

1 **BYLAWS OF THE MIDWESTERN SOCIETY OF ORTHODONTISTS**

2 **Adopted October 17, 2009**

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6 **ARTICLE I — NAME AND TERRITORIAL JURISDICTION**

7 The name of this organization shall be the Midwestern Society of Orthodontists, hereinafter
8 referred to as “the Society” or “this Society.” This Society is recognized as a constituent of the
9 American Association of Orthodontists. The territorial jurisdiction of this Society shall be
10 comprised of members practicing in the United States in the states of Illinois, Iowa, Minnesota,
11 Missouri, Nebraska, North Dakota, South Dakota, Wisconsin, and in the Canadian province of
12 Manitoba.

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15 **ARTICLE II — PURPOSES**

16 The purposes of this Society, consistent with the purposes of the American Association of
17 Orthodontists, shall be:

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19 A. To advance the art and science of orthodontics;
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21 B. To encourage and sponsor research;
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23 C. To strive for and maintain the highest standards of excellence in orthodontic education and
24 practice; and
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26 D. To make significant contributions to the health of the public.
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29 **ARTICLE III — MEMBERSHIP**

30 A. CLASSIFICATION: The members of this Society shall be classified as follows:

- 31 1. Active
32 2. Affiliate
33 3. Academic (Non-United States/ Canada graduates)
34 4. Retired
35 5. Honorary

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37 B. ELIGIBILITY:

- 38 1. The membership of this Society shall be comprised of orthodontists who primarily
39 reside, or maintain/last maintained a principal practice location at the election of the
40 applicant, except as otherwise provided below. The eligibility requirements for active
41 (including active academic), affiliate, academic (Non-United States/ Canada graduates)
42 and retired members shall be those as specified in the Bylaws of the American
43 Association of Orthodontists for the respective categories of membership.
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45 2. Honorary Member: To be an honorary member of this Society an individual shall have
46 made outstanding contributions to the advancement of the art and science of
47 orthodontics and have rendered valuable service to this Society. The name of any
48 person to be considered for honorary membership shall be presented in writing to the
49 Board of Directors with a brief outline of the nominee's accomplishments, endorsed by
50 at least five (5) active members of this Society. Upon recommendation of the Board of
51 Directors, such person may be elected to honorary membership at the business meeting
52 during an annual session.

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54 This classification of membership shall only be available to those individuals who are
55 not eligible for any other classification of membership.

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57 3. Life Membership Status: Active or affiliate members who have attained the age of sixty-
58 five (65) years, and who have been members in good standing of the American
59 Association of Orthodontists for at least thirty (30) cumulative years (excluding student
60 membership), shall be designated life-active or affiliate-active members and shall have
61 the same privileges as active or affiliate members, except as otherwise provided in these
62 Bylaws.

63 64 C. PRIVILEGES:

- 65 1. Except as set forth elsewhere in these Bylaws and policy statements of this Society, all
66 members shall be entitled to all services and privileges as may be provided by this
67 Society to the applicable classifications of membership.
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69 2. Only active members in good standing shall be eligible to seek or hold office or other
70 elective or appointive positions in this Society, or to vote or otherwise participate in the
71 selection of Society officials or the establishment of Society policies.
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73 D. DUES AND ASSESSMENTS:

74 1. Payment: All dues, application fees, and assessments shall be payable in U.S. currency.
75 Notwithstanding Section 2, below, the dues, application fees and assessments of
76 Canadian members shall pay eighty percent (80%) of the dues and assessment of the
77 applicable member category. All dues and assessments shall be due and payable on June
78 1 of each year. Members failing to pay their annual dues and assessments shall forfeit
79 their membership as provided in these Bylaws.
80

81 2. Dues:

