



# MEMPHIS AREA WOUND OSTOMY CONTINENCE PROFESSIONALS

## BYLAWS 2017

### Article I - NAME AND PURPOSES

#### *Section 1 - Name:*

The name of this corporation is the MEMPHIS AREA WOUND, OSTOMY, AND CONTINENCE PROFESSIONALS (MAWOCP).

#### *Section 2 - Purpose:*

The Purpose of the MAWOCP shall be to foster high standards of practice related to the care, teaching, and rehabilitation of persons requiring the management of wounds, ostomies, and incontinence. It will promote the professional and educational advancement of nurses and healthcare professionals involved in the care of persons with wounds, ostomies, or incontinence; therefore, providing person(s) in need of these services with the opportunity for optimal care and rehabilitation. MAWOCP participates and collaborates with multidisciplinary organizations.

#### *Section 3 - Dissolution:*

Upon dissolution or termination of activity of the MAWOCP, all funds in the treasury shall be donated to an agreed upon charitable organization which upholds the MAWOCP philosophy.

### Article II – MEMBERSHIP

#### *Section 1 - Requirements for membership in the MAWOCP:*

All qualified individuals interested in membership, who maintain annual dues, shall be granted membership, as below.

#### *Section 2 - Classification:*

- a. Active Member (1) - An active member shall be any nurse or healthcare professional who supports the mission and goals of the MAWOCP. They are required to pay established dues and shall have all the privileges of membership.
- b. Retired Active Members (2) - A retired active member shall be anyone eligible to be an active member who is permanently retired from employment. A retired active member shall have all the privileges of active membership and shall be required to pay 50% of the established dues.
- c. Honorary Member-(3) - Honorary Membership may be conferred upon individuals who have been recommended to the MAWOCP Board of Directors who have been approved by the general membership. They shall not be required to pay dues and shall have all the privileges of membership except those of making motions, voting, and holding office. Those honorary

members who were active/retired members when honorary membership was conferred will retain all the privileges of active membership.

**d. Industry/ Commercial Member (4)** - Any health -related industry or firm shall be eligible for industry/commercial membership. They are required to pay dues as established by the MAWOCP membership. They shall have all the privileges of membership except those of making motions, voting, and holding office. No more than two (2) representatives from each company shall be entitles to attend any MAWOCP function at member rates.

***Section 3 - Application for Membership:***

All applicants shall complete the application form provided by the organization and submit the application with the designated fee to the Treasurer of MAWOCP. Dues are due on January 1<sup>st</sup>, and must be paid by March 31<sup>st</sup> in order to stay an active member.

***Section 4 - Ethics and Discipline:***

**a. Grounds for discipline:** A member may be disciplined for any of the following reasons:

1. Failure to comply with these bylaws; the principles and ethics or the organization; or any other policies, rules, or regulations of the organization;
2. Limitation, suspension, revocation, or forfeiture of licensure by any state, province, or country.
3. Unauthorized use of the organization name, logo, or other symbols on stationary, publications, symposia advertisements, printed material or in any other manner; and
4. Immoral, dishonorable, or unprofessional conduct considered prejudicial to the best interest of; or inconsistent with the purposes of the Organization.

**b. Procedures:** Discipline, which shall include, but not limited to, censure, suspension, and expulsion, shall be by a two-thirds majority of the membership provided that a statement of charges be 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 membership 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 membership.

**ARTICLE III – MEETINGS**

***Section 1 - Time and Place***

Meetings will be held at least on a bi-monthly basis at a time & location (updated on website). The time and place of each meeting will be announced in the newsletter of the previous meeting's minutes. This will be distributed to all active members.

***Section 2 - Membership Vote***

All matters requiring a vote by the membership shall require an electronic ballot using the Survey Monkey or equivalent. A forum of fifteen (15) people or more can vote at the meeting in order to make a decision.

**ARTICLE IV – OFFICERS**

***Section 1 - Elected Officers***

The elected officers of the MAWOCP shall be: President, Vice President, Secretary, and Treasurer. No person may hold more than one office at the same time. Elected officers shall hold office for two (2) years, or until a successor takes office, or until removed by resignation, death, or action of the MAWOCP membership.

