

Bylaws of The New York State Society of Orthodontists

Chapter I Name

The name of this organization shall be The New York State Society of Orthodontists, a Component of the Northeastern Society of Orthodontists hereinafter referred to as “the Component” or “Component.”

Chapter II OBJECTIVES

The objectives of this Component shall be:

- A -to advance the art, research, and science of orthodontics.
- B- to contribute its part in health services to the public.
- C- to represent the specialty of orthodontics in the State of New York.
- D -to promote friendship and understanding between its members.
- E- to maintain a cooperative relationship with the Dental Society of the State of New York.

Chapter III ORGANIZATION

Section 1. Organization

This Component is a not-for-profit corporation organized and existing under the laws of the State of New York. If this component shall be dissolved at any time no part of its funds or property shall be distributed to, or among, its members, but, after payment of all indebtedness of the Component, its surplus funds and properties shall be used for orthodontic or dental education or dental research in such manner as the then governing body of the Component may determine.

Section 2 Membership

- A- Membership in the Component shall be available to all members in good standing of the American Association of Orthodontists and NESO who practice or reside in New York State.
- B- Classification of eligibility and membership in this Component shall be the same as defined in the Constitution and Bylaws of the Northeastern Society of Orthodontists with the exception that there will be no non-resident membership.

Section 3. Privileges

- A- All members shall be entitled to attend any scientific session of this society and to such other services and privileges as may be provided by the society to its general membership, except as otherwise stipulated in these bylaws.
- B- Active members in good standing shall further be eligible to vote and to stand for election or appointment to any office or committee of this society.

Section 4. Dues and Assessments

A- Active Members

1. The annual dues for Active and Associate Members of the New York State Society of Orthodontists shall be set from time to time by the affirmative vote of seventy-five percent (75%) of

the executive board in an amount sufficient to fund the activities of the organization. There shall be no dues for Associate Members during the first year following completion of educational requirements. Members who have attained the age of sixty five years, and who have been members in good standing of this society or AAO for at least thirty years, shall be excused from the payment of dues and assessments of the society without prejudice to their privileges.

B- Retired and Honorary Members

1. Retired and Honorary members shall be exempt from dues and assessments

C- Payment of dues and Assessments

1. Payment of dues must be made before August 1. The fiscal year is June 1 to May 31.

2. Special assessments, upon recommendation of the executive board, may be levied by a two thirds vote at a special membership meeting. The funds so obtained from the special assessment may be used only for the stated purpose for which the assessment is made. The membership shall be notified of the date such assessment is due payable.

D-Waiver of dues

Any member of NYSSO, whose dues are waived by NESO or AAO, shall be entitled to a waiver of dues from this society as well, without loss of membership privileges.

E-Forfeiture of Membership

1. If a member ceases to be a member, for any reason, of the Northeastern Society of Orthodontists or the American Association of Orthodontists, his membership in the Component shall automatically terminate.

2. Non-payment of the dues or assessments shall result in forfeiture of membership. Any member dropped from the roll in this manner may be reinstated by paying the dues of the society in accordance with the provisions relating to reinstatement. Members, whose assessments have not been paid within sixty days of the due date, shall be dropped from the roll of the society. Any member dropped from the roll for non-payment of the assessment may be reinstated by paying the assessment of the society in accordance with the provisions relating to reinstatement.

F- Reinstatement

Any member who has been dropped from the roll may be reinstated within one year by the secretary-treasurer upon payment of all indebtedness. Any member dropped from the roll for non-payment of dues or assessment who is not reinstated within one year must pay the equivalent of all dues and assessments payable for the fiscal year in which he was dropped. The secretary shall notify any member dropped from the roll for non-payment of dues or assessments.

G- Resignation

No resignation shall be considered by the society until written notice to that effect is received by the secretary, accompanied by sufficient money to meet all previous indebtedness to the society. A member who has resigned and subsequently seeks membership must pay the equivalent of all dues and assessments payable for the fiscal year in which he resigned.

H- Waiver

Every applicant for membership expressly waives his or her right to hold the society and its officers responsible for any damage, pecuniary or otherwise, in case of refusal of this society to grant membership to the applicant.

Chapter IV. ELECTIVE OFFICERS

Section 1.

The elected officers of the Component shall be president, vice-president and secretary-treasurer.

Section 2.

Only members in good standing are eligible for elective office. Good standing shall mean that a member is in full compliance with the constitution and bylaws of NYSSO, and is also not in financial arrears.

Section 3.

A-. Nomination Committee

1. The nominating committee shall consist of the three available immediate past-presidents.

2. Nominations from the nominating committee shall be presented at the annual meeting of the New York State Society of Orthodontists for election at that meeting. Additional nominations may be made from the floor at the same meeting, provided that written consent from that nominee is received (by registered mail) by the secretary-treasurer of NYSSO at least thirty days before the meeting. The secretary-treasurer shall notify the general membership at least ten days before the meeting of all nominations for office.

