

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

2 **Adopted September 16, 2017**

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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:

- 18 A. To advance the art and science of orthodontics;  
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20 B. To encourage and sponsor research;  
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22 C. To strive for and maintain the highest standards of excellence in orthodontic education and  
23 practice; and  
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25 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 specified in the  
31 Bylaws of the American Association of Orthodontists.

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33 **B. ELIGIBILITY:**

- 34 1. The membership of this Society shall be comprised of orthodontists who primarily  
35 reside, or maintain/last maintained a principal practice location at the election of the  
36 applicant, except as otherwise provided below. The eligibility requirements shall be  
37 those as specified in the Bylaws of the American Association of Orthodontists for the  
38 respective categories of membership.  
39

40 **C. PRIVILEGES:**

- 41 1. Except as set forth elsewhere in these Bylaws and policy statements of this Society, all  
42 members shall be entitled to all services and privileges as may be provided by this  
43 Society to the applicable classifications of membership.  
44

- 45 2. Only active members in good standing shall be eligible to seek or hold office or other  
46 elective or appointive positions in this Society, or to vote or otherwise participate in the  
47 selection of Society officials or the establishment of Society policies.  
48

49 D. DUES AND ASSESSMENTS:

- 50 1. Payment: All dues and assessments for this Association shall be determined by Board of  
51 Directors and approved by the General Assembly of this Association. All dues,  
52 application fees, and assessments shall be payable in U.S. currency. All dues and  
53 assessments shall be due and payable as invoiced by the American Association of  
54 Orthodontists. Members failing to pay their annual dues and assessments shall forfeit  
55 their membership as provided in these Bylaws.  
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- 57 2. Dues: Adjustments to dues for various categories of membership shall mirror those  
58 specified in the Bylaws for the American Association of Orthodontists.  
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- 60 3. Assessments: Adjustments to assessments for various categories of membership shall  
61 mirror those specified in the Bylaws for the American Association of Orthodontists.  
62

63 Upon recommendation of the Board of Directors, the General Assembly by a three-  
64 fourths (3/4) vote of the legal votes cast, may levy an assessment on each active  
65 member. The recommendation shall state the purpose of the assessment, the categories  
66 of membership to be assessed, and the date payment of the assessment is due. The funds  
67 so obtained may be used only for the purpose for which the assessment is made. Any  
68 member failing to pay the assessment within ninety (90) days of the due date shall  
69 forfeit membership in this Society. A recommendation proposing an assessment can  
70 neither be considered nor adopted at the annual meeting of the General Assembly at  
71 which it is introduced, except by a four-fifths (4/5) vote of the legal votes cast.  
72

- 73 4. Waiver:

74 Members may make application for a waiver of dues and/or assessments to the  
75 American Association of Orthodontists. Members may be exempt from payment of the  
76 current year's dues to this Association or modified in similar fashion if their waiver  
77 request is approved by the American Association of Orthodontists.  
78

- 79 5. Non-Payment of Dues and/or Assessments - The membership of those individuals  
80 whose dues and/or assessments for the current year have not been received shall be  
81 terminated per the provisions of the American Association of Orthodontists. An  
82 individual whose membership has been terminated in accordance with this section may  
83 gain reinstatement by complying with the provisions of the American Association of  
84 Orthodontists.  
85

86 E. APPLICATION, ELECTION TO MEMBERSHIP AND REAPPLICATION:

- 87 1. Application: Application for all classes of membership shall be made on the form  
88 prescribed by the American Association of Orthodontists. Applications for membership  
89 shall be submitted to the American Association of Orthodontists. In considering

90 applications, this Association shall follow the application and appeal procedures  
91 adopted by the American Association of Orthodontists.

