

**BYLAWS OF
WESTERN INSTITUTE OF NURSING**

ARTICLE I. NAME

The name of this regional organization shall be the Western Institute of Nursing, hereinafter referred to as WIN.

ARTICLE II. PURPOSE

Section A. Mission

The mission of WIN is to provide among nurses in the West visionary leadership in nursing research, practice and education to improve the health of the public.

Section B. Goals

The goals of WIN are to:

1. Promote a strong regional voice and network for nurses in the West;
2. Advance nursing research in the West;
3. Promote quality nursing practices that improve nursing care, are research based, and respond to the needs of the consumer in an evolving health care system;
4. Promote quality nursing educational programs that are responsive to the needs of consumers in an evolving health care system;
5. Disseminate quality nursing research, education and practices;
6. Promote proactive stances to health care issues, policies and trends;
7. Foster partnerships among nurses in education, practice and research;
8. Facilitate the development of nurse leaders for education, practice and research;
9. Monitor and project requirements for nursing in the West, based on societal trends and health care issues; and
10. Provide recognition to individuals who have advanced nursing in the West.

ARTICLE III. MEMBERSHIP AND DUES

Section A. Membership

Membership is contingent on compliance with requirements as specified in these bylaws.

Section B. Types

There shall be eight types of memberships:

1. Individual
2. Student
3. New Graduates
4. Retired
5. Organizational
6. Organizational Affiliates
7. Associate
8. Honorary

Section C. Individual Membership

A registered nurse who supports the mission of WIN.

Section D. Student Membership

A nurse or nursing student matriculated in a degree granting program.

Section E. New Graduates

A Registered Nurse, applicable for the first year of membership following graduation from a degree-granting institution.

Section F. Retired Membership

An individual who is 62 years of age or older and retired.

Section G. Organizational Memberships

There shall be two types of organizational memberships:

1. A nursing education program that: offers associate and/or baccalaureate degrees in nursing preparing graduates for licensure as registered nurses and/or graduate degrees; is administered by a nurse; has the parent institution geographically located in one of the states designated by the Board of Governors as being in the western region; and is accredited by the appropriate regional accrediting association.
2. A nursing practice organization that: delivers care to clients; is geographically located in one of the states designated by the Board of Governors as being in the western region; and is accredited by the appropriate regional accrediting body.

Section H. Organizational Affiliate Membership

An organizational affiliate member is one which is affiliated with an organizational member. Membership for organizational affiliates is based on a list of agencies submitted by an organizational member as being part of that core entity.

Section I. Associate Membership

There shall be two types of associate memberships:

1. An individual, other than those defined in Sections C., D., E., or F. supporting the mission of WIN.
2. An organization, agency or business, other than those defined in Section G. and H., supporting the mission of WIN.

Section J. Honorary Memberships

Honorary memberships may be conferred on the following who are designated as Emeriti:

1. Individuals who were designated as Western Commission on Higher Education in Nursing (“WCHEN”) Emeriti.
2. A retired or other individual who has rendered distinguished service to WIN or WCHEN.

Section K. Rights and Responsibilities

1. Organizational members and organizational affiliate members shall designate one representative who will have individual membership through the organizational dues.
2. Individual members shall be eligible to vote, serve on elected and appointed committees and hold office.
3. Student members, retired members, and honorary members shall be eligible to vote.
4. Associate members have a voice but no vote.
5. Other rights and responsibilities of members shall be as described in these bylaws and as specified by the Board of Governors.

Section L. Dues

1. Dues for all categories of membership shall be established by the Board of Governors in accordance with the following criteria:
 - a. Only if needed, based on a review every three years of budgetary need and strategic plans;
 - b. In an amount not to exceed the Consumer Price Index over the preceding three years.
2. Dues increases for all categories of membership shall become effective the beginning of the next fiscal year after the year in which the Board of Governors determines need.
3. Organizational members shall pay full annual dues by the beginning of the fiscal year.
4. Individual and associate members shall pay dues annually.
5. Student members shall pay a reduced rate to be determined by the Board of Governors.
6. Honorary members shall pay no dues.
7. Any member whose dues are not paid within three months of the due date shall be automatically terminated as a member, and all privileges of the organization shall be withdrawn.