82 a. Active Members: Subject to the following, the annual dues for active members shall
83 be \$160.00. The annual dues for members in the first, second and third year
84 following completion of educational requirements, shall be fifty percent (50%) per
85 year of the current active membership dues. Life-active members shall pay fifty
86 percent (50%) of the dues and assessments for active membership and shall be
87 exempt for dues and assessments if they have been members in good standing of this
88 Association for at least fifty (50) cumulative years.
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- 90 b. Affiliate Members: The annual dues for affiliate members shall be \$160.00. Life-
91 affiliate members shall pay fifty percent (50%) of the dues and assessments for
92 affiliate membership and shall be exempt for dues and assessments if they have been
93 members in good standing of this Association for at least fifty (50) cumulative years.
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- 95 c. Active Academic Members: Active academic members shall be exempt from this
96 Society's dues and assessments.
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- 98 d. Academic Members (Non-United States/ Canada graduates): Academic Members
99 (Non-United States/ Canada graduates) shall be exempt from this Society's dues and
100 assessments.
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- 102 e. Retired Members: Retired members shall be exempt from this Society's dues and
103 assessments.
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- 105 f. Honorary Members: Honorary members shall be exempt from this Society's dues and
106 assessments.
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- 108 3. Assessments: Assessments may be levied upon all dues-paying active and affiliate
109 members; provided, however, all active and affiliate members shall be excluded from
110 any assessment during their first two years of membership after graduation and shall
111 pay fifty percent (50%) in their third year of membership after graduation (determined
112 cumulatively); active academic members shall be either excluded from the levy of any
113 assessment or assessed at a lesser amount; and life-active and life-affiliate members
114 shall be excluded from dues and assessments in accordance with III. D. 2. a. and b.
115 Upon recommendation of the Board of Directors, the General Assembly by a three-
116 fourths (3/4) vote of the legal votes cast, may levy an assessment on each active and
117 affiliate member. The recommendation shall state the purpose of the assessment, the
118 categories of membership to be assessed, and the date payment of the assessment is due.
119 The funds so obtained may be used only for the purpose for which the assessment is
120 made. Any member failing to pay the assessment within ninety (90) days of the due date
121 shall forfeit membership in this Society. A recommendation proposing an assessment
122 can neither be considered nor adopted at the annual meeting of the General Assembly at
123 which it is introduced, except by a four-fifths (4/5) vote of the legal votes cast.
124
- 125 4. Waiver: A member who has suffered severe financial hardship due to catastrophe,
126 illness, or an active member who serves in the reserves for the U.S. or Canadian
127 government and has been activated for active military duty, and has been so certified by
128 this Society, may be exempt from payment of the current year's dues and assessments,
129 based on approval from this Society's Board of Directors, or two officers if requested
130 by applicant for sensitive issues.
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- 132 5. Non-Payment of Dues and/or Assessments: On December 31 of each year, the
133 Secretary-Treasurer of this Society shall terminate the membership of those individuals
134 whose dues and/or assessments for the current year have not been received. An
135 individual whose membership has been terminated in accordance with this section may

136 gain reinstatement by paying all current dues and assessments, and by complying with
137 the provisions of this Society's organization.
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139 E. APPLICATION, ELECTION TO MEMBERSHIP AND REAPPLICATION:

140 1. Application: Application for all classes of membership shall be made on the form
141 prescribed by the American Association of Orthodontists. Applications for active,
142 affiliate, or retired membership shall be requested from and submitted to the Secretary-
143 Treasurer of the American Association of Orthodontists and accompanied by the
144 required application fee. Honorary membership for this Society shall be accepted as
145 outlined in Article III B. 2. The American Association of Orthodontists may charge an
146 application fee in an amount to be determined by the American Association of
147 Orthodontists Board of Trustees.
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149 2. Election: Election to membership is by the American Association of Orthodontists
150 which confers membership in this constituent society and in the component society in
151 which the principal location of professional activities is located.
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153 Under extenuating circumstances, an application for active or affiliate membership may
154 be deemed to be a member of this Society other than that in which the applicant
155 practices or primarily resides upon approval of the American Association of
156 Orthodontists Board of Trustees in consultation with this Society. Approval of such
157 membership may be denied for any of the reasons set forth in these Bylaws or solely on
158 the grounds that the applicant does not practice or primarily reside within the territorial
159 jurisdiction of this Society.
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161 3. Nondiscrimination: Nothing contained in the Bylaws of the American Association of
162 Orthodontists or this Society shall operate against eligibility for membership in the
163 American Association of Orthodontists and this Society on the grounds of color,
164 religion, race, sex, age, national origin, political affiliation, or physical disability.
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166 4. Reapplication: Any applicant for membership whose application is denied may reapply
167 one year following the date on which said rejection becomes final. Should this second
168 application be denied, said applicant may file a final reapplication two years after the
169 date on which the rejection of the second application becomes final. Each such
170 reapplication shall be considered as an initial application.
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172 5. Denial and Review of Membership: Nothing herein contained shall prevent the
173 American Association of Orthodontists through its Council on Membership, Ethics and
174 Judicial Concerns from denying or terminating membership in any classification, on its
175 own volition and at its discretion to any person who fails to satisfy the requirements for
176 membership, or who would not, through their membership, contribute to the general
177 welfare of the public, good of the profession, or to the reputation of American
178 Association of Orthodontists or this Society. Notwithstanding the foregoing, any
179 applicant whose application for membership is denied by the American Association of
180 Orthodontists may appeal to that decision to such Council. The Council shall utilize the
181 procedures set forth in their bylaws in considering all such appeals and/or terminating

182 the membership of any member of the American Association of Orthodontists and this
183 Society. The decision by this Council shall be final with no right of appeal.

