

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

**Article I
Name and Purposes**

Section 1. Name

The name of this corporation shall be the WOUND, OSTOMY AND CONTINENCE NURSES SOCIETY (hereinafter the "Society"), an Illinois not-for-profit corporation.

Section 2. Purposes

The purposes of the Society shall be to furnish support and leadership to its members by promoting education, clinical and research opportunities to advance the practice and guide the delivery of expert health care to individuals with wounds, ostomies and continence care needs; to advance the health care and quality of life of all individuals with wounds, ostomies and continence care needs; to foster advances in wound, ostomy and continence nursing; to afford a forum for the exchange of knowledge pertaining to the wound, ostomy and continence nursing specialties; to stimulate the research, investigation, and teaching of wound, ostomy and continence nursing specialties; to enhance the study and practice of wound, ostomy and continence nursing specialties by establishing scholarships, foundations, and appropriate accreditation procedures; and to perform any and all such other acts that are necessary, convenient and proper to the attainment of these purposes.

**Article II
Offices**

The Society shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose office is identical with that registered office, and may have such other offices in or out of the State of Illinois as the Board of Directors may from time to time determine.

**Article III
Members**

Section 1. Membership

Membership may be granted to any individual who: (i) meets the criteria set forth below for each category of membership in the Society; (ii) shares interest in and supports the purposes of the Society; (iii) abides by these Bylaws, the principles of ethics of the Society and such other policies, rules and regulations as the Society may adopt; and (iv) meets such additional criteria for each category of membership in the Society as the Board of Directors may from time to time establish:

1. **Member.** Membership may be granted to any individual with an interest in the field of wound, ostomy or continence care that supports the purpose, mission and goals of the Society. Members are eligible to vote and serve* on a committee or task force with approval from the Board of Directors.
*Only those members holding a certification through the WOCNCB may serve in a Board position. CFCN and WTA-C are ineligible unless they also hold another WOCNCB certification.
2. **Honorary.** Honorary membership may be granted to any individual who meets the criteria established by the Board of Directors.

3. **Life.** Life membership shall be granted solely to the twelve (12) founders of the Society and to the past presidents of the Society. Life Members may make motions, vote and serve on committees and on the Board of Directors.
4. **Student.** Student membership may be granted to any individual who is a full-time student in a health-related field or attending a WOCN accredited educational program. Student Members may not make motions, vote or serve on the Board of Directors. They may serve on a committee or task force with approval from the Board of Directors.
5. **Corporate.** Corporate membership may be granted to any health-related corporation or organization that supports the mission and goals of the Society. Corporate Members may not make motions, vote, or serve on a committee, task force, or on the Board of Directors.

Section 2. Application and Election

The Board of Directors shall adopt an application form and procedures to facilitate the consideration of applicants for membership in the Society. All applicants shall complete the application form and submit the application, along with the designated fee, to the administrative office of the Society. The Board of Directors, or its designee, shall review the application of all applicants and determine, based on the criteria set forth in these Bylaws and such other guidelines as the Board of Directors may prescribe, whether individual applicants meet the qualifications necessary for membership in the Society.

Section 3. Rights and Duties

All members shall be entitled to attend the member meetings and social functions of the Society. Only Members, Honorary and Life Members (sometimes collectively referred to herein as “voting members”) may make motions, vote and serve on committees and the Board of Directors. Student members may serve on committees with approval from the Board of Directors. Each voting member shall have (1) vote on matters submitted to a vote of the membership.

Members who are employed by a commercial industry that provides products or services as defined in the WOCN policy are not eligible to serve on the Board of Directors.

Section 4. Resignation

Members may resign from the Society at any time by giving written notice to the Secretary, provided, however, such resignation shall not relieve the resigning member of the obligation to pay any dues or other charges previously incurred that remain unpaid. Any application for reinstatement of membership in the Society by a former member shall be denied until such time as said member has paid any and all outstanding charges in full.