- 92  
93 2. Election: Election to membership is by the American Association of Orthodontists  
94 which confers membership in this constituent society and in the component Society in  
95 which the principal location of professional activities is located.  
96

97 Under extenuating circumstances, an application for active membership may be deemed  
98 to be a member of this Society other than that in which the applicant practices or  
99 primarily resides upon approval of the American Association of Orthodontists Board of  
100 Trustees in consultation with this Society. Approval of such membership may be denied  
101 for any of the reasons set forth in these Bylaws or solely on the grounds that the  
102 applicant does not practice or primarily reside within the territorial jurisdiction of this  
103 Society.  
104

- 105 3. Nondiscrimination: Nothing contained in the Bylaws of the American Association of  
106 Orthodontists or this Society shall operate against eligibility for membership in the  
107 American Association of Orthodontists and this Society on the grounds of color,  
108 religion, race, sex, age, national origin, political affiliation, or physical disability.  
109

- 110 4. Reapplication: Any applicant for membership whose application is denied may reapply  
111 one year following the date on which said rejection becomes final. Should this second  
112 application be denied, said applicant may file a final reapplication two years after the  
113 date on which the rejection of the second application becomes final. Each such  
114 reapplication shall be considered as an initial application.  
115

- 116 5. Denial and Review of Membership: Nothing herein contained shall prevent the  
117 American Association of Orthodontists through its Council on Membership, Ethics and  
118 Judicial Concerns from denying or terminating membership in any classification, on its  
119 own volition and at its discretion to any person who fails to satisfy the requirements for  
120 membership, or who would not, through their membership, contribute to the general  
121 welfare of the public, good of the profession, or to the reputation of American  
122 Association of Orthodontists or this Society. Notwithstanding the foregoing, any  
123 applicant whose application for membership is denied by the American Association of  
124 Orthodontists may appeal to that decision to such Council. The Council shall utilize the  
125 procedures set forth in their bylaws in considering all such appeals and/or terminating  
126 the membership of any member of the American Association of Orthodontists and this  
127 Society. The decision by this Council shall be final with no right of appeal.  
128

- 129 6. Determination of Qualifications: Nothing herein contained shall prevent a) the American  
130 Association of Orthodontists, in its sole discretion and on its own volition or in  
131 conjunction with this Society, from conducting an investigation of any matter prior to or  
132 after membership in any category has been granted, which it considers necessary for  
133 determining the qualifications of any applicant for membership in any classification.  
134

- 135 7. Relocation from one Jurisdiction to Another: To retain membership in this Society, a  
136 member who moves his/her principal practice location or primary residence into the  
137 geographical region of another constituent society must make timely reapplication to  
138 the American Association of Orthodontists in order to maintain continuity of  
139 membership; provided, that, retired members who move to the geographical territory of  
140 a different constituent society may elect to make such reapplication or maintain their  
141 membership in their previous constituent society. The American Association of  
142 Orthodontists may, in its sole discretion, waive any or all application requirements for  
143 persons transferring from another constituent society.  
144
- 145 8. Reclassification: The American Association of Orthodontists reserves the right to  
146 reclassify members as a result of any change in the status or type of the practice of such  
147 a member.  
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#### 149 **ARTICLE IV. — COMPONENT ORGANIZATIONS**

150 A. NAMES AND TERRITORIAL JURISDICTION: The names and territorial jurisdiction of the  
151 component organizations shall be:

- 152 1. Illinois Society of Orthodontists
- 153 2. Iowa Society of Orthodontists
- 154 3. Manitoba Orthodontic Society
- 155 4. Minnesota Association of Orthodontists
- 156 5. Missouri Society of Orthodontists
- 157 6. Nebraska Society of Orthodontists
- 158 7. North Dakota Society of Orthodontists
- 159 8. South Dakota Society of Orthodontists
- 160 9. Wisconsin Society of Orthodontists

161

162 B. POWERS AND DUTIES: A component organization shall have the following powers and  
163 duties:

- 164 1. Governance: Provide for its governance through the establishment of bylaws, rules and  
165 regulations, provided such bylaws, rules and regulations do not conflict with or limit the  
166 Bylaws of this Society or the American Association of Orthodontists. To the extent that  
167 they do so conflict with or limit those Bylaws they are void. Whenever the Bylaws of a  
168 component organization conflict with or limit the Bylaws of this Society and the  
169 American Association of Orthodontists, the component organization may be placed on  
170 probation by either the Board of Directors or the Society by a two-thirds (2/3) vote of  
171 the legal votes cast at a General Assembly meeting. The component organization shall  
172 be allowed a period of at least one (1) year but no longer than three (3) years in which  
173 to bring its Bylaws into conformity. In the event a component organization on probation  
174 fails to so comply, the recognition of that component organization by this Society may  
175 be suspended by the Board of Directors or General Assembly by a two-thirds (2/3) vote  
176 of the legal votes cast.

- 177 2. Discipline: Discipline any of its members in accordance with the provisions of these  
178 Bylaws.  
179
- 180 3. Component Dues and Assessments: Provide for its financial support by establishing any  
181 dues and assessments of the component organization. Such dues and assessments shall  
182 be in addition to any dues and assessments of the American Association of  
183 Orthodontists and this Society.  
184
- 185 4. Meetings: Hold a business meeting at least once each calendar year.  
186
- 187 5. Legal Charter: Each component organization shall be registered as a not-for-profit  
188 corporation with the secretary of state, commonwealth, district or province of its  
189 jurisdiction and shall be a separate legal entity from this Society.  
190

191 **C. MEMBERSHIP:**

- 192 1. The members of the component organization shall be members in good standing of the  
193 American Association of Orthodontists and this Society.  
194
- 195 2. Membership in the component organization shall be based upon the territorial  
196 jurisdiction of the primary professional activities of the member.  
197

198 **D. CLASSES OF MEMBERSHIP:** The component organization may have the following classes  
199 of membership: active, affiliate, academic (Non-United States/ Canada graduates) and retired.  
200 Component organizations may also have a classification of honorary and non-resident  
201 members, without the right to vote. Non-resident members must be active, affiliate, or  
202 academic (Non-United States/ Canada graduates) members of another AAO constituent or  
203 component organization. Only active members shall have the privilege of voting and holding  
204 office.  
205

206 **E. PRINCIPLES OF ETHICS:** The most recent version of the Principles of Ethics and Code of  
207 Professional Conduct of the American Association of Orthodontists shall constitute the  
208 principles of ethics of each component organization.  
209

210 **ARTICLE V – BOARD OF DIRECTORS**  
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212 **A. COMPOSITION:** The Board of Directors shall consist of one (1) director from each of the  
213 component societies, the officers of this Society and the Trustee to the American Association  
214 of Orthodontists. The Directors, the President-Elect, the Secretary-Treasurer and the Trustee  
215 to the American Association of Orthodontists shall constitute the voting membership of the  
216 Board. The President shall be an ex-officio member without the right to vote except as  
217 otherwise provided in these Bylaws.  
218

219 **B. QUALIFICATIONS:** A Director shall be an active member of this Society and a voting  
220 member of the component organization represented. Should the status of any Director change  
221 in regard to the preceding qualification(s) during the term of office, that office shall be  
222 declared vacant and such vacancy shall be filled as hereinafter provided.

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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 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.
- b. Direct the President to call a special session of the General Assembly as provided in these Bylaws.
- c. Exercise full discretion in effecting publication in, or omission from, any official publication of the Society, in whole or part.
- d. Establish interim policies, including the disbursement of unbudgeted funds, when the General Assembly is not in session and when such policies are essential to the management of the Society; provided, however, that all such policies or disbursements must be presented for review at the next meeting of the General Assembly.
- e. Establish an Executive Committee composed of four (4) members: The President, the President-Elect, the Secretary-Treasurer, and the Trustee to the American Association of Orthodontists. This Committee shall have the power to act for the full

269 Board of Directors in the interim between sessions of the Board, and it shall report  
270 such actions to the Board at its next meeting.

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272 f. Employ an Executive Director or Secretary.

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274 g. Appoint consultants whenever necessary.

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276 h. Nominate honorary members.

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278 2. DUTIES: It shall be the duty of the Board of Directors to:

279 a. Provide for the maintenance and supervision of all of the real and personal property  
280 owned or operated by the Society.

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282 b. Appoint an Editor of the Society.

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284 c. Determine the time and place for convening each annual business and scientific  
285 meetings of the Society and to provide for the management and general  
286 arrangements for such meetings.

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288 d. Cause to be bonded by a surety company all officers of the Society entrusted with  
289 Society funds.

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291 e. Cause all accounts of this Society to be reviewed by an independent certified public  
292 accountant at least once a year.

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294 f. Prepare a budget for carrying on the activities of this society for each ensuing fiscal  
295 year.

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297 g. Present to the membership in a pre-annual meeting publication and again at the  
298 business meeting of the General Assembly during the ensuing annual meeting  
299 nominations for the membership to the Committees.

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301 h. Appoint annually the Chair of each Committee.

302  
303 i. Review the reports of the committees of the Society and make recommendations  
304 concerning such reports to the General Assembly.

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306 j. Determine the honorarium appropriate for members of the Board of Directors.

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308 k. Submit an annual report of its activities to the General Assembly.

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310 l. Serve as or appoint a nominating committee for the elective officers of this Society.

311  
312 m. Perform such other duties as may be prescribed by these Bylaws.

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314

315 H. MEETINGS:

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

318

319 2. Special Meetings:

320 a. The President may call a special meeting of the Board at any time. The President  
321 shall call a special meeting at the request of five (5) voting members of the Board.  
322 All special meetings shall require a minimum of five (5) days' notice to each  
323 member of the Board unless waived by unanimous consent. The business of special  
324 meetings shall be limited to that stated in the official call unless waived by  
325 unanimous consent.

326

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

332

333 3. Quorum: A majority of the voting members of the Board of Directors shall constitute a  
334 quorum.

335

336 I. MAIL VOTE: Through the use of unanimous written consent, the Board of Directors or any  
337 committee of the Board of Directors may take any action without convening a meeting. The  
338 consent to the action taken must be in writing, must set forth the action so taken, and must be  
339 executed by each member of the Board of Directors or the committee taking the action.

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**ARTICLE VI — OFFICERS**

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345 A. TITLE: The officers of this Society shall be the President, the President-Elect, and the  
346 Secretary-Treasurer.

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348 B. QUALIFICATIONS: Only an active member in good standing of this Society shall be eligible  
349 to serve as an officer.

350

351 C. NOMINATION AND ELECTION:

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

361  
362 2. Election: The officers shall be elected at the business meeting of each annual session. If  
363 more than one candidate is nominated for the same office, voting shall be by secret  
364 ballot. The majority of ballots cast shall elect.

365  
366 D. TERM OF OFFICE: The officers shall serve for a term of one (1) year or until their  
367 successors are elected.

368  
369 E. VACANCIES: In the event the office of President becomes vacant, the President-Elect shall  
370 succeed to the office of President for the unexpired portion of the term. A vacancy in the  
371 office of President-Elect, or Secretary-Treasurer shall be filled by the Board of Directors,  
372 provided that any person so appointed shall not automatically succeed to any other office by  
373 reason of their appointment to fill such vacancy. In the event of a vacancy occurring in the  
374 office of President-Elect, the office of President for the ensuing year shall be filled by election  
375 at the next annual meeting of the General Assembly.

376  
377 F. DUTIES:

378 1. President: It shall be the duty of the President to serve as an official representative of  
379 this Society in its contacts with governmental, civic, business and professional  
380 organizations for the purpose of advancing the objectives and policies of this Society, to  
381 serve as Chair of the Board of Directors, to submit an annual report to the General  
382 Assembly, and to perform such other duties as provided in these Bylaws or as may be  
383 prescribed by the General Assembly or the Board of Directors and as usually appertain  
384 to the office of President.

385  
386 2. President-Elect: It shall be the duty of the President-Elect to occupy the chair in the  
387 absence of the President, to succeed to the office of President in the event of a vacancy,  
388 and to perform such duties as may be provided in these Bylaws or as may be prescribed  
389 by the General Assembly or the Board of Directors and as usually appertain to the  
390 office of President-Elect.

391  
392 3. Secretary-Treasurer: It shall be the duty of the Secretary-Treasurer to keep a record of  
393 all proceedings of this Society, to submit an annual report to the General Assembly, and  
394 to perform such other duties as may be provided in these Bylaws or as may be  
395 prescribed by the General Assembly or the Board of Directors as usually appertain to  
396 the office of Secretary-Treasurer.