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- 185 6. Determination of Qualifications: Nothing herein contained shall prevent a) the American
186 Association of Orthodontists, in its sole discretion and on its own volition or in
187 conjunction with this Society, from conducting an investigation of any matter prior to or
188 after membership in any category has been granted, which it considers necessary for
189 determining the qualifications of any applicant for membership in any classification, or
190 (b) any constituent society from requiring active or affiliate members to attend a
191 membership orientation program after membership has been granted by the American
192 Association of Orthodontists, and the failure to complete such program may result in
193 termination of membership by the American Association of Orthodontists.
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- 195 7. Relocation from one Jurisdiction to Another: To retain membership in this Society, a
196 member who moves his/her principal practice location or primary residence into the
197 geographical region of another constituent society must make timely reapplication to
198 the American Association of Orthodontists in order to maintain continuity of
199 membership; provided, that, retired members who move to the geographical territory of
200 a different constituent society may elect to make such reapplication or maintain their
201 membership in their previous constituent society. The American Association of
202 Orthodontists may, in its sole discretion, waive any or all application requirements for
203 persons transferring from another constituent society.
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- 205 8. Reclassification: The American Association of Orthodontists reserves the right to
206 reclassify members as a result of any change in the status or type of the practice of such
207 a member.
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209 **ARTICLE IV. — COMPONENT ORGANIZATIONS**

- 210 A. NAMES AND TERRITORIAL JURISDICTION: The names and territorial jurisdiction of the
211 component organizations shall be:
- 212 1. Illinois Society of Orthodontists
- 213 2. Iowa Society of Orthodontists
- 214 3. Manitoba Orthodontic Society
- 215 4. Minnesota Association of Orthodontists
- 216 5. Missouri Society of Orthodontists
- 217 6. Nebraska Society of Orthodontists
- 218 7. North Dakota Society of Orthodontists
- 219 8. South Dakota Society of Orthodontists
- 220 9. Wisconsin Society of Orthodontists
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- 222 B. POWERS AND DUTIES: A component organization shall have the following powers and
223 duties:

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1. Governance: Provide for its governance through the establishment of bylaws, rules and regulations, provided such bylaws, rules and regulations do not conflict with or limit the Bylaws of this Society or the American Association of Orthodontists. To the extent that they do so conflict with or limit those Bylaws they are void. Whenever the bylaws of a component organization conflict with or limit the Bylaws of this Society and the American Association of Orthodontists, the component organization may be placed on probation by either the Board of Directors or the Society by a two-thirds (2/3) vote of the legal votes cast at a General Assembly meeting. The component organization shall be allowed a period of at least one (1) year but no longer than three (3) years in which to bring its bylaws into conformity. In the event a component organization on probation fails to so comply, the recognition of that component organization by this Society may be suspended by the Board of Directors or General Assembly by a two-thirds (2/3) vote of the legal votes cast.
2. Discipline: Discipline any of its members in accordance with the provisions of these Bylaws.
3. Component Dues and Assessments: Provide for its financial support by establishing any dues and assessments of the component organization. Such dues and assessments shall be in addition to any dues and assessments of the American Association of Orthodontists and this Society.
4. Meetings: Hold a business meeting at least once each calendar year.
5. Legal Charter: Each component organization shall be registered as a not-for-profit corporation with the secretary of state, commonwealth, district or province of its jurisdiction and shall be a separate legal entity from this Society.

C. MEMBERSHIP:

1. The members of the component organization shall be members in good standing of the American Association of Orthodontists and this Society.
2. Membership in the component organization shall be based upon the territorial jurisdiction of the primary professional activities of the member.

D. CLASSES OF MEMBERSHIP: The component organization may have the following classes of membership: active, affiliate, academic (Non-United States/ Canada graduates) and retired. Component organizations may also have a classification of honorary and non-resident members, without the right to vote. Non-resident members must be active, affiliate, or academic (Non-United States/ Canada graduates) members of another AAO constituent or component organization. Only active members shall have the privilege of voting and holding office.

E. PRINCIPLES OF ETHICS: The most recent version of the Principles of Ethics and Code of Professional Conduct of the American Association of Orthodontists shall constitute the principles of ethics of each component organization.

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ARTICLE V – BOARD OF DIRECTORS

- A. **COMPOSITION:** The Board of Directors shall consist of one (1) director from each of the component societies, the officers of this Society and the Trustee to the American Association of Orthodontists. The Directors, the President-Elect, the Vice President, the Secretary-Treasurer and the Trustee to the American Association of Orthodontists shall constitute the voting membership of the Board. The President shall be an ex-officio member without the right to vote except as otherwise provided in these Bylaws.
- B. **QUALIFICATIONS:** A Director shall be an active member of this Society and a voting member of the component organization represented. Should the status of any Director change in regard to the preceding qualification(s) during the term of office, that office shall be declared vacant and such vacancy shall be filled as hereinafter provided.
- C. **NOMINATION AND ELECTION:** A Director shall be nominated and elected by the component organization in accordance with the procedures of such organization. The Secretary of such organization shall promptly report the election of such Director to the Secretary-Treasurer of this Society.
- D. **TERM OF OFFICE:** The term of office of a Director shall be two (2) years, beginning after the close of the annual session of the Society subsequent to their election. The consecutive tenure of a Director shall be limited to four (4) terms of two (2) years each.
- E. **VACANCY and ABSENCE:** In the event of a vacancy in the office of Director, such vacancy shall be filled by the respective component organization in accordance with the provisions of these Bylaws. In the event a Director is to be absent for a session of the Board of Directors, the respective component organization, in a manner prescribed by such organization and in accordance with the provisions of these Bylaws, may appoint a substitute Director to serve during such sessions.
- F. **OFFICERS:** The officers of the Board of Directors shall be:
 - 1. The President of the Society who shall be the Chair.
 - 2. The President-Elect of the Society.
 - 3. The Vice President of the Society.
 - 4. The Secretary-Treasurer of the Society.
- G. **POWERS AND DUTIES:**
 - 1. **POWERS:** The Board of Directors shall be the managing body of the Society, vested with full power to conduct all business of the Society, subject to the laws of the State of Illinois, the Articles of Incorporation, the Bylaws, and the mandates of the General Assembly. The Board of Directors shall have the power to:
 - a. Establish rules and regulations not inconsistent with these Bylaws to govern its organization and procedure.

