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BYLAWS
of the
NORTHEASTERN SOCIETY OF ORTHODONTISTS

Revised 11/11

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BYLAWS
OF THE
NORTHEASTERN SOCIETY OF ORTHODONTISTS, INC.

Revised 11/10

ARTICLE I — NAME AND TERRITORIAL JURISDICTION

The name of this organization shall be the Northeastern Society of Orthodontists, Inc., incorporated as a not-for-profit corporation in the State of New York, U.S.A., hereinafter referred to as "the Society" or "this Society." This Society is recognized as a constituent of the American Association of Orthodontists hereinafter referred to as the "Association."

The territorial jurisdictions of this Society shall be Maine, New Hampshire, Vermont, Massachusetts, Rhode Island, Connecticut, New York, and the Canadian provinces of Quebec, New Brunswick, Prince Edward Island, Nova Scotia, and Newfoundland as defined by Article IV of the Association's *Bylaws*.

ARTICLE II — PURPOSES

Section A. THE PURPOSES OF THIS SOCIETY, consistent with the purposes of the American Association of Orthodontists, shall be:

1. To advance the art and science of orthodontics;
2. To encourage and sponsor research;
3. To strive for and maintain the highest standards of excellence in orthodontic education and practice;
4. To make significant contributions to the health of the public;
5. To promote goodwill among its members; and
6. To be an indispensable resource for the professional success of its members

Section B. GENERAL: The Society shall, as one of its purposes, have the power to establish *Bylaws*, policies, rules and regulations to govern its members provided such *Bylaws*, policies, rules and regulations do not conflict with, nor limit the *Bylaws* of the Association, and to the extent that they do so conflict with or limit said *Bylaws*, they are void.

ARTICLE III — MEMBERSHIP

Section A. CLASSIFICATION: The members of this Society shall be classified as follows:

1. Active (including Life Active and Active Academic)
2. Affiliate (including Life Affiliate)
3. Academic (non-United States/Canada graduates)
4. Service
5. Retired
6. Honorary— Addition

(In addition, the AAO membership classification also includes student and international.) All consideration regarding membership classification and associated membership issues are directed to the AAO via the NESO executive director.

Section B. ELIGIBILITY AND REQUIREMENTS: The membership of this Society shall be comprised of orthodontists with their principal location of professional activities in the territorial jurisdiction of this Society. The eligibility and requirements for the various classifications of membership shall be as stipulated in these *Bylaws*.

1. Active Members (including Life Active and Active Academic): A dentist within the territorial jurisdiction of this Society as stipulated in Article I, of the *Bylaws*, who meets the following requirements, may apply for active membership in this Society and the Association.
 - a. Education: Successful completion of the full curriculum of an accredited orthodontic program* or successful completion of the educational requirements established by this Society and in effect at the time of completion of education at least one (1) year prior to the date of application for active membership or shall have successfully completed a supervised preceptorship under the requirements of this Society and the Association at the time. In all cases, the education of the applicant must satisfy this Society and the Association.

1 Applicant, upon applying for membership, must be in the exclusive practice of orthodontics**. Multi-trained
2 specialists and those members who meet the requisites of retired status, but do not request such classification,
3 are exempt from this requirement.
4

- 5 b. Pledge: Sign a pledge to adhere to the *Principles of Ethics* of this Society and of the Association.
6
- 7 c. American Dental Association Membership: Be a member in good standing of the ADA on the date of application for
8 membership, if practice or residence is in the United States or one of its possessions, unless the dentist is an AAO
9 member within another membership category, and except those active academic applicants involved only in
10 teaching or research, who are unable to obtain ADA membership because they are not engaged in the practice of
11 dentistry in the United States and do not possess a license to practice dentistry in their respective states, are exempt
12 from this requirement. (An active member who was a member of this Society on May 4, 1983, but not a member of
13 the ADA on that date, is exempt from this ADA membership requirement.)
14
- 15 d. Type of Practice: Active members shall remain in the exclusive practice of orthodontics or forfeit their active member
16 status and be reclassified in another class of membership, except that an active member meeting the requirements
17 for retired membership may retain his/her active member status by payment of active member dues. Active
18 members in temporary military service may retain their active membership status provided that they comply with all
19 other provisions of these *Bylaws*.
20
- 21 e. Academic Membership Status: Active members who are employed full-time in an orthodontic program accredited by
22 the Commission on Dental Accreditation of the American Dental Association or the Commission on Dental
23 Accreditation of Canada shall be designated active academic members and shall have the same privileges as active
24 members. "Full time" means at least four days per week teaching and/or research. The duration of such
25 employment must be verified annually by the chair of the orthodontic department (or, in the case of the chair, by the
26 dean) where the applicant is employed. In order to be active academic members they must be designated as either
27 senior faculty (associate professor rank or higher), or junior faculty (assistant professor or lower) by the employing
28 institution.
29
- 30 f. Life Membership Status: Active members who have attained the age of sixty-five (65) years, and who have been
31 members in good standing of this Society for at least thirty (30) cumulative years (excluding student membership),
32 shall be designated life-active members and shall have the same privileges as active members, except as otherwise
33 provided in these *Bylaws*.
34
- 35 2. Affiliate Members (including Life Affiliate): A dentist within the territorial jurisdiction of this Society, as stipulated in Article
36 I, of the *Bylaws*, who meets the following requirements, may apply for affiliate membership in this Society and the
37 Association.
38
- 39 a. Education: Successful completion of the full curriculum of an accredited orthodontic program*, or shall presently be
40 an active member in good standing who wishes to change to affiliate membership status; or shall have successfully
41 completed a supervised preceptorship under the requirements of this Society and the Association at the time of
42 application. This educational requirement shall be completed at least one (1) year prior to the date of application for
43 active membership. In all cases, the education of the applicant must satisfy this Society and the Association
44
- 45 b. Pledge: Sign a pledge to adhere to the *Principles of Ethics* of this Society and of the Association.
46
- 47 c. American Dental Association Membership: Be a member in good standing of the ADA on the date of application for
48 membership if practice or residence is in the United States or one of its possessions, unless the dentist is an AAO
49 member within another membership category. (An affiliate member who was a member of this Society on May 4,
50 1983, but not a member of the ADA on that date, is exempt from this ADA membership requirement.)
51
- 52 d. Type of Practice: Not be in the exclusive practice of orthodontics** except that an affiliate member who meets the
53 requisites of retired or other membership status, but does not request reclassification to such other status, may
54 retain affiliate membership by complying with all other requirements of affiliate membership.
55

56 * "Accredited orthodontic program," as used in these *Bylaws*, shall mean those advanced specialty education programs in
57 orthodontics that are accredited by the Commission on Dental Accreditation of the American Dental Association or the
58 Commission on Dental Accreditation of Canada.
59

60 ***"Exclusive practice of orthodontics," as used in these *Bylaws*, shall mean the type of dental practice which is limited and
61 restricted specifically and solely to the practice of orthodontics or to the teaching of orthodontics in educational programs
62 accredited by the Commission on Dental Accreditation of the American Dental Association or the Commission on Dental
63 Accreditation of Canada. This specification is applicable to multiple practice locations.
64

65 *** "Multi-trained specialist," as used in these *Bylaws* shall mean educationally qualified in more than one recognized dental
66 specialty and limits dental practice to these specialty areas.
67

- 1 e. Life Membership Status: Affiliate members who have attained the age of sixty-five (65) years, and who have been
2 members in good standing of this Society for at least thirty (30) cumulative years (excluding student membership),
3 shall be designated life-affiliate members and shall have the same privileges as affiliate members, except as
4 otherwise provided in these *Bylaws*.
5

6 Affiliate members in temporary military service may retain their membership provided they comply with all other
7 provisions of these *Bylaws*.
8