***Section 2 - Qualification for Officers***

An active member of the MAWOCP in good standing shall be eligible for nomination and election to any elected office of this Organization.

***Section 3 - President's Duties***

The President shall serve as the chief executive officer of the Organization. The President shall, in general, supervise and direct all of the business affairs of the Organization, subject to the direction and control of the membership. The President shall preside at all meetings of the membership. The President may sign, with the Secretary or any other proper officer authorized by the membership, any deeds, mortgages, bonds, contracts or other instruments, which the membership has authorized to be executed, except documents the execution of which shall expressly be delegated by law, the Articles of Incorporation, these Bylaws, or membership to some other officer or agent of the membership. The President shall be an *ex officio* member of all committees, except the Nominating 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 membership.

***Section 4 - Vice-President's Duties***

The Vice-President shall assist the President and shall substitute for the President when required to and shall chair meetings in the absence of the President. The Vice- President shall, in general, perform all duties customarily incident to the office of Vice- President and such other duties as may be prescribed from time to time by membership. The Vice- President shall succeed to the office of President in the event of the death, resignation, removal, or incapacity of the President.

***Section 5 - Secretary's Duties***

The Secretary shall keep minutes of the meetings of the membership in one or more books maintained for that purpose; shall see that all notices are duly given in accordance with applicable law, and these Bylaws; shall be custodian of the organization; shall keep a record of the mailing address of each member of the organization; 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 membership. The duties of the Secretary may be assigned by the membership in whole in part to the Executive Director. The Secretary will take records of all meetings, and then distribute these minutes to all active members in good standing. The

Secretary shall also facilitate voting through recording and reporting ballot results of the Survey Monkey. The Secretary will maintain a current contact list of all past and present membership and will be responsible for sponsorship, meeting times, and relaying information to the membership.

#### ***Section 6 - Treasurer's Duties***

The Treasurer shall be the principal accounting and financial officer of the Organizations and shall have charge of and be responsible for the maintenance of adequate books of account for the Organization; shall have charge and custody of all funds and securities of the Organization, and be responsible therefore, and for the receipt and disbursement thereof; shall deposit all funds and securities of the Organization in such banks, trust companies or other depositories with an annual audit of the Society's books by a CPA and reviewed by the Board the Directors; 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 may be assigned by membership in whole or in part. Any amount of funds to be used over \$100.00 will require a ballot vote through Survey Monkey. The Treasurer shall report on the financial condition of the organization at all meetings.

#### ***Section 6 – Public Relations Coordinator's Duties***

The Public Relation's Coordinator shall be responsible for communications within and outside the MAWOCP, with the goals of community outreach, networking, and growth of membership. The coordinator participates in local organization activities, and seeks to engage outside professionals that may assist in the mission of MAWOCP, as well as seeking to engage other health care professional involved in wound, ostomy and continence care.

#### ***Section 7 - Board of Directors' Duties***

The Board of Directors duties will be to oversee functions; make the ultimate approval of the budget, and assist the CPA as needed with the annual audit.

### **ARTICLE V – ELECTIONS**

#### ***Section 1 - Time and Place***

During the election year, officer nominations will be accepted at the July meeting. A vote through Survey Monkey will be then be held, which will include all the nominees. The newly elected officers will be announced at the September meeting. November 1<sup>st</sup> will be the hand off for two years until October 31<sup>st</sup> of the second year.

#### ***Section 2 - Voting Qualifications***

Only eligible members in good standing shall be entitles to vote. Each voting member will have one (1) vote and no vote may be cast by proxy.

## **ARTICLE VI – AMENDMENTS**

The bylaws may be altered, added to, or repealed at a membership meeting by the affirmative vote of not less than two thirds (2/3) of the membership present or sent out through Survey Monkey.

### ***Bylaws written:***

Amendments approved: 1994

Amendments approved: November 2004

Amendments approved: 2011

Amendments approved: October 2017