

ARTICLES OF ASSOCIATION
OF
MIDEAST REGION

A DIVISION OF WOCN
An Association of ET Nurses

Revised October, 2007

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ARTICLE I – NAME AND LEGAL BASIS

The name of this Conference shall be the Mideast Region, a Division of the WOUND, OSTOMY AND CONTINENCE NURSES SOCIETY (WOCN), with the byline “An Association of ET Nurses”.

ARTICLE II – PURPOSE

The purposes of the Conference are:

- A. That Conference members have the opportunity to develop their skills and knowledge to the maximum of their abilities in order to accomplish the Philosophy, Purpose, Goals and Code of Ethics of WOCN.
- B. That the Conference be an effective vehicle for maintaining liaison between its members and decision-making elements of the WOCN.
- C. That the Conference work towards high standards of practice relating to the care, teaching, and rehabilitation of persons requiring the management of abdominal stomas, fistulae, draining wounds, incontinence and pressure sores, and promote the professional and educational advancement and the welfare of the Wound Ostomy Continence (WOC) Nurse in order to facilitate the practice of WOC Nursing.
- D. That the Conference become a sound component within the WOCN providing a source of professionalism and individual growth.
- E. That the Conference provide knowledge of individual practitioner’s locale and area of practice.
- F. That the Conference plan and implement continuing education of its membership.
- G. That the Conference provide professional consulting services.
- H. That the Conference develop a newsletter for its membership.
- I. That the Conference work positively towards acceptance by professional organizations (ANA, AMA) and other allied health organizations.

ARTICLE III – MEMBERSHIP

Section I – Classification:

- A. Active Member – an active member shall be any WOC Nurse 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 Members – Associate members shall be any person who supports the mission and goals of the WOCN. They are required to pay dues as established by

- the WOCN Board of Directors and shall have all the privileges of membership except those of making motions, voting and holding office.
- C. Retired Member – a retired member shall be anyone eligible to be an active or associate member who is permanently retired from employment. A retired member shall have all the privileges of membership and shall be required to pay 50% of the established dues. A retired associate member shall have all the privileges of associate membership and shall be required to pay 50% of the established dues.
 - D. Honorary Membership – honorary membership to the Mideast Region may be conferred upon individuals who have been recommended by the membership and approved by the Board of Trustees. They shall not be required to pay dues and will 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 eligible membership.
 - E. Honorary Life Member – this category is limited to the 12 founders and past presidents of this Association. They shall not be required to pay dues and shall have all the privileges of membership.
 - F. Industry/Commercial Member – 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 representatives from each company shall be entitled to attend any WOCN function at member rates.
 - G. Student Nurse Member – 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 the privileges of membership except those of making motions, voting, holding office, and shall be required to pay 50% of the established dues.

Section II – Terms of Membership:

The members of the Region shall have the following responsibilities:

- A. Recommend a slate of officers and trustees to the nominations chair of the Region (officers are listed in Article V).
- B. Elect the same.
- C. Recommend amendments to the By-laws of the Region and WOCN.
- D. Recommend policy to the WOCN.
- E. Recommend a slate of officers to WOCN and support them through their campaign.
- F. Actively participate in the program of the Region and WOCN.

Section III – Review of Member:

Any eligible member whose conduct is prejudicial to the welfare of the Region of WOCN will be referred to the WOCN for review upon two-thirds vote of eligible members at a regular or special meeting. The Region will abide by the decision of the WOCN.

ARTICLE IV – MEETINGS

Section I – Meetings:

- A. A meeting of the membership shall be held twice each year at such time and places as shall be determined by the Board of Trustees at the annual membership meeting. Each eligible member shall be notified thereof by written notice at least 30 days prior to the date selected thereof.
- B. At either meeting a discussion of issues will be held in a facilitated form by the Board of Directors and the membership. Any matter requiring a vote by the membership will be accompanied by pro and con statements.

Section II – Quorum:

A quorum for the transaction of business at a meeting held by the Mideast Region shall consist of the number of eligible members present at said meeting. After the meeting has opened for business, a diminishing number of eligible members shall not affect the quorum, providing that not less than fifteen (15) eligible members are present.

Section III – Membership Vote:

All matters before a membership meeting shall require a passage of two-thirds (2/3) of the eligible members present and voting.

Section IV – Special Meeting:

Special meetings of the Region may be called in either one of two ways: by the President with concurrence of the majority of the officers or by written request of one-third (1/3) of the entire Regional membership; said request to state exact purposes of such meeting. The time and place of such special meeting of the eligible membership shall be determined by the President and shall be fixed no later than thirty days after the receipt of a proper request. At least fifteen days prior to the date fixed for such meeting, each eligible member shall be given written notice of the time, place, and purposes of such meeting.

Section V – Voting:

Each eligible member shall have one vote per issue at Regional meetings. No vote shall be cast by proxy.

ARTICLE V – OFFICERS

Section I – Officers Elected:

Officers Elected: Officers of this region shall be President, President-Elect, Secretary and Treasurer.

Section II – Requirements for Office:

To hold an office, a person must be an eligible member for at least one year immediately prior to election and have consented in writing to serve. No Regional officer may concurrently hold a WOCN office.