- 9 3. Academic Members (non-United States/non-Canada graduates): To be an active academic member (non-United
10 States/Canada graduates) of this Society, a dentist shall meet the following requisites:
11
- 12 a. Education: Successful completion of the full curriculum of a specialty (graduate) orthodontic program outside the
13 United States and Canada.
 - 14 b. Pledge: Sign a pledge to adhere to the *Principles of Ethics* of this Society and of the Association.
 - 15 c. Employment Requirements: Be employed full-time (at least four days per week teaching or research) in an
16 orthodontic program accredited by the Commission on Dental Accreditation of the American Dental Association.
17 Employment must be certified annually by the dean of the dental school where the applicant is employed.
 - 18 d. Term of Status: Academic membership (non-United States/non-Canada graduates) status shall automatically
19 terminate upon the earlier of the following:
20 1. Election to active or affiliate or other applicable membership category in this Society; or
21 2. Termination of full-time employment in an orthodontic program accredited by the Commission on Dental
22 Accreditation of the American Dental Association.
- 23 4. Service Members: To be a service member of this Society, a dentist shall meet the following requisites:
24
- 25 a. Education: Successful completion of the full curriculum of an accredited orthodontic program* or successful
26 satisfaction of the educational requirements established by this Society and in effect at the time of completion of
27 education. In all cases, the education of the applicant must satisfy this Society and the Association.
 - 28 b. Pledge: Sign a pledge to adhere to the *Principles of Ethics* of this Society and of the Association.
 - 29 c. American Dental Association Membership: Be a member in good standing of the ADA, on the date of application for
30 membership, if practice or residence is in the United States or one of its possessions unless the dentist is an AAO
31 member within another membership category. (A service member who was a member of this Association on May 4,
32 1983, but not a member of the ADA on that date, is exempt from this ADA membership requirement.)
 - 33 d. Service: Be a military or civilian employee of the United States or Canadian government.
- 34 5. Retired Members: To be a retired member of this Society, a member shall meet the following requisites:
35
- 36 a. Status: Have retired from the active practice of orthodontics.
 - 37 b. Eligibility: Shall have been an active, affiliate, or service member of this Society for 10 cumulative years prior to retirement,
38 and shall have requested reclassification by this Society. Such reclassification will be made by the AAO upon verification of
39 eligibility and will be effective on August 1 of the calendar year in which the request is made.
 - 40 c. Life Membership: Those members who have been designated life-active members or life-affiliate members shall be
41 designated life-retired members upon retirement.
- 42 6. Honorary Members: To be an Honorary member of this Society an individual shall have made outstanding contribution to
43 the advancement of the art and science of orthodontics and shall be nominated by the Board of Directors and be elected
44 by the membership. The name of any person to be considered for Honorary membership shall be presented in writing,
45 with a brief outline of his accomplishments, to the secretary, endorsed by at least five Active members and then
46 proposed to the Board of Directors during a regular meeting of the Society. Upon recommendation by the Board of
47 Directors, such persons may be elected to Honorary membership. Such election may take place during the same
48 session at which the name is presented.
49

50 Section C. PRIVILEGES:
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- 52 1. Except as set forth elsewhere in these *Bylaws* and policy statements of this Society, all members shall be entitled to all
53 services and privileges as may be provided by this Society to the applicable classifications of membership.
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2. All dues-paying members will receive the *American Journal of Orthodontics and Dentofacial Orthopedics*, the official journal of the Association, which shall include those life-active and life-affiliate members who have been members for 50 or more cumulative years who so request.

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Section D. COUNCIL MEMBERSHIPS:

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1. Only active Members in good standing shall further be eligible to vote and to stand for election to any office of this Society, or as a delegate or alternate delegate to the House of Delegates, or to membership on a council or committee of the Society with the exceptions that:
 - a. Council members who are reclassified as retired while serving their elected term shall remain eligible to complete such elected term;
 - b. Student members may serve on the Council on New and Younger Members
 - c. Academic members (non-United States/Canada graduates) may serve on councils
 3. Vacancies and Absences
 - a. In the event of a vacancy in the membership of any council, the President, after consulting with the Trustee of the Society, shall appoint an active member of other categories as stated in Article III, D. 1. to fill such vacancy until a successor is elected. A successor shall be elected at the ensuing session of the House of Delegates for the remainder of the unexpired term. In the event such vacancy involves the chair of the council, the President shall have the power to appoint an ad interim chair.
 - b. In the event a council member is unable to attend a council meeting, the President, in consultation with the Trustee of the Society, shall appoint an active member or other categories as stated in Article III, D. 1. of the constituent organization which is represented by that absent council member to serve on such council for that meeting only. The appointed member shall have full voting privileges for that meeting only.

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Section E. DUES AND ASSESSMENTS:

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1. Payment: All dues and assessments of the Society shall be determined by the membership of the Society and shall be in addition to the application fee, annual dues and assessments of the Association. All dues, application fees, and assessments shall be payable in U.S. currency. Canadian members, however, may remit payment in Canadian currency in accordance with the AAO *Bylaws*. All dues shall be due and payable on August 1 of each year. Members failing to pay their annual dues and assessments shall forfeit their membership as provided in these *Bylaws*.
 2. Dues:
 - a. Active Members: The annual dues for active members of this Society shall be as follows: The annual dues for members in the first year following completion of educational requirements shall be \$30.00; \$65.00 for the second year of membership following completion of educational requirements in this Society; fifty percent (50%) of the then current active membership dues for the third year of membership in this Society; dues for all subsequent years shall be \$195.00. Life-Active shall pay fifty percent (50%) of the dues and assessments for active membership and shall be exempt from dues if they have been members in good standing of this Association for at least fifty (50) cumulative years.
 - b. Active academic members, senior faculty, shall pay the full dues for active membership unless application is made annually for a reduction of dues to fifty percent (50%) of the full active membership dues. Active academic members, junior faculty, shall pay the full dues for active membership unless application is made annually for a reduction of dues to twenty-five (25%) of the full active membership dues.
 - c. Affiliate Members: The annual dues for affiliate members of this Society shall be as follows: the annual dues for members in the first year following completion of educational requirements, shall be \$30.00; \$65.00 for the second year of membership following completion of educational requirements in this Society; fifty percent (50%) of the then current active membership dues for the third year of membership in this Society; dues for all subsequent years shall be \$195.00. Life-affiliate members shall pay fifty percent (50%) of the affiliate member dues and assessments for affiliate membership and shall be exempt from dues if they have been members in good standing of this association for at least fifty (50) cumulative years.
 - d. Academic members (non-United States/non-Canadian graduates): senior faculty shall pay the full dues for active members unless application is made annually for a reduction of dues to fifty percent (50%) of the full active membership dues. Academic members, junior faculty shall pay the full dues for active members unless application is made annually for a reduction of dues to twenty-five (25%) of the full active membership dues.

- e. Service Members: Service members shall be exempt from dues and assessments.
- f. Retired Members: Retired members shall be exempt from dues and assessments.
- g. Honorary Members: Honorary members shall be exempt from dues and assessments.

Section F. ASSESSMENTS: Upon recommendation of the Board of Directors and approval by the membership, an assessment may be levied on all dues-paying active, affiliate, academic members (non-United States/Canada graduates), and service members by the House of Delegates; provided, that all active, affiliate, academic members (non-United States/Canada graduates) and service members shall be excluded from any assessment during their first two years of membership and shall pay fifty percent (50%) in their third year of membership (determined cumulatively), active academic members and academic members (non-United States/Canada graduates) shall be either excluded from the levy of any assessment or assessed at a lesser amount; and life-active and life-affiliate members shall be excluded from dues and assessments if they have been members in good standing of this Association for at least fifty (50) cumulative years. The resolution of the Board recommending such an assessment shall state the purpose of the assessment, the amount 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 as provided in these *Bylaws*. A resolution proposing an assessment may be adopted by a two-thirds affirmative vote of the active members present at the second business meeting of the annual session of the Society provided that it has been presented to the members at the first business meeting of that annual session, and a copy of the resolution has been mailed to the membership at least thirty (30) days previous to the date of the annual session. The thirty (30) day notification may be waived by a three-fourths affirmative vote of the active members present at the first business meeting of the annual session at which the resolution is presented. If the thirty-day requirement is waived, the proposed resolution shall be voted upon at the second business meeting and shall also require a three-fourths affirmative vote for its adoption.

