

West Virginia Association of School Nurses, Inc.

WEST VIRGINIA ASSOCIATION OF SCHOOL NURSES, INC.

Tax-exempt, not for profit West Virginia Corporation.

Article I – Name

The name of the Corporation shall be the West Virginia Association of School Nurses, Incorporated. (Hereinafter known as WVASN), a unified affiliate of the National Association of School Nurses (NASN), Inc.

Article II – Goals

The goals of WVASN shall be:

Section 1: To operate exclusively as an educational organization on a no-profit basis.

Section 2: To promote and advance the quality of school health services and health education throughout the state of West Virginia.

Article III – Membership and Dues

Section 1: Eligibility

Active membership in WVASN shall be open to any registered, professional nurse who meets the requirements for West Virginia school nursing, and who is in compliance with such qualifications or requirements set forth in these laws.

Section 2: Instatement

Any person eligible for membership shall become a member upon payment of dues set for his/her class of membership and who meets the requirements set forth in these bylaws for his/her membership.

Section 3: Classification

There shall be four classes of membership: Active, Associate, Retired, and Student.

A. Active Members:

1. To qualify for Active membership in WVASN one must:
 - a. Be a registered professional nurse.
 - b. Meet WV criteria for certification as a school nurse or be enrolled in an approved WV state certification program for school nursing.
 - c. Have as their primary assignment; the administration, education, or the provision of school health services.
2. Active members are:
 - a. Eligible to hold office.
 - b. Serve on committees.
 - c. Vote during WVASN business meetings
 - d. Eligible to hold active retired membership classification; refer to Article III, Section 3, C.

B. Associate Members:

1. Any nurse who holds a special interest in or is working with WVASN.
2. Do not have voting privileges.

C. Retired Members:

1. Any school nurse who is a member of WVASN, upon retirement shall be eligible to become a Retired member upon notification to WVASN.
2. Any Retired member who desires to remain in the Active membership classification shall be required to pay full Active member dues and upon payment of dues, shall be granted Active membership privileges.
3. A Retired member holding an Active membership classification status is eligible to be appointed by the President as a committee chairperson or committee member.
4. For a Retired member to hold an office and voting privileges, they must maintain Active membership status.

D. Student Members:

1. Be enrolled in a professional nursing program to meet requirements to become a school nurse, or a student not currently a nurse, but is enrolled in a professional nursing program.
2. Submit proof of enrollment in a professional nursing program with the membership form.
3. Be allowed a maximum of five years of student membership.
4. Not be granted student membership if they have completed the requirements to be a school nurse and are pursuing further education.
5. Do not have voting privileges.

Section 4: Rights

Active members shall be entitled to exercise membership rights.

Section 5: Membership Dues

- A. All annual dues shall be established by the governing body working in collaboration and with agreement of the National Association of School Nurses.
- B. The membership year will be twelve months from the time the member pays dues, if they pay annually and three months if the member pays quarterly. Individuals must pay on time to remain a member or else the membership will lapse.
 - **Governing body refers to the Board of Directors.**

Article IV – Fiscal and Membership Year

The fiscal year of WVASN shall be from January 1 through December 31. The unified membership for NASN and WVASN comes due on the individual anniversary for each member.

Article V – Officers

Section 1: Composition

- A. The elective officers of WVASN shall be president, vice president, immediate past president, secretary, treasurer, and NASN Director.

Section 2: Eligibility

- A.** Only Active members of WVASN who are working in the field of school nursing and who have been WVASN members for no less than two consecutive years immediately prior to taking office shall be eligible to hold office.

Section 3: Term of Office

- A.** The president shall serve a two-year term and shall succeed the immediate past president or until a successor is elected and installed.
- B.** The vice-president shall serve a two-year term and shall automatically succeed the office of the president at the expiration of the president's term or until a successor is elected and installed.
- C.** The immediate past president shall serve a one-year term.
- D.** The secretary shall serve a two-year term and serve no more than two consecutive terms (four years) or until a successor is elected and installed.
- E.** The treasurer shall serve a two-year term and serve no more than two consecutive terms (four years) or until a successor is elected and installed.
- F.** The NASN Director shall be elected for a four-year term and serve no more than one consecutive term (four years).
- G.** The term of office for all officers shall commence January 1.

Section 4: Vacancy

- A.** A vacancy in office of president shall be filled by the vice president, who shall serve for the unexpired term of the president and the term of office as president to which he/she was elected.
- B.** A vacancy in the offices of vice-president, immediate past president, secretary, treasurer, or NASN Director shall be filled to complete the un-expired term by a general membership vote at the next election. If vacancy comes with an extended period of greater than two months to general meeting and election, then voting may be conducted electronically to general membership: quorum of those who electronically vote. The Nominating Committee will be responsible for providing a candidate list for the vacancy prior to the electronic vote. Until an election occurs, an officer meeting the criteria set forth in Article VI, Section 2 will be appointed for a period of less than two months by the president and approved by the executive committee.

