

Proposed Bylaws Changes for Active Membership Vote 2010

Motion 1: Increase MSO dues from \$160 to \$175.

ARTICLE III — MEMBERSHIP

D. DUES AND ASSESSMENTS:

2. Dues:

- a. Active Members: Subject to the following, the annual dues for active members shall be ~~\$160.00~~ 175.00. The annual dues for members in the first, second and third year following completion of educational requirements, shall be fifty percent (50%) per year of the current active membership dues. Life-active members shall pay fifty percent (50%) of the dues and assessments for active membership and shall be exempt for dues and assessments if they have been members in good standing of this Association for at least fifty (50) cumulative years.
- b. Affiliate Members: The annual dues for affiliate members shall be ~~\$160.00~~ 175.00. Life-affiliate members shall pay fifty percent (50%) of the dues and assessments for affiliate membership and shall be exempt for dues and assessments if they have been members in good standing of this Association for at least fifty (50) cumulative years.
- c. Active Academic Members: Active academic members shall be exempt from this Society's dues and assessments.
- d. Academic Members (Non-United States/ Canada graduates): Academic Members (Non-United States/ Canada graduates) shall be exempt from this Society's dues and assessments.
- e. Retired Members: Retired members shall be exempt from this Society's dues and assessments.
- f. Honorary Members: Honorary members shall be exempt from this Society's dues and assessments.

Background:

Timing – If passed, AAO would incorporate this new dues rate in their summer 2011 dues billing process.

Budgetary Impact – Anticipate incurring additional \$13,000 revenue annually.

Historically, MSO has presented a modest dues increase about every four to five years. The MSO leadership has chosen to present modest increases on a more regular basis to keep up with cost-of-living increases vs. less frequent, but more drastic dues increases. With interest revenue decreases, MSO's budget has relied more on Annual Session income to offset general MSO expenses. MSO is proposing a break-even budget in 2011 with this dues increase and cost cutting in other areas, even though there will be no traditional MSO Annual Session. MSO is only holding their annual business meeting in conjunction with the AAO 2011 Annual Session in Chicago with no registration/exhibit income.

MSO DUES HISTORY

2007 increased to \$160 (current through 2010)

2003 increased to \$150

1999 increased to \$135

1994 increased to \$100

MSO DUES COMPARED TO OTHER CONSTITUENTS (2009 – 2010 RATES)

SWSO -	\$ 75
GLAO -	\$105
MSO -	\$160
MASO -	\$165
RMSO -	\$180
SAO -	\$190
NESO -	\$195
PCSO	\$305

Motion 2: Change bylaws to remove the position of Vice President at the time of installation of officers in 2012.

MSO BYLAWS Adopted October 17, 2009

ARTICLE V — BOARD OF DIRECTORS

* *Removal of Vice President position starting 2012 MSO Annual Business Meeting*

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.

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:

- e. Establish an Executive Committee composed of ~~five (5)~~ four (4) members: The President, the President-Elect, ~~the Vice President~~, the Secretary-Treasurer, and the Trustee to the American 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.

ARTICLE VI — OFFICERS

* *Removal of Vice President position starting 2012 MSO Annual Business Meeting*

- A. TITLE: The officers of this Society shall be the President, the President-Elect, ~~Vice-President~~ and the Secretary-Treasurer.
- E. VACANCIES: In the event the office of President becomes vacant, the President-Elect shall succeed to the office of President for the unexpired portion of the term. A vacancy in the office of President-Elect, ~~Vice President~~ or Secretary-Treasurer shall be filled by the Board of Directors, provided that any person so appointed shall not automatically succeed to any other office by reason of their appointment to fill such vacancy. In the event of a vacancy occurring in the office of President-Elect, the office of President for the ensuing year shall be filled by election at the next annual meeting of the General Assembly.
- F. DUTIES:
1. President: It shall be the duty of the President to serve as an official representative of this Society in its contacts with governmental, civic, business and professional organizations for the purpose of advancing the objectives and policies of this Society, to serve as Chair of the Board of Directors, to submit an annual report to the General Assembly, and to perform such other duties as provided in these Bylaws or as may be prescribed by the General Assembly or the Board of Directors and as usually appertain to the office of President.
 2. President-Elect: It shall be the duty of the President-Elect to occupy the chair in the absence of the President, to succeed to the office of President in the event of a vacancy, and to perform such duties as may be provided in these Bylaws or as may be prescribed by the General Assembly or the Board of Directors and as usually appertain to the office of President-Elect.
 - ~~3. Vice President: It shall be the duty of the Vice President to perform such duties as may be provided in these Bylaws or as may be prescribed by the General Assembly or the Board of Directors and as usually appertain to the office of Vice President.~~
 4. Secretary-Treasurer: It shall be the duty of the Secretary-Treasurer to keep a record of all proceedings of this Society, to submit an annual report to the General Assembly, and to perform such other duties as may be provided in these Bylaws or as may be prescribed by the General Assembly or the Board of Directors as usually appertain to the office of Secretary-Treasurer.

