

MIDWESTERN SOCIETY OF ORTHODONTISTS

Bylaws of the Midwestern Society of Orthodontists

Proposed Amendment for the 2026 MSO Annual Business Meeting

October 16, 2026

(Changed text reflected in ~~strikeout~~ and new text in **red**)

Title: Bylaws Amendment to Article V Board of Directors

Description: To remove language pertaining to recorded meetings and move to the MSO Policy Manual

Submitted by: Midwestern Society of Orthodontists Board of Directors

Date: October 16, 2026

Article V – Board of Directors

H. Meetings

2. Special Meetings

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. ~~These meetings shall be recorded and made a part of the action of the Board of Directors.~~

Background Information:

The bylaws conflict with the MSO Policy Manual on the treatment of recording meetings.

In consultation with the AAO General Counsel, states vary on how they treat the recording of communications and interactions. The states take one of two approaches: 1) one party consent; or 2) two-party consent. In a two-party consent state, it is only legal to record a conversation so long as all individuals participating in the conversation have given their consent to it being recorded.

There is nothing of particular importance, however, to this consent requirement that requires it to live in the bylaws as opposed to the MSO Policy Manual. All official meetings would have minutes taken so there is typically nothing that requires the meeting to be recorded either. If it is not being recorded, the consent provision is not needed. On the other hand, recording of the meetings does provide a very good (i.e., exact) historical record of what occurred at the virtual meeting. If you elect to record the meeting then the consent issue comes into play (this is actually the case whether it is virtual, telephonic, or in-person). This consent does not need to be as formal as it may first sound. Merely providing notice at the beginning of a meeting that it is being recorded is often sufficient as the attendees are implied to have

consent to the recording of the meeting after they elect to continue participating in it following such notice.

The MSO Board has chosen to address recorded calls through policy as opposed to the Bylaws.

Budgetary Implication: None

Vote:

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October 16, 2026

(Changed text reflected in ~~strikeout~~ and new text in red)

Title: Bylaws Amendment to Articles VI Officers, Article VII Delegation to the AAO, and Article VIII Trustee to AAO

Description: To amend the bylaws to change the official posting date for Officers, Delegate and Trustee from 90 days to 60 days

Submitted by: Midwestern Society of Orthodontists Board of Directors

Date: October 16, 2026

Article VI – Officers

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 ~~90~~ 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 ~~60~~ 30 days prior to the Annual Meeting of the General Assembly.

Article VII – Delegation to the AAO

A. **Eligibility, Nomination and Election:**

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 ~~90~~ 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 for the office one wishes to seek has been received by this Society's office by certified mail a minimum of ~~60~~ 30 days prior to the Annual Meeting of the General Assembly.

Article VIII – Trustee to AAO

A. Eligibility, Nomination and Election:

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 of the General Assembly at least ~~90~~ 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 ~~60~~ 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.

Background Information:

The proposed reduction of the officer nomination, slate of delegates and Trustee announcement notice period from 90 days to 60 days better balances the need for transparent, well-organized elections with the practical realities of modern volunteer governance.

Improves timeliness and relevance. A 60-day notice window reduces the lag between candidate announcement and the election, keeping the slate fresher and more relevant to current organizational priorities. This helps members evaluate candidates based on the association's most recent activities and strategic direction.

Encourages broader candidate participation. Shortening the advance notice makes it easier for prospective nominees—who may be balancing busy clinical, academic, or personal schedules—to make timely decisions about running. This can increase the pool of willing candidates and reduce the number of uncontested races.

Reduces administrative burden. A 60-day timeline shortens the period staff and volunteers must maintain election materials, communications, and campaign logistics, which reduces time and costs associated with prolonged notice periods while still allowing adequate time for fair consideration.

Preserves sufficient vetting and member engagement. Sixty days provides ample time for the Nomination Committee to vet candidates and for members to review candidate information, ask questions, and make informed decisions—particularly when combined with clear, well-timed communications and accessible candidate statements.

Improves alignment with event and meeting calendars. Many association planning processes and meeting dates are set close to the election cycle; a 60-day notice better aligns nominations with other operational timelines (e.g., annual meeting agendas, ballot preparation), reducing scheduling conflicts and last-minute changes.

Maintains transparency and fairness. The proposed change is procedural, not substantive; it preserves the organization's commitment to transparent nomination procedures and adequate notice to the membership. The association will continue to ensure that all notices, candidate materials, and nomination procedures are distributed in a timely and equitable manner.

Implementation note: If the change is approved, update the election calendar and communications plan to reflect the new 60-day timeline; notify members promptly about the amended schedule; and confirm that any related policies (e.g., candidate submission deadlines, vetting timelines, ballot production) are adjusted so vetting and member review are not compromised.

Budgetary Implication: None

Vote:

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October 16, 2026

(Changed text reflected in ~~strikeout~~ and new text in red)

Title: Bylaws Amendment to Article XIV Parliamentary Authority

Description: To amend the bylaws to reflect the current parliamentary procedure book used for official meetings of the MSO

Submitted by: Midwestern Society of Orthodontists Board of Directors

Date: October 16, 2026

Article XIV – Parliamentary Authority

The current edition of “~~Sturgis Standard Code of Parliamentary Procedures~~” *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.

Background Information:

The proposed bylaws change reflects the current parliamentary procedure being followed by the AAO. While the legal citations in the book support the underlying philosophy of the Sturgis book, two major changes in the AIP book are based on evolutions in the state of parliamentary procedure, as well as the world and include:

The pandemic in 2020 clearly demonstrated that the default position regarding electronic meetings should be changed from “not allowed unless stated in your governing documents” to “allowed unless prohibited in your governing documents.”

A second change is the addition of default rules when the organization’s governing documents are silent on a matter. The authors concluded that despite being stated that certain information “should be included” in the governing documents, it almost never was. These default rules will not suit every organization, and each organization is free to deviate by developing standing rules of order.

There were additional changes related to governance and fundamentals, changes related to motions, changes related to meetings, and adjustments to nomenclature to the common meaning of the words. See *American Institute of Parliamentarians Standard Code of Parliamentary Procedure*, 2nd edition (published 2023), pages 1-3, for the full list of changes.

Budgetary Implication: None

Vote: