



## **WEST VIRGINIA ORGANIZATION OF NURSE EXECUTIVES (WVONE). BY-LAWS**

### **ARTICLE I NAME**

The Organization shall be known as the West Virginia Organization of Nurse Executives, Inc. (WVONE); hereafter referred to as WVONE. WVONE became incorporated April 30, 1990. The purpose of the incorporation was to provide statewide education to its members.

### **ARTICLE II PURPOSE AND GOALS**

#### **Section 1.1. MISSION AND VISION**

The mission of WVONE is to be the voice of nursing leadership in the state of West Virginia. WVONE provides education, leadership, professional development, advocacy, and research in order to advance nursing practice and patient care, and promote nursing leadership excellence.

The vision of WVONE is to be the most influential voice representing nursing leadership in the State of West Virginia.

#### **Section 2.2. GOALS**

**The WVONE will promote leadership development, establish or continue existing healthcare partnerships and encourage diversity among new, potential or existing members upon the end of the current business year.**

- A. Develop and empower current emerging Nurse Leaders
  - Appoint a Task Force to explore scholarship opportunities.
  - Continue annual conference and CNO Forums.
  
- B. Continue Partnerships with key Nursing and Healthcare organizations to influence the policy and practice of Nursing.
  - Partnership with CON, WVNA, WVHA and others.
  - Build a framework to increase awareness of public policy and advocacy.

C. Develop Strategies that increase membership provider support and diversify WVONE

- Grow Membership
- Explore utilization of Social Media presence
- Promote Inclusivity

### **Section 2.3. CORPORATE STATUS**

The WVONE is established as a not-for-profit tax exempt corporation to accomplish the mission, vision, goals and strategies of the organization.

### **Section 3.1. MEMBERSHIP ELIGIBILITY**

#### A. Full Members

RNs who support the vision, mission, and goals of WVONE, has served or is holding an organizational role of administration/management who are accountable for strategic, operational, and/or management outcomes in sites where health care is delivered, faculty in graduate nursing administration programs, including deans and directors, consultants in nursing administration/management practice, editors of professional nursing journals; and, educators.

RNs who are staff nurses, charge nurses, nurse coordinators and nurse managers with less than one year of experience who aspire to nurse leadership roles.

### **Section 3.2. ESTABLISHMENT OF MEMBERSHIP**

Membership in the WVONE shall become effective upon formal application for membership and payment of dues.

### **Section 3.3. TERMINATION OF MEMBERSHIP**

- A. Resignation: A member may at any time file his/her resignation from the WVONE in writing to the Membership Chair. It shall become effective upon acceptance by the Board of Directors.
- B. Loss of Eligibility:
  1. A change of position to one that does not meet the criteria for membership in WVONE will make any member ineligible for membership.
  2. Non-payment of dues. Any member not paying dues for the current year.
  3. Loss of licensure: Any member who loses his or her license to practice nursing in the State of West Virginia.

#### Section 3.4 RETIRED MEMBERS.

Retired Members shall be any full WVONE Member who is retired from the profession and has maintained WVONE membership. A Retired Member shall be entitled to all rights and privileges of a full Member.

#### Section 3.5 DEFINITIONS.

For the purpose of these Bylaws, the term "health care organization" is defined as a facility that provides primary care, occupational health care, school health programs, acute care, sub-acute care, ambulatory/outpatient care, skilled care, extended care, long-term care, chronic care, rehabilitation, home care, and/or hospice care. And, any organization that provides health care service to patients.

### **ARTICLE IV DUES**

Annual membership dues cover a period of 12 months and are due upon notification by the Chair of the Membership and Promotion Committee. The Board shall determine membership dues of WVONE. Notification of proposed increase in dues initiated by the Board shall be brought to the full membership for vote. The Board shall give members 60 days advanced notice at the annual meeting at which time the members may vote on the proposed dues increase. No portion of the dues shall be refundable because a member chooses to terminate membership.