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## 399 **ARTICLE VII — DELEGATION TO THE AAO**

400 A. ELIGIBILITY, NOMINATION AND ELECTION:

401 1. Eligibility: Delegates and Alternate Delegates must be active members of this Society.

402

403 2. Nomination: There shall be a Nominating Committee composed of the voting members  
404 of the Board of Directors. This Committee shall present one nomination for the number  
405 of Delegates allocated by the American Association of Orthodontists. These  
406 nominations shall be posted for at least 90 days in advance of their presentation at the

407 meeting of the General Assembly during the ensuing annual session. Up to an equal  
408 number of Alternate Delegates may also be nominated. Active members may submit  
409 other candidates to be nominated from the floor provided that a curriculum vitae, a  
410 conflict of interest statement and a filing notice has been received by this Society's  
411 office by certified mail a minimum of 60 days prior to the Annual Meeting of the  
412 General Assembly.

413  
414 3. Election: Election of Delegates and Alternate Delegates shall take place at the business  
415 meeting of the Annual Session of this Society.

416  
417 **B. POWERS AND DUTIES:**

418 1. Power: The Delegates and Alternate Delegates shall represent the Society in all matters  
419 pertaining to its affairs coming before the House of Delegates of the American  
420 Association of Orthodontists.

421  
422 2. Duty: The Chairman of the Delegation shall make or cause to be made a report of the  
423 transactions of the House of Delegates to this Society and to its Board of Directors.

424  
425 **C. TERM:** The Delegates shall serve a term of one (1) year. The consecutive tenure of a  
426 Delegate shall be limited to six (6) terms. The number of terms may be extended upon  
427 extenuating circumstances upon approval of the Board of Directors. Election as an Alternate  
428 Delegate constitutes a break in consecutive tenure.

429  
430 **D. CHAIR OF DELEGATION:** Annually, immediately following the adjournment of the  
431 business session during which they were elected, the delegates representing the Society shall  
432 caucus and elect from among their own number a Chair and a Vice Chair.

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434 **ARTICLE VIII — TRUSTEE TO AAO**

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

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

437  
438 2. Nomination: There shall be a Nominating Committee composed of the voting members  
439 of the Board of Directors. This Committee shall present a nomination for Trustee to be  
440 posted for active members at least 90 days in advance of their presentation at the  
441 meeting of the General Assembly during the ensuing annual session. Active members  
442 may submit other candidates to be nominated from the floor provided that a curriculum  
443 vitae, a conflict of interest statement and a filing notice has been received by this  
444 Society's office by certified mail a minimum of 60 days prior to the Annual Meeting of  
445 the General Assembly. The individual presenting the nomination for Trustee must be  
446 present to formally introduce the nomination at the meeting of the General Assembly  
447 for the nomination to be valid.

448  
449 3. Election: The Trustee shall be elected at the business meeting of the annual session by  
450 the General Assembly in accordance with these Bylaws.

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453 B. DUTIES:

- 454 1. It shall be the duty of the Trustee to represent this Society in all matters pertaining to its  
455 affairs coming before meetings of the Board of Trustees of the American Association of  
456 Orthodontists or before the annual session thereof and shall follow the mandates of this  
457 Society to the extent possible on any matters as to which instructions have been given.  
458
- 459 2. It shall be the duty of the Trustee to make a report to the Board of Directors at each  
460 meeting and to the Society at each annual session and the Trustee shall serve as a voting  
461 member of the Board of Directors and on the Executive Committee of the Society.  
462

463 C. TERM OF OFFICE:

- 464 1. Term: The Trustee shall be elected for a term of two (2) years. The consecutive tenure of  
465 a Trustee shall be limited to four (4) terms of two (2) years each.  
466
- 467 2. Vacancies: In the event the office of Trustee becomes vacant, the President, with the  
468 concurrence of the Executive Committee, shall appoint an active member to serve as  
469 Trustee.  
470
- 471 3. Absences: In the event the Trustee is to be absent for an entire meeting of the Trustees,  
472 the President, with the concurrence of the Executive Committee, shall appoint an active  
473 member to serve as Trustee.  
474

