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# WOCNCB BYLAWS

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## ARTICLE I. NAME

*Rev. 1.1.2002*

The name of this corporation shall be the Wound, Ostomy and Continence Nursing Certification Board (hereinafter referred to as WOCNCB or the Board.) The offices are located at 555 East Wells Street, Suite 1100, Milwaukee, Wisconsin 53202-3823.

## ARTICLE II. MISSION

*Rev. 4.27.19*

WOCNCB® sets the standard for wound, ostomy, continence and foot care nursing certification by validating nurses' knowledge to provide safe, patient-centered care.

## ARTICLE III. PURPOSE

*Rev. 12.10.19*

The purpose of the WOCNCB shall be to:

- Set, maintain, and evaluate standards for certification and re-certification in wound, ostomy, continence (WOC) and foot care (FC) nursing at all levels.
- Establish, administer, and continuously evaluate the certification process which recognizes competency in wound, ostomy, continence, and foot care nursing practices at all levels.
- Provide formal recognition of individuals who meet the certification requirements.
- Ensure the integrity of the credentialing program by investigating notifications of violations.
- Promote the certification program for WOC and FC nursing practice at all levels.
- Encourage continued professional growth in the specialty of WOC and FC nursing practice at all levels.
- Provide identification of nurses who have achieved certification in WOC and FC nursing to employing agencies, the public and other healthcare professionals.
- Explore and develop new areas of interest to the certification board, including evaluating trends in specialty healthcare practice nationally and internationally.

## ARTICLE IV. WOCNCB RELATIONSHIP TO WOCN SOCIETY

*Rev. 1.1.2002*

The WOCNCB and the Wound Ostomy & Continence Nurses Society (WOCN Society) are separate organizations with separate charters, bylaws and mission statements. Neither Board answers to or is subordinate to the other Board. The WOCN membership represents an important healthcare consumer group for the WOCNCB. Therefore, communication between the two organizations is ongoing.

## ARTICLE V. BOARD MEMBERS

### Section 1. Composition of Board and Eligibility Requirements

Rev. 12.10.19

*The WOCNCB Board of Directors shall consist of:*

- A. Eleven *voting* members, including:
- Ten WOCNCB-certified RNs who collectively represent all WOCNCB Certificants in each credentialed specialty. The Board of Directors shall include a President, President-Elect and Financial Officer, and
  - One public member who represents the interests of the healthcare consumer\* and whose skills and attributes contribute to Board governance and strategic planning.

\* The Certification Board (WOCNCB) uses the term "consumer" to define a broad range of individuals using our services. These include:

- Patients and families
- Regulatory agencies
- Other health professionals
- Employers
- Patient Advocacy organizations
- WOC and FC nurse clinicians at all levels

- B. The Immediate Past President:
- To serve as a non-voting member for a one-year term immediately following the completion of his/her term as President.
  - Will vote if needed as a tie-breaker for the Board.
- C. Past Board member(s) as needed:
- To serve as non-voting member(s) in a support capacity.

The filling of Board member seats will be overseen by the Nominations Committee, so that the **voting** and selection process includes qualified candidates from various regions of United States and when possible, ensures that board composition is balanced in terms of credential type.

*Eligibility requirements include:*

- A. Current WOCNCB credentials (except for the public member).
- B. Skills and attributes required for Board governance as defined by the Nominations Committee.
- C. E-mail and Internet capabilities.

*Anti-Discrimination Policy:*

Board members will not be discriminated against on any basis that would violate any applicable laws.

## **Section 2. Term of Board Membership**

*Rev. 12.10.19*

- A. Voting Board members are elected for four-year terms with an optional 1 or 2 year extension in order to maintain even, staggered terms.
- B. Board members are eligible for re-election for one additional, consecutive or non-consecutive four-year term.
- C. The Public Member is appointed for a two-year term and may serve a maximum of two terms.
- D. The President-Elect and non-voting Immediate Past President shall serve one-year terms and are not eligible for re-election.
- E. The President and Financial Officer shall serve two-year terms and are not eligible for re-election to the same position. The Financial Officer shall be eligible to serve as President.
- F. Newly elected Board members will begin an orientation at the Fall Board Meeting. Elected terms will begin on January 1.

## **Section 3. Election to the Board**

*Rev. 12.10.19*

- A. Board members, with the exception of the Financial Officer, Public Member, and President-Elect, shall be elected by WOCNCB certificants via mail or electronic ballot.
- B. WOCNCB certificants shall have until the printed deadline on the ballot to postmark, fax or electronically submit their ballot.
- C. Candidates receiving the highest number of votes from the ballots returned shall win the election.
- D. In the case of a tie for a position on the Board, the Board of Directors shall vote to break the tie.
- E. Election results will be published in the newsletter and posted on the WOCNCB website.