### **ARTICLE V MEETINGS**

#### **Section 5.1. NUMBER OF MEETINGS**

The WVONE shall meet at least annually. The Board and the President shall determine the number of meetings and events based on the needs of the members and organization.

#### **Section 5.2. ANNUAL MEETING**

There shall be an annual meeting of the WVONE. The Board shall designate the time and place of the annual meeting, notifying the members at least 90 days in advance of the event.

#### **Section 5.3. SPECIAL MEETINGS**

Additional meetings may be called by the Board or President. The Board or President shall notify members of the special event at least 30 days prior to the meeting to ensure participation.

#### **Section 5.4. NOTICE OF MEETINGS**

The President shall notify the membership by e-mail or postage mail of meetings no less than 30 days prior to the date of the meeting.

#### **Section 5.5. ORDER OF BUSINESS**

Robert's Rules of Order (Revised) shall govern the order of business for annual and special meetings.

#### **Section 5.6. VOTING**

- A. Voting by mail or e-mail shall be permitted.
- B. Matters submitted to vote shall be determined by majority vote of members present and voting, except as provided elsewhere in the by-laws.

#### **Section 5.7. QUORUM**

A quorum shall consist of 10 percent of the members eligible to vote. The Board shall validate the quorum prior to calling for a vote.

### **ARTICLE VI OFFICERS AND BOARD OF DIRECTORS**

The WVONE shall have an elected Officers and Board of Directors which have the authority to govern the chapter at the direction of its membership. The Officers, hereafter will be referred to as "Officers" and the remaining Board as "Board of Directors." The Officers and Board of Directors comprise the complete "Board."

The Board is charged with:

- Reviewing and having up to date information about the state of the chapter and its membership size
- Establishing and supporting major policies and programs that support the chapter's mission and vision
- Ensuring the future of the chapter by identifying and nurturing future leaders
- Strategic long range planning for the chapter
- Absolute fiduciary entrustment and responsible for protecting the interest of members and society. Including fulfilling the legal requirements, ensuring its own effectiveness by selecting officers and establishing board policies, reviewing the audit, and seeing that required and bank and tax returns are filled promptly when needed
- Provide lliability insurance for Officers and Board of Directors for protection and to be in compliance with AONE affiliation.

The Board of Directors shall have staggered terms of office. Staggering terms of three years in duration provide continuity and experience so that succession planning and mentoring can occur.

### **Section 6.1. ELIGIBILITY**

- A. Any full member in good standing shall be eligible to hold a position as an officer or as a board member.
- B. The President and President-Elect shall be nurses in leadership practice and active members of AONE.

### **Section 6.2. COMPOSITION**

- A. The officers of the WVONE shall be President, President-Elect, Secretary and Treasurer who shall be elected by the membership of the WVONE and comprise the working officers team.
- B. There shall be a Board of Directors consisting of the officers and seven Directors, one of whom will be the Immediate Past President.
- C. At the discretion of the elected Board and Officers, members can be appointed to the Board to represent special interests and diversification, up to 4 appointed positions to align with AONE. They will be non-voting members. The appointments will be for 1 year open to reappointment to meet the goals of the organization.

### **Section 6.3. ELECTION AND TERM**

#### A. Terms

The staggering terms for the Board of Directors shall be three members for three years and then the remaining three members staggered for one year thereafter. For example, three members will be elected for three years (2010 to 2012) and then the remaining three members staggered by one year (2011 to 2013).

Officers shall be installed at the Fall Conference and shall assume their duties on January 1<sup>st</sup> of the following year. They shall serve for a term of two years.

Elected Directors shall be installed at the Annual meeting in the Fall and serve for a term of three years. Their term starts on January 1<sup>st</sup> of the following year.

No officer or director may serve more than 10 consecutive elected years in any one office or combination of offices.

