



## **Wisconsin League for Nursing**

### **BYLAWS**

### **ARTICLE I**

## **Relationship to the National League for Nursing**

**Section 1. Purpose.** The purpose of the Wisconsin League for Nursing (the “WLN”) is to support and implement the mission of the National League for Nursing, Inc. (“NLN”) to advance quality nursing education to meet the unique needs of diverse populations in an ever changing health care environment at the constituent level.

**Section 2. Affiliation.** The WLN is a recognized affiliate of the NLN and shall adopt bylaws and policies that are consistent with those of the NLN.

### **ARTICLE II**

## **Functions**

The functions of the WLN in furtherance of the object set forth in the Articles of Incorporation of the WLN shall be:

1. To promote and utilize the products and services of the NLN, including, but not limited to:
  - a. nursing education standards;
  - b. faculty development programs;
  - c. nursing education research;
  - d. nursing supply data; and
  - e. assessment & evaluation tests;
2. To participate in the securing of funds at the local/state level to promote faculty development and quality nursing education at the constituent level;
3. To serve as a monitor for public policy issues related to education of nurses at the constituent level;
4. To identify, recruit, engage, and develop members for constituent and national leadership work groups and task forces;
5. To develop alliances at the constituent level to advance quality nursing education; and
6. To serve as a channel of communication between NLN and the WLN’s members and among WLN members.

## ARTICLE III

### Membership

**Section 1. Membership Categories.** Membership in the WLN is either individual or honorary membership.

**Section 2. Individual Membership.** Individual membership in the WLN shall be available to any person interested in fostering the development and improvement of nursing services or nursing education that meets the criteria established by the WLN's Board of Directors (the "Board"). Individual membership entitles a member to vote at any annual or special meeting of the members of the WLN.

**Section 3. Application for Membership.** Applications for individual membership shall be submitted to the WLN and, upon meeting the criteria for membership (including, but not limited to the payment of dues) as determined by the Board, shall be accepted.

**Section 4. Membership Promotion.** Membership promotion shall be the responsibility of the board.

**Section 5. Honorary Membership.** Honorary membership may be conferred at the discretion of the Board upon persons whose position or special interest in the WLN and its objectives qualifies them for such honor. Honorary members shall not be required to pay dues but shall have all the privileges of individual membership except those of voting and holding office.

**Section 6. Membership Actions.** Except with respect to such duties or responsibilities as are required by applicable law to be exercised by the Board, no action taken by the membership by vote at an annual or special meeting shall be modified or repealed by the Board, and the Board shall not take action contrary to or inconsistent with actions thus taken by the membership.

**Section 7. Power to Censure, Suspend or Expel Members.** The Board, for cause, and in its discretion, may censure, suspend, or expel a member. The affirmative vote of a majority of the Directors (as defined below) shall be required to censure or suspend a member, but the affirmative vote of not less than two-thirds of the Directors shall be required to expel a member. These decisions shall be unappealable and binding on the affected member. The action will occur at a meeting of the Board where the member will be given reasonable notice and an opportunity to appear before the Board prior to the decision being made.

## ARTICLE IV

# Membership Dues

**Section 1. Membership Dues.** The Board shall establish the dues structure for individual membership.

**Section 2. Membership Year.** The membership year shall be a twelve-month period. During the first year of membership, privileges commence the first day of the month following the month in which dues are received by the Constituent League. In subsequent years, dues shall be payable on the anniversary date of membership in the Constituent League.

**Section 3. Payment of Dues.** All individual members of the WLN shall pay their dues directly to the WLN.

**Section 4. Default of Payment.** Any dues paying individual member who fails to pay current dues shall be sent a notice within thirty days after the anniversary date of membership. If such dues are not paid within sixty days after due date of membership, the individual member may, as determined by the criteria established by the Board, be deemed in default of payment with the loss of any or all privileges of membership.

**Section 5. Reinstatement Payment.** Any former individual member may be reinstated to membership in any year by paying dues in arrears for such year.

## ARTICLE V

# Meeting of Members

**Section 1. Annual Meeting.** There shall be an annual meeting of the members of the WLN, which shall be held at such place and time of year as the Board may determine. The Board shall fix registration fees.

**Section 2. Special Meetings.** Special meetings of the members shall be called by the Secretary upon written request of the President or of a majority of the board, in each case specifying the purpose of such meeting.

**Section 3. Notices.** Notices of annual or special meetings shall be sent to each individual member at such member's last address on the records of the WLN at least thirty days prior to the date.

**Section 4. Quorum.** Two of the Officer Directors (as defined below) and fifteen percent of the voting members of the WLN, present in person or by proxy, shall constitute a quorum at all meetings of the members.

