

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 the Corporation or WVASN), a unified affiliate of the National Association of School Nurses, Inc.

Article II - Goals

The goals of the Corporation shall be:

Section 1: To operate exclusively as an educational organization on a non-profit basis: and

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

Article III - Membership and Dues

Section 1: Eligibility. Active membership in the Corporation 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 bylaws.

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 of membership.

Section 3: Classification. There shall be seven classes of membership: Active, Associate, Retired, Student, Corporate/Business/Professional Organization and Member at large.

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 and
- c. Have as their primary assignment, the administration, education or the provision of school health services

2. Any retired member who desires to remain in the Active membership classification shall be required to pay full Active dues and upon payment of dues, shall be granted Active membership privileges.

B. Associate members shall be:

Any nurse who holds a special interest in or is working with the WVASN.

C. Retired members shall be:

Any school nurse who is a member of the corporation, upon retirement shall be eligible to become a Retired member, upon notification to the Corporation.

D. Student members shall:

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.

E. Corporate/Business/Professional Organization members shall be:

1. Those organizations or persons who desire to support the goals of the Corporation and whose members are not eligible for Active or Associate membership in the Corporation.
2. Granting of a Corporate/Business/Professional Organization membership shall in no way bind the Corporation to support philosophies or policies of any Corporate/ Business/Professional Organization members.

F. Member-at-Large shall be:

Those persons who hold a special interest in or who are working with the Corporation and who do not fit into any other Corporation membership classification.

Section 4: Rights. Active members shall be entitled to exercise membership rights.

Section 5: Rights-Restrictions.

A. Associate, Retired and Student members shall have all the privileges of membership. Except the privilege of voting and holding an office

B Corporate/Business/Professional Organization and Member-at-Large members shall have all the privileges of membership excepting those of voting, holding office and serving on a committee.

Section 6: Dues. All annual dues shall be established by the governing body working in collaboration and with Agreement of the National Association of School Nurses

*Governing body refers to Board of Directors.

Article IV Fiscal and Membership Year

The fiscal year of the Corporation shall be from January 1 through December 31.

The unified membership for NASN and WVASN comes due on the individual anniversary date for each member.

Article V – Officers

Section 1: Composition.

The elective officers of the Corporation shall be a president, a vice-president, immediate past president, a secretary, a treasurer and NASN Director.

Section 2: Eligibility.

A. Only Active members of the Corporation 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 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 2-year term and serve no more than two consecutive terms (4 years) or until a successor is elected and installed.
- E. The treasurer shall serve a 2 year term and serve no more than two consecutive terms (4 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 (4 years).
- G. The term of office for all officers shall commence January 1.
- H. In this one time transition of the newly revised 2019 by-laws changes, the 2019 officers will continue their elected term until December 31, 2019 at which time the elected 2020 officers will begin their position terms.

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 and 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 nominations committee will be responsible for providing 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 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 meetings of the Board of Directors.
- 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 an audit of financial records of WVASN.
- D. Preside at all meetings in the absence of the President
- E. Represent the Association at appropriate functions, at the President's request.
- F. 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 President as needed.

Secretary shall

- A. Keep full records of all proceedings of the WVASN and of the Board of Directors meetings 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 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 all books to the Vice President within one month after the close of the fiscal year for audit.
- E. Serve as chairperson of the Finance Committee.

NASN Director shall

- A. Serve as a member of the WVASN board of directors and function as 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 (4 years).

Ex Officio Members

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

Section 6: 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: Any disciplinary procedures within this Corporation shall be conducted as prescribed by our parliamentary authority, Robert's Rules of Order Newly Revised.

Article VI – Meetings

- Section 1: Annual Meeting. The Corporation shall hold an Annual Meeting each year at the time and place the board of directors shall determine, to conduct business, hear reports of progress of the past year, amend bylaws and do other business as may properly come before it.
- Section 2: Special Meetings. The Executive Committee may call special meetings of the general membership concerning-matters as it deems necessary.
- Section 3: Quorum. A majority of the Active members registered and present: physically or electronically shall constitute a quorum.
- Section 4: Electronic Meetings. Board of Directors, executive committee, 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. If and when the Directors shall severally or collectively consent in writing to any action to be taken by the Corporation either before or after the action is taken, such action shall be as a valid corporate action as though it had 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 and chairpersons of standing committees appointed by the president, and a representative from the School Nurse Council.
 - B. Each Region of the State should be represented on the Board of Directors.
- Section 2: Authority. The Board of Directors shall:
- A. Conduct the affairs of the corporation in accordance with the Articles of Incorporation, bylaws and directives adopted by the membership at the Annual Meeting.
 - B. Have full power to put into effect the policies and decisions of the Corporation.
- Section 3: Meetings. The board of directors shall:
- A. Meet at least quarterly.
 - B. Hold such other meetings as the president may determine, upon due notice.
- 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 receipt by the Corporation or at a subsequent time specified in the notice of resignation.
 - C. The Directors shall have power to fill any vacancies in any offices occurring for whatever reason.
- Section 5: Quorum. Shall consist of a majority of the members of the Board of Directors and must include a majority of the elected officers.

- Section 6: Removal.
- A. A member of the Board of Directors shall be removed if he/she fails to meet the requirements for Active membership.
 - B. A Director may be removed for cause, including for breach of fiduciary duty, by a vote of two thirds (2/3) of all Directors then in office. 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.
- Directors shall not receive any stated salaries for their services, by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for each regular or special meeting of the Board.

Article VIII - Executive Committee

- Section 1: Composition.
- The executive committee shall be composed of the elective officers of the WVASN- president, vice-president, immediate past president, secretary, treasurer and NASN Director.
- Section 2: Authority. 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 meetings.
 - 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. Shall consist of a majority of the members of the Executive Committee.