Section 5. Ethics and Discipline

1. **Grounds for Discipline.** A member may be disciplined for any of the following reasons:
 - a. failure to comply with these Bylaws, the principles of ethics of the Society, or any other policies, rules or regulations of the Society;
 - b. limitation, suspension, revocation, or forfeiture by any state, province or country of the member’s right to practice nursing;
 - c. unauthorized use of the Society’s name, logo, or other symbols on stationery, publications, symposia advertisements, printed material or in any other manner; and
 - d. immoral, dishonorable, or unprofessional conduct considered prejudicial to the best interests of, or inconsistent with the purposes of, the Society.
2. **Procedures.** Discipline, which shall include, but not be limited to, censure, suspension, and expulsion, shall be by a two-thirds majority of the Board of Directors, provided that a statement of the charges shall have been mailed by certified mail to the last recorded address of the member at least fifteen (15) days before final action is to be taken. This statement shall be accompanied by a

notice of the time and place of the meeting of the Board of Directors at which the charges shall be considered, and the member shall have the opportunity to appear in person and/or to be represented by counsel and to present any defense to such charges before action is taken by the Board of Directors.

Section 6. Automatic Termination

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

**Article IV
Membership Meetings**

Section 1. Annual Meeting

An annual meeting of the members of the Society for conducting such business as may come before the membership shall be held at such time and place as shall be determined by the Board of Directors.

Section 2. Special Meetings

Special meetings of the members of the Society may be called at the request of the President or any three (3) members of the Board of Directors, or at the written request of two-thirds of the members of the Society entitled to vote. The time and place for holding special meetings shall be determined by the Board of Directors.

Section 3. Notice

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

Section 4. Quorum

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

Section 5. Manner of Acting

The act of a majority of the voting members present at a duly called meeting at which a quorum is present shall be the act of the members, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

Section 6. Mail Vote

Voting by mail shall be permitted in lieu of a vote at a duly called meeting for any item of business, including the election of officers and directors. A mail vote may be called by the Board of Directors or upon written request to the Secretary of at least two-thirds (2/3) of the voting members. For the election of officers and directors, as long as at least 10% of voting members have returned ballots, officers and directors shall be considered elected if at least a plurality of voting members cast ballots in their favor. In the event of a tie vote, the tie will be broken by the drawing of lots. For matters other than election, as long as at least 10% of voting members have returned ballots, the action shall be effective if at least a majority vote in favor of the action, unless the vote of a greater number is required by law, the articles of incorporation, or these bylaws.

**Article V
Dues and Assessments**

The initial and annual dues for all members of the Society, and the time for paying such dues and other assessments, if any, shall be determined from time to time by the Board of Directors. Under special circumstances, the Board of Directors may waive the annual dues and/or assessments for any member.

Article VI Board of Directors

Section 1. Authority and Responsibility

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

Section 2. Composition

The Board of Directors shall be composed of eight (8) members as follows: the President, the President-Elect, the Secretary, the Treasurer (the President, President-Elect, Secretary and Treasurer are collectively referred to herein as the “Officers”), and four (4) Directors (the Officers and Directors are collectively referred to herein as “Board members”) In addition, (i) the Immediate Past President shall serve as an ex officio, non-voting member of the Board of Directors for a period of one (1) year after the term as President, and (ii) the chief staff executive shall be an ex officio, non-voting member of the Board of Directors. The Immediate Past President shall have such duties as are assigned from time to time by the President.

Section 3. Qualifications, Election, and Term

1. The President-Elect, Secretary, Treasurer, and Directors shall be elected by the membership for a two-year term, and, with the exception of the President and President-Elect, may not be elected to the same office for more than two (2) consecutive terms.
2. The President and the President-Elect may each serve only one two-year term in office.
3. The President-Elect and two (2) Directors shall be elected in odd-numbered years.
4. The Secretary, Treasurer and two (2) Directors shall be elected in even-numbered years.
5. The President-Elect shall automatically succeed to and assume the office of President in odd-numbered years.
6. Only an individual who shall have been a member of the Society entitled to vote for two (2) years prior to the time of election shall be eligible for nomination either as an Officer or Director.
7. To be elected as an Officer, an individual shall have served on a regional, affiliate or national board of directors or in a standing committee chair position.
8. The Officers and Directors shall take office immediately upon the conclusion of the annual meeting at which their election or appointment is announced and shall continue in office until the conclusion of their term or until their successors are duly elected and qualified.

