

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

2 **Adopted September 22, 2018**

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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.

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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;
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21 B. To encourage and sponsor research;
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23 C. To strive for and maintain the highest standards of excellence in orthodontic education and
24 practice; and
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26 D. To make significant contributions to the health of the public.
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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.

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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.
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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.
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- 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.
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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.
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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.
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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.
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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.
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- 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.
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- 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.
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- 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.
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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 guidelines of the American Association of Orthodontists.
197

198 **D. CLASSES OF MEMBERSHIP:** The component organization may have classes of
199 membership specified in the bylaws of the American Association of Orthodontists. Only
200 active members shall have the privilege of voting and holding office.
201

202 **E. PRINCIPLES OF ETHICS:** The most recent version of the Principles of Ethics and Code of
203 Professional Conduct of the American Association of Orthodontists shall constitute the
204 principles of ethics of each component organization.
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206 **ARTICLE V — BOARD OF DIRECTORS**
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208 **A. COMPOSITION:** The Board of Directors shall consist of one (1) director from each of the
209 component societies, the officers of this Society and the Trustee to the American Association
210 of Orthodontists. The Directors, the President-Elect, the Secretary-Treasurer and the Trustee
211 to the American Association of Orthodontists shall constitute the voting membership of the
212 Board. The President shall be an ex-officio member without the right to vote except as
213 otherwise provided in these Bylaws.
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215 **B. QUALIFICATIONS:** A Director shall be an active member of this Society and a voting
216 member of the component organization represented. Should the status of any Director change
217 in regard to the preceding qualification(s) during the term of office, that office shall be
218 declared vacant and such vacancy shall be filled as hereinafter provided.
219

220 **C. NOMINATION AND ELECTION:** A Director shall be nominated and elected by the
221 component organization in accordance with the procedures of such organization. The

222 Secretary of such organization shall promptly report the election of such Director to the
223 Secretary-Treasurer of this Society.
224

225 D. TERM OF OFFICE: The term of office of a Director shall be two (2) years, beginning after
226 the close of the annual session of the Society subsequent to their election. The consecutive
227 tenure of a Director shall be limited to four (4) terms of two (2) years each.
228

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

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

- 237 1. The President of the Society who shall be the Chair.
 - 238 2. The President-Elect of the Society.
 - 239 3. The Secretary-Treasurer of the Society.
- 240

241 G. POWERS AND DUTIES:

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

246 a. Establish rules and regulations not inconsistent with these Bylaws to govern its
247 organization and procedure.
248

249 b. Direct the President to call a special session of the General Assembly as provided in
250 these Bylaws.
251

252 c. Exercise full discretion in effecting publication in, or omission from, any official
253 publication of the Society, in whole or part.
254

255 d. Establish interim policies, including the disbursement of unbudgeted funds, when the
256 General Assembly is not in session and when such policies are essential to the
257 management of the Society; provided, however, that all such policies or
258 disbursements must be presented for review at the next meeting of the General
259 Assembly.
260

261 e. Establish an Executive Committee composed of four (4) members: The President, the
262 President-Elect, the Secretary-Treasurer, and the Trustee to the American
263 Association of Orthodontists. This Committee shall have the power to act for the full
264 Board of Directors in the interim between sessions of the Board, and it shall report
265 such actions to the Board at its next meeting.
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- 268 f. Employ an Executive Director or Secretary.
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270 g. Appoint consultants whenever necessary.
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272 h. Nominate honorary members.
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- 274 2. DUTIES: It shall be the duty of the Board of Directors to:
275 a. Provide for the maintenance and supervision of all of the real and personal property
276 owned or operated by the Society.
277
278 b. Appoint an Editor of the Society.
279
280 c. Determine the time and place for convening each annual business and scientific
281 meetings of the Society and to provide for the management and general
282 arrangements for such meetings.
283
284 d. Cause to be bonded by a surety company all officers of the Society entrusted with
285 Society funds.
286
287 e. Cause all accounts of this Society to be reviewed by an independent certified public
288 accountant at least once a year.
289
290 f. Prepare a budget for carrying on the activities of this society for each ensuing fiscal
291 year.
292
293 g. Present to the membership in a pre-annual meeting publication and again at the
294 business meeting of the General Assembly during the ensuing annual meeting
295 nominations for the membership to the Committees.
296
297 h. Appoint annually the Chair of each Committee.
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299 i. Review the reports of the committees of the Society and make recommendations
300 concerning such reports to the General Assembly.
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302 j. Determine the honorarium appropriate for members of the Board of Directors.
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304 k. Submit an annual report of its activities to the General Assembly.
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306 l. Serve as or appoint a nominating committee for the elective officers of this Society.
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308 m. Perform such other duties as may be prescribed by these Bylaws.
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310 H. MEETINGS:

- 311 1. Regular Meetings: The Board of Directors shall hold a minimum of two (2) regular
312 meetings each year.
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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. These meetings shall be recorded and made a part of the action of the Board of Directors.

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 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 for the office 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.

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

361
362 D. TERM OF OFFICE: The officers shall serve for a term of one (1) year or until their
363 successors are elected.

364
365 E. VACANCIES: In the event the office of President becomes vacant, the President-Elect shall
366 succeed to the office of President for the unexpired portion of the term. A vacancy in the
367 office of President-Elect, or Secretary-Treasurer shall be filled by the Board of Directors,
368 provided that any person so appointed shall not automatically succeed to any other office by
369 reason of their appointment to fill such vacancy. In the event of a vacancy occurring in the
370 office of President-Elect, the office of President for the ensuing year shall be filled by election
371 at the next annual meeting of the General Assembly.

372
373 F. DUTIES:

374 1. President: It shall be the duty of the President to serve as an official representative of
375 this Society in its contacts with governmental, civic, business and professional
376 organizations for the purpose of advancing the objectives and policies of this Society, to
377 serve as Chair of the Board of Directors, to submit an annual report to the General
378 Assembly, and to perform such other duties as provided in these Bylaws or as may be
379 prescribed by the General Assembly or the Board of Directors and as usually appertain
380 to the office of President.

381
382 2. President-Elect: It shall be the duty of the President-Elect to occupy the chair in the
383 absence of the President, to succeed to the office of President in the event of a vacancy,
384 and to perform such duties as may be provided in these Bylaws or as may be prescribed
385 by the General Assembly or the Board of Directors and as usually appertain to the
386 office of President-Elect.

387
388 3. Secretary-Treasurer: It shall be the duty of the Secretary-Treasurer to keep a record of
389 all proceedings of this Society, to submit an annual report to the General Assembly, and
390 to perform such other duties as may be provided in these Bylaws or as may be
391 prescribed by the General Assembly or the Board of Directors as usually appertain to
392 the office of Secretary-Treasurer.

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395 **ARTICLE VII — DELEGATION TO THE AAO**

396 A. ELIGIBILITY, NOMINATION AND ELECTION:

397 1. Eligibility: Delegates and Alternate Delegates must be active members of this Society.

398

399 2. Nomination: There shall be a Nominating Committee composed of the voting members
400 of the Board of Directors. This Committee shall present one nomination for the number
401 of Delegates allocated by the American Association of Orthodontists. These
402 nominations shall be posted for at least 90 days in advance of their presentation at the
403 meeting of the General Assembly during the ensuing annual session. Up to an equal

404 number of Alternate Delegates may also be nominated. Active members may submit
405 other candidates to be nominated from the floor provided that a curriculum vitae, a
406 conflict of interest statement and a filing notice has been received by this Society's
407 office by certified mail a minimum of 60 days prior to the Annual Meeting of the
408 General Assembly.

409
410 3. Election: Election of Delegates and Alternate Delegates shall take place at the business
411 meeting of the Annual Session of this Society.

412
413 **B. POWERS AND DUTIES:**

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

417
418 2. Duty: The Chairman of the Delegation shall make or cause to be made a report of the
419 transactions of the House of Delegates to this Society and to its Board of Directors.

420
421 **C. TERM:** The Delegates shall serve a term of one (1) year. The consecutive tenure of a
422 Delegate shall be limited to six (6) terms. The number of terms may be extended upon
423 extenuating circumstances upon approval of the Board of Directors. Election as an Alternate
424 Delegate constitutes a break in consecutive tenure.

425
426 **D. CHAIR OF DELEGATION:** Annually, immediately following the adjournment of the
427 business session during which they were elected, the delegates representing the Society shall
428 caucus and elect from among their own number a Chair and a Vice Chair.