**Section 5. Voting.** At meetings of the WLN each individual member not in default of payment of dues shall be entitled to cast one vote on each matter being considered at such applicable meeting. At any meeting of the members at which a quorum, as provided in Article V, Section 4 of these bylaws, is present in person or by proxy, a majority of the votes cast shall decide any matter brought before such meeting unless specified in the bylaws or required by law.

**Section 6. Proxies.** Members entitled to vote at an annual or special meeting may vote in person or by proxy executed by such member or his or her duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of the execution, unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

## ARTICLE VI

### Officers

**Section 1. Elected Officers.** The elected officers of the WLN shall be a President, a President-Elect, a Secretary and a Treasurer. Each such elected officer shall also be a member of the Board.

**Section 2. Eligibility.** Any individual member, holding current individual membership in the WLN, shall be eligible to hold any of the elected positions specified in Section 1 of this Article VI. Employees of the WLN are ineligible to hold elected positions.

**Section 3. Term of Office.**

- a) The **Presidency** shall be filled by the President-Elect who shall take office following the close of the annual meeting and shall serve for a term of **two years** and until a successor is elected.
- b) A **President-elect** shall be elected at the annual meeting in the manner provided in Article VIII of these bylaws, to serve for a term of **two years** following the close of such meeting, and shall then succeed to the Presidency for a term of two years.
- c) The **Secretary** shall be elected at the annual meeting in the manner provided in Article VIII of these bylaws, to serve for a term of **three years** following the close of the annual meeting or until a respective successor is elected. No person shall be elected to serve for more than **two consecutive terms** in the office of Secretary.
- d) The **Treasurer** shall be elected at the annual meeting in the manner provided in Article VIII of these bylaws, to serve for a term of **three years** following the close of the annual meeting or until a respective successor is elected. No person shall be elected to serve for more than two consecutive terms in the office of Treasurer.

**Section 4. Vacancies.**

- a) A vacancy in the office of the President shall be filled by the President-Elect, who shall complete the unexpired term of the President, and shall then continue

in the office of the President during the following biennium. If the President-Elect can not complete the unexpired term of the President, the Board by majority vote of the then remaining members may appoint a successor to fill the unexpired term of office.

b) A vacancy in the office of the President-Elect, Secretary, or Treasurer shall be filled by a Board appointee until the Nominations Committee can prepare a slate of nominees and submit the slate to the membership for vote at the next annual meeting.

**Section 5. President.** The President shall preside at all meetings of the members and at all meetings of the Board. The President shall perform such other duties as are incident to the office of President or that may be assigned by the Board or these bylaws. The President shall be an *ex officio* member, without vote, of all committees except the Nominations Committee and the Executive Committee.

**Section 6. President-Elect.** The President-Elect shall perform the duties of the President during the President's absence or inability to act, and shall perform such other duties as are incident to the office of the President-Elect or that may be assigned by the Board or these bylaws. The President-Elect shall chair the Strategic Planning Committee.

**Section 7. Secretary.** The Secretary shall keep the minutes of all meetings of the Board, the Standing Committees, and any Special Committees which the Board may from time to time appoint. Such minutes may be in written form or in any other form capable of being converted into written form within a reasonable period of time. The Secretary shall issue all notices required by statute, by the Articles of Incorporation, by these bylaws, or by resolution of the board. The Secretary shall have custody of the Seal of the organization, and in general shall perform all duties incident to the office of the Secretary, subject to the control of the Board.

**Section 8. Treasurer.** The Treasurer shall have the custody of all funds and securities of the WLN. The Treasurer shall be bonded in such amounts as determined by the Board upon recommendation of the Finance Committee. The Treasurer may endorse, for collection on behalf of the WLN, checks, notes, and other orders or obligations for the payment of money. The Treasurer shall have general responsibility for seeing that funds of the WLN are deposited to its credit in such banks as the Board may designate. The Treasurer shall see that only such bills as have been approved or otherwise authorized by the Board or designee are paid. The Treasurer shall see that full and accurate accounts are kept and audited annually by an internal auditing committee or by a certified public accountant and shall make a financial report to the Board at regular meetings and to the membership at the annual meeting. The Treasurer shall perform other such duties as may be assigned by the Board.

**Section 9. Compensation.** Elected officers shall not receive any compensation for their services as such but may be reimbursed for their expenses.

**Section 10. Removal of Officers of Directors.** Any officer or Director of the WLN may be removed by the Board with cause at any regular or special meeting of the Board; it shall be stated in the notice of such that among the objectives of the meeting shall be the removal of an officer or Director of the WLN. The affirmative vote of two-thirds of the Directors shall be required to remove any officer or Director prior to the expiration of her or his term.

