



## **WEST VIRGINIA ORGANIZATION FOR NURSING LEADERSHIP (WVONL) BYLAWS**

### **ARTICLE I: NAME/MISSION/VISION**

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

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

**1.1.1. Mission:** To shape health care in West Virginia through innovation, expert leadership, and collaborative partnerships.

**1.1.2. Vision:** West Virginia Nursing Leadership-one voice advancing health.

### **ARTICLE II: PURPOSE**

#### **Section 2.1. CORPORATE STATUS**

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

### **ARTICLE III: MEMBERSHIP**

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

**3.1.1. Full Members:** Registered Nurses (RN) who support the vision, mission, and goals of WVONL and have served or is holding an organizational role of administration/management who are accountable for strategic, operational, and/or management outcomes in sites where healthcare is delivered, faculty in graduate nursing administration programs, including deans and of professional nursing journal editors, and educators. Full Members are also Registered Nurse (RN) leaders or RNs who are aspiring nurse leaders in healthcare settings, academia, health care-related businesses or elsewhere, including professionals who are staff nurses, charge nurses, nurse coordinators and nurse managers who aspire to nurse leadership roles.

**3.1.2 Student Members:** Student Members of WVONL are: Full time United States nursing students. Student Members may attend WVONL business and educational meetings but will not be considered Full Members and will not have any voting rights or any of the other rights of Full Members.

**3.1.3 Retired Members:** Retired members shall be any full WVONL member who is retired from the profession with an unencumbered West Virginia RN license and has maintained WVONL membership. A retired member shall be entitled to all rights and privileges of a full member.

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

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

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

**3.3.1** A member may at any time file a resignation from the WVONL in writing to the Membership Chair. It shall become effective upon acceptance by the Board of Directors.

#### **3.3.2. Loss of Eligibility**

**3.3.2.1.** Non-payment of dues. Any member not paying dues by the end of the yearly membership period.

**3.3.2.2.** Loss of licensure: Any member who loses his or her license to practice nursing in the State of West Virginia. This statement is not applicable for Student or Retired members.

### **Section 3.4 DEFINITIONS**

For these Bylaws, the term "healthcare 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. In addition, any organization that provides health care service to patients.

## **ARTICLE IV: DUES**

### **Section 4.1 ANNUAL MEMBERSHIP DUES.**

**4.1.1** Annual Membership dues cover a period of twelve (12) months and are due upon notification by the Chair of the Outreach and Membership Committee. The Board shall determine membership dues of WVONL. Notification of proposed increase in dues initiated by the Board shall be forwarded to the full and retired members for vote.

**4.1.2** The Board shall give members 60 days advanced notice of an increase of the dues amount. No portion of the dues shall be refundable if a member chooses to terminate membership.

## **ARTICLE V: MEETINGS**

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

The WVONL shall meet at least annually. The Board and the President shall determine 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 WVONL. 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**

The Board or President may call additional meetings. 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 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 (current version) shall govern the order of business for annual and special meetings.

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

**5.6.1** Voting by e-mail shall be permitted.

**5.6.2** 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. MEMBERSHIP QUORUM**

A quorum shall consist of 10 percent (10%) 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 WVONL 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 bank and tax returns are filed promptly when needed
- Provide liability insurance for Officers and Board of Directors for protection and to be American Organization for Nursing Leadership (AONL) affiliation compliant.
- 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**

**6.1.1** Any voting member in good standing shall be eligible to hold a position as an officer or as a board member.

**6.1.2** The President and President-Elect shall be nurses in leadership practice and active members of AONL upon installation.

#### **Section 6.2. COMPOSITION**

**6.2.1** The officers of the WVONL shall be President, President-Elect, Secretary, Treasurer, and Treasurer-Elect (if applicable) and shall be elected by the membership of the WVONL and comprise the working officers team.

**6.2.2** There shall be a Board of Directors consisting of the officers and seven Directors, one of whom will be the Immediate Past President.

**6.2.3** At the discretion of the elected Board and Officers, members can be appointed to the Board to represent special interests and diversification, up to four (4) appointed positions to align with AONL. They will be non-voting members. The appointments will be for one (1) year open to reappointment to meet the goals of the organization.

## **Section 6.3 ELECTION AND TERM**

### **6.3.1 Terms**

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

**6.3.1.2** Elected Directors shall be installed at the Annual meeting in the Fall and serve for a term of three years. Their term begins on January 1st of the following year.