429
430 **ARTICLE VIII – TRUSTEE TO AAO**

431 **A. ELIGIBILITY, NOMINATION AND ELECTION:**

432 1. Eligibility: The Trustee must be an active member of this Society.

433
434 2. Nomination: There shall be a Nominating Committee composed of the voting members
435 of the Board of Directors. This Committee shall present a nomination for Trustee to be
436 posted for active members at least 90 days in advance of their presentation at the
437 meeting of the General Assembly during the ensuing annual session. Active members
438 may submit other candidates to be nominated from the floor provided that a curriculum
439 vitae, a conflict of interest statement and a filing notice has been received by this
440 Society's office by certified mail a minimum of 60 days prior to the Annual Meeting of
441 the General Assembly. The individual presenting the nomination for Trustee must be
442 present to formally introduce the nomination at the meeting of the General Assembly
443 for the nomination to be valid.

444
445 3. Election: The Trustee shall be elected at the business meeting of the annual session by
446 the General Assembly in accordance with these Bylaws.

447
448
449 **B. DUTIES:**

- 450 1. It shall be the duty of the Trustee to represent this Society in all matters pertaining to its
451 affairs coming before meetings of the Board of Trustees of the American Association of
452 Orthodontists or before the annual session thereof and shall follow the mandates of this
453 Society to the extent possible on any matters as to which instructions have been given.
454
- 455 2. It shall be the duty of the Trustee to make a report to the Board of Directors at each
456 meeting and to the Society at each annual session and the Trustee shall serve as a voting
457 member of the Board of Directors and on the Executive Committee of the Society.
458

459 C. TERM OF OFFICE:

- 460 1. Term: The Trustee shall be elected for a term of two (2) years. The consecutive tenure of
461 a Trustee shall be limited to four (4) terms of two (2) years each.
462
- 463 2. Vacancies: In the event the office of Trustee becomes vacant, the President, with the
464 concurrence of the Executive Committee, shall appoint an active member to serve as
465 Trustee.
466
- 467 3. Absences: In the event the Trustee is to be absent for an entire meeting of the Trustees,
468 the President, with the concurrence of the Executive Committee, shall appoint an active
469 member to serve as Trustee.
470

471 **ARTICLE IX – COMMITTEES**

472 A. STANDING COMMITTEES:

- 473 1. NAME: The Standing Committees of this Society shall be:
474 a. Committee on Membership, Ethics and Judicial Concerns
475 b. Committee on Communications
476

477 2. PURPOSE AND AUTHORITY:

478 Committees of this Society are advisory, study and working bodies which are
479 constituted to provide input to the Society from all of the component organizations and
480 to provide a medium for communication between component organizations. Committee
481 authority is limited to study and recommendation within the organizational structure of
482 the Society and its component organizations; this includes authority to seek information
483 pertinent to such studies from any source outside the Society within guidelines as may
484 be established by the Board of Directors. No outside person may participate directly or
485 by observation in any committee deliberations without specific authorization from the
486 Board of Directors. No committee or member of a committee may communicate with
487 any outside person, organization, or agency in such a way as to imply authority to
488 represent the Society or present a Society position without direction of the Board of
489 Directors. The Board of Directors may assign other duties to committees.
490

491 3. MEMBERSHIP, NOMINATIONS, ELECTIONS AND ELIGIBILITY

492 a. Membership:

- 493 i. Committee on Membership, Ethics and Judicial Concerns: The Committee on
494 Membership, Ethics and Judicial Concerns shall consist of one member from each
495 component organization.

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- 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.
 - c. 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.
5. 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.
7. 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.
8. QUORUM: A majority of the members of any committee shall constitute a quorum.
9. MAIL VOTES AND SPECIAL MEETINGS VIA ELECTRONIC MEDIA: Through the use of unanimous written consent, any committee may take any action without

542 convening a meeting. The consent to the action taken must be in writing, must set forth
543 the action so taken, and must be executed by each member of the committee. The
544 members of these Society committees may participate in and act at a meeting called by
545 the committee Chair requiring immediate attention through the use of conferences via
546 telephone and/or other communications equipment. These meetings shall be recorded.
547 The committees may meet via these means but can only act through the use of
548 unanimous written and signed consent. Otherwise, decisions can only be made via in-
549 person meetings.