Section 4. Regular Meetings

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

Section 5. Special Meetings

Special meetings of the Board of Directors may be called by, or at the request of, the President or upon a written request to the Secretary of three (3) members of the Board of Directors. Notice of any special

meeting of the Board of Directors shall state the time, date, and place of the meeting and shall be delivered at least five (5) days prior to the date of such meeting; provided, however, that notice of any special meeting held by telephone conference call may be delivered at least twenty-four (24) hours prior to the call. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called and convened.

Section 6. Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any duly called meeting of the Board of Directors; provided, that, if less than a quorum is present at said meeting, a majority of the Board members present may adjourn the meeting without further notice. Board members may not vote by proxy.

Section 7. Manner of Acting

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

Section 8. Resignation and Removal

Any Officer or Director may resign at any time by giving written notice to the Secretary. In addition, any Officer or Director may be removed by a majority vote of the persons entitled to elect such director, whenever, in their judgment, the best interests of the Society would be served by such removal.

Section 9. Vacancies

In the event the President-Elect assumes the duties of the President, and the President-Elect (acting as President) thereafter is unable to serve, the Board of Directors shall appoint, from among the Board of Directors, a Director to preside at meetings of the Society and Board of Directors and, if necessary, assume the duties of the President.

In the event of the death, resignation, removal, or incapacity of the , Treasurer, or Secretary, or Director, the Leadership Development Committee will identify an individual qualified to fill the vacancy and present recommendation to the Board for approval.

A current member of the Board is eligible to run for another position on the Board prior to the conclusion of his/her term. If the individual is successful, the individual will resign their position and the Leadership Development Committee will identify an individual that is qualified to fill the vacancy for remainder of the term and present to the Board for approval. If the individual is not successful, the individual will remain in their current position through remainder of their current term.

Section 10. Action by Written Consent

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

Section 11. Meeting by Conference Call

Any action to be taken at a meeting of the Board of Directors may be taken through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such a meeting shall constitute presence in person at the meeting of the persons so participating.

Article VII

Officers

Section 1. Officers

The officers of the Society shall be a President, President-Elect, Secretary, and Treasurer. No two offices may be held simultaneously by the same person.

Section 2. President

The President shall be the principal executive officer of the Society. The President shall, in general, supervise and direct all of the business affairs of the Society, subject to the direction and control of the Board of Directors. The President shall preside at all meetings of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the Board of Directors authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments, which the Board of Directors has authorized to be executed, except documents the execution of which shall expressly be delegated by law, the Articles of Incorporation, these Bylaws, or the Board of Directors to some other officer or agent of the Board of Directors. The President shall appoint the chairperson of all committees, subject to the approval of the Board of Directors, except as otherwise provided by these Bylaws. The President shall be an *ex officio* member of all committees, except the Leadership Development Committee or as otherwise provided by these Bylaws. The President shall, in general, perform all duties customarily incident to the office of President and such other duties as may be prescribed from time to time by the Board of Directors.

Section 3. President-Elect

The President-Elect shall assist the President and shall substitute for the President when required to and shall chair meetings in the absence of the President. The President-Elect shall be an *ex-officio* member, without vote, of all committees, except the Leadership Development Committee or as otherwise provided by these Bylaws. The President-Elect shall, in general, perform all duties customarily incident to the office of President-Elect and such other duties as may be prescribed from time to time by the Board of Directors. The President-Elect shall succeed to the office of President upon expiration of the President's term of office, and in the event of the death, resignation, removal, or incapacity of the President.

Section 4. Secretary

The Secretary shall keep minutes of the meetings of the Board of Directors and the membership in one or more books maintained for that purpose; shall see that all notices are duly given in accordance with applicable law, the Articles of Incorporation and these Bylaws; shall be custodian of the corporate records; shall keep a record of the mailing address of each member of the Society; and, in general, shall perform all duties customarily incident to the office of secretary and such other duties as may be assigned from time to time by the President or the Board of Directors. The duties of the Secretary may be assigned by the Board of Directors in whole or in part to the chief staff executive.