Section G. WAIVER OF DUES: Upon application, a dues-paying member who has suffered significant financial hardship due to an act of God or other similar event beyond the member's control, or a medical condition, or a dues-paying member who serves in the reserves for the U.S. or Canadian government and has been activated for military duty, may be exempt from payment of 100% or 50% (determined by the Society in its discretion) of the current year's dues and assessments.

Section H. NON-PAYMENT OF DUES AND/OR ASSESSMENTS, LOSS OF MEMBERSHIP AND REINSTATEMENT: Members whose dues have not been paid by November 1, or whose assessments have not been paid within sixty (60) days of the due date shall be dropped from the roll of the Society. Any member who has been dropped from the roll for this reason may be reinstated within three (3) years after being dropped from the roll by approval of the Board of Directors and upon payment of all indebtedness plus a reinstatement fee equivalent to the new member application fees, unless this has been waived for good cause by the Executive Committee upon recommendation of the Membership, Ethics and Judicial Concerns Committee. Any member dropped from the roll for non-payment of dues who is not reinstated within one year must make application as a new member and pay the equivalent of all dues and assessments payable for the fiscal year in which s/he was dropped, in addition to the new member application fees, unless this has been waived for good cause by the Executive Committee upon recommendation of the Membership, Ethics and Judicial Concerns Committee. The secretary shall notify any member dropped from the roll for non-payment of dues or assessments by registered letter on Society stationery.

Section I. APPLICATION, ELECTION TO MEMBERSHIP AND REAPPLICATION:

1. Application:

Application for all classes of membership shall be made on the form prescribed by this Association (AAO). Applications for all categories of membership shall be requested from and submitted to the Secretary-Treasurer of this Association and accompanied by the required application fee. This Association may charge an application fee in an amount to be determined by the Board of Trustees.

Once accepted, applicants for active, affiliate or retired membership shall be deemed to be members of the constituent organization in whose region the applicant primarily resides, or maintains/last maintained a principal practice location, at the election of the applicant. Notwithstanding the provisions of Article III.H.6, service members who do not reside within the boundaries of a constituent organization may choose to belong to the constituent organization where the member plans to practice or reside upon completion of military service.

Under extenuating circumstances, an application for active or affiliate membership may be deemed to be a member of a constituent organization other than that in which the applicant practices or primarily resides upon approval by the Board of Trustees of this Association in consultation with the affected constituent organizations. 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 a constituent organization.

2. Nondiscrimination:

Nothing contained in the *Bylaws* or policies of this Association shall operate against eligibility for membership in the Association on the grounds of color, religion, race, sex, age, national origin, political affiliation, or physical disability.

3. Reapplication:

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

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6 4. Denial and Review of Membership:

7
8 Nothing herein contained shall prevent this Association through the Council on Membership, Ethics and Judicial
9 Concerns from denying or terminating membership in any classification, on its own volition and at its discretion, to any
10 person who fails to satisfy the requirements for membership, or who would not, through his/her membership, contribute
11 to the general welfare of the public, good of the profession, or to the reputation of this Association. Notwithstanding the
12 foregoing, any applicant whose application for membership is denied by this Association may appeal that decision to
13 such Council. The Council shall utilize the procedures set forth in Article XVII in considering all such appeals and/or
14 terminating the membership of any member of this Association. The decision by the Council shall be final with no right of
15 appeal.

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17 5. Determination of Qualifications:

18
19 Nothing herein contained shall prevent (a) this Association, in its sole discretion and on its own volition or in conjunction
20 with any constituent organization, from conducting an investigation of any matter prior to or after membership in any
21 category has been granted, which it considers necessary for determining the qualifications of any applicant for
22 membership in any classification, or (b) any constituent organization from requiring active or affiliate members to attend a
23 membership orientation program after membership has been granted by this Association, and the failure to complete
24 such program may result in termination of membership by this Association.

25
26 6. Relocation from one Jurisdiction to Another:

27
28 To retain membership in this Society, a member who moves his/her principal practice location or primary residence into
29 the geographical region of another constituent organization must make timely reapplication to this Association in order to
30 maintain continuity of membership; provided, that, retired members who move to the geographical territory of a different
31 constituent organization may elect to make such reapplication or maintain their membership in their previous constituent
32 organization. This Association may, in its sole discretion, waive any or all application requirements for persons
33 transferring from another constituent organization.

34
35 Membership may be retained in the original constituent organization during the period required for transfer of
36 membership. Should such transfer of membership be refused, the member has the right of appeal to the Council on
37 Membership, Ethics and Judicial Concerns of this Association for adjudication of the matter, and the decision of this
38 Council shall be final. Pending the decision of such an appeal, membership may be retained in the original constituent
39 organization.

40
41 7. Reclassification:

42
43 The Association reserves the right to reclassify members as a result of any change in the status or type of the practice of
44 such a member.

45
46 **ARTICLE IV — COMPONENT ORGANIZATIONS**

47
48 Section A. NAMES AND TERRITORIAL JURISDICTION: The names and territorial jurisdiction of the component organizations
49 shall be:

- 50
51 1. Atlantic Orthodontic Association
52 2. The Connecticut State Society of Orthodontists, Inc.
53 3. Massachusetts Association of Orthodontists, Inc.
54 4. The New Hampshire Association of Orthodontists, Inc.
55 5. New York State Society of Orthodontists, Inc.
56 6. L'Association Des Orthodontists Du Quebec
57 7. Rhode Island Association of Orthodontists
58 8. Maine Association of Orthodontists, Inc.
59 9. The Vermont Society of Orthodontists, Inc.
60

61 Section B. ORGANIZATION: Components of the Society may be organized on a state or provincial basis in conformity with the
62 *Bylaws* of the Association and the *Bylaws* of this Society. Members of component societies must be like members of this Society.
63 The component societies so created shall have those powers, duties, and responsibilities as may be given or imposed by this
64 Society and the Association. The constitution and/or *Bylaws* of each component shall not be in conflict with, nor limit, the *Bylaws*
65 and rules of this Society, nor those of the Association. A copy of the constitution and/or *Bylaws* of the component, and any

1 changes which may be made thereafter, will first be filed with the Secretary of this Society and the Association and must be
2 approved by this Society before they can be effective in the component.
3

4 **ARTICLE V — BOARD OF DIRECTORS**

5
6 Section A. COMPOSITION: There shall be a Board of Directors, the voting membership of which shall consist of the president,
7 president-elect, immediate past president, secretary, treasurer, trustee and one other past president to be appointed by the
8 president, delegates and alternate delegates to the AAO House of Delegates, component directors, communications director,
9 representatives to the AAO Councils and chair of all Standing Committees. In addition, the non-voting membership of the Board
10 of Directors shall consist of the parliamentarian, special committee chairs and members of the Nominating Committee.
11

12 Section B. POWERS AND DUTIES: The Board of Directors shall be the managing body of the Society, vested with full power to
13 conduct all of its business, subject to the mandates of the membership. It shall have the powers:
14

- 15 1. To establish rules and regulations, not inconsistent with these *Bylaws*, to govern its organization and procedure.
- 16 2. To transmit to the Association matters of interest to this constituent;
- 17 3. To transmit to the AAO House of Delegates any resolution formally endorsed by a NESO component Society as per their
18 *Bylaws*. This resolution may be endorsed by this Society by majority vote of the Board of Directors or lacking this, such
19 resolution will be submitted by request.
- 20 4. To establish ad interim policies between annual sessions when such policies are necessary for good management of the
21 Society, provided, however, that all such policies must be presented to the membership for review at the next meeting of
22 the Society.
- 23 5. To authorize expenditures, the board shall establish, and be guided by, written financial guidelines which shall be kept in
24 the custody of the treasurer. The Board shall meet at the time of the annual session and shall hold an ad interim meeting
25 each spring in the Society's area prior to the annual session of the Association. It shall be the duty of the Board of
26 Directors to perform those tasks and assignments given to it under these *Bylaws* and as may be prescribed to it from
27 time to time by the membership. The Board of Directors shall review all reports and make recommendations thereon,
28 prior to their submission to the membership and shall make a report of its actions to the membership at the annual
29 session of the Society. Attendance at meetings of the Board shall be limited to Board members except as otherwise
30 provided in these *Bylaws* or by permission of the president.
- 31 6. Counsel and Assistance: The Society shall have the right to engage legal counsel, administrative help or other
32 employees, whose duties shall be determined by the Board of Directors.

