BYLAWS OF THE MIDWESTERN SOCIETY OF ORTHODONTISTS

Amended October 16, 2026

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ARTICLE I — NAME AND TERRITORIAL JURISDICTION

The name of this organization shall be the Midwestern Society of Orthodontists, hereinafter referred to as "the Society" or "this Society." This Society is recognized as a constituent of the American Association of Orthodontists. The territorial jurisdiction of this Society shall be comprised of members practicing in the United States in the states of Illinois, Iowa, Minnesota, Missouri, Nebraska, North Dakota, South Dakota, Wisconsin, and the Canadian provinces of Manitoba and Nunavut.

ARTICLE II — PURPOSES

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

A. To advance the art and science of orthodontics;

B. To encourage and sponsor research;

C. To strive for and maintain the highest standards of excellence in orthodontic education and practice; and

D. To make significant contributions to the health of the public.

ARTICLE III — MEMBERSHIP

A. CLASSIFICATION: The members of this Society shall be classified as specified in the Bylaws of the American Association of Orthodontists.

B. ELIGIBILITY:

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

C. PRIVILEGES:

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

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

D. DUES AND ASSESSMENTS:

1. Payment: All dues and assessments for this Association shall be determined by Board of Directors and approved by the General Assembly of this Association. All dues,

application fees, and assessments shall be payable in U.S. currency. All dues and assessments shall be due and payable as invoiced by the American Association of Orthodontists. Members failing to pay their annual dues and assessments shall forfeit their membership as provided in these Bylaws.

2. Dues: Adjustments to dues for various categories of membership shall mirror those specified in the Bylaws for the American Association of Orthodontists.

3. Assessments: Adjustments to assessments for various categories of membership shall mirror those specified in the Bylaws for the American Association of Orthodontists.

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

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

E. APPLICATION, ELECTION TO MEMBERSHIP AND REAPPLICATION:

1. Application: Application for all classes of membership shall be made on the form prescribed by the American Association of Orthodontists. Applications for membership shall be submitted to the American Association of Orthodontists. In considering applications, this Association shall follow the application and appeal procedures adopted by the American Association of Orthodontists.

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

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

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

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

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

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

7. Relocation from one Jurisdiction to Another: To retain membership in this Society, a member who moves his/her principal practice location or primary residence into the geographical region of another constituent society must make timely reapplication to the American Association of Orthodontists in order to maintain continuity of membership; provided, that, retired members who move to the geographical territory of a different constituent society may elect to make such reapplication or maintain their membership in their previous constituent society. The American Association of

Orthodontists may, in its sole discretion, waive any or all application requirements for persons transferring from another constituent society.

8. Reclassification: The American Association of Orthodontists reserves the right to reclassify members as a result of any change in the status or type of the practice of such a member.

ARTICLE IV. — COMPONENT ORGANIZATIONS

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

1. Illinois Society of Orthodontists
2. Iowa Society of Orthodontists
3. Manitoba Orthodontic Society
4. Minnesota Association of Orthodontists
5. Missouri Society of Orthodontists
6. Nebraska Society of Orthodontists
7. North Dakota Society of Orthodontists
8. South Dakota Society of Orthodontists
9. Wisconsin Society of Orthodontists

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

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

4. Meetings: Hold a business meeting at least once each calendar year.

5. Legal Charter: Each component organization shall be registered as a not-for-profit corporation with the secretary of state, commonwealth, district or province of its jurisdiction and shall be a separate legal entity from this Society.

C. MEMBERSHIP:

1. The members of the component organization shall be members in good standing of the American Association of Orthodontists and this Society.

2. Membership in the component organization shall be based upon the territorial jurisdiction guidelines of the American Association of Orthodontists.

D. CLASSES OF MEMBERSHIP: The component organization may have classes of membership specified in the bylaws of the American Association of Orthodontists. Only active members shall have the privilege of voting and holding office.

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

ARTICLE V — BOARD OF DIRECTORS

A. COMPOSITION: The Board of Directors shall consist of one (1) director from each of the component societies, the officers of this Society and the Trustee to the American Association of Orthodontists. The Directors, the President-Elect, the Secretary-Treasurer and the Trustee to the American Association of Orthodontists shall constitute the voting membership of the Board. The President shall be an ex-officio member without the right to vote except as otherwise provided in these Bylaws.

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

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

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

E. VACANCY and ABSENCE: In the event of a vacancy in the office of Director, such vacancy shall be filled by the respective component organization in accordance with the provisions of

these Bylaws. In the event a Director is to be absent for a session of the Board of Directors, the respective component organization, in a manner prescribed by such organization and in accordance with the provisions of these Bylaws, may appoint a substitute Director to serve during such sessions.

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

1. The President of the Society who shall be the Chair.
2. The President-Elect of the Society.
3. The 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 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.

H. MEETINGS:

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

2. Special Meetings:

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

b. Special Meetings via Electronic Media: The members of the Board of Directors may participate in and act at a meeting of the Board of Directors called by the President on matters of the Society requiring immediate attention through the use of conferences via telephone and/or other communications equipment.

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

I. MAIL VOTE: Through the use of unanimous written consent, the Board of Directors or any committee of the Board of Directors 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 Board of Directors or the committee taking the action.

ARTICLE VI — OFFICERS

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

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

C. NOMINATION AND ELECTION:

1. Nominating Committee: There shall be a Nominating Committee composed of the voting members of the Board of Directors. This Committee shall present one nomination for the offices of President-Elect, and Secretary-Treasurer. These nominations shall be posted for active members at least 60 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 for the office one wishes to seek has been received by this Society's office by certified mail a minimum of 30 days prior to the Annual Meeting of the General Assembly.

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

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

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, 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. 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.

ARTICLE VII — DELEGATION TO THE AAO

A. ELIGIBILITY, NOMINATION AND ELECTION:

1. Eligibility: Delegates and Alternate Delegates must be active members 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 one nomination for the number of Delegates allocated by the American Association of Orthodontists. These nominations shall be posted for at least 60 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 30 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 60 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 30 days prior to the Annual Meeting of the General Assembly. The individual presenting the nomination for Trustee must be present to formally introduce the nomination at the meeting of the General Assembly for the nomination to be valid.

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

B. DUTIES:

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

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

C. TERM OF OFFICE:

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

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

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

ARTICLE IX — COMMITTEES

A. STANDING COMMITTEES:

1. NAME: The Standing Committees of this Society shall be:
   a. 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, ELIGIBILITY AND TERM OF OFFICE
   a. Membership:
      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.

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

4. 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.

5. 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.

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

7. 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.

8. 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.

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.

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. SESSIONS:

1. PURPOSE: The 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 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 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 sessions. For this purpose, the Board may establish committees as required.

4. TRADE EXHIBITS: Products or services may be exhibited at 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 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.

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

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.

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 "American Institute of Parliamentarians Standard Code of Parliamentary Procedure" 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.

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.