Background:

Timing - The MSO 2015 president has already been identified. While it would be helpful for MSO future identification of leaders/Annual Session planning to have membership approval of the change in advance, it would not be implemented until the 2012 MSO Annual Business Meeting in order to maintain the presidential sequence/meeting pattern already in place through 2015.

Reduced time of service – As MSO strives for efficiency while continuing to attract the “best and the brightest” to the MSO board, an elimination of the Vice President position would enable officers to move through the chairs a year earlier.

Voting number on Board - The current MSO board composition is nine component directors, three voting officers (president-elect, vice president and secretary-treasurer) and Trustee for 13 voting members with the president serving as ex-officio. While this change would result in 12 voting members on the board for a potential tie vote, the president as ex-officio does have the right to break a tie.

Duty transfers - While board committees are not part of the bylaws to require a bylaw change, the Vice President has been chair of the Annual Sessions Committee. Other current officers already chair a board committee. If this position were eliminated, this committee chair replacement structure, while not needing a bylaws change, would be adjusted.

Budgetary impact – It is estimated there would be an approximate savings annually of \$1,500 in travel/hotel for one less attendee at two annual MSO board meetings.

Motion 3: Update bylaws to be consistent with changes made to AAO bylaws May 2010.

MSO BYLAWS Adopted October 17, 2009

ARTICLE III — MEMBERSHIP

D. DUES AND ASSESSMENTS:

3. Assessments: Assessments may be levied upon all dues-paying active, ~~and~~affiliate ~~and academic~~ members (~~non-United States/Canada graduates~~); provided, however, all active, ~~and~~affiliate ~~and academic~~ members (~~non-United States/Canada graduates~~) shall be excluded from any assessment during their first two years of membership after graduation and shall pay fifty percent (50%) in their third year of membership ~~after graduation~~ (determined cumulatively); active academic members ~~and academic members (non-United States/Canada graduates)~~ shall be either excluded from the levy of any assessment or assessed at a lesser amount; and life-active and life-affiliate members shall be excluded from dues and assessments in accordance with III. D. 2. a. and b. Upon recommendation of the Board of Directors, the General Assembly by a three-fourths (3/4) vote of the legal votes cast, may levy an assessment on each active, ~~and~~affiliate ~~and academic~~ members (~~non-United States/Canada graduates~~). The recommendation shall state the purpose of the assessment, the categories of membership to be assessed, and the date payment of the assessment is due. The funds so obtained may be used only for the purpose for which the assessment is made. Any member failing to pay the assessment within ninety (90) days of the due date shall forfeit membership in this Society. A recommendation proposing an assessment can neither be considered nor adopted at the annual meeting of the General Assembly at which it is introduced, except by a four-fifths (4/5) vote of the legal votes cast.

4. Waiver: Upon application, A a dues-paying member who has suffered severe-significant financial hardship due to catastrophe an act of God or other similar event beyond the member's control, illness or a medical condition, or an active a dues-paying member who serves in the reserves for the U.S. or Canadian government and has been activated for active military duty, and has been so certified by this Society, may be exempt from payment of 100% or 50% (determined by the Association in its discretion) of the current year's dues and assessments. ~~based on approval from this Society's Board of Directors, or two officers if requested by applicant for sensitive issues.~~

CURRENT MSO BYLAW REQUIREMENT FOR AMENDMENTS

MSO BYLAWS - 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.