33
34 Section C. QUORUM: A majority of the voting membership of the Board shall constitute a quorum for the transaction of business.
35

36 Section D. EXECUTIVE COMMITTEE: The Executive Committee shall be a subcommittee of the Board. It shall be composed of
37 the president, president-elect, secretary, treasurer, trustee, the immediate past president, and one other past president to be
38 appointed by the president. The chair of the committee shall be the president-elect. It shall have the following duties:
39

- 40 1. To act on behalf of the Board of Directors on matters of an emergency nature arising between sessions of the Board.
- 41 2. To recommend dates and locations of future sessions to the Board of Directors. It shall direct the Society's management
42 office to negotiate and formulate meeting site contracts, and review and approve them. Approved contracts are to be
43 signed by the president and one other Society officer designated by the president.
- 44 3. To receive a report from the trustee on issues of special importance.
- 45 4. To carry out any special function that the president or Board of Directors assigns to it.
- 46 5. Special Meetings via Electronic Technology: The members of the Executive Committee may participate in and act at a
47 meeting of the Executive Committee called by the chair on matters of the Society requiring immediate attention through
48 the use of conferences via telephone and/or other communications equipment. The meeting's minutes shall be recorded
49 and made a part of the action of the Executive Committee.
- 50 6. Mail Vote: Through the use of unanimous written consent, the Executive Committee (or any committee of the Board of
51 Directors) may take any action without convening a meeting. The consent to the action taken must be in writing, must set
52 forth the action so taken, and must be executed by each member of the committee taking the action. Conventional mail
53 or electronic mail is permitted to serve as the written consent.

- 1 7. Voting by proxy shall be permitted. However, a proxy shall be limited to a single meeting and to the published agenda.
2 The statement authorizing the proxy shall be in writing, state clearly the wishes of the voter, to whom he/she is assigning
3 the proxy, and be delivered, in written or electronic form prior to the meeting.
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5 **ARTICLE VI — OFFICERS**
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7 Section A. TITLE: The officers of this Society shall be the president, president-elect, secretary, treasurer, and trustee.

8 Section B. QUALIFICATIONS: Only Active members of this Society in good standing shall be eligible to serve as officers.
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10 Section C. NOMINATION AND ELECTION:
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- 12 1. Nominations for offices of president-elect, secretary, treasurer, trustee, delegates and alternate delegates and
13 communications director, shall be presented by the Nominating Committee at the first business meeting of the annual
14 session. Additional nominations may be made from the floor at this same meeting.
15
16 2. Election of the officers and delegates listed in Section C, subsection 1 of this Article shall take place at a subsequent
17 business meeting of the same session at which the nominations were made. For offices which are uncontested, election
18 may be by voice vote; otherwise election shall be by closed ballot.
19
20 3. Installation of officers shall take place at the annual session at which they are elected.
21

22 Section D. TERMS OF OFFICE: The president shall assume office automatically at the conclusion of his/her term as president-
23 elect. The officers shall serve for a term of one (1) year, except the trustee, who shall serve for a term of two (2) years. The
24 tenure of a member in any elective office shall be limited to a maximum of six (6) consecutive years, except the trustee, who shall
25 be limited to a total of eight (8) consecutive years. The officers shall serve until their successors are elected. Each term shall
26 begin at the end of the annual session at which elected.
27

28 Section E. VACANCIES: When an elective office, other than that of president or president-elect, shall become vacant through
29 resignation, death, or otherwise, the Executive Committee of the Board of Directors shall appoint a member to serve for the
30 unexpired term. If the office of president becomes vacant, the duly elected secretary shall automatically assume the presidency.
31 If the elected secretary is unable to assume the presidency, the president-elect shall automatically assume the office of president.
32 In the event of a vacancy in the office of president-elect, the office of "president for the ensuing year" shall be filled at the next
33 annual session in the same manner as that provided for nomination and election of officers in these Bylaws.
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35 Section F. DUTIES OF OFFICERS:
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- 37 1. President: The president shall serve as the official representative of this Society in its contact with governmental, civic,
38 business and professional organizations for the purpose of advancing the objectives and policies of the Society; serve as
39 chair of the Board of Directors, voting only in case of a tie; submit an annual report to the membership; closely monitor
40 the expenditure of Society funds to ensure that a financial deficit is not incurred; annually appoint a parliamentarian and
41 an historian, and perform such other duties as may be provided in these *Bylaws* or as may be prescribed by the Board of
42 Directors, and as usually pertain to this office.
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44 2. President-elect: The president-elect shall assist the president as requested. S/he shall perform such other duties as
45 may be provided in these *Bylaws*, or as may be prescribed by the Board of Directors, as usually pertain to this office.
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47 3. Secretary:
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49 a. It shall be the duty of the secretary to verify the recording and processing of all the transactions of the Society and to
50 verify the creation and processing of all correspondence, to notify officers, committee members and others of their
51 election or appointment and their duties and responsibilities.
52
53 b. S/he shall verify that the executive director promptly notify the secretary of the Association of election of the trustee
54 and shall furnish credentials showing that person to be the duly elected representative of the Society to the Board of
55 Trustees to the Association. In like manner, s/he shall verify that the executive director notifies the secretary of the
56 Association at least sixty (60) days in advance of its annual session of the names of elected delegates and alternate
57 delegates showing them to be the duly elected representatives of the Society to the House of Delegates of the
58 Association.
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60 c. S/he shall see that written reports are solicited from the chair of all committees, and from the Society's
61 representatives on the Association's councils and committees, for all regular meetings of the Board of Directors.
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63 d. S/he shall assist and verify that the executive director prepares a summary of the minutes and unfinished business
64 of the Board of Directors' meetings and the Society business meetings and distribute these to the members of the
65 Board within thirty (30) days after the annual session.
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- e. S/he shall see that the strategic plan is being implemented and developed in accordance with the Standing Resolutions of the Society and shall report on the status of the plan at the annual session and ad interim meeting of the Board.
 - f. At the expiration of his/her term of office, s/he shall turn over to his/her successor all records and property relating to his office.
 - g. S/he shall perform such other duties as may be provided in these *Bylaws*, or as may be prescribed by the Board of Directors, and as usually pertain to this office.
 - h. S/he shall assist the executive director in creating and maintaining an annual session modus operandi for the purpose of meeting planning.

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4. Treasurer

- a. S/he shall see that books are audited annually by a certified public accountant; that bills are paid after they have been audited and approved, that annual tax returns have been filed, and that receipts, expenditures and vouchers are maintained thereof; and that a full and detailed report of the financial affairs of the Society is made.
- b. S/he shall see that, at the beginning of each fiscal year, a copy of the financial guidelines Standing Resolutions, and the Society's *Bylaws* are distributed to all officers, committee chairs and delegates.
- c. S/he shall assist the Budget and Finance committee in preparing a budget for the society and insure that the approved budget is followed during the year.
- d. S/he shall request and review regular reports on the business of the society, including, but not limited to allocation of executive director's time, monthly expenditures, and comparisons of expenses to budgets.
- e. S/he shall assist the secretary with the responsibilities related to the Strategic Plan as outlined in Section 3, Paragraph E of the secretary's duties.