## ARTICLE VII

### Board of Directors

#### Section 1. Powers.

- a) All the powers of the WLN are vested in and shall be exercised by the Board unless otherwise prescribed by statute or by these bylaws.
- b) The Board shall oversee and direct all the affairs of the WLN. They shall employ officers, managers, agents and employees, and confer upon them those duties and powers that they deem advisable.
- c) The Board may from time to time delegate such powers and duties to such employees, agents, attorneys, or other persons as it shall deem necessary or desirable.

**Section 2. Number.** The Board shall be comprised of the Officer Directors and not less than four but no more than eleven elected non-officer individual members (each, a “Member Director” and, together with the Officer Directors, the “Directors”).

**Section 3. Eligibility.** Any individual member, except a WLN employee, shall be eligible for membership on the Board unless otherwise provided in these bylaws.

#### Section 4. Term of Office.

- a) The Officer Directors’ terms on the Board shall coincide with their terms as provided in Article VI, Section 3 of these bylaws.
- b) The Member Directors will be divided into three classes, with the term of office of one class expiring each year at the annual meeting of the WLN. Each class shall have not less than one but not more than four Member Directors. Member Directors shall be so apportioned among the classes as to make all classes as nearly equal in number as possible. The Member Directors in the first class shall have an initial term of one year, the Member Directors in the second class shall have an initial term of two years and the Member Directors in the third class shall have an initial term of three years. As the initial term of each class of Member Directors expires, subsequent Member Directors of each such class shall be elected to hold office for three year terms, beginning and concluding at the annual meeting. **No member Director may serve for more than two consecutive terms.**

**Section 5. Vacancies.**

- a) Officer Directors. If any vacancy occurs among the Officer Directors, such vacancy shall be filled according to Article VI, Section 4 of these bylaws.
- b) Member Directors. If any vacancy occurs among the Member Directors, the Board by majority vote of the then remaining members may appoint a successor to hold office for the unexpired term.
- c) Resignations. Resignation from the Board shall be deemed effective upon receipt by the Secretary, unless otherwise specified therein.

**Section 6. Regular Meetings.** A minimum of two regular meetings of the Board shall be held each year.

**Section 7. Special Meetings.** Special meetings of the Board shall be called by the Secretary at the written request of the President or a quorum of the Board specifying the purpose of such meeting.

**Section 8. Voting.**

- a) By Written Consent. Action by written consent may be taken by the Board without a meeting and without prior notice, if **2/3** of the Directors entitled to vote consent in writing to such action. Such written consent shall be given to the Secretary and filed with the records of the Board and shall have the same effect as a vote for all purposes.
- b) At Meetings. At any meeting of the Board at which a quorum is present, the vote of a majority of the Directors present shall decide any matter brought before such meeting, unless otherwise specified in these bylaws or required by law.

**Section 9. Notice of Board Meetings.**

- a) The Secretary shall give at least ten days written notice of all board meetings to each Director to the last address on the records of the WLN. An announcement by the President or Secretary at the annual meeting shall constitute sufficient notice of any meeting to be held, during or directly following the annual meeting, in the city where the annual meeting is held.
- b) The notice of any special meeting of the board other than one announced at an annual meeting as above provided shall include a statement of the purpose of such a meeting.
- c) In the event a special meeting of the Board is called by the Secretary at the written request of the President or of a quorum of the Board and such request specifies that the purpose of such meeting is an emergency situation, the Secretary shall give at least four hours telephone notice of such a meeting where practicable to each member to the last residence and/or business telephone number on the records of the WLN.

**Section 10. Quorum.** One-third of the members of the Board shall constitute a quorum at all meetings thereof.

**Section 11. Place of Meetings.** The meetings of the Board shall be held at such place or places as shall be determined by the Board. the President shall make such determination where there is no consensus. A special emergency meeting called for by notice set forth in Article VII, Section 9(c) of these bylaws, may be held in such a place or in such manner as shall be determined by the President.

**Section 12. Compensation.** Directors shall not receive any compensation for their services as such but may be reimbursed for their expenses.

## ARTICLE VIII

### Election of Officers, Member Directors and Nominations Committee

#### Members

**Section 1. Method.** Election of officers, Member Directors and members of the Nominations Committee are to be elected annually by paper or electronic ballot 30 days prior to the annual meeting. Only members having paid up membership are entitled to vote. Members entitled to vote at the annual meeting may vote in person or by proxy as provided in Article V, Sections 5 and 6 of these bylaws.