Section III – Term:

Each officer shall be elected for a term of two (2) years, and no officer shall be elected to the same officer for more than one (1) consecutive term.

Section IV – Order of Election:

Treasurer and Two Trustees shall be elected on odd years. President-Elect, Secretary, and two Trustees shall be elected on even years.

President-Elect shall assume the office of President at the second annual Regional meeting following the election as President – Elect.

Section V – Vacancy:

If an office shall become vacant, The Board of Trustees shall appoint an eligible person to fill such vacancy until a regular or special election for that office is held.

Section VI – Removal:

Any officer may be removed from office by appropriate resolution approved by a two-thirds (2/3) vote of the Board of Trustees. 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.

Section VII – President’s Duties:

The President’s duties shall be as follows:

1. Preside at all Regional meetings.
2. By virtue of his/her office, he/she shall be chairperson of and preside at all meetings of the Board of Trustees.
3. Appoint all committees, temporary or permanent, except the nominations committee and by virtue of his office, be an ex-officio member of each appointive committee.
4. See that all books, reports, and certificates, as required by law, be properly kept or filed.
5. Be responsible for maintaining an effective communication system within the Region.
6. The President is authorized to sign all checks or drafts of this Region in the absence of the Treasurer.
7. Perform such duties pertaining to the office as shall be prescribed by the By-Laws.
8. Have such powers as may reasonably construed as belonging to the chief executive of any organization.
9. Shall serve one year as a non-voting member of the Board of Trustees upon completion of his/her term of office.

Section VIII – President-Elect’s Duties:

The President-Elect’s duties shall be as follows:

1. Perform the duties of the President in the absence or incapacity of the President.
2. Assume the Office of the President at the second Regional membership meeting following his/her election as President – Elect.
3. Perform such duties as may be delegated by the President.
4. Shall oversee the functions of Trustees #1 Professional Practice, and Trustee #4 Operations.

Section IX – Secretary’s Duties:

The Secretary’s duties shall be as follows:

1. Keep the minutes of all Regional meetings.
2. Have custody of current records, books, and papers of this Region.
3. Make such reports as shall be determined by the Board of Trustees.
4. Keep a register of all members of this Region.
5. Conduct the correspondence of this Region.
6. Notify all officers of their election and committees of appointments.
7. Serve all notices required by the By-Laws, Board of Trustees, or Law.
8. Exercise all duties incident to the Office of Secretary.
9. Shall oversee functions of Trustee #2 PR and Marketing, and Trustee #3 Continuing Education.

Section X – Treasurer’s Duties:

The Treasurer’s duties shall be as follows:

1. Have the care and custody of all funds of this Region, and deposit all such funds in such bank, trust companies, and/or investments as are approved by the Board of Trustees.
2. Sign all checks or drafts of this Region.
3. Keep accurate books of account and present a written financial report to the Board of Trustees at the last meeting prior to the annual membership meeting.
4. Present a written financial report to the membership at the annual membership meeting.
5. Be bonded in amount fixed by the Board of Trustees, the cost to be borne by this Region.
6. Exercise all duties incident to the Office of Treasurer.
7. The annual audit may be done by the Budget and Finance Committee with the exception of the Treasurer, within sixty (60) days of the fiscal year.
8. At the expiration of the term of office, the Treasurer shall deliver over to their successor, all books, money and other property in their charge or, in the absence of a successor, the Treasurer shall deliver such properties to the President within ninety (90) days of completion of term of office.

ARTICLE VI – BOARD OF TRUSTEES

Section I – Membership:

The Board of Trustees, in addition to the elected officers, shall consist of the immediate past-President and four (4) elected Trustees.

Section II – Trustee Structure:

1. Trustee #1 – Professional Practice is responsible for the activities of the following committees:
 - a. Research
 - b. Government Affairs
 - c. Web Master
 - d. Membership
2. Trustee #2 – PR/Marketing is responsible for the activities of the following committees:
 - a. Publications
 - b. Midwest Region WOC Nurse of the Year
 - c. UOA Youth Rally
 - d. Fundraising
 - e. Sunshine

3. Trustee #3 – Continuing Education is responsible for the activities of the following committees:
 - a. Conference Planning
 - b. Scholarship
 - c. Excellence in Writing
4. Trustee #4 – Operations is responsible for the activities of the following committees:
 - a. Operations Manual
 - b. By-Laws
 - c. Nominations
 - d. Historian

Section III – Qualifications:

Each member to be elected to the Board of Trustees must have been an eligible member for at least one year prior to election and must consent to serve in writing. Two (2) Trustees (#1 and #3) must have educational background of BSN or above.

Section IV – Term:

Each Trustee shall be elected for a term of two (2) consecutive years. No person shall be elected for more than one (1) subsequent consecutive term.

Section V – Vacancy:

If the office of a Trustee shall become vacant, the Board of Trustees shall appoint an eligible person to fill such vacancy until a regular election for that office is held.

Section VI – Removal:

Any Trustee may be removed from office by appropriate resolution approved by a two-thirds (2/3) vote of the Board of Trustees. 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 said charges before any action shall be taken thereon.