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- 5. Communications Director: It shall be the duty of the Communications Director to be responsible for all forms of the Society's communications. He/she shall be a member of the Board of Directors. He/she will be assisted by two non-board positions, newsletter manager and webmaster. The Communications Director will make an annual report to the Board of Directors.
 - 6. Historian: It shall be the duty of the historian to collect all pertinent historical data pertaining to this Society and keep it in a suitable repository.
 - 7. Trustee: It shall be the duty of the trustee, in consultation with the Board of Directors, to represent this Society on the Board of Trustees of the Association.
 - 8. Executive Director: An Executive Director may be employed whose duties shall be to carry out the details of and assist the Secretary's and Treasurer's office and perform other duties as may be designated by the Board of Directors of the Society. The Executive Director shall be contracted or employed and be responsible to the Board of Directors who shall fix the compensation and tenure of the position. The Executive Director shall make an annual report to the Board of Directors.

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The executive director shall furnish a fiduciary bond of at least fifty thousand dollars (\$50,000).

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Section G. MODUS OPERANDI: Each officer shall prepare a current modus operandi of his office and shall pass it on to his successor at the conclusion of his term of office.

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ARTICLE VII — DELEGATES TO THE ASSOCIATION'S HOUSE OF DELEGATES:

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Section A. ELIGIBILITY, NOMINATION AND ELECTION: Delegates and alternate delegates shall be elected and certified in conformity with the provisions of Articles III and IV of the Association's *Bylaws* and Articles IV and V of these *Bylaws*. Eligibility for the positions of delegates and alternate delegates is limited to active members in good standing.

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Section B. POWERS AND DUTIES: To represent this Society in the Association House of Delegates in accordance with these *Bylaws*, policies and rules.

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Section C. TERM AND DUTIES: The term of each delegate shall be one (1) year.

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Section D. CHAIR OF DELEGATION: The chairperson will be nominated by NESO's Nominating Committee in consultation with the Executive Committee every two years, and elected at the second business meeting of the Annual Session. The first year, he will serve as vice-chairperson of the delegation. The final two years he will serve as NESO's House of Delegates Chairperson. This individual will be chosen from the delegation representing NESO at the upcoming AAO Annual session. If the Chairperson is unable to fulfill their duties the vice-chair will preside. If it is a year where there is only a chair, the immediate past chair will preside.

Section E. ALTERNATE DELEGATES: The president shall designate an alternate to serve in place of any delegate unable to attend a meeting of the House of Delegates.

ARTICLE VIII — COMMITTEES

Section A. STANDING COMMITTEES: The Standing Committees of this Society shall be:

Committees related to AAO Councils:

- 1. Communications, Public and Professional Relations Committee
- 2. Governmental Affairs Committee
- 3. Insurance Committee
- 4. Membership, Ethics and Judicial Concerns Committee
- 5. New and Younger Member Advisory Committee
- 6. Orthodontic Education Committee
- 7. Orthodontic Health Care Committee
- 8. Orthodontic Practice Committee
- 9. Scientific Affairs Committee

Other Standing Committees:

- 10. Annual Meeting Planning Committee
- 11. Budget and Finance Committee
- 12. *Bylaws* Committee
- 13. Editorial Review Committee
- 14. Investment Committee
- 15. Leadership Development Committee
- 16. Management Relations Committee
- 17. Nominating Committee

Section B. COMMITTEES - 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 to and from the Association and the component organizations. Committees shall report, if applicable, both council and committee activity at every Board of Directors meeting. Committee authority is limited to study and recommendation within the organizational structure of the Society and its component organizations and includes the 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 committees or members of a committee may communicate with any outside person, organization or agency in such a manner as to commit or contract for goods or services, imply authority to represent the Society or present a Society position without direction, permission and/or authorization by the Board of Directors. The Board of Directors may assign other duties to committees as it sees fit.

Section C. COMMITTEE APPOINTMENTS AND TERM OF OFFICE: The president, after consultation with the chair of the *Bylaws* Committee and with input from the Nominating Committee and committee chair, shall solicit nominations from component presidents and shall appoint the committee members. All NESO members shall be eligible to serve on committees of this Society. In those instances where these *Bylaws* do not designate a chair, the chair shall be appointed by the president for a term of one (1) year. The chair should have had some previous experience or special expertise such as having worked on the committee previously or on a similar committee in another organization. Except as otherwise indicated herein, the term of office of standing committee members shall be one (1) year.

Section D. NOMINATION TO COUNCILS: The trustee, after consultation with the Nominating and Executive Committees, shall make the nominations to the various Association councils.

Section E. EX-OFFICIO MEMBERS, CONSULTANTS: The president shall be an ex-officio member of all committees except the Nominating Committee. The president shall have the power to appoint consultants to committees. The trustee will be an ex-officio member of all committees. Consultants and ex-officio members may serve on committees without vote and shall not be counted toward obtaining a quorum.

Section F. DUTIES OF THE COMMITTEES:

1 Committees related to AAO Councils:

- 2
- 3 1. Communications, Public and Professional Relations Committee: This committee shall consist of a chair who will be
- 4 appointed for two (2) year terms. The member appointed will be selected to represent appropriate demographic groups
- 5 of the Society. The chair of the committee shall be the Society's representative to the Association's Council on
- 6 Communications. The committee will promote lay and general education in orthodontics, foster cooperation between the
- 7 Society and other organizations in dentistry, encourage and promote high standards of professional quality and keep the
- 8 Society informed on matters affecting the specialty of orthodontics. In the event an ad hoc committee needs to be
- 9 formed to address a particular issue, the chair in consultation with the president, will select the appropriate number of
- 10 members to review and make recommendations.
- 11
- 12 2. Governmental Affairs Committee: This committee shall consist of a chair appointed for two (2) year terms. The member
- 13 appointed will be selected to represent appropriate demographic groups of the Society. The chair of the committee shall
- 14 be the Society's representative to the Association's Council on Governmental Affairs. The committee shall establish
- 15 communications, relative to legislation affecting the practice of orthodontics, with the council or committee on legislation
- 16 of the comparable constituent of the American Dental Association or the Canadian Dental Association. The committee
- 17 shall work in timely communication with the Council on Governmental Affairs of the Association. The committee shall
- 18 review and summarize current legislative bills, reports and policies affecting the practice of orthodontics, for
- 19 dissemination to the Board of Directors and appropriate committees of this Society. These communications shall be
- 20 available to members upon request. It shall render a report to the Board of Directors at each meeting. In the event an ad
- 21 hoc committee needs to be formed to address a particular issue the chair, in consultation with the president, will select
- 22 the appropriate number of members to review and make recommendations.
- 23
- 24 3. Insurance Committee: This committee shall consist of a chair who will be appointed for two (2) year terms. The member
- 25 appointed will be selected to represent appropriate demographic groups of the Society. The chair shall be the Society's
- 26 representative to the Association's Council on Insurance. In the event an ad-hoc committee needs to be formed to
- 27 address a particular issue the chair, in consultation with the president, will select the appropriate number of members to
- 28 review and make recommendations.
- 29
- 30 4. Membership, Ethics and Judicial Concerns Committee: This committee shall consist of one (1) member. S/he shall serve
- 31 as the Society's representative to the Association's Council on Membership, Ethics and Judicial Concerns.
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- 33 The duties of the committee shall be to:
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- 35 a. Be responsible for membership retention.
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- 37 b. Conduct a close liaison with the newer members of the Society through the New and Younger Members Committee.
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- 39 c. Assist the AAO in processing complaints from members related to the AAO's Principles of Ethics.
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- 41 d. Receive, investigate, and make recommendations to the Board on all dues waiver requests.
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- 43 e. Cause ad hoc committees to be formed, in consultation with the president, to deal with specific membership issues.
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- 45 5. New and Younger Member Advisory Committee: This committee shall consist of nine (9) members in practice eight (8)
- 46 years or less, whose terms are staggered such that two members are selected each year for four year terms. The
- 47 members shall be selected whenever possible to represent each component of the Society. The President-elect of
- 48 NESO shall be an ex-officio member. The chair of the committee shall be the representative to the AAO Council on New
- 49 and Younger Members. The vice-chair shall be appointed by the president to carry out the activities of the committee
- 50 and report same to the chair. The duties of the committee shall be to:
- 51
- 52 a. maintain a close liaison with all young and newer members of the Society;
- 53
- 54 b. solicit, review, and evaluate suggestions from all the new and younger members of the Society on an annual basis
- 55 (annual survey);
- 56
- 57 c. summarize these findings for the semi-annual reports to the Board;
- 58
- 59 d. develop initiatives and solutions with the Board;
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- 61 e. lead initiatives and solutions with the Board;
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- 63 f. in concert with the Board and its other Committees, work to implement actions of the Board relative to the new and
- 64 younger members.