## **Section 4. Appointments to the Board**

*Rev. 12.29.10*

- A. The public member is presented by the President and appointed with majority approval of the Board.

## **Section 5. Unfulfilled Term**

*Rev. 12.29.10*

- A. Members of the Board who are unable to fulfill the term of their service may be replaced and a new member will be presented by the President and appointed with majority approval of the Board.

- B. In the event the President is unable to fulfill the term of presidency, the President-Elect or Immediate Past President will fulfill the term.

**Section 6. Duties of Voting Board Members**

*Rev. 4.18.12*

Board members shall:

- A. Conduct business according to the mission and purpose of the WOCNCB.
- B. Develop and administer the certification programs.
- C. Fulfill their duties according to “Board Member Job Descriptions” as outlined in Article VII.

**Section 7. Conflict of Interest**

*Rev. 12.10.19*

- A. The WOCNCB adheres to a strict Conflict of Interest Policy. (See Policy Manual)
- B. Each member of the WOCNCB or its committees shall sign a Conflict of Interest Policy Agreement upon joining the Board and a Conflict of Interest Disclosure Statement annually. (See Policy Manual)

**Section 8. Finances**

*Rev. 12.10.19*

- A. There are no WOCNCB dues.
- B. The fiscal year shall be January 1 to December 31.
- C. Annually, the Financial Officer, with the assistance of the management firm, will prepare a budget, including a line-item justification, for presentation to the Board.

**ARTICLE VI. OFFICERS**

**Section 1.**

*Rev. 12.29.10*

**President**

- A. The President shall assume office after serving the one-year term as President-Elect.
- B. The term of office is two years and begins on January 1.
- C. The two-year term of office shall take precedence over the four-year term as a Board member.

**Section 2.**

*Rev. 12.10.19*

**President-Elect**

- A. Members of the Board shall elect the WOCNCB President-Elect.

- B. Election of the President-Elect shall take place at the Board meeting held in the spring.
- C. The election will be held by secret ballot, and the individual receiving the majority vote will assume the office of President-Elect.
- D. The term of office is one year and takes precedence over the four-year term as a Board member beginning on January 1.
- E. After serving the one-year term of office, the President-Elect will assume the office of President.

Section 3.

*Rev. 12.10.19*

**Financial Officer**

- A. Members of the Board shall elect the WOCNCB Financial Officer.
- B. The election of the Financial Officer shall take place at the Board meeting held in the spring.
- C. The term of office is two-years beginning on January 1. After serving the two-year term as Financial Officer, the individual may serve out the remainder of their elected four-year term as a regular board member. If they became the Financial Officer during their first term on the Board of Directors, they will be eligible for a second term on the Board as stated in Article V., Section 2.B.

*Rev. 1.17.22*

**ARTICLE VII. BOARD MEMBER JOB DESCRIPTIONS**

*Rev. 12.29.10*

The duties of the Board members shall be such as are implied by the respective titles except as otherwise stated in these Bylaws, and the following specific duties:

*Rev. 12.10.19*

- A. President:  
The President shall be responsible for the supervision of the day-to-day operations of the WOCNCB in accordance with its Bylaws and Policy and Procedures documents.

The WOCNCB President's specific responsibilities are to:

1. Preside over Board meetings/conference calls.
2. Serve as an ex-officio member of all committees.
3. Act as the liaison with the WOCNCB testing agency.
4. Initiate and respond to all official WOCNCB correspondence.
5. Direct the management firm to facilitate Board activities.
6. Authorize non-budgeted expenditures up to \$ 1,500.
7. Approve and sign checks
8. Oversee the participation and performance of Board members.
9. Monitor completion of annual Conflict of Interest Disclosure Statements.

10. Ensure Board member adherence to Conflict of Interest Policy.
11. Appoint the Board Liaisons to the standing/ad hoc committees as needed.
12. Perform other duties as necessary to the office of the President.

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**B. President-Elect:**

The President-Elect shall be a member of the Board of Directors and shall perform the duties of the President in the absence or incapacity of the President. Once elected the President-Elect will assume an evolving role that encompasses the following:

1. With the assistance of the President, manage all WOCNCB contracts, including negotiations, with testing agency, management firm, strategic planning firm, etc.
2. Perform such other duties and have such powers as the Board of Directors may assign.

*Rev. 12.29.10*

**C. Immediate Past President:**

The Immediate Past President shall assist the President in performing duties and serve in an advisory capacity to the Board. The Immediate Past President will have voting privileges if there is a tie vote among current Board members.

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**D. Financial Officer:**

The Financial Officer shall be in charge of the WOCNCB funds and financial records, present financial reports to the Board and work closely with the management firm to manage the organization's funds.