Section VII – Powers:

The Board of Trustees shall have the control and management of the affairs and business of this Region. The Board of Trustees shall act only in the name of the Region when it shall be duly convened as herein set forth. Without limitation upon the general powers of the Board of Trustees, 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 Region.
- d. Create such standing, special and advisory committees as it deems advisable.

Section VIII – Voting:

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

Section IX – Rules:

The Board of Trustees shall make such rules and regulations covering its meetings as it may deem necessary.

Section X – Nominating Committee:

Following consultation with Board of Trustees, Trustee #4 appoints the Nominations Chair.

Section XI – Quorum:

The presence of not less than a majority of the Trustees shall constitute a quorum and vote of the majority of such quorum shall be the decision of the Board of Trustees.

Section XII – Compensation:

The Board of Trustees shall serve without compensation. It shall cause to be hired such employees as it shall deem necessary for the conduct of the business of this corporation. No employee may be a member of the Board of Trustees.

ARTICLE VII – COMMITTEES

Section I – Appointment:

All committees, with the exception of the Nominations Chair, shall be appointed by the appropriate Trustee of that committee and approved by the President.

Section II – Nominations Chair:

The Nominations Chair is appointed by Trustee #4 following consultative with the Board of Trustees. Chair is appointed following the regional membership meeting at regional conference.

Section III – Term:

Each committee member appointed or elected shall serve two years.

Section IV – Committees:

The Standing Committees shall be as follows:

- A. Budget & Finance
- B. Web Master
- C. Government Affairs
- D. Membership
- E. Publications
- F. WOC Nurse of the Year
- G. Fundraising
- H. Sunshine
- I. Conference Planning
- J. Scholarship
- K. Excellence in Writing
- L. Operations Manual
- M. Bylaws
- N. Nominations/Elections
- O. Research
- P. Historian

Section V – Additional Committees:

Additional committees advisable for the carrying on of the business of this Region may be established by the Board of Trustees.

ARTICLE VIII – NOMINATIONS

Section I – Nominations:

Nominations for officers and Trustees shall be presented by the Nominations Chair

Section II – Qualifications:

Persons nominated shall give written consent and acknowledge the qualifications and responsibility for the position nominated for.

ARTICLE IX – ELECTIONS

Section I – Voting Qualifications:

Only eligible members shall be entitled to vote. No vote shall be cast by proxy.

Section II – Method of Vote:

Elections shall take place by a mail vote. Election shall be solely for those persons nominated for office. Proposed By-laws changes and resolutions shall take place by a mail vote on a timely basis.

Each eligible member will be mailed a ballot which must be returned within fourteen (14) days. Approval shall be validated only upon the number of votes cast by twenty-five (25%) of the eligible voters.

Section III – Election Results:

The person receiving the highest number of votes for each elected office shall be declared elected. Tie votes shall be broken by the drawing of lots.

ARTICLE X – DUES

Section I – Dues:

Dues of this Region shall be included in the annual dues paid to the WOCN in an amount established by the Board of Trustees of the WOCN.

Section II – Due Date:

Dues shall be paid annually to the WOCN and subsequently from WOCN to this Region.

Section III – Delinquent Date:

Dues to the WOCN and subsequently to the Region, shall be delinquent ninety (90) days after the due date, and upon delinquency, such person shall no longer be an eligible member of the WOCN and subsequently to the Region. Any delinquent eligible member shall receive a final delinquency notice which shall be mailed by the WOCN thirty (3) days prior to the final delinquency date.

Section IV – Reinstatement:

Reinstatement of eligible membership to the WOCN and subsequently to this Region, can be made by written request in accordance with the fee schedule determined by the Board of Trustees of the WOCN.

ARTICLE XI – FISCAL YEAR

Section I – Fiscal Year Dates:

The fiscal year of this Region will coincide with WOCN fiscal year.

ARTICLE XII – AFFILIATE GROUP ORGANIZATION

Section I – Affiliate Groups:

Regional affiliates may be established wherever the Board of Trustees of the Regional and Board of Directors of WOCN may approve, subject to such regulations as to membership, organization, procedures and financial responsibility that the Boards may prescribe.

Section II – Affiliate Control:

Regional affiliates will be coordinated by the Regional Trustee representing the Regional area. The Regional Trustee will serve as the liaison to the WOCN, Region and Regional Affiliate. Regional Affiliate operations may be removed at any time and in such manner and after such investigation as the Board of Trustees of the Region and the Board of Directors of WOCN may deem necessary.

ARTICLE XIII – DISSOLUTION

Section I – Dissolution:

Upon the dissolution or rumination of activity of the Region, all remaining assets after the payment of the legal debts and obligations of the Region shall be returned to the Treasurer and Secretary for WOCN. IF WOCN is non-existent, any assets would be distributed to a non-profit organization as the Board in charge of liquidation shall determine.

ARTICLE XIV – PARLIMENTARY AUTHORITY

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

ARTICLE XV – AMENDMENTS

Section I – Amendments:

These By-Laws 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 mail vote with approval validated only upon the number of votes cast by twenty-five (25%) of the eligible voters.