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6. Orthodontic Education Committee: This committee shall consist of a representative from each of the orthodontic departments within the geographical jurisdictions of this Society. The chair of this committee shall be the Society's representative to the Association's Council on Orthodontic Education. The committee shall concern itself with all matters pertaining to orthodontic education on predoctoral, postdoctoral and continuing education levels. It shall promote and maintain a liaison between the membership of the Society and orthodontic department chair, directors of continuing education, and the American Board of Orthodontics
 7. Orthodontic Health Care Committee: This committee shall consist of a chair who will be the (Society's) representative to the Association's Council on orthodontic Health Care. The Committee's responsibilities will include reviewing developments in the area of public health relating to orthodontics as it may be of a concern to the members of our Society. A report will be given to the Board of Directors at the annual session. If there is a need for an ad hoc committee to be formed to address a particular issue the chair, in consultation with the president, will select an appropriate number of members to review and make recommendations.
 8. Orthodontic Practice Committee: This committee shall consist of a chair and shall be appointed for two (2) year terms. The members appointed will be selected to represent appropriate demographic groups of the Society. The chair of the committee shall be the Society's representative to the Association's Council on Orthodontic Practice. In the event an ad hoc committee needs to be formed to address a particular issue, the chair in consultation with the president, will select the appropriate number of members to review and make recommendations.

22 The duties of the committee shall be to study current Society activities in the following manner:

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- a. determine and elucidate any unmet needs of the membership;
 - b. develop ideas and concepts affecting the practice of orthodontics and its relationship to the Society;
 - c. cooperate with existing similar committees of the component societies;
 - d. gather information regarding the supply and need for orthodontic services in the jurisdictional areas of the Society and provide assistance to members seeking to establish new practice relationships and locations;
 - e. assist the Membership, Ethics and Judicial Concerns Committee in the orientation of new members;
 - f. in concert with the Board and its other Committees, work to implement actions of the Board relative to the new and younger members
9. Scientific Affairs Committee: This committee shall consist of five (5) members, all of whom must possess research experience, and whose terms shall be staggered such that one member is appointed each year for a five-year term. The chair shall be the Society's representative to the Association's Council on Scientific Affairs. The president shall appoint a vice-chair to carry out the activities of the committee and to report same to the chair. The committee shall annually solicit and evaluate applications for research support from postdoctoral students in orthodontic programs in schools within the geographic area of the Society, for the purpose of providing grants to those it finds worthy of support. The committee is empowered to grant funds for research under the customary procedure established by the committee and approved by the Board of Directors. The committee shall annually solicit research reports from individuals and institutions in the Society's geographic area, and be responsible for presentation of the research session, at the annual session, under the direction of the program chair.

49 Other Standing Committees:

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10. Annual Meeting Planning Committee: Shall consist of the General Chair (who is Chair of the Committee), the Scientific Chair (s), the Social Chair, the Exhibit/Sponsor Chair, the Registration Chair, and the President of the year of the Annual Meeting. The responsibility of the Committee is to plan and execute the Annual Meeting in conjunction with the Executive Director. Members and responsibilities of the committee shall be as outlined in the Standing Resolutions.
 11. Budget and Finance Committee: This committee shall consist of the president-elect of the Society who shall act as this committee's chair. Other members of this committee shall be the immediate past president, the secretary, the treasurer, the investment subcommittee chair and one director who is nominated by the president and elected by the Board. The committee shall present, at the annual session, a budget for the next fiscal year showing the estimated amounts of income and disbursements of the Society. It shall receive in writing all requests from officers and committee chairs, for funds to be expended by them during said fiscal year, in time for consideration by the committee before its final report to the Board of Directors and the Society. The committee shall review all fiscal matters of the Society and make recommendations to the Board of Directors and the Society in such matters.
 12. Bylaws Committee: This committee shall consist of the chair, the parliamentarian and one director who is nominated by the president and elected by the Board of Directors, and the chair of the Committee on Membership. The committee shall

1 review the provisions of these *Bylaws* in order to keep them consistent with the policies of the Society; prepare
2 recommended revisions of, and editorial changes in, the *Bylaws* as required by changes in policies or provisions of the
3 Association's *Bylaws*; and present its recommendations to the Board of Directors for consideration prior to presentation
4 to the Society membership for a vote. This committee, with the approval of the Board of Directors, shall have the
5 authority to correct Article and Section designations, with punctuation and cross-references and to make other such
6 technical and conforming changes as may be necessary to reflect and clarify the intent of the Society.
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- 10 13. Editorial Review Committee: This committee will review the content of all communications of the Society. It will be
11 comprised of the Communications Director and one senior member of the Executive Committee.
 - 12 14. Investment Committee: The investment committee shall oversee all investments including the general and reserve
13 funds. They shall issue a financial report to the Board of Directors at the ad-interim meeting and annual session. These
14 members of the investment committee shall be the trustee, the treasurer, the immediate past president and one director
15 who is nominated by the president and elected by the Board of Directors. The Trustee shall serve as chair.
 - 16 15. Leadership Development Committee: This committee shall consist of a past president as chair and the Secretary. The
17 chair will be appointed annually by the president in consultation with the Executive Committee. The chair will appoint (on
18 an ad hoc basis) committee members as needed to accomplish the responsibilities of the committee. The responsibilities
19 of the committee are to identify and solicit future leaders and to provide the necessary leadership tools to the identified
20 future leaders.
 - 21 16. Management Relations Committee: This committee shall consist of a past president, appointed by the president, who
22 will act as the committee chair, the immediate past president, the president-elect, the secretary and the treasurer. The
23 committee shall maintain close liaison with, and supervision of, persons employed by the Society for the administration of
24 its affairs. It shall have the responsibility for reviewing contract renewals and making contract recommendations to the
25 Board of Directors. It shall report to the Board of Directors at each meeting.
 - 26 17. Nominating Committee: This committee shall consist of the three (3) available most immediate past presidents, the
27 President and the Trustee. The chair shall be the most recent Past President who is available to serve. The committee
28 shall present nominations for the officers of the Society, and after input and advice from the Executive Committee, shall
29 propose nominations for the positions of delegates and alternate delegates in accordance with the provisions of Articles
30 VI and VII of these *Bylaws*.

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34 Section G. MODUS OPERANDI: Each committee chair shall prepare a current, written modus operandi of his committee and
35 shall pass it on to his successor at the conclusion of his term of office.

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37 Section H. SPECIAL COMMITTEES: The president, with the consent of the Board of Directors, may appoint special committees
38 to perform duties not otherwise assigned by these *Bylaws*. The Board of Directors or the membership may also appoint special
39 committees, the purpose and makeup to be determined by the resolution creating such committee.

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41 Section I. SUBCOMMITTEES: Committees may establish subcommittees as needed. Only the chair of the subcommittee need
42 be a member of the committee.

43 44 **ARTICLE IX - RESIGNATION AND REMOVAL**

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46 Section A. RESIGNATION: Any elected official may resign at any time by giving written notification to the president or the
47 secretary of this Society. Such resignation shall take effect at the time specified therein, or immediately, if no time is specified.