B- Election Procedures

1. Election of officers shall be by secret ballot except when there is only one candidate for an office and then such candidate may be declared elected by the president. Election shall be by the majority of the ballots cast. In the event no candidate receives a majority of the votes cast on the first ballot, the two candidates receiving the greatest number of votes shall be balloted on again.

Section 4. Installation

The elective officers shall be installed at the end of the annual session at which they are elected.

Section 5. Vacancies In the event the office of president becomes vacant, the vice-president shall become president for the unexpired portion of the term. A vacancy in the office of vice-president or secretary-treasurer shall be filled by the majority vote of the executive board.

Section 6. Duties of officers

PRESIDENT-The president shall preside at all meetings of the organization. The president shall be a member ex-officio of all committees and shall perform such other duties as may be required by the executive board or membership and, in addition, those duties as usually pertain to this office.

VICE-PRESIDENT-The vice-president shall assist the president in the performance of his/her duties, and serve during the absence of the president or in case of a forced vacancy. The vice-president shall be a member ex-officio of all committees.

SECRETARY-TREASURER-The secretary-treasurer shall keep the records, securities, and funds of the organization and executive board, and shall pay all approved NYSSO invoices. The secretary-treasurer shall keep a roster of all members, together with their addresses. He/She shall carry on all correspondence, notification and other usual functions of a secretary-treasurer. He/She shall make a written annual report to the organization regarding organization business and a financial report on the organization funds. He/She shall have the books audited by a certified public accountant at least biannually, and will present the audit to the executive board for its review. He/She shall turn over to his successor all organization property, funds, or securities in his possession. He/She shall secure adequate bond for the position as well as liability insurance for all elected officers of NYSSO.

Section 7. Tenure of Office

Officers may be re-elected but shall not serve for a period of more than two years in the same office with the exception of the Secretary-Treasurer.

CHAPTER V. MEETINGS

Section 1.

There shall be an annual meeting, the time and place to be selected by the executive board. The annual meeting should coincide with the Northeastern Society of Orthodontists Annual Meeting.

Section 2.

Twenty active members shall constitute a quorum at the Annual Meeting.

Section 3.

Special meetings may be called by the executive board, and held at such time and place as the executive board may consider advisable. A special meeting may also be called for by a petition of fifty members in good standing. Notification of the meeting as well as the agendas must be sent to the membership at least forty five days before such meeting is held. A special meeting must be limited to the agenda items, except by unanimous consent of the attendees at the meeting. Twenty active members shall constitute a quorum.

CHAPTER VI. EXECUTIVE BOARD

The executive board shall be the administrative body of the organization and shall have the control and general management of its business affairs. Such control is to be limited to regular routine business. Any and all unusual and extraordinary business matters shall be submitted to the organization as a whole for review and action.

The executive board shall consist of the two immediate past-presidents, the officers of the organization, and two members representing each district of the Dental Society of the State of New York.

Executive board members shall be selected by their respective districts and their name submitted to the secretary-treasurer of NYSSO. They shall be elected at the annual NYSSO meeting. Only members in

good standing from the respective districts may vote for their representatives. If a district nominee is unopposed, the secretary-treasurer shall cast the ballot to elect. Additional nominations may be made from the floor provided written consent from the nominee is received, by registered mail, by the secretary-treasurer at least thirty days before the meeting. In such an event, ballots by petition from respective district members will be acceptable upon presentation at the election. The president of NYSSO will preside. Any member in good standing may attend an executive board meeting but shall have no power to vote. The term of office for the members of the executive board shall be two years or until others shall be chosen in their place by their district. The executive board shall meet semi-annually. Additional meetings may be called if the majority of the members of the board desire. The executive board shall fill all vacancies in offices and standing committees becoming vacant for whatever causes, either in session, by mail, or by telephone ballot. One half of the members of the executive board shall constitute a quorum. Special committees may be appointed by the president as and whenever needed.

A member of the executive board may be removed for cause at any time by the board of directors by a 2/3 vote of the legal votes cast, with the president casting a ballot on this issue provided that he/she is not the subject of the removal proceeding. Cause shall include, but not be limited to absence at two consecutive executive board meetings or the uncured breach of the provisions of these bylaws. The member being voted upon shall be prohibited from voting on the issue. This decision may be appealed to the membership, and if so appealed, shall be considered at the next duly scheduled meeting of the membership. A 2/3 vote of the legal votes cast by the membership shall be required to reverse the action taken by the board of directors.

CHAPTER VII COMMITTEES

Section 1. NAME

There shall be an executive Committee.

Other committees of this Society may include:

A-Budget Committee

B-Bylaws Committee

C-Program Committee

D-Public and Professional Relations Committee

E-Committee on Relations with Government Agencies.

Special committees shall perform such duties as are prescribed at the time of appointment.

Section 2. Member(s) and appointment:

Member(s) of the committees shall be appointed by the president with the exception of the executive committee.

Section 3. Annual Report

Each committee shall report at an executive meeting.