Section 5: Duties

President shall:

- A.** Preside at all regular and special meetings of the West Virginia Association of School Nurses, Inc. and at the meeting of the board.
- B.** Serve as co-chairperson of the Strategic Plan Committee with the immediate past president.
- C.** Appoint all standing committees, except the Nominating Committee which is to be selected in the manner subsequently described.
- D.** Be ex-officio member of all committees.

Vice-President shall:

- A. Serve as a member of the board of directors and work closely with the president and board of directors in planning Association matters for ensuing years.
- B. Serve as a chairperson of the Program Committee.
- C. Conduct a formal financial review of the financial records of WVASN.
- D. In collaboration with the treasurer, a formal financial review of the financial records shall be completed with the end of the current treasurer's term of vacancy.
- E. A formal financial review shall be completed at a minimum of every two years by a Certified Public Accountant (CPA).
- F. Preside at all meetings in the absence of the president.
- G. Represent the Association at appropriate functions, at the president's request.
- H. Perform such other duties as may be assigned by the president.

Immediate Past President shall:

- A. Serve as a member of the board of directors and work closely with the president and the board of directors in planning Association matters for the ensuing years.
- B. Serve as co-chairperson of the School Nurse of the Year and School Nurse Administrator of the Year Awards Committee with the chairperson of the Grants Research, and Awards Committee.
- C. Serve as co-chairperson of the Strategic Plan Committee with the president.
- D. Perform such other duties as may be assigned by the president.
- E. In the absence of a past president, duties will be assigned by the president as needed.

Secretary shall:

- A. Keep full records of all proceedings of the WVASN and of the board of director meetings (electronically or in person) and have custody of all records and papers belonging to the WVASN.
- B. Send a copy of the minutes to each board member after each board meeting.
- C. Serve as a temporary chairperson until one is appointed by the board of directors, in the absence of the president and vice-president.

Treasurer shall:

- A. Collect all dues, pay all bills, and keep a record of all monies received and expended.
- B. Give a written report at each meeting.
- C. Disburse funds as authorized.
- D. Submit yearly West Virginia state tax paperwork (Business Registration Certificate).
- E. Submit yearly federal tax paperwork through the IRS (Form 990-N e-Postcard).
- F. In collaboration with the vice-president, a formal financial review shall be completed with the end of current treasurer's term of vacancy.
- G. Formal financial reviews of the financial records of WVASN shall be completed at a minimum of every two years by a Certified Public Accountant (CPA).
- H. Serve as a chairperson of the Finance Committee.

NASN Director shall:

- A. Serve as a member of the WVASN board of directors and function as a liaison between

WVASN and NASN.

- B. Sit on the NASN board of directors and attend at least two meetings of the NASN Board each year as a representative of WVASN.
- C. Be elected for a four-year term and serve no more than one consecutive term (four years).
- D. Must have served as a WVASN Board or committee member for at least two years in the past four years prior to serving as a director.

Ex-Officio Members shall:

- A. Serve in a collaborative capacity to the board of directors and chairpersons without voting privileges.
- B. Serve as a liaison between WVASN and agencies that work closely with school nurses such as the State Department of Education and State Department of Health.

Section 6:

- A. All officers upon retiring shall deliver to the board of directors all monies, accounts, records, books, papers, or other property in their possession belonging to WVASN.

Section 7:

- A. Any disciplinary procedures within WVASN shall be conducted as prescribed by our parliamentary authority, Robert's Rules of Order Newly Revised.

Article VI – Annual Meeting

Section 1: Annual Meeting

- A. An Annual Meeting shall be held each year at the time and place the board of directors shall determine, to conduct business, hear progress reports, amend bylaws, and do any other business as may properly come before it.

Section 2: Special Meetings

- A. The executive committee may call special meetings of the general membership concerning matters as it deems necessary.

Section 3: Quorum

- A. A minimum of two (2) WVASN Board Members and 1/10 of the voting membership, registered and present: physically or electronically for the annual meeting shall constitute a quorum.

Section 4: Electronic Meetings

- A. The board of directors, executive committee, and standing and special committees are authorized to meet by telephone conference or through other electronic communication media so long as a quorum is present, and all the members simultaneously hear each other and participate during the meeting.

Section 5: Action by Unanimous Written Consent

- A. If and when the Directors shall severally or collectively consent in writing to any action to be taken by WVASN either before or after the action is taken, such action shall be as a valid corporate action as though it has been authorized at a meeting of the Directors and the written comments shall be filed with the minutes of the proceedings of the Board of Directors.

