio member of the board for one (1) year.

Section 3. Qualifications, Election and Terms

- Any member in good standing shall be eligible for nomination and election to any elective office in the region, provided the member has been in good standing for one (1) year at the time of election and has consented to serve.
- Each Officer shall be elected for a term of two (2) years and no person shall be elected to the same office for more than two (2) consecutive terms.
- No member can concurrently serve on the Board of Directors who is holding office as an Area Director to the national WOCN.
- The President-Elect, Secretary and Member at Large I shall be elected in even numbered years.
- The Treasurer and Member at Large II shall be elected in the odd numbered years.
- The President-Elect, Secretary, Member at Large I and Member at Large II shall take office immediately upon conclusion of the membership meeting at which their election/appointment is announced and shall continue in office until the conclusion of their term or until their successors are duly elected and qualified.
- The Treasurer does not officially assume office until the end of the calendar year and will collaborate with the outgoing Treasurer to transition the financial affairs of the Region.
- The President-Elect shall automatically become the President two (2) years later.
- Elections shall be completed thirty (30) days prior to the annual meeting.
- Management of Election Ties: In the event there are more than two nominees for any office, the one with the greatest number of votes shall be declared elected. In the event of a tie for an elected office defer to Roberts Rules.

Article V: The Board of Directors (Continued)

Section 4. Board of Directors Meetings

The Board of Directors may provide by resolution the time, date and place for the holding of a regular annual meeting of the Board of Directors without other notice than such resolution.

Section 5. Special Meetings

Special meetings of the Board of Directors may be called by, or at the request of, the President or upon a written request to the Secretary of three (3) members of the Board of Directors. Notice of any special meeting of the Board of directors shall state the time, date, and place of the meeting and shall be delivered at least five (5) days prior to the date of such meeting; provided, however, that notice of any special meeting held by telephone conference call may be delivered at least twenty-four (24) hours prior to the call.

Section 6. Quorum

Four (4) members of the Board of Directors shall constitute a quorum for the transaction of business at any duly called meeting of the Board of Directors; provided, that, if less than a quorum is present at said meeting, a majority of the members present may adjourn the meeting without further notice.

Section 7. Manner of Acting

The act of the majority of the members of the Board of Directors present at a duly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of greater number is required by law, or the bylaws.

Section 8. Resignation and Removal

Any member of the Board of Directors may resign at any time by giving written notice to the Secretary and President. In addition, any member may be removed by the majority of the members of the Board of Directors whenever, in their judgement, the best interest of the Region would be served by such a removal.

Section 9. Vacancies

In the event of a vacancy of a board member, with exception of the President, the President will appoint a member in good standing to fill that vacant office. If the President vacates, the President-Elect assumes the duties of the President. The Board of Directors will then appoint a member in good standing for the office of President-Elect to fulfill that term.

Article V: The Board of Directors (Continued)

Section 10. Action by Written Consent

Any action requiring a vote of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action taken, is signed by all of the Board of Directors entitled to vote with respect to the subject matter thereof.

Section 11. Meeting by Conference Call

Any action requiring a vote of the 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.

Section 12. Compensation

The Board of Directors shall serve without salary. The Board may hire employees as it deems necessary to conduct the business of the Region. No employee may be a member of the Board.

Article VI Duties of the Officers

Section 1. President's Duties

The President shall:

- Serve as the Chief Executive Officer of the Region
- Preside at all Membership Meetings
- Set agendas and direct the Board of Director Meetings
- Serve as a member ex-officio, with the right to vote, on committees except the Nominating Committee
- Make all required appointments of standing and special committee chair persons, except the Nominating Committee Chairperson, with the approval of the Board of Directors
- Perform such other duties as are necessarily incident to the office of President or as prescribed by the Board of Directors. The Board shall appoint the Nominating Chairperson.

Section 2. President-Elect's Duties:

The President-Elect shall:

- Perform the duties of the President in the absence or incapacity of the President
- Shall automatically succeed to the office of the President after the term as President-Elect, or sooner if the office of the President becomes vacant.
- Shall perform such other duties as may be delegated by the President or the Board of Directors.

Section 3. Secretary's Duties:

The Secretary shall:

- Be responsible for the proper and legal mailing of notices to members as deemed necessary by the Board
- See to the proper recording of the proceedings of meetings of the Region and of its Board of Directors
- Carry into execution all orders, votes, and resolutions not otherwise committed
- Maintain accurate membership records for the Region, including affiliates.

