

Wisconsin Organization of Nurse Executives, Inc.

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BYLAWS OF THE WISCONSIN ORGANIZATION OF NURSE EXECUTIVES, INC.

ARTICLE I

NAME

The name of the organization shall be the Wisconsin Organization of Nurse Executives, Inc., hereinafter referred to as the "Organization" or "WONE". The Wisconsin Organization of Nurse Executives, Inc. is an affiliate of the American Organization of Nurse Executives and the Wisconsin Health and Hospital Association.

ARTICLE II

POWERS

- 2.1 The membership shall have all powers granted to it by these bylaws.
- 2.2 The power to administer the business of the Organization shall be vested in the Board of Directors, hereinafter referred to as the Board.
- 2.3 Full members shall elect officers, board members, and nominating committee members, approve Bylaws, and vote on positions of importance affecting the Organization as determined by the Board.
- 2.4 The members recommend policies, programs and activities to the Board.
- 2.5 The Organization recommends policies, programs and activities to the Board of Directors of the Wisconsin Health and Hospital Association and to the American Organization of Nurse Executives. It reviews and takes positions on issues related to its area of interest.

ARTICLE III

MEMBERSHIP

- 3.1 Eligibility
 - A. Full Members
 1. WONE embraces nurse leaders through all levels of their career and all health care organizations. Common WONE member titles include:
 - a. chief nursing officer/ chief nurse executives
 - b. vice presidents of nursing and patient care services
 - c. directors of nursing
 - d. directors of emergency services, critical care services and other clinical departments
 - e. directors of professional practice
 - f. nurse managers
 - g. nurse consultants
 - h. aspiring nurse leaders
 - i. deans and faculty in undergraduate and graduate nursing programs
 - j. and many other nursing leadership professionals
 - B. Student

1. Registered Nurses not meeting the membership eligibility criteria established (3.1.A) and enrolled in a relevant degree program are eligible for student membership.

C. Honorary Membership

Members of the Organization who retire from active employments and past-presidents no longer employed in nursing leadership roles are eligible for honorary membership. (See Rules and Regulations, Article I, 1.1C.)

3.2 Termination

- A. A member may resign by notifying the Board.
- B. The Board may suspend or expel any member for cause after giving such member the opportunity to have a hearing, in accordance with the Rules and Regulations, Article 1.4.
- C. A member in good standing who, due to position change or unemployment no longer meets the criteria for membership may extend membership for two years.

ARTICLE IV

DUES AND FUNDS

4.1 Dues

- A. Dues shall be established by the Board. Notification of any proposed increase initiated by the Board shall be given to members thirty (30) days prior to the business meeting or a special meeting called for that purpose, at which time the recommendation shall be put to vote.
- B. Dues for students shall be less than the dues for full membership.
- C. All dues paid shall become the property of the Organization to be used as designated by the Board. No portion of the dues paid by any member shall be refundable because membership is terminated.

4.2 Funds

- A. Funds of the Organization shall be held for deposit in a financial institution approved by the Board.
- B. Any funds or property that the Board may accept as donations will be used to further the work or program of the Organization and, if so specified, shall be used for the purpose designated by the donor.
- C. Funds may be withdrawn from the Organization's checking account via check by the Treasurer or any approved officer in the absence of the Treasurer.
- D. In the event of dissolution of the Organization, the funds of the Organization shall be distributed by the Board to not-for-profit organization(s) whose mission is to enhance nursing.

ARTICLE V

MEETINGS

5.1 Meetings

There shall be at least a yearly meeting for the transaction of business. The time and place of the meeting shall be designated by the Board.

5.2 Special Meetings

Special meetings may be called by the Board, in accordance with the Rules and Regulations – Article III, 3.1D.

5.3 Notice of Meetings

The President or Secretary shall notify the membership of meetings by mail.