475 **ARTICLE IX – COMMITTEES**

476 A. STANDING COMMITTEES:

- 477 1. NAME: The Standing Committees of this Society shall be:  
478 a. Committee on Membership, Ethics and Judicial Concerns  
479 b. Committee on Communications  
480
- 481 2. PURPOSE AND AUTHORITY:  
482 Committees of this Society are advisory, study and working bodies which are  
483 constituted to provide input to the Society from all of the component organizations and  
484 to provide a medium for communication between component organizations. Committee  
485 authority is limited to study and recommendation within the organizational structure of  
486 the Society and its component organizations; this includes authority to seek information  
487 pertinent to such studies from any source outside the Society within guidelines as may  
488 be established by the Board of Directors. No outside person may participate directly or  
489 by observation in any committee deliberations without specific authorization from the  
490 Board of Directors. No committee or member of a committee may communicate with  
491 any outside person, organization, or agency in such a way as to imply authority to  
492 represent the Society or present a Society position without direction of the Board of  
493 Directors. The Board of Directors may assign other duties to committees.  
494
- 495 3. MEMBERSHIP, NOMINATIONS, ELECTIONS AND ELIGIBILITY  
496 a. Membership:

- 497 i. Committee on Membership, Ethics and Judicial Concerns: The Committee on  
498 Membership, Ethics and Judicial Concerns shall consist of one member from each  
499 component organization.  
500
- 501 ii. Committee on Communications: The Committee on Communications shall consist  
502 of one member from each component organization.  
503
- 504 b. Nominations and Elections: There shall be a Nominating Committee composed of the  
505 voting members of the Board of Directors. This Committee shall present  
506 nominations for committees. These nominations shall be posted for active members  
507 at least 90 days in advance of their presentation of the General Assembly during the  
508 ensuing annual session. Active members may submit other candidates to be  
509 nominated from the floor provided that a curriculum vitae, a conflict of interest  
510 statement and a filing notice for the committee one wishes to seek has been received  
511 by this Society's office by certified mail a minimum of 60 days prior to the Annual  
512 Meeting of the General Assembly.  
513
- 514 c. Eligibility: All members of committees must be active members in good standing of  
515 this Society.  
516
- 517 4. CHAIR: The chair of each committee shall be nominated and appointed by the Board of  
518 Directors.  
519
- 520 5. COMMITTEES, CONSULTANTS AND ADVISORS:
- 521 a. Subcommittees: A committee may appoint subcommittees comprised of committee  
522 members, to assist in the performance of its duties.  
523
- 524 b. Consultants and Advisors: A committee shall have the authority to recommend  
525 consultants and advisors for appointment by the Board of Directors in conformity  
526 with rules and regulations as may be established by the Board of Directors.  
527
- 528 6. TERM OF OFFICE: The term of office of members of committees shall be two (2)  
529 years and the consecutive tenure of a member of a committee shall not exceed four (4)  
530 terms. The number of terms may be extended upon extenuating circumstances upon  
531 approval of the Board of Directors.  
532
- 533 7. VACANCIES AND ABSENCES: In the event of a vacancy in the membership of any  
534 committee, the President shall appoint an active member to fill such vacancy until a  
535 successor is elected. A successor shall be elected at the ensuing session of the General  
536 Assembly for the remainder of the unexpired term. In the event such vacancy involves  
537 the chair of the committee, the President shall have the power to appoint an interim  
538 chair. In the event a committee member is unable to attend a committee meeting, the  
539 President may appoint an active member to serve on such committee for that meeting  
540 only. The appointed member shall have full voting privileges for that meeting only.  
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- 542 8. QUORUM: A majority of the members of any committee shall constitute a quorum.