A-Budget Committee

The duties of the Budget Committee will be:

1. To review the reports of the secretary-treasurer and the audit of the books at the end of each fiscal year. It will make a report of its findings to the executive board at the next year's budget.
2. It will also make recommendations for the next year's budget.
3. Should emergency expenses be required, this committee will make pertinent recommendations to the president.

B-Bylaws Committee

The duties of this committee shall be to examine the bylaws of this society with a view to suggesting necessary changes and shall consist of two members. The Chairman of Constitution and Bylaws Committee of the Northeastern Society of Orthodontists shall be an ex-officio member of this committee.

C-Program Committee

The chairman shall work in liaison with the chairman of the executive and the Local Arrangements Committees of the Northeastern Society of Orthodontists. The duties of this committee shall be to set up programs in compliance with the counsel of the executive board.

D-Public and Professional Relations

The duties of this committee shall be:

1. To aid the Program Committee with programs for lay and general education.
2. To foster cooperation between the component and other organizations in dentistry, liaison with the New York State Dental Association and with other specialty groups.

E-Committee on Relations with Government Agencies

The duties of this committee shall be:

- I. To advise and consult with government agencies.
2. To keep members informed on legislation affecting the specialty of orthodontics.

The executive committee will be composed of the following members; the president, vice-president, secretary-treasurer, and two members of the executive board chosen by the president. This committee shall have the power to act for the full executive board in the interim between sessions of the board, and shall report such actions to the board at its next meeting. The executive committee shall not have the authority to approve expenditures in excess of \$5,000 in any given fiscal year.

CHAPTER VIII. INDEMNIFICATION

The Component shall indemnify and hold harmless each officer, and each member of the councils or committees now or hereafter serving the component from and against any and all claims and liabilities to which he or she may be or become subject by reason of his/her now or hereafter being or having heretofore been an officer, and/or member of a committee of the Component and/or by reason of his/her alleged acts or omissions as an officers and/or member or a committee aforesaid, and shall reimburse each officer and each member of the committees of the Component for all legal and other expenses reasonably incurred by him/her in connection with defending against any such claims or liabilities, provided, however, that no officer or member of a committee shall be indemnified against or be reimbursed for any expense incurred in defending against any claim or liability arising out of his or her own gross negligence or willful misconduct. The foregoing rights of officers and members of committees shall not be exclusive of other rights to which they may be entitled lawfully.

CHAPTER IX. PRINCIPLES OF ETHICS

The Principles Ethics of the American Dental Association and the Code of Ethics of the New York State Dental Association and the Principles of Ethics of the American Association of Orthodontists shall govern the professional conduct of all members.

CHAPTER X. RULES OF ORDER

Sturgis Standard Code of Parliamentary Procedure shall govern all procedures, and shall decide all questions not covered in these bylaws. The order of business shall be:

1. Call to order
2. Reading of the minutes
3. Report of the Secretary-Treasurer
4. Correspondence
5. Report of standing committees
6. Report of special committees
7. Unfinished business
8. New business
9. Good and welfare
10. Adjournment

CHAPTER XI. AMENDMENTS

These bylaws may be amended by a two-thirds vote of the members present at the annual meeting provided the amendment(s) has been presented to the general membership by mail at least thirty days prior to the Annual Meeting.

NYSSO Financial Guidelines

1. These guidelines are established, and may be amended, by the executive board of the NYSSO. They are to be maintained by the treasurer, and distributed to officers and board members as indicated to guide them in expenditure of society funds.
2. Members transacting society business shall be reimbursed for all authorized and reasonable expenses incurred, but not for the member's time, which it is expected, will be donated
3. Whenever practical, members are expected to obtain and submit written receipts for expenses incurred. All reimbursement requests must be submitted to the treasurer on approved society forms with all relevant receipts.
4. The treasurer will reimburse all authorized and reasonable expenses which are properly submitted. If the request is not reasonable, or not within budgetary guidelines, the treasurer will notify the member and the president. The member may accept reimbursement as offered by the treasurer, or appeal to the president, who with consent of the executive board, may authorize the treasurer to make payment.
5. Executive board meetings: Members of the executive board of NYSSO will be reimbursed for travel to and from the meeting, and incidentals such as parking and meals relating to the meeting.
6. Officers attending other dental society, orthodontic society, or governmental agency meetings in the normal course of transacting NYSSO business, or under directive of the executive board, will be reimbursed for travel, meals, and lodging incidental to the meeting.
7. Annual Meetings: Officers will be reimbursed lodging, travel and meals for those days they are transacting society business, including representing NYSSO at NESO functions, participating in running the annual meeting for the general membership, or conferencing with others necessary to conduct the aforementioned business.
8. The secretary-treasurer is authorized to use society funds to pay for all usual and reasonable society expenses, including but not limited to: printing, stationery, postage, phone bills, mailings, executive board Meeting expenses, and regulatory fees.
9. Accounting and legal fees: Necessary to conduct usual society business, must be approved by the president. Unusual professional fees must be approved when possible, by the executive board.
10. Authorization for reimbursements:

secretary-treasurer: to \$1,500

president & treasurer: to \$3,000

executive board needed for all expenses beyond \$3,000