5.4 Order of Business

- A. The agenda for meetings shall be provided by the Board. Meetings will be conducted according to Rules and Regulations, Article VIII.
- B. The President shall preside at all meetings. In the absence of the President, the President-Elect or Past-President shall preside. In the absence of the President-Elect or Past-President, the Board shall designate a member of the Board to preside.

5.5 Voting

- A. Only members in good standing shall be entitled to vote. (See Rules and Regulations, Article I, 1.1 and Article VIII, 8.1, 8.2.)
- B. Proxy voting shall not be permitted.
- C. A plurality vote of eligible voting members shall constitute an election. Decisions requiring a vote shall be considered valid when the result reflects a simply majority of eligible voting members with a quorum being present.
- D. Elections shall be conducted by mail and electronic vote. (See Rules and Regulations, Article VIII, 8.1 A2.)
- E. The Board may call for a vote on issues by mail between meetings. (See Rules and Regulations, Article X, 10.3.)

ARTICLE VI

OFFICERS

6.1 Eligibility

Members in good standing shall be eligible to hold office.

6.2 Officers

- A. Officers shall be a President, President-Elect or Past-President, Secretary, and Treasurer.
- B. The officers shall compose the Executive Council.

- C. Executive Board Members (Officers) need to be AONE members as per the WONE chapter affiliation agreement with AONE.

6.3 Election and Term

- A. Officers shall be elected by mail and electronic vote, notified by the President prior to the fall meeting and take office at the beginning of the fiscal year.
- B. The President-Elect succeeds to the Office of President at the end of a one (1) year term as President-Elect, and serves a two year term as the President or as provided in 6.5 of this article.
- C. The Secretary and Treasurer are selected in alternate years for two (2) year terms.
- D. The Secretary and Treasurer shall be eligible for reelection for another full term. A Secretary or Treasurer having served a second consecutive two (2) year term shall be ineligible for reelection to the same office until one (1) year has lapsed, but is eligible to run for another Board position.
- E. The Past-President serves one (1) year.

6.4 Authority and Duties

- A. The President shall be the chief executive of the Organization, Chairperson of the Board and shall preside at all meetings.
- B. The President-Elect or Past-President shall perform all duties and assume all responsibilities of the President in his/her absence.
- C. The Secretary shall record and maintain the minutes and conduct the general correspondence of the Organization.
- D. The Treasurer shall record and maintain the financial records of the Organization.
- E. Any officer may request a meeting of the Executive Council to transact business of an urgent nature between Board meetings. A majority of the Executive Council shall constitute a quorum. The Executive Council shall report all transactions of such meetings to the Board at its next regular meeting.

6.5 Vacancies (officers)

- A. If the office of the president becomes vacant, the President-Elect or Past-President shall succeed to the office of President and shall continue to serve as President for the subsequent term.
- B. If the office of President-Elect becomes vacant, and if a business meeting is more than three (3) months away, a special election shall be called by the Board for the purpose of filling the vacancy. If a business meeting is scheduled within three (3) months, the office of President-Elect shall remain vacant until filled at such session.
- C. If the offices of President and President-Elect or Past-President become vacant and a business meeting is scheduled within three (3) months, the

Board of Directors shall appoint, from the membership of the Board of Directors, a President Pro Tempore to serve for the remaining portion of the unexpired term. At the next regular election, both a President and a President-Elect shall be elected. If such vacancies occur more than three (3) months from the date of the next business meeting, a special election shall be called for the purpose of filling the unexpired terms.

- D. If plans A, B, or C do not provide continuity in leadership, the Board has the authority to implement a plan to resolve the problem.
- E. If the office of the Secretary and/or Treasurer becomes vacant, the vacancy shall be filled by the person eligible for office receiving the next highest number of votes for that office in the last election for that position. If there are no candidates willing or eligible to assume the position, the Board shall have the authority to appoint an eligible member of the Organization to serve the remaining portion of the unexpired term.