**6.3.1.3** There shall be six (6) elected directors serving terms of 3 years. Directors shall be elected from each of the six (6) districts of WVONL (see appendix for map of districts). When possible, two (2) directors will be elected each year so that the terms of office are staggered and will ensure continuity of the Board.

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

**6.3.2 Elections.** The election of officers and board members shall be conducted electronically. The completed ballot, together with the resume outlining the background and experience of each candidate, will be available on the Chapter's website for review. . Elections will take place in September/October of each year with the results of the election announced at the annual business meeting by the President to the members. In case of a tie vote, the Board shall determine the choice.

**6.3.3 Vacancies** If a member of the board resigns or is no longer eligible for membership, appointment of a replacement to the Board will be made by the President to fill the vacancy. This appointee will serve in the position for the remainder of the existing term.

## **Section 6.4. DUTIES**

### **6.4.1 President**

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

- Supervise the activities of the WVONL
- Provide a report at the annual meetings to include achievement of stated annual objectives and implementation plan, a copy of which shall be maintained in the permanent files of the WVONL
- Appoint the chairperson and members of the Standing and Special Committees as authorized by the Board
- Assure WVONL representation at designated state and national committee meetings
- Orientation of new Officers and Board Members
- Prepare the agenda for all meetings of the Officers and Board meeting distributing prior to the meeting
- Encourage and seek members to become involved in the organization's events and activities

- Develop future members and work with the Board in getting them involved in the organization.
- Work with Officers and Board to develop goals for the WVONL
- 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 other duties as deemed necessary that are authorized by the Board of Directors

#### **6.4.2 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 succession to the President.
- Prepare and orient the new President-elect

#### **6.4.3. Secretary**

The secretary shall prepare the minutes of all meetings of the WVONL, including Officers, Board, and membership meetings, which 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:

- Coordinates with chapter treasurer and membership chair for membership updates
- Prepare minutes of all meetings and maintain them in a permanent format.
- 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
- Maintain chapter activities information in an electronic format
- Prepare your successor for taking over at the end of the term of office

#### **6.4.4 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 WVONL's goals and objectives. The treasurer is responsible for maintaining the WVONL 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 monthly 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 WVONL's tax-exempt status
- Maintain WVONL's insurance coverage by paying the annual coverage fee
- Coordinates with chapter Secretary and membership chair for membership updates
- Submit a list of paying member to the Board.
- 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 President-Elect, and Treasurer and/or Treasurer-Elect
- The President/President-Elect and Treasurer/Treasurer-Elect 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 credit card, check, or electronic transaction to have a record of all transactions
- All receipts/transaction records must be itemized.
- 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.
- Collaborate closely with the officers and committee members 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.
- Collaborate with members audit committee or independent accountant to set up a schedule for annual audit of books to ensure the audit report is completed in a timely manner
- The Treasurer will file for tax exempt status as required by the IRS
- Train the Treasurer-Elect 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/Treasurer-Elect cannot perform his or her duties

#### **6.4.5 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.

#### **6.4.6 Board of Directors**

The Board of Directors shall meet in person or virtually 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 WVONL between meetings. The duties of the Board of Directors are:

- Establish rules and procedures for the Board of Directors and the WVONL
- 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 WVONL strategic plan/priorities, goals, and by-laws
- Approve budget and expenditures
- 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 WV State Practice Act and how it applies to chapters and professional groups
- Keep items discussed in meetings confidential until they are permitted to be 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.
- Confirm that the financial and legal policies reflect sound fiscal integrity and responsibility
- Confirm that sufficient funding resources are developed to meet the mission and plans
- Review material provided in advance of board meetings
- Stay informed about trends in the healthcare field, both local, state, and national

#### **6.4.7 Immediate Past President**

The Immediate 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
- Share expertise and experience

### **Section 6.5. ATTENDANCE**

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

### **Section 6.6. QUORUM**

A quorum shall consist of a majority of the Board. **ARTICLE VII: COMMITTEES**

#### **Section 7.1. STANDING COMMITTEES**

**7.1.1** There shall be three (3) Standing Committees: Governance, Programs, and Outreach and Membership Committee

**7.1.1.1** 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

**7.1.1.2** 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

**7.1.1.3** 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.

#### **7.1.2 Governance Committee**

**7.1.2.1** The Governance Committee must ensure that the chapter bylaws are in alignment with AONL; completing research and drafting so that the proposals will be available well in advance of the annual members meeting.