**Section 2. Votes.** The elections provided for in Section 1 of this Article VIII shall be by majority of the votes cast.—A tie vote shall be decided by lot.

## ARTICLE IX

### Committees

**Section 1. Standing Committees.** Standing Committees shall be:

- a) Executive Committee
- b) Finance Committee
- c) Nominations Committee
- d) Strategic Planning Committee
- e) Membership Committee

**Section 2. Special Committees.** The Board may establish such special committees as they may deem appropriate. Other committees not appointed by the Board may be formed by members of the WLN but any such committees shall not have any authority to act for the WLN on any occasion without a specific resolution to do so enacted by a majority of the Board present at a meeting at which a quorum is present and such a resolution is presented. Such committees shall have members, duties, and terms of office as shall be determined by the body appointing them.

**Section 3. Composition.** Unless otherwise expressly provided in these bylaws:

- a) The Board appoints chairs and members of standing committees. All Standing Committee chairs shall be members of the Board
- b) Any member shall be eligible to serve on any committee.
- c) The Board may appoint non-members to standing committees when special expertise is needed.
- d) The President shall be an *ex officio* member, without voting rights, of all committees except the Nominations Committee and Executive Committee.

**Section 4. Duties.** Committees shall operate under rules, which shall be consistent with the bylaws and policies of the WLN as determined by the Board. A majority of the members in good standing of any committee then in office shall constitute a quorum. Committees shall have such duties as are specified in these bylaws and as may be assigned by the body by which they are appointed or elected. In addition, the Board may refer any matter to any committee for consideration if, in the Board's judgment, the matter is within the realm of competency of the committee. Unless otherwise specified in these bylaws, committees shall report to and work under the direction of the body by which they are appointed or elected.

**Section 5. Term of Office.** Except as otherwise specified in these bylaws, members and officers in good standing of all committees shall serve for **two years**.

**Section 6. Executive Committee.** The Board shall designate an Executive committee, which shall include, at a minimum, the President, who shall chair the committee, the President-Elect, the Secretary, and the Treasurer. The Executive Committee shall act for the Board when there exists an inability to convene a quorum of the Board in emergencies or in special circumstances as directed by the Board. The Executive Committee is not permitted to do one or more of the following:

- amend the Articles of Incorporation of the WLN or these bylaws;
- dissolve the corporation;
- dismiss or elect new Board members or officers;
- hire or fire the executive assistant;
- enter into major contracts or sue another entity (Major contracts are hereby defined as those contracts obligating the WLN in excess of an amount and term as established by the Board; or any contract pertaining to real estate, real estate leases, real estate liens; or any other contractual limitation imposed by a majority of the Board.);
- change a Board-approved budget; and
- adopt or eliminate major programs (A major program is hereby defined as any program specifically denominated as a major program by a majority of the Board.).

**Section 7. Finance Committee.** The Finance Committee shall consist of the Treasurer, who shall chair the committee, the President-Elect, and at least three other individual

members of the WLN. This committee shall recommend to the WLN Board yearly budgets and long term financial plans for the WLN. The committee shall provide financial oversight for the WLN including assuring adequate financial resources, advice concerning short and long term investments, and review of such activities as fund-raising, employment practices, and internal and external auditing.

#### **Section 8. Nominations Committee.**

- The Nominations Committee shall consist of five members, which shall include **four individual members** of the WLN elected at the annual meeting in the manner provided in Article VIII of these bylaws and one Director appointed by the Board.
- The members of the Nominations Committee shall serve **one year terms**. The Director appointed by the Board shall chair the Nominations Committee.
- If any vacancy occurs on the committee, the Board shall appoint a successor to complete the term.
- This committee shall be advisory to the Board on all matters relating to Board development.
- The committee shall prepare and present a report to the Secretary on such date as the Board may approve. The report shall set forth a slate of candidates, consisting of two candidates for each position eligible for election at the upcoming annual meeting and shall set forth the procedures followed by the committee.
- The committee shall solicit nominations for all officers, Member Directors and members of the subsequent year's Nominations Committee that are eligible for election at the upcoming annual meeting.
- The committee shall seek nominations from individual members, and individual self-nomination for individuals having knowledge of Board operation and an understanding of competencies required.
- The slate shall contain candidates who are individual members in the WLN reflecting the broad membership of the WLN. Members of the Nominations Committee are not eligible for election to any position with the WLN during their term on the Nominations Committee.
- Upon approval by the Board of the procedures followed by the committee, the slate shall be published in the official organ of the WLN and set forth in the ballots. Results announced to the members of the WLN at the annual meeting.
- All officers, Member Directors and members of the Nominations Committee shall be elected by the full membership of the WLN as provided in Article VIII of these bylaws.