ARTICLE VII

BOARD OF DIRECTORS

7.1 Eligibility

Members in good standing shall be eligible for the Board.

7.2 Composition

- A. The President, President-Elect, Past-President, Secretary, Treasurer and six Directors shall constitute the Board.

7.3 Election and Term of Directors

- A. Three directors shall be elected by mail and electronic ballot prior to each fall meeting.
- B. Directors are selected in alternate years for two (2) year terms and will begin their term at the beginning of the fiscal year).
- C. A director shall be eligible for reelection for another full term. A director having served a second consecutive two (2) year term shall be ineligible for reelection to the Board until one (1) year has lapsed, but is eligible to run for a Board officer position.

7.4 Authority and Duties

- A. The Board shall have the authority to establish and approve Rules and Regulations, expend funds for operation of the Organization, accept committee and officer reports, and approve any other actions of officers or committees on behalf of the Organization.
- B. The Board shall have the duty to ensure the achievement of the organizational objectives and mandates of the membership and the authority to set policy to carry out these duties.
- C. The Board shall have the prerogative to close meetings to nonvoting members when deemed necessary.
- D. The Board shall bond the officers of the Organization.

7.5 Vacancies (Board)

- A. Vacancies in the office of the President, President-Elect, Secretary and Treasurer, shall be filled as provided in Article VI, 6.5.
- B. A vacancy of a director shall be filled by the person receiving the next highest number of votes in the last election to serve for the remaining portion of the unexpired term. If there is no candidate willing or eligible to assume the position, the Board shall have the authority to appoint an eligible member of the Organization to serve the remaining portion of the unexpired term.
- C. A vacancy occurring when the director is elected to an office shall be filled by the person receiving the next highest number of votes to serve the remaining unexpired term.

7.6 Meetings

- A. The Board shall meet at least quarterly.
- B. Additional meetings may be called by the President.

7.7 Quorum

- A. A quorum shall consist of no less than five (5) members of the Board.
- B. Voting Committee Chairs are not considered part of the quorum.

ARTICLE VIII

COMMITTEES

8.1 Committees

The Board shall annually approve chairpersons and co-chairpersons for the standing committees, except for the Nominating Committee. Committee chairpersons attend meetings of the Board as voting members.

Standing committees are: The Committee on Nominations; the Committee on Programs; the Committee on Bylaws; the Committee on Membership Services; the Committee on Legislation; the Committee on Marketing; the Committee on Professional Development and Research, and the Finance Committee.

A. Eligibility

1. Members, students, and honorary members in good standing are eligible to serve on committees.
2. Board members shall not serve as committee chairs with the exception of the Nominating Committee (Past-President and President-Elect shall chair on alternating year) unless absolutely necessary.
3. Committee chairpersons shall be WONE members and be appointed for a two (2) year term with the option of serving a second term.

B. Term

Committee members shall be appointed for a two (2) year term and they may serve successive terms. The exception is the Nominations Committee where members are elected for a two year term.

C. Duties

All committees shall submit minutes of each meeting, annual reports and such interim reports as may be requested by the President.

1. The duties of the Committee on Nominations shall be to:
 - Prepare a slate of candidates for Secretary or Treasurer, three (3) Board members and two (2) members of the Committee on Nominations annually and President-Elect biannually.
 - Prepare slate of candidates for special elections as needed to fill vacancies. (See Bylaws, Article VI, 6.5B and 6.5C.)
 - Recommend a candidate for the Nursing Leadership Award based on the established criteria (See Rules and Regulations Article V, 5.2 D.4.)
2. The duties of the Committee on Program shall be to develop programs and activities that promote the objectives of the Organization.
 - Collaborate with Membership and Professional Development Committees on program for new members
3. The duties of the Committee on Bylaws shall be to review the Bylaws, Rules and Regulations, and Articles of Incorporation annually and to recommend changes to meet the objectives of the Organization and present for approval based on Article XII 12.1 and 12.2 of the Bylaws.
4. The duties of the Committee on Membership Services shall be to:
 - Maintain a current roster of the membership, including such demographic data as the Board directs
 - Develop programs to recruit and to retain members for WONE
 - Explain benefits for members
 - Administer the membership program for new members
 - Collaborate with Program and Professional Development Committees on program for new members
5. The duties of the Committee on Marketing shall be to develop and implement a marketing plan to promote the image of the organization and provide fund raising activities.
6. The duties of the Committee on Legislation shall be to increase members' awareness of the impact of governmental and other regulatory bodies upon health care and to increase active participation to affect legislation/regulations involving health care.
7. The duties of the Committee on Professional Development and Research shall be to:
 - Administer the educational stipend program
 - Identify nursing research that has relevance to the mission and goals of WONE
 - Monitor and communicate funded research findings