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551 **10. DUTIES:**

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

- 554
555 i. Study all matters and develop programs relating to membership, including the
556 recruitment of all qualified orthodontists as members;
557
558 ii. Consider and make recommendations on membership applications submitted to
559 the American Association of Orthodontists Board of Trustees;
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561 iii. Study, maintain and promote the Principles of Ethics and Code of Professional
562 Conduct of the American Association of Orthodontists as specified in the Bylaws
563 and policy statements of the American Association of Orthodontists.
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565 b. Committee on Communications: The duties of this Committee shall be to:

- 566
567 i. Publish and distribute to the membership twice each year, a publication to be
568 known as the MSO Newsletter. The dates of publication shall be set by the Board
569 of Directors.
570
571 ii. Collect newsworthy items from the American Association of Orthodontists, the
572 Society, its components and other sources for inclusion in the various media used
573 in communicating with the membership.
574
575 iii. Develop, maintain and update, as necessary, electronic communication with the
576 membership.
577
578 iiiii. Pursue other means of communication with the Society's membership, the AAO,
579 other constituents, the components of the Society and other entities that may
580 benefit from our resources.
581

582 **B. SPECIAL COMMITTEES:** The President, with the consent of the Board of Directors, may
583 appoint committees to perform duties not otherwise assigned by these Bylaws. The authority
584 for the appointment of members of a Special Committee and their numbers shall be set forth
585 in the resolution creating such committee.
586
587

588 **ARTICLE X — RESIGNATION AND REMOVAL**

- 589 A. RESIGNATION: Any elected official may resign at any time by giving written notification to
590 the President or the Secretary-Treasurer of this Society. Such resignation shall take effect at
591 the time specified therein, or immediately, if no time is specified.
592
- 593 B. REMOVAL: Any elected official or representative may be removed from his/her position for
594 cause by the Board of Directors by a two-thirds (2/3) vote of the legal votes cast. The member
595 being voted upon shall be prohibited from voting on the issue. This decision may be appealed
596 to the General Assembly, and if so appealed, shall be considered at the next duly scheduled
597 meeting of the General Assembly. Two-thirds (2/3) vote of the legal votes cast by the General
598 Assembly shall be required to reverse the action taken by the Board of Directors.
599

600 **ARTICLE XI - MEETINGS**

601 A. SESSIONS:

- 602 1. PURPOSE: The sessions of this Society are established to foster the presentation and
603 discussion of subjects pertaining to the improvement of the health of public and the art
604 and science of orthodontics.
605
- 606 2. TIME AND PLACE: The Society shall hold a session annually at a time and place
607 selected by the Board of Directors. The Board of Directors shall have the power to
608 change the time and place of the session, or to cancel it in the event of extraordinary
609 emergency.
610
- 611 3. MANAGEMENT AND GENERAL ARRANGEMENTS: The Board of Directors shall
612 be responsible for conducting the sessions. For this purpose, the Board may establish
613 committees as required.
614
- 615 4. TRADE EXHIBITS: Products or services may be exhibited at sessions at the discretion
616 of the Board of Directors, and in accordance with rules and regulations established by
617 the Board.
618
- 619 5. ADMISSION: Admission to meetings of the sessions shall be limited to members of this
620 Society who are in good standing, and to others admitted in accordance with rules and
621 regulations established by the Board of Directors.
622

623 B. BUSINESS MEETINGS:

- 624 1. Annual Meeting. The Society shall call a meeting of the membership of this Society at
625 least once annually. Such meeting shall be open to all members and known as the
626 General Assembly. The Secretary-Treasurer of this Society shall post an official notice
627 with the time and place of each annual meeting to the active membership at least 30
628 days in advance of the General Assembly during the ensuing annual session.
629
- 630 2. Special Meeting. A special meeting of the General Assembly shall be called by the
631 President on a three-fourths (3/4) vote of the members of the Board of Directors or the
632 written request of more than twenty-five (25) percent of the active members in good
633

634 standing. The time and place of the special meeting shall be determined by the
635 President, provided the date selected shall not be more than forty-five (45) days or less
636 than twenty (20) days after the date the request was received. The business of the
637 special meeting shall be limited to that state in the official call, except the business may
638 be altered by unanimous consent. The Secretary-Treasurer of this Society shall post an
639 official notice of the time and place of each special meeting, along with a statement of
640 the business to be considered, at least fifteen (15) days prior to the opening of such
641 meeting.