- 316 b. Direct the President to call a special session of the General Assembly as provided in
317 these Bylaws.
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- 319 c. Exercise full discretion in effecting publication in, or omission from, any official
320 publication of the Society, in whole or part.
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- 322 d. Establish interim policies, including the disbursement of unbudgeted funds, when the
323 General Assembly is not in session and when such policies are essential to the
324 management of the Society; provided, however, that all such policies or
325 disbursements must be presented for review at the next meeting of the General
326 Assembly.
327
- 328 e. Establish an Executive Committee composed of five (5) members: The President, the
329 President-Elect, the Vice President, the Secretary-Treasurer, and the Trustee to the
330 American Association of Orthodontists. This Committee shall have the power to act
331 for the full Board of Directors in the interim between sessions of the Board, and it
332 shall report such actions to the Board at its next meeting.
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- 334 f. Employ an Executive Director or Secretary.
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- 336 g. Appoint consultants whenever necessary.
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- 338 h. Nominate honorary members.
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- 340 2. DUTIES: It shall be the duty of the Board of Directors to:
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- 342 a. Provide for the maintenance and supervision of all of the real and personal property
343 owned or operated by the Society.
344
- 345 b. Appoint an Editor of the Society.
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- 347 c. Determine the time and place for convening each annual business and scientific
348 meetings of the Society and to provide for the management and general
349 arrangements for such meetings.
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- 351 d. Cause to be bonded by a surety company all officers of the Society entrusted with
352 Society funds.
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- 354 e. Cause all accounts of this Society to be reviewed by an independent certified public
355 accountant at least once a year.
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- 357 f. Prepare a budget for carrying on the activities of this society for each ensuing fiscal
358 year.
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- 360 g. Present to the membership in a pre-annual meeting publication and again at the
361 business meeting of the General Assembly during the ensuing annual meeting
nominations for the membership to the Committees.

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363 h. Appoint annually the Chair of each Committee.
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365 i. Review the reports of the committees of the Society and make recommendations
366 concerning such reports to the General Assembly.
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368 j. Determine the honorarium appropriate for members of the Board of Directors.
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370 k. Submit an annual report of its activities to the General Assembly.
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372 l. Serve as or appoint a nominating committee for the elective officers of this Society.
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374 m. Perform such other duties as may be prescribed by these Bylaws.
375

376 **H. MEETINGS:**

377 1. Regular Meetings: The Board of Directors shall hold a minimum of two (2) regular
378 meetings each year.
379

380 2. Special Meetings:

381 a. The President may call a special meeting of the Board at any time. The President
382 shall call a special meeting at the request of five (5) voting members of the Board.
383 All special meetings shall require a minimum of five (5) days' notice to each
384 member of the Board unless waived by unanimous consent. The business of special
385 meetings shall be limited to that stated in the official call unless waived by
386 unanimous consent.
387

388 b. Special Meetings via Electronic Media: The members of the Board of Directors may
389 participate in and act at a meeting of the Board of Directors called by the President
390 on matters of the Society requiring immediate attention through the use of
391 conferences via telephone and/or other communications equipment. These meetings
392 shall be recorded and made a part of the action of the Board of Directors.
393

394 3. Quorum: A majority of the voting members of the Board of Directors shall constitute a
395 quorum.
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397 I. MAIL VOTE: Through the use of unanimous written consent, the Board of Directors or any
398 committee of the Board of Directors may take any action without convening a meeting. The
399 consent to the action taken must be in writing, must set forth the action so taken, and must be
400 executed by each member of the Board of Directors or the committee taking the action.
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403 **ARTICLE VI — OFFICERS**

404 A. TITLE: The officers of this Society shall be the President, the President-Elect, Vice President
405 and the Secretary-Treasurer.
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407 B. QUALIFICATIONS: Only an active member in good standing of this Society shall be eligible
408 to serve as an officer.
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410 C. NOMINATION AND ELECTION:

411 1. Nominating Committee: There shall be a Nominating Committee composed of the
412 voting members of the Board of Directors. This Committee shall present one
413 nomination for the offices of President-Elect, Vice President, and Secretary-Treasurer.
414 These nominations shall be posted for active members at least 90 days in advance of
415 their presentation at the meeting of the General Assembly during the ensuing annual
416 session. Active members may submit other candidates to be nominated from the floor
417 provided that a curriculum vitae, a conflict of interest statement and a filing notice for
418 the office one wishes to seek has been received by this Society's office by certified mail
419 a minimum of 60 days prior to the Annual Meeting of the General Assembly.
420

421 2. Election: The officers shall be elected at the business meeting of each annual session. If
422 more than one candidate is nominated for the same office, voting shall be by secret
423 ballot. The majority of ballots cast shall elect.
424

425 D. TERM OF OFFICE: The officers shall serve for a term of one (1) year or until their
426 successors are elected.
427

428 E. VACANCIES: In the event the office of President becomes vacant, the President-Elect shall
429 succeed to the office of President for the unexpired portion of the term. A vacancy in the
430 office of President-Elect, Vice President or Secretary-Treasurer shall be filled by the Board of
431 Directors, provided that any person so appointed shall not automatically succeed to any other
432 office by reason of their appointment to fill such vacancy. In the event of a vacancy occurring
433 in the office of President-Elect, the office of President for the ensuing year shall be filled by
434 election at the next annual meeting of the General Assembly.
435

436 F. DUTIES:

437 1. President: It shall be the duty of the President to serve as an official representative of
438 this Society in its contacts with governmental, civic, business and professional
439 organizations for the purpose of advancing the objectives and policies of this Society, to
440 serve as Chair of the Board of Directors, to submit an annual report to the General
441 Assembly, and to perform such other duties as provided in these Bylaws or as may be
442 prescribed by the General Assembly or the Board of Directors and as usually appertain
443 to the office of President.
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445 2. President-Elect: It shall be the duty of the President-Elect to occupy the chair in the
446 absence of the President, to succeed to the office of President in the event of a vacancy,
447 and to perform such duties as may be provided in these Bylaws or as may be prescribed
448 by the General Assembly or the Board of Directors and as usually appertain to the
449 office of President-Elect.
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- 451 3. Vice President: It shall be the duty of the Vice President to perform such duties as may
452 be provided in these Bylaws or as may be prescribed by the General Assembly or the
453 Board of Directors and as usually appertain to the office of Vice President.
454
- 455 4. Secretary-Treasurer: It shall be the duty of the Secretary-Treasurer to keep a record of
456 all proceedings of this Society, to submit an annual report to the General Assembly, and
457 to perform such other duties as may be provided in these Bylaws or as may be
458 prescribed by the General Assembly or the Board of Directors as usually appertain to
459 the office of Secretary-Treasurer.
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461 **ARTICLE VII – DELEGATION TO THE AAO**

462 **A. ELIGIBILITY, NOMINATION AND ELECTION:**

- 463 1. Eligibility: Delegates and Alternate Delegates must be active members of this Society.
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- 466 2. Nomination: There shall be a Nominating Committee composed of the voting members
467 of the Board of Directors. This Committee shall present one nomination for the number
468 of Delegates allocated by the American Association of Orthodontists. These
469 nominations shall be posted for at least 90 days in advance of their presentation at the
470 meeting of the General Assembly during the ensuing annual session. Up to an equal
471 number of Alternate Delegates may also be nominated. Active members may submit
472 other candidates to be nominated from the floor provided that a curriculum vitae, a
473 conflict of interest statement and a filing notice has been received by this Society's
474 office by certified mail a minimum of 60 days prior to the Annual Meeting of the
475 General Assembly.
476
- 477 3. Election: Election of Delegates and Alternate Delegates shall take place at the business
478 meeting of the annual session of this Society.
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480 **B. POWERS AND DUTIES:**

- 481 1. Power: The Delegates and Alternate Delegates shall represent the Society in all matters
482 pertaining to its affairs coming before the House of Delegates of the American
483 Association of Orthodontists.
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- 485 2. Duty: The Chairman of the Delegation shall make or cause to be made a report of the
486 transactions of the House of Delegates to this Society and to its Board of Directors.
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488 **C. TERM:** The Delegates shall serve a term of one (1) year. The consecutive tenure of a
489 Delegate shall be limited to six (6) terms. The number of terms may be extended upon
490 extenuating circumstances upon approval of the Board of Directors. Election as an Alternate
491 Delegate constitutes a break in consecutive tenure.
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493 **D. CHAIR OF DELEGATION:** Annually, immediately following the adjournment of the
494 business session during which they were elected, the delegates representing the Society shall
495 caucus and elect from among their own number a Chair and a Vice Chair.
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ARTICLE VIII – TRUSTEE TO AAO

A. ELIGIBILITY, NOMINATION AND ELECTION:

- 1. Eligibility: The Trustee must be an active member of this Society.