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

10. DUTIES:

- a. Committee on Membership, Ethics and Judicial Concerns: The duties of this Committee shall be to:
  - i. Study all matters and develop programs relating to membership, including the recruitment of all qualified orthodontists as members;
  - ii. Consider and make recommendations on membership applications submitted to the American Association of Orthodontists Board of Trustees;
  - iii. Study, maintain and promote the Principles of Ethics and Code of Professional Conduct of the American Association of Orthodontists as specified in the Bylaws and policy statements of the American Association of Orthodontists.
- b. Committee on Communications: The duties of this Committee shall be to:
  - i. Publish and distribute to the membership twice each year, a publication to be known as the MSO Newsletter. The dates of publication shall be set by the Board of Directors.
  - ii. Collect newsworthy items from the American Association of Orthodontists, the Society, its components and other sources for inclusion in the various media used in communicating with the membership.
  - iii. Develop, maintain and update, as necessary, electronic communication with the membership.
  - iiii. Pursue other means of communication with the Society's membership, the AAO, other constituents, the components of the Society and other entities that may benefit from our resources.

B. SPECIAL COMMITTEES: The President, with the consent of the Board of Directors, may appoint committees to perform duties not otherwise assigned by these Bylaws. The authority

588 for the appointment of members of a Special Committee and their numbers shall be set forth  
589 in the resolution creating such committee.

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592 **ARTICLE X — RESIGNATION AND REMOVAL**

593 A. RESIGNATION: Any elected official may resign at any time by giving written notification to  
594 the President or the Secretary-Treasurer of this Society. Such resignation shall take effect at  
595 the time specified therein, or immediately, if no time is specified.

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597 B. REMOVAL: Any elected official or representative may be removed from his/her position for  
598 cause by the Board of Directors by a two-thirds (2/3) vote of the legal votes cast. The member  
599 being voted upon shall be prohibited from voting on the issue. This decision may be appealed  
600 to the General Assembly, and if so appealed, shall be considered at the next duly scheduled  
601 meeting of the General Assembly. Two-thirds (2/3) vote of the legal votes cast by the General  
602 Assembly shall be required to reverse the action taken by the Board of Directors.

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605 **ARTICLE XI - MEETINGS**

606 A. SCIENTIFIC SESSIONS:

- 607 1. PURPOSE: The scientific sessions of this Society are established to foster the  
608 presentation and discussion of subjects pertaining to the improvement of the health of  
609 public and the art and science of orthodontics.  
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611 2. TIME AND PLACE: The Society shall hold a scientific session annually at a time and  
612 place selected by the Board of Directors. The Board of Directors shall have the power to  
613 change the time and place of the scientific session, or to cancel it in the event of  
614 extraordinary emergency.  
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616 3. MANAGEMENT AND GENERAL ARRANGEMENTS: The Board of Directors shall  
617 be responsible for conducting the scientific sessions. For this purpose, the Board may  
618 establish committees as required.  
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620 4. TRADE EXHIBITS: Products or services may be exhibited at scientific sessions at the  
621 discretion of the Board of Directors, and in accordance with rules and regulations  
622 established by the Board.  
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624 5. ADMISSION: Admission to meetings of the scientific sessions shall be limited to  
625 members of this Society who are in good standing, and to others admitted in accordance  
626 with rules and regulations established by the Board of Directors.

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628 B. BUSINESS MEETINGS:

- 629 1. Annual Meeting. The Society shall call a meeting of the membership of this Society at  
630 least once annually. Such meeting shall be open to all members and known as the  
631 General Assembly. The Secretary-Treasurer of this Society shall post an official notice  
632 with the time and place of each annual meeting to the active membership at least 30  
633 days in advance of the General Assembly during the ensuing annual session.

