



**By-Laws**  
**Board of Directors, West Virginia Center for Nursing**  
**Adopted December 16, 2005**  
**Revised January 18, 2008**

**Article I. Name and Purpose**

**Section 1. Name**

This organization shall be known as the Board of Directors for the West Virginia Center for Nursing [30-7B-5].

**Section 2. Purpose**

The purpose of the Board is to set policy and govern the operations of the West Virginia center for Nursing. The West Virginia Center for Nursing has been established to:

1. Establish a statewide strategic plan to address the nursing shortage in West Virginia;
2. Establish and maintain a database of statistical information regarding nursing supply, demand and turnover rates in West Virginia and future projections;
3. Coordinate communication between the organizations that represent nurses, health care providers, businesses, consumers, legislators and educators;
4. Enhance and promote recruitment and retention of nurses by creating reward, recognition and renewal programs;
5. Promote media and positive image building efforts for nursing, including establishing a statewide media campaign to recruit students of all ages and backgrounds to the various nursing programs throughout West Virginia;
6. Promote nursing careers through educational and scholarship programs directed at nontraditional students and other workforce initiatives;
7. Explore solutions to improve working environments for nurses to foster recruitment and retention;
8. Explore and establish loan repayment and scholarship programs designed to benefit nurses who remain in West Virginia after graduation and work in hospitals and other health care institutions;
9. Establish grants and other programs to provide financial incentives for employers to encourage and assist with nursing education, internships and residency programs;

10. Develop incentive and training programs for long-term care facilities and other health care institutions to use self-assessment tools documented to correlate with nurse retention, such as the magnet hospital program;
11. Explore and evaluate the use of year-round day, evening and weekend nursing training and education programs;
12. Establish a statewide hotline and website for information about the center and its mission and nursing careers and educational opportunities in West Virginia;
13. Evaluate capacity for expansion of nursing programs, including the availability of faculty, clinical laboratories, computers and software, library holdings and supplies;
14. Oversee development and implementation of education and matriculation programs for health care providers covering certified nursing assistants, licensed practical nurses, registered professional nurses, advanced nurse practitioners and other advanced degrees;
15. Seek to improve the compensation of all nurses, including nursing educators; and
16. Perform such other activities as needed to alleviate the nursing shortage in West Virginia [30-7B-4].

## **Article II Membership**

**The Governor, by and with the consent of the Senate, shall appoint the eleven citizen members [30-7-5b-9Bb].**

### **Section 1. Members**

The Board of Directors shall be composed of thirteen members chosen as follows:

1. One citizen member;
2. Two representatives from the West Virginia Board of Examiners for Registered Professional Nurses, as follows:
  - a. One representing a bachelor and higher degree program; and
  - b. One representing an associate degree program;
3. One representative from the West Virginia Board of Examiners for Licensed Practical Nurses;
4. One representative from the West Virginia Nurses Association;
5. One nurse representing a rural health care facility;
6. Two representatives of employers of nurses, as follows:
  - a. One director of nursing; and
  - b. One health care administrator;
7. Two registered professional staff nurses engaged in direct patient care;
8. One licensed practical nurse engaged in direct patient care; and
9. Two ex officio members, as follows:
  - a. The secretary of the Department Of Health And Human Resources or a designee; and
  - b. A representative from the Workforce Development Office [30-7B-5].

## Article III. Terms

### Section 1. Initial Appointees

1. The following members are appointed for an initial term of two years:
  - a. One representative from the West Virginia Board of Examiners for Registered Professional Nurses representing an associate degree program;
  - b. One representative from the West Virginia Board Of Examiners For Licensed Practical Nurses;
  - c. One nurse representing a rural health care facility;
  - d. One director of nursing; and
  - e. One registered professional staff nurse engaged in direct patient care;
2. The following members for an initial term of four years:
  - a. One citizen member;
  - b. One representative from the West Virginia board Of Examiners For Registered Professional Nurses representing a bachelor and higher degree program;
  - c. One representative from the West Virginia Nurses Association;
  - d. One health care administrator;
  - e. One registered professional staff nurse engaged in direct patient care; and
  - f. One licensed practical nurse engaged in direct patient care. [30-7B-5]

### Section 2. Subsequent Appointees

After the initial appointments, all persons appointed to the Board shall be appointed for four-year terms, with no member serving more than two consecutive terms. [30-7B-5-d]. If a vacancy occurs during a term, the vacancy shall be filled for the remainder of the unexpired term by appointment by the original appointing authority for the vacant seat. If a delay occurs in the appointment or reappointment process, present board members will continue to serve until official action is taken.