- 2. Nomination: There shall be a Nominating Committee composed of the voting members of the Board of Directors. This Committee shall present a nomination for Trustee to be posted for active members at least 90 days in advance of their presentation at the meeting of the General Assembly during the ensuing annual session. Active members may submit other candidates to be nominated from the floor provided that a curriculum vitae, a conflict of interest statement and a filing notice has been received by this Society’s office by certified mail a minimum of 60 days prior to the Annual Meeting of the General Assembly. The individual presenting the nomination for Trustee must be present to formally introduce the nomination at the meeting of the General Assembly for the nomination to be valid.

- 3. Election: The Trustee shall be elected at the business meeting of the annual session by the General Assembly in accordance with these Bylaws.

B. DUTIES:

- 1. It shall be the duty of the Trustee to represent this Society in all matters pertaining to its affairs coming before meetings of the Board of Trustees of the American Association of Orthodontists or before the annual session thereof and shall follow the mandates of this Society to the extent possible on any matters as to which instructions have been given.

- 2. It shall be the duty of the Trustee to make a report to the Board of Directors at each meeting and to the Society at each annual session and the Trustee shall serve as a voting member of the Board of Directors and on the Executive Committee of the Society.

C. TERM OF OFFICE:

- 1. Term: The Trustee shall be elected for a term of two (2) years. The consecutive tenure of a Trustee shall be limited to four (4) terms of two (2) years each.

- 2. Vacancies: In the event the office of Trustee becomes vacant, the President, with the concurrence of the Executive Committee, shall appoint an active member to serve as Trustee.

- 3. Absences: In the event the Trustee is to be absent for an entire meeting of the Trustees, the President, with the concurrence of the Executive Committee, shall appoint an active member to serve as Trustee.

ARTICLE IX – COMMITTEES

A. STANDING COMMITTEES:

- 1. NAME: The Standing Committees of this Society shall be:
 - a. Committee on Membership, Ethics and Judicial Concerns
 - b. Committee on Communications

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2. PURPOSE AND AUTHORITY:

Committees of this Society are advisory, study and working bodies which are constituted to provide input to the Society from all of the component organizations and to provide a medium for communication between component organizations. Committee authority is limited to study and recommendation within the organizational structure of the Society and its component organizations; this includes authority to seek information pertinent to such studies from any source outside the Society within guidelines as may be established by the Board of Directors. No outside person may participate directly or by observation in any committee deliberations without specific authorization from the Board of Directors. No committee or member of a committee may communicate with any outside person, organization, or agency in such a way as to imply authority to represent the Society or present a Society position without direction of the Board of Directors. The Board of Directors may assign other duties to committees.

3. MEMBERSHIP, NOMINATIONS, ELECTIONS AND ELIGIBILITY

a. Membership:

i. Committee on Membership, Ethics and Judicial Concerns: The Committee on Membership, Ethics and Judicial Concerns shall consist of one member from each component organization.

ii. Committee on Communications: The Committee on Communications shall consist of one member from each component organization plus the Committee Chair who shall act as the Communications Editor.

b. Nominations and Elections: There shall be a Nominating Committee composed of the voting members of the Board of Directors. This Committee shall present nominations for committees. These nominations shall be posted for active members at least 90 days in advance of their presentation of the General Assembly during the ensuing annual session. Active members may submit other candidates to be nominated from the floor provided that a curriculum vitae, a conflict of interest statement and a filing notice for the committee one wishes to seek has been received by this Society's office by certified mail a minimum of 60 days prior to the Annual Meeting of the General Assembly.

c. Eligibility: All members of committees must be active members in good standing of this Society.

4. CHAIR: The chair of each committee shall be nominated and appointed by the Board of Directors.

5. COMMITTEES, CONSULTANTS AND ADVISORS:

a. Subcommittees: A committee may appoint subcommittees comprised of committee members, to assist in the performance of its duties.

587 b. Consultants and Advisors: A committee shall have the authority to recommend
588 consultants and advisors for appointment by the Board of Directors in conformity
589 with rules and regulations as may be established by the Board of Directors.
590

591 6. TERM OF OFFICE: The term of office of members of committees shall be two (2)
592 years and the consecutive tenure of a member of a committee shall not exceed four (4)
593 terms, except the Chair of the Committee on Communications which may have an
594 unlimited term as designated by the Board of Directors. The number of terms may be
595 extended upon extenuating circumstances upon approval of the Board of Directors.
596

597 7. VACANCIES AND ABSENCES: In the event of a vacancy in the membership of any
598 committee, the President shall appoint an active member to fill such vacancy until a
599 successor is elected. A successor shall be elected at the ensuing session of the General
600 Assembly for the remainder of the unexpired term. In the event such vacancy involves
601 the chair of the committee, the President shall have the power to appoint an interim
602 chair. In the event a committee member is unable to attend a committee meeting, the
603 President may appoint an active member to serve on such committee for that meeting
604 only. The appointed member shall have full voting privileges for that meeting only.
605

