

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

2 **Adopted September 16, 2017**

3
4
5
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.

13
14
15 **ARTICLE II — PURPOSES**

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

- 18
19 A. To advance the art and science of orthodontics;
20
21 B. To encourage and sponsor research;
22
23 C. To strive for and maintain the highest standards of excellence in orthodontic education and
24 practice; and
25
26 D. To make significant contributions to the health of the public.
27
28

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.

32
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.
56

- 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.
59

- 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.
148

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**
211

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.

223
224 C. NOMINATION AND ELECTION: A Director shall be nominated and elected by the
225 component organization in accordance with the procedures of such organization. The
226 Secretary of such organization shall promptly report the election of such Director to the
227 Secretary-Treasurer of this Society.
228

229 D. TERM OF OFFICE: The term of office of a Director shall be two (2) years, beginning after
230 the close of the annual session of the Society subsequent to their election. The consecutive
231 tenure of a Director shall be limited to four (4) terms of two (2) years each.
232

233 E. VACANCY and ABSENCE: In the event of a vacancy in the office of Director, such vacancy
234 shall be filled by the respective component organization in accordance with the provisions of
235 these Bylaws. In the event a Director is to be absent for a session of the Board of Directors,
236 the respective component organization, in a manner prescribed by such organization and in
237 accordance with the provisions of these Bylaws, may appoint a substitute Director to serve
238 during such sessions.
239

240 F. OFFICERS: The officers of the Board of Directors shall be:

- 241 1. The President of the Society who shall be the Chair.
 - 242 2. The President-Elect of the Society.
 - 243 3. The Secretary-Treasurer of the Society.
- 244

245 G. POWERS AND DUTIES:

246 1. POWERS: The Board of Directors shall be the managing body of the Society, vested
247 with full power to conduct all business of the Society, subject to the laws of the State of
248 Illinois, the Articles of Incorporation, the Bylaws, and the mandates of the General
249 Assembly. The Board of Directors shall have the power to:

- 250 a. Establish rules and regulations not inconsistent with these Bylaws to govern its
251 organization and procedure.
252
253
- 254 b. Direct the President to call a special session of the General Assembly as provided in
255 these Bylaws.
256
- 257 c. Exercise full discretion in effecting publication in, or omission from, any official
258 publication of the Society, in whole or part.
259
- 260 d. Establish interim policies, including the disbursement of unbudgeted funds, when the
261 General Assembly is not in session and when such policies are essential to the
262 management of the Society; provided, however, that all such policies or
263 disbursements must be presented for review at the next meeting of the General
264 Assembly.
265
- 266 e. Establish an Executive Committee composed of four (4) members: The President, the
267 President-Elect, the Secretary-Treasurer, and the Trustee to the American
268 Association of Orthodontists. This Committee shall have the power to act for the full

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

f. Employ an Executive Director or Secretary.

g. Appoint consultants whenever necessary.

h. Nominate honorary members.

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

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

b. Appoint an Editor of the Society.

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

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

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

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

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

h. Appoint annually the Chair of each Committee.

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

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

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

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

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

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.
340
341
342

343 **ARTICLE VI — OFFICERS**
344

345 A. TITLE: The officers of this Society shall be the President, the President-Elect, and the
346 Secretary-Treasurer.
347

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.
397
398

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

meeting of the General Assembly during the ensuing annual session. Up to an equal number of Alternate Delegates may also be nominated. 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.

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

B. POWERS AND DUTIES:

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

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

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

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

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.

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.
541
- 542 8. QUORUM: A majority of the members of any committee shall constitute a quorum.

543
544 9. MAIL VOTES AND SPECIAL MEETINGS VIA ELECTRONIC MEDIA: Through the
545 use of unanimous written consent, any committee may take any action without
546 convening a meeting. The consent to the action taken must be in writing, must set forth
547 the action so taken, and must be executed by each member of the committee. The
548 members of these Society committees may participate in and act at a meeting called by
549 the committee Chair requiring immediate attention through the use of conferences via
550 telephone and/or other communications equipment. These meetings shall be recorded.
551 The committees may meet via these means but can only act through the use of
552 unanimous written and signed consent. Otherwise, decisions can only be made via in-
553 person meetings.

554
555 10. DUTIES:

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

558
559 i. Study all matters and develop programs relating to membership, including the
560 recruitment of all qualified orthodontists as members;

561
562 ii. Consider and make recommendations on membership applications submitted to
563 the American Association of Orthodontists Board of Trustees;

564
565 iii. Study, maintain and promote the Principles of Ethics and Code of Professional
566 Conduct of the American Association of Orthodontists as specified in the Bylaws
567 and policy statements of the American Association of Orthodontists.