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. Communications
 - 7. Grants, Awards and Research
 - 8. Government Relations and Advocacy

- 9. Strategic Plan
- 10. Issues
- 11. 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 maybe 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. Communicate with current and past members through postal and electronic mailings.
- B. Finance
 - 1. To prepare a budget for year's activities.
 - 2. To maintain financial records.
 - 3. To maintain accounts payable and receivable
 - 4. To provide and assist Records for Accounting Reviews
- C. Program
 - 1. To work closely with Convention Chairperson to plan for meetings and speakers
 - 2. To plan any other programs or meetings during the year.
- D. Convention - To work closely with Program Chairperson to plan banquet, displays, registration, hospitality, awards, etc.
- E. Nominations - To submit a list of candidates for officers and members of the Executive Board of the ensuing terms of office.
- F. Communications –
 - 1. To work with the President as co-editors to prepare for two newsletters (The Beacon) annually and/or as needed.
 - 2. To notify news media about conventions, conferences, or other meetings, as needed.
 - 3. To promote public awareness of WVASN
 - 4. To maintain the Association's Web Site.

G. Grants, Awards and Research –

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 promote school nurse research.
3. 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

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. Issues - To develop for the Association, Position Statements and Issue Briefs on critical issues as determined by the President and/or the Board of Directors.

K. 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 program.
5. Provide CEU certificates to participants of WVASN educational offerings.
6. Provide Executive Secretary with documentation of WVASN educational offerings, participants, and CEU's earned.

Article X – Elections

Section 1: Eligibility. Only Active members of the Corporation shall be eligible to be elected to office.

Article XI - Executive Secretary

Section 1: Elected. An 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. Removal from office may be made by the same authorities for sufficient cause.

Section 2: The executive secretary shall be responsible to the board of directors and shall carry out such responsibilities in connection with the affairs of the Corporation office as specified by the board of directors, within approved policies and budget limitations.

Section 3: The executive secretary shall have the following duties, but not limited to, as follows:

The position of Executive Secretary will provide a consistent person for a five year term, and function under the direction of the current WVASN President. The Executive Secretary will attend Board Meetings and report to the Board at each quarterly Board Meeting.

Duties of the WVASN Executive Secretary:

- Will be provided a list of members, addresses, phone numbers and emails by the Membership Chairperson. As needed and indicated, the secretary will send out information as provided by the President through directed means of communication, .
- THE BEACON should be digitalized and submitted by email to the members, at least bi-annually (Spring/Fall)
- To obtain the meeting agendas, meeting minutes, and Committee reports from Officers and Committee Chairpersons and email any items to Board Members prior to the meeting. Provide hard copies, if needed and requested. Provide copy of WVASN General Meeting agenda to all attending the WVASN Fall Conference.
- To maintain all organizational documentation submitted by Executive Board Members, General Board Members, Committee Members, etc. At the conclusion of term, forward all records to incoming Executive Secretary.
- To maintain all necessary documentation for WVASN for the provision of approved Continuing Education Units through an entity certified by the West Virginia Board of Examiners for Registered Professional Nurses. To create and provide the approved WVASN CEU certificates to all attendees, under the direction of the CE Committee.
- Maintain updated master list of Vendors and Exhibitors and share with committees, as requested.
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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 the Corporation 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 to the members at least fifteen 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 - INDEMNIFICATION AND INSURANCE

Section 1:

The Corporation may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he/she is or was a Director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a Director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding, if he/she acted in good faith and in a manner he reasonably believed to be in, or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

Section 2:

To the extent that a Director, officer, employee or agent of the Corporation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in Section (1) of this Article XIV, or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

Section 3:

Any indemnification under Section (1) of this Article XIV (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case, upon a determination that indemnification of the Director, officer, employee or agent is proper in the circumstances because he/she has met the applicable standard of conduct set forth in Section (1) of this Article XIV. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (ii) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

Section 4:

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article XIV.

Section 5:

The indemnification provided by this Article XIV shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of disinterested Directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 6:

The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article XIV.

Article XV – Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

Article XVI - Conflict of Interest.

No contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, partnership, association or other organization in which one or more of its directors or officers are directors, trustees or officers, or have a financial interest, shall be void or voidable solely for such reason, or solely because the director or officer is present at or participated in the meeting of the board which authorized the contract or transaction, or solely because his or her or their vote(s) are counted for such purposes, if: (a) The material facts as to his interest and as to the contract or transaction are disclosed or known to the Board of Directors and the Board, in good faith, authorizes the contract or transaction by a vote sufficient for such purpose without counting the vote of the interested Director; or (b) The contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified by the Board of Directors.

Interested directors may be counted, if otherwise permitted under these By-Laws, in determining the presence of a quorum at a meeting of the Board of Directors which authorized a contract or transaction specified in this section;

Each Board member and officer, upon initial appointment to office, shall direct a written statement to the Board disclosing any conflict of interest or disclaiming the same. Such written statement shall be a matter of record, and filed with the official minutes of the Board of Directors. Any member or officer whose status changes materially after the initial conflict of interest statement has been filed shall promptly disclose such change to the Board of Directors. Such notification shall be in writing and filed with the minutes of the Board of Directors meeting when such disclosure is made.

Article XVII - General Powers as to Negotiable Paper.

The Board of Directors shall, from time to time, prescribe the manner of signature or 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 the Corporation.

Article XVIII - 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 the Corporation, 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 the Corporation by the President or any Vice President, by the Secretary, an Assistant Secretary, the Treasurer or an Assistant Treasurer.

Article IX – Seal

The corporate seal shall have inscribed thereon the name of the Corporation and the words "Corporate Seal."

Waiver of Notice

Whenever any notice is required to be given under the provisions of the Act of the State of West Virginia or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, a 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.

Revised November 2019