The Financial Officer's specific responsibilities are to:

1. Attend all WOCNCB meetings and participate in all WOCNCB conference calls.
2. Prepare an annual budget.
3. Oversee accounting procedures.
4. Oversee income collection.
5. Oversee disbursements and investments.
6. Oversee the external auditing process.
7. Approve and sign checks
8. Report to the Board on financial status of the organization.
9. Perform other duties as assigned by the WOCNCB President.
10. Assist Committee Chairs with preparing committee budgets each year.

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E. Board Members:

Each Board Member is responsible for contributing to Board governance and strategic planning.

Board Members' specific responsibilities are to:

1. Participate in all WOCNCB Board meetings and conference calls.
2. Determine and advance the organization's mission and purposes
3. Ensure effective organizational planning
4. Act as a resource and financial oversight
5. Determine, monitor, and enhance programs and services
6. Promote the organization's image
7. Ensure legal and ethical integrity and maintain accountability
8. Recruit and orient new Board members and assess Board performance.
9. Assist in implementation of key initiatives as established by the Board and in the Strategic Plan.
10. Transact the general business and affairs of the WOCNCB including contractual relationships and the review of Bylaws, policies, and procedures.
11. Maintain confidentiality of the certification process.
12. Comply with the Conflict of Interest Policy and sign annual Conflict of Interest Disclosure Statement.
13. Serve as liaison/chairperson or committee member as appointed by the President.
14. Perform other duties as assigned by the President.

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F. Public Member:

The Public Member is a Member of the Board with voting privileges and by his/her membership represents the interests of the healthcare consumer.

In addition to #1 through #14 in Section E. (above) the Public Member's specific responsibilities are to:

1. Serve as Chair of the Audit Committee.

## **ARTICLE VIII. CODE OF CONDUCT**

*Rev. 12.10.19*

### **Section 1. Confidentiality**

The Board of Directors and members of its committees shall keep all records and proceedings completely confidential as identified in the forms related to confidentiality in the Policy and Procedure manual and from the testing agency, unless specifically authorized by the President.

*Rev. 12.10.19*

### **Section 2. Removal from service**

Any Board or committee member may be removed from the Board or a committee for causes including, but not limited to, violation of any of the Bylaws, policies, procedures, or for public conduct prejudicial to the best interests of WOCNCB. Specific causes for removal may include, but shall not be limited to, the following:

- a. Representation of WOCNCB for professional activity

- b. Evidence of misrepresentation
- c. Proof of clinical or professional misconduct or conviction, at the discretion of the Board

Removal of a Board member shall require a two-thirds vote of the members of the Board of Directors. A committee member may be removed at the discretion of the board president.

## **ARTICLE IX. MEETINGS**

*Rev. 4.18.12*

### Section 1.

Two face-to-face meetings will be held annually: one meeting in the spring and one in the fall.

*Rev. 4.18.12*

### Section 2.

Conference calls shall be scheduled by the President or any three members.

*Rev. 4.18.12*

### Section 3.

A quorum consists of eight voting members.

*Rev. 4.18.12*

### Section 4.

At the discretion of the President and with the approval of the Board, Board members or staff may be requested to attend additional meetings to represent the WOCNCB's interests.

*Rev. 3.15.11*

### Section 5.

#### *Majority Action*

Except as otherwise provided in these Bylaws, every act or decision done or made by a majority of Board members present at any meeting duly held at which a quorum is present shall be the act of the Board. Voting may also be conducted by electronic mail.

*Rev. 4.18.12*

### Section 6.

Any Board member whose attendance is less than 75% for any one-year period or who is absent from Board or committee meetings/obligations more than two consecutive times shall be removed from Board membership unless the individual is reinstated by the Board.

## **ARTICLE X. COMMITTEES AND APPOINTMENTS**

*12.10.19*

The President may create and appoint ad hoc committees as deemed necessary. The President will present the Chair of standing and ad hoc committees for majority approval of the Board.

The standing committees are:

- Advanced Practice
- Audit
- Awards
- Credentialing Review and Appeals
- Exam Preparation Materials
- Experiential Pathway
- Foot Care
- Item Review
- Marketing
- Nominations
- Professional Growth Program

- Public Policy and Advocacy
- WOC Examination
- WTA-C Examination

Each standing committee will have a written statement of charter to include purpose, authority and responsibility. Each appointed person will be responsible for overseeing the designated activity.

*Rev. 4.18.12*

## **ARTICLE XI. PARLIAMENTARY AUTHORITY**

The current edition of Robert's Rules of Order shall govern the proceedings of WOCNCB in all cases not provided for in these Bylaws or in the Policy and Procedures document.

*Rev. 4.18.12*

## **ARTICLE XII. AMENDMENTS**

These Bylaws may be amended by an affirmative vote of the majority of the Board at any meeting provided that written notice has been given at least fourteen days prior to the meeting. If a ballot vote is requested, it may be executed in person or by electronic means.