## B. Elections

The election of officers and board members shall be conducted by mail or e-mail following approval of the ballot by the Board. The completed ballot, together with the resume outlining the background and experience of each candidate, shall be mailed or e-mailed to each member. The list of candidates, along with standard biographical data, shall be mailed or e-mailed to each member of the WVONE by September 15<sup>th</sup> and should be returned to the Chair of the Nominations Committee by October 15th. Results of the election will be announced at the annual business meeting by the President to the members. In case of a tie vote, the Board shall determine the choice.

## C. Vacancies

If a member of the board resigns or no longer is eligible for membership, the vacancy will be filled by appointment of the Board or President. This appointee will serve in the position for the remainder of the existing term.

## **Section 6.4. DUTIES**

### A. President

The president shall be the chief executive officer of the WVONE. The president shall preside at all meetings. It shall be the president's duty to complete the following duties:

- Supervise the activities of the WVONE
- Provide a report at the annual meetings to include achievement of stated annual objectives and implementation plan, a copy of which shall be kept in the permanent files of the WVONE
- Appoint the chairperson and members of the Standing and Special Committees as authorized by the Board
- Assure WVONE representation at designated state and national committee meetings
- Orient new Officers and Board Members
- Prepare AGENDA for all meetings of the Officers and Board meeting getting this out in advance of the meeting
- Encourage and seek members to become involved in the organization's events and activities
- Develop future members and ask the Board how to get them involved
- Work with Officers and Board to develop goals for the WVONE
- Work with the President-elect to keep committees and task forces moving forward
- Work with President-elect to determine activities of the year
- Attract new members and retain current members
- Appoint a task force for new project or area of concern

- Appoint a committee for a continuing need of function
- Ensure the strategic plan is developed and communicated
- Ensure the President-elect has a succession plan and is prepared for his/her term
- Perform such other duties as may from time to time be authorized by the Board of Directors.

#### B. President-Elect

The president-elect shall, in the absence of the president, perform all duties and assume all responsibilities of the president. The President-elect shall:

- Serve as Chairperson of the Program Committee
- Responsible for the annual conference, including speakers, continuing education credits, conference site, and ensuring it is cost effective and budget neutral
- Monitor and encourage the committee chairs to complete duties
- If needed, take over a chair responsibility to ensure the tasks are completed, or mentor the chair to get the work completed
- Ensure the strategic plan is actualized
- Prepare for succeeding to the President and make plans for your term
- Prepare and orient the new President-elect

#### C. Secretary

The secretary shall prepare the minutes of all meetings of the WVONE, including Officers, Board, and membership meetings, that shall be available to the members for inspection. In the event the secretary is unable to attend a business or board meeting, a member of the Board will be appointed secretary pro tempore for the purpose of recording minutes of that meeting. The secretary shall maintain all documents as it relates to the historical information of the organization. The Secretary shall complete the following duties:

- Maintain and updates membership mailing/communication list that includes phone/fax/email/mailling addresses for all members. Coordinate with chapter treasurer and membership chair.
- Prepare minutes of all meetings and maintain them in a permanent minutes book
- Prepare and distribute minutes of meeting in advance of the next meeting
- Supply the president with a list of any items of business carried over from the prior meeting, in advance of the president's preparation of the agenda
- Keep the official copies of all legal documents, including By-laws, chapter policy manual, and Board Orientation information
- Prepare and keep copies of all official correspondence as directed by the President
- Collect copies of programs; reports and other items of future historical interest in proper files

- Keep chapter activities in an electronic scrapbook including clippings of articles on chapter events in the news media
- Maintain a complete collection of chapter newsletters
- Prepare your successor for taking over at the end of the term of office.

#### D. Treasurer

The chapter treasurer has the primary responsibility for the management and control of all money. The job requires close coordination with the president in dispersing funds. The treasurer shall collect and maintain an accurate accounting of funds and shall perform such other duties as may be necessary to coordinate and advance the WVONE's goals and objectives. The treasurer is responsible for maintaining the WVONE bank account, certificate of deposits (CDs), and exempt status. For all disbursements, an invoice is required. The treasurer shall document the reason for the disbursement so that an audit trail is maintained.