Article VII – Board of Directors

Section 1: Composition

- A. The Board of Directors shall be composed of the elected officers of WVASN: President, Vice-President, Immediate Past President, Secretary, Executive Secretary, Treasurer, NASN Director, and chairpersons of all standing committees.
- B. All board of director members must be current active members of WVASN and must have been active members for at least one year prior to serving on the board of directors.

Section 2: Authority

The Board of Directors shall:

- A. Conduct the affairs of WVASN in accordance with the Articles of Incorporation, bylaws and directives adopted by the membership at the Annual Meeting.
- B. Establish policies, goals, and objectives to accomplish the mission of WVASN.
- C. Determine the place and the date of the annual meeting.
- D. Approve all appointments made by the president.
- E. Adopt operating guidelines for the association.
- F. Elect nominees as recommended by the Nominating Committee to fill any vacancy in offices occurring between election years.

Section 3: Meetings

The Board of Directors shall:

- A. Meet at least quarterly.
- B. Notification of any meeting shall be given at least two (2) weeks in advance of said meeting.
- C. Special meetings may be held as determined by the president and/or upon recommendation of the WVASN Board of Directors.

Section 4: Terms of Office

- A. Elected officers shall serve terms of office as stated in Article V of the bylaws.
- B. Resignation shall be effective upon its written or electronic receipt by WVASN or at a subsequent time specified in the notice of resignation.
- C. The WVASN Board of Directors shall have power to fill any vacancies in any offices occurring for whatever reason.

Section 5: Quorum

- A. A minimum of four (4) members of the board of directors shall constitute a quorum.

Section 6: Removal

- A. A member of the WVASN Board of Directors shall be removed if he/she fails to meet the requirements for Active membership.
- B. Any member of the WVASN Board of Directors may be removed for cause, including for breach of fiduciary duty, by a vote of a minimum of four (4) members of the board of directors. Such action shall be taken at a regular meeting of the Board of Directors, or a special meeting called for such purpose, and the proposed removal shall be set forth in the notice of any such regular or special meeting, sent at least ten (10) days prior thereto.

Section 7: Compensation

- A. Any member of the board of directors shall not receive any stated salaries for their service. By resolution of the board of directors a fixed sum and expenses of attendance, associated with, if any, may be allowed for each regular or special meetings of the board.

Article VIII – Executive Committee

Section 1: Composition

- A. The executive committee shall be composed of the elective officers of the WVASN: president, vice-president, immediate past president, executive secretary, secretary, treasurer, and NASN Director.

Section 2: Authority

- A. The executive committee may exercise powers of the board of directors when the board of directors is not in session.

Section 3: Duties

The executive committee shall:

- A. Report executive committee actions to the board of directors at the succeeding board of directors meeting.
- B. Formulate committee guidelines which shall be reviewed periodically.

Section 4: Terms of Office

- A. Elected officers shall serve terms of office according to Article V, Section 3 of these bylaws.

Section 5: Quorum

- A. Shall consist of a majority of the members of the executive committee.

Section 6: Minutes

- A. Keep minutes of all meetings.

Article IX - Committees

Section 1: Standing and Special Committees

- A. Unless otherwise stated, the composition, power, term and duties of all standing and special committees shall be recommended by the president and approved by the Executive Committee.
- B. The president or his/her designee shall be an ex-officio member of all committees except the nominations committee.
- C. The chairperson of each committee may appoint additional members, if needed, to serve on the committee. Special committees may be appointed by the president with the approval of the board of directors.
- D. Standing Committees shall be:
 - 1. Membership
 - 2. Finance
 - 3. Program
 - 4. Convention
 - 5. Nominations
 - 6. Technology and Communications
 - 7. Grants, Awards, and Merchandising
 - 8. Government Relations and Advocacy
 - 9. Strategic Plan
 - 10. Continuing Education
- E. Each Standing committee should consist of three members, the chairperson and two members appointed by the chairperson and approved by the president.
- F. The Nominating Committee shall consist of two members elected by the WVASN general membership and two additional may be appointed by the elected chairperson and approved by the president.