### Section 3. Resignation

A member of the Board may resign by notifying the Chair of the Board of Directors in writing. A resignation shall become effective at the time received, unless another time is specified therein.

### Section 4. Notice of Vacancies

Whenever a vacancy occurs during the term of a member, the Chair of the Board will notify the Executive Director who shall promptly give written notice of the vacancy to the appropriate appointing authority. The Governor by and with the consent of the Senate, appoints the members of the board.

## **Section 5. Per Diem and Allowances**

Board members shall serve without compensation, but may be reimbursed for actual and necessary expenses consistent with guidelines of the Travel Management Office of the Department of Administration. [30-7B-7]

## **Article IV. Functions of the Board**

The functions of the Board will be:

The board of directors shall have the following powers and duties [30-7B-6]:

1. Employ an executive director and other personnel necessary to carry out the provisions of this article;
2. Determine operational policy;
3. Seek and accept public and private funding;
4. Expend money from the Center for Nursing fund to carry out the purposes of this article;
5. Propose rules for legislative approval in accordance with the provisions of article three, chapter twenty-nine of this code to implement the provisions of this article;
6. Impanel an advisory committee of stakeholders to provide consultation to the board; and
7. Do such other acts as necessary to alleviate the nursing shortage in West Virginia.

## **Article V. Officers and Duties**

### **Section 1. Officers**

At the first meeting after July 1st of each even-numbered year, the Board of Directors shall elect from its membership a Chair, a Vice-Chair, a Finance Officer, and a Secretary. The Nominating Committee shall prepare a slate of officers to be presented to the Board prior to the vote. Nominations will be accepted from the floor. In case of a tie vote, the choice shall be by lot.

### **Section 2. Terms of Office**

Officers shall serve two-year terms and may not succeed themselves unless their first election or appointment was to fill a vacancy in accordance with Article V, Section 2. Terms will begin with the annual meeting.

### **Section 3. Chair**

The Chair shall:

1. Preside or appoint a designee to preside over meetings of the Advisory Committee.

2. Appoint special committees and task forces as needed and designate their Chair.
3. Serve as official spokesperson for the Board.
4. Designate, in consultation with the Executive Committee, the administrative functions to be performed by the Executive Director.
5. Give approval on behalf of the Board to all grant or contract applications.
6. Serve as signature officer for all official documents of the Board.
7. Provide general supervision over the affairs of the Board.
8. Serve as ex-officio member of all Board committees and task forces.

#### **Section 4. Vice-Chair**

The Vice-Chair shall:

1. Perform the duties of the Chair in the Chair's absence.
2. Assume the duties of Chair for the remainder of the unexpired term in the event of a vacancy of the Chair.
3. Serve as a member of the Executive Committee.
4. Perform such other functions in the interest of the Board as may be assigned by the Chair.

#### **Section 5. Secretary**

The Secretary shall:

1. Be responsible for the minutes and maintenance of the records of the business transacted at all meetings of the Board and the Executive Committee.
2. Be responsible for the distribution of copies of the minutes of the meetings to the Board members and others as directed by the Board.
3. Be responsible for the issuance of the call to meetings.
4. Serve as a member of the Executive Committee.
5. Perform such other functions in the interest of the Board as may be assigned by the Chair.

#### **Section 6. Finance Officer**

The Finance Officer shall:

1. Serve as Chair of the Operations Committee.
2. Present, after review by the Operations Committee, an annual budget proposal to the Board for approval.
3. Make regular financial reports to the Board and Executive Committee.
4. Serve as a member of the Executive Committee.
5. Perform such other functions in the interest of the Board as may be assigned by the Chair.

## **Section 7. Vacancies**

If a vacancy occurs in the office of Chair, the Vice-Chair shall assume the office of the Chair. If a vacancy occurs in the Secretary, or Finance Officer, the Board shall elect a member to fill the vacancy at the next regular scheduled meeting of the Board.