The treasurer shall perform the following duties:

- Collect and maintain an accurate accounting of funds
- Reconcile the bank account on a monthly basis and send a financial report to the Board on a quarterly basis (March, June, September, and December).
- Prepare a written report for all general business meetings sharing the results with the members
- Maintain WVONE's tax-exempt status
- Maintain WVONE's insurance coverage by paying the annual coverage fee
- In conjunction with the Membership and Promotion Chair and Secretary, submit a list of paying members to the Board by March 1<sup>st</sup>.
- Provide the bank with the required resolutions and signature cards for the chapter accounts.
- There should be two signatures required on the Bank Account for internal control, that of the President and/or Immediate Past President, and Treasurer.
- The President/Immediate Past President and Treasurer will agree that they will not disburse funds without the approval of the other.
- Pay bills promptly. When an invoice is received, both the Treasurer and the President should review it for accuracy. The president then authorizes payment by a signature or email. Bills must be paid by check/electronic transaction to have a record of all transactions.
- Receive all monies from chapter members at meetings and issue receipts if cash is involved. All checks should be made payable to the chapter and deposited at once.
- Prepare dues invoices and collect dues payments, including required follow-up to collect delinquent payments and to advise the chapter officers committee of member status.
- Work closely with the officers committee to monitor expenditures to plan for expenses by month and year and to control and adjust expenditures to have a satisfactory year-end financial result.



- Work with member audit committee or independent accountant to set up schedule for annual audit of books so that the report will be ready in a timely manner when needed.
- The Treasurer will file for tax exempt status when needed
- Train your successor to take over your responsibilities at the end of your term.
- Develop and maintain a check off list in case of an emergency when the Treasurer cannot perform his or her duties.

#### E. Treasurer Elect's Initial Year

- The initial year will coincide with the current treasurer's final year to maintain financial stability.
- The treasurer elect's responsibilities will be shared for the purpose of effective transition to the role.

#### F. Board of Directors

The Board of Directors shall meet in person or via teleconference not less than three times a year, upon receipt of formal notice from the President or Secretary. The President, with the approval of the Board, may call additional meetings. The Board of Directors shall have authority to make policy decisions for the WVONE between meetings. The duties of the Board of Directors are:

- Establish rules and procedures for the Board of Directors and the WVONE
- Approve reports, resolutions, or actions of officers by the Board of Directors and present at the annual meeting
- Establish annual objectives and implementation plans consistent with the WVONE goals and by-laws
- Approve budget and expenditures for the WVONE
- Actively recruit new members and be involved in membership retention
- Welcome new members and get them involved in the committees
- When appropriate, dissent in any proposed action of the Board and see to it that such dissent is recorded in the minutes
- Know the law and the WV State Practice Act and how it applies to chapters and professional groups
- Keep items discussed in meetings confidential until they are properly disclosed
- A Director must resign from the Board if they seek to engage in direct conflict of interest with the chapter programs, seminars, or join a competing organization
- Seeing that the financial and legal policies reflect sound fiscal integrity and responsibility
- Sufficient funding resources are developed to meet the mission and plans
- Read all the material provided in advance of Board meetings
- Stay informed about trends in the field, both local, state, and national

- Ask questions about the chapter’s mission, vision, and plans of ensuring the future.
  - What is our mission (business)?
  - Who are our customers?
  - What does the customer value?
  - What have been our results?
  - What is our plan?

G. Immediate Past President

The Past President shall serve as a member of the Board of Directors for a two year term. The position will be to provide continuity and expertise. Duties are:

- Advise the Officers and Board of Directors to help avoid or minimize mistakes and pitfalls.
- Induct the immediate Past President into the group with a fun ritual.