**7.1.2.2** The Board shall submit names of potential members to serve on the Governance Committee. Each member selected to the Governance 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 Governance 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 Bylaws & Nominations Committee must begin work of identifying potential future chapter directors and officers and sounding them out about their availability and interest.

#### **7.1.3 Duties**

**7.1.3.1** The Governance Committee shall 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 WVONL when 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.

**7.1.3.2** The Governance Committee shall oversee the nominations process for the organization. (See 7.2.1.3 below)

**7.1.3.3** The Governance Committee shall collaborate with the President, officers, and board members for WVONL's strategic plan. This plan shall be reviewed annually and revised as necessary to stay current.

**7.1.3.4** The Governance Committee shall collaborate with the Officers and Board and membership to have strategies for succession planning

#### **7.1.4 Slate of Candidates**

**7.1.4.1** The Governance Committee shall prepare a slate of candidates for officers and Board of Directors in accordance with Article VI, Section 6.3 of these Bylaws. All candidates must be members in good standing and disclose conflicts of interest. Any member of the WVONL may recommend a candidate for consideration by the Governance Committee. To ensure representation from around the state, there will be candidates identified for the Board of Directors in each of the six (6) districts (see appendix for map of districts). To assure appropriate distribution of Information related to acceptable candidates, such



recommendations shall be sent to the Committee no later than August 31<sup>st</sup> of each year. Voting will occur before the annual fall conference. Results will be announced at the annual fall conference.

#### **7.1.5 Meetings**

**7.1.5.1** The Governance Committee shall have at least one (1) meeting annually and may be conducted in person, virtually, via e-mail or by telephone.

#### **7.1.3 Programs Committee**

The President-elect serves as the Chair of the Programs Committee and is responsible for collaborating with the committee to develop the annual conference. In addition, the Program Committee is responsible to lead initiatives and develop programs within WVONL that will empower nurse leaders both at the bedside and the executive level.

##### **7.1.3.1 Duties**

**7.1.3.1.1** The duties of the Programs Committee shall be to develop programs and activities that promote the goals/objectives of the WVONL.

**7.1.3.1.2** 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 collaborates closely with the President and Treasurer to ensure financial coverage of expenses.

**7.1.3.1.3** The duties of the Programs Committee include developing, and implementing programs that align with the organization's mission, vision, values, and strategic plan.

##### **7.1.3.2 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, virtually, via e-mail, mail, or telephone.

#### **7.1.4. Outreach and Membership Committee**

The Outreach and Membership Committee is responsible for organizing a plan to attract/ recruit new members and retain current members.

##### **7.1.4.1 Duties**

**7.1.4.1.1** Responsible to lead initiatives within WVONL that establish and maintain WVONL's on-line presence.

**7.1.4.1.2** Develop and maintain the WVONL website and all social media accounts.

**7.1.4.1.3** Investigate and recommend ways to support current and future members through scholarship

**7.1.4.2 Meetings.** There must be at least one meeting annually and may be conducted in person, virtually, via e-mail or telephone.

#### **7.1.5 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**

WVONL will maintain a liaison with the American Organization for Nursing Leadership (AONL) by serving as an Affiliate organization.

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

WVONL 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 other state healthcare organizations. .

## **ARTICLE IX: AMENDMENTS**

**Section 9.1** The Board may amend these bylaws at any time to ensure the bylaws are current and supporting the mission of WVONL. After the Board has amended the bylaws, the Chair of the Governance Committee will review the changes with members of the committee for approval. When there are changes that the Governance Committee recommend, 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 electronically or in-person.

## **ARTICLE X: CONFLICTS OF INTEREST**

**Section 10.1** 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**

**Section 11.1** WVONL 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 voting members. Upon dissolution or other termination of WVONL, all remaining assets of WVONL, 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 WVONL) and shall be chosen by the then existing Board of Directors of WVONL.

Amended: November 6, 2019 (Board Approval)/November 8, 2019 (Membership Approval)

Amended: November 2, 2020 (Board Approval)/November 6, 2020 (Membership Approval)

Amended: November 2, 2022 (Board Approval)/November 4, 2022 (Membership Approval)

Amended: November 6, 2024 (Boad Approval)/November 7, 2024 (Membership Approval)

## APPENDIX: WVONL DISTRICTS

### WVONL DISTRICTS