- Review applicants for the educational stipend program or research grants and make recommendations based on established criteria
 - Collaborate with Membership and Program Committees on program for new members
8. The duties of the Finance Committee shall be to:
- to review financials and make recommendations to the Board about the financial operations and performance of the organization.
 - To ensure that information is provided in a format the Board can utilize to make accurate decisions and inquiry.
 - To monitor and report on the financial viability and make recommendations to improve the financial strength of the organization.

D. Vacancies of Chairpersons

If a vacancy should occur, the President shall fill such vacancy by appointment, upon approval of the Board.

8.2 Board Liaisons and Special Committee/Task Forces

- A. Board Liaisons are appointed by the Board of Directors to represent the Wisconsin Organization of Nurse Executives on other relevant organization boards, committees, or task forces for a period of time not to exceed four (4) years, unless otherwise defined by the other organization.
- B. Special committees or task forces may be appointed by the Board for special projects.
- C. Board Liaisons and Chairs of special committees or task forces may be invited to attend Board Meetings with non-voting status as part of their roles.
- D. Upon the completion of its project, a special committee or task force shall present a written report after which the committee or task force shall be automatically dissolved unless the Board directs otherwise.

ARTICLE IX

ORGANIZATIONAL COMMUNICATIONS

9.1 Communications

- A. Newsletter
 - 1. Editors or a management group appointed by the Board will be responsible for publishing and distributing the newsletter.
- B. WONE Website
 - 1. The purpose of the WONE website will be to communicate issues and actions of the Organization.

ARTICLE X

HISTORIAN

A historian will be appointed by the Board to maintain the history of the Organization.

ARTICLE XI

AFFILIATIONS

The Organization may enter into agreements or affiliation with other organizations under provisions determined and prescribed by the Board. (See Rules and Regulations, Article II, 2.1B.)

ARTICLE XII

AMENDMENTS

12.1 Bylaws

- A. The Bylaws may be amended by a simple majority of eligible voting members with a quorum being present.
- B. Amendments to the Bylaws may be brought for consideration by membership in any of the following ways:
 - 1. Upon recommendation by the Board
 - 2. Upon recommendation by the Committee on Bylaws
 - 3. Upon recommendation by a member

12.2 Rules and Regulations

The Rules and Regulations may be amended at any regular meeting of the Board, a quorum being present, or at a special Board meeting called for that purpose. (Article IX-9.1)

ARTICLE XIII

EFFECTIVE DATE; TRANSITION

These combined and amended Bylaws of the Wisconsin Council of Nurse Managers and the Wisconsin Organization of Nurse Executives Inc. shall be effective July 1, 1996.

Formulated:	1979
Reviewed:	1980, 1981, 1982, 1983, 1985, 1986, 1987, 1988, 1989, 1990, 1991
Revised:	1992, 1993, 1994, 1995, 1996 (combined WCNM), 1997, 4/2000, 9/2000, 3/2002, 8/2003, 4/2005, 4/2006, 4/2008, 4/2011, 4/2012, 4/2014, 4/2015, 4/2016