**Section 6.5. ATTENDANCE**

Unexcused absence of two consecutive meetings shall constitute loss of board position.

**Section 6.6. QUORUM**

A quorum shall consist of a simple majority of the Board.

**ARTICLE VII  
Committees**

**Section 7.1. STANDING COMMITTEES**

There shall be six Standing Committees: the Nomination Committee, the Program Committee, the By-Laws Committee, and the Membership and Promotion Committee, the Leadership Development Committee, and the Website/Social Media Committee.

Each Committee shall include a member of the Board of Directors. The Board member of the Committee shall serve as the chairperson and appoint members of each committee.

If a vacancy should occur, the President shall fill such vacancy by appointment. All standing committees shall submit annual reports and such interim reports as may be requested by the President.

All reports and minutes of the committee work are to be turned over to the new chairperson at the annual meeting or at least 30 days prior to January 1.

A. Nominations. The Board shall submit names of potential members to serve on the Nomination Committee. Each member selected to the Nomination Committee shall be contacted by the Chair. Members of the committee shall not be barred from becoming nominees for office. If elected to office, they shall resign from membership on the Nomination Committee. In the event of a vacancy on the committee, the Board shall appoint a member in good standing to complete the unexpired term. Members shall serve for two years. The chairperson of the committee shall be the Board Member. The Nominations committee must begin work of identifying potential future chapter directors and officers and sounding them out about their availability and interest.

1. Duties. The Nomination Committee shall prepare a slate of candidates for officers and Board of Directors in accordance with Article VI, Section 6.3, of these by-laws. All candidates must be members in good standing and disclose conflicts of interest. Any member of the WVONE may recommend a candidate for consideration by the Nominations Committee. To assure appropriate distribution of information related to acceptable candidates, such recommendations shall be sent to the Committee no later than July 15th. A notice of slate preparation to the general membership shall be sent by August 1st.

2. Meetings. The Nomination Committee shall not be required to hold formal meetings; but may conduct its business by mail, e-mail or other means.

B. Program Committee: The President-elect serves as the Chair of the Program Committee who is responsible for working with the committee to develop the annual conference.

1. Duties. The duties of the Program Committee shall be to develop programs and activities that promote the goals/objectives of the WVONE. Duties include, but are not limited to: arrangements for topics, speakers, facilities and equipment, budget requests to the Officers and Board, CEU, mailings and tabulation of evaluations. The President-elect works closely with the President and Treasurer to ensure financial coverage of expenses.

2. Meetings. Meetings shall be called at this discretion of the chairperson and shall be of such frequency and duration to accomplish the responsibilities of the committee. Meetings may be conducted in person, via e-mail, mail or telephone.

C. By-Laws Committee: The By-Laws committee must ensure that the chapter by-laws are in alignment with AONE; completing research and drafting so that their proposals will be available well in advance of the annual members meeting.

1. Duties. The duties of the By-Laws Committee shall be to review and/or revise the bylaws on an annual basis and to recommend changes to the Board as necessary to meet the goals/objectives of the WVONE. If approved by the Board, the committee's proposed amendment will be sent to the membership for vote. A review of changes shall be presented at the Annual meeting.
  2. Meetings. There must be at least one meeting annually and may be conducted in person, via e-mail, mail or phone.
- D. Membership and Promotion Committee: The Membership and Promotion committee is responsible for organizing a plan to attract new members and retain current members.
1. Duties. The duties of the Membership and Promotion Committee shall be to develop programs to recruit and to maintain WVONE members and to explore benefits for the members.
  2. Meetings. There must be at least one meeting annually and may be conducted in person, via e-mail or phone.
- E. Leadership Development Committee: The Leadership Development Committee is responsible to lead initiatives and develop programs within WVONE that will empower nurse leaders both at the bedside and the executive level. The Chair shall consist of a Board member and committee members.
1. Duties. The duties of the Empowering Nurse Leaders Committee included developing and overseeing Scholarship opportunities. Facilitate attendance at a national conference by President or board member.
  2. Meetings. There must be at least one meeting annually and may be conducted in person, via e-mail or phone.
- F. Website/Social Media Committee: The Website/Social Media Committee is responsible to lead initiatives within WVONE that establish and maintain WVONE's on-line presence.
1. Duties. The duties of the Website/Social Media Committee included developing and maintaining the WVONE Website and all social media accounts.
  2. Meetings. There must be at least one meeting annually and may be conducted in person, via e-mail or phone.

