

# Proposed Bylaws Change for MSO Active Member Vote

MSO Annual Member Business Meeting • November 4, 2022 • Austin, TX

*In keeping with the MSO Bylaws Article XV A. regarding Amendments:*

*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...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...*

BACKGROUND ON CHANGES: The MSO Board of Directors are proposing these changes in order to update the committee structure by sunsetting inactive standing committees and broadening the composition and purpose of the Annual Sessions Committee to a Standing Committee to evaluate needs and actively provide a long-term, consistent planning approach to future meetings.

**Motion:** Approve the bylaw changes as follows:

## ARTICLE IX – COMMITTEES

### A. STANDING COMMITTEES:

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

### 2. PURPOSE AND AUTHORITY:

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

### 3. MEMBERSHIP, NOMINATIONS, ELECTIONS AND ELIGIBILITY, AND TERM OF OFFICE:

- a. Membership:
  - ~~i. Committee on Membership, Ethics and Judicial Concerns: The Committee on Membership, Ethics and Judicial Concerns shall consist of one member from each component organization.~~
  - i. Annual Sessions Committee:  
The MSO Annual Sessions Committee shall be composed of seven members, including the President, President-elect, Secretary-Treasurer, and four committee members. Each MSO officer at the start of their term as Secretary-Treasurer names one committee member who would be on the committee for four years, serving as the chair of the committee the same year as the officer who appointed them serves as president, and the final year serving as an advisor sharing the institutional knowledge gained from their time on the committee.
  - ~~ii. Committee on Communications: The Committee on Communications shall consist of one member from each component organization.~~

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

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

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

~~54. COMMITTEES, CONSULTANTS AND ADVISORS:~~

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

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

~~6. TERM OF OFFICE: The term of office of members of committees shall be two (2) years and the consecutive tenure of a member of a committee shall not exceed four (4) terms. The number of terms may be extended upon extenuating circumstances upon approval of the Board of Directors.~~

~~75. VACANCIES AND ABSENCES: In the event of a vacancy in the membership of any committee, the President shall appoint an active member to fill such vacancy until a successor is elected. A successor shall be elected at the ensuing session of the General Assembly for the remainder of the unexpired term. In the event such vacancy involves the chair of the committee, the President shall have the power to appoint an interim chair. In the event a committee member is unable to attend a committee meeting, the President may appoint an active member to serve on such committee for that meeting only. The appointed member shall have full voting privileges for that meeting only.~~

~~86. QUORUM: A majority of the members of any committee shall constitute a quorum.~~

~~97. 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.~~

~~108.~~ DUTIES:

- a. Annual Sessions Committee: The duties of this Committee shall be to:
  - i. Design conference schedules to reflect the changing needs of MSO members, including the addition or elimination of special events.
  - ii. Propose meeting locations, patterns, and budgets for final approval by the Board.
  - iii. Select conference speakers and curricula that match the educational goals of the MSO.
  - iv. Solicit sponsors and exhibitors for Annual Sessions.
- 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 for the appointment of members of a Special Committee and their numbers shall be set forth in the resolution creating such committee.