Section 5. Treasurer

The Treasurer shall be the principal accounting and financial officer of the Society and shall have charge of and be responsible for the maintenance of adequate books of account for the Society; shall have charge and custody of all funds and securities of the Society, and be responsible therefore, and for the receipt and disbursement thereof; shall deposit all funds and securities of the Society in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article XII of these Bylaws; shall have an annual audit of the Society's books conducted by a certified public accounting firm; and, in general, shall perform all of the duties customarily incident to the office of treasurer and such other duties as from time to time may be assigned by the President or the Board of Directors. The duties of the Treasurer may be assigned by the Board of Directors in whole or in part to the chief staff executive.

Article VIII Chief Staff Executive

The administrative and day-to-day operation of the Society shall be the responsibility of a salaried staff head or firm employed or appointed by, and responsible to, the Board of Directors. The salaried staff head or, in the case of a firm, chief staff executive shall have the authority to execute contracts on behalf of the Society and as approved by the Board of Directors and carry out such other duties as may be specified by the Board of Directors. The salaried staff head or firm shall employ and may terminate the employment of members of the staff necessary to carry out the work of the Society. The chief staff executive shall be an *ex officio*, non-voting member of the Board of Directors and Standing Committees except as otherwise provided by the Bylaws.

Article IX Council

Section 1. Composition

The Board of Directors may convene a council consisting of the Board of Directors, committee chairs and other individuals to solicit process and communicate membership needs to the Board of Directors, participate in the Society's strategic planning and recommend committee members for appointment.

Section 2. Meetings

The Council may meet at such times and places as shall be determined by the Board of Directors.

Section 3. Notice and Conduct of Meeting

Notice of any meeting of the Council shall state the time, date, and place of meeting and shall be delivered at least five (5) days prior to the date of such meeting. Participation in any meeting of the Council may be conducted through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other.

Article X Geographical Areas, Regions, and Affiliates

Section 1. Geographic Areas

The geographic membership of the Society shall be classified by dividing the United States and world continents into separate "Areas." This division shall be determined from time to time by the Board of Directors. Until amended by the Board of Directors, there shall be four (4) Areas whose boundaries are defined as follows:

1. Area 1 – Alaska, Arizona, California, Colorado, Hawaii, Idaho, Montana, Nevada, New Mexico, Oregon, Utah, Washington, Wyoming, North America (excluding the United States), and South America.
2. Area 2 – Illinois, Indiana, Iowa, Kansas, Kentucky, Michigan, Minnesota, Missouri, Nebraska, North Dakota, Ohio, South Dakota, West Virginia, Wisconsin, and Europe.
3. Area 3 – Connecticut, Delaware, District of Columbia, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Vermont, Virginia, Asia, and Oceania.
4. Area 4 – Alabama, Arkansas, Florida, Georgia, Louisiana, Mississippi, North Carolina, Oklahoma, South Carolina, Tennessee, Texas, Africa, and Antarctica.

Section 2. Regions and Affiliates

The Board of Directors may authorize the establishment of regions and affiliates which shall (i) be organized and operated in accordance with the rules and policies adopted by the Board of Directors of the Society; (ii) fulfill criteria for affiliation established from time to time by the Board of Directors, and (iii)

have entered into an agreement of affiliation with the Society. All members of regions and affiliates must be members of the Society.

Article XI Committees

Section 1. Standing Committees

1. **Executive Committee.** The Executive Committee shall consist of the President, President-Elect, Secretary and Treasurer of the Society. The Executive Committee shall have the authority to carry out the business and functions of the Society between meetings of the Board, reporting to the Board any action taken; but the delegation of authority to the Executive Committee shall not operate to relieve the Board of Directors or any individual Officer or Director of any responsibility imposed by law. The chief staff executive shall serve as an *ex officio*, non-voting member of the Executive Committee.
2. **Leadership Development Committee.**
 - a. **Composition.** The Leadership Development Committee shall consist of the chair and four (4) members, one from each Area.
 - b. **Appointment and Term.** President, with the approval of the Board of Directors, every two years shall appoint the Chair of the Leadership Development Committee. The remaining Committee members shall be elected by the members entitled to vote. Committee members representing the odd-numbered Areas shall be elected in odd-numbered years. Committee members representing even-numbered Areas shall be elected in even-numbered years. Each Committee member shall serve a two-year term. Committee members may serve a second consecutive term, provided no more than two (2) members succeed themselves in any given year.
 - c. **Duties.** With the exception of the President, the Committee shall solicit nominations for the Officers and the Directors of the Society, and shall submit to the Board of Directors a list of qualified candidates to succeed those Officers and Directors whose terms shall expire at the conclusion of the next annual meeting. Upon approval by the Board of Directors, the list of candidates shall be submitted to the membership for a vote. Members of the Leadership Development Committee are not eligible for elected office or other elected positions.
3. **Eligibility.** Only an individual who shall have been a member of the Society for two (2) years prior to the time of election shall be eligible for election to the Leadership Development Committee.
4. **Other Standing Committees**

