

# **BYLAWS OF WESTERN INSTITUTE OF NURSING**

## **ARTICLE I. NAME**

The name of this regional organization shall be the Western Institute of Nursing, hereinafter referred to as WIN.

## **ARTICLE II. MISSION**

Connecting a diverse community of nurses in the West to improve health through excellence in nursing research, practice, and education.

## **ARTICLE III. MEMBERSHIP AND DUES**

### *Section A. Types of Membership*

Membership is contingent on compliance with requirements as specified in these bylaws. There shall be two types of membership:

1. Individual (with sub-types of full, student, retiree, honorary)
2. Organizational

### *Section B. Individual Membership Eligibility*

1. Full Membership: An individual who supports the mission of WIN and is engaged or interested in nursing research, practice, or education.
2. Student Membership: A student matriculated in a degree program who supports the mission of WIN and is engaged or interested in nursing research, practice, or education.
3. Retiree Membership: An individual who is 62 years of age or older and fully retired from paid employment.
4. Honorary Membership: An individual who has been recognized by the Board of Governors for a career of distinguished service to WIN.

### *Section C. Organizational Membership Eligibility*

Any health-related organization that supports the mission of WIN and is engaged or interested in nursing research, practice, or education.

### *Section D. Rights and Responsibilities*

1. Individual members shall be eligible to vote, serve on elected and appointed committees, and hold office.
2. Organizational members shall designate one representative who shall have the rights and responsibilities of an individual member.

### *Section E. Dues*

1. Dues for all types of membership shall be established by the Board of Governors.
2. Dues increases become effective after ratification by the Board of Governors.
3. Organizational members shall pay full annual dues by the beginning of the fiscal year.
4. Individual members shall pay dues annually by their membership anniversary date.
5. Any member whose dues are not paid within one month of the due date shall be automatically terminated from membership and all privileges withdrawn.

#### **ARTICLE IV. MEMBERSHIP ASSEMBLY**

The Membership Assembly is a governing body of WIN. All individual members are eligible to participate in meetings of the Membership Assembly, and each member may cast one vote upon formal verbal or written balloting.

##### *Section A. Functions*

The functions of the Membership Assembly are to:

1. Make recommendations to the Board of Governors related to the mission, goals, and strategic vision of WIN.
2. Delegate authority to the Board of Governors to choose to endorse position statements prepared by national organizations and other regional nursing research organizations in support of nursing research, practice, and education policies and funding.
3. Elect officers for membership on the Board of Governors and members of formal WIN governance groups.
4. Adopt and amend the WIN bylaws.
5. Undertake other functions as necessary for the conduct of business.

##### *Section B. Meetings*

1. At least one annual meeting shall be held at a date determined by the Board of Governors, typically scheduled to coincide with the annual WIN conference.
2. Special meetings may be called by the Board of Governors or shall be called upon written request of at least thirty-five voting WIN members. The purpose of the meeting shall be stated in a call to the membership given at least 30 days prior to the meeting.

##### *Section C. Quorum*

A quorum shall consist of those members present and a majority of the Board of Governors.

#### **ARTICLE V. BOARD OF GOVERNORS**

##### *Section A. Eligibility and Duties*

The members of the Board of Governors shall be the officers of the organization and shall have all of the powers and duties ordinarily exercised by officers of a non-profit corporation. The Board of Governors shall designate the geographic boundaries of WIN.

##### *Section B. Officers, Eligibility, and Terms of Service*

Officers must be individual members and reside or work in one of the states designated as within the WIN geographic boundaries.

1. President: Serves a two-year term after fulfilling a one-year term as President-Elect, then proceeds to serve a one-year term as Past President.
2. President-Elect: Serves a one-year term, then proceeds to serve as President for a two-years term and then Past President for a one-year term.
3. Past President: Serves a one-year term after completion of the Presidency.
4. Secretary/Treasurer: Serves a three-year term.
5. Governor Representative of Nursing Research: Actively engaged in nursing research. Serves a three-year term.
6. Governor Representative of Nursing Practice: Actively engaged in nursing practice. Serves a three-year term.
7. Governor Representative of Nursing Education: Actively engaged in nursing education. Serves a three-year term.
8. Governor-at-Large: Serves a three-year term.
9. Governor Representative of Student Members: Actively enrolled doctoral-level student in a nationally accredited nursing degree program. Serves a two-year term.

#### *Section C. Eligibility for Re-election and Term Limitations*

1. Incumbents may serve two consecutive terms in the office to which they were elected. The Governor Representative of Student Members may complete the applicable term of office if they graduate while in the office.
2. Incumbents are eligible to run for another office without resigning from the current position. Election to a new position will constitute a vacancy in the current position.
3. Incumbents who are no longer living within or employed within the WIN geographic boundaries will become ineligible for service on the Board of Governors.