ARTICLE IV. MEMBERSHIP ASSEMBLY

The Membership Assembly is the governing body of WIN. All members shall be allowed to participate in meetings of the Membership Assembly. However, only certain categories of members shall be allowed to vote.

Section A. Voting Membership

1. Individual members.
2. Student members.
3. Retired members.
4. Members of the Board of Governors.

Section B. Functions

The functions of the Membership Assembly are to:

1. Monitor, review and revise goals of WIN;
2. Make recommendations for strategies to achieve the mission and goals of WIN;
3. Provide general direction for position statements related to health care issues, policies and trends;
4. Elect officers and members of elected committees;
5. Adopt, amend and revise bylaws;
6. Undertake other functions as necessary for the conduct of business.

Section C. Meetings

1. At least one annual meeting shall be held at a date determined by the Board of Governors.
2. Special meetings may be called by the Board of Governors or shall be called upon written request of at least 35 voting members representing member agencies and/or individual members. Of those 35, a minimum of seven states must be represented by a minimum of five members. The purpose of the meeting shall be stated in the call. At least 30 days written notice to the membership shall be given.

Section D. Number of Votes

Each individual member, each member of the Board of Governors, each student member, each retired member, and each honorary member shall have one vote.

Section E. Quorum

A quorum shall consist of those members present and a majority of the Board of Governors.

ARTICLE V. BOARD OF GOVERNORS

Section A. Duties

The members of the Board of Governors shall be the officers of the organization and shall have all of the powers and duties ordinarily exercised by officers of a non-profit corporation. The Board of Governors shall designate the boundaries of WIN. The Board shall consider the boundaries of the Western Interstate Commission on Higher Education in designating the boundaries of WIN.

Section B. Offices and Eligibility

1. President: To be eligible for President, a nominee must be an individual member and must reside in one of the states designated by the Board of Governors as being in the western region.
2. President-elect: To be eligible for President-elect, a nominee must be an individual member and must reside in one of the states designated by the Board of Governors as being in the western region.
3. Past President: An individual serving one year after completion of the Presidency.
4. Secretary/Treasurer: To be eligible for Secretary/Treasurer, a nominee must be an individual member and must reside in one of the states designated by the Board of Governors as being in the western region.
5. Governor Representative of Nursing Practice: To be eligible for Governor Representative of Nursing Practice, a nominee must be an individual member from a nursing practice organization that is an organizational member or an organizational affiliate member, and must reside in one of the states designated by the Board of Governors as being in the western region.
6. Governor Representative of Nursing Education: To be eligible for Governor Representative of Nursing Education, a nominee must be an individual member from a nursing education program that is an organizational member and must reside in one of the states designated by the Board of Governors as being in the western region.
7. Governor Representative of Nursing Research: To be eligible for Governor Representative of Nursing Research, a nominee must be an individual member and must reside in one of the states designated by the Board of Governors as being in the western region.
8. Governor-at-Large: To be eligible for Governor-at-Large, a nominee must be an individual

member and reside in one of the states designated by the Board of Governors as being in the western region.

9. Governor Representative of Student Members: To be eligible for Governor Representative of Student Members, a nominee must be a student member matriculated in a degree granting program in one of the states designated by the Board of Governors as being in the western region. Students who live in states outside the western region are responsible for any travel expenses above the amount that would be authorized for travel reimbursement from the location of the degree granting program.

Section C. Terms of Office

1. The President-elect shall serve for a term of one year, as President for a term of two years, and then as Past President for a term of one year.
2. The Secretary/Treasurer, the Governor-at-Large, and the Governors Representative of Nursing Education, Nursing Practice, and Nursing Research shall serve for a term of three years or until a successor has assumed the office.
3. The Governor Representative of Student Members shall serve for a term of two years or until a successor has assumed office.
4. Incumbents can serve two terms in the office to which they were elected. Individuals who have met the term limit for the position they hold must wait a year before running for re-election to a Board position. The Governor Representative of Student Members may complete the applicable term of office if they graduate while in the office.
5. Incumbents are eligible to run for another office without resigning from the current position. Election to a new position will constitute a vacancy in the current position.