606 8. QUORUM: A majority of the members of any committee shall constitute a quorum.
607

608 9. MAIL VOTES AND SPECIAL MEETINGS VIA ELECTRONIC MEDIA: Through the
609 use of unanimous written consent, any committee may take any action without
610 convening a meeting. The consent to the action taken must be in writing, must set forth
611 the action so taken, and must be executed by each member of the committee. The
612 members of these Society committees may participate in and act at a meeting called by
613 the committee Chair requiring immediate attention through the use of conferences via
614 telephone and/or other communications equipment. These meetings shall be recorded.
615 The committees may meet via these means but can only act through the use of
616 unanimous written and signed consent. Otherwise, decisions can only be made via in-
617 person meetings.
618

619 10. DUTIES:

620 a. Committee on Membership, Ethics and Judicial Concerns: The duties of this
621 Committee shall be to:

622
623 i. Study all matters and develop programs relating to membership, including the
624 recruitment of all qualified orthodontists as members;

625
626 ii. Consider and make recommendations on membership applications submitted to
627 the American Association of Orthodontists Board of Trustees;

628
629 iii. Study, maintain and promote the Principles of Ethics and Code of Professional
630 Conduct of the American Association of Orthodontists as specified in the Bylaws
631 and policy statements of the American Association of Orthodontists.
632

- 633 b. Committee on Communications: The duties of this Committee shall be to:
634
635 i. Publish and distribute to the membership twice each year, a publication to be
636 known as the MSO Newsletter. The dates of publication shall be set by the Board
637 of Directors.
638
639 ii. Collect newsworthy items from the American Association of Orthodontists, the
640 Society, its components and other sources for inclusion in the various media used
641 in communicating with the membership.
642
643 iii. Develop, maintain and update, as necessary, electronic communication with the
644 membership.
645
646 iiiii. Pursue other means of communication with the Society's membership, the AAO,
647 other constituents, the components of the Society and other entities that may
648 benefit from our resources.

649
650 B. SPECIAL COMMITTEES: The President, with the consent of the Board of Directors, may
651 appoint committees to perform duties not otherwise assigned by these Bylaws. The authority
652 for the appointment of members of a Special Committee and their numbers shall be set forth
653 in the resolution creating such committee.
654
655

656 **ARTICLE X — RESIGNATION AND REMOVAL**

- 657 A. RESIGNATION: Any elected official may resign at any time by giving written notification to
658 the President or the Secretary-Treasurer of this Society. Such resignation shall take effect at
659 the time specified therein, or immediately, if no time is specified.
660
661 B. REMOVAL: Any elected official or representative may be removed from his/her position for
662 cause by the Board of Directors by a two-thirds (2/3) vote of the legal votes cast. The member
663 being voted upon shall be prohibited from voting on the issue. This decision may be appealed
664 to the General Assembly, and if so appealed, shall be considered at the next duly scheduled
665 meeting of the General Assembly. Two-thirds (2/3) vote of the legal votes cast by the General
666 Assembly shall be required to reverse the action taken by the Board of Directors.
667
668

669 **ARTICLE XI - MEETINGS**

- 670 A. SCIENTIFIC SESSIONS:
671 1. PURPOSE: The scientific sessions of this Society are established to foster the
672 presentation and discussion of subjects pertaining to the improvement of the health of
673 public and the art and science of orthodontics.
674
675 2. TIME AND PLACE: The Society shall hold a scientific session annually at a time and
676 place selected by the Board of Directors. The Board of Directors shall have the power to
677 change the time and place of the scientific session, or to cancel it in the event of
678 extraordinary emergency.

- 679 3. MANAGEMENT AND GENERAL ARRANGEMENTS: The Board of Directors shall
680 be responsible for conducting the scientific sessions. For this purpose, the Board may
681 establish committees as required.
682
- 683 4. TRADE EXHIBITS: Products or services may be exhibited at scientific sessions at the
684 discretion of the Board of Directors, and in accordance with rules and regulations
685 established by the Board.
686
- 687 5. ADMISSION: Admission to meetings of the scientific sessions shall be limited to
688 members of this Society who are in good standing, and to others admitted in accordance
689 with rules and regulations established by the Board of Directors.
690