## **Section 7.2. Ad Hoc Committees**

Ad Hoc Committees may be appointed by the President for special projects as authorized by the Board. The Board shall determine the term of office for members. Ad Hoc Committees shall submit interim written reports of their activities to the President and upon completion of the project shall present a final written report with conclusions and recommendations to the Board.

## **ARTICLE VIII AFFILIATIONS**

### **Section 8.1. National Organization**

WVONE will maintain a liaison with the American Organization of Nurse Executives (AONE) by serving as an Affiliate organization.

### **Section 8.2. State Organizations**

WVONE will maintain a close relationship with the West Virginia Hospital Association (WVHA), WV Board of Nursing, West Virginia Nurses Association (WVNA), the West Virginia Center for Nursing (WVCN), the Association of Deans and Directors of Nursing Education (ADDNE), and the Future of Nursing WV.

## **ARTICLE IX AMENDMENTS**

The Board may amend these by-laws at anytime to ensure the By-Laws are current and supporting the mission of WVONE. After the Board has amended the By-Laws, the Chair of the By-Laws Committee will review the changes with members of the committee for approval. If there are changes that the By-Laws Committee recommend, then the revised version goes back to the Board for approval and then to the membership for a final vote. This communication and voting can be completed by email.

## **ARTICLE X CONFLICTS OF INTEREST**

Whenever an Officer or Director has a financial or personal interest in any matter coming before the board of directors, the affected person shall (a) fully disclose the nature of the interest; and, (b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the organization to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

## **ARTICLE XI DISSOLUTION CLAUSE**

WVONE may be dissolved only with authorization by its Board of Directors given at a special meeting called for that purpose and with subsequent approval by a two-thirds (2/3) vote of the Members (status determined by Membership Committee). Upon dissolution or other termination of WVONE, all remaining assets of WVONE, after payment in full of all its debts, obligations, and necessary final expenses, or after the making of adequate provision therefore, shall be distributed to such tax-exempt organizations (with purposes similar to those of WVONE) as shall be chosen by the then existing Board of Directors of WVONE.

Amended: August 1985

Reviewed: September 1993  
September 1986  
October 1994  
November 1989  
October 1989  
October 1996  
September 1990  
March 1991  
January 1995  
March 2003  
April 2014  
July 2014  
November 2014  
January 2015  
August 2015  
November 2017

Amended: April 2005

Amended: July 14, 2006

Amended: September 18, 2008

Amended: April 20<sup>th</sup>, 2012 (Approved by the Board)

Amended: May 10<sup>th</sup>, 2012 (By-Laws Committee)  
May 25<sup>th</sup>, 2012 (Membership Approval)  
June 22<sup>nd</sup>, 2012 (Board Approval)

November 5<sup>th</sup>, 2012 (Membership Approval)  
November 7<sup>th</sup>, 2013 (Membership Approval)  
July 22, 2014 (Board Approval)  
November 7, 2014 (Board Approval)  
January 30, 2015 (Board approval)  
August 11, 2015 (Board Approval)  
November 6, 2015 (Board approval)  
November 8, 2017 (Board Approval)  
November 10, 2017(Membership Approval)  
April 30, 2018 (Board Approval)  
November 14, 2018 (Board Approval)  
November 16, 2018 (Membership Approval)