Other committees not having the authority of the Board of Directors may be established by resolution of the Board of Directors to carry out the purposes of the Society. The resolution establishing such a committee shall set forth the committee's purpose and composition.

Section 2. Ad Hoc Committees

The President may appoint such ad hoc committees as are necessary or appropriate to carry out the purposes of the Society. An ad hoc committee created by the President shall terminate with the expiration of the President's term of office. Ad hoc committees may be established for longer periods with the approval of the Board of Directors.

Section 3. Appointment

Unless otherwise provided by these Bylaws or the resolution establishing the committee, the President with the approval of the Board of Directors, shall appoint the chair of each committee and the chair of each committee shall appoint the members of its committee subject to approval of the Board of Directors. With

the exception of members of the Executive Committee and the Leadership Development Committee, all committee members shall serve at the pleasure of the Board of Directors.

Section 4. Vacancies

Except as otherwise provided herein, vacancies in the membership of a committee shall be filled by appointments made in the same manner as the original appointments to that committee.

Section 5. Quorum and Manner of Acting

Unless otherwise provided in the resolution establishing a committee, a majority of the whole committee shall constitute a quorum, and the act of a majority of the members present and voting at a duly called meeting at which a quorum is present shall be the act of the committee.

Section 6. Policies and Procedures

The Board of Directors shall develop and approve general policies and procedures for the operation of all committees. All committees shall report to the Board of Directors, and Committee Chairs must submit budget requests to the Board of Directors and receive approval prior to committing expenditures.

Article XII Finance

Section 1. Contracts

The Board of Directors may authorize any officer or officers, agent or agents of the Society, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society, and such authority may be general or confined to specific instances.

Section 2. Payment of Indebtedness

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Society shall be signed by such officer or officers, agent or agents of the Society and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President.

Section 3. Deposits

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

Section 4. Bonding

The Board of Directors shall provide for the bonding of such officers and employees of the Society as it may from time to time determine.

Section 5. Gifts

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

Section 6. Books and Records

The Society shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, the Board of Directors, and any committees having the authority of the Board of Directors. The books and accounts of the Society shall be audited annually by accountants selected by the Board of Directors.

Section 7. Fiscal Year

The fiscal year of the Society shall be determined from time to time by the Board of Directors.

**Article XIII
Waiver of Notice**

Whenever any notice is required to be given under applicable law, the Articles of Incorporation or these Bylaws, waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**Article XIV
Indemnification of Directors and Officers**

The Society shall indemnify all Officers, Directors, and committee members of the Society to the full extent permitted by the Illinois General Not For Profit Corporation Act and shall be entitled to purchase insurance for such indemnification of officers and directors to the full extent as determined from time to time by the Board of Directors.

**Article XV
Amendments**

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority vote of at least 10% of the voting members, provided that the substance of the alteration, amendment or repeal has been approved by the Board of Directors and submitted in writing to the membership not more than sixty (60) and not less than five (5) days prior to the date by which the same is to be considered.

**Article XVI
Dissolution**

In the event of the dissolution of the Society, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Society, dispose of all of the remaining assets of the Society (except any assets held by the Society upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements) exclusively for the purposes of the Society in such manner, or to such organization or organizations as shall at the time qualify as a tax-exempt organization or organizations recognized under Sections 501(c)(3) or 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding provisions of any future United States Internal Revenue statute, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of the Society is then located, exclusively for such purposes in such manner, or to such organization or organizations, which are organized and operated exclusively for such purposes, as said court shall determine.

**Article XVII
Use of Electronic Communication**

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

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