Section D. Vacancies

1. Vacancy in the office of President shall be filled by the President-elect.
2. Vacancy in the office of President-Elect shall be filled by the Membership Assembly through a mail ballot.
3. Vacancies in other offices shall be filled by the Board of Governors until the next scheduled election.

Section E. Meetings

At least one meeting of the Board of Governors shall be held each year at a time and place mutually determined.

Section F. Quorum

A quorum consists of the President or President-elect and a majority of the Governors.

Section G. Executive Director

1. Appointment
An Executive Director shall be appointed by the Board of Governors.
2. Duties
 - a. The Board of Governors shall delegate to the Executive Director, as the chief executive, the authority to administer the organization according to the policies established by the Membership Assembly and the Board of Governors.
 - b. The Executive Director shall be accountable to the Board of Governors.

- c. The Executive Director shall employ, direct, promote and terminate staff of the organization.
- d. The Executive Director may represent the organization and serve as spokesperson on matters of established policy and positions.
- e. The Executive Director shall perform other duties required by the position as conferred by the Board of Governors.

ARTICLE VI. COMMITTEES

Section A. Standing Committees

Standing committees shall be:

1. Nominating Committee
2. Bylaws Committee
3. Program Committee
4. Membership Committee
5. Development Committee
6. Past Presidents' Council
7. Research Committee
8. Committee on Diversity, Equity, and Inclusion
9. Student Engagement Committee

Section B. Nominating Committee

1. Composition and Term of Office
 - a. A minimum of three persons shall serve on the Nominating Committee. All members of the Nominating Committee must be individual members.
 - b. Each committee member shall be elected by the Membership Assembly. A plurality shall elect and, in case of a tie, choice shall be by lot. The committee member in the most senior term of office shall serve as chair of the committee.
 - c. Each committee member shall serve for a term of three years or until a successor has been elected.
2. Functions
 - a. Select candidates for the Board of Governors from among qualified members of the organization, and shall prepare and present a slate of candidates to the Membership Assembly for election to the Board of Governors;
 - b. Select candidates for the Nominating Committee from among qualified members of the organization, and shall prepare and present a slate of candidates to the Membership Assembly for election to the Nominating Committee.

Section C. Bylaws Committee

1. Composition and Term of Office
 - a. At least three members who are individual members shall be appointed to the Bylaws Committee by the Board of Governors.
 - b. Each member shall serve a term of three years or until a successor has assumed office.
 - c. A member of the Board of Governors shall be designated as liaison to the Bylaws Committee.
 - d. The committee members shall elect the committee chair from its membership. The

committee chair shall serve for a two year term.

2. Functions
 - a. Originate amendments and consider, edit and/or correlate amendments submitted by the delegates, individual or student members and the committees;
 - b. Review the bylaws of the organization;
 - c. Report to the Board of Governors.

Section D. Program Committee

1. Composition and Term of Office
 - a. The Governors Representative of Education, Practice and Research and at least three members who are individual members and who are appointed by the Board of Governors shall serve on the Program Committee.
 - b. Each member shall serve a term of three years or until a successor has assumed office.
 - c. The committee members shall elect the committee chair from its membership. The committee chair shall serve for a two year term.
2. Functions
 - a. Consider suggestions from individual, retired and student members and the committees for program topics for the annual meeting;
 - b. Select topics for and plan the program for the annual meeting;
 - c. Review and select abstracts for presentation at the annual meeting;
 - d. Report to the Board of Governors.

Section E. Membership Committee

1. Composition and Term of Office
 - a. At least four members who are individual members representing diverse membership constituents and diverse geographic regions shall be appointed by the Board of Governors to the Membership Committee.
 - b. Each member shall serve for a term of three years or until a successor has assumed office.
 - c. Appointment to the Membership Committee shall be such that no more than one-half of the committee will rotate off of the committee at any given time.
 - d. A member of the Board of Governors shall be designated as a liaison to the Membership Committee.
 - e. The committee members shall elect the committee chair from its membership. The committee chair shall serve for a two year term.
2. Functions
 - a. Recommend recruitment strategies for increasing individual and organizational memberships to the Board of Governors;
 - b. Make recommendations to the Board of Governors regarding member needs and membership issues; and
 - c. Engage directly in membership recruitment and retention activities toward the goal of increasing WIN membership.

Section F. Development Committee

1. Composition and Term of Office
 - a. A minimum of five persons shall serve on the Development Committee. All members of the Development Committee must be individual or student members.

- b. Each member shall serve a term of three years or until a successor has been appointed.
- c. The committee members shall elect the committee chair from its membership. The committee chair shall serve for a two year term.

2. Functions

- a. Develop recommendations to the Board of Governors for long-term strategies for meeting fundraising goals to support the work of the organization.
- b. Develop and guide a fundraising plan that incorporates a specific fundraising target through a series of appropriate vehicles, such as special events, direct mail, or other.
- c. Devise and recommend to the Board philanthropy and fund development policies, including specific, potential, and diverse sources of funds and any limitation policies.
- d. Help nurture a culture of philanthropy throughout the organization, and assure that all donors of time and money are respected and honored.
- e. Monitor fundraising efforts to ensure that ethical practices are in place, that donors are acknowledged appropriately, and that fundraising efforts are cost-effective.

Section G. Past Presidents' Council

1. Composition and Term of Office

- a. All past presidents of WIN.
- b. There is no term of office for members of the Council.
- c. A quorum shall be those in attendance at any annual Council meeting.

2. Functions

- a. Serve as a think tank as a service to the WIN President and Board.
- b. Give advice to the WIN President and Board regarding issues and emerging trends;
- c. Provide input for an ongoing environmental scan.

Section H. Research Committee

1. Composition and Term of Office

- a. A minimum of five persons shall serve on the Research Committee. All members of the Research Committee must be WIN individual members, and shall have a research doctorate or experience as a principal investigator on extramurally funded competitively reviewed research grants. Preference will be given to those with experience reviewing grants and to representatives from organizations who are co-sponsoring grants.
- b. The Board of Governors may appoint a student member of the Research Committee as a mentoring opportunity. In the case of appointment of a student member, that individual shall be a WIN student member, and shall be matriculated in a research doctorate program
- c. Each committee member shall serve a term of three years or until a successor has been appointed.
- d. The committee members shall elect the committee chair from its membership. The committee chair shall serve for a two-year term.

2. Functions

- a. Develop processes and timelines for research grants offered solely by WIN.
- b. Review and select awardees for WIN research grants.

- c. Participate in the review and scoring of research grants offered jointly by WIN and other organizations as requested by those organizations.
- d. Review and select winners for WIN's research awards as assigned by the Board of Governors.
- e. Utilize qualified WIN members in reviewing WIN and jointly sponsored research grant applications, and in selecting WIN research award winners.
- f. Make recommendations to the WIN Board of Governors for additional research grant awards or for new research grant awards.

Section I. Committee on Diversity, Equity, and Inclusion

1. Composition and Term of Office

- a. All members of the committee must be members of WIN, representing diverse membership constituents and diverse geographic regions.
- b. Each member shall serve a term of three years or until a successor has been appointed.
- c. Appointment to the committee shall be such that no more than one-half of the committee will rotate off of the committee at any given time.
- d. A member of the Board of Governors shall be designated as a liaison to the committee.
- e. The committee members shall elect the committee chair and chair-elect from its membership. The committee chair shall serve for a two year term.

2. Functions

- a. Develop recommendations to the Board of Governors for increasing diversity, equity, and inclusion within the organization.
- b. Review organizational structure related to equity and interface with other WIN committees to embed diversity, equity, and inclusion throughout the organization.
- c. Collect and analyze membership data to inform initiatives related to diversity, equity, and inclusion.