Section 2: Committee Functions

- A. Membership
 - 1. To stimulate and encourage increased membership in the West Virginia Association of School Nurses and the National Association of School Nurses.
 - 2. To work closely with the NASN membership staff and West Virginia Department of Education Coordinator of School Health to maintain and increase membership.
 - 3. To keep an accurate and updated list of current members in conjunction with NASN.
 - 4. Frequently communicate with current and past members through all forms of communication: social media, postal and electronic mailings.
- B. Finance
 - 1. The finance committee will be composed of at least two members: the treasurer and the vice-president.
 - 2. To prepare a budget for the year's activities.
 - 3. To maintain financial records.
 - 4. To maintain accounts payable and receivable.
 - 5. To provide records and assist for accounting reviews.
- C. Program
 - 1. To work closely with the Convention Chairperson to plan for meetings and speakers.
 - 2. To plan any other programs or meetings during the year.
- D. Convention

1. To work closely with the Program Chairperson to plan banquet, displays, registration, hospitality, awards, etc.
- E. Nominations**
 1. To submit a list of candidates for officers and members to the Executive Board of the ensuing terms of office.
- F. Technology and Communications**
 1. To work with the president as a co-contributor in all electronic communication to all members.
 2. To notify membership about conventions, conferences, or other meetings, as needed.
 3. To promote public awareness of WVASN.
 4. To work with the president to maintain the association's website.
 5. Be an active participant of the NASN community administrator's tutorials online.
- G. Grants, Awards, and Merchandising**
 1. To evaluate and award specific amounts of monies as designated by the membership to further the progress of school nursing in West Virginia.
 2. To serve as co-chairperson on the School Nurse of the Year and School Nurse Administrator of the Year Committee with the immediate past president.
 3. To coordinate and promote the sale of WVASN merchandise.
- H. Government Relations and Advocacy**
 1. To monitor health policies and laws and advocate for school health and school nursing.
 2. To keep members advised of decisions affecting school health and school nursing.
- I. Strategic Plan**
 1. To develop the Association's Strategic Plan.
 2. To monitor its progress and to evaluate.
 3. To revise the plan yearly or more often as needed.
- J. Continuing Education**
 1. Hold a current WV Board of Nurses Continuing Education Provider Certification.
 2. Submit WVASN educational offerings to the WV Continuing Education Board for CEU approval.
 3. To coordinate with college/university for graduate credit hours for WVASN educational offerings.
 4. Compile all necessary documentation issuing continuing education entities for participants of programs.
 5. Provide CEU certificates to participants of WVASN educational offerings.
 6. Provide the Executive Secretary with documentation of WVASN educational offerings, participants, and CEU's earned.

Article X – Elections

Section 1: Eligibility

- A.** Only Active members of WVASN shall be eligible to be elected to office.

Article XI – Executive Secretary

Section 1: Elected

- A.** The executive secretary shall be elected for a term of five years by the board of directors. This position shall be a voting member of the board of directors and shall be part of the executive committee.

Section 2:

- A.** The executive secretary shall be responsible to the board of directors and the executive committee and shall carry out responsibilities in connection with the matters of WVASN as specified by the current WVASN president and the board of directors, within the limitations of approved policies and the current budget.

Section 3: Duties of the WVASN Executive Secretary

- A.** Will be provided managerial access to Nursing Network and member demographics for the purposes of distributing organizational information to WVASN members as directed by the WVASN President.
- B.** Will be Co-Editor, along with the Technology and Communication Chair and WVASN President to provide electronic informational updates as needed.
- C.** Will be responsible for all Executive Committee Meeting minutes.
- D.** Ensure all meeting minutes are uploaded to the WVASN Board Community Library.
- E.** To perform other duties, as directed, by the current WVASN President for the adequate management and improvement of the West Virginia Association of School Nurses.

Article XII – Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order, Newly revised shall govern WVASN in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order WVASN may adopt.

Article XIII – Amendments to Bylaws

Section 1:

The bylaws can be amended by a two-thirds vote at the Annual Meeting with previous notice of the proposed amendment having been given to the president at least sixty (60) days prior to the date of the Annual Meeting and mailed via electronic communication to the members at least fifteen (15) days prior to the date of the Annual Meeting.

Section 2:

The bylaws can be amended by a four fifths (80%) vote at the Annual Meeting with written notice having been made available at least eight (8) hours before the vote, to all members registered at the Annual Meeting.

Article XIV – General Powers as to Negotiable Paper

The Board of Directors shall, from time to time, prescribe the manner of signature of endorsement of checks, drafts, notes, acceptances, bills of exchange, obligations and other negotiable paper or other instruments for the payment of money and designate the officer or

officers, agent or agents, who shall from time to time be authorized to make, sign or endorse the same on behalf of WVASN.

Article XV – Powers as to Other Documents

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any conveyance or other instrument in the name of WVASN, and such authority may be general or confined to specific instances. When the execution of any contract, conveyance, or other instrument has been authorized without specification of the officers authorized to execute, the same may be executed on behalf of WVASN by the President or any Vice President, by the Secretary, an Executive Secretary, or the Treasurer.