#### **Section 9. Strategic Planning Committee.**

- The Strategic Planning Committee shall consist of five members, who shall be appointed by the Board.
- The President-Elect shall serve as the chair.

- The committee shall develop, and provide an annual report to the Board, which shall provide advice and make recommendations on the strategic plans of the WLN.
- The Board shall approve, monitor implementation and evaluate the strategic plan.
- The Board must file its annual strategic plan for the coming year and its annual report for the current year to the NLN by the designated deadline.

#### **Section 10. Membership Committee.**

- The Membership Committee shall consist of a Chair appointed by the Board and at least two volunteer members at large. The Committee shall monitor membership in Articles III and IV of the Bylaws, suggest changes to be approved by the Board, and voted upon by the membership at the annual or special meeting. The Membership Committee is responsible for making recommendations consistent with the Strategic Plan in regard to increasing membership.

### **ARTICLE X**

## **Local Units**

**Section 1. Territory.** Local units may be organized in such geographical areas of the WLN as determined by the Board

**Section 2. Functions.** To support the functions of the WLN described in Article II of these bylaws.

**Section 3. Finances.** The Board shall establish financial obligations for any Local Unit it approves. Operating procedures for Local Units must be approved by the NLN.

**Section 4. Structure.** The Board shall establish the structure for any Local Unit it approves. The structure for any Local Unit must be approved by the NLN.

### **ARTICLE XI**

## **Bonding, Signatures, and Indemnifications**

**Section 1. Bonding.** The Treasurer and all personnel and agents responsible for the receipt, custody, or disbursement of funds or securities may be required to give bond for the faithful discharge of their duties in such sums and with such sureties as the Board shall determine.

**Section 2. Signatures.** All checks, drafts, and other orders for the payment of money shall be signed by one of the following individuals: the President, the President-Elect,

the Treasurer or such other agent or agents of the WLN and in such manner as shall be determined by resolution of the Board.

**Section 3. Indemnifications.** To the maximum extent permitted by law, the WLN shall indemnify Directors, officers, former Directors, former officers of the WLN, and any person who may have served at its request as a director or officer of another corporation for any and all expenses incurred in connection with the defense of any action, suit, or proceeding in which she or he is made or threatened to be made a party by reason of being or having served in such capacity. Such indemnification shall not be deemed exclusive of any other rights to which such Director or officer may be entitled, under any law, agreement, vote of the Board or individual members, or otherwise. The WLN may request in writing from the NLN permission to exclude this Section 3 – Indemnification.

## ARTICLE XII

### Fiscal Year

The fiscal year of the WLN shall be the calendar year.

## ARTICLE XIII

### Parliamentary Authority

The rules contained in Robert's Rules of Order, as from time to time revised, shall govern the WLN in all cases to which they are applicable and in which they are not inconsistent with these bylaws or any special rules of order the WLN may adopt.

## ARTICLE XIV

### Official Organ

The WLN shall establish and maintain or designate an official organ with the title *The Communiqué*.

## ARTICLE XV

### Amendments

**Section 1. Consultation with NLN.** No action may be taken by the WLN Board or members to amend these bylaws without first consulting with the NLN.

**Section 2. Amendments to Bylaws Considered at Annual Meeting.** These Bylaws may be amended after notice as provided in this section by a majority of the votes cast in person or by proxy at any annual or special meeting of the members of the WLN at which a quorum is present. Proposals for amendments to these bylaws may be initiated

only by action of the Board or by petition of fifteen percent of the individual members of the WLN in good standing. Amendments proposed as above and provided for submission to the membership of the WLN at an annual meeting of the members shall be filed with the Secretary at least 120 days, or such shorter period, as the Board may prescribe, in advance of such meeting. The Secretary shall cause notice of each proposed amendment to be published in *The Communiqué*, not less than ten days nor more than fifty days prior to the annual meeting of the members at which the amendment is to be considered.

## ARTICLE XVI

### Dissolution

**Section 1.** In the event of the dissolution or liquidation of the corporation, its assets shall be held by the National League for Nursing for a period of two years to be available for future League activities in Wisconsin. If at the end of two years, League activities are not resumed, assets held by the National League for Nursing for Wisconsin League for Nursing, after the payment of necessary expenses of the National League for Nursing, be distributed to or among one or more other organizations organized and operated exclusively for charitable and educational purposes in Wisconsin that support nursing education.

**Section 2.** If the corporation's assets include any restricted fund(s), the National League for Nursing shall administer the restricted fund(s) or assign the restricted funds to another charitable organization to administer.

Revisions: Proposed amendments May 16, 2013