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49 Section B. REMOVAL: Any elected official or representative may be removed from office for cause by the Board of Directors by a
50 two-thirds vote of the legal votes cast. The member being voted upon shall be prohibited from voting on the issue. This decision
51 may be appealed to the membership and if so appealed, shall be considered at the next duly scheduled meeting of the
52 membership. A two-thirds vote of the legal votes cast by the membership shall be required to reverse the action taken by the
53 Board of Directors. If a motion to reverse the action of the Board does not carry or if such a motion is not made, the action of the
54 Board shall be considered to be upheld by the membership.

55 56 **ARTICLE X — MEETINGS**

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58 Section A. SCIENTIFIC MEETINGS:

- 59 1. Purpose: The scientific sessions of this Society are established to foster the presentation and discussion of subjects
60 pertaining to the improvement of the health of the public and the art and science of orthodontics.
- 61 2. Time and Place: The Society shall hold a scientific session annually at a time and place selected by the Board of
62 Directors. The Board of Directors shall have the power to change the time and place of the scientific session, or to
63 cancel same in the event of extraordinary emergency.
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3. Management and General Arrangements: The Board of Directors shall be responsible for conducting the scientific sessions. For this purpose, the Board may establish committees as required.
4. Trade Exhibits: Products or services may be exhibited at scientific 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 scientific 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.

Section B. BUSINESS MEETINGS:

1. Regular Meetings shall be held annually in October or November unless a different date is ordered by the Board of Directors. Regular sessions may be waived by a majority vote of the membership. This may be accomplished by mail ballot.
2. Special Meetings may be called by the president, or in his/her absence, by the President-elect, or at the written request of ten percent (10%) of the Active membership.
3. Quorum: Thirty (30) active members shall constitute a quorum.
4. Order of Business at Annual Business Meetings
 - a. The order of business at annual business meetings shall be:
 1. CALL TO ORDER
 2. INTRODUCTION OF PARLIAMENTARIAN
 3. REPORT OF MINUTES REVIEW COMMITTEE
 4. REPORTS OF OFFICERS
 5. REPORT OF BOARD OF DIRECTORS
 6. REPORTS OF STANDING COMMITTEES
 7. REPORTS OF SPECIAL COMMITTEES
 8. UNFINISHED (REFERRED) BUSINESS
 9. NOMINATION AND ELECTIONS OF NEW MEMBERS
 10. INTRODUCTION OF NEW BUSINESS AT FIRST BUSINESS MEETING
 11. NOMINATION OF OFFICERS AT FIRST BUSINESS MEETING
 12. ELECTION OF OFFICERS AT A SUBSEQUENT BUSINESS MEETING
 13. ACTION ON NEW BUSINESS AT A SUBSEQUENT BUSINESS MEETING
 14. INDUCTION OF NEW MEMBERS
 15. INSTALLATION OF NEW OFFICERS
 16. SELECTION OF DATE AND PLACE OF NEXT MEETING
 17. ADJOURNMENT
 - b. The order of business may be amended by a majority vote or suspended by a two-thirds vote of the Active members present.

ARTICLE XI — FINANCES

The Society shall have the power to provide for its financial support by levying membership dues and assessments in conformity with Article III of these *Bylaws* and Articles III and IV of the Association's *Bylaws*. The fiscal year of the Society shall be January 1st through December 31st. This Society is a nonprofit organization. If it is dissolved at any time, no part of its funds or property may be distributed to, or among, its members; but, after payment of all indebtedness of the Society, its surplus funds and property will be used for orthodontic education and research in such a manner as the then governing body of the Society may determine.

There shall be a fixed reserve fund. The sum of the reserve fund shall be equal to the cost of the annual session plus 75% of the amount of the annual budget. The average of the last three (3) annual sessions will be added to the average of the last three years' operating budget to determine the target amount for the reserve fund.

The monies withdrawn from the fixed reserve fund require a two-thirds vote of the Board of Directors.

All monies in excess of the fixed reserve fund and not allocated to the operating budget shall be considered the "additional reserves." The monies withdrawn from the "additional reserves" will only require a majority vote of the Board of Directors.

ARTICLE XII — INDEMNIFICATION

1 The Society shall indemnify and hold harmless each officer, delegate, member or consultant of the councils or committees, and
2 employees now or hereafter serving the Society, from and against any and all claims and liabilities to which s/he may be, or
3 become, subject by reason of his now, or hereafter being, or having heretofore been, an officer, delegate, member or consultant of
4 a council or committee, or employee of the Society and/or by reason of his alleged acts, omissions, or commissions as an officer,
5 delegate, member or consultant of a council or committee, or employee, as aforesaid, and shall reimburse each officer, delegate,
6 member and consultant of the councils and committees, and employees of the Society for all legal and other expenses reasonably
7 incurred by him/her in connection with defending against any such claims or liabilities, provided, however, that no officer,
8 delegate, member consultant of a council or committee, or employee shall be indemnified or be reimbursed for any expense
9 incurred in defending against any claim or liability arising out of his gross negligence, want on or willful misconduct. The foregoing
10 rights of officers, delegates, members and consultants of councils or committees and employees shall not be exclusive of any
11 other rights to which they may be entitled lawfully.

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13 **ARTICLE XIII — PARLIAMENTARY AUTHORITY**

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15 The current edition of Sturgis Standard Code of Parliamentary Procedure shall govern the deliberations of this Society when not
16 otherwise provided for by the *Bylaws*.

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18 **ARTICLE XIV — AMENDMENTS**

19 Section A. PROCEDURE: These *Bylaws* may be amended by a two-thirds affirmative vote of the active members present at the
20 second business meeting of the annual session of the Society, provided the proposed amendment has been presented to the
21 Society at the first business meeting of the same session, and a copy of the proposed amendment has been mailed, by
22 conventional mail or sent electronically, to each active member at least thirty (30) days previous to the date of the annual session
23 at which the amendment is to be voted. The thirty (30) day notification may be waived by a three-quarters affirmative vote of the
24 active members present at the first business meeting of the session at which the amendment is presented. If the thirty-day
25 requirement is waived, the proposed amendment shall be voted upon at the second business meeting and shall also require a
26 three-quarters affirmative vote for adoption.

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28 **ARTICLE XV — PRINCIPLES OF ETHICS**

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30 The Principles of Ethics of the American Association of Orthodontists shall be the Principles of Ethics of this Society.

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32 PLEDGE: Every member of the Society shall pledge to adhere to the Principles of Ethics of this Society.

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34 **ARTICLE XVI — DISCIPLINARY PROCEEDINGS**

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36 Section A. DISCIPLINE OF MEMBERS: This Society or the Association (AAO), on its own volition or upon receipt of a written
37 complaint from any other person, reserves the right to discipline any of its members (except honorary) for cause. Disciplinary
38 action may include reprimand, suspension or expulsion. Violation of the AAO's *Bylaws* or *Principles of Ethics*, or any lawful rule of
39 practice duly adopted by this Society, or any other conduct prejudicial to the interests of this Society, shall constitute sufficient
40 cause for disciplinary action hereunder. This Society, on its own volition or upon appeal from an applicant for membership who
41 has been denied membership by this Society, further reserves the right to terminate the membership of any member and affirm
42 the denial of membership to such applicant.

43
44 Each member hereby expressly waives the right to hold this Society, its delegates, trustees, officers, members and employees, or
45 any of its constituent or component organizations responsible for any damage, pecuniary or otherwise, as a result of disciplinary
46 or membership proceedings against or involving any member.