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2. Special Meeting. A special meeting of the General Assembly shall be called by the President on a three-fourths (3/4) vote of the members of the Board of Directors or the written request of more than twenty-five (25) percent of the active members in good standing. The time and place of the special meeting shall be determined by the President, provided the date selected shall not be more than forty-five (45) days or less than twenty (20) days after the date the request was received. The business of the special meeting shall be limited to that state in the official call, except the business may be altered by unanimous consent. The Secretary-Treasurer of this Society shall post an official notice of the time and place of each special meeting, along with a statement of the business to be considered, at least fifteen (15) days prior to the opening of such meeting.
  3. Quorum: The Active Members present at a duly called session of the Society shall constitute a quorum for the transaction of business at any meeting.
  4. Order of Business: The order of business shall be that order of business adopted by the General Assembly.
  5. Election Procedures: The Secretary-Treasurer shall provide facilities for voting. If there is only one candidate for a position, the Chair may declare that candidate to be elected. If there is more than one candidate for a position, voting shall be by ballot with the majority of the legal votes cast being required to elect. In the event no candidate receives a majority of the legal votes cast, the candidate receiving the fewest votes shall be removed from the ballot and balloting shall be resumed on the remaining candidates. This procedure shall be followed until one candidate receives a majority of the legal votes cast.

## ARTICLE XII — FINANCES

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- A. FISCAL YEAR: The fiscal year of this Society shall begin January 1 of each calendar year and end December 31 of the same calendar year.
  - B. GENERAL FUND: The General Fund shall consist of all monies received other than those specifically allocated to other funds by these Bylaws. This fund shall be used to meet all expenses incurred by this Society not otherwise provided for in these Bylaws. The General Fund may be divided into operating and reserve divisions at the discretion of the Board of Directors.
  - C. BUDGET PREPARATION AND ADOPTION: The proposed budget for each ensuing fiscal year shall be prepared by the Board of Directors and submitted to the General Assembly for adoption.
  - D. REVIEW OF ACCOUNTS: All accounts of this Society shall be reviewed by an independent certified public accountant at least annually, and a report of such review shall be submitted to the Board of Directors.

680 E. SURETY BOND FOR OFFICERS AND EMPLOYEES: At the expense of the Society, all  
681 officers of the Society entrusted with Society funds shall be bonded by a surety company in  
682 an amount prescribed by the Board of Directors.  
683

### 684 **ARTICLE XIII — INDEMNIFICATION**

685 This Society shall indemnify to the full extent authorized or permitted by the Corporation Law of  
686 the State of Illinois any person made, or threatened to be made, a party to an action, suit or  
687 proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that  
688 they are or were a Director of, officer of, employee of, or a member elected or appointed to any  
689 position of responsibility within this Society.  
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### 691 **ARTICLE XIV — PARLIAMENTARY AUTHORITY**

692 The current edition of “Sturgis Standard Code of Parliamentary Procedures” shall govern this  
693 organization in all parliamentary situations that are not provided for in the law or in this  
694 Society’s corporate charter, Bylaws or adopted rules.  
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### 696 **ARTICLE XV — AMENDMENTS**

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

- 700 1. presented in writing at a previous session,
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- 702 2. presented in writing to the active membership in a pre-annual meeting publication at  
703 least 30 days in advance of the General Assembly during the ensuing annual meeting, or  
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- 705 3. a previous meeting of the same session of the General Assembly. However, these  
706 Bylaws may be amended at any General Assembly upon a four-fifths (4/5) vote of the  
707 legal votes cast, in which case the amendment need not be submitted as provided above.  
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709 B. AMENDMENT RELATING TO DUES: An Amendment to these Bylaws effecting a change  
710 in the dues of members shall require a three-fourths (3/4) vote of the legal votes cast of the  
711 General Assembly.  
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### 713 **ARTICLE XVI — PRINCIPLES OF ETHICS**

714 The Principles of Ethics and Code of Professional Conduct of the American Association of  
715 Orthodontists shall be the principles of ethics of this Society.  
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### 717 **ARTICLE XVII — DISCIPLINARY PROCEDURES**

718 The Disciplinary Proceedings of the American Association of Orthodontists as contained in its  
719 Bylaws and policy statements shall be the Discipline Proceedings of this Society.  
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**ARTICLE XVIII — SEAL**

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

A. CORPORATE SEAL: This shall be employed as an evidence of incorporation on any official document requiring such evidence and shall be used only at the direction of the Board of Directors.

B. ORNAMENTAL SEAL: This seal shall be the registered trademark logo of this American Association of Orthodontists. This seal is to be used as directed and approved by the Board of Trustees of the American Association of Orthodontists.