## **Article VI. Meetings**

### **Section 1. Regular Meetings**

Regular meetings of the Board of Directors shall be held quarterly on the fourth Friday of the months of January, April, July and October with the October meeting being designated as the "annual meeting," incorporating an annual planning session. Each regular meeting shall be held at such time and place as the Chair may designate, with the notice concerning the time and place to be mailed to each member of the Board by the Secretary at least thirty days in advance of the meeting date. Either by action of the Board or upon fifteen days written notice by the Chair, the date herein specified for a regular meeting may be changed to another date within the designated month.

### **Section 2. Special Meetings**

Special meetings of the Board of Directors shall be called:

1. At the discretion of the Chair; or
2. By a majority vote of the quorum present at a regular meeting; or
3. By the Executive Director upon the written request of not fewer than five members of the Board. A special meeting thus called by the Executive Director shall be held within fifteen days of receipt by the Executive Director of the fifth written request for such a special meeting.

A notice specifying the time and place of a special meeting shall be mailed to each member of the Board at least seven days in advance of the meeting date; but notice of three days may be given by telephone or electronically when, in the judgment of the Chair, an emergency exists. Proxy votes will be accepted for special meetings. (See Article VII, Section 2).

### **Section 3. Agenda**

The agenda for a regular or special meeting of the Board shall be prepared by the Executive Director upon consultation with the Chair. All requests for inclusion of a given item on the agenda of any meeting shall be filed with the Executive Director twenty days in advance of the scheduled meeting. A copy of the agenda and supporting documents shall be mailed not less than five days in advance of each regular or special meeting of the Board. Any member of the Board may request consideration by the Board at any regular or special meeting

of an item not on the agenda. However, such as an item shall not be acted upon without the approval of a majority of the members present at such a meeting.

## **Article VII. Conduct of Business**

### **Section 1. Quorum**

A quorum for the conduct of business shall consist of six members of the authorized membership of the Board. [30-7B-5-e]

### **Section 2. Power to Vote**

All members of the Board may vote on all matters coming before the Board for consideration. Members may not vote by proxy, except for special meetings, and no votes may be cast in absentia.

### **Section 3. Rules of Order**

Except as modified by specific rules and regulations enacted by the Board of Directors, the latest edition of Robert's Rules of Order shall constitute the rules of parliamentary procedure applicable to all meetings of the Board and its committees.

## **Article VIII. Committees**

### **Section 1. Standing Committees**

Standing committees of the Board shall exist as follows:

1. Executive
2. Operations
3. Nominating
4. Planning
5. Recruitment and Retention Initiatives

### **Section 2. The Executive Committee**

1. Powers  
During intervals between meetings of the Board, the Executive Committee shall have power and authority over the affairs of the Board, except the Executive Committee shall not modify actions taken by the Board.
2. Composition  
The executive Committee shall be composed of the elected officers of the Board and the Executive Director in an ex-officio capacity.
3. Meetings  
The Executive Committee shall meet as necessary to conduct Board business.
4. Voting  
Action by the Executive Committee whether at a meeting, by conference call, or other electronic means shall be a majority vote of all Executive Committee members.

### **Section 3. Operations Committee**

The Operations Committee members shall be appointed for one-year renewable terms by the Chair of the Board in consultation with the Finance Officer and shall consist of at least three Board members in addition to the Finance Officer, who serves as Chair. The Executive Director and Administrative Secretary serve, as ex-officio members. The Operations Committee shall perform the following functions:

1. Prepare an annual Center budget to present to the Board for approval.
2. Perform a biennial internal audit and report such audit results to the Board.
3. Facilitate any external audits of the financial records of the Center.
4. Serve as a resource to the Board and its committees as needed.

### **Section 4. Nominating Committee**

The Nominating Committee members shall be elected by the Board for two-year terms and shall consist of three members of the Board. The Chair of the Board shall appoint the Chair of the Nominating Committee from among those elected by the Board. The Nominating Committee shall prepare a slate of candidates for the offices of the Board as needed. The slate of candidates shall be prepared and distributed to the Board members at least thirty days prior to the annual meeting.