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48 Section B. DISCIPLINARY PROCEEDINGS:

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50 1. Jurisdiction: This Society, through the AAO (Association), has jurisdiction to bring disciplinary proceedings against, and to
51 conduct membership proceeding as to, a member, which shall be conducted by the Council on Membership, Ethics and
52 Judicial Concerns ("COMEJC").
53
54 2. Investigation: The investigation of disciplinary or membership complaints and/or appeals of membership denials shall
55 occur as follows:
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57 a. The chair of COMEJC shall select three of its members (the "Investigating Committee") to investigate any
58 disciplinary or membership complaints and/or appeals of membership denials.
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60 b. The Investigating Committee may conclude, in its sole discretion and based upon a preliminary review of any
61 complaint or record of membership decision, that the complaint or record contains insufficient information on which
62 to base an investigation, or is patently frivolous or inconsequential. In such case, the matter may be disposed of by
63 written notice to the complainant or applicant and the Secretary of this Society.
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- c. If the Investigating Committee concludes that a complaint or record constitutes a valid and actionable inquiry, the Investigating Committee shall conduct a confidential investigation in order to determine whether disciplinary or membership action is warranted. Such an investigation in the case of disciplinary proceedings shall include contacting the accused member and the complainant, if any, and gathering all relevant facts. The investigation of whether membership in this Society is warranted shall include contacting the applicant or existing member as the case may be, as well as this Society's organization (in the case of active, affiliate and retired members), and obtaining all relevant facts.
 - d. The Investigating Committee shall file its report and non-binding recommendations as to a proposed penalty with the chair of COMEJC within a reasonable time after notification of the complaint or membership issue.
 - e. If the Investigating Committee determines that no disciplinary action is warranted or that membership should be maintained or granted, it shall notify the member or applicant, the Secretary of this Society, the chair of COMEJC, and Secretary-Treasurer of the Association. The notice to such member or applicant shall be in writing and sent via certified mail-return receipt requested.
 - f. In the case of the first disciplinary complaint against a member involving public statements, announcements of services and promotional activities where the Investigating Committee has determined that the complaint constitutes a valid and actionable inquiry, the Investigating Committee may, in its sole and absolute discretion, elect to advise the member of its finding and obtain a written agreement from the member to cease the unethical activity and to waive any further right of appeal from, or challenge to, such finding and agreement. If the member enters into and complies with such an agreement, the Investigating Committee shall file its report as to such matter with the chair of COMEJC, and no disciplinary action shall be warranted in relation to the public statement, announcement of services or promotional activity that is the subject of such agreement. Notwithstanding the foregoing, in the event of a subsequent complaint against the same member involving any public statements, announcements of services and promotional activities where the Investigating Committee determines that the complaint constitutes a valid and actionable inquiry, this Article XVII.B.2.f shall be inapplicable, and the provisions of Article XVII.B.2.d and all other related provision of this Article XVII shall apply.
3. If the Investigating Committee determines that disciplinary action is warranted or that membership should be terminated or denied, COMEJC shall follow the procedures set forth below:
- a. Notice: The member or applicant shall be notified in writing of the charges and his/her right to a hearing before three members of the COMEJC selected by the chair thereof who shall not be members of the Investigating Committee (the "Hearing Committee"). Such notification shall be sent by certified mail, with return receipt requested, to the member's address of record. The member or applicant shall be notified that he/she may request a hearing before the Hearing Committee in order to appear and may present evidence, and that he/she may be represented by legal counsel, if desired, at his or her expense.
 - b. Hearing: Upon timely written request from the member or applicant, which must be given within thirty (30) days of the notice to the member or applicant of the right to a hearing, the member or applicant shall be entitled to a private hearing before the Hearing Committee at which time he/she shall be given the opportunity to present his/her response. The hearing shall be conducted in accordance with the procedures adopted by this Association at a place and time selected by the Hearing Committee in its sole discretion, and the member or applicant shall be given reasonable advance notice of the date, time and place of the hearing. The members of the Hearing Committee shall elect from their number a Hearing Officer, who shall preside at the hearing and issue any appropriate procedural or evidentiary rulings, and summarize the results of the investigation and non-binding penalty recommendation at the hearing for the other members. Formal rules of evidence or civil procedure shall not be required. The Hearing Committee may consider any relevant material.
 - c. Decision: Every disciplinary and membership decision of the Hearing Committee shall be in writing. Each written decision shall specify the charges made against the member or applicant, the facts which substantiate any or all of the charges, the decision rendered by the Hearing Committee, the penalty imposed in the case of disciplinary proceedings, the fact that the member or applicant has a right of appeal and the time for filing a notice of appeal. The Hearing Committee may, in its sole and absolute discretion, give consideration as to whether the case involves a second complaint against the same member concerning public statements, announcements of services and promotional activities if such member entered into a written agreement with the Association pursuant to Article XVII.B.2.f, above, in relation to the penalty assessed. Within ten (10) days of the date on which the decision is rendered, a copy thereof shall be sent by certified mail, with return receipt requested, to the Association's last known address of each of the following parties: the member or applicant, the Secretary of this Society (in the case of active, affiliate and retired members), the chair of the Council on Membership, Ethics and Judicial Concerns of the Association and the Secretary-Treasurer of the Association.

Section C. APPEALS: The decision of the Hearing Committee as to applicants shall be final with no right of appeal. A member receiving an adverse decision from the Hearing Committee shall have the right to appeal from such a decision by filing a notice of appeal with the Secretary-Treasurer of the Association.

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The notice of appeal must be in writing and filed with the Secretary-Treasurer of the Association within thirty (30) days of receipt of the notice of the adverse decision.

Each party to an appeal shall be entitled to submit a brief in support of his/her or its position. The member and the Hearing Committee shall submit his/her or its brief to the Secretary-Treasurer of the Association via certified mail, return receipt requested, within ninety (90) days of filing an appeal.

No decision shall become final while an appeal there from is pending or until the thirty (30) day-period for filing notice of appeal has elapsed. Within thirty (30) days of the receipt of a notice of appeal, the President of the Association will name and determine their willingness to serve, three members to an Ad Hoc Appeals Panel and three alternates, no one of who shall have been a member of the COMEJC. The Secretary-Treasurer of the Association will notify the member of the names of the three principals via certified mail, return receipt requested. If the member shows good cause why any named principal is unacceptable, an alternate(s) will be selected by the President of the Association. This selection shall be final. The Panel shall notify the COMEJC and the member of the time and place of the hearing, such notice to be sent by certified mail, with return receipt requested, to the last known address of the parties to the appeal and mailed not less than thirty (30) days prior to the date set for the hearing.

The Panel shall meet within a reasonable time from the date the appeal was filed. The member may have one representative appear, at his or her expense, before the Panel to make oral or written presentations and to respond to questions from the Panel. The Hearing Officer shall designate a representative to appear before the Panel to support the decision of the Hearing Committee and to respond to questions of the Panel. Either party may be represented by counsel; however, the proceedings shall be conducted on an informal basis.

The Panel shall be required to review the decision on appeal and determine whether the charges involving the member support the decision or warrant the penalty imposed. The Panel shall not be required to consider additional evidence unless there is a clear and convincing showing that either party to the appeal will be unreasonably harmed by failure to consider the additional evidence.

Every decision on appeal shall be reduced to writing and shall clearly state the conclusion of the Panel and reasons for reaching the conclusion. The Panel shall have the discretion to:

1. Uphold the decision of the Hearing Committee;
2. Reverse all or any part of the decision of the Hearing Committee and thereby exonerate the member;
3. Deny an appeal because it fails to satisfy the requirements of these *Bylaws*;
4. Refer the case back to the Hearing Committee for a new proceeding, if the rights of the member under all applicable *Bylaws* were not accorded him/her; or
5. Accept the findings of the Hearing Committee, but impose a different penalty or decision.

Within a reasonable time from the date a decision on an appeal is rendered, a copy thereof shall be sent by certified mail, with return receipt requested, to the Association's last known address of each of the following parties: the member, the Secretary of this Society (in the case of active, affiliate and retired members), the chair of the COMEJC of the Association and the Secretary-Treasurer of the Association.

Section D. RESIGNATION: If a member who is the subject of a complaint or other disciplinary or membership action by this Society resigns at any time during the proceeding, the matter shall be dismissed and the member may not thereafter reapply for any class of membership.