#### *Section D. Officer Position Vacancies*

1. Vacancy in the office of President shall be filled by the President-Elect.
2. Vacancy in the office of President-Elect shall be filled by vote of the Membership Assembly through a ballot.
3. Vacancies in other offices shall be filled by the Board of Governors until the next scheduled election.

#### *Section E. Meetings*

At least one meeting of the Board of Governors shall be held each year in-person or by videoconference at a time and place mutually determined.

#### *Section F. Quorum*

A quorum consists of the President or President-Elect and a majority of the remaining Governors.

## **ARTICLE VI. EXECUTIVE DIRECTOR**

### *Section A. Appointment and Accountability*

An Executive Director shall be appointed and evaluated by, and accountable to, the Board of Governors. As the chief executive, the Executive Director will administer the organization according to the decisions and policies established by the Membership Assembly and the Board of Governors.

### *Section B. Functions*

1. Ensure the performance of all activities necessary to meeting the mission of the organization through efficient business practices.
2. Recruit, hire, direct, promote, evaluate, and terminate staff in positions that have been designated for employment by the Board of Governors.
3. Represent the organization and serve as spokesperson on matters of established policy and positions.
4. Perform other duties required by the position as conferred by the Board of Governors.

## **ARTICLE VII. COMMITTEES**

### *Section A. Standing Committees*

The standing committee shall be the Nominating Committee.

1. Composition, Term of Office, and Election of Members of the Nominating Committee
  - a. A minimum of three individual members shall serve on the Nominating Committee. Student members are not eligible for service on the Nominating Committee.
  - b. Each committee member shall serve a three-year term.
  - c. The committee member in the most senior term of office shall serve as the committee chair.
  - d. Nominating Committee candidates will be selected from suggestions by the Board of Governors and the Membership Assembly.
  - e. Nominating Committee members will be elected by a ballot vote of the Membership Assembly.
2. Functions
  - a. Annually prepare a slate of candidates for the Board of Governors and Nominating Committee from among qualified members of the organization.
  - b. Present the slate of candidates to the Membership Assembly for election.

### *Section B. Other Committees and Task Forces*

The Board of Governors may create and appoint members to other committees and task forces as they shall deem appropriate. Such committees and task forces shall have the power and duties designated by the Board of Governors and shall give advice and make non-binding recommendations to the Board.

## **ARTICLE VIII. ELECTIONS**

The Officers of the Board of Governors and members of the Nominating Committee shall be

elected by the Membership Assembly through a ballot by mail or electronic method as determined by the Board of Governors. A plurality shall elect and, in case of a tie, choice will be determined by lot.

## **ARTICLE IX. SPECIAL INTEREST GROUPS**

### *Section A. Definition*

Special Interest Groups (SIGs) are self-forming groups of members motivated to collectively address specific topics in nursing research, practice, and/or education.

### *Section B. Establishment and Implementation*

1. A group of at least seven (7) members are required to apply for approval by the Board of Governors to initiate a SIG for a purpose and goals consistent with the mission of WIN.
2. Each SIG shall be self-supporting.
3. Any SIG activities that impact the organization beyond the SIG members require approval by the Board of Governors.

## **ARTICLE X. WESTERN ACADEMY OF NURSES**

The Western Academy of Nurses, hereinafter referred to as WAN, is an honorary sector of WIN, comprised of leaders recognized for superior accomplishments in nursing and health education, research, and clinical practice in the Western United States, along with dedicated service to WIN.

### *Section A. Mission*

Honoring WIN Leaders and Advancing WIN's Impact on the Science of Nursing and Health Care

### *Section B. Rights and Responsibilities*

1. WAN Membership requires individual WIN membership.
2. New WAN members are nominated by current WAN members and selected by a Selection Committee constituted of WAN members.
3. WAN members participate by vote in the governance and activities of WAN as coordinated by a volunteer chair (ratified by members attending the annual WAN meeting) and the WIN Executive Director.
4. The WAN membership will collaborate to advance any requests from the Board of Governor.

## **ARTICLE XI. AMENDMENT OF BYLAWS**

These bylaws may be amended by an in-person or online meeting of a majority of the Board of Governors; provided, however, that any amendment affecting the rights of members shall be

amended by a simple majority vote of WIN members attending an in-person meeting or voting by online ballot.

## **ARTICLE XII. DISSOLUTION**

In the event of dissolution of WIN, the assets, after payment of all liabilities, shall be disposed of in an appropriate manner as determined by a majority vote of the Membership Assembly.