691 B. BUSINESS MEETINGS:

- 692 1. Annual Meeting. The Society shall call a meeting of the membership of this Society at
693 least once annually. Such meeting shall be open to all members and known as the
694 General Assembly. The Secretary-Treasurer of this Society shall post an official notice
695 with the time and place of each annual meeting to the active membership at least 30
696 days in advance of the General Assembly during the ensuing annual session.
697
- 698 2. Special Meeting. A special meeting of the General Assembly shall be called by the
699 President on a three-fourths (3/4) vote of the members of the Board of Directors or the
700 written request of more than twenty-five (25) percent of the active members in good
701 standing. The time and place of the special meeting shall be determined by the
702 President, provided the date selected shall not be more than forty-five (45) days or less
703 than twenty (20) days after the date the request was received. The business of the
704 special meeting shall be limited to that state in the official call, except the business may
705 be altered by unanimous consent. The Secretary-Treasurer of this Society shall post an
706 official notice of the time and place of each special meeting, along with a statement of
707 the business to be considered, at least fifteen (15) days prior to the opening of such
708 meeting.
709
- 710 3. Quorum: The Active Members present at a duly called session of the Society shall
711 constitute a quorum for the transaction of business at any meeting.
712
- 713 4. Order of Business: The order of business shall be that order of business adopted by the
714 General Assembly.
715
- 716 5. Election Procedures: The Secretary-Treasurer shall provide facilities for voting. If there
717 is only one candidate for a position, the Chair may declare that candidate to be elected.
718 If there is more than one candidate for a position, voting shall be by ballot with the
719 majority of the legal votes cast being required to elect. In the event no candidate
720 receives a majority of the legal votes cast, the candidate receiving the fewest votes shall
721 be removed from the ballot and balloting shall be resumed on the remaining candidates.
722 This procedure shall be followed until one candidate receives a majority of the legal
723 votes cast.
724

725 **ARTICLE XII — FINANCES**

726 A. FISCAL YEAR: The fiscal year of this Society shall begin January 1 of each calendar year
727 and end December 31 of the same calendar year.

728
729 B. GENERAL FUND: The General Fund shall consist of all monies received other than those
730 specifically allocated to other funds by these Bylaws. This fund shall be used to meet all
731 expenses incurred by this Society not otherwise provided for in these Bylaws. The General
732 Fund may be divided into operating and reserve divisions at the discretion of the Board of
733 Directors.

734
735 C. BUDGET PREPARATION AND ADOPTION: The proposed budget for each ensuing fiscal
736 year shall be prepared by the Board of Directors and submitted to the General Assembly for
737 adoption.

738
739 D. REVIEW OF ACCOUNTS: All accounts of this Society shall be reviewed by an independent
740 certified public accountant at least annually, and a report of such review shall be submitted to
741 the Board of Directors.

742
743 E. SURETY BOND FOR OFFICERS AND EMPLOYEES: At the expense of the Society, all
744 officers of the Society entrusted with Society funds shall be bonded by a surety company in
745 an amount prescribed by the Board of Directors.

746
747
748 **ARTICLE XIII — INDEMNIFICATION**

749 This Society shall indemnify to the full extent authorized or permitted by the Corporation Law of
750 the State of Illinois any person made, or threatened to be made, a party to an action, suit or
751 proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that
752 they are or were a Director of, officer of, employee of, or a member elected or appointed to any
753 position of responsibility within this Society.

754
755
756 **ARTICLE XIV — PARLIAMENTARY AUTHORITY**

757 The current edition of “Sturgis Standard Code of Parliamentary Procedures” shall govern this
758 organization in all parliamentary situations that are not provided for in the law or in this
759 Society’s corporate charter, Bylaws or adopted rules.

760
761
762 **ARTICLE XV — AMENDMENTS**

763 A PROCEDURE: These Bylaws may be amended at any session of the General Assembly by a
764 two-thirds (2/3) vote of the legal votes cast, provided the proposed amendment shall have
765 been

766 1. presented in writing at a previous session,

767
768 2. presented in writing to the active membership in a pre-annual meeting publication at
769 least 30 days in advance of the General Assembly during the ensuing annual meeting, or

770

771 3. a previous meeting of the same session of the General Assembly. However, these
772 bylaws may be amended at any General Assembly upon a four-fifths (4/5) vote of the
773 legal votes cast, in which case the amendment need not be submitted as provided above.
774

775 B. AMENDMENT RELATING TO DUES: An Amendment to these Bylaws effecting a change
776 in the dues of members shall require a three-fourths (3/4) vote of the legal votes cast of the
777 General Assembly.
778

779

ARTICLE XVI — PRINCIPLES OF ETHICS

780 The Principles of Ethics and Code of Professional Conduct of the American Association of
781 Orthodontists shall be the principles of ethics of this Society.
782

783

ARTICLE XVII — DISCIPLINARY PROCEDURES

784 The Disciplinary Proceedings of the American Association of Orthodontists as contained in its
785 Bylaws and policy statements shall be the Discipline Proceedings of this Society.
786

787

ARTICLE XVIII — SEAL

788 Both a corporate and ornamental seal shall be recognized as official within this Society.
789

790 A. CORPORATE SEAL: This shall be employed as an evidence of incorporation on any official
791 document requiring such evidence and shall be used only at the direction of the Board of
792 Directors.
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798 B. ORNAMENTAL SEAL: This seal shall be the registered trademark logo of this American
799 Association of Orthodontists. This seal is to be used as directed and approved by the Board of
800 Trustees of the American Association of Orthodontists.
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