Article VI: Duties of the Officers (Continued)

Section 4. Treasurer's Duties:

The Treasurer shall:

- Be in charge of the Region's funds and financial records
- Receive members' dues according to WOCN policy
- Establish proper accounting procedures for the handling of funds; be responsible for the opening and maintenance of such bank accounts as the Board of Directors may direct in such financial institutions as are approved by the Board of Directors
- Report on the financial condition of the Region at all membership and Board of Director meetings and at any other time when called upon by the President to do so
- At the expiration of the term of office, the Treasurer shall deliver over to the successor all books, money, and other such property of the Region, or, in the absence of a successor, shall deliver such properties to the President.
- The Treasurer shall be required to serve under bond, the expense of which shall be borne by the Region.
- Provide an annual financial statement to WOCN National Office
- Have the books audited every odd year

Section 5. Member at Large I, Communications Duties

The Member at Large I shall :

- Be responsible for updating electronic information on the www.marwocn.org web page
- Submit a written report to the President ten (10) days prior to a scheduled board meeting and upon request

Section 6. Member at Large II, Fundraising Duties

The Member at Large II shall:

- Coordinate and execute all fundraising activities for the region.
- Submit a written report to the President ten (10) days prior to a scheduled board meeting and upon request

Article VII Standing Committees

Section 1. Appointment

The Chairperson of all committees, with the exception of the Nominating Committee, shall be appointed by the President to serve a two-year (2) term with a limit of two (2) terms. The Committee chairperson shall mentor members of the committee to provide for continuity and opportunity for leadership.

Section 2. Nominating Committee

The Nominating Committee shall consist of a Chairperson and two (2) other members. The Chairperson shall be elected by the Board of Directors. Each member of this Committee shall, at the time of selection, have been a member in good standing for at least one (1) year.

Section 3. Membership Qualifications

All committee members shall be members in good standing of this Region, and at least a majority of the members must be active members.

Section 4. Committees & duties

The Standing Committees shall be as follows:

a. Bylaws:

- Shall review the Bylaws of the Association and submit recommendations for amendments to the Board of Directors. Proposed changes in the Bylaws shall be distributed to the membership thirty (30) days prior to the annual membership meeting at which they are to be considered
- Administer the oath of office to incoming officers

Term: Two (2) years, no more than two (2) consecutive terms.

b. Nominating:

- Shall solicit and submit the names of nominees for officers and members at large to the membership
- Coordinate election process and tally results according to these Bylaws
- Announce election results

Term: Two (2) years, no more than two (2) consecutive terms.

Article VII: Standing Committees (Continued)

c. Continuing Education:

- Shall coordinate and promote programs to enhance and develop educational skills and knowledge of the members and others concerned with the care of the patient with wound, ostomy, or continence needs
- Shall submit a budget for the Annual Membership Conference Meeting to the President and the Treasurer prior to the actual planning of events

Term: Two (2) years, no more than two consecutive terms.

d. Legislative:

- Shall keep membership current regarding nursing legislative issues and topics related to WOC Nursing

Term: Two (2) years, no more than two (2) consecutive terms.

e. Membership:

- Shall maintain accurate membership records for the Region including the Affiliates
- Maintain a WOC nursing membership board for display
- Send welcome packets to all new members

Term: Two (2) years, no more than two (2) consecutive terms.

Section 5. Special Committees

Special Committees advisable for the carrying on of the business of this Association may be established by the President or the Board of Directors.

Section 6. Reporting

All committee chairs will provide the President with a written report regarding committee activities ten (10) days prior to Board Meetings and the Annual Membership Meeting.

Out of budget expenses must be approved by the Board of Directors prior to committing to such expenses.

Article VIII Finance

Section 1. Contracts

The Board of Directors may authorize any officer or officers, agent or agents of the Region in addition to the officers so authorized by these Bylaws, to enter into any contract of the Region 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.

Section 2. Payment of Indebtedness

All checks, drafts or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Region shall be signed by the Treasurer or the President.

Section 3. Deposits

All funds of the Region shall be deposited to the credit of the Region in such banks, trusts companies or other depositories as the Board of Directors shall select.

Section 4. Bonding

The Board of Directors shall provide for the bonding of the President and the Treasurer.

Section 5. Gifts

The Board of Directors may accept on behalf of the Region any contribution, gift, bequest or device for the general purposes or for any special purpose of the Region.

Section 6. Books and Records

The Region shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, the Board of Directors, and any committees having the authority of the Board of Directors. The books and accounts shall be audited by a professional accountant every odd year.

Section 7. Fiscal Year

The fiscal Year of the MAR WOCN Region shall be in accordance with the national WOCN.

**Article IX
Parliamentary Authority**

The latest edition of Robert's Rules of Order Newly Revised shall govern in all cases not covered by these Bylaws.

**Article X
Suspension of Bylaws**

A Bylaw may be temporarily suspended for a specific purpose by two-thirds (2/3) vote of the membership.

**Article XI
Amendments**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority vote of 2/3 (two-thirds) of the voting members, voting in person or by proxy, provided that the substance of the alteration, amendment or appeal has been approved by the Board of Directors and submitted in writing to the membership within thirty (30) days prior to the date by which the same is to be considered.

**Article XII
Dissolution**

Upon the dissolution or termination of activity of this Region, the disposition of all funds and records of the Region shall be reverted to National WOCN.

**Article XIII
Electronic Communication**

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

Article XIV
Regional Affiliates

Section 1. Affiliate Groups

The National WOCN Board of Directors must authorize the establishment of regional affiliates which shall:

- Be organized and operated in accordance with the rules and policies adopted by the Board of Directors of the WOCN
- Fulfill National WOCN criteria
- All members of an affiliate must be members of the WOCN