642
643 3. Quorum: The Active Members present at a duly called session of the Society shall
644 constitute a quorum for the transaction of business at any meeting.

645
646 4. Order of Business: The order of business shall be that order of business adopted by the
647 General Assembly.

648
649 5. Election Procedures: The Secretary-Treasurer shall provide facilities for voting. If there
650 is only one candidate for a position, the Chair may declare that candidate to be elected.
651 If there is more than one candidate for a position, voting shall be by ballot with the
652 majority of the legal votes cast being required to elect. In the event no candidate
653 receives a majority of the legal votes cast, the candidate receiving the fewest votes shall
654 be removed from the ballot and balloting shall be resumed on the remaining candidates.
655 This procedure shall be followed until one candidate receives a majority of the legal
656 votes cast.

657 **ARTICLE XII — FINANCES**

658
659 A. FISCAL YEAR: The fiscal year of this Society shall begin January 1 of each calendar year
660 and end December 31 of the same calendar year.

661
662 B. GENERAL FUND: The General Fund shall consist of all monies received other than those
663 specifically allocated to other funds by these Bylaws. This fund shall be used to meet all
664 expenses incurred by this Society not otherwise provided for in these Bylaws. The General
665 Fund may be divided into operating and reserve divisions at the discretion of the Board of
666 Directors.

667
668 C. BUDGET PREPARATION AND ADOPTION: The proposed budget for each ensuing fiscal
669 year shall be prepared by the Board of Directors and submitted to the General Assembly for
670 adoption.

671
672 D. REVIEW OF ACCOUNTS: All accounts of this Society shall be reviewed by an independent
673 certified public accountant at least annually, and a report of such review shall be submitted to
674 the Board of Directors.

675
676 E. SURETY BOND FOR OFFICERS AND EMPLOYEES: At the expense of the Society, all
677 officers of the Society entrusted with Society funds shall be bonded by a surety company in
678 an amount prescribed by the Board of Directors.
679

680 **ARTICLE XIII — INDEMNIFICATION**

681 This Society shall indemnify to the full extent authorized or permitted by the Corporation Law of
682 the State of Illinois any person made, or threatened to be made, a party to an action, suit or
683 proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that
684 they are or were a Director of, officer of, employee of, or a member elected or appointed to any
685 position of responsibility within this Society.
686

687 **ARTICLE XIV — PARLIAMENTARY AUTHORITY**

688 The current edition of “Sturgis Standard Code of Parliamentary Procedures” shall govern this
689 organization in all parliamentary situations that are not provided for in the law or in this
690 Society’s corporate charter, Bylaws or adopted rules.
691

692 **ARTICLE XV — AMENDMENTS**

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

- 696 1. presented in writing at a previous session,
- 697
- 698 2. presented in writing to the active membership in a pre-annual meeting publication at
699 least 30 days in advance of the General Assembly during the ensuing annual meeting, or
700
- 701 3. a previous meeting of the same session of the General Assembly. However, these
702 Bylaws may be amended at any General Assembly upon a four-fifths (4/5) vote of the
703 legal votes cast, in which case the amendment need not be submitted as provided above.
704

705 B. AMENDMENT RELATING TO DUES: An Amendment to these Bylaws effecting a change
706 in the dues of members shall require a three-fourths (3/4) vote of the legal votes cast of the
707 General Assembly.
708

709 **ARTICLE XVI — PRINCIPLES OF ETHICS**

710 The Principles of Ethics and Code of Professional Conduct of the American Association of
711 Orthodontists shall be the principles of ethics of this Society.
712

713 **ARTICLE XVII — DISCIPLINARY PROCEDURES**

714 The Disciplinary Proceedings of the American Association of Orthodontists as contained in its
715 Bylaws and policy statements shall be the Discipline Proceedings of this Society.
716

717 **ARTICLE XVIII — SEAL**

718 Both a corporate and ornamental seal shall be recognized as official within this Society.

719 A. CORPORATE SEAL: This shall be employed as an evidence of incorporation on any official
720 document requiring such evidence and shall be used only at the direction of the Board of
721 Directors.
722

723 B. ORNAMENTAL SEAL: This seal shall be the registered trademark logo of this American
724 Association of Orthodontists. This seal is to be used as directed and approved by the Board of
725 Trustees of the American Association of Orthodontists.