Section J. Student Engagement Committee

1. Composition and Term of Office

- a. All members of the committee must be members of WIN. A minimum or at least 30% of the committee must be student members.
- b. Each member shall serve a minimum term of two years or until a successor has been appointed.
- c. A member of the Board of Governors shall be designated as a liaison to the committee.
- d. The committee members shall elect the committee chair from its membership. The committee chair shall serve for a two year term.

2. Functions

- a. Develop recommendations to the Board of Governors for supporting student members, increasing student member engagement, and embedding a student-oriented community across the organization.
- b. Identify and facilitate networking and collaboration opportunities for student members, including at the annual conference.

Section K. Term Limits

1. Members can serve two terms on the committee to which they were appointed. Individuals who have met the term limit for the position they hold must wait a year before applying for re-appointment to that committee.
2. Members can be appointed to another committee without waiting a year for appointment.
3. A Committee Chair may request of the Board an exception to the term-limit rule for a committee member in extenuating circumstances.
4. Two unexcused absences results in an implied resignation from the respective committee.

Section L. Other Committees

The President or the Board of Governors shall appoint such other committees as deemed necessary to carry on the work of WIN.

ARTICLE VII. ELECTIONS

Section A. Elections

1. The Officers and members of the Nominating Committee shall be elected by the Membership Assembly through a ballot by mail or by electronic method as determined by the Board of Governors. A plurality shall elect and, in case of a tie, choice shall be by lot.

ARTICLE VIII. SOCIETIES

Section A. Definition

A society is an organizational unit through which members participate for improvement or advancement of professional or self development in areas of concern in nursing education, practice and research. Each society shall be self-supporting and accountable to the Board of Governors and Membership Assembly.

Section B. Establishment

Societies may be established by a group of members with the approval of the Membership Assembly and the Board of Governors for a purpose and goals consistent with the mission of WIN.

ARTICLE IX. WESTERN ACADEMY OF NURSES

Section A. Definition

There shall be a Western Academy of Nurses to recognize and honor nurses who have demonstrated excellence in nursing practice and who have advanced practice in direct care, education or research.

Section B. Rights and Responsibilities

1. Members of the Western Academy of Nurses shall be eligible to serve on the Western Academy of Nurses Selection Committee.
2. Membership in the Western Academy of Nurses requires individual membership in WIN.

ARTICLE X. PARLIAMENTARY AUTHORITY

The rules contained in the most current edition of *Robert's Rules of Order Newly Revised* shall govern this organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of procedure approved by the Board of Governors.

ARTICLE XI. AMENDMENT OF BYLAWS

These bylaws may be amended at any annual or special meeting of the Board of Governors; provided, however, that any amendment affecting the rights of members shall be approved by a two-thirds vote of the voting members present at any annual or special meeting of the Membership Assembly.

ARTICLE XII. DISSOLUTION

In the event of dissolution of WIN, the assets, after payment of all liabilities, shall be disposed of in an appropriate manner as determined by a majority vote of the Membership Assembly.

Proviso (2004):

Beginning with the elections in 2004, the terms of office for the members of the Nominating Committee will be changed as follows:

Position 1: 2004 – 2005

Position 2: 2004 – 2006

Position 3: 2004 – 2007

The person elected to Position 1 will serve as Chairperson from 2004-2005. The person elected to Position 2 will serve as Chairperson from 2005 – 2006; and the person elected to Position 3 will server as Chairperson from 2006-2007. Thereafter, the committee member in the most senior term of office will serve as Chairperson. (Adopted by the Membership Assembly, April 2004)

Proviso (2009)

The incumbent President shall serve as Past President, beginning in April 2010. The terms of office for the incumbent President and the incumbent President-Elect are increased to a total of five years. The next election of the President Elect shall be held in 2011 and the term of office will revert to four years.

Note (2010)

The incumbent Governor Representative of Student Members was elected before the Membership Assembly approved the change to ARTICLE V. BOARD OF GOVERNORS, *Section C. 3. Terms of Office*. Therefore, the two year term of office will begin with the elections in 2013.

Adopted: April, 1998

Revised: April 2000, April 2001, April 2004, April 2005, April 2008, April 2009, April 2010, April 2012, April 2015, December 2016, April 2018, October 2019, February 2021, April 2021