### **Section 5. Planning Committee**

The Planning Committee members shall be appointed for one-year renewable terms by the Chair of the Board and shall consist of at least three members of the board. The Chair of the Board shall appoint the Chair of the Planning Committee. The Executive Director and Administrative Secretary serve, as ex-officio members. The Planning Committee shall have the following duties:

1. Development of the strategic plan for review and consent of the entire Board.
2. Evaluation of progress toward strategic goals.

### **Section 6. Data Management Committee**

The Data Management Committee members shall be appointed for one-year renewable terms by the Chair of the Board and shall consist of at least three members of the Board. The Chair of the Board shall appoint the Chair of the Data Management Committee. The Executive Director and Administrative Secretary serve, as ex-officio members.

1. Establish and maintain a database of statistical information regarding nursing supply, demand and turnover rates in West Virginia and future projections.
2. Oversight of database reports to be presented by the Board.

3. Support of all committees data.

### **Section 7. Recruitment and Retention Initiatives Committee**

The Recruitment and Retention Initiatives Committee members shall be appointed for one-year renewable terms by the Chair of the Board and shall consist of at least three Board members. The Chair of the Board shall appoint the Chair of the Recruitment and Retention Initiatives Committee. Outside committee members may also be appointed. The Executive Director serves as ex-officio member. The Executive Director and Administrative Secretary serve, as ex-officio members. The Recruitment and Retention Committee shall perform the following functions:

1. Serve in an advisory capacity to the Executive Director including service on sub-committees, project advisory committees and task forces.
2. Present motions regarding issues related to the Recruitment and Retention program for Board consideration.
3. Make recommendations to the Board for approval of Center Recruitment and Retention reports.

### **Section 8. Other Committees**

The Board shall have the right to create such other committees as it deems appropriate, and the Chair shall have the authority to appoint the members and the Chairs thereof for one-year renewable terms.

### **Section 9. Ratification**

Action taken by the Board committees shall be subject to ratification by the Board.

## **Article IX. Executive Director**

### **Section 1. Appointment**

The chief administrative officer of the Center shall be the Executive Director, who shall be selected by the Board of Directors and who shall report to the Chair. The Executive Director shall be evaluated annually by the Board of Directors.

### **Section 2. Duties**

The Executive Director shall be responsible for the day-to-day operations of the Center, for hiring the staff, and for carrying out those duties set forth in the position description as may be amended from time to time by the Board. The

Executive Director shall attend all Board and Executive Committee meetings but shall have no vote.

## **Article X. Minutes**

The Executive Director shall be responsible for keeping the minutes of all meetings and shall file, index, and preserve all such minutes and other documents pertaining to the business and proceedings of the Board. The Executive Director shall prepare a copy of the minutes and agenda for the upcoming meeting to be included in the Board packet to be mailed to each member of the Board no later than five (5) working days prior to each Board meeting. Copies of all minutes and other documents of the Board may be certified by the Executive Director.

## **Article XI. Open Meetings**

All meetings of the Board shall be open to the public unless, consistent with the requirements of state law, a meeting is closed to the public by majority vote of a quorum of the Board membership.

## **Article XII. Advisory Committee**

### **Section 1. Purpose**

The Board shall establish an Advisory Committee with the primary purpose of providing advice to the Board on policy matters. In addition, Advisory Committee members serve as Center liaison to the public.

### **Section 2. Membership**

The Advisory Committee shall be appointed by the Board for two-year terms and may be reappointed. The Advisory Committee shall have a multi-disciplinary focus and the Board shall appoint members representing government, industry, health care workers, consumers and educators from varied geographic areas of the State.

### **Section 3. Meetings**

The Advisory Committee shall meet with the Board at least once each year to receive its charge from the Board and to provide advice to the Board. Other meetings of the Advisory Committee shall be held as required to exercise its charge.

### **Section 4. Rules**

The Advisory Committee shall develop procedures governing its operations and submit these procedures to the Board for approval.

### **Section 5. Chair**

The Chair of the Board of Directors (or his or her designee) shall preside over meetings of the Advisory Committee.

### **Article XIII. Amendment of the Bylaws**

Any provisions of these bylaws (except those required or governed by statute) may be amended by a vote of two-thirds of the authorized membership of the Board; provided that no amendment may be adopted unless its substance first has been introduced at a preceding regular or special meeting of the Board.