568
569 b. Committee on Communications: The duties of this Committee shall be to:

570
571 i. Publish and distribute to the membership twice each year, a publication to be
572 known as the MSO Newsletter. The dates of publication shall be set by the Board
573 of Directors.

574
575 ii. Collect newsworthy items from the American Association of Orthodontists, the
576 Society, its components and other sources for inclusion in the various media used
577 in communicating with the membership.

578
579 iii. Develop, maintain and update, as necessary, electronic communication with the
580 membership.

581
582 ii. Pursue other means of communication with the Society's membership, the AAO,
583 other constituents, the components of the Society and other entities that may
584 benefit from our resources.

585
586 B. SPECIAL COMMITTEES: The President, with the consent of the Board of Directors, may
587 appoint committees to perform duties not otherwise assigned by these Bylaws. The authority

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

ARTICLE X — RESIGNATION AND REMOVAL

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

ARTICLE XI - MEETINGS

A. SCIENTIFIC SESSIONS:

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

B. BUSINESS MEETINGS:

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

- 634
- 635 2. Special Meeting. A special meeting of the General Assembly shall be called by the
- 636 President on a three-fourths (3/ 4) vote of the members of the Board of Directors or the
- 637 written request of more than twenty-five (25) percent of the active members in good
- 638 standing. The time and place of the special meeting shall be determined by the
- 639 President, provided the date selected shall not be more than forty-five (45) days or less
- 640 than twenty (20) days after the date the request was received. The business of the
- 641 special meeting shall be limited to that state in the official call, except the business may
- 642 be altered by unanimous consent. The Secretary-Treasurer of this Society shall post an
- 643 official notice of the time and place of each special meeting, along with a statement of
- 644 the business to be considered, at least fifteen (15) days prior to the opening of such
- 645 meeting.
- 646
- 647 3. Quorum: The Active Members present at a duly called session of the Society shall
- 648 constitute a quorum for the transaction of business at any meeting.
- 649
- 650 4. Order of Business: The order of business shall be that order of business adopted by the
- 651 General Assembly.
- 652
- 653 5. Election Procedures: The Secretary-Treasurer shall provide facilities for voting. If there
- 654 is only one candidate for a position, the Chair may declare that candidate to be elected.
- 655 If there is more than one candidate for a position, voting shall be by ballot with the
- 656 majority of the legal votes cast being required to elect. In the event no candidate
- 657 receives a majority of the legal votes cast, the candidate receiving the fewest votes shall
- 658 be removed from the ballot and balloting shall be resumed on the remaining candidates.
- 659 This procedure shall be followed until one candidate receives a majority of the legal
- 660 votes cast.
- 661

662 **ARTICLE XII — FINANCES**

- 663 A. FISCAL YEAR: The fiscal year of this Society shall begin January 1 of each calendar year
- 664 and end December 31 of the same calendar year.
- 665
- 666 B. GENERAL FUND: The General Fund shall consist of all monies received other than those
- 667 specifically allocated to other funds by these Bylaws. This fund shall be used to meet all
- 668 expenses incurred by this Society not otherwise provided for in these Bylaws. The General
- 669 Fund may be divided into operating and reserve divisions at the discretion of the Board of
- 670 Directors.
- 671
- 672 C. BUDGET PREPARATION AND ADOPTION: The proposed budget for each ensuing fiscal
- 673 year shall be prepared by the Board of Directors and submitted to the General Assembly for
- 674 adoption.
- 675
- 676 D. REVIEW OF ACCOUNTS: All accounts of this Society shall be reviewed by an independent
- 677 certified public accountant at least annually, and a report of such review shall be submitted to
- 678 the Board of Directors.
- 679

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

ARTICLE XIII — INDEMNIFICATION

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

ARTICLE XIV — PARLIAMENTARY AUTHORITY

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

ARTICLE XV — AMENDMENTS

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

1. presented in writing at a previous session,
2. presented in writing to the active membership in a pre-annual meeting publication at least 30 days in advance of the General Assembly during the ensuing annual meeting, or
3. a previous meeting of the same session of the General Assembly. However, these Bylaws may be amended at any General Assembly upon a four-fifths (4/5) vote of the legal votes cast, in which case the amendment need not be submitted as provided above.

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

ARTICLE XVI — PRINCIPLES OF ETHICS

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

ARTICLE XVII — DISCIPLINARY PROCEDURES

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

726
